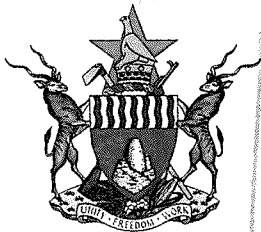


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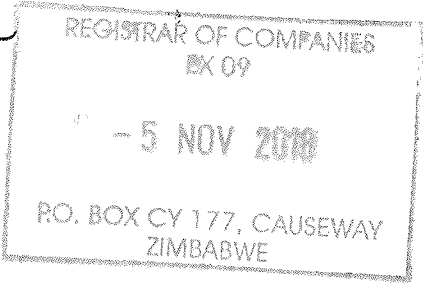
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No. 196709



ZIMBABWE



Certificate of Incorporation

MACKENZIE-LJ INVESTMENTS (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.....

this 5TH NOVEMBER 18
..... day of, 20

Registrar of Companies

ZIMBABWE

Form No. CR 6

Section 89 and 293 of Act

Section 18 of Regulations

COMPANIES ACT (CHAPTER 24:03)

Notice of situation and Postal Addresses of the company's Registered Office or of a Foreign Company's Principal Place of Business, and any change thereto.

No. of Company:14211/2018.....

Name of Company: **MACKENZIE-LJ INVESTMENTS (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 situated at **No. 1150 Tynwald Industrial, Harare**

(ii) The postal address **As above**

(b) Has been changed from the above address

(i) To Nil

(ii) Postal address Nil

With effect from DATE OF REGISTRATION.

Signed*A. M. Pazvakavambwa*.....this 19th of October 2018.

Director/~~Secretary~~

Presented for filling by: **A. M. Pazvakavambwa of No. 10 Aliwal Road Strathaven, Harare**

Notes:

(a) In the case of a change of address this form must be submitted to the Registrar BEFORE the proposed change takes place.

12 NOV

ZIMBABWE

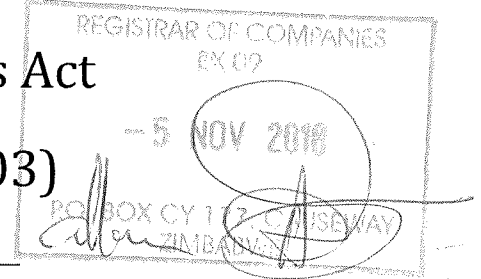
Form No. CR 14

Section 187 and 330 of Act

Section 27 of Regulations

No. of Company:14211/2018

The Companies Act (Chapter 24:03)



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

Or

A List of Directors and Principal Officer of a Company

Name of Company: **MACKENZIE-LJ INVESTMENTS (PRIVATE) LIMITED**

To The Registrar of Companies

HARAREK

Presented for filling by: A. Pazwakavambwa of No. 10 Aliwal Road Strathaven, Harare

Document prepared by: SKYVIEW BUSINESS CONSULTANTS

Tel: +263-4-250017, 2928495

Cell: 0772 562 173

0712 280 815

WhatsApp: 0778 121446

EMAIL: skyviewbusinessc1@gmail.com

5 NOV

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PARTICULARS (A) OF DIRECTORS AND SECRETARY/PRINCIPAL OFFICER OF THE COMPANY
MACKENZIE-LJ INVESTMENTS (PRIVATE) LIMITED
AND ANY CHANGES THEREWITH

1. Date of Appointments	2. Present Christian names and Surname	3. Nation nality	4. Any former names	5. Full Residential or Business Addresses and Postal Address	6. Particulars of other directorship(f)	7. Nature of Change (g)	8. Change (h) Date of	9. Date of Company Notified of Change (i)
D a t e o f R e g i s t r a t i o n	Adlai Mackenzie Pazwakavambwa 63 – 859283 N 32	ZIM	Nil	10 Aliwal Road Strathaven, Harare		Appointed	D a t e o f R e g i s t r a t i o n	D a t e o f R e g i s t r a t i o n
	Yvonne Pazwakavambwa 63 – 1033727 Z 32	ZIM	Nil	10 Aliwal Road Strathaven, Harare		Appointed		
	Secretaries (D) Or Principal Officer Hamilton Pazwakavambwa 63 – 1112090 H 32	ZIM	Nil	10 Aliwal Road Strathaven, Harare		Appointed		

Notes

- a) A complete list of existing Directors should always be given.
b) This date should 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 fits principal officer must be shown.
d) In the case of a secretary being a corporate body, the name and situation of its registered office must be shown.
e) In the case of a Principal Officer being a corporate body or partnership, the corporate of 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 or she 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 the case of a new appointment since the last list was filled, it must be stated herein 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.

