

TANZANIA



Certificate of Incorporation

Section 15


No **86994**

I HEREBY CERTIFY THAT

NATURAL EXTRACTS INDUSTRIES LIMITED

is this day incorporated under the Companies
Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this **2ND** day of **NOVEMBER****TWO THOUSAND AND ELEVEN.**
Asst. Registrar of Companies

THE COMPANIES ACT, 2002
MEMORANDUM OF ASSOCIATION

OF

NATURAL EXTRACTS INDUSTRIES LIMITED

1. The name of the Company is "NATURAL EXTRACTS INDUSTRIES LIMITED".
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
 - (a) To carry on the business of manufacturers, importers, exporters, buyers, sellers whether by wholesale or retail, dealers and extractors of fragrances, essential oils, oleoresins, extracts or tinctures, vegetable oils, distil solvents, chemical solvents, organic solvents, alcohols, flavors, cosmetics and other similar preparations and products of every description.
 - (b) To carry on the businesses of manufacturers, importers, exporters, buyers, and sellers whether by wholesale or retail and dealers in fertilizers, manures, animal foodstuffs, drugs, medicines, chemicals, chemical substances, agricultural inputs, agricultural chemicals, inputs and plant medicines of all kinds, agricultural materials and other preparations and products of every description.
 - (c) To carry on the business of manufacturers, processors, refiners, manipulators, distributors, buyers, sellers, importers, exporters and dealers in all kinds of fungicides, pesticides, insecticides, cleansing and disinfecting agents, detergents and solvents, bleaches, oils, polished, paints, pigments and varnishes, dyestuffs, waxes, cosmetics, turpentine products, and similar products.
 - (d) To manufacture, build, buy, sell and deal in goods, wares, chemicals, and merchandise of every nature, kind and description whatsoever.
 - (e) To carry on the business of general merchants, general store keepers, exporter, importers and wholesale and retail traders of all types and merchandise of all kinds.
 - (f) To acquire, take over, promote, establish, engage in and carry on the business or profession of farmers, planters, harvesters, sprayers, seed growers, breeders of and dealers in livestock, agriculturists, horticulturists, poultry and dairymen.
 - (g) To carry on the business of importers and exporters of all types of agricultural machineries, equipments, accessories, chemicals and fertilizers.

- (h) To carry on all or any of the business of general merchants, importers, exporters and/or dealers in goods and/or articles of any description whatsoever.
- (i) To import, export, sell, market, store, transport, pack, process, preserve and generally deal in all manners possible with agricultural and food products, agricultural commodities and agricultural inputs, chemicals, machinery, equipment, requisites and necessities of all kinds and descriptions and to act as promoters, agents, and salesmen of the producers and manufacturers of the same.
- (j) To establish and operate all type of institution of Education related to the principal activity of the Company.
- (k) To carry on the business of promoting tourism in Tanzania or elsewhere in Africa and the world at large, to carry on the business of mountain climbing, hiking safaris, excursions, ground and air travel, camping, boat yachting, sport fishing, diving, sailing, kayaking, windsurfing, water skiing, jet-skiing and re-stocking. Provide travel agent, tourist agent and tour operator services, facilitate traveling, organize for tented camps, expeditions and safari promoters, photo safaris, sailing and fishing trips of all kinds.
- (l) To carry on business as safari contractors, organizers and operators, and to equip, organize and arrange for photographic, cinematic exploration and cinematographic expeditions and generally to organize and provide facilities for tourists safaris adventurers of every kind including but not limited to fishing, game, river canoeing, kayaking, yachting, water skiing, diving and other safari expeditions of every description, photographers, supplies and caterers for fishing, water sites seeing and other expeditions whatsoever.
- (m) To work together with communities to promote events aimed at attracting tourist activities in the country with the aim of encouraging cultural tourism, ecotourism, community based tourism and helps to build community spirit.
- (n) To carry on the business of importers, exporters, manufactures and dealers in all kinds of commodities and mercantile goods.
- (o) To carry on the business of general merchants and traders and to buy, sell, manufacture, import, export and deal in goods, both wholesale and retail, merchandise and produce of all kinds and for such purposes to open and keep shops, stores and warehouses and to do all such things either as principal or as agents.
- (p) To carry on the business of general and piece goods merchants, commission agents, retails and wholesale merchants, commercial representatives and clearing and forwarding agents.

