

No. 3900/96

Receipt No. 150974

£10.00

REGISTRAR OF COMPANIES

30 MAY 1996

P.O. Box 8033
Causeway, Zimbabwe

ZIMBABWE

Certificate of Incorporation


I hereby Certify that TM SUPERMARKETS (PRIVATE) LIMITED

is this day incorporated under the Companies Act [Chapter 190] and that the Company is Limited

Harare

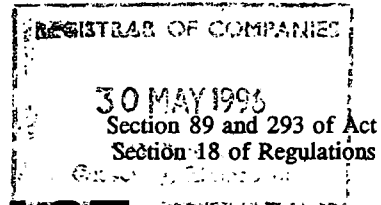
Given under my Hand and Seal at

this 30th *day of* May, 19 96


Registrar of Companies

ZIMBABWE

Form No. C.R. 6



COMPANIES ACT

(CHAPTER 190)

No. of Company ~~3900/96~~ 3900/96

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 TM Supermarkets (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 6th Floor, 99 Jason Moyo Avenue, Harare

..... and

(ii) the postal address *is/~~was~~ at P.O. Box 3598, Harare

.....

(b) has been changed from the above address to

(i) situation at

.....

(ii) postal address at

.....

with effect from

(Signed)  DIRECTOR/SECRETARY/CHIEF AGENT

This 1st day of September, 19 95

Presented for filing by W.K. Lunt
P.O. Box 3598
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.

1995

ZIMBABWE

Form No. C.R. 14

Sections 187 of Act

Section 27 of Regulations

No. of Company **3900/96**

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 **TM SUPERMARKETS (PRIVATE) LIMITED**

To The Registrar of Companies,

...HARARE

Presented for Filing by **O MAKAMBA
P.O. BOX 3598
HARARE**

Particulars (a) of Directors

TM SUPERMARKETS (PRIVATE) LIMITED

AND OF ANY CHANGES

1. Date Of Appointment (b)	2. Present Christian Names and Surname	3. Nationality.	4. Any Former Names	5. Full Residential or Business Address and Postal Address
1.05.09	OAKLEY Michael (Alternate)	Zimbabwean ID: 63-715018 D 00	-	5 Southam Way, Greystone Park, P O Borrowdale, Harare
30.4.09	CHIMHINI Bissett (Alternate)	Zimbabwean ID: 50-009403 W 50	-	Stand 807, Acacia Street, Old Windsor Park, Ruwa
1.3.09	LANGMAN Dallas (Alternate)	South African ID:6908255056085	-	28 Marula Street Dowerglen, Edenvale 1610, RSA
14.6.10	MAKAMBA Onias	Zimbabwean ID: 75-200412 C75	-	216 Coventry Road, Greystone Park, Harare
10.2.12	ACKERMAN Gareth Mark	South African 570917 5053 08 2	-	11 Norton Drive, Constantia 7806 Cape Town RSA.
10.2.12	JAKOET Aboubakar	South African 560423 5004 08 6	-	25 Edinburgh Drive, Claremont 7708, Cape Town RSA.
9.5.12	MILLS David William	South African ID: 08-101141 M 00	-	23 Shottery Road, Greystone Park, Harare, Zimbabwe
18.9.13	GATHMANN Graeme Pierre (Alternate to A Jakoet))	South African ID 7012285104087	-	43 Karee Crescent, Thornhill Estate, Modderfontein 1645 RSA.
18.11.13	MOXON John Ralph Thomas	British ID: 63-693726 K 00	-	Brandfold, Piers Road Borrowdale, Harare
21.11.14	DASS Dhamalingum	South African M00048209	-	21 Patrick John Street Colne Valley, Harare
Secretaries (d) or Principal Officer (e)				
19.6.14	MPOFU Thabani	Zimbabwean ID: 63-793697	-	90 Speke Avenue Harare

NOTES -

- (a) A complete list of the existing directors should always be given.
 - (b) This date should always be shown, whether or not it is in respect of an old or a new appointment.
 - (c) In the case of a foreign company, if the director is a corporate body, its name and the situation of its principal office must be shown.
 - (d) In the case of the secretary being a corporate body, the name and the situation of its registered office must be given.
 - (e) 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.
 - (f) 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.
 - (g) State "Resigned", "Retired", "Died". Or as the case may be. In the case of a new appointment since the last list was filed, it must be stated here in whose place or whether additional.
 - (h) Give the date of the occurrence referred to in the previous column. 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.