Signed this 19th day of October 2018.

Director / Secretary

THE COMPANIES ACT (CHAPTER 24:03)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND ARTICLES OF ASSOCIATION

FOR

MACKENZIE-LJ INVESTMENTS (PRIVATE) LIMITED

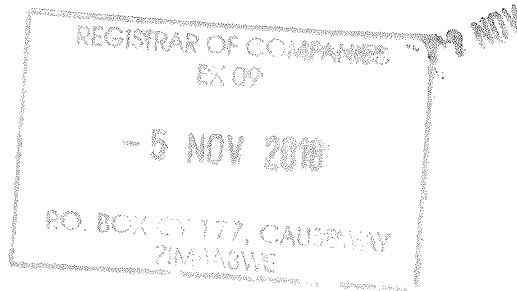
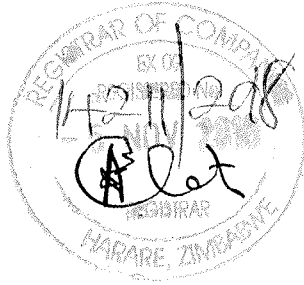
Document prepared by: SKYVIEW BUSINESS CONSULTANTS

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Cell: 0772 562 173,

0712 280 815

WhatsApp: 0778121446



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THE COMPANIES ACT (CHAPTER 24:03)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

MACKENZIE-LJ INVESTMENTS (PRIVATE) LIMITED

1. The name of the company is **MACKENZIE-LJ INVESTMENTS (PRIVATE) LIMITED.**
2. The registered office of the company shall be situated in Zimbabwe.

3. The objects for which the company is established are:


- a) To carry on the business of investors in public and private companies, any form of partnership and any property, together with all trade or business usually carried on in connection therewith.
- b) To carry on the business of recycling of plastics, glass and metals together with all trade or business usually carried on in connection therewith.
- c) To carry on the business of building materials supply together with all trade or business usually carried on in connection therewith.
- d) To carry on the business of buying and selling of commodities as general dealers and general manufactures, together with all trade or business usually carried on in connection therewith.
- e) To carry on the business of property development and real estates, together with all trade or business usually carried on in connection therewith.
- f) To carry on the business of paper cups and paper plates manufacturing together with all trade or business usually carried on in connection therewith.
- g) To carry on the business of manufacturing of liquid package products, together with all trade or business usually carried on in connection therewith.
- h) To be the manufacturers, distributors and retailers of liquid packaging products together with any related business.
- i) To carry on the business of water tanks and plastic tanks manufacturing together with all trade or business usually carried on in connection therewith.
- j) To carry on the business of mining ventures and prospecting.
- k) To carry on the business of hiring out of earth moving machinery to construction and mining companies.
- l) To carry on the business of food and beverage production in all its branches, together with all trade or business usually carried on in connection therewith.

- m) To carry on the business of fashion designers and beauty therapy together with all trade or business usually carried on in connection therewith.
- n) To carry on the business of tourism and hospitality together with all trade or business usually carried on in connection therewith.
- o) To carry on the business of gambling involving in sport betting and entertainment and anything incidental thereto.
- p) To carry on the business of construction in all its branches together with all trade or business usually carried on in connection therewith.
- q) To carry on the business of chemical manufacturing that includes the production of household chemicals, industrial chemicals, agricultural chemicals, together with fumigation services and anything incidental thereto.
- r) To carry on the business of geological consultancy and exploration, together with all trade or business usually carried on in connection therewith.
- s) To carry on the business of coach builders, trailer manufactures, boat builders, fitters, mechanical engineers, marine engineers, metal workers, woodworkers, auto electricians, panel beaters, garage proprietors, spare parts and accessory dealers, motor and boat dealers together with all or any trade or business usually carried on in connection therewith.
- t) To carry on the business of motor vehicle mechanics engineers, panel beaters, repairs, maintenance and upholsterers and any related business.
- u) To carry on the business of farming investments in all its branches including maize, beans, potatoes, tobacco, cotton, forestry, sugar, wheat, tea, green fruits, vegetables, cattle, sheep, goat, pigs and poultry and for that purpose to acquire if necessary farm equipment and other assets including growing crops or leases of the same or the use thereof upon such terms and conditions as deemed fit.
- v) To carry on the business of transport contractors, passenger carriers, haulers, importers, exporters, customs agents, forwarding agents, travel agents or anything incidental thereto.

