

No. 14892/2018

Receipt No. 90268940
USD20

ORIGINAL COPY

No. 197261



ZIMBABWE

Certificate of Incorporation



ZAMBEZI BLUE (PRIVATE) LIMITED

I hereby certify that.....

.....
.....
is this day incorporated under the Companies Act [Chapter 24:03] and that the Company is Limited.

Given under my Hand and Seal at..... **HARARE**

this **16TH** day of **NOVEMBER**, 20 **18**

[Signature]

Registrar of Companies

ZIMBABWE

Form CR 14

No of Company:

14892/208

Sections 187 and 330 of Act
Section 27 of Regulations

THE COMPANIES ACT
(CHAPTER 24:03)

Particulars (a) of Register of Directors and Secretaries
And of any changes therein

Or

A list (a) of Directors and Principal Officer of a Foreign
Company



Name of Company: **ZAMBEZI BLUE (PRIVATE) LIMITED**

To: The Registrar of Companies

HARARE

Presented for filing by:

R.A.Scott
42-44 Lanark Road
Avondale, Harare

90268940

15 NOV

Particulars of Directors/Secretary/Principal Officer of **ZAMBEZI BLUE (PRIVATE) LIMITED**

Date of Appointment	Full Name	Nationality	Former Names	Address	Other directorship	Nature of directorship	Change date	Date company notified
D A T E O F I N C O R P O R A T I O N	Directors							
	Alastair Ackhurst 63-998570-M-00	Zimbabwean	Nil	No.39 Hindhead Avenue, Chisipite, Harare	Nil	APPOINTED	DATE OF INCORPORATION	DATE OF INCORPORATION
	Russell Allen Scott 02-043461-C-00	Zimbabwean	Nil	No.5 Crichton Avenue Marlborough, Harare	Nil	APPOINTED	DATE OF INCORPORATION	DATE OF INCORPORATION
A T T R I B U T I O N	Secretaries							
	Trueview Consultants (Private) Limited		Nil	31 South Avenue, I.H.K Building, 1 st Floor, Harare	Nil	APPOINTED	DATE OF INCORPORATION	DATE OF INCORPORATION

Signed

Secretaries/Director/Principal Officer

Date

14-11-18

NOTES

- A complete list of the existing directors should always be given.
- This date should always be shown, whether or not it is in respect of an old or new appointment.
- In case of a foreign company, if the director is a corporate body, its name and the situation of the principal officer must be given.
- In the case of the principal officer being a corporate body, the name and the situation of its registered office must be given.
- In the case of the principal officer being a corporate body or partnership, the corporate or partnership name must be shown.
- And if it is a partnership, all the names of the partners must be given.
- In the case of an individual, if he is a director of any other company registered in this country, the name of every such company must be entered. This applies only in respect of new appointees.
- State "Resigned", "Died" or as the case may be in the case of new appointment since the last list was filed. It must be stated here in whose place or whether additional
- Give the date of the occurrence referred to in the previous columns, Both columns 8 and 9 must be completed in the event of a change.
- This is regarded as the effective date of the entry in the register.

COMPANIES ACT (CHAPTER 24: 03)

No. of Company

14892/298

Notice of Situation and Postal Address of a Company's Registered Office or of a Foreign Company's Principal Place of business, and of any change thereto

Name of Company **ZAMBEZI BLUE (PRIVATE) LIMITED**

TO THE REGISTRAR OF COMPANIES,

HARARE

The above-mentioned company hereby gives you notice that the registered office/principal place of business of the company-

- (a) (i) *is/was situated at **42-44 Lanark Road, Avondale, Harare**
- (ii) the postal address *is/was **As above**
- (b) +has been changed from the above address to
- (i) situation at.
- (ii) postal address at.....
-
- with effect from.....**Date of Incorporation**
-
- (Signed) R.A.Scott DIRECTOR/SECRETARY/CHIEF AGENT

This ...**14th**.... Day of **November** **2018**
(DATE) (MONTH) (YEAR)

Presented for filing by **R.A.Scott**
42-44 Lanark Road
Avondale, Harare

*Delete whichever is inappropriate.

+To be completed only in the event of a change of address.

