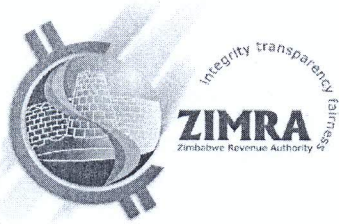


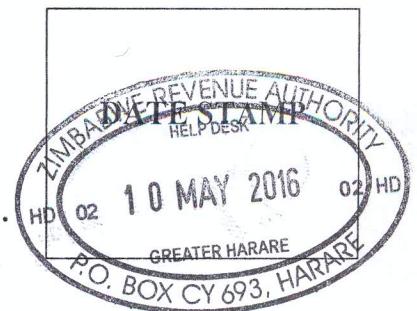
ZWS ISO 9001:2008 QUALITY MANAGEMENT SYSTEM



ZIMBABWE REVENUE AUTHORITY

BANK ADVICE NOTE

TO: THE BANK MANAGER

Client's Name: TONY HERO ZIMBABWE (RT) LTDDate of Application: 10/05/2016Client TIN: 2892/2016Issued by: O. MwayeraChecked by: M. Shumba

NB:

- Not for tender clearing purposes
- The Note is issued for purposes applied for only and does not absolve one from future payment of tax, or payment of such amounts, which at time of application had not been considered by issuing officer.

Receipt NO. 90072746

2892/2016

No.....

USD20

No. 170895



ZIMBABWE



Certificate of Incorporation

TONY HERO ZIMBABWE (PRIVATE) LIMITED

I hereby certify that.....

.....

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

HARARE

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

5TH

MAY

16

this day of, 20.....

Registrar of Companies

ZIMBABWE

Form No. C.R. 6

Section 112 and 331 of Act
Section 19 of Regulations

COMPANIES ACT (CHAPTER 24:03)

No. of Company 2892/2016

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: Tony Hero Zimbabwe (Private) Limited

T^o The Registrar of Companies

P.O. Box CY177

CAUSEWAY

Harare



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

- (a) (i) *is situated at #183 Arcturus Road, KAMFINSKA, Greendale, Harare and
- (ii) The postal address* is at #183 Arcturus Road, KAMFINSKA, Greendale, Harare

- (b) † has been changed from the above address to

(i) situation at

..... and

(ii) the postal address at

with effect from Date of Incorporation


(Signed) SECRETARY

This 26th of April 2015
(DATE)

(MONTH)

(YEAR)

Presented for filing by Pahlani Secretaries & Administrators (Pvt) Ltd, #6-5th Avenue
MABELREIGN, 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.

90072746

04 MAY 2016

ZIMBABWE

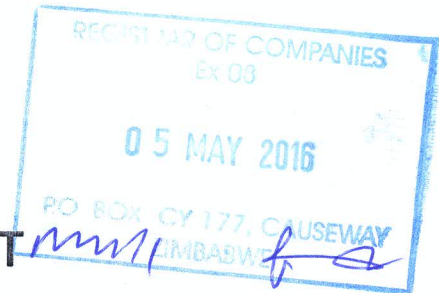
Form N°. C.R. 14

Section 187 and 330 of Act

Section 27 of Regulations

No. of Company:

2892/2016



THE COMPANIES ACT

(CHAPTER 24:03)

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

or

A list of Directors and Principal Officer of a Foreign
Company

Name of Company: Tony Hero Zimbabwe (Private) Limited

To The Registrar of Companies

HARARE

Presented for filing by: Pahlani Secretaries & Administrators (Private) Limited

Address: # 6 -5th Avenue MABELREIGN Harare

90072746
04 MAY 2016

**PARTICULARS (a) OF DIRECTORS AND SECRETARY/PRINCIPAL OFFICER
TONY HERO ZIMBABWE (PRIVATE) LIMITED
AND OR ANY CHANGES THEREIN**

1. Date of Appointment (b)	2. Present Christian Names and Surnames AND Identity Number	3. Nationality	4. Any Former Names	5. Full Residential or Business Address and Postal Address	6. Particulars of Other Directorship (f)	7. Nature of Change (g)	8. Change Date of	9. Date Company Notified of Change (i)
	Directors (c)							
Date of Incorporation	Ian Ginio Tafireyi (29-237037-M77)	Zimbabwean	NIL	#7 Gaynor Road, Chisipite, Harare	As advised	New Appointment	Date of Incorporation	Date of Incorporation
Date of Incorporation	Vimbiso Mashumba (63-235474-P43)	Zimbabwean	NIL	#48 Tony McCall Drive Valley, Glendale	As advised	New Appointment	Date of Incorporation	Date of Incorporation
	Secretaries (d)							
Date of Incorporation	Ian Ginio Tafireyi	Zimbabwean	NIL	#7 Gaynor Road, Chisipite, Harare	N/A	Appointed	Date of Incorporation	Date of Incorporation

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 new appointed
c) In the case of a foreign company, if the director body, its name and situation of its registered 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 2
e) In the case of principal being a corporate body or partnership or 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 every such company must be entered. This applies only in respect of new appointees

