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Receipt NO. 90157856

No. 3537/2017

USD20

Nº 179487



ZIMBABWE



Certificate of Incorporation

I hereby certify that **MUMINDA INVESTMENTS (PRIVATE) LIMITED**

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

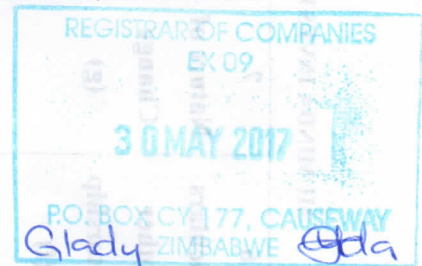
Given under my Hand and Seal at **HARARE**

this **30TH** day of **MAY**, 20**17**

Registrar of Companies

No. of Company:

3537/2017

**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 Principals Officer of a foreign Company****Name of Company: MUMINDA INVESTMENTS (PRIVATE) LIMITED****To the Registrar of Companies****HARARE****Presented for Filing by: Tendai Muchini
411, 4th Floor, Equity House, J.
Moyo & Ruzende, Harare**

29 MAY 2017

90157857

MUMINDA INVESTMENTS (PRIVATE) LIMITED

MUMINDA INVESTMENTS (PRIVATE) LIMITED

1 Date of Appointment (b)	2 Present Christian Names, Surnames and I.D Numbers	3 Nationality	4 Any Former Names	5 Full Residential Business Address and Postal Address	6 Particulars of other Directorship (f)	7 Nature of Change (g)	8 Date of Change (h)	9 Date Company Notified of Change (i)
Date of Incorporation	Directors (c) Mboti Mazvita I.D No: 63-2140575 V 50	Zimbabwe	Not Applicable	MANSFIELD ROAD, MARLBOROUGH, HARARE		Appointed	Date of Incorporation	Date of Incorporation
Date of Incorporation	Maposa Maxwell Tatenda I.D No: 63-1343416 S 67	Zimbabwe	Not Applicable	17 FORFAR GARDEN, DERBY ROAD, AVONDALE, HARARE		Appointed	Date of Incorporation	Date of Incorporation
Date of Incorporation	Secretaries (d) or Public Officer (e) Maposa Maxwell Tatenda I.D No: 134416 S 67	Zimbabwe	Not Applicable	17 FORFAR GARDEN, DERBY ROAD, AVONDALE, HARARE		Appointed	Date of Incorporation	Date of Incorporation

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 the case of a foreign company, if the Director is a corporate body, its name and situation of its principal office must be shown
- In the case of the Secretary being a corporate body, the name and situation of its registered office must be given
- In the case of the Secretary being a corporate body, or the Partnership, the corporate or Partnership name must be shown. and if Partnership all the names of the Partners must be given
- In the case of individual if he is a director of any other company, registered in this country the name of every such must be entered. This applies only in respect of new appointees.
- State "Registered", "Retired", "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


(Signed) Director/Secretary/Principal Officer

This 22th day of May 2017

COMPANIES ACT (CHAPTER 24:03)

No. of Company

3537/2017

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

MUNNDA INVESTMENTS (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

8 Mansfield Marlborough

Harare

and

(ii) the postal address*is. was at

8 Mansfield

Marlborough, Harare

(b) has been changed from the above address to

(i) situation at

(ii) postal address at

with effect from

Date of Incorporation

(Signed) ~~DIRECTOR/SECRETARY..CHIEF AGENT~~

This

23rd

day of

May

2017

(DATE)

(MONTH)

(YEAR)

Presented for filing by

Talent Tembani

111-10th Floor Equity House - Riverside, J. Moyo

Harare

*Delete whichever is inappropriate.

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

NOTES:-

- (a) In the 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.

