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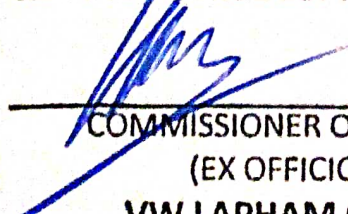
THE COMPANIES ACT (CHAPTER 24:03)
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
WARCHEST TRADING (PRIVATE) LIMITED

1. The name of the company is **WARCHEST TRADING (PRIVATE) LIMITED**
2. The registered office of the Company will be situated in Zimbabwe.
3. The objects for which the Company is established are:
 - a) To carry on the trade or business of general traders, manufacturers, wholesale and retail dealers, importers and exporters and commodity brokers together with all or any trade or business usually carried on in connection therewith..

Warchest Trading (Private) Limited

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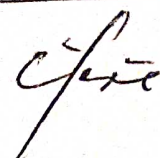
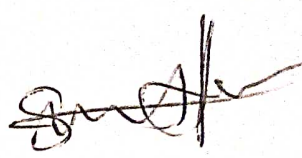
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COMMISSIONER OF OATHS
(EX OFFICIO)
WILLIAM LADHAM CA/21

- b) To carry on any trade or business whatsoever which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to any of the above businesses, or the general business of the company.
- c) To establish, prospect, stake, peg, mark, lay claim to, register, buy, acquire, hire, manage, operate, tribute, leases, sell, transfer, dispose of, deal in, prove, test, work, develop, excavate an/or mine or mining or prospecting claims, holdings,
- d) To manufacture either in whole or in part and/or to assemble, process, improve, finish, treat, complete, develop, mend, repair, pack, clean, paint, polish, adjust, maintain or service any kind of merchandise.
- e) To carry on any or all of the business of providing any kind of service or services to the public or to any section of the public or to any person, body, association, company or group, including without derogation from the generality of the foregoing such business as that of butcher, baker, chemist, pharmacy, caterer, café proprietor, restaurant, hotel, bar, vehicle repairer, carrier, packer, shipper garage, service station, dry cleaner, laundry, exhibition, car hire, bus service, travel or tourist agency, employment agency, bookkeeper or clerical service.
- f) To carry on any of the business or occupations of auctioneers, business, financial, property, an (investment consultants and investigators, mortgage, and loan brokers, building, whether belonging to the company or not, generally and, trustees, brokers, financiers, investors, concessionaires, guarantors, sureties, company promoters, speculators and dealers in all classes and kind of movable and immovable property.
- g) To carry on any of the business of intent agents, and of customs, shipping, clearing, forwarding and distributing agents.
- h) To carry on any or all business of buying and selling of miscellaneous and farming suppliers by wholesale and/or retail, or hawking, and of dealers in anything of any kind which can be sold or dealt in (and all of which said things are herein collectively referred to as "merchandise")
- i) To carry on any or all of the business of importers, merchants, warehousemen, stores, packers and retailers, of letting out on hire and of marketing generally any kind of merchandise.

we, the several persons whose names, addresses and occupations are hereunto 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, addresses and Occupations	Number of Shares Taken	Signature
CEPHAS JIRI 1 BOSHOF DRIVE GRANITESIDE HARARE CONSULTANT	One (1)	
CURRINGTON MUTSAUNESU CHAKANETSA 52 ROBERT MUGABE ROAD HARARE TECHNICIAN	one (1)	
Dated at Harare this 25 th day of January 2019		

WITNESS TO THE ABOVE SIGNATURES

Full Name: ANDREW JIRI
Address: 1 BOSHOF DRIVE
GRANITESIDE
HARARE
Occupation: CLERK
Signature: 

Warchest Trading (Private) Limited

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COMMISSIONER OF OATHS
(EX OFFICIO)
VW LAPHAM CA(Z)



THE COMPANIES ACT (CHAPTER 24:03)
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF
WARCHEST TRADING (PRIVATE) LIMITED

1. In these Articles, unless there be something in the subject matter or context inconsistent therewith:

“The Company” means the above named company

“The Act” means Companies Act (Chapter 24:03)

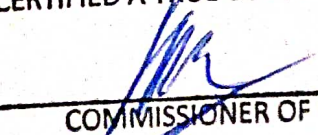
“The Office” means the registered office of the company for the time being

“Person” means a natural person or artificial person recognized by law.

2/...

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VW LAPHAM CA(Z)

The register means the register of the members to be kept in pursuant to Section 115 of the Companies Act (Chapter 24:03).

2. "Secretary" means any person appointed to perform the duties of the secretary of the Company.
3. The regulations contained in part II of the table "A" of the first Schedule of the Companies Act (Chapter 24:03) subject to the additions, modifications, alterations and deletions hereinafter appearing by the Articles of Association of the company and in the event of there being any conflict between Part II of Table 'A' and the regulations hereafter appearing, the later shall prevail.

4. PRIVATE COMPANY

- 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 employed, of the Company and persons, who, having been formerly in the employment of the Company, were while in 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.

5. SHARES

The shares shall be control of the Directors who may allow or otherwise dispose of the same to such persons and on such terms and conditions and at such time as the Directors may think fit with full power to give any persons the call of any share, either at par or at premium and for such time and for such consideration as the Directors think fit.

6. a) The Directors may in their sole and absolute discretion and without assigning any reason therefore decline to register the transfer of any shares (whether or not it is full paid share to a person of whom they do not approve, and may decline to register the transfer of any shares on which Company has a lien.

3/...

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

**Names, addresses and
Occupations**

Signature

CEPHAS JIRI

1 BOSHOF DRIVE
GRANITESIDE
HARARE

CONSULTANT

CURRINGTON
MUTSAUNESU CHAKANETSA

52 ROBERT MUGABE ROAD
HARARE

TECHNICIAN

Dated at Harare this 25th day of January 2019

WITNESS TO THE ABOVE SIGNATURES

Full Name:

ANDREW JIRI

Address:

1 BOSHOF DRIVE
GRANITESIDE
HARARE

Occupation:

CLERK

Signature:

.....

Warchest Trading (Private) Limited

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