



COMPANIES AND OTHER BUSINESS ENTITIES ACT

(CHAPTER) 24:31

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GEMSTONES AGRI SUPPLIES (PRIVATE) LIMITED

- 1) Subject as hereinafter provided, the model and by-laws contained in the Table marked "B" in the Sixth Schedule (Section 18(1)(b), 170(7)(a) and 266(1)(b)) of the Companies And Other Business Entities Act (Chapter 24:31) shall, insofar as they are applicable, apply to this Company and be deemed to be incorporated in these Articles of Association.

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Gemstones Agri Supplies (Private) Limited

- 1) The Registered Office of the Company shall be situated in Zimbabwe.
- 3) The company shall be a Private Company and shall not, at any time, offer any of its shares or debentures to the public.
- 2) In no circumstances shall the number of shareholders in the Company at any time be allowed to exceed FIFTY (50).
- 3) Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.
- 4) The company may from time to time, by special Resolution, increase the shares of the company as the Resolution shall prescribe.
- 5) The company may, by Special Resolution, reduce its shares in any way as provided for in terms of the Act.
- 6) A share may be transferred by a shareholder or other person entitled to transfer, to any shareholder selected by the Transferor, provided that, notwithstanding anything to the contrary contained in the Articles, the Directors of the Company may, in their absolute and uncontrolled discretion, and without assigning any reason, refuse to register any proposed transfer of a share or shares in the Company, and provided further, that before any existing shareholder shall be capable of transferring any share to any person, not already a shareholder of the company, the remaining shareholders or any of them, shall have the right of purchasing from such Transferor his share or shares at a price mutually to be agreed upon and, in the absence of mutual agreement, at such prices as may be fixed by the Company's Accountants, who for such purpose, shall be and act as an arbitrator in accordance with Law, and in the event of any dispute arising as to which a shareholder shall be the purchaser of such share or shares, such dispute shall be decided among the shareholders by the drawing of lots.
- 7) Subject to the provision of the Companies And Other Business Entities Act (Chapter 24:31), a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings, shall be valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held.

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Gemstones Agri Supplies (Private) Limited

The number of Directors shall not be less than (2) or more than six (6)

9) The first directors shall be subscribers to the memorandum and articles of association and shall hold office until directors are appointed by the company in general meeting

10) A general meeting of the company may declare a dividend out of the reserve of the Company created from net unrealized surplus on revaluation of the assets of the company, provided that the amount of such dividend is utilized in full to acquire shares of the company

11) A Resolution in writing, signed by the majority of Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

12) (a) The Directors of the company may from time to time, pay to members such interim dividends as appear to the directors to be justified by the profits of the company.

(b) No dividend shall bear interest against the company.

(c) Notice of dividends that may have declared shall be given to each member.

13) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution divide among the contributories in specific, any part of the assets of the Company, may with like sanction, vest any of the assets of the Company in Trustees upon Trust for the benefit of the contributors.

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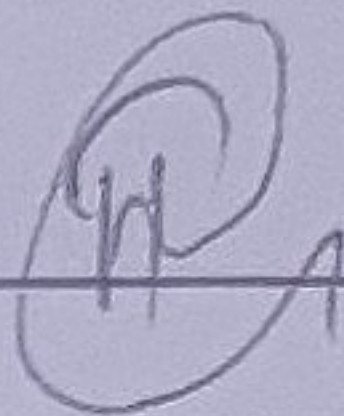
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the Articles of Association.

Name, Address and Occupation

Signature


JESSIE MUKONDIWA
35 WOODGATE ROAD
MT PLEASANT
HARARE

DIRECTOR



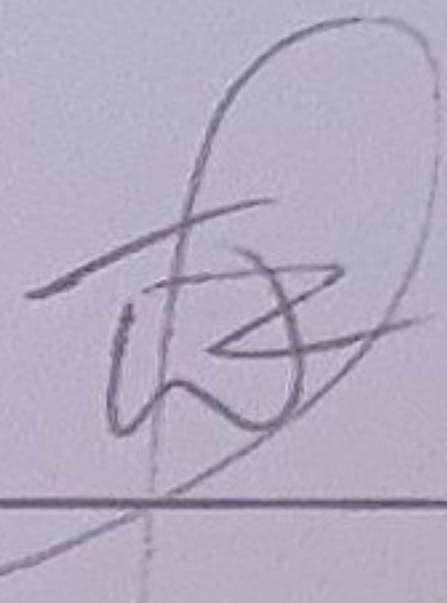
NADINE DANAI MUKONDIWA
35 WOODGATE ROAD
MT PLEASANT
HARARE

DIRECTOR



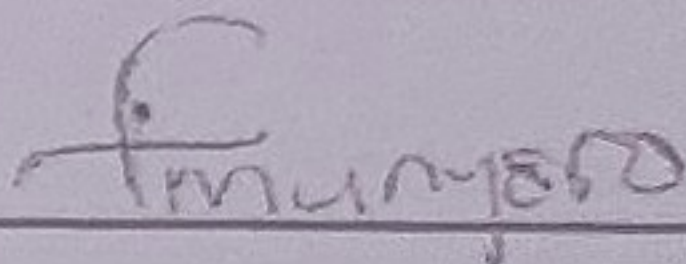
WILLIAM TAPIWA ZHAKATA
14521 NARIRA CRESCENT
GLEN NORAH A
HARARE

DIRECTOR



FELISTAS MUNYORO
14521 NARIRA CRESCENT
GLEN NORAH A
HARARE

DIRECTOR



Dated at Harare this.....19TH.....day of.....MAY.....2022

Witness

Full Name

: TSIGA MUDZINGWA

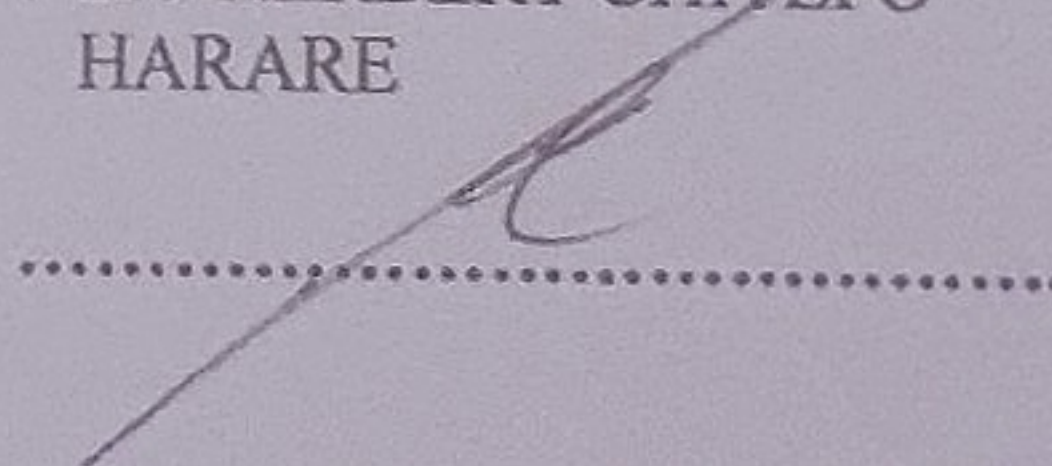
Occupation

: CONSULTANT

Address

: 279 HERBERT CHITEPO
HARARE

Signature



Gemstones Agri Supplies (Private) Limited