

Reg No. CS129900822

TIN : C0062062484



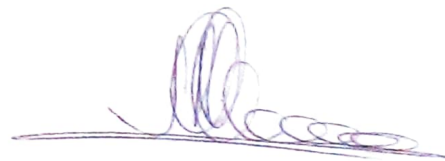
Certificate of Incorporation

I hereby certify that

GEO-AGRIC GROUP LIMITED COMPANY

is this day incorporated under the Companies Act, 2019 (Act 992) and that the liability of its members is limited.

Given under my hand and official seal at Accra, this 17th day of August 2022



For: Registrar of Companies

THE COMPANIES ACT 2019(ACT 992)

CONSTITUTION FOR A PRIVATE COMPANY LIMITED BY SHARES

1. The name of the Company is GEO-AGRIC GROUP LIMITED COMPANY

2. The nature of the business/Sector(s) which the Company is authorized to carry on are:-

Farming/Fisheries

: A.TO ACQUIRE AND TAKE OVER AS A GOING CONCERN THE BUSINESS NOW CARRIED ON UNDER THE SAME NAME AND STYLE OF GEO-AGRIC ENTERPRISE REGISTERED UNDER THE REGISTRATION OF BUSINESS NAMES ACT 1962 (NO.151) AS NO. BN045151120 AND ALL OR ANY OF THE ASSETS AND LIABILITIES OF THE PROPRIETOR OF THAT BUSINESS USED IN CONNECTION THEREWITH OR BELONGING THERETO. 1. FARMING 2. PROCESS AND SALE OF FARM PRODUCE 3. IMPORT AND EXPORT OF FARM PRODUCE 3. CONSULTANCY IN AGRIC

3. The first director(s) of the company are:-

TIN	Name
P000943013X	GEORGE WILLIAMS AKORTIA
P0002617633	AGBESHIE KWAME WEMEGA
P0060932007	PATRICIE ZAWADI TWAYIGIZE
P0013080970	CAMELINA MAVIS AKORTIA

4. Pursuant to section 18 of this Act, a company has the powers of a natural person of full capacity.

5. The powers of the board of directors are limited in accordance with sections 189 and 195 of this Act.

6. The liability of the members of the company is limited.

7. The company is a private company and accordingly,

(a) the right to transfer shares is restricted in that the directors may, in their absolute discretion and without assigning a reason, decline to register a transfer of a share;

(b) the number of members and debenture holders of the company, exclusive of persons who are genuinely in the employment of the company and of persons who having been formerly genuinely in the employment of the company were while in that employment and have continued after the determination of the employment to be members or debenture holders of the company, is limited to fifty, but where two or more persons hold one or more shares or debentures jointly, they shall for the purposes of this clause be treated as a single member;

(c) the company is prohibited from making an invitation to the public to acquire any of the shares or debentures of the company;

(d) the company is prohibited from making an invitation to the public to deposit money for fixed periods or payable at call whether bearing or not bearing interest

Shares and variation of rights

8. The company may, by a special resolution amend this constitution
- to increase the number of the shares by creating new shares;
 - to reduce the number of shares of the company by cancelling shares which have not been taken or agreed to be taken by a person, or by consolidating the existing shares, whether issued or not, into a smaller number of shares;
 - to provide for different classes of shares by attaching to certain of the shares preferred, deferred or other special rights or restrictions whether with regard to dividend, voting, repayment or otherwise, but the voting rights of equity shares shall comply with sections 34 and 53 of this Act and the voting rights of preference shares shall comply with sections 34 and 52 of this Act; and
 - in accordance with section 61 of this Act to create preference shares which are, at the option of the company liable, to be redeemed on the terms and in the manner that may be provided, but subject to compliance with sections 62 to 65 of the Act.
9. (1) The company shall not issue any new or unissued shares for cash unless the shares are offered in the first instance to the members or to the members of the class or classes of shares being issued in proportion as nearly as may be to the existing holdings of the members.
- (2) The offer to the existing members shall be by notice specifying the number of shares to which a member is entitled to subscribe and within a specified time, not being less than twenty-eight days after the date of service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined.
- (3) After the expiration of that time, or on receipt of an intimation from the member that the member declines to accept the shares offered, the board of directors may, subject to the terms of a resolution of the company and to section 189 of this Act dispose of the shares at a price not less than that specified in the offer in the manner that the board of directors think most beneficial to the company.
- (4) This clause is not alterable except with the unanimous consent of the members of the company
10. Where the shares are divided into different classes, the rights attached to a class may be varied with the written consent of the holders of at least three-fourths of the issued shares of that class or the sanction of special resolution of the holders of the shares of that class.
11. Subject to compliance with sections 62 to 65 of this Act, the company may exercise the powers conferred by section 61 of this Act to,
- purchase its own shares;
 - acquire its own shares by a voluntary transfer to the company or nominees of the company;
 - forfeit in accordance with this constitution any shares issued with an unpaid liability for non-payment of calls or other sums payable in respect of those shares.
12. The company may pay commission or brokerage to a person in consideration of that person subscribing or agreeing to subscribe or agreeing to procure subscriptions for any shares in the company provided that, the payment does not exceed ten percent of the price at which the shares are issued.
13. Share certificates shall be issued in accordance with section 55 of this Act.