- NOTES:-** (a) In case of a change of address, this form must be submitted to the registrar BEFORE the proposed change takes place.
- (b) If the registered address of a company has been altered by a public authority, so that the changed address designates the same premises as before, no fee will be charged if the registrar is satisfied as to the facts and the name of the authority which ordered the change as stated on the form.

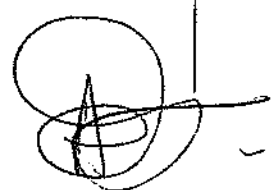
15 NOV

14892/2218

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

ZAMBEZI BLUE (PRIVATE) LIMITED





15 NOV

90268940

THE COMPANIES ACT (CHAPTER 24:03)
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ZAMBEZI BLUE (PRIVATE) LIMITED

1. The name of Company is **ZAMBEZI BLUE (PRIVATE) LIMITED**
2. The registered office of the Company will be in Zimbabwe.
3. The objects for which the Company is established are: -
 - (a) **To carry on the trade or business of farming and distribution of agricultural produce, together with all the trade or business usually associated therewith.**

2/...

- b) To carry on the trade or business of online trading, together with all the trade or business usually associated therewith.
- c) To carry on the trade or business of exploring, extracting and mining, together with all trade or business usually carried on in connection therewith.
- d) To carry on any of the business of customs, shipping, clearing, forwarding, distributing and clearing agents, warehousing and container handlers, together with all the trade or business usually carried on in connection therewith.
- e) To carry on the business of general dealers, importers, exporters and commodity broking of various goods, together with all trade or business usually carried on in connection therewith.
- f) To establish, prospect, stake, peg, mark, lay claim to, register, buy, acquire, hire, manage, operate, tribute, lease, sell, transfer, dispose of, deal in, prove, test, work, develop, excavate and/or mine any mine or mining or prospecting claims, holding, rights of privileges and to mine, excavate, treat, crush, process, refine, manufacture, ores, rocks, earth, sands, minerals, metals or stones, base, precious or semi-precious, and to carry on any of the managing claims or mines and dealing in ores or any products or by-products of any mining or excavating operations, and of and in any interests or rights in them or any of them.
- g) To carry on any of the business of cultivating, developing, irrigating, clearing and draining any land, of planting, cultivating, growing, producing, reaping, treating, processing, curing, cleaning, grading, storing, converting, manufacturing, selling and dealing in any and all kinds of plants, trees, cereals, grasses, fodder, vegetables and agricultural crops and produce of all and any kind of breeding, feeding, grazing, watering, caring for, buying, selling and dealing in all kinds of domesticated or wild cattle, sheep, goats, pigs and livestock or animals, rodents, reptiles, birds, fish or insects of all and any kind, and whether alive or dead in any skins, meats, flesh or edible and non-edible products of any of the, of dairy farming, gardening and market gardening and of producers of and dealers in agricultural produce of all kinds and to acquire any interest or right in any such business.
- h) To carry on the trade or business of hauliers, bus operators, boat operators, aircraft operators, transport operators, taxi operators, together with all the trade or business usually associated therewith.
- i) To carry on the trade or business of investors in private and public companies, enter into any form of partnerships, property ownership, together with all or any trade or business usually carried on in connection therewith.
- j) To purchase or by any other means acquire and protect, prolong, extend and renew whether in Zimbabwe or elsewhere any copyright, patent rights, trade marks, designs, rights of production, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to advantage in respect of the same, and to sell, charge, pledge or otherwise dispose of same, or to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.