1 3537/2017²

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

MUMINDA INVESTMENTS (PRIVATE) LIMITED

MUMINDA INVESTMENTS (PRIVATE) LIMITED



30 MAY 2017
90157856
29 MAY 2017

THE COMPANIES ACT (CHAPTER 24:03)

MEMORANDUM OF ASSOCIATION

OF

MUMINDA INVESTMENTS (PRIVATE) LIMITED

1. The name of the company is **MUMINDA INVESTMENTS (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 investors in public and private companies, any form of partnership and any other property together with all or any trade or business usually carried in connection therewith
 - b) To carry on the trade or business of online marketing, advertising, media, newsagents, magazine publishers, graphic designing, internet, web designing, information communication technology, telecommunications, printing, publishers, stationers, lithographers, originators, booksellers, business of public relations consultants, advertising agents, conference co-coordinators, film, music, video and photographic

MUMINDA INVESTMENTS (PRIVATE) LIMITED

producers and entertainment consultants, together with all or any trade of business usually carried on in connection therewith

- c) To carry on the trade or business operating a car sale, importers, exporters, distributors, general maintenance of motor vehicles, and as car dealers, car breakers, instruments fitters, metal workers, spray; painters and tool makers, and to provide facilities for the safe keeping, car working, storage, cleaning, repairing, breaking, refueling together with or any trade or business usually carried in connection therewith
- d) To carry on the trade or business of construction, to construct, maintain, improve, manage, work, control, renovate, repair, build and superintend any dams, reservoirs, watercourses, bridges, aqueducts, roads, railways, harbors, wharves, furnaces, saw mills, metallurgical mills and crushers, garages, pipelines, hydraulic works, electrical installations plant, factories, warehouses, shops, houses and any other constructions, erection, works and amenities, which may seem directly or indirectly conducive to the attainment of any of the foregoing objects and to all such things as are incidental thereto.
- e) To carry on the trade or business of contractors in building construction works, civil engineering, services electrical engineers, mechanical, plumbers, demolishers, erectors of perimeter fencing and walling, importing, exporting, retailing, wholesaling, installer of building materials, hardware equipment and electrical, plumbing, roofing, painting, tiling and any other business usually carried in connection therewith.
- f) To carry on the trade or business of civil engineering, mining engineers; to contract for the supply and distribution and installation of electricity and electrical apparatus of all kinds; to manufacture and deal in electrical and engineering plant and equipment, appliances and accessories of all kinds; to construct, maintain, improve, manage, work, control, renovate, repair, build and superintend any dams, reservoirs, watercourses, bridges, aqueducts, roads, railways, harbors, wharves, furnaces, saw mills, metallurgical mills and crushers, garages, pipelines, hydraulic works, electrical installations plant, factories, warehouses, shops, houses and any other constructions, erection, works and amenities, which may seem directly or indirectly conducive to the attainment of any of the foregoing objects and to all such things as are incidental thereto.
- g) To carry on the trade or business of borehole siting, borehole drilling and construction, borehole rehabilitation , pumping tests, pump installation , facilitation of water permits issuances of borehole drilling authorization by catchment councils to drill borehole sin non-governmental organization, large and small farmers, the commercial sector, households, quasi government bodies, mining sector, educational institutions and local authorities agricultural and irrigation engineers, consultants and consultants, together with all or any trade or business usually carried on in connection therewith
- h) To carry on the trade or business of local and international transporters, cargo transport road, sea, rail, air, shipping, customs clearing, container services, haulage trucks, commuters, freight forwarding, exporters and importers of perishable, nonperishable goods, general dealers or wholesalers and any general merchants together with any trade or business usually carried in connection therewith.
- i) To carry on the trade or business of painting, old and new surfaces, carriage marks, (buying, selling, importing, distribution of all types of paints; to construct, maintain,

MUMINDA INVESTMENTS (PRIVATE) LIMITED

umbrellas, chairs, business of burial society and any other business usually carried in connection therewith.