This 26th of April 2016

(Signed) Secretary

TRANSFER OF SHARES, STOCK, DEBENTURES OR OPTIONS

I Uromboaripi Mubonderi

hereinafter called the TRANSFEROR, in consideration of the sum of One Hundred and Twelve United States Dollars and Fifty United States Cents US\$112.50

PAID BY

(Full name/s in VIMBISO MASHUMBA
Block letters)

FULL ADDRESS

#48 Tony McCall Drive, Valley, Glendale

hereinafter called to TRANSFeree

DO HEREBY bargain, sell, assign and transfer to the said TRANSFeree/S:

500 (Five Hundred) Ordinary Shares

Number or amount to be in figures and words (State whether shares, stock, debentures or options)

Certificate No 02

Reference or Distinctive Numbers 501 to 1000 ordinary shares of and in the undertaking called Tony Hero Zimbabwe (Private) Limited.

TO HOLD unto the said TRANSFeree, HIS EXECUTORS, and ADMINISTRATORS and ASSIGNS subject to the several conditions on which I held the same immediately before the execution hereof; and I the said TRANSFeree, do hereby agree to accept and take the said securities subject to the conditions aforesaid.

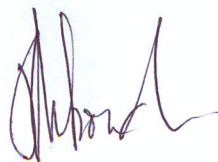
SIGNED this 05th day of May 2016, by the TRANSFEROR/S

IN the presence of the under mentioned WITNESS

WITNESS: Tapiwa Mubonderi

Signature
and

Address: #6 – 5th Avenue Mabelreign Harare



(Usual signature)

SIGNED this day of 20, by the TRANSFeree/S

IN the presence of the under mentioned WITNESS

WITNESS:

Signature
and

Address



(Usual signature)

REVENUE STAMPS

In terms of section 20, of the Stamp Duties Act, 1954, as amended, Transfer Deeds must be dated with the true dates of signatures of the TRANSFEROR and TRANSFeree

Attention is drawn to the increased STAMP DUTY imposed on REGISTRATION of TRANSFERS effected after twelve months from the date of signature by the TRANSFEROR/S, or date shown on PROVISIO STAMP, to date of REGISTRATION BY COMPANY.

FOR COMPANY USE

TRANSFER OF SHARES, STOCK, DEBENTURES OR OPTIONS

I Tapiwa Mubonderi

hereinafter called the TRANSFEROR, in consideration of the sum of One Hundred and Twelve United States Dollars and Fifty United States Cents US\$112.50

PAID BY

(Full name/s in BLOCK LETTERS)
Block letters)

FULL ADDRESS

#7 Gaynor Road, Chisipite, Harare

hereinafter called to TRANSFEREE

DO HEREBY bargain, sell, assign and transfer to the said TRANSFEREE/S:

500 (Five Hundred) Ordinary Shares

Number or amount to be in figures and words (State whether shares, stock, debentures or options)

Certificate No 01

Reference or Distinctive Numbers 001 to 500 ordinary shares of and in the undertaking called Tony Hero Zimbabwe (Private) Limited.

TO HOLD unto the said TRANSFEREE, HIS EXECUTORS, and ADMINISTRATORS and ASSIGNS subject to the several conditions on which I held the same immediately before the execution hereof; and I the said TRANSFEREE, do hereby agree to accept and take the said securities subject to the conditions aforesaid.

SIGNED this 05th day of May 2016, by the TRANSFEROR/S

IN the presence of the under mentioned WITNESS

WITNESS: Uromboaripi Mubonderi

Signature

and

Address: #6 – 5th Avenue, Mabelreign, Harare

SIGNED this day of 20 by the TRANSFEREE/S

(Usual signature)

IN the presence of the under mentioned WITNESS

WITNESS:

Signature

and

Address

(Usual signature)

REVENUE STAMPS

In terms of section 20, of the Stamp Duties Act, 1954, as amended, Transfer Deeds must be dated with the true dates of signatures of the TRANSFEROR and TRANSFEREE.

Attention is drawn to the increased STAMP DUTY imposed on REGISTRATION of TRANSFERS effected after twelve months from the date of signature by the TRANSFEROR/S, or date shown on PROVISIO STAMP, to date of REGISTRATION BY COMPANY.

FOR COMPANY USE

TRANSFER OF SHARES, STOCK, DEBENTURES OR OPTIONS

I Uromboaripi Mubonderi

hereinafter called the TRANSFEROR, in consideration of the sum of One Hundred and Twelve United States Dollars and Fifty United States Cents US\$112.50

PAID BY

(Full name/s in VIMBISO MASHUMBA
Block letters)

FULL ADDRESS

#48 Tony McCall Drive, Valley, Glendale

hereinafter called to TRANSFEREE

DO HEREBY bargain, sell, assign and transfer to the said TRANSFEREE/S:

500 (Five Hundred) Ordinary Shares

Number or amount to be in figures and words (State whether shares, stock, debentures or options)

Certificate No 02

Reference or Distinctive Numbers 501 to 1000 ordinary shares of and in the undertaking called Tony Hero Zimbabwe (Private) Limited.

