

Receipt No. 985747  
\$10,00

No. 4293/94



ZIMBABWE

## Certificate of Incorporation

I hereby Certify that **M.T. SWAN (PRIVATE) LIMITED**

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

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

this 3<sup>rd</sup> day of August 19 94

.....  
Registrar of Companies

ZIMBABWE

**COMPANIES**

[CHAPTER 190]

**ACT**Section 88 and 293 of Act  
REGISTRATION OF COMPANIES  
18 of Regulations

No. 1999

Box 177  
ZIMBABWE  
CLUSEWAYNo. of Company **W293194**

Notice of Situation and Postal Address of Company's Registered Office or of a Foreign Company's Principal Place of Business, and of any change thereto.

Name of Company **W T SHAW (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 **23 COMMERCE ROAD****ENSLIVEN HARARE** and(ii) the postal address\* is/was at **P O BOX HG 841****HIGHWAYS HARARE**

(b) has been changed from the above address to

(i) situation at **W MAGDEN DRIVE****HIGHWAYS HARARE**(ii) postal address at **P O BOX HG 841****HIGHWAYS HARARE**with effect from **26 MARCH 1999**(Signed) **DIRECTOR/SECRETARY/CLERK-AGENT**This **19th** day of **MARCH**, 19**99**Presented for filing by **ALGER-UNIK (PRIVATE) LIMITED****P O BOX HG 841****HIGHWAYS 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.

Form No. C.R. 14

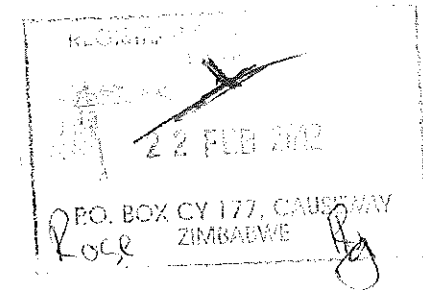
ZIMBABWE

Sections 187 and 330 of Act

Number of Company: 4293/94

Section 27 of Regulations

**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 W T SWAN ( PRIVATE) LIMITED

To The Registrar of Companies, HARARE

Presented for filing by AGRI-LINK (PRIVATE) LIMITED

LODGING BOX 78

16 FEB 2012

Particulars of Directors and Secretaries/ Principal Officer of W T Swan (Private) Limited

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	6 PARTICULARS OF OTHER (f) DIRECTORSHIPS	7 NATURE OF CHANGE (g)	8 DATE OF CHANGE (h)	9 DATE COMPANY (i) NOTIFIED OF CHANGE
08/03/1994	DIRECTORS ( c ) Willem Tobias Swan 70-066424 F 00	Zimbabwean		143 Umwinsdale Road Umwinsdale Harare		Address	31/01/2012	31/01/2012
08/03/1994	Judith Hester Susanna Swan 660331 0005 082	South African		143 Umwinsdale Road Umwinsdale Harare		Address	31/01/2012	31/01/2012
14/02/1995	Secretaries (d) Agri-Link (Private) Limited			4 Maiden Drive Highlands Harare		Nil		

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 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 case of the secretary being a foreign 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 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 in 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.

~~DIRECTOR/SECRETARY/PRINCIPAL OFFICER~~

This 31st Day of January 2012

4293/94

(2)

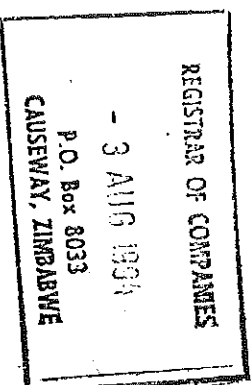
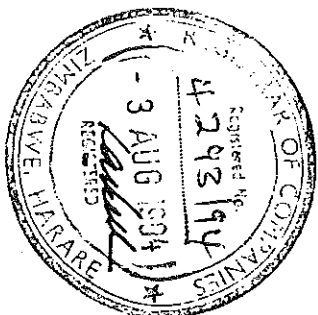
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

W.T. SWAN (PRIVATE) LIMITED

PREPARED BY:

Accounting & Executor  
Services (Pvt) Ltd  
101 Anlaby House  
35 Baker Avenue  
Harare



THE COMPANIES ACT, CAP 190

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

W.T. SWAN (PRIVATE) LIMITED

1. The name of the Company is  
W.T. SWAN (PRIVATE) LIMITED
2. The Registered Office of the Company will be  
situate at such place in Zimbabwe as the  
Directors may from time to time determine

3.