- p) To carry on the business of consulting in organizational development, commercial, financial, general management and agri-business services; to engage in the business strategic planning and management services, performance management, project management and quality management services; to engage in the business of training business management, information technology, financial, marketing and human resources management together with any trade or business usually carried in connection therewith.
- q) To carry on the trade or business of bridal services, including bridal wear, bridal equipment, bridal magazine publishing, events management, promotions, interior and exterior decoration, catering services, hiring tents, chairs, tables, flower arrangements, wedding cakes, anniversary, birthday cakes and any trade or business usually carried in connection with events management
- r) To carry on the trade or business (either manufacturing, wholesale or retail) of clothing, cosmetic, jewelers, fabric, importing, exporting, dealers in school uniforms, sportswear, corporate wear, protective clothing, wool and leatherwear manufacturers, designers and distributors, shoe manufacturers, designers and repairmen, together with all or any trade or business usually carried on in connection therewith.
- s) To borrow or raise and secure the repayment of money in such manner and on such terms as the Company shall think fit and in particular by overdraft or loans from bankers or others or on mortgage, or by general or special bond, or by the issue of debentures charged upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or by the issue of preferential dividend.
- t) To carry on the trade or business offering legal services, to individuals, private and public organization and any other business usually carried in connection therewith.
- u) To carry on the trade or business of mining, processing of diamond, gold, nickel, copper and other precious metals, mining, marketing mineral technologists, mine equipment, manufacturers, suppliers, maintenance, contractors and agents of all precious minerals, including without derogation from the generality of the foregoing, taking or granting tribute of any claims, mines or dumps, developing the same, extracting base of precious ores, minerals or metals and marketing the products and any other trade or business usually carried in connection therewith.
- v) To carry on the business of consulting in organizational development, commercial, financial, general management and agri-business services; to engage in the business strategic planning and management services, performance management, project management and quality management services; to engage in the business of training business management, information technology, financial, marketing and human resources management together with any trade or business usually carried in connection therewith.
- w) To, lend and advance money or give credit to any person, partnership, society or company upon such security as the company may think fit with or without taking any security therefore and to guarantee and give guarantees or indemnities or to become surety for the

MUMINDA INVESTMENTS (PRIVATE) LIMITED

payment of the money or the performance of contracts or obligations or the discharges of liability, present or contingent, by any person or the company.

- x) To carry on the trade or business (either manufacturing, whole sale or retail) of chemists, pharmacists, druggists, herbalists, and importers and dealers in pharmaceutical, medical, dental, radiotherapy, laboratory, x- ray and scanning, optical, veterinary, chemical, cosmetic, industrial and other preparations, sellers of proprietary medicines, surgical, anatomical, orthopaedic, appliances, implements, equipment, material and articles of all kinds, together with all or any trade or business usually carried on in connection therewith
- y) To carry on the trade or business (either manufacturing, wholesaling, retailing) importing, exporting, distribution and supply of all types of engineering hardware equipment and provide services like plumbing, demolishing erection of perimeter, fencing and walling, and service to all electrical electronic and mechanical equipment and any other business usually carried in connection therewith.
- z) To carry on the trade or business of borehole citing, borehole drilling and construction, borehole rehabilitation , pumping tests, pump installation , facilitation of water permits issuances of borehole drilling authorization by catchment councils to drill bore holes in non-governmental organization, large and small farmers, the commercial sector, households, quasi government bodies, mining sector, educational institutions and local authorities agricultural and irrigation engineers, consultants and consultants, together with all or any trade or business usually carried on in connection therewith.
- aa) To acquire by purchase, lease, exchange, hire, concession, grant, license or otherwise, lands and property of any nature or interest in the same in Zimbabwe or elsewhere; whatsoever which may seem calculated directly or indirectly to advance the company's interest, and generally to deal with, develop and improve the land and property of the company, and to sell, lease, let, mortgage or otherwise dispose of the land. House, buildings, works and other property of the company.
- bb) To invest and deal with moneys of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- cc) To carry on the trade or business of importers and exporters or general dealers in wholesale or retail and in any general merchants together with or any trade or business usually carried in connection therewith.
- dd) To operate an educational institute of young children, kindergarten, nursery, to contribute to charitable, religious or educational organizational bodies concerned with the well-being of mankind and any other educational activities usually carried in connection therewith.
- ee) To carry on the trade or business of management consultancy, implementation of corporate social contracts, drafting and evaluations of such contracts strategic planning, advisory services, consultants in the field of accounting, marketing, information technology, investments, finance and other related business activities that in the opinion of the directors the company can conveniently trade in.
- ff) To carry on the trade or business of security services in residential, commercial, and industrial, debt collection, close protection, alarms and armed response, armed and unarmed guards, to provide guards services in the mining, hotels, industrial and