- w) To carry on the business of insurance in all its branches together with all trade or business usually carried on in connection therewith.
 - x) To carry on the business of health insurance, together with all trade or business usually carried on in connection therewith.
 - y) To carry on the business of short term insurance, life insurance and anything incidental thereto.
 - z) To carry on the business of pensions and employees benefits, together with any trade or business usually carried on in connection therewith.
 - aa) To carry on the business of funeral assurance services, together with all trade or business usually carried on in connection therewith
 - bb) To carry on the business of borehole drilling services together with any trade or business usually carried on in connection therewith.
 - cc) To carry on the business of building material suppliers, agricultural, industrial equipment, suppliers of friction and abrasive materials, asbestos, plastics, steel, metal, timber, building, plumbing and electrical materials, together with all trade or business usually carried on in connection therewith
 - dd) To carry on the business of textile, clothe making, shoe making, carpets or rag manufacturing or the like.
 - ee) To carry on the business of air condition and refrigeration engineers, electrical installation, servicing, repairs, maintenance engineers, designers and manufactures together with all or any trade usually carried on in connection therewith.
4. The liability of the members is **limited**.
 5. The capital of the company is US\$2000.00 (TWO THOUSAND UNITED STATES DOLLARS) divided into 2000 (TWO THOUSAND) ordinary shares of US\$1.00 (ONE UNITED STATES DOLLAR) each.

DECLARATION BY SHAREHOLDERS

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.

NAME	ADDRESS	OCCUPATION	NUMBER OF SHARES	SIGNATURE
Lovemore Junior Family Trust Represented by Adlai Mackenzie Pazwakavambwa Authorized by Resolution dated 10 October 2018.	No. 10 Aliwal Road Strathaven, Harare	Shareholder	Two thousand 2000	

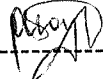
Witness to the above signatures

Name: Ruben Moyo

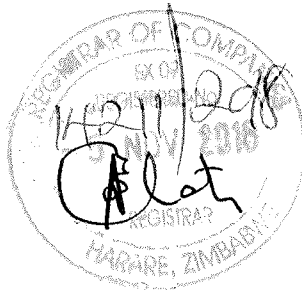
Address: 111 Fife Avenue,

Harare

Occupation: Consultant

Signature: -----

Signed at Harare this 19th day of October 2018.



THE COMPANIES ACT (CHAPTER 24:03)

COMPANIES LIMITED BY SHARES

ARTICLES OF ASSOCIATION

MACKENZIE-LJ INVESTMENTS (PRIVATE) LIMITED

PRELIMINARY

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 in so far as may be excluded, modified, added, varied or revised herein after, and in the event of there being a conflict between Part 1 of Table "A" and the Articles appearing hereinafter, the latter shall prevail.

Regulations

24, 40, 41, 42, 43, 53, 74, 75, 76, 78, 79, 80, 83, 90, 91, 99, 100, 113, 114, 127 and 130 of Part 1 of table "A" shall apply to the company.

PRIVATE COMPANY

The company is a private company and accordingly:

2. Any invitation to the public to subscribe for any shares or debentures is prohibited.
3. The right to transfer shares is restricted in the manner hereinafter prescribed.
4. The number of members of the company (excluding persons who having been formerly into employment of the company were, while in such employment, members and have continued after the termination of that employment to the members of the company) **is limited to fifty, (50).**

SHARES

5. (a) The allotment and conditions of allotment of shares shall be under the absolute control of the Company in General Meeting, but subject to the provisions of Article 30 (b).
(b) Share certificates and certificates of Options on shares in such forms as the Directors may prescribe shall be issued, signed and numbered as required by the Statutes.
6. Every member shall be entitled free certificate by the Company stating his shareholding and the amount paid up thereon; but the Company shall not be bound to issue more than one certificate for jointly held shareholdings, which may be issued to any one of the joint subscribers.

RENEWED SHARE CERTIFICATE

7. Any lost, defaced or destroyed certificate may be renewed on such terms as to evidence, payment and indemnity as the Company in General Meeting think fit.

TRANSFER AND TRANSMISSION OF SHARES

8. The Company shall keep the Register of Shareholders, mortgages, notarial bonds, debentures and debenture holders in terms of the Statutes and shall comply with all the other requirements of the Statutes relating thereto.

