

ORIGINAL COPY

Receipt NO. 90229991

No. 7034/2018

USD20

Nº 188886

I hereby certify that this is a true
and correct copy of the original
which has been exhibited to me

G. R. BERA
Legal Practitioner/Notary Public,
Conveyancer,
Commissioner of Oaths



ZIMBABWE

Certificate of Incorporation

CROCODILLIAN SKINS (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 6TH day of JUNE, 2018

Shanika

Registrar of Companies

Form No. C.R. 14

No. of Company: 7034/2018

ZIMBABWE

Section 187 and 330 of Act
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

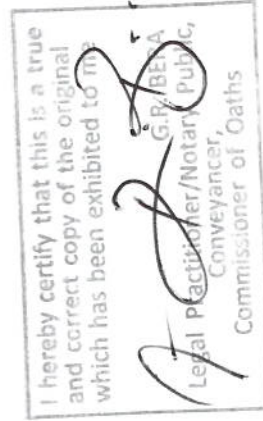
Name of Company

CROCODILLIAN SKINS(PRIVATE) LIMITED

To the Registrar of Companies,

Harare

Presented for filing by **KANTOR & IMMERMANN**
(LODGING BOX)



05 JUN 2019

23 MAY 2018
C. 100 7 01 001

Particulars (a) of Directors and Secretaries/Principal Officer and of any changes therein

CROCODILLIAN SKINS (PRIVATE) LIMITED

1. Date of Appointment	2. Present Christian Names and Surnames	3. Nationality	4. Any Former Names	5. Full Residential or Business Address and Postal Address	6. Particulars of other Directorships	7. Nature of Change (g)	8. Change (h) Date of	9. Date of Company notified of change (i)
Date of Incorporation	SIMBARASHE GOTO (I.D. NO. 26-071990T-80)	ZIMBABWEAN	-	192 HELVETIA DRIVE, BORROWDALE, HARARE	-	APPOINTED		
Date of Incorporation	TAKAWIRA MASWISWI (I.D. NO. 63-809314Z-67)	ZIMBABWEAN	-	22 BINTON ROAD, GREYSTONE PARK, HARARE	-	APPOINTED		
				<p>I hereby certify that this is a true and correct copy of the original which has been exhibited to me</p> <p><i>[Signature]</i> 26/07/2021</p> <p>Legal Practitioner/Notary Public, Conveyancer, Commissioner of Oaths</p>				
Date of Incorporation	Secretaries (d) or Principal Officer (e) TAKAWIRA MASWISWI (I.D. NO. 63-809314Z-67)	ZIMBABWEAN	-	22 BINTON ROAD, GREYSTONE PARK, HARARE	-	APPOINTED		

Notes: -

- Complete list of the existing directors should always be given.
- This date should always be shown, whether or not it is in respect of an old or a new appointment.
- 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.
- In the case of the secretary being a corporate body, the name and the situation of its registered office must be given.
- 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.
- 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.
- State "Resigned", "Retired", "Died", or as the case may be. In the case of a new appointment since the last list was filed, it must be stated here in whose place or whether additional.
- Give the date of the occurrence reference to in the previous column. Both columns 8 and 9 must be completed in the event of a change.
- This is regarded as the effective date of the entry in the register.

(Signed) Secretary

This day of MAY 2018

ZIMBABWE

Form No. C.R. 6

Section 112 and 330 of Act
Section 19 of Regulations

COMPANIES ACT

No. of Company: 7034/2018

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: **CROCODILLIAN SKINS (PRIVATE) LIMITED**

TO THE REGISTRAR OF COMPANIES
HARARE

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

- (a) (i) is situated at 22 BINTON ROAD, GREYSTONE PARK, HARARE
- (ii) The postal address - 22 BINTON ROAD, GREYSTONE PARK, HARARE
- (b) Has been changed from the above address to
- (i) situation at
- (ii) postal address at

with effect from date of incorporation.


