

Registrar of Companies

Shaw

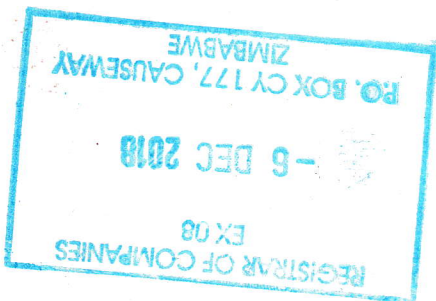
this 6TH day of DECEMBER 2018

Given under my Hand and Seal at HARARE

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

I hereby certify that MANICA HIDES & SKINS (PRIVATE) LIMITED

Certificate of Incorporation



ZIMBABWE

No. 198313

ORIGINAL COPY

Receipt No. 90273305 USD20

No. 15915/2018

ZIMBABWE

Form CR6
Company No.

15915/2018

COMPANIES ACT (Chapter 24:03)

Section 112 and 330 of Act
Section 19 of regulations

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
THERE TO.

Company name: MANICA HIDES & SKINS (PRIVATE) LIMITED

To the Registrar of Companies: HARARE

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

(a) (i) Is/ was situated at- STAND NUMBER 1141, ZIMUNYA, MUTARE
(ii) The postal address* is/ was at... AS ABOVE

(b) Has been changed from the above to:

(i) is/ was situated at.

(ii) The postal address. * is/ was at.....

With effect from DATE OF INCORPORATION

(Signed) Secretary/ Director/ Principal officer

This Date Day of Month Year
5 DECEMBER 2018

Presented for filing by
MANYANGADZE LAW PRACTICE
LODGING BOX 72

Delete whichever inappropriate.

To be completed only event in thereof a change in address.

Notes -

(a) in the case of a change of address, this form must be submitted to the registrar of companies office before the proposed change takes place.
(b) if the registered address of the company has altered by a public authority, so that the changed designates the same premises as before, no fee will be charged if the registrar is satisfied as to the fact and the name of the authority which ordered the change as stated on the form.

MANICA HIDES & SKINS (PRIVATE) LIMITED

Form CRI4

ZIMBABWE

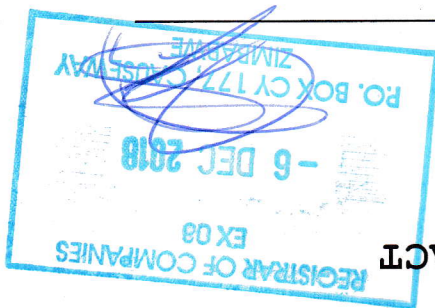
Section 187 and 330 of Acts
Section 27 of Regulation

No. Of Company

15915/2018

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 Particulars of a Foreign
Company

MANICA HIDES & SKINS

(PRIVATE) LIMITED

To The Registrar of Companies
HARARE

PRESENTED FOR FILING BY:
MANYANGADZE LAW PRACTICE
LODGING BOX 72

90272205

PARTICULARS (a) of Directors and Secretaries / Principal Officer

**MANICA HIDES & SKINS
(PRIVATE) LIMITED**

AND OF ANY CHANGES THEREIN

Date Of (a) Appointment	Present Christian Names and Surnames	Nationality	Any former Names	Full Residential or Business Address and Postal Address	Particulars Other Directorship	Nature Of Change (g)	Date Of Change (h)	Date Company Notified Of Change
D A T E	MATTHEW MAPURANGA 86-052696 N 86	Zimbabwean		STAND NUMBER 1141,ZIMUNYA, MUTARE		New Appointment	D A T E	D A T E
O F	UPENYU CHITSA 75-264211 Z 75	Zimbabwean		STAND NUMBER 1141,ZIMUNYA, MUTARE		New Appointment	O F	O F
I N C O R P	Secretaries (d) or Principal Officer (e)						I N C O R P	I N C O R P
O R A T I O N	MATTHEW MAPURANGA 86-052696 N 86	Zimbabwean		STAND NUMBER 1141,ZIMUNYA, MUTARE		New Appointment	O R A T I O N	O R A T I O N

Notes-(a) A complete list of existing directors should always be given.

(b) This date should always be shown, whether or not it is in respect of an old or new appointment.

(c) In case of 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 principal office must be given.

(e) In the case of the principal officer being a corporate body or partnership, the name and the situation of its principal office must be shown, and, if it is a partnership, all the names of the partners must be given.

(f) In the case of the principal officer being a partnership, the name and the situation of its principal office must be shown, and, if it is a partnership, all the names of the partners must be given.

