

**THE COMPANIES ACT OF 2002**  
**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**  
**ARTICLES OF ASSOCIATION**

**OF**  
**VYBU DRINKS COMPANY LIMITED**  
**(INCORPORATED THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 2025)**

**DRAWN BY:** \_\_\_\_\_  
**MUSIBA PAUL KITEMA**  
**(SUBSCRIBER)**  
**P. O. BOX 1 12907**  
**DARES SALAAM**

**THE COMPANIES ACT 2002 (CAP 212)**

**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION OF**

**VYBU DRINKS COMPANY LIMITED**

1. The name of the company is **VYBU DRINKS COMPANY LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania – Mainland.
3. The objectives for which the company is established are:
  - a) To carry on business of manufacturing foods, all kind of soft drinks and another drinks , production of mineral waters and other bottled waters, Manufacture of dairy products, Restaurants and mobile food service activities,manufacture of cooking oil,bakery.
  - b) To carry on business of fresh water fishing, Mixed farming, Manufacture of other food products, Manufacture of prepared animal feeds, Manufacture of malt liquors and malt,food Production ,animal grazing ,animal husbandry,sell livestock abroad.
  - c) To carry on business of Real estate activities with own or leased property
  - d) To carry on Business of All kind of investments .
  - e) To carry on business of selling and Produce office,home furnitures.
  - f) To carry on business of all ICT Works
  - g) To carry on Business of crops supply,mixing farming.
  - h) **To carry on business of wolesales of livestock** medication and agriculture activities,manufacturing of human and animal food, engage in the business of selling veterinary medicines, fertilizer, livestock production, livestock grazing and selling them in and out of the country.

- i) **To carry on business of retail sale of electronical** household appliances furniture lighting equipment and other household activities in specialized store,sawmilling and planning of wood, activities of head offices clarity and helping other
- j) To carry on business of tanning and dressing of leather dressing and dyaing of for wherehousing and storage.
- k) **To carry on business of general Construction of Virious structures** such as **Building**(commercial&residential),bridges,tunnels,railways,towers ,(water,telecommunication,industrial),industrial ware houses, energy poles,dams,ports, go downs machinery, slaps and nesses of every description, electric walkers, water works, drainage, sewage, works, building, roads and structure of every description.
- l) **To carry on business of General supplies of construction material**, such as blocks, sand, aggregates, cement, timber, reinforcement bars and other material used in constructionindustry, auto spares parts, plants and equipment, hiring of plants and equipments.
- m) **To carry on business of all kind of renovation**, such as in single family houses, manufactured houses, cooperative houses and apartments, both interior and exterior and decoration.
- n) **To carry on all works of mechanical, electrical, and telecommunication activities.**
- o) **To carry on all bulding and Civil works**
- p) To provide consultancy services for constructions, land valuation, businesses, architecture, civil, structural and electrical engineering and quantity surveying.

- q) To establish and carry on the business of general engineering works, building and civil engineering contractors.
- r) To act as real estate agents and to secure funds, process sales, purchases, leases and marketing arrangements for all kinds of landed properties.
- s) To provide consultancy services in geodetic, cadastral topography, hydrographical and mining surveys.
- t) To carry on the business of property development consultants and in connection therewith to conduct feasibility appraisals and viability appraisals of all kinds of property developments and investment schemes.
- u) To provide advice on the ownership and disposition of all kinds of properties both movable and immovable.
- v) To provide professional advice on the management and maintenance of housing landed properties including small and large estates and capital infrastructure.
- w) To carry on the business of general merchants, general store keepers, universal providers, importers and wholesale and/ or retailtraders of all kinds of goods or otherwise deal in cotton, silk, woolen goods and textile fabrics of all kind.
- x) To establish and carry on the business of auctioneering.
- y) To engage in the business of farming, to acquire and development tracts of land for the purpose of farming, to be farmers of various cash crops like sugar cane, cotton, sisal, coffee and to carry on business of dairy farming, poultry farming, suppliers of beef and all kinds of dairy and poultry products.
- z) To acquire and hold stocks, debenture stocks, bonds, obligations, securities or shares by original subscription either conditionally or otherwise and to guarantee the subscription thereof or exercise and

enforce all rights and powers conferred by or incidental to the ownership thereof.

- aa) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal bills of exchange, promissory notes and other negotiable or transferable instruments.
- bb) To amalgamate or enter into partnership or any joint venture or profit sharing arrangement with any person or entity.
- cc) To borrow, raise or secure payment of money by bank overdraft, mortgage or by issue of debentures, debenture stock, bonds obligations and securities of all kinds and to purchase, redeem or pay off any such security or loan.
- dd) To carry on the business of hirers of trucks, lorries, cars, buses, self or chauffeur driven vehicles, transportation of passengers and goods within Tanzania and beyond.
- ee) To establish and carry on the business and promotion of handicrafts including woodcarvings, basketry, tie and die, fashion garments, artistic leather, embroidery, printing, sculpturing, seashells, coral products, ornaments, meerscham pipes, pottery, ceramics.
- ff) To carry on business as an investment trust company.
- gg) To establish, support or aid any association, institution, fund, trust and club calculated to benefit employees or ex-employees of this company any of its predecessors, subsidiaries, affiliates and associates. To make provision for dependants or connected persons to employees, shareholders and directors present or past and provide pensions, allowances, or insurance policies or other benefits.
- hh) To conduct and carry out or procure, to be conducted and carries out any kind of research work calculated to advance any business or activity which the company is authorized to carry on or in any way related to or connected with any such business or activity and to institute, promote or undertake any education work or training which may be thought advantageous to the company or conducive to the welfare of its employees and to pay or contribute to the

expenses of such research or educational work training as aforesaid and employ or engage persons to conduct and carry on the same.