.....
(signed) DIRECTOR

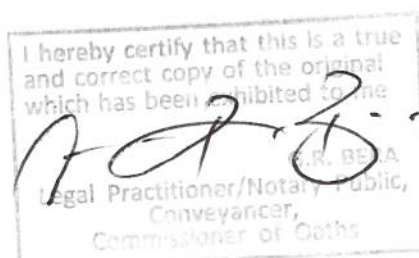
THIS DAY OF 2018

Presented for filing by: **KANTOR & IMMERMANN
LODGING BOX**

*Delete whichever is inappropriate

+To be completed only in the event of a change of address

- NOTES: (a) In 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 police 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.



26/07/2021

05 JUN 2018

7034/2018

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

CROCODILLIAN SKINS (PRIVATE) LIMITED

Kantor | Immerman
LEGAL PRACTITIONERS

MacDonald House, 10 Selous Ave, P.O Box 19 Harare, Zimbabwe

I hereby certify that this is a true and correct copy of the original which has been exhibited to me

G.R. BERA
G.R. BERA,
Legal Practitioner/Notary Public,
Conveyancer,
Commissioner of Oaths

26/07/2021



Prepared by

UNITY SAKHE
UNITY SAKHE
Legal Practitioner



23 MAY 2018

90229991

05 JUN 2018

THE COMPANIES ACT, [CHAPTER 24:03]
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

CROCODILLIAN SKINS (PRIVATE) LIMITED

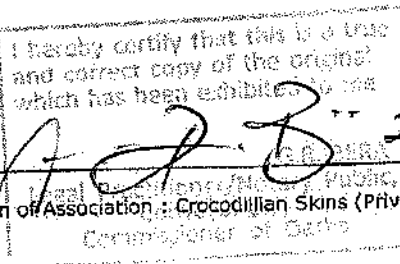
1. The name of the company **CROCODILLIAN SKINS (PRIVATE) LIMITED**
2. The objects for which the Company is established are:-
 - (a) To carry on the business of all kinds of crocodile and wildlife farming and of raising, breeding, improving, developing, buying, selling, producing, preserving and dealing in all kinds of products of such business and in particular, game meat, hides, skins and leather products and to establish farms and research stations and any other business related hereto;
 - (b) To purchase, take on lease, hire or otherwise acquire any real or personal property, whether movable or immovable, or any right or interest therein, which the company may think necessary or convenient for carrying out any of its objects, and in particular

2/any ...

any lands, plantations, farms, houses, buildings, factories, warehouses, shops, plant, machinery, patents, concessions, trade marks, copyrights, licences, stock, material or property of any description and to work, use, maintain and improve, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the company, including in respect of any patent or patent rights belonging to the company, the grant of licences or authorities to any person, corporation, trust or company to work the same.

- (c) To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including any shares, stocks, bonds, debentures, mortgages or other obligations or any or either of them, of any other company, trust, corporation or person carrying on any business, and to acquire the business of any other company, corporation or trust, if deemed expedient, by amalgamation with such company, corporation or trust, instead of by purchase in the ordinary way.
- (d) To pay for any business or undertaking, or any property or rights acquired by the Company, either in cash or in share, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities, debenture or debenture stock which the company has power to issue, or partly in one mode and partly in another, and generally on such terms and conditions as the company shall determine.
- (e) To engage in any business or transaction within the limits of the company's objects, in conjunction with any other person, corporation, trust, company or firm and to acquire and hold shares, stocks or bonds in any such company, corporation or trust.
- (f) To accept payment for the business or undertaking of the company or any part thereof, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares or bonds of any company, trust or corporation, with or without deferred rights in respect of dividends or repayments of capital or otherwise, or by means of a mortgage or by debentures, debenture stock, or mortgages, debentures or bonds of any company, trust or corporations partly in one mode and partly in another, and generally on such terms as the Company determines.

3/(g) ...