Calls on shares

(1) Where shares are issued on the terms that a part of the price payable for the shares is not payable at a fixed time, the board of directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, provided that, a call shall not be payable less than twenty-eight days from the date fixed for the payment of the last preceding call, and each member shall, subject to receiving not less than fourteen days notice specifying the time and place of payment, pay to the company at the time and place so specified, the amount called upon the shares of that person.

15. A call is made at the time when the resolution of the directors authorising the call is passed and may be required to be paid by instalments.
16. The joint holders of a share are jointly and severally liable to pay all calls in respect of that share.
17. If a sum called in respect of a share is not paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest on that sum from the date appointed for payment to the time of actual payment at the yearly rate not exceeding five percent as the board of directors may determine, but the board of directors shall be at liberty to waive payment of the interest in whole or in part.
18. A sum which by the terms of issue of a share becomes payable on application for the shares or on allotment, or at a fixed date is, for the purposes of this constitution, a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and in the case of non-payment, all the relevant provisions of this constitution as to payment of interest and expenses, forfeiture, sale or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
19. As between shares of the same class the company shall not differentiate between the holders as to the amount of calls to be paid or the times of payment.
20. If the company receives from a shareholder all or any part of the moneys not presently payable or called upon any shares held by the member, the sum shall not be treated as a payment in respect of the shares until the sum becomes due and payable on those shares and in the meantime, shall be deemed to be a loan to the company upon which the company may pay interest at the rate prevailing as may be agreed between

Forfeiture of shares

**Registrar-General's Department
Accra-Ghana**

Date 17-Aug-22

Form 3

THE COMPANIES ACT, 2019 (ACT 992)

Part - I

Company Details

Company Registration	:	CS129900822	TIN	:	C0062062484
Company Type	:	Private Limited			
Company Name	:	GEO-AGRIC GROUP LIMITED COMPANY			
Date Of Incorporation	:	17-Aug-22			
RGD Office	:	Accra			
Date Of Commencement	:	NA			
Principal Activity	:	1. FARMING 2. PROCESS AND SALE OF FARM PRODUCE 3. IMPORT AND EXPORT OF FARM PRODUCE 3. CONSULTANCY IN AGRIC BUSINESS			
Nature Of Business	:	Farming/Fisheries - A.TO ACQUIRE AND TAKE OVER AS A GOING CONCERN THE BUSINESS NOW CARRIED ON UNDER THE SAME NAME AND STYLE OF GEO-AGRIC ENTERPRISE REGISTERED UNDER THE REGISTRATION OF BUSINESS NAMES ACT 1962 (NO.151) AS NO. BN045151120 AND ALL OR ANY OF THE ASSETS AND LIABILITIES OF THE PROPRIETOR OF THAT BUSINESS USED IN CONNECTION THEREWITH OR BELONGING THERETO. 1. FARMING 2. PROCESS AND SALE OF FARM PRODUCE 3. IMPORT AND EXPORT OF FARM PRODUCE 3. CONSULTANCY IN AGRIC BUSINESS			

Part - II

Industrial Classification

ISIC Code	ISIC Description	Primary
8299	Other business support service activities n.e.c.	Yes
0150	Mixed farming	No