The objects for which the company is established are:-

- (a) To carry on the business of farming, and ranching in all its branches including the farming of maize and other grains, tobacco, livestock, poultry and game, fruits, vegetables and crops for feeding livestock; the business of dairymen, agriculturists, horticulturists, tobacco growers, curers and graders, foresters, fish farmers, nurserymen, sawmillers, livestock breeders and speculators, bacon and ham curers, dealers in hides and skins, overseers, butchers, warehousemen, and builders.
- (b) To purchase, take on lease, acquire by way of donations or otherwise acquire, either solely or jointly with others, farms, farming businesses, land and mineral properties, water rights, grants, concessions, tributes, leases, claims, licences of and other interests in land, mines, mining rights and all other kinds of movable and immovable property.
- (c) To procure and grant servitudes; to establish and operate trading stores, to construct, maintain, improve, renovate, repair and superintend any dams, weirs, reservoirs, irrigation projects, watercourses, aqueducts, tunnels and road, to buy and sell, import and export, deal and trade in and handle all kinds of agricultural, horticultural and forestry products, livestock, poultry and fish products and all other substances and goods which may seem capable of being profitably dealt with.

- d) To purchase, erect, construct, or otherwise acquire any buildings, structures and/or land and to maintain, demolish, improve, alter, reconstruct or furnish such buildings or structures necessary or convenient for the purposes of the Company.
- e) To carry on any other business, whether commercial or otherwise, which may be conveniently carried on in connection with the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
- f) To acquire, undertake, and carry on all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on and to purchase, acquire, barter, sell and deal with the shares and securities of any such person or Company.
- g) To apply for, purchase or otherwise acquire any patents, trade marks, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit this Company, and to use, exercise and develop or grant licences in respect of or otherwise turn to account the property, rights and information so acquired.



- h) To enter into partnership or into any agreement or arrangement for sharing profits, union of interests, co-operation, joint venture; reciprocal concession or otherwise, with any person or Company carrying on or engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as, directly or indirectly to benefit this Company: and to lend money to guarantee the contracts of, or otherwise assist any such person or Company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- l) To sell or dispose of the undertakings of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to the objects of the Company.
- j) To promote any other company for the purpose of acquiring all or any property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly calculated to benefit this Company and to subsidise or otherwise assist any such Company.
- k) To purchase, subscribe for or otherwise acquire and hold shares, bonds, debentures and securities of any other company and in particular of companies having objects altogether or in part similar to those of this Company.

- 1) To distribute by way of bonus or dividend amongst the members any such specific assets belonging to the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

m) To invest and deal with monies of the Company not immediately required, upon such securities not being shares of the Company as may from time to time be determined.

n) To lend money, with or without interest, on the security of land, buildings or other movable and immovable properties, or without security and generally on such terms and subject to such conditions as may seem expedient.

o) To borrow or raise and secure the repayment of money in such manner as the Company shall think fit and in particular by overdraft of loan from bankers, or others, or by issue of debentures of debenture stock charged upon or secured by a conveyance of trustees, or otherwise, of all or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and by passing mortgage and notarial bonds for registration with the prior authorities.

p) To pay for land, buildings and other assets purchased by the Company in any way whatsoever, including payment by way of shares in the capital of the Company, debentures or other securities.

- q) To pay all expenses of and incidental to the registration and promotion of the Company and to remunerate any person or Company for services rendered in placing or assisting to place any of the shares in the Company's capital or any debenture or other securities of the Company or in or about the promotion of the Company or the conduct of its business.
- r) To grant pensions or allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- s) To rent farms lands buildings, implements, plant, machinery, tools, or any other asset or object which the Directors think fit to rent for the purpose of the Company's business.
- t) Generally to carry on and undertake any business, undertakings transaction or operation, whether farming, planting, grazing, manufacturing, financial, commercial or otherwise, which can conveniently be carried on in connection with the objects of the Company on any of the Company's properties or rented properties.
- u) To carry on the business of blacksmiths, cartage contractors, butchers, bakers, retail merchants, and wood cutters.