MUMINDA INVESTMENTS (PRIVATE) LIMITED

- commercial properties, tracing agents, private investigations, cash in transit services, electronic security and installation and any other business usually carried on in connection therewith.
- gg) To carry on the trade or business of corporate social responsibility service providers, inclusive of management consultancy, implementation of corporate social contracts, drafting and evaluations of such contracts strategic planning, advisory services and any other trade or business usually carried in connection therewith.
 - hh) To carry on the business of domestic, industrial and commercial cleaning services: to train butlers, maids, chauffeurs and other domestic and support staff, to manufacture, import, export, buy, sell, assemble, design, repair and be agents, hirers and dealers in all types of cleaning equipment, parts and accessories together with all or any trade of business usually carried on in connection therewith.
 - ii) To carry on the trade or business of money transfer and money exchange, to provide ancillary banking services such as domestic remittance funds and safe custody, capacity building in areas such as record keeping and small business development and any other trade or business usually carried in connection therewith.
 - jj) To carry on the trade or business (either manufacturing, wholesale or retail) packing, branding, processing, importers, exporters of food stuffs, bakers, confectioners, restaurateurs, canners, food and beverage processors, bottlers, butchers, grocers, greengrocers, fish mongers, and hoteliers together with all or any trade or business usually carried on in connection therewith.
 - kk) To carry on the trade or business of providing health care services, medical accessories, distribution of medical equipment and any trade or business usually carried in connection therewith.
 - ll) To carry on the trade or business of investors in public and private companies, any form of partnership and any other property together with all or any trade or business usually carried in connection therewith.
 - mm) To carry on the trade or business (either manufacturing, wholesale or retail) distribution, importing , exporting, of clothing, upholstery of all leather products, shoe, leather jackets, leather caps, all types of leather balls, designers and repaired of all leather products , together with all or any trade or business usually carried on in connection therewith.
 - nn) To carry on the trade or business of manufacturing of construction, civil and structural materials, storage, wholesale and retail of all or similar materials together with all or any trade or business usually carried in connection therewith.
 - oo) To carry on the trade or business (either manufacturing, wholesale or retail) of hairdressers, designers, beauty therapists, cosmetics, commodity brokers and general manufacturers, together with all or any business usually carried in connection therewith.
 - pp) To engage in all or any of the business of general dealers retailers, millers, wholesalers, merchants, manufactures, hawkers and the like, dealing in all commodities, goods merchandise, suppliers, beverages and requirements of every kind and description

- qq) To carry on the trade or business of insurance agents, insurance representatives, insurance brokers, dealers in the classes of insurance business and consultants, and trade or business usually carried on in connection therewith.
 - rr) To carry out all or any of the object of the Company and do all or any of the things and matters hereby authorized either as principal agent, factors, contractor, trustee or otherwise and either alone or in conjunction with others.
 - ss) To carry on the trade or business (either manufacturing, wholesale or retail) of hobby and leisure product dealers, sports, camping and outdoor equipment dealers and toy and game suppliers, together with all. Or any trade or business usually carried on in connection therewith.
 - tt) To open and operate banking accounts and accounts with building Societies, Post Office Savings Bank and finance house, and to draw, make, accept, endorse, discount, execute, issue and negotiate cheques, bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments,
 - uu) To carry on the trade or business of medical examiners, dental examiners, providers and administrators of nursing and healthcare services, and providers of sports and physiological consultancy services, together with all or any trade or business usually carried on in connection therewith.
 - vv) To lend and advance money or give credit to any person, partnership, society or Company upon such security as the Company may think fit or without taking any security therefore and to guarantee and give guarantees or indemnities or to become surety for the payment of the money or the performance of contracts or obligations or the discharge of liability, present or contingent, by any person or the company.
 - ww) To carry on the trade or business of local and international transporters, commuter omnibus operators, travel agencies to operate the business of car hire and rental, air ticketing, holiday and resorts, tour packages, travel agents, tour operators, freight agents, clearing agents, transport operators, container services, safari operators, hunters, guides or wildlife and hunting consultants; to set up and manage lodge, chalets and caravan for letting and hiring; to host company workshops and conferences, to provide transport services together with any trade or business usually carried in connection therewith.
 - xx) To carry on the trade or business of events management, promotions, interior and exterior decoration, catering services, hiring tents, chairs, tables, flower arrangements, decor bridal, wedding cakes, anniversary, birthday cakes, supplying and designing wedding gowns and graduation, buying and selling food stuffs and any trade or business usually carried in connection with events management.
4. The liability of the members is limited.
 5. The capital of the company is TWO THOUSAND UNITED STATES DOLLARS (US\$2000.00) divided into TWO THOUSAND (2000) ordinary shares of ONE UNITED STATES DOLLAR (US\$1.00) each with the power to divide the shares in the original or any increased capital into several classes and to attach thereto, respectively and preferential, qualified special or deferred rights, privileges and conditions.