TO HOLD unto the said TRANSFEREE, HIS EXECUTORS, and ADMINISTRATORS and ASSIGNS subject to the several conditions on which I held the same immediately before the execution hereof; and I the said TRANSFEREE, do hereby agree to accept and take the said securities subject to the conditions aforesaid.

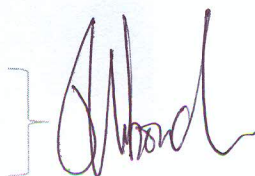
SIGNED this 05th day of May 2016, by the TRANSFEROR/S

IN the presence of the under mentioned WITNESS

WITNESS: Tapiwa Mubonderi

Signature
and

Address: #6 – 5th Avenue Mabelreign Harare



(Usual signature)

SIGNED this day of 20, by the TRANSFEREE/S

IN the presence of the under mentioned WITNESS

WITNESS:

Signature
and
Address



(Usual signature)

REVENUE STAMPS

In terms of section 20, of the Stamp Duties Act, 1954, as amended, Transfer Deeds must be dated with the true dates of signatures of the TRANSFEROR and TRANSFEREE.

Attention is drawn to the increased STAMP DUTY imposed on REGISTRATION of TRANSFERS effected after twelve months from the date of signature by the TRANSFEROR/S, or date shown on PROVISIO STAMP, to date of REGISTRATION BY COMPANY

FOR COMPANY USE

TRANSFER OF SHARES, STOCK, DEBENTURES OR OPTIONS

I Tapiwa Mubonderi

hereinafter called the TRANSFEROR, in consideration of the sum of One Hundred and Twelve United States Dollars and Fifty United States Cents US\$112.50

PAID BY

(Full name/s in BLOCK LETTERS)
IAN GINIO TAFIREYI

FULL ADDRESS

#7 Gaynor Road, Chisipite, Harare

hereinafter called the TRANSFEREE

DO HEREBY bargain, sell, assign and transfer to the said TRANSFEREE/S:

500 (Five Hundred) Ordinary Shares

Number or amount to be in figures and words (State whether shares, stock, debentures or options)

Certificate No 01

Reference or Distinctive Numbers 001 to 500 ordinary shares of and in the undertaking called Tony Hero Zimbabwe (Private) Limited.

TO HOLD unto the said TRANSFEREE, HIS EXECUTORS, and ADMINISTRATORS and ASSIGNS subject to the several conditions on which I held the same immediately before the execution hereof; and I the said TRANSFEREE, do hereby agree to accept and take the said securities subject to the conditions aforesaid.

SIGNED this 05th day of May 2016, by the TRANSFEROR/S

IN the presence of the under mentioned WITNESS

WITNESS: Uromboaripi Mubonderi

Signature
and

Address: #6 – 5th Avenue, Mabelreign, Harare

(Usual signature)

SIGNED this day of 20, by the TRANSFEREE/S

IN the presence of the under mentioned WITNESS

WITNESS:

Signature
and
Address

(Usual signature)

REVENUE STAMPS

In terms of section 20, of the Stamp Duties Act, 1954, as amended, Transfer Deeds must be dated with the true dates of signatures of the TRANSFEROR and TRANSFEREE

Attention is drawn to the increased STAMP DUTY imposed on REGISTRATION of TRANSFERS effected after twelve months from the date of signature by the TRANSFERORS, or date shown on PROVISIO STAMP, to date of REGISTRATION BY COMPANY

FOR COMPANY USE

No. OF CERTIFICATE

01

SHARE CERTIFICATE

No. OF SHARES

500

NAME OF COMPANY

TONY HERO ZIMBABWE (PRIVATE) LIMITED

This is to certify

that **IAN GINIO TAFIREYI**

of **#7 Gaynor Road, Chisipite, Harare**

is the registered proprietor of

500 (FIVE HUNDRED)

Fully paid shares of \$0-10 each, numbered as per margin inclusive in the above named Company, subject to Memorandum and Articles of Association and the Rules and Regulations of the Company.

Distinctive Numbers	From	To	Number of shares
	01	500	500

Given at HARARE

This 05th day of MAY 2016

Secretary.....

Director.....

No. OF CERTIFICATE

02

SHARE CERTIFICATE

No. OF SHARES

500

NAME OF COMPANY

TONY HERO ZIMBABWE (PRIVATE) LIMITED

This is to certify

that **VIMBISO MASHUMBA**

of **#48 Tony McCall Drive, Valley, Glendale**

is the registered proprietor of 500 (FIVE HUNDRED)

Fully paid shares of \$0-10 each, numbered as per margin inclusive in the above named Company, subject to Memorandum and Articles of Association and the Rules and Regulations of the Company.

Distinctive Numbers	From	To	Number of shares
501		1000	500

Given at HARARE

This 05th day of MAY 2016

Secretary.....

Director.....