9. (a) Share shall not be transferred except upon delivery to the Company duly stamped and executed of the following form or any usual or common form which the Directors shall approve:-
Iin consideration of the sum ofpaid to me byofcalled "the said Transferee") do hereby transfer to the said Transferee, subject to the several conditions on which I hold the same, and the said Transferee, do hereby agree to the said share (shares) subject to the conditions aforesaid.
As witness our hands theday of20....
Witness to the signatures of etc.
- (b) The Transferor shall be deemed to remain in the holder of the share until the transfer form have been signed
- 10.(a) No transfer of any shares shall be registered which does not comply with Article 22.
- (b) The Directors may refuse to register any unless a fee not more than a twenty five cents (25c) is paid to the Company therefore and/or unless the relevant share certificate and such proof of the Transferor's right to transfer it as they may require are submitted therewith.
- (c) Shares of different classes shall not be transferred on the same from without the consent of the Directors.
- (d) A refusal to register any transfer shall be notified to the Transferee and Transferor within Sixty (60) days of lodgment of the instrument of transfer.

CLAIMS NOT RECOGNISED

- 11.Registration in the Register as the owner of any share shall be conclusive proof of ownership thereof and the Company shall not be bound by any limitation upon such ownership expressed or implied.
- 12.The Directors shall keep a Register of members and punctually enter therein the particulars required by, and comply with, the Statutes. The Register may, by resolution of the Company in General Meeting, closed at any time for a period not exceeding thirty (30) days, provided that the number of days in which the register is closed shall not exceed sixty (60) in any year.

LEGAL PERSONAL REPRESENTATIVE

- 13.The legal personal representatives of a deceased, lunatic, minor or insolvent sole shareholder, or in the case of joint shareholders the survivor, or survivors shall alone have any title to the shares involved and/or the rights attached thereto, but

may deal therewith only in terms of Article 22 hereof, and (in the case of a personal representative) may alone exercise the voting rights of his principal only if forty-eight (48) hours before the meeting concerned he has satisfied the directors of his title in that regard.

ISSUE OF SHARES WITH SPECIAL RIGHTS

14. Any share may be issued with or subject to such special rights or limitations as the Company may by special resolution determine, including (but subject to the terms of the Statutes in that regard) redeemable preference shares.
15. New shares created shall, unless the conditions of issue provide otherwise, be considered as part of and subject to all the terms of these presents relating to the share capital before such creation.

CONVERSION OF SHARES INTO STOCK-INCREASE OF CAPITAL-CONSOLIDATION OR SUBDIVISION OF SHARES-REDUCTION OF CAPITAL

16. (a) the Company may by Special Resolution alter the conditions of its Memorandum so as to:-
 - (i) Increase its share capital by new shares of such amount as it think fit;
 - (ii) Consolidate and divide all or any part of its share capital into shares of larger amounts than its existing shares;
 - (iii) Convert all or any of its paid up shares into stock and re-convert such stock into paid up shares of any denomination;
 - (iv) Cancel shares which at the time of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
 - (b) Any fresh capital created by an increase of share capital under this Article which it is intended to issue shall first be offered by the Directors to all the existing shareholders of the Company pro rata to their existing shareholding at par, or at such other price (which shall be the same to each such shareholder) as the Company may decide.
17. The holders of stock or consolidated shares shall, unless otherwise specified by the Special Resolution creating such stock or shares, have the same rights and be subject to the same liabilities in all respects as the holders of the shares from which such stock or consolidated shares originated; but the Directors may refuse to register any transfer of fractions of One Dollar (\$1.00) of stock.

18. Subject to confirmation by the Court, the Company may by Special Resolution reduce its share capital in any way, and in particular, without prejudice to the generality of the foregoing power, may:-
- (a) Extinguish or reduce the liability of any of its shares in respect of share capital not paid up; or
 - (b) With or without extinguishing or reducing liability on any of its shares, cancel any unpaid up share capital which is lost or unrepresented by available assets; or either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if so far as is necessary, alter its Memorandum by reducing the amounts of share capital and of its shares accordingly.

VARIATION OF RIGHTS

19. The rights attached to any classes of shares may (unless otherwise provided by the terms of issue thereof) be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a Special resolution by such holder passed in accordance with these Articles, the necessary quorum, however, being two (2) persons holding or representing one-third of the issued shares of that class, subject, however, to the powers of the High Court of Zimbabwe to set aside any such variation prescribed by the Statutes.