(g) State "Resigned", "Retired", "Died", or "Other", 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.

(i) This is regarded as the effective date of the entry in the register.

.....
Secretary/Director/Principal officer

Dated at this..... Day of.....2018



MANICA HIDES & SKINS (PRIVATE) LIMITED

Presented for filing by:
MANYANGADZE LAW PRACTICE
LODGING BOX 72

**MANICA HIDES & SKINS
(PRIVATE) LIMITED**

FOR

MEMORANDUM AND ARTICLES OF ASSOCIATION

15915/2018

2/.....

3. The objects for which the Company is establish are:

2. The Registered office of the Company shall be situated in Zimbabwe.

.....

**MANICA HIDES & SKINS
(PRIVATE) LIMITED**

1. The name of the company is:

.....

**MANICA HIDES & SKINS
(PRIVATE) LIMITED**

OF

MEMORANDUM OF ASSOCIATION

COMPANY LIMITED BY SHARES

THE COMPANIES ACT (CHAPTER 24:03)

ZIMBABWE

9973305



LLB HONS (UZ)

NGONIDZASHE T MANYANGADZE
(Legal Practitioner)-Bachelor of Laws

Preparatory Clause

- a) To carry on the business of buying and selling, hides and skins together with any other business in connection therewith.
- b) To carry on the business of investors and speculators in all branches of business, to buy, sell, import, export, lease, manage and deal in land shares, securities, merchandise and to deal in any other property wherever situate.

3/.....

MANICA HIDES & SKINS (PRIVATE) LIMITED

2/.....

1. The regulations contained in part 1 of Table "A" of the First Schedule of the Companies Act Chapter 24:03 shall apply to the company as if the same were incorporated herein save insofar as may be excluded, modified, added, varied or revised hereinafter, and in the event of there being a conflict between Part 1 of Table "A" and the articles appearing hereinafter, the latter shall prevail.
2. Regulations 24, 40, 41, 43, 53, 74, 75, 76, 78, 80, 83, 90, 91, 100, 113, 114, 127 and 130 of part 1 of Table "A" shall not apply to the company.

PRELIMINARY

ARTICLES OF ASSOCIATION
OF
MANICA HIDES & SKINS
(PRIVATE) LIMITED

COMPANY LIMITED BY SHARES

THE COMPANIES ACT (CHAPTER 24:03)



PRIVATE COMPANY

3. The company is a private company and accordingly:
- (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - (b) The number of members of the company (excluding persons who, having been formerly in the employment of the company were, while in such employment, members and have continued after the termination of that employment to be members of the company) is limited to fifty (50).
 - (c) PROVIDED THAT where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, be treated as a single member.
 - (d) Any invitation to the public to subscribe of any shares or debentures of the company is prohibited.

SHARES

4. Shares in the initial or increases capital of the company, unissued or forfeited shares or shares for which transfer notice has been given or deemed to have been given shall be under the control of the Directors; and subject only to any directions of the company given in General or other Meeting, the Directors shall first offer the aforesaid shares to the existing members of the company, as nearly as possible, in proportion to their shareholdings.

TRANSFER OF SHARES

5. The Directors may in their absolute discretion and without assigning any reason(s) therefore, decline to register any transfer of any share whether or not it is a fully paid share save as provided for in article 6 hereof.
6. a) Upon any shareholder receiving an offer (which offer must be in writing) to purchase any shares held by that shareholder in the company and the shareholder is desirous of accepting, that shareholder (hereinafter called 'the transferor') shall transmit the aforesaid written offer together with a written notice (hereinafter called 'the transfer notice') to the Directors of the company who shall constitute the agents of the transfer of those shares.

/3.....

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

1. Full names of subscriber : MATTHEW MAPURANGA
Full residential or business : STAND NUMBER 1141
Address : ZIMUNYA, MUTARE
Occupation of subscriber : DIRECTOR
Signature of subscriber : M. Mapuranga

2. Full names of subscriber : UPENYU CHITSA
Full residential or business : STAND NUMBER 1141
Address : ZIMUNYA, MUTARE
Occupation of subscriber : DIRECTOR
Signature of subscriber : UC

3. Full names of Witness : EDMORE NYAKABAU
Full residential or business : 7TH FLOOR THROGMORTON HOUSE
Address : 51 SAMORA MACHEL AVENUE
HARARE
Occupation of witness : CONSULTANT
Signature of witness : SK
Dated at Harare this day of 2018
DECEMBER