MUMINDA INVESTMENTS (PRIVATE) LIMITED

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of company set opposite our respective names.

Name and Address and Occupation of the Subscribers	Number of Shares Taken by each Subscriber	Signature of the Subscribers
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Maposa Maxwell Tatenda

900 (NINE HUNDRED)



17 Forfar Garden

Derby Road


Avondale, Harare

ZIMBABWE

DIRECTOR

Mboto Mazvita

900 (NINE HUNDRED)



Mansfield Road

Marlborough

Harare

ZIMBABWE

DIRECTOR

DATED AT HARARE THIS 22nd DAY OF MAY 2017

Witness to the above signature

Full names

Tendai Muchini

Address

Office 411, 4th Floor, Equity House,
Ruzende/JMoyo Ave, Harare

OCCUPATION

CONSULTANT

Signature



MUMINDA INVESTMENTS (PRIVATE) LIMITED



ZIMBABWE

THE COMPANIES ACT

(CHAPTER 24: 03)

ARTICLES OF ASSOCIATION

OF

MUMINDA INVESTMENTS (PRIVATE) LIMITED

PRELIMINARY

1. Application of Table A
2. Modification to Table A
3. Definitions
4. Company to be Private Company SHARES
5. Share Classes
6. Allotment of Shares
7. Call on Shares
8. Lien
9. Transfer and Transmission
10. Bonus Shares

GENERAL MEETINGS

11. Notice of General Meetings
12. Written Resolutions

MUMINDA INVESTMENTS (PRIVATE) LIMITED

13. Quorum
14. Proceedings at General Meetings
15. Votes of Members
16. Directors Rights at General Meetings

DIRECTORS- APPOINTMENT AND TENURE OF OFFICE

17. Number of Directors
18. First Directors
19. Alternate Directors
20. Chairman
21. Rotation of Directors
22. Casual Vacancies.
23. Removal of Directors
24. Appointment by Company

DIRECTORS- PROCEEDINGS. POWERS AND DUTIES

25. Conduct of Proceedings.
26. Quorum
27. Written Resolutions
28. Minutes
29. Borrowing Powers
30. Remuneration and Expenses
31. Gratuities and Pensions
32. Seal
33. Indemnity

PRELIMINARY

1. Application of Table A

The regulations contained in PART 1 of Table A of the FIRST SCHEDULE to the companies ACT (CHAPTER 24: 03) shall subject to the deletions, modifications, amendments and additions herein after appearing, be the Articles of Association of the company, and in the event of there being any inconsistency between the regulations contained in PART 1 of TABLE A and the regulations hereinafter appearing the provisions of latter shall prevail.

2. Modifications of Table A

Articles 1, 11, 15, 24, 50, 53, 55, 56, 58, 62, 74, 75, 78, 79, 87, 88, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 107, 113, 127, 130 and 136 of Part I and Part II of Table A shall not apply to the company.

3. Definitions

MUMINDA INVESTMENTS (PRIVATE)) LIMITED

In the Articles of Association of the company- " The Act" means the Company Act (Chapter 24: 03);

" The Seal" means the common seal of the company

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

" The Office" means the Registered Office of the Company.

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.

4. Company to be 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 of persons who, having been formerly in the employment of the Company, were, while in such employment and have continued after the determination of such employment to be members of the Company) IS LIMITED TO FIFTY (50) Provided that where Two (2) or more persons hold one or more shares in the company jointly, they shall, for the purpose of this regulation, be treated as a single members;
- c. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

SHARES

5. Shares Classes

There shall be such number of classes of shares to which shall be attached such rights as the Directors of the Company may, from time to time, determine. Such rights may be granted an allotment or subsequently may be subject to the imposition of such duties and obligation as the directors may consider appropriate and the terms and conditions attached thereof need not be the same for different shareholders in the same class or in different classes.

6. Allotment of shares

The shares in the initial or any increased capital of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit with full power to give to any person an option or right to take up any shares and any class of shares either at par or at a premium on such terms and generally with such right, privilege, condition or restriction and either at par or at a premium and such a times and for such considerations as the directors shall think fit.

