

3955/2018 (2)

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LEVIM GLOBAL INVESTMENTS (PRIVATE) LIMITED

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THE COMPANIES ACT

(CHAPTER 24:03)

90219870
03 APR 2018

COMPANY LIMITED BY SHARES

- 3 APR 2018

MEMORANDUM OF ASSOCIATION

OF

LEVIM GLOBAL INVESTMENTS (PRIVATE) LIMITED

1. The name of the Company is:-
Levim Global Investments (Private) Limited
2. The Registered Office of the Company shall be situated in
Zimbabwe.

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LEVIM GLOBAL INVESTMENTS (PRIVATE) LIMITED

3. The objects for which the company is established are:-
- a) To carry on the trade or business in Investment services together with all or any other business usually carried on in connection therewith.
 - b) (i) To acquire and hold investments which are to form part of the fixed capital of the company. To that end, to purchase, lease, exchange or in any other manner howsoever acquire buildings land, farms, business, vehicles, machinery and equipment and other immovable and movable property of any nature and kind whatsoever, and also stocks, shares, debentures, mortgages, leases or other rights or securities of any kind, and to sell, lease, operate business or otherwise deal in the same as the company shall deem fit.
 - (b)(ii) To carry on the business of wholesale warehousemen, removers, packers and carriers of personal property, processing, importing and exporting and to market materials of all kinds, goods, products, merchandise or commodities without limitation either direct to the public or by mail order; to buy, sell, dispose of, deal in, represent producers or traffic in all or any class or kind of materials, products, merchandise, or commodities.
 - (b)(iii) To carry on the business of mining exploration and mining activities, mineral technologists, mine equipment manufacturers, suppliers, maintenance contractors and agents, together with all trade or business usually carried on in connection therewith.
 - b) (iv) To act as Trustee of any deeds constituting or securing any debentures, debenture stocks or other securities or obligations and to undertake the office of executor, administrator, receiver, treasurer, secretary, registrar, consultant, or manager of any business, company, association or authority.
 - (c) To carry on the business of farming, market gardening, tree planting, fruit growing, importing and breeding of and dealing in cattle, sheep, pigs, poultry and all other kinds of livestock, ranchers and dairymen, maize, tobacco and cotton growers and dealers in all farms products together with all trade usually carried on in connection therewith.
 - (d) To carry on any other business whether commercial, manufacturing, production or otherwise, which may be conveniently carried on in conjunction with the other objects of the company or calculated directly or indirectly to enhance the value of or render profitable, any of the company's property or rights.

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- (e) To carry on the business of bill brokers and investors and discounters of bills of exchange, bills of lading, mortgage bonds, promissory notes, hire purchase agreements, negotiable instruments or any other securities whatsoever.
- (f) To buy up book debts and other rights, reversionary or otherwise, to collect debts and outstandings on behalf of other persons or companies and to do all things necessary in that respect.
- (g) To open and operate any banking or other accounts, both savings and current, and to apply for overdrafts, loans or similar facilities as the company may deem suitable.
- (h) To advance, deposit or lend money or securities to or with such persons and on such terms as may seem expedient; to discount, buy, sell, and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents.
- (i) To negotiate loans, and to act as agents for the loan, payment, transmission, collection and investment of money, and for the management of property, and to receive money, on deposit or loan, upon such terms as the company may approve and generally to act as bankers for customers and others.
- (j) To give credit to customers of the Company, to guarantee the obligations of any person, company or corporation and for that purpose to bind the Company, either as principal debtor or guarantor or otherwise, and also to bind the assets and also secure the payments by the Company of any of its obligations, either as guarantor or principal debtor in such a manner as the Directors may think fit, and in particular by the granting and passing of mortgage bonds or collateral mortgage bonds hypothecating all or any part of the Company's assets or by granting and giving any pledge or lien or preference as the company may deem fit; to assume the liability of any person, persons, company or corporation.
- (k) To undertake the business of information technology, marketing, consultants, education and other related business activities that in the opinion of the directors the company can conveniently trade in.