Part - III

Address Details

Principal Place of Business

Digital Address	:	GK-059-69832
House/Building/Flat No.	:	UNCLE GEORGE RESIDENCE, WHITE HOUSE
Street	:	WHITE STONE JUNCTION, OYIBI
City	:	ACCRA
District	:	Kpone Katamanso
Region	:	GREATER ACCRA
P.O Box NO/PMB/DTD	:	P.O. BOX CT 4830, CANTONMENTS - GA/R
Country	:	Ghana

Registered Address

Digital Address	:	GK-059-69832
House/Building/Flat No.	:	UNCLE GEORGE RESIDENCE, WHITE HOUSE

i. TIN : P0002617633

ii. Name : AGBESHIE KWAME WEMEGA

iii. Address : H/NO 8,CP ROAD NEAR PENTECOST GUEST HOUSE,ACCRA,Accra,GREATER ACCRA,Ghana

iv. Nationality : Ghanaian

v. Date Of Birth : 21-Jul-1984

vi. That person within the preceding five years of the application for incorporation has been a director or senior manager of a Company that has become insolvent. : No

vii. Charged with or convicted of a criminal offence involving fraud or dishonesty : No

viii. Charged with or convicted of a criminal offence relating to the promotion, incorporation or management of a company : No

i. TIN : P0013080970

ii. Name : CAMELINA MAVIS AKORTIA

iii. Address : NKH373,NKWANTIAKESE HABITAT, NEAR CANADIAN RC PRIMARY-JHS,KUMASI,Kumasi Metropolitan,ASHANTI,Ghana

iv. Nationality : Ghanaian

v. Date Of Birth : 15-Jul-1988

vi. That person within the preceding five years of the application for incorporation has been a director or senior manager of a Company that has become insolvent. : No

vii. Charged with or convicted of a criminal offence involving fraud or dishonesty : No

Charged with or convicted of : No
criminal offence involving
fraud or dishonesty

viii. Charged with or convicted of : No
a criminal offence relating to the
promotion, incorporation or
management of a company

Secretary Details :

i. TIN	:	P0060932007
ii. Name	:	PATRICIE ZAWADI TWAYIGIZE
iii. Address	:	10917, NEAR VALLEY VIEW UNIVERSITY OYIBI, KPONE, Kpone Katamanso, GREATER ACCRA, Ghana
iv. Nationality	:	Ghanaian
v. Date Of Birth	:	14-Apr-1995
vi. Qualification	:	By virtue of academic qualifications or as a member of a professional body appears to the directors as capable of performing the functions of a Company Secretary

Part - VI**Auditor Details**

i. TIN	:	C0002435365
ii. Registration No	:	
iii. Name	:	EDDIE NIKOI ACCOUNTING CONSULTANCY
iv. Address	:	HNO. 9 TRUST HOSPITAL AREA OSU, 17TH LANE, ACCRA, Accra, GREATER ACCRA, Ghana

Part - VII**Capital Details**

i. Currency of Capital	:	GHS		
ii. Authorized Shares	:	900,000,000		
iii. Amount of Stated Capital	:	5,000.00		
iv. Total Issued Shares	:	5,000		
v. Issue of Shares				
		Paid	Unpaid	Due
a. Equity Shares	:	5,000	0	0
b. Preference Shares	:	0	0	0
vi. Amount Paid In Cash For Each Class				

a. Equity Shares	:	5,000.00
b. Preference Shares	:	0.00
vii. Amount Paid Otherwise than Cash For Each Class		
a. Equity Shares	:	0.00
b. Preference Shares	:	0.00
viii. Amount Remaining to be Paid On Each Class		
a. Equity Shares(Unpaid)	:	0.00
b. Equity Shares(Due)	:	0.00
c. Preference Shares	:	0.00
d. Preference Shares(Due)	:	0.00

Part - IX	Shares Beneficiary Details
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Part - X	Representative of Corporate ShareHolder/Trustee
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Part - XI	SME Details
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Revenue Envisaged	:	5,000.00
No. of Employees Envisaged	:	5

Part - XII	Business Operating Permit (BOP) Request
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BOP Status	:	Yes
BOP Reference No.	:	

Part - XIII	Beneficial Owner(BO)
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BO Status	:	Yes
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This company has Beneficial Owner(s) that meets requirements as per Companies Act, 2019 (Act 992).

Part - XIV	To be signed by all Directors and Secretary of the Company
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AGBESHIE KWAME WEMEGA	Director	Signed
GEORGE WILLIAMS AKORTIA	Director	Signed