- ii) To enter into any agreement and contract with government authorities be they local, or otherwise, corporations, companies or persons having objectives that may seem conducive to the company's objectives.
  
- hh) To amalgamate with or enter into any agreement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or about to carry on or engage in any business transaction capable of being conducted so as to directly benefit this company and to take or otherwise deal with the same.
  
- ii) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company or for purpose which may seem directly calculated to benefit this company.
  
- jj) To apply for and take out or otherwise purchase or acquire any patent, copyrights, trademarks or any other intellectual property rights that may be useful to the company objectives.
  
- kk) To construct steamships, trawlers, catchers, carriers, drifters, boats and all kinds of vessels, slaughter houses, cold storage premises, warehouses, sheds, and other facilities requisite for the business of the company.
- ii) To open branches, subsidiaries or affiliate with other entities outside Tanzania.
- jj) To do all or any of the above things in part or in whole and either alone or in conjunction with others in furtherance of the objectives of the company.

And it is hereby declared the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons whether incorporated or not and whether domiciled in Tanzania or elsewhere and that the intention is that each of the objectives set forth in each shall, except where

otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company. In the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the company.

4. The liability of the members is limited.
5. The authorized share capital of the company is **Tanzanian shillings FIFTY MILLION (Tshs 50,000,000/=)** divided into **one Thousand (1000) shares** only of **Tanzanian shillings Fifty thousand (Tshs 50,000/=) each**. The company has the power to alter the capital value of shares, create classes and attach special right to shares from time as it may deem fit.

We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:

NAMES, POSTAL ADDRESSES AND OCCUPATIONS O SUBSCRIBERS	NUMBER OF SHARES TAKE EACH SUBSCRIBER	SIGNATURE SUBSCRIBERS
<b>MUSIBA PAUL KITEMA</b> <b>.O.Box 12907</b> <b>DAR ES SALAAM</b>	600	
<b>ELIZABETH BONIFASI MASUMBUKO</b> <b>P.O.Box 12907</b> <b>DAR ES SALAAM</b>	200	
<b>TOTAL NUMBER OF SHARES</b>	800	
<b>RESERVED SHARES</b>	200	
<b>TOTAL NUMBER OF SHARES</b>	1000	

**DATED THIS 22<sup>TH</sup> DAY OF DECEMBER 2025.**

**WITNES (ES) TO THE ABOVE SIGNATURES:**

**NAME : EVA WILLIUM MSANGI**

**POSTAL ADDRESS: P O.BOX 53741**

**SIGNATURE:.....**

**QUALIFICATION : COMMISSIONER FOR OATHS & NOTARY PUBLIC**



**THE COMPANIES ACT (CAP 212)**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

**VYBU DRINKS COMPANY LIMITED**

1. In these regulations:

“The act” means the Companies Act:

“The articles” means the articles of association of the company;

“ Clear day” in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;

“Secretary” means the secretary of the company or any person appointed to perform the duties of the secretary of the company;

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

The Regulations I of Table A in the Schedule to the Companies Act (hereinafter called Table “A” shall not apply to the company,

save for those adopted and or incorporated in these articles of association.

## **PRIVATE COMPANY**

The company is a private company and accordingly:-

- a) The right to transfer shares is restricted in manner hereinafter prescribed;
- b) The number of members of the company (exclusive of person who are in the employment of the company and persons who, having been formerly in the employment of the company, were while in such employment, and have continued after the determination of that employment, to be members of the company), is limited to fifty (50) provided that where two or more persons hold one more shares in the company they shall for the purpose of this regulation be treated as a single member.
- c) Any invitation to the public to subscribe for any share or debentures of the company is prohibited.
- d) The company shall not have power to issue shares warrants to bearers.

## **TRANSFER OF SHARES**

2. The directors may in their discretion and without assigning any reason refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
3. Subject to clause 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-

- a) If any member of the company shall at any time desire to sell and transfer any shares registered in such member's name and or in the event of the creation of any further shares by the company, such shares shall be first offered by the directors to the existing members of the company in the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.
- b) Save as hereby otherwise provided no share shall be transferred to any person who is not a member of the company so long as any member is willing to purchase the same at a fair value.
- c) Every shareholder or trustee in bankruptcy or person who may desire to sell or transfer any such share shall give notice in writing to the directors that he desire to make such sale or transfer. Such notice shall constitute the board of directors of the company as a price to be agreed upon between the party giving such notice and the board, or in case of difference to be determined by the auditor of the company.
- d) Upon price of such shares being agreed on or determined as per clause (b) above, the board shall forthwith give notice to the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so that maximum number of shares. At the expiration of such 21 days' notice the board shall apportion such shares amongst the shareholder, (if more than one ) who shall have expressed their desire to purchase the same and

as far so may be promoted according to the number of shares already held by them respectively or if there be only one such shareholder, the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares states in his answer to the said notice.