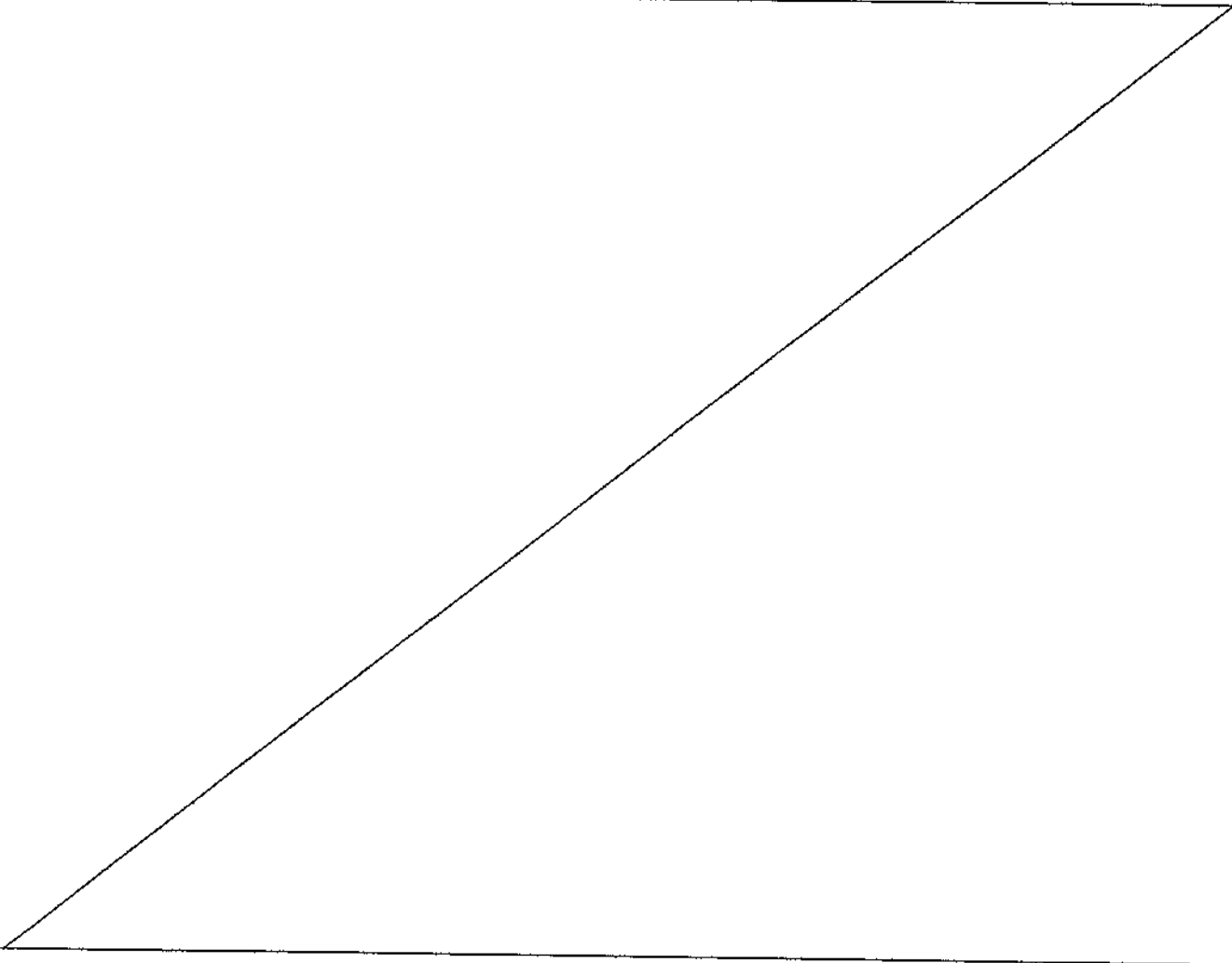
3/....

ZAMBEZI BLUE (PRIVATE) LIMITED

- k) The carrying on of any other manufacture, trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the company in connection with, or ancillary to, any of the said business or with and to general business of the company.
- l) To carry on any of the said business either as principal or jointly with or in connection with or in co-operation with or in partnership or any kind of agent or agents, or as agent of any kind for any other person, company or body.
- m) To purchase, take on lease, hire or be any other means acquire land, buildings, or property movable or immovable and any rights whatsoever in respect thereof and of them which may enhance the value of any property or the business of the company.
- n) To sell, let or hire, lease, charge, mortgage, pledge, pass bond over, donate, give in exchange, otherwise dispose of any right or interest in any of the said movable or immovable property or any of the said things.
- o) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of the company or of undertaking any business or operations which may appear likely to assist or benefit this company and to pay all the expenses of or incidental to such promotion.
- p) To lend money, either with or without security and with or without interest, and generally to such persons or companies and on such terms and conditions as may seem expedient, and including to persons or companies having dealings with this company and to guarantee the performance or contracts and obligations by and any such persons or companies and to charge, pledge or pass bond over any of the assets of the company, movable or immovable.
- q) To guarantee or become liable for the payment of money or the performance of any obligations, and generally to give all kinds of guarantees in such manner and on such terms as may be considered in the interest of the company, and generally to enter into suretyships or guarantees of every description, either gratuitously or otherwise, including for directors of this company (but subject to the limitations of the Companies Act (Chapter 24:03)).
- r) To subscribe or take purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects together or put in part similar to those of this company or carrying on any business capable of being conducted so as to directly or indirectly benefit this company.
- s) To act as agent or brokers or as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any business of the company through or by means of agents, brokers, sub-contractors or others,
- t) To employ such persons or agents such terms at the company thinks fit for carrying out of any of the objects of the company.