MORTGAGES AND DEBENTURES

20. The Company in General meeting may, subject to and in terms of the Statutes, create, issue, redeem and re-issue debentures and security therefore may bind so much of the property of the Company as is thought fit.

GENERAL MEETINGS

21. A General Meeting (to be called in the notices calling it "The Annual General Meeting") shall be held within eighteen (18) months of the date of incorporation of the Company and thereafter every year, but not more than fifteen (15) months after the proceeding General Meeting, when and where the Board may decide.
22. All other General Meetings shall be called "Extraordinary general meetings"
23. The Board may convene an Extraordinary General Meeting whenever it think fit, shall do so when such a meeting is requisitioned in terms of the Statutes, and shall comply with the Statutes in regard to requisitions requiring the giving of notice of resolutions to be proposed thereat and circulation of statements relating thereto.

24. (a) Twenty-one (21) days' notice of a meeting for the passing of a Special Resolution and of an Annual General Meeting and Seven (7) days' notice of an Extraordinary General Meeting (other than one to consider a Special Resolution) giving the place, day and hour of meeting and, where special business has to be considered, the nature of the business, shall be given to all members entitled thereto.
- (c) A General Meeting shall, although called by shorter notice than that required above, be deemed to have been duly called and if it is so agreed;-
- (i) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (ii) In the case of an Extraordinary General Meeting, by a majority in number of the members having a right to attend and vote at such meeting, being a majority holding not less than ninety-five per centum (95%) in nominal value of the shares giving a right to attend and vote at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. All business at an Extraordinary Meeting and all at an Annual General Meeting, except sanctioning a dividend, consideration of the accounts, if any, balance sheets and ordinary report of the Directors and Auditors and matters directly arising therefrom, the election of Directors and other officers and the fixing of remuneration of the Auditors shall be deemed special business, that is to say, business of which special notice must be given in terms of Article 94.
26. No business shall be transacted at General Meeting unless a quorum of members is present at the time when the meeting proceeds to the business. Where not less than two (2) shareholders are present in person or by proxy and together they hold not less than **fifty-one percent (51%)** of the issued and paid up capital of the company, they shall constitute a quorum.

QUORUM AT GENERAL MEETINGS

27. If within half an hour from the time appointed for the meeting such as quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, when in the continued absence of the quorum the members present in person or by proxy shall be a quorum.
28. The Chairman may, with the consent of the meeting, and shall when required to do so by the Statutes, adjourn any meeting from the time and from place, or in a

compulsory adjournment under the Statutes, to the time and place thereby specified, but no business other than unfinished business shall be transacted at an adjourned meeting.

29. At every General Meeting the members present shall choose one of themselves as Chairman of the Meeting.

VOTING AT MEETINGS

30. A resolution put to the vote of a General Meeting shall be decided by a majority vote on a show of hands, unless a poll is (before or on the declaration of the result) demanded by or on behalf of:-
- (a) Two or more members having the right to vote at the meeting; or
 - (b) A member or members holding not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (c) A member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
31. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or lost, whether unanimously or by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive proof of the facts therein stated.
32. A poll duly demanded shall be taken as the Chairman directs and shall be decided by a majority vote in terms of these Articles. A declaration by a Chairman and an entry in Company's Minute Book of the result thereof shall be conclusive proof of the facts they stated.
33. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith.
34. Minutes of all Resolutions and of proceedings at Directors and General Meetings shall be made in a specially provided book.

VOTES OF MEMBERS

35. Every member shall have upon a show of hands one vote, and upon a poll one vote for every fully paid up share held by him unless otherwise provided by the terms of issue of such share. The Chairman shall have no casting vote.
36. Any member entitled to attend and vote at one or more General Meetings may deposit at registered office, properly stamped an instrument appointing one or more persons (whether a member or not) in the alternatives as his proxy at attend, and vote and speak instead of him at any or all such meetings. The instrument appointing a proxy shall be deemed also to confer authority to demand a poll.