Upon such apportionment made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer the shares be bound upon payment of the said price to transfer the share to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

#### **4. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING**

Article 40 to 55 of Table “A” shall apply subject to the following variations:-

- a) A general meeting, ordinary or extra- ordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- b) To members, present either personally or by proxy shall form a quorum.
- c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the directors and or the members of the company holding three fourths of the issued

shares of the company shall be valid and effectual as ordinary resolution duly passed at a general meeting of the company.

## **VOTE OF MEMBERS**

5. Articles 56 to 67 of Table “A” shall apply.

## **DIRECTORS**

6. (a) Until otherwise determined by the company in a general meeting the directors shall not be less than two and not more than seven in number.  
  
b). The following persons shall be the first directors of the company:-

### **2. MUSIBA PAUL KITEMA**

#### **1. ELIZABETH BONIFASI MASUMBUKO**

7. The share holding qualification for directors may be fixed by the company in a general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of directors for transaction of business shall be two unless otherwise fixed by directors.
9. A resolution in writing signed by all the directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

## **POWERS OF DIRECTORS**

- a) Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The power given by this article shall not be limited by any special power given to the directors by the article and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- b) The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
- c) The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
- d) The company may exercise the power conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections ) make and vary such regulations as they may think fit respecting the keeping of any such register.

## **DISQUALIFICATION & REMOVAL OF DIRECTORS**

10. The office of the director shall be vacated if the director:-
- a) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or.
  - b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) Becomes of unsound mind; or
  - d) Resigns his office by notice in writing to the company; or
  - e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

## **BORROWING POWERS**

11. The directors may raise or borrow for the purpose of the company's business such sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the property or any part of the property and assets of the company, present and future, including its uncalled or un-issued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets for the company, not charged or such other way as the directors may think expedient.

## **ALTERNATE DIRECTORS**

12. Each director may nominate a person, who shall be approved in writing by the other director to act as alternate in his place during his absence from Tanzania or inability to act as such director. Such alternate director shall be subject in all other respect to the terms and conditions existing with reference to the directors of the company, and such alternate directors when acting shall exercise and discharge all the duties and functions of the directors whom he represents and in the case of alternate director being unable to act during the absence or inability to act as the director whom he represents he may subject to the like approval of the other directors appoint a duly qualified person to act in his place.

## **SECRETARY**

13. The secretary shall be appointed by the board for such terms at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the board.

14. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as or, in place of, the secretary.

## **DIVIDENDS & RESERVE**

15. Article 103 to 110 of Table "A" shall apply.

## **ACCOUNTS**

16. Article 111 to 115 of Table "A" shall apply.

## **WINDING UP**

17. With the sanction of special resolution of the shareholders any part of the assets of the company including any share in other companies may be divided between the member of the company in special or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares where upon there is any liability

## **INDEMNITY**

18. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application (under Section 481 of the Act) in which relief is granted to him by the court.

## **ALTERATION OR ADDITIONS**

19. Subject to the provision of the Act and those contained in the memorandum of association, the company may by special resolution make alterations or addition and the same shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special resolution.

## **THE SEAL**

20. The seal shall not be affixed to any instrument except by the authority of a resolution of the directors and shall be so affixed in the presence of at least one director and the

secretary or some other person approved by the directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

### **AUDIT**

21. The company in a general meeting shall appoint auditors of the company and their tenure and duties shall be regulated in accordance with the Companies Act.

### **NOTICES**

22. Any notice or document may be served by the company upon any member, either personally or by telex, or by sending it through the post in a prepaid registered letter, envelope or wrapper, addressed to such member at his registered place or address notified to the company.



23. Any notice or document sent by telex or prepaid post shall be deemed to have been served.

24. Save as herein before provided, notice of every general meeting shall be given to every member of the company.

### **ARBITRATION**

25. If and whenever any dispute or difference shall arise between the company and any of its members or their respective touching upon the construction or meaning of any article herein contained or any Act, matter or thing made or done or omitted to be done or with regards to the rights or liabilities arising hereunder or arising out of the relations existing between the parties by reasons of the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party, and in the event of failure to agree within thirty (30) days the procedure laid down in

the Arbitration Act or any existing statutory modifications or re – enactment thereof shall apply.

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<b>TOTAL NUMBER OF SHARES</b>	<b>1000</b>	

**DATED THIS 22<sup>TH</sup> DAY OF DECEMBER 2025.**

**WITNES (ES) TO THE ABOVE SIGNATURES:**

**NAME :** EVA WILLIUM MSANGI

**POSTAL ADDRESS:** P O.BOX 53741

**SIGNATURE:**.....  


**QUALIFICATION :** COMMISSIONER FOR OATHS & NOTARY PUBLIC