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- (l) To acquire by purchase, lease, exchange or otherwise any freehold or leasehold property, land, buildings and any estate or interest thereon, and any rights connected with the land so situated, and to turn the same to account as may seem expedient, in particular by preparing a building site or sites and by constructing, reconstructing, altering, improving, decorating, furnishing, running and maintaining flats, garden flats, buildings, shops, offices, factories, warehouses, houses, works and conveniences of all kinds and to let, sell, lease, or dispose of the same or any part thereof.
 - (m) To manage businesses, land, buildings and other property whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers or others with refreshments, attendants, caretakers, messengers, power, lights, heating, water, sanitation, refrigeration, waiting rooms, writing rooms, meeting rooms, lavatories, laundry rooms, electrical and mechanised conveniences, garages, parking places and other advantages.
 - (n) To purchase, or otherwise acquire, and to protect, prolong, and renew whether in Zimbabwe or elsewhere, any trade marks or copy rights, and any inventions, processes, patents, patent rights, inventions, licences, protection, concessions or other like privileges conferring any inclusive or non-inclusive or limited rights, and to use any invention or process which may seem capable of being used for any of the purposes of the Company; to exploit, manufacture, sell or otherwise deal with, exercise, develop, work, turn to account or grant licences in respect of any patents, property or rights so acquired and to spend money or other assets of the company in experimenting upon, exploiting or seeking to improve any patents, inventions, rights or processes which the company may acquire or propose to acquire.
 - (o) To invest and deal with the monies of this Company in any property, movable or immovable, with or without security, and otherwise in such manner and upon such manner and upon such terms and conditions as may from time to time be determined.
 - (p) To enter into partnership or into agreements for sharing profits, union of interests, co-operation, joint ventures, reciprocal concessions, or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business transacted capable of being conducted so as directly or indirectly to benefit the Company.
 - (q) To buy, subscribe for or otherwise acquire and hold shares, bonds, debentures and securities in any other company, in particular of companies having objects altogether or in part similar to those of this Company.

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- (r) To borrow or raise or secure the payment of money in such manner and on such terms as the directors think fit, and in particular, by overdraft or loan from bankers or others, or on mortgage or by general or special bonds, 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 and secured by mortgage or transfer of the company's property both movable and immovable, or any part thereof or by the issue of shares bearing a preferential dividend.
- (s) To remunerate or make donations to any person or persons whether Directors, officers, or agents of the Company or not, for services rendered or to be involved in or about the conduct of the company's business.
- (t) To establish and support funds or institutions calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, and to grant pensions and allowances and to subscribe or guarantee money for charitable objects.
- (u) To enter into any arrangements with any Government or Local Authorities that may seem conducive to the Company's objects, and to obtain from any such Government or Local authority any rights, privileges and concessions which the Company may think fit to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (v) To pay all expenses preliminary and incidental to the formation, establishment and registration of the Company, also all expenses preliminary and incidental to the promotion, formation, establishment and registration of any other company, formed, established and registered by the Company, and all exchange, commission, discount, remuneration and other expenses which may be used for placing all or any of the shares or debentures or other obligations of the Company or of any company as formed, promoted, established or registered.
- (w) To carry out, maintain, improve, manage, work, control and superintend any roads, railways, bridges, reservoirs, watercourses, crushing work, electrical, power generation and other works and conveniences that may seem directly or indirectly conducive to any of the objects of the company, and to contribute to, subsidise or otherwise add or take part in any such operations.
- (x) To do all the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others.

- (y) To do all such things as are incidental to the above objects. It is hereby declared that the word 'Company' in the above objects shall be deemed to include any partnership or any other body of persons, whether incorporated or not and whether domiciled in Zimbabwe or elsewhere, and the intention is that the objects specified in each paragraph of this Memorandum shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no way limited or restricted by reference to or inference from the terms of other paragraphs or the name of the Company. None of the sub-clauses of the objects therein specified, or the powers conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Memorandum in any part of the world, notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of this Memorandum.
4. The liability of the members is limited.
5. The capital of the Company is US\$2 000 (Two Thousand Dollars) divided into 2 000 (Two Thousand) ordinary shares of US\$1.00 (One dollar) each.

The Company shall have the power from time to time to increase or reduce its capital, and to consolidate or divide the shares in the initial increased or reduced capital, either before or after allotment into several classes, and to attach thereto any preferential, deferred, qualified or special rights, privileges, conditions or restrictions or to convert the whole or any part of the shares of one class into shares of another class.

ORIGINAL COPY

Receipt NO. 90219870

No.....3955/2018.....

USD20

Nº 189932



ZIMBABWE



Certificate of Incorporation

I hereby certify that.....LEVIM GLOBAL INVESTMENTS (PRIVATE) LIMITED.....

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.....
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.....

this4TH..... day ofAPRIL....., 20.....18.....

A handwritten signature in black ink, appearing to be 'R. J. M.', written over a dotted line.

Registrar of Companies