- 37.(a) In every notice calling General Meeting and on the face of every proxy form issued at the Company's expenses shall appear, with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint one or more proxies (who need not be members) in the alternative to attend and vote and speak instead of him.
- (b) No invitation to appoint under a proxy for a General Meeting any person, or one of a number of persons specified in the invitations, shall be issued at the Company's expense otherwise than to all of the members entitled to notice of and to vote by proxy at the meeting.
- (c) A member entitled to more than one vote need not, on a poll, use all his votes or cast all the votes he uses in the same way.
- (d) This Article shall apply to meetings of any class of members of the Company as it applies to General Meetings of the Company.
38. A vote given in accordance with an instrument of proxy shall be valid, unless written notice of the death of the principal or revocation of such instrument shall have been received at the office twenty-four (24) hours at least before the meeting.
39. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"NAME OF COMPANY"

"Ibeing a member of.....hereby appoint.....as

a PROXY to vote for me and on my behalf at the (Annual, Extraordinary or adjourned,

as the case may be) General Meeting of the Company to be held on

theday of.....19.....and at the subsequent adjournment thereof.

As witness my hand this.....day of.....19.....

DIRECTORS

40. The first directors of this company shall be **Adlai Mackenzie Pazwakavambwa & Yvonne Pazvakavambwa** remain in the office until the company in General Meeting otherwise determines or until such office is vacated or by reason of disqualification from holding the office of director.
41. The directors shall be paid out of the funds of the company, remuneration for their services as directors at the rate per annum that shall be decided by the directors, but such remunerations shall be a part from any wage, salary, commission or other emoluments, which may be received by any director by reason of his being employed by or holding an office of profit under the company.
42. Unless and until otherwise determined by the company in a General Meeting, the number of directors may not be less than **two (2)** or more than **eight (8)**.
43. The qualification of a director shall not require the holding by him/her of any shares in the capital of the company.
44. There shall be no retirement of Directors by rotation.
45. A Director shall ipso facto vacate office if:-
- (a) He is adjudged insolvent or compounds with his creditors;
 - (b) He is convicted anywhere of theft, fraud, forgery or uttering forged documents, or perjury, and is sentenced thereof to imprisonment without the option of a fine or to a fine of more than One Hundred Dollars (\$100.00);
 - (c) He is not present personally or represented by an Alternative Director at Board Meetings for six (6) consecutive meetings without leave of the Board;
 - (d) He is certified insane;
 - (e) He resigns his office by notice in writing to the Company;
 - (f) He is removed by any competent Court for misconduct from any office of trust;
 - (g) He is removed from any office by the Company by a resolution of which special notice has been given (without prejudice however to any claim for damages arising from any special contract between such Directors and the Company);
 - (h) An order is made under the Statutes disqualifying him as a Director.

46. If the office of a Director falls vacant, the Company in General Meeting shall appoint a Director to fill that vacancy. Any person so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election.
47. The Remuneration of the Directors other than that of the Managing Director shall from time to time be determined by the members.
48. The Company may authorize payment of extra remuneration and/or refund of expenses to any Director (including the Managing Director) giving special services to the Company, including travelling to and from Board Meetings.
49. Each Director may from time to time appoint and remove any person approved by the Company as his Alternate Director. Every Alternate Director shall, while holding office and during the inability of his principal to act, be for all purpose a Director of the Company, but shall look to his principal for remuneration.
50. Each director shall have power to nominate any person, who is not disqualified from being a director, and whom the directors themselves approve, director or alternate director in his place during his absence or inability to act as director and on such appointment being made, the alternate director shall in all respect be subject to the terms, qualifications and conditions existing with reference to the other directors of the company.

MANAGING DIRECTOR, LOCAL MANAGERS AND DIRECTORS

51. Subject to any direction which may be given by the Company in General Meeting, the Board may from time to time appoint a Managing Director or Directors from their number, and any person or persons as General Manager or Managers, as Agent or Agents, upon such terms not inconsistent with these Articles as they think fit. The Board may from time to time delegate to any person or persons so appointed with the power substitution such of their powers as they may deem fit and may from time to time amend or cancel such delegation of powers; but every person so appointed shall, in the exercise of such delegated powers conform to all instructions of the Board. The remuneration of any Managing Director, General or Local Manager or agent may be a salary and/or a commission on profits.
52. The Managing Director shall ipso facto cease to be Managing Director (without prejudice to any claim for damages for breach of contract to which he may thereby become entitled) if he ceases for any reason to be a Director.

POWERS OF DIRECTORS

53. The business of the Company shall be managed by the Board of Directors.
54. They may pay all expenses incurred in promoting and registering the Company and may exercise all powers of the Company not by the Statutes or by these Articles reserved to a General Meeting.