4/...

ZAMBEZI BLUE (PRIVATE) LIMITED

- u) To remunerate any person, firm or company rendering services to the company whether by cash payment or by the allotment to him or them of shares or securities of the company (or of any other company) credited as paid up in full or otherwise.
 - v) To pay out the company all expenses which the company may lawfully pay of or incidental to the formation, registration and advertising capital including brokerage and commissions for obtaining applications for or taking placing or underwriting shares, debenture stock.
 - w) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
- 5 The capital of the company is the sum of US\$2 000 (two thousand united states dollars) divided into 2 000 (two thousand) ordinary shares of US\$1.00 (one united states dollar) each, with power to reduce and increase the capital, to divide the shares, in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
- 

ZAMBEZI BLUE (PRIVATE) LIMITED

We, the several persons whose names, addresses and occupations are subscribed, 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, Addresses And Occupations:	Number of Shares	Signatures
Alastair Ackhurst No.39 Hindhead Avenue, Chisipite, Harare <u>Director</u>	50 (Fifty)	AA
Russell Allen Scott No.5 Crichton Avenue Marlborough, Harare <u>Director</u>	50 (Fifty)	RJ

Dated at Harare this 14th day of November 2018

WITNESS:

Full Name

Samuel Gorogodo

Occupation

Accountant

Address

31 South Avenue
I.H.K Building, Harare

Signature

:  -----

ZAMBEZI BLUE (PRIVATE) LIMITED



THE COMPANIES ACT (CHAPTER 24:03)
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ZAMBEZI BLUE (PRIVATE) LIMITED

1. In these articles, unless there be something in the subject matter or Context inconsistent.

“The Company” means the above- mentioned company.

“The Act” means the Companies act (Chapter 24:03).

“The Office” means the Registered Office of the Company for the time being.

“Persons” means a natural person or artificial persons recognized by law.

"The Register" means the register of members to be kept pursuant to Section 115 of the Company Act (Chapter 24:03)

"Secretary" means any person appointed to perform duties of the secretary of the company.

2. The Registered office of the company will be situated in Zimbabwe.
3. The Regulations contained in Part II of Table 'A' of the First Schedule of the Companies Act (Chapter 24:03) shall, subject to the additions, modifications, alterations, and deletions hereinafter appearing, be the Articles of Association of the Company and in the event of there being any conflict between Part II of Table 'A' and the regulations hereinafter appearing the latter shall prevail.

4. PRIVATE COMPANY

- a) The right to transfer shares is restricted in manner hereinafter prescribed.
- b) The number of members of the company (exclusive of persons who are in the employment of the company, where in such employment and have continued after the determination of such employment to be members of the company) is limited to FIFTY, PROVIDED that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulations be treated as a single member.
- c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

5. SHARES

The shares shall be under control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions and at such as time as the Directors may think fit, with full power to give to any persons the call of any shares, either at par or at premium, and for such time and for such consideration as the directors think fit.

6.
 - a) The Directors may, in their sole and absolute discretion and without assigning any reason therefore, decline to register the transfer of any share (whether or not it is a fully paid share) to a person of whom they do not approve, and may decline to register the transfer of any shares on which the company has a lien.
 - b) No shares shall be transferred to any person who is not a member of the company who shall be willing to purchase the same, at a valuation to be determined in accordance with paragraph (e) of this Article (hereinafter referred to as "the fair value").
 - c) Except in a case in which the transfer is made pursuant to paragraphs (j) and (h) of these Articles, the member or other person including the personal representatives of any deceased member proposing to transfer any shares (hereinafter called "the notice") to the company that he desires to transfer the same. Such notice shall name the price at which the proposing transferor is willing to sell the share, and constitute the Directors and his agents for selling the share to any member of the company (or, if the Directors shall not find a member of the company willing to purchase the share, then to any other person approved by the Directors) at the fair value.