- v) To carry on all or any of the businesses as retail merchants and dealers of and in leather goods, tannery, livestock of all kinds and descriptions, wool, skins, hides, implements and timber.
- w) To open and operate on banking accounts and to make endorse, and draw cheques, promissory notes, bills of exchange, bills of lading, debentures and other negotiable and transferable instruments.
- x) To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise; and to guarantee the performance of any contract of obligation of any person or persons, company or corporation.
- y) To do any or all of the above things in any part of the world and as agents, principals, contractors, trustees or otherwise and either alone or in conjunction with others.
- z) To procure the registration of the Company in any foreign country or place.
- aa) To do all such things as may be conducive or incidental to the attainment of the above objects and so that the word "Company" in this Memorandum of Association shall, except when used with reference to this Company, be deemed to include any partnership or other body of person whether incorporated or not incorporated, and whether domiciled in Zimbabwe or elsewhere.

5

The capital of the Company is \$32 000.00  
divided into 32 000 ordinary shares  
of \$ 1.00 ( one dollar ) each, with power  
to the Company to increase or reduce, sub-divide  
or otherwise alter the capital, to convert the  
shares into stock, to divide the shares for the  
time being into several classes, to issue any part  
or parts of such original or increased capital  
either at par or at a premium and with such pre-  
ferential, deferred, cumulative, qualified or  
special rights, privileges or conditions as the  
Company may determine, to change the denomination  
of the Shares, and to alter, extend or modify any  
preferential or other right, qualifications or  
restriction, from time to time attached to any  
class of shares.

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.

NAME IN FULL AND ADDRESS OF SUBSCRIBER	DESCRIPTION OF OCCUPATION	NO OF SHARES
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<i>[Signature]</i> ..... AVRIL GILLIAN PEARCE 1 TRENCHARD ROAD AVONDALE HARARE	BOOKKEEPER	One 1 (one)
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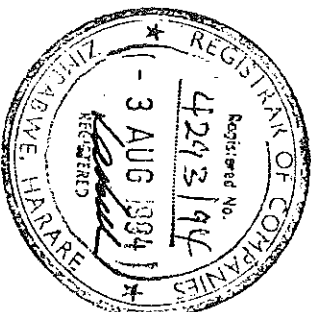
..... <i>R. J. J. J. J.</i> KALRANA NAKOTIYAM 2 BEAL ROAD BELVEDER HARARE.	SECRETARY	One 1 (one)
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DATED AT HARARE THIS 13<sup>th</sup> DAY OF July 1994

Witness to the above Signatures :

..... <i>[Signature]</i> ..... CHAROLE LYNN SAUNDERS	NAME
..... 101 Anlaby House 35 Baker Avenue Harare	ADDRESS

OCCUPATION      Company Secretary



THE COMPANIES ACT, CAP 190

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

W.T. SWAN (PRIVATE) LIMITED

APPLICATION OF TABLE "A"

- 1 The regulations contained in Part 1 of Table "A" in the first schedule to the Companies Act, CAP 190 shall apply to the Company as if the same were incorporated herein with such modifications, additions and revisions as hereinafter appearing.
- 2 The following Articles of Part 1 of Table "A" will not be applicable to this Company, viz.  
24, 25, 26, 27, 53, 74, 75, 76, 77, 78, 90, 92, 93, 94, 95, 96, 97, 98, 99, and 113.

within the meaning of Section 29 of the Companies Act, CAP 190, which is hereinafter referred to as "the Act" and accordingly :-

- (a) The right to transfer shares is restricted in manner hereinafter Provided.
- (b) The number of the members of the Company (not including persons who are in the employment of the Company and persons, who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that 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 Article, be treated as a single person.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARE CAPITAL

- 4 The Capital of the Company is \$32 000.00 divided into 32 000 ordinary shares of \$ 1.00 one dollar ) each.

SHARES

- 5 The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Articles 3 and 6 thereof.

- 6 Shares in any increased Capital of the Company, shares forfeited and shares in respect of which a transfer notice has been given or deemed to be



6 (continued) ...

given as hereinafter provided, shall first be offered to the members of the Company as nearly as possible in proportion to their respective shareholdings and no such shares shall be allotted or transferred to any person other than a member of the Company while any member is willing to purchase them on the same terms.

#### TRANSFER OF SHARES

7a) A share may be transferred to any member of the Company, or any other person with previous approval in writing of the Directors, but save with such approval no shares shall be transferred to any person, whether a member of the Company or not, except as is hereinafter provided, unless the same shall have been first offered for sale in the manner hereinafter provided.

b) Any person whether a member of the Company or not, who proposes to transfer any shares (hereinafter called "The Transferor") to any person, whether a member of the Company or not, shall give notice in writing (Hereinafter called a "transfer notice") to the Directors that he desires to transfer the same. Every transfer notice shall specify the number of shares the transferor desires to transfer and the price at which he is willing to sell the same. A transfer notice shall not be receivable save with the consent of the Directors and shall constitute the directors the agents of the transferor for the same, or any shares comprises therein at the price therein specified.