And Secretaries/Principal Officers
TM SUPERMARKETS (PRIVATE) LIMITED
THEREIN

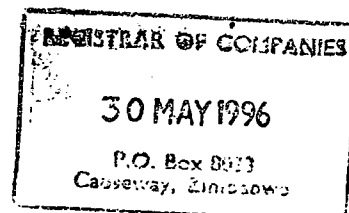
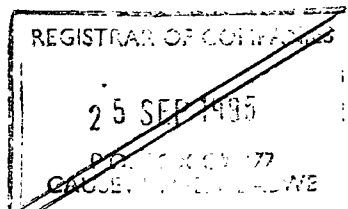
6. Particulars of other Directorships	7. Nature of Change (g)	8. Change (h) Date of	9. Date Company notified of Change (i)
Nil	-	-	-
As previously notified	Ceased to hold office	21.11.14	21.11.14
Nil	-	-	-
As previously notified	-	-	-
As previously notified	-	-	-
As previously notified	-	-	-
As previously advised	Resigned	21.11.14	21.11.14
As previously advised	-	-	-
As previously advised	-	-	-
Nil	New appointment	21.11.14	21.11.14
	Secretaries (d) or Principal Officer (e)		
-	-	-	-

.....
(Signed) ~~Director/Secretary/Principal Officer~~

This ...24.... day ofNovember..... 2014

~~3900/96~~ 3900/96

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
TM SUPERMARKETS (PRIVATE) LIMITED



ZIMBABWE

THE COMPANIES ACT [CHAPTER 190]
MEMORANDUM OF ASSOCIATION
OF
TM SUPERMARKETS (PRIVATE) LIMITED

1. The name of the Company is TM SUPERMARKETS (PRIVATE) LIMITED.
2. The objects for which the Company is incorporated are :
 - (a) To carry on the business of retailers, wholesalers, vintners and butchers; manufacturers and purveyors of foods and foodstuffs, including dairy products, meats, bread, vegetables and fruit; bakers and confectioners and any other business as may seem appropriate or desirable to the directors.

2/ (b) To carry on

- (b) To carry on and conduct any type of business, whether by wholesale or retail, as principal or agent alone or in partnership, with the intention of making profits for the company; to invest and deal in or subscribe for shares, stocks, debentures, bonds or other securities whatsoever; to do any thing or carry out any business calculated to be for the benefit of the company.
- (c) To enter into agreements for the joint holding of any company or joint participation in any business with any other company, person or partnership carrying on business within the objects of this company.
- (d) To invest in and derive income from lands and property of any description or any interest in the same in Zimbabwe or elsewhere and in particular but without prejudice to the generality of the foregoing to acquire rights or interest in or to property whether real or personal, by purchase, lease, exchange, hire or otherwise; to lease, let, lend, hold, develop, deal with, improve and generally turn to account such property and to pledge, mortgage or otherwise encumber and for the purposes of re-investment to sell, alienate or otherwise dispose of such property otherwise than by being or becoming a dealer therein.
- (e) To vary any investments of the Company from time to time and to sell or otherwise dispose of any of the property or investments of the Company for such consideration and upon such terms and conditions as the Company may think fit.
- (f) To invest and deal with any monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined, and to realise, vary, re-invest to otherwise deal with such securities as may from time to time be determined.
- (g) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
- (h) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company and to conduct and carry on, or liquidate and wind up, any such business.
- (i) To open and operate upon bank accounts of all kinds, including current accounts, savings accounts and deposit accounts, and to draw accept, and make, and to endorse discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.

