



COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

THE MEMORANDUM OF ASSOCIATION
OF
INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED

1. The name of the Company is **INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED**
2. The objects for which the Company is established are: -
 - (a) To carry on the trade or business of travel agency, international education assistance and creating career opportunities internationally together with all or any other business carried on in conjunction therewith.
 - (b) To carry on all or any of the business of investors in public and private companies, any form of partnership and any property.

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- (c) To carry on trade or business of mining, mining equipment and consumables trading.
- (d) To purchase or take in exchange or on lease, or to rent, occupy or otherwise acquire any lands or buildings in Zimbabwe or else where, or any lease, rights or other interest therein.
- (e) To erect any building and machinery on, or cultivate and otherwise utilise, any lands for the time being belonging to the Company wherever the same may be situated.
- (f) To acquire by grant, purchase, licence or otherwise, any patents, patent rights, brevets d'inventions, copyrights, trademarks, protection and concessions which may appear likely to be advantageous or useful to the Company, or which it may be desirable for the Company to possess, and use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (g) To do all or any of the matters hereby authorised either alone or in conjunction with or as factors or agents for companies or individuals.
- (h) To do all or any of the matters hereby authorised under any trade name
- (i) As may from time to time be authorised by the Directors of the Company.
- (j) To make and carry into effect arrangements with respect to the union interest or for joint working or amalgamation, either in whole or in part, with any other company, person or persons carrying on any business or businesses similar to that or those of this Company, and upon the terms either that (as far as is consistent with this memorandum) this Company, or the company, person or person, with whom it shall make the arrangements, or some other company, person or persons, shall carry on the amalgamated business or to sell any other company, person and persons, all or any part of the Company's business or property, and for all or any of the said purposes to promote any new Company and take shares debentures,

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debenture stock or other securities in any such new or other company as partial or entire payment or consideration and to hold or sell such shares or debentures or debenture stock or other securities, or to distribute or allot them amongst the shareholders of this Company.

- (k) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of, any company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.

- (l) To sell, improve, manage, develop, alter, exchange, lease, mortgage, let out or hire, dispose of, run to account or otherwise deal with all or any part of the property and rights of the company, and to sell or dispose of the undertaking of the Company, and any part thereof, upon such terms and for such consideration as the Directors of the Company may think fit and in particular for shares, debentures or securities of any other company having objects similar to those of this Company.

- (m) To associate with the Company any operations, undertaking or any of the Directors, or any firm, company or corporation of which they or any of them are or is or may be members or a member, upon such terms and conditions as the Directors of the Company for the time being may determine.

- (n) To lend money or give credit to such person s, firms, companies or corporations, and on such terms to the Directors of the Company may seem expedient, and in particular to customers of and persons having dealings with the Company; to be guarantee or surety for any persons or company, and to guarantee the performance of contracts by members of or persons having dealings with the Company, and to discount and deal in bills, notes and other negotiable instruments, and to allow customers and others to draw on the Company to such extent and on such terms as may be arranged.

- (o) To open bank accounts, to make, pay, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, mortgages, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.

- (p) To borrow or raise money on such terms and to such extent as to the Directors of the company, may seem expedient, and in particular by issue of bills of sale, mortgages, debenture stock, perpetual or otherwise, charged upon the whole or any part of the Company's undertaking, upon such terms as the Directors may for the time being think fit, and to redeem purchase or pay off any such securities.

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- (g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Directors.
- (h) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company, credited as paid in full or part or otherwise.
- (s) To pay the costs, charges and expenses, preliminary and incidental to formation, registration and establishment of the Company, and to the issue of any capital and securities of the Company.
- (t) To effect insurance against all or any of the risks incurred in the Company's business, or in respect of all or any of the Company's property, either with insurers, insurance companies or underwriters, or by joining mutual insurance, indemnity or protection societies, to join and contribute to any combination of employees engaged in the business similar to those of the company for the purpose of protection against workers' trade unions or against harassing legislation, or for any purpose indicative to the interest of the Company.
- (u) To act as agents or brokers, and as trustees or nominees for any persons, firm or company, either gratuitously or otherwise, and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or others.
- (v) To enter into any arrangements with any Government or authority (supreme, local, municipal or otherwise) or any corporation, company or person that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, corporation, company or person, any charter, contract, decree, right, privilege, and concession which the Company may think desirable, and to carry out, exercise, and comply with any such charter, contract, decree, right, privilege and concession.

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- (w) To support and subscribe to any charitable or public object and any institution, society or club which may before the benefit of the Company or its employees or Directors, or may be connected with any town or place where the Company carries on business, to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or the spouse, children or other relatives of such persons, to make payment towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, and from time to time subscribe or contribute to any charitable, benevolent or useful object.
- (x) To distribute among the members, or any class or classes of the members, or any individual of this Company, but also that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law.
- (y) To establish agencies or branches for the purpose of the Company, and to regulate and discontinue them.
- (z) To procure the Company to be registered in any foreign country.
- (aa) To carry on and undertake any business, undertaking, transaction or operation, whether mercantile, commercial, financial, manufacturing, trading or otherwise, if in any part of the world, such as an individual capitalist may lawfully undertake and carry on.
- (bb) To do all such other things as are or may be deemed to be incidental or conducive to the attainment of the above objects or any of them.
- 3. The liability of the members is limited.
- 4. The shares of the Company shall be 2 000 (Two Thousand) ordinary shares.

INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED

We, the several persons, whose names, addresses and occupations are hereunto subscribed, are desirous of being formed into a Company in the 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 (Occupation of Subscribers)	Number of shares taken by each Subscriber	Signature of Subscribers
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CHIRATIDZO MATONGO
10926/1 ENTIMHANE
BULAWAYO
DIRECTOR

THIRTY
(30)

Matongo

TATENDA BLESSING GATE
1533 KNOWE, NORTON
DIRECTOR

THIRTY
(30)

TGate

SIMBARASHE MHOKA
15204 KIRKMAN ROAD, TYNWAALD
HARARE
DIRECTOR

THIRTY
(30)

Mhoka

TOTAL SHARES TAKEN

NINETY
(90)

Dated at Harare this—13th—day of—JULY 2022—
WITNESSES to the above signatures: *[Signature]*
DAPHNE TAFADZWA MPOFI
K2724 KATANGA
NORTON
CONSULTANT

INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED



COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

ARTICLES OF ASSOCIATION

OF

INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED

- I. Subject as hereinafter provided, the Regulations contained in Table "B" in the Sixth Schedule to the Companies and other Business Entities Act, (CHAPTER 24:31), shall apply to this Company and be deemed to be adopted by and incorporated in these Articles in so far as the same are applicable to a private company and are not in any way in conflict or inconsistent with these Articles. In so far as the regulations contained in Part I of Table "B" are incorporated into Part I thereof such Regulations are referred to by the number key bear in Part I of Table "B".

INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED

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.

Names, addresses Occupation of Subscribers	Signatures of Subscribers
CHIRATIDZO MATONGO 10955/1 ENTUMBANE BULAWAYO DIRECTOR	<i>Chiratidzo</i>
TATENDA BLESSING GATE 1538 KNOWE, NORTON DIRECTOR	<i>T. Gate</i>
SIMBARASHE MHOKA 15204 KIRKMAN ROAD, TYNWALD HARARE DIRECTOR	<i>Mhoka</i>
Dated at Harare this <u>13th</u> day of <u>JULY</u> <u>2022</u> WITNESS to the above signatures <i>Daphne</i> DAPHNE TAFADZWA MPOFU K2724 KATANGA NORTON CONSULTANT	

INTERVEL GROUP INCORPORATED (PRIVATE) LIMITED