MUMINDA INVESTMENTS (PRIVATE)) LIMITED

7. Calls on Shares

In the event of any shares being issued otherwise than as fully paid up, the directors, in the terms of the issue of such shares, shall impose such conditions to calls for forfeiture on non-payment and otherwise as they may consider necessary or desirable, and may distinguish between the holders of such shares in the amount of sales to be paid and the terms of payment of such calls (whether on account of the nominal value of the shares or by way of premium).

8. Lien

The company shall have a first and paramount lien on every share (other than fully paid shares) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of single person for all monies presently payable by him or his estate to the Company, but the Company in general meeting, may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, in a share shall extend to all dividends payable thereon.

9. Transfer and transmission of Shares

9.1 The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share, provided however that any share of a deceased member may be transferred by his Executor, Administrators, Trustees, to any wife (or Husband), child or children of such deceased member and shares standing in the name of the Executors Administration or Trustees for the time being of the Estate of such deceased member.

9.2 Notwithstanding the provision of Articles 5, a share may be freely transferred by a shareholders or other person entitled to transfer, to any other shareholders selected by the Transferor but in the event of any shareholder desiring to transfer any share to a person who is not already a shareholder of the company, then the remaining shareholders or such one more of them as may so elect shall have the right or option of first refusal to purchase from such proposing transferor such share at a price to be mutually agreed upon, or failing agreement, at a price to be fixed as a fair price by a qualified Company's Accountant acting as an expert and not as an arbitrator.

10. Bonus Share

It shall be within the power of the Company, through its Directors, to issue Bonus shares to any of its members. No such Bonus share shall, however, be issued by the Company unless the financial position of the company is such that such issue of Bonus shares is warranted.

GENERAL MEETINGS

11. Notice of General Meetings

MUMINDA INVESTMENTS (PRIVATE) LIMITED

An annual general meeting and a meeting called for the passing of special resolution shall be called by TWENTY-ONE (21) days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by SEVEN (7) days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business and shall be given to all shareholders and directors and to the auditors, if any of the company at the addresses applied by these various persons to the Company. PROVIDED THAT a meeting of the company shall be called for a shorter notice than that specified in this regulation, be deemed to have been duly called for if: -

- a) In the case of a meeting called as the annual General Meeting, by all the members entitled to attend and vote thereat, and
- b) In the case of any other meeting, by majority in number of members having a right to attend and a vote at the meeting, being a majority together holding not less than NINETY -FIVE PERCENT (95%) in nominal value of the shares giving that right.

12. Written Resolution

Subject to the provision of Section 134 of the Act, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and to vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

13. Quorum

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. Until otherwise determined by the company in general meeting (TWO) 2 members present in person or by proxy and entitled to vote, shall be a quorum.

14. Proceedings at General Meetings

- 14.1 The conduct of proceedings at general meetings shall be directed and controlled by the Chairman appointed by the directors and if the chairman is not present within fifteen minutes after the time appointed for the holding of the meeting or is otherwise unwilling to act. A meeting at full board of directors should be called for within 48 hours for the seek of progress and continuity.
- 14.2 At any general meeting, a resolution out to the vote of the meeting shall be decided on a show of hands unless a poll is (before, on or immediately after the declaration of the results of the show of hands) demanded by: -
 - a) The chairman of the meeting; or
 - b) Any one-member present in person or by proxy

15. **Vote of Members.**

Subject to any rights or restriction for the time being attached to any class of shares, on a show of hand, every member present in person or by proxy shall have one vote, and on a poll every member shall have one vote for each share for which he is the holder.

16. **Directors Rights at General Meetings**

A Director, shall be entitled to attend and speak at any meeting of the Company whether he holds shares or not but he shall be entitled to vote at such meeting.

DIRECTOR'S APPOINTMENT AND TENURE OF OFFICE

17. **Number of Directors**

Until otherwise determined by the company in general meetings the number of directors shall not be less than TWO (2) and not more than FIFTY (50).

18. **First Directors**

The first directors of the Company shall be: -

Maposa Maxwell Tatenda and Mboto Mazvita

19. **Alternate Directors**

Any director, from time to time may appoint any person who is approved of by the remaining director or directors to act as alternate director in his place during his absence or inability to act as such director. The appointee shall be entitled to notice of meetings of the directors and attend and vote thereat as a director, shall in respect be subjected to the terms and conditions existing with reference to other directors of the company and shall not be entitled to be remunerated otherwise than by the director appointing him.