3/ (j) To borrow or raise

- (j) To borrow or raise any money or give security for any purpose or purposes whatsoever, by the issue of debentures, debenture stock [perpetual or terminable], bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
- (k) To advance and lend money upon such security as may be thought proper, or without taking any security therefor and to become guarantor or surety for loans made by third parties to or liabilities whether present or contingent incurred by members of the Company or other persons.
- (l) To establish and support, or to aid in the establishment and support of associations, institutions, trust funds and pension funds calculated to benefit persons in the employment of the Company, or formerly in its employment and the spouses and children of such persons, and others dependent upon them; to grant money, pensions, allowances, gratuities and bonuses in cash or in shares or securities; to provide schools, reading rooms, houses and places of recreation; and to subscribe or guarantee money for charitable, benevolent or public purposes.
- (m) From time to time to make donations, whether subject to trust or not to such persons and in such cases as may seem expedient and from time to time to subscribe or contribute to any charitable, benevolent or useful object of a public character.
- (n) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company.
- (o) To sell, dispose of, or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may see fit to accept.
- (p) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company.
- (q) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents.

4/ (r) To do all such things

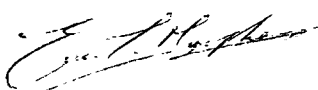

- (r) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that, in the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects and that 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.

3. The liability of the members is limited.

4. The Share Capital of the Company is TWENTY THOUSAND DOLLARS [\$20 000] divided into TWENTY THOUSAND [20 000] shares of ONE DOLLAR [\$1] each, with power to issue any of the shares in the capital, original or increased, with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital, voting or otherwise.
-

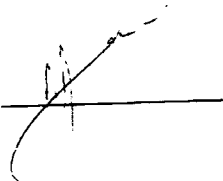
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

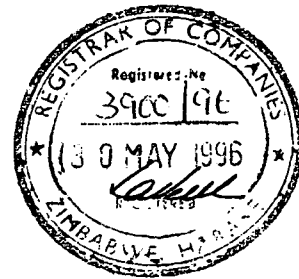
NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
Eran Thorburn MACPHERSON 48 Somerset Drive Eastlea HARARE Group Accountant	One share	
William Kenneth LUNT 2 Margate Avenue Eastlea HARARE Company Secretary	One share	

Dated at HARARE this 21st day of September 1985.

Witness to the foregoing signatures:

Full Names Ann Barbara Sage Folcarelli
Occupation Secretary
Address 2 Farrer Way
 Hillside
 HARARE





ZIMBABWE
THE COMPANIES ACT [CHAPTER 190]
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TM SUPERMARKETS (PRIVATE) LIMITED

PRELIMINARY

1. The Company is registered as 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 persons 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.

PROVIDED that where two 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 member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

TABLE 'A'

2. SUBJECT as hereinafter provided the provisions of Part I of Table 'A' in the First Schedule of the Companies Act, [Chapter 190], as amended, shall apply to this Company.
3. In Clause I of Table 'A' between the words 'regulations' and 'the Act' the words 'and in any Articles adopting the same' shall be inserted.

SHARE CAPITAL AND VARIATION RIGHTS

4. THE following clause shall be added after Clause 2 of Table 'A', viz:

"2A The shares shall, subject to the provisions of the Act and to any direction given by the Company in general meeting, be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons, at such time, and generally on such terms and conditions as they shall think proper, and with full power to give to any person the call of any shares, either at par or at a premium, and for such time and for such consideration or gratuitously as the Directors think fit."

CALL ON SHARES

5. In Clause 15 of Table 'A' the words 'provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call' shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. CLAUSE 24 of Table 'A' shall not apply, and the following shall be substituted therefor, viz:

"24 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share, unless otherwise directed by the Company in general meeting."

7. The following clauses shall be added after Clause 28 of Table 'A', viz:

3/ "28A (a) Save as provided

- 3 -

"28A (a) Save as provided by the last paragraph of this Article no share shall be transferred to any person unless and until the rights of pre-emption, hereinafter conferred, shall have been exhausted."