- (q) To acquire by purchase or otherwise land, buildings, machinery, sisal plant, coffee plant and cotton factories and to carry on the business of growing and dealing in sisal, coffee, wheat, and deal in any other substances of a fibrous nature.
- (r) To promote and establish the business of motor accessories and spares, tyres and tubes and to carry on any other work or business which the Directors of the Company may deem fit and necessary in connection with any business or objects of the company.
- (s) To carry on the business of planters and growers of all kinds of cash and commercial crops, flowers, fruits, spices and vegetables both in small and large scale for local and export.
- (t) To acquire, take over, promote, establish, and carry on all or any of the business of seed crushers and manufactures of linseed, cotton and other cakes, oil extractors by crushing, chemical and other processes makers and manufactures of cattle food, feeding and fattening preparations of every kind and description, makers and manufacturers of manures and fertilizers of every description, hay, straw and fodder merchants and dealers in molasses, jaggery, trice, bagasse and other sugar by-products.
- (u) To carry on all or any of the business of manufactures of and dealers in and workers in cement, lime, plasters, whittings, clay, gravel, sand, stone, minerals, earth fuel, artificial stone, bricks, tiles, pipes, pottery earthenware, China and builders requisites and convenience of all kinds and as quarry owners, builders, general contractors and carriers.
- (v) To operate a florist arcade to act as a decorator, landscaper and gardener.
- (w) To deal in import and export, of all types of building materials, textile materials, industrial materials and chemicals, consumer sundries, groceries, footwear, electrical and electronic equipment, domestic appliances, agricultural and farm machinery, equipment and implements, motor vehicles spares and any other general merchandise.
- (x) To develop and turn to account any land acquired by or in which the Company has interest and particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and other.
- (y) To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise, that may seem conducive to the company's objects or

- (z) any of them, and to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (aa) To obtain any provisional Order, Ordinance or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (bb) To procure the company to be registered, incorporated or otherwise constituted if necessary or advisable according to the law of any foreign country.
- (cc) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- (dd) To amalgamate or enter into partnership or any agreement whether perpetual or terminable, for sharing profits, union of interest joint adventure, reciprocal concessions or co-operation with any persons, firm, society, association or group of persons, carrying on or engaged in or about to carry (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of persons, purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of subsidies or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.
- (ee) To sell exchange let, develop, dispose of, transfer of otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (ff) To improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant, licence, easements and other rights of and over and in any manner dispose of, turn to profit or deal with all or any part of the property and rights of the company.
- (gg) To establish, promote and otherwise assist any company or companies for the purpose of acquiring all or any part of the property of furthering any of the objects of this company.

- (hh) To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any private company.
- (ii) To invest the moneys of the company not immediately required in such manner, other than in the shares of this company, as may from time to time be determined.
- (jj) To lend and advance money or give credits to such persons and on such terms as may be deemed expedient and in particular to customers and others having dealings with the company and to give guarantees or become surety for any such person.
- (kk) To raise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount on debentures either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.
- (ll) To join with any other company or companies in the issue of a joint debenture or joint debentures, to secure the performance of any of the joint or several obligation of this company and all or any such other companies.
- (mm) To accept stock or shares in or the debentures, mortgage debentures or other securities of any other company in payment for any services rendered or for any sale made to or debt owing from any such company.
- (nn) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (oo) To establish agencies, and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
- (pp) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to despatch expeditions, commissioners, experts and other agents.
- (qq) To acquire from any sovereign state or authority supreme local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.

- (rr) To procure the company to be registered or recognised in any foreign country or place.
- (ss) To carry on the business of financiers in all their branches and departments, including the borrowing, raising or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities and issuing letters of credit and circular notes, the buying, selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and drawing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investment of all kinds, the negotiating of loans and advances, the receiving of money and valuables on deposit or for safe custody of otherwise, the collecting and transmitting of money and securities, the managing of property and transacting of all kinds agency business.
- (tt) To distribute any of the property of the company among the Members in specie, and either by way of dividends or upon and return of capital.
- (uu) To capitalise if and when deemed advisable the whole or part of the undivided profits of the company and/or moneys standing to the credit of the company's reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the company or others.
- (vv) To provide for the welfare of the founding members and the wives, widows, and families of such persons by grants of moneys, pensions or other payments and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance and other assistance as the company shall think fit.
- (ww) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or other which have any morale or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.
- (xx) To carry on, develop, extend and turn to account any trade business or operation whatsoever which can, in the opinion of the company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorised to carry on, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property and rights.

- (yy) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as, by or through factors, trustees or agents.
- (zz) General to do all such other things as the Company deem incidental or conducive to the attainment of the above objects or any of them and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

AND IT IS HEREBY DECLARED THAT in the interpretation of this clause the powers conferred upon the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the company.

- 4. The liability of the Members is limited.
- 5. The authorised share capital of the Company is Tanzania Shillings One billion (T.Shs. 1, 000, 000, 000/-) divided into One hundred thousand (100,000) Shares of Tanzania Shillings Ten thousand (T.Shs. 10, 000/-) each.

We, the persons whose names and addresses are subscribed, and desire to be 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.