- (g) To sell or dispose of the property of the Company or any part thereof, including any land, buildings or other movable property, shares, stocks, bonds, debentures, mortgages, or other obligations or securities or any or either of them, patents trade names, trade marks, copyrights, licenses or authorities, or any rights, privileges or assets of any kind, for such considerations as the Company may think fit, including for shares, debentures or securities of any other Company.
- (h) To promote, form, subside and establish any company or companies, trusts or corporations whose objects shall include the acquisition of all or any of the property, rights and liabilities of the Company or the carrying on of any such business as aforesaid, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (i) To borrow, raise or secure money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, the passing of pledges, hypothecations, bonds or mortgages of every description or charged upon all or any of the property of the Company (both present and future) including its uncalled capital for the time being, and to purchase, redeem or pay off any such securities, and to issue securities of all kinds and to guarantee repayment of money in such manner as the Company shall think fit.
- (j) To lend or advance monies to such parties or persons and on such terms and conditions as may seem expedient and such either upon or without security, and in particular, but not necessarily to persons having dealings with the Company, and to give any undertaking, guarantee and indemnity that may seem expedient and to enter into suretyships and to guarantee the contracts or obligations of any person or company and as further security for that purpose to pledge, mortgage, charge, hypothecate, bond, dispose of, issue debentures or debenture stock, or deal in any of the Company's property, whether movable or immovable.
- (k) To open and operate upon banking accounts and to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.

4/(l)...

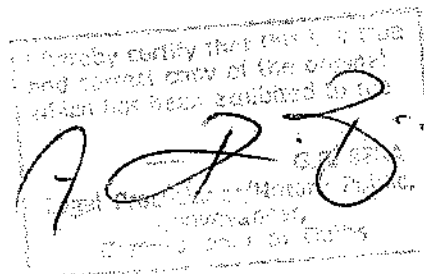
I hereby certify that the above is a true and correct copy of the Memorandum of Association of the Company which has been submitted to me.

[Signature]

26/07/2021

Memorandum of Association: Crocodillian Skins (Private) Limited

- (l) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (m) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business of whatsoever nature, capable of being conducted so as directly or indirectly to benefit this Company.
- (n) To distribute any of the property of the Company amongst the members in specie or otherwise, 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.
- (o) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (p) To provide for the welfare of persons employed or formerly employed by the Company or any predecessors (in business or in title) of the Company, and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
- (q) To procure the Company to be registered or recognised in any foreign country or place.
- (r) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, redeemable debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (s) To adopt such means of making known the services or goods of the Company as may seem expedient and in particular by advertising, by granting prizes, or howsoever.



5/(t) ...

26/07/2021

AND it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Zimbabwe or elsewhere and that the objects specified in each paragraph of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

3. None of such paragraphs or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary merely to the objects mentioned in the first or any other paragraph of this clause, but the Company shall have the power to carry out and exercise all or any of the objects and powers conferred by any paragraph of this clause in as full and ample manner, and such objects and powers shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.
4. The liability of the members is limited.
5. The capital of the Company is TWO THOUSAND UNITED STATES DOLLARS (US\$2,000.00) divided into TWO HUNDRED THOUSAND (200,000) ordinary shares of ONE UNITED STATES CENT (US\$0.01) each, with power to reduce and increase the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

The following is a true and correct copy of the original which has been submitted for filing.

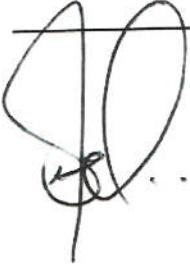

G. A. B.

Legal Practitioner/Medical Officer
 (Solely for the purpose of this case)
 District of Columbia

6/VE, ...

26/07/2021

WE, the 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:

SIGNATURE OF SUBSCRIBERS	NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS	NUMBER OF SHARES TAKEN
	THE SITAHAKI TRUST 192 HELVETIA DRIVE, BORROWDALE HARARE (A TRUST DULY REPRESENTED BY SIMBARASHE GOTO, A TRUSTEE BY RESOLUTION DATED 10.05 2018)	ONE HUNDRED (100)
	THE VERTIGO TRUST 22 BINTON ROAD GREYSTONE PARK HARARE (A TRUST DULY REPRESENTED BY TAKAWIRA MASWISWI, A TRUSTEE BY RESOLUTION DATED 10.05 2018)	ONE HUNDRED (100)

TOTAL NUMBER OF SHARES TAKEN

TWO HUNDRED (200)

DATED at HARARE this

11th

day of

MAY 2018

WITNESS to the above signatures:

SIGNATURE :

FULL NAME :

OCCUPATION:

ADDRESS:

MIRIAM KANYEPI

LEGAL SECRETARY

10 SELOUS AVENUE
MACDONALD HOUSE
HARARE