"28A (b) Any shareholder who desires to transfer or dispose of any of that shareholder's shares [called 'the Vendor'] shall give thirty days written notice [called 'the offer notice'] to each of the remaining shareholders offering to transfer all or any of the Vendor's shares to the remaining shareholders upon the terms and at the price specified in the offer notice."

"28A (c) If after the expiry of the offer notice the total number of shares for which offers have been received from each of the remaining shareholders is equal to or greater than the number of shares which the Vendor has offered to transfer, the Vendor shall transfer his shares to or amongst the remaining shareholders who shall have made offers as far as may be pro rata according to the number of shares held by each of them;

PROVIDED THAT none of the remaining shareholders shall be obliged to take more than the maximum number of shares so notified to the Vendor."

"28A (d) If after the expiry of the offer notice the total number of shares for which offers have been received from each of the remaining shareholders is less than the number of shares which the Vendor has offered to transfer, the Vendor shall for a period of sixty days only from the date of expiry of the offer notice, be entitled to transfer all or any of the shares offered to any person at the same price and upon the same terms as were specified in the offer notice."

"28A (e) The provisions hereof relating to transfer of shares shall not apply to a transfer merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by a personal representative of a deceased member or to an heir ab intestato or to a legatee or heir under the Will of such deceased member, provided that it is proved to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions."

CONVERSION OF SHARES INTO STOCK

8. CLAUSES 40 to 43 inclusive of Table 'A' shall not apply.

4/ PROCEEDINGS AT

PROCEEDINGS AT GENERAL MEETINGS

9. CLAUSE 53 of Table 'A' shall not apply and the following shall be substituted therefor, viz.

"53 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 two members in person or by proxy shall be a quorum."

10. In sub-clause (b) of Clause 58 of Table 'A', the words 'one member' shall be substituted for the words 'three members' and subclauses (c) and (d) shall not apply.

VOTES OF MEMBERS

11. CLAUSE 6 of Table 'A' shall not apply and the following clause shall be substituted therefor, viz:

"6 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands 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 of which he is the holder."

DIRECTORS

12. CLAUSE 74 of Table 'A' shall not apply and the following clause shall be substituted therefor, viz:

"74 Until otherwise decided by the Company in general meeting, the number of Directors shall be not less than TWO (2) nor more than FIVE (5) and the first directors shall be appointed in writing by the subscribers of the memorandum of association.

Provided that until the first general meeting of the Company the two subscribers to the Memorandum of Association shall be the directors of the Company and shall be deemed to be sufficient notwithstanding the provisions of this clause."

13. CLAUSE 76 of Table 'A' shall not apply and the following shall be substituted therefor, viz:

"76 It shall not be necessary for a Director or an Alternative Director to hold any shares in the Company in order to qualify as a Director or as an Alternate Director."

BORROWING POWERS

14. CLAUSE 78 of Table 'A' shall be amended by the deletion of the proviso thereto.

POWERS AND DUTIES OF DIRECTORS

15. CLAUSE 86 of Table 'A' shall not apply and the following shall be substituted therefor, viz:

"86 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and documents shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised thereto by resolution of the directors, unless the directors shall from time to time by resolution otherwise have determined."

16. IN CLAUSE 87 of Table 'A' the words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted.

17. Clauses 90 and 91 of Table A shall not apply and the following Clause shall be substituted therefor:

"90. All the directors shall retire at the annual general meeting of the Company in each year."

18. CLAUSE 98 of Table 'A' shall not apply and the following shall be substituted therefor, viz:

"98 The Shareholders shall have power at any time, and from time to time, in general meeting by ordinary resolution to do all or any of the following things, namely -

6/ (a) to appoint

- (a) to appoint one or more Directors for a definite or an indefinite period, but so that the number of Directors fixed in accordance with these Articles is not changed.
- (b) to remove any Director from office, howsoever appointed and whether appointed for a definite or indefinite period or otherwise.