3/...

ZAMBEZI BLUE (PRIVATE) LIMITED

- d) If the Directors shall, within the space of three (3) months after receiving a transfer notice, find a member of the company or some other approved by them willing to purchase the share the Directors shall give notice therefore to the proposing transferor who shall then be bound to transfer the share to the purchaser upon payment of the price named in the transfer notice, or at the option of the purchaser, upon payment of the fair value, in either case within (3) months of the date of the notice given by the Directors to the proposing transferor. The proposing transferor shall be entitled to all dividends declared on such share up to the date upon which payment thereof is made by the purchaser.
- e) In case the purchaser shall not be prepared to pay for a share the price named in the transfer notice, the value of such share shall be determined by an Accountant of a firm of Accountants who shall be (i) unconnected with the company; and (ii) chosen by mutual agreement between the purchaser and the proposing transferor, and any value so determined shall be final and binding upon the purchaser and the proposing transferor.
- f) If the Directors shall not, within the space of three (3) months after receiving a transfer notice find a member of the company or some other person approved by them willing to purchase the share, and if they shall not within such time give notice as aforesaid, the proposing transferor shall thereafter be entitled to sell and transfer the share to any person at any price.
- g) The shares specified in transfer notice shall be offered by the Directors in the first instance to the members of the company, other than the proposing transferor, as nearly as may be in the proportion to the existing shares held by them respectively. Such offer shall be made to each member by notice specifying the number of shares to which one is entitled and the price named in the transfer notice, and limiting a time within which the offer, if not accepted in whole or part, will be deemed to have been declined. Such notice shall further more, inform each member that if he desire to purchase a number of shares less than or equal to or in excess of his reply state how many shares he desires to purchase and whether he is prepared to pay for them the price named in transfer notice if all such members do not claim their full proportions, the unclaimed shares, or such number of them as shall be required for that purpose shall be used for satisfying the claim in excess. If any shall remain unclaimed the directors may sell the same to such person as they see fit.
- h) Every purchaser of a share transferred in terms of the Articles shall be at liberty to pay the price named in the transfer notice, or the fair value, as the case may be either at the time of his acceptance of the offer of such share or any time within three (3) months thereafter.
- i) Any member of the company may bequeath all or any of his shares in the company by will to any person or persons after his death subject to the right of the Directors to refuse to register the transfer conferred by paragraph 6 (a) if the Directors shall refuse to register the transfer thereof, the executors of the estate of such deceased member of the company, shall be bound by the provisions (b) to (h) inclusive of this Article.

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ZAMBEZI BLUE (PRIVATE) LIMITED

- j) Any member may at any time transfer any of his/her shares to his/her wife/husband, parent, child, brother, sister or to a Trustee for the benefit of any such person. Any such shares held by a Trustee may be transferred on any change of Trustee.

7. **GENERAL MEETING**

The company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting held in the year. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, the Directors or the members present in person or by proxy who together control a minimum of 15% of the issued voting shares shall be quorum.

8. **SIGNED RESOLUTIONS**

Subject to the provisions of the Company Act (Chapter 24:03) a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorized representatives) shall be as valid and effectively as if the same had been passed at a General Meeting of the company duly convened and held.

9. No resolution out to the vote shall be adopted and carried unless it is supposed by
At any General Meeting: Fifty – One Percent (51%) or more of the votes eligible to be cast at any such meeting.
At any meeting of directors: By a simple majority.
10. The Directors may at any time require any person whose names is entered into the Register of Members of the Company to furnish them with any information, supported (if Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the certificate required by subsection (4) of section 123 of the Act may properly be given.
11. **DIRECTORS**
The first Directors shall be appointed on the date of incorporation.
12. If any Directors, being willing shall be called upon to perform extra services for the purpose of the company, the company shall remunerate such directors by a fixed sum.
13. If any Directors may vote after declaring his interest (if any) in respect of any contract or arrangement in which he is interested and regulations 85 (2) of Table 'A' shall be amended accordingly.
14. Each Director of the company shall be entitled to nominate any person approved for that purpose by a majority of the Directors of the company to sit as an alternate Director in his place during his absence to act as Director, and on such appointment being made the alternate Director shall, whilst acting in place of the absent Director or of a director unable to act, exercise and discharge the duties of the Director whom he represents as shall be agreed between him and the Director whom he represents as alternate Director shall have no claim against the company for any remuneration whatever.