BORROWING POWERS

55. The directors may from time to time at their discretion, raise or borrow any sum/sums of money for the purpose of the company.
56. The directors may raise or secure the payment of such monies in such manner and upon such terms and conditions in all respect as they may think fit particularly by the issue of debentures, debenture stock, bonds, obligations and mortgages of the company both present and/ future including its uncalled capital for the time being, or by accepting or endorsing on behalf of the company, any promissory notes or bill of exchange or mortgage bonds or in any other manner authorized by the Memorandum of Association.

PROCEEDINGS OF DIRECTORS

57. The Directors may meet together for the dispatch 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, the Chairman having no casting vote. A Director or Secretary may at any time, and the Secretary on the requisition of a Director shall, summon a meeting of Directors.
58. A resolution in writing, signed by all Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called, constituted and held.
59. The directors may delegate any of their powers, other than the power of making calls, to Committees consisting of such member or members of their body as they think fit. A Committee may meet and adjourn as its members think proper.
60. The Directors may elect, for so long as they think fit, a Chairman of the Board who shall preside over all their meetings. In the absence of the Chairman from any meeting, the Directors shall choose one of themselves to be Chairman of such meeting.
61. All acts bona fide done by the Board or by any person acting as a Director shall, notwithstanding any subsequently discovered defect in the appointment of any of them, be valid and binding on the Company.
62. Minutes shall be made in a book specially provided of the names of Directors present at each Board Meeting and of all resolutions and proceedings thereat. Any such minute purporting to be signed by the Chairman of any such meeting shall be receivable as evidence of the facts therein stated without further proof.

DIVIDENDS

63. A General Meeting of the Company may declare and pay in cash, in bonus shares of the Company, in shares or securities of other companies, in specie or otherwise, dividends out of the net profits of the Company, for all or contingent liabilities and for such reserve as the Company may decide.
64. All dividends shall be payable, subject to those presents, on the amount paid up or deemed to be paid up on the shares in the books of the Company. In the case of the payment of dividends otherwise than in cash, the Directors may determine the time and manner of distribution and the value to be attached to the shares or other assets so distributed.
65. All dividends so declared shall be paid to the registered holders of shares on such day as the Company in General Meeting may from time to time fix.
66. The Directors may apply dividends on any shares subject to a lien towards satisfaction of the debts secured by such lien.

RESERVE

67. With the prior approval of the Company in General Meeting, the Directors shall have power from time to time to value all or any of the capital assets of the Company with due regard to current values then prevailing and to create a capital appreciation reserve account, and to credit or debit thereto as the case may be any resultant capital appreciation or capital loss, provided that any such capital appreciation is in the bona fide opinion of the Board of Directors conservatively considered to exist and to be readily realizable.
68. The Company shall not be responsible for any cheque, dividend, warrant or Post Office Order for dividends, or interest, which having been duly posted to a member, may not be received by him.
69. No dividend shall bear interest as against the Company.
70. Notice of any dividend that may have been declared shall be given to each member

CAPITALISATION OF PROFITS

71. The Company may in General Meeting, pass a Resolution to capitalize any credit balance in any reserve account or in the profit and loss account, or otherwise available for distribution, and set free for distribution amongst the members in the same way and the same proportions in all respects as if it were a dividend, and the Directors shall apply such sums in such manner as may be directed by such resolution, provided that any share premium account and any capital redemption

reserve fund which may from time to time be created in accordance with Section 74 (1) and Section 83 of the Act shall be applied only for the purposes and to the extent therein prescribed.

72. Whenever such a resolution as aforesaid shall have been passed, the Directors shall do all acts and things required to give effect thereto, with the full power to make such provision as they think fit for shares and debentures becoming distributed in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for and regulating all such rights and liabilities as may be included in or arise from any such resolution.