20. **Chairman.**

The directors shall elect a chairman of their meetings who shall also be the chairman of the company and they shall determine the period for which the chairman is to hold office. If the chairman so elected is not present within five minutes after the time appointed for the holding of any director's meeting, the directors present may choose one of their member to be chairman of that meeting.

21. **Rotation of Directors**

- 21.1 At each annual general meeting of the company, all the directors shall retire from office but they shall be eligible for re- election
- 21.2. The company at the meeting at which the directors retire as aforesaid shall fill the vacated office by electing persons thereto, and in default any retiring, director shall, offering himself for reelected, be deemed to have been re- elected unless at such

MUMINDA INVESTMENTS (PRIVATE)) LIMITED

meeting it is expressly resolved not to fill a vacated office or unless a resolution for the re - election of such director shall have been out to the meeting and lost.

- 21.3. No person other than a director retiring at the meeting shall be eligible for election as a director at any general meeting unless, not less than THREE (3) days or more than TWENTY- ONE (21) days before the date appointed for the, meeting, there has been left with the Chairman or secretary or at the registered office of the company a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of that member's intention to propose such person for election, and also notice in willingness to be elected.

22. Casual Vacancies

The directors shall have power at any time and from time to time to appoint any person to be director either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations.

23. Removal of Directors

The company may, by ordinary resolution of which special notice has been given in accordance with section 175 of the Act, remove any director from office, notwithstanding anything in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

24. Appointment by Company

The Company may, by ordinary resolution appoint another person in place of a director removed from office under the immediate proceeding regulation and without prejudice to the powers of the directors under regulation 20, the company in general meeting may appoint any person to be director either to fill a casual vacancy or as an additional director.

DIRECTORS- PROCEEDINGS. POWERS AND DUTIES

25. Conduct of proceedings

The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by the majority of votes. In the case of an equality of votes, the Chairman has a second or casting vote. The chairman may, and the Secretary on the requisition of any other director shall, at any time summon a meeting of the directors.

Quorum

The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be TWO (2).

25. Written Resolution

A Resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

26. Minutes

The directors shall cause minutes to be made in books provided for the purpose: -

- a) Of all appointments of officers made by the directors;
- b) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
- c) Of all resolutions and proceedings at all meetings of the Company and of the directors and of any committee of Directors.

27. Borrowing Powers

The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and, or any part off, and of issue debentures, debentures stock and other security whether outright or as security for any debt, liability or obligation of the Company or for any third party.

28. Remuneration and Expenses

The remuneration of the directors shall, from time to time, be determined by the Company. Such remuneration shall be deemed to accrue from day to day, but even if no remuneration is fixed, the director shall be entitled to be reimbursed for proper discharge of their function and such expenses may be met by ad hoc payments, the fixing of a general allowances for expenses, or both.

29. Gratuities and Pensions

The directors, on behalf of the company, may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

30. Seal

The company may have a seal and the directors shall, if the Company has a Seal, provide for its safe custody. Subject to the provisions of section 104 of the Act, the Seal shall only be used by the authority of the director in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the

Secretary or any a second director or some other person appointed by the directors for that purpose.

31. Indemnity

No director or other officer of the company shall be liable for the acts, receipts, neglects, or defaults of any other director or officer, or for joining in any receipt or other act of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the director or on behalf of the company, or for the insufficiency or deficiency of any security in or upon which any monies of the company shall be invested or lent or for any loss or damages arising from bankruptcy insolvency or delicate act of any person with whom any monies securities or effects shall be deposited, or for any loss accessioned by any error of judgment or oversight on his part or for any other loss, damages or misfortune whatsoever, which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his dishonesty which case (s) or act (s) of dishonesty should be proved.

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of the Articles of Association.