5/...

15. **BORROWING POWERS**

The provision to Regulation 78 of Part 1 of Table 'A' shall not apply. The Directors may, in their discretion from time to time raise or borrow from the members or other persons any sums of money for the purpose of the company.

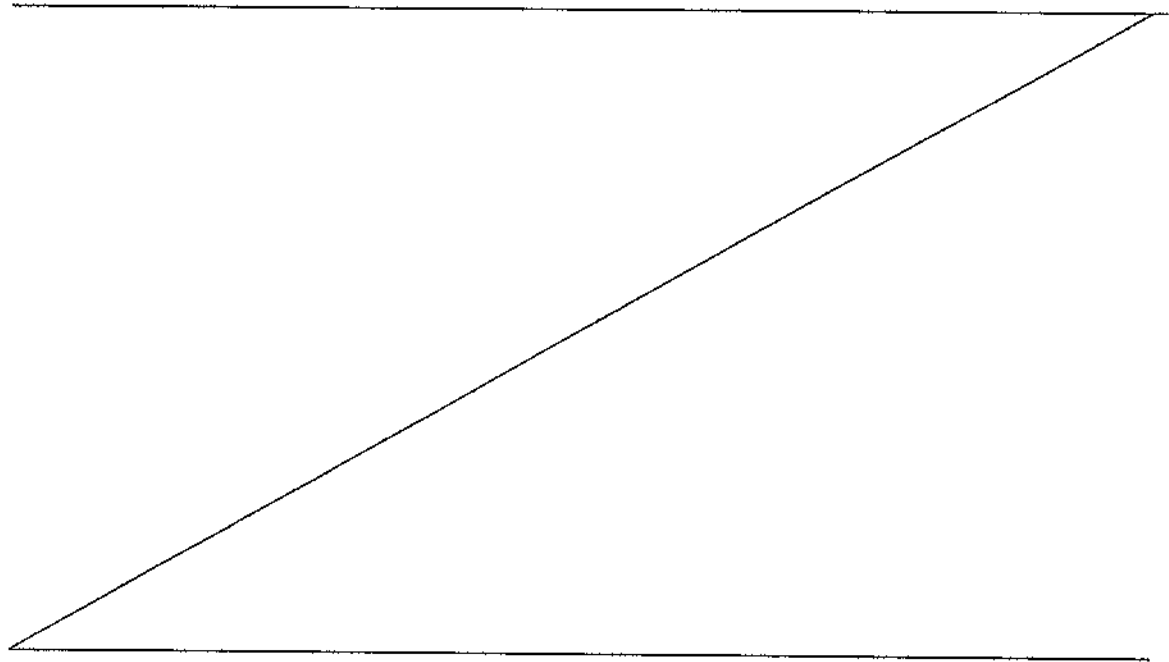
16. **COMPANY SEAL**

The company may have a seal and if it has one, the Directors shall provide for its safe custody. If the company has a seal it shall subject to the provisions of Section Act, only be used on authority of the Directors on their behalf and every instrument to which seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by the secretary or by a second director or by some other person appointed by the director for that same purpose.

17. Regulation 114 of Part 1 of Table 'A' shall be amended by the insertion thereinafter the words "General Meeting" of the words "Or the Directors".

18. **INDEMNITY**

Every Managing Director, 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 liability incurred by him, in defending any proceeding, whether civil or criminal, in connection with the company, in which judgment is given in his favor or in connection with any application under Section 349 of the Act in which relief granted to him by the court.



ZAMBEZI BLUE (PRIVATE) LIMITED

.....
**Names, Addresses
And Occupations**

Signatures

Alastair Ackhurst
No.39 Hindhead Avenue,
Chisipite, Harare
Director



Russell Allen Scott
No.5 Crichton Avenue
Marlborough, Harare
Director



Dated at Harare this 14th day of November 2018

WITNESS:

Full Name

Samuel Gorogodo

Occupation

Accountant

Address

31 South Avenue
I.H.K Building, Harare

Signature

: 

ZAMBEZI BLUE (PRIVATE) LIMITED

ZAMBEZI BLUE (PRIVATE) LIMITED