ACCOUNTS

73. The Directors shall cause proper books of accounts to be kept in the English language at the office or (subject to the Statutes) elsewhere in Zimbabwe as they direct, sufficient to give a true and fair view of the Company's affairs and to explain its transactions.
74. The books of accounts shall always be open for inspection by any Director or any shareholder to such extent, at such times and at such places as the Directors of the Company in General Meeting may decide, or the Statutes shall allow.
75. The Directors shall, not later than eighteen (18) months after the incorporation of the Company and subsequently once in every year, lay before a General Meeting a Profit and Loss Account and a Balance Sheet, both complying with the Statutes, for the period, in the case of the first account, since incorporation of the Company, and in any other case since the proceeding account, and in each case made up to a date not more than nine (9) months before the date of the meeting. A copy of such balance Sheet and Profit and Loss Account (including any document required by the Statutes to be annexed thereto) shall, so long as one or more of its members is a company (including a company incorporated under the law of any country other than Zimbabwe) which is not a private company, be sent not less than fourteen (14) days before the date of the meeting to all persons entitled to receive notice of General Meetings of the Company, and shall, when such circumstances do not exist, be available for the same period at the office of the Company for inspection by any member of the Company.
76. An Auditor to the Company shall be appointed in the manner and at the time laid down by the Statutes, whose rights, powers and duties shall be as therein prescribed, PROVIDED that the appointment of an auditor may be dispensed with for so long as:-
- (a) The number of shareholders in the Company does not exceed ten (10); and
 - (b) None of the members of the Company is:

- (i) a public company, whether incorporated under the Act or the law of a foreign country; or
- (ii) a private company which is a subsidiary as determined in terms of Section 143 of the Act, of a public company, referred to in sub-paragraph (a); and
- (c) The company is not a subsidiary of a holding company which has itself appointed auditors; and
- (d) All the members in the company agree that an auditor shall not be appointed.

NOTICES

77. Any notice to be given by the Company to a member may be given personally for that purpose. A notice by post shall be deemed to have been received at the time at which the letter containing the same would be delivered in the ordinary course of post, if it is proved to have been properly addressed, stamped and posted.
78. A notice duly given to any member shall be binding upon him, his heirs, executors, administrators, legal representatives, successors and assigns.
79. When a specific period of time is required to be given, the date of service shall not be counted.
80. Notice of every General Meeting shall be given to:
- (a) To every member of the Company who has supplied to the Company a registered address for that purpose;
 - (b) The legal representative of every member who has died, become insolvent or in any other way become subject to any incapacity and who would have been entitled to such notice;
 - (c) Any person whose status in relation to the Company may be affected by any proposed resolution of which special notice has been given, together with a copy of such resolution;
 - (d) The Company's Auditor, if any.

RESOLUTIONS REQUIRED SPECIAL NOTICE

81. where by these Articles special notice is required of resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty eight (28) days before the meeting at which it is moved, and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation, or in any other mode allowed by these Articles;

PROVIDED that, after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, though not given within the time required by this Article, shall be deemed to have been properly given for the purpose thereof. If the status of any person in relation to the Company will be affected by the terms of a resolution of which special notices has been given, the Company shall send to or serve upon such person a copy of such resolution and of the notice of the meeting at which it will be moved at the time when similar notice is given to the members of the Company, and such person shall be entitled to speak on the resolution at the meeting before any vote is taken upon it.

INDEMNITY


82. every officer, agent, employee, servant or Auditor of the Company shall be indemnified by the Company against all costs, losses and expenses which he may become liable to pay or may suffer by reason of any contract entered into, or act or thing done or left undone by him in the discharge of his duties otherwise than by negligence, default, breach of duty or breach of trust, and against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or he is acquitted or in any successful application by him to the Court under the Statutes for relief from liability for negligence, default, breach of duty or breach of trust on the grounds that he acted honestly and reasonable in the circumstances.

SEAL

83. (a) The Company may have a Seal and if it does so the Seal shall be affixed to documents on behalf of the Company only in pursuance of a resolution of the Board to that effect and in the presence of one Director and the Secretary of the Company, and every document to which the Seal of the Company is so affixed shall bind the Company if valid in other respects.
- (b) the Company may in terms of Section 22 of the Companies Act (Chapter 24:03) have for use in any external country on official Seal which shall be a facsimile of the Seal of the Company as referred to in the proceeding sub-clause with the addition on its face of the name of the external country where it is used, and the Company may exercise the powers referred to in Section 22 of the Act.

DECLARATION BY SHAREHOLDERS

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of these Articles of Association and we respectively agree to abide by these Articles as evidenced by the signatures affixed against our respective names.

NAME	ADDRESS	OCCUPATION	SIGNATURES
Lovemore Junior Family Trust Represented by Adlai Mackenzie Pazwakavambwa Authorized by Resolution dated 10 October 2018.	No. 10 Aliwal Road Strathaven, Harare	Shareholder	

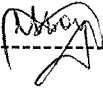
Witness to the above signatures

Name: Ruben Moyo

Address: 111 Fife Avenue

Harare

Occupation: Consultant

Signature: -----

Signed at Harare this 19th day of October 2018.