- c) If the Directors shall, in the period of twenty eight (28) days after receipt of the transfer notice or such longer period as may be mutually agreed upon, find a member or members or other persons selected by them, willing to purchase any share or shares at the price specified (hereinafter called ("the purchaser") they shall forthwith give notice thereof to the transferor who shall thereupon be bound upon payment of the price so specified to transfer the shares to such purchaser who shall be bound to complete the purchase within seven (7) days after receipt by the transferor of such last mentioned notice.
- d) The Directors shall, in the first instance; offer any shares comprised in a transfer notice to the member of the Company (excluding members holding less than ten (10) shares and other than the transferor) in the proportion as nearly as may be to their holding and shall limit a time within which the offer if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as regards finding a purchaser for any shares not accepted by the members as they shall think just and reasonable.
- e) In the event of the transferor failing to carry out the sale of any shares which he shall become bound to transfer as aforesaid, the Directors may execute or transfer in his name, and may give a good receipt for the purchase price of such shares and issue to the purchaser a certificate for the same and shall hold the said purchase price free of interest until such time as the transferor shall have delivered up his certificates.

e) continued :

If the Directors shall not, within the period prescribed, notify the transferor that they have found one or more purchasers for all or any of the shares comprised in the transfer notice, or if at any time prior to the expiry of such period, they shall intimate to him that they are unwilling or unable to find any such purchaser, or if through the fault of the transferor the purchaser of any shares sold, as aforesaid, shall not be completed within the prescribed time, or such extensions thereof as may be mutually agreed upon, the transferor shall, at any time within three months thereafter, be at liberty to sell and transfer the share comprised in the transfer notice (or such of them as shall not have been sold to any purchaser as aforesaid) to any person or persons at the price specified in the transfer notice, and the Directors shall be bound to sanction the transfer thereof unless they can show reasonable grounds for believing the admission of any such person to membership is not desirable in the interest of the Company.

PROCEEDINGS AT GENERAL MEETING

- 8 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. Not less than two shareholders present in person or by proxy holding not less than 51% of the issued share capital of the Company on which all calls have been paid, shall be a quorum

DIRECTORS

10 The first Directors of the Company shall be :-

.Willem Jobias Swan.....  
Judith Hester Sussana Swan  
.....  
(Married out of community of property  
to Willem Jobias Swan)  
.....

11 It shall not be necessary for a Director or an alternate Director to be a shareholder in the Company.

12 The Directors shall be paid out of the funds of the Company remuneration for their services, as directors, at a rate per annum that shall be decided from time to time by the directors themselves, but such remuneration shall be apart from any wage, salary, commission or other emoluments which a director may receive by reason of his being employed by, or of his holding an office of profit under the Company.

13 Unless and until otherwise determined by the Company in General Meeting, the number of directors shall not be less than two.

14 The directors may from time to time at their discretion raise or borrow any sum (or sums) of money for the purpose of the Company.

15 The directors may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they think fit and particularly by the issue of debentures, debenture stock, bonds, obligation, and Mortgage of the Company, both present or future, including its uncalled capital for the time being, or by giving, accepting, or endorsing on behalf of the Company and promissory notes or bill of exchange or mortgage bonds or in any other manner authorised

15 Continued:  
by the Memorandum of Association.

PROCEEDINGS OF DIRECTORS

16 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two Directors.

17. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes, A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Zimbabwe.

RESOLUTION IN WRITING

18 Subject to the provision of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and attend a vote at general meetings (or being corporations by their duly authorised 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.

NAME IN FULL AND  
ADDRESS OF SUBSCRIBER

DESCRIPTION OR  
OCCUPATION

AVRIE GILLIAN PEARCE  
1 TRENCHARD ROAD  
AVONDALE  
HARARE

BOOKKEEPER

KALPANA NARAYITOM  
2 BEAL ROAD  
BELVEDERE  
HARARE

SECRETARY

DATED AT HARARE THIS 13<sup>th</sup> DAY OF

July 1996

NAME

CHAROLE LYNN SAUNDERS

ADDRESS

101 anlabby House  
35 Baker Avenue  
Harare

OCCUPATION

COMPANY SECRETARY