PROCEEDINGS OF DIRECTORS

19. PROCEEDINGS OF DIRECTORS

CLAUSE 100 of Table 'A' shall be amended by the addition of the following proviso thereto -

"provided that if within half an hour from the time appointed for the meeting of the directors a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the director or directors present shall be a quorum."

THE SEAL

20. CLAUSE 113 of Table 'A' shall not apply.

ACCOUNTS

21. CLAUSE 17 of Table 'A' shall not apply and the following shall be substituted therefor, viz:

"17 A copy of every balance sheet [including every document required by law to be annexed thereto] which is to be laid before the Company in general meeting, together with a copy of the auditor's report, if any, shall lie for inspection by the shareholders at the registered office of the Company for a period of not less than twenty-one days before the date of the meeting."

INDEMNITY

22. CLAUSE 136 of Table 'A' shall not apply and the following shall be substituted therefor, viz:

7/ "136 Every Director

"136 Every Director, Managing Director, Auditor, Secretary and other officer of the company shall be entitled to be indemnified out of the assets of the Company against all liabilities which he or she may incur in or about the execution of his or her duties, and no Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto."

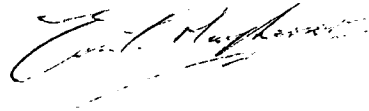
EXERCISE OF SHAREHOLDERS RIGHTS

23. Any member of the Company empowered under these articles to give or join in giving notice, approval or consent may sign such notice, approval or consent either personally or by his Attorney or other agent duly authorised in writing in that behalf, or, being a corporation, under the hand of some person duly authorised by the board of directors or other governing body of that corporation; and such notice, approval or consent, may consist of several documents each signed by one or more such members.

**NAMES, ADDRESSES AND
DESCRIPTION OF SUBSCRIBERS**

SIGNATURES

Bran Thorburn Macpherson
48 Somerset Drive
Eastlea
HARARE
Group Accountant



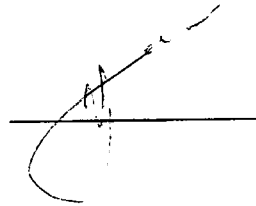
William Kenneth LUNT
2 Margate Avenue
Eastlea
HARARE
Company Secretary



DATED at HARARE this 21st day of September 1975.

WITNESS to the foregoing signatures:

Full Name : Ann Barbara Sage Folcarelli
Occupation: Secretary
Address : 2 Farrer Way
Hillside
HARARE



Serial number 0028043

VAT REGISTRATION CERTIFICATE

This certificate is issued to

Name Of Registered Operator

Trading As

TM Supermarkets (Pvt) Ltd

TM Supermarkets (Pvt) Ltd

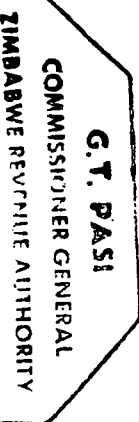
VAT Registration Number

Effective Date Of Registration

10029385

01.01.2004

Issued At Harare Operations This 29TH Day Of SEPTEMBER Year 2011



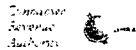
Issuing Authority

Moses MANDIRAKA
Full Name Of Issuing Officer

Regional Manager - Taxes
Designation

Signature

Moses MANDIRAKA
Signature



TAX CLEARANCE CERTIFICATE (ITF 263)

TAX YEAR ENDING 31 DECEMBER 2015

VALID FOR PERIOD 01 JANUARY 2015 - 31 DECEMBER 2015

The Public Officer

TM Supermarkets (Pvt) Ltd TM Supermarket

HARARE

BP NUMBER: 200000676

Your tax position is satisfactory. No 10% tax should be withheld

ISSUING OFFICER:

NAME MashingaidzeWebsterSimbarashe

SIGNATURE

DATE

18/12/2014

APPROVED BY:

NAME

E. MAUNDY

SIGNATURE

DATE

24/12/2014

We are here to serve