Name and Address and
Occupation of the Subscribers

Signature of the
Subscribers

Maposa Maxwell Tatenda

17 Forfar Garden

Derby Road

Avondale, Harare

ZIMBABWE

DIRECTOR

Mboto Mazvita

Mansfield Road

Marlborough

Harare

DIRECTOR

ZIMBABWE

DIRECTOR

DATED AT HARARE THIS

DAY OF

2017

Witness to the above signature

Full names

Tendai Muchini

Address

Office 411, 4th Floor, Equity House,
Ruzende/JMoyo Ave, Harare

OCCUPATION

CONSULTANT

Signature

MUMINDA INVESTMENTS (PRIVATE) LIMITED

MUMINDA INVESTMENTS (PRIVATE)) LIMITED



Zimbabwe Revenue Authority

Tax Clearance Certificate (ITF263)

Tax Year Ending 31 December 2019

Muminda Investments (Pvt) Ltd Muminda Agri (Pvt) Ltd

Business Partner Number: 0200212569

Your Tax position is Satisfactory. No 10% tax should be withheld



Clearance issued on 01/09/2019 at 07:01:43 valid until 12/31/2019

Authentication code: 4I32.0NDX.IXGJ.HKV4

The authentication and validity of this certificate must be validated on
ZIMRA page at: <http://efiling.zimra.co.zw>




REPUBLIC OF ZIMBABWE
NATIONAL REGISTRATION



ID NUMBER **63-1343416 S 67 CIT M**
SURNAME **MAPOSA**
FIRST NAME **TATENDA MAXWELL**
DATE OF BIRTH **14/08/1986**
VILLAGE OF ORIGIN **HLUPO**
PLACE OF BIRTH **SEKE**
DATE OF ISSUE **08/08/2018**
Signature of holder


Fingerprint

 **REPUBLIC OF ZIMBABWE**
NATIONAL REGISTRATION 



ID NUMBER **63-2140575 V 50 CIT F**
SURNAME **MBOTO**
FIRST NAME **MAZVITA V**
DATE OF BIRTH **16/12/1999**
VILLAGE OF ORIGIN **MUKAHANANA**
PLACE OF BIRTH **HARARE**
DATE OF ISSUE **08/12/2016**
Signature of holder 

 Fingerprint



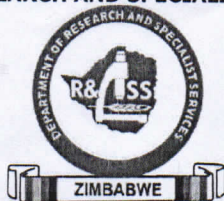
5541689

MINISTRY OF LANDS, AGRICULTURE AND RURAL RESSETLEMENT

DEPARTMENT OF RESEARCH AND SPECIALIST SERVICES (DR&SS)

All Communications to be addressed to
"THE HEAD"

Telephone: 263-4-704531-9/720370
E-mail: seedserv@mweb.co.zw
Fax: 263-4-791223



DIVISION OF RESEARCH & SERVICES

SEED SERVICES
Fifth Street Extension
P O Box CY 550, Causeway
Harare, Zimbabwe

18 December 2018

Muminda Seed Company
No. 8 Wood Road
Southerton
Harare



Attention: Mr. C. Mboto

RE: DESIGNATION OF CERTIFYING AGENCY STATUS-MUMINDA SEED COMPANY (PVT) LTD

This letter serves to notify you that the Certifying Authority is recommending you to the Ministry of Lands, Agriculture, Water, Climate and Rural Resettlement to be designated as a Certifying Agency for sugar beans, groundnuts, soyabeans, sunflower, cowpeas, sorghum, pearl millet, chia, sesame and vegetable seed. This is according to Section 4 of the Seeds Act and is with effect from the 17th of December 2018. This has been after the approval of your constitution, regulations and warehouse.

The licence will run for a period of one calendar year and is supposed to be renewed yearly. The renewal fee is \$350-00 and is subject to change. The licence certificate must be displayed on your premises all the time.

The Certifying Authority would like to take this opportunity to remind you that:

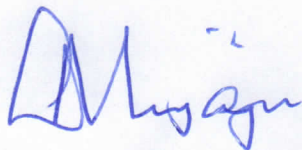
- For the seed crops to be registered and inspected for seed certification, the following information should be furnished to us during crop registration: grower and farm name,

location, crop name, variety, class hectarge and **source and quantity of parent material.**

- All crops should be inspected by the Certifying Authority whilst green preferably at flowering stage.
- All the seed shall be tested by Seed Services before sale.
- Your company should have its own inspectors gazetted by the Certifying Authority after attaining a minimum of two years in the company and going through some training and sitting and passing an examination.
- Ensure that the seed is stored separately from the unclean seed and must be protected against rodents, insects, moisture, heat and harmful substances.

N.B. Your company Certifying Agency status is a legal privilege bestowed by the Certifying Authority to enable your company to act as the Authority's agent. This status can be withdrawn if it is being abused.

Yours sincerely



Mujaju C (PhD)

Head and Registrar, Seed Services

