

**NOTICE OF ANNUAL GENERAL MEETING (“AGM”)**

In terms of the Company's Memorandum and Articles of Association (“Memorandum and Articles”), notice is hereby given that an AGM of the shareholders of GetBucks Financial Services Limited (“GetBucks”) will be held at the Conference Room 1, Monomotapa Hotel, 54 Parklane, Harare, on Wednesday, 21 December 2016 at 10:00am, for the purpose of transacting the following business:

**ORDINARY BUSINESS**

To consider and, if deemed fit, to pass, with or without modification (s), the following resolutions as Ordinary Resolutions:

1. To approve the declaration of dividends for the financial year ended 30 June 2016.
2. To receive and consider the financial statements for the financial year ended 30 June 2016 together with the reports of the Directors and Auditors thereon.
3. To re-elect Mr G. Madzima, Mr. P Saungweme, Mrs M. Manjengwah and Mr. R. Mbire who were appointed by the Directors after the last General Meeting. Each director shall be separately elected.
4. To re-elect Mr. G Manyere, Mr. W. Kambwanji and Mr. D. Van Niekerk who retire by rotation and being eligible offer themselves for re-election. Each director shall be separately elected.
5. To approve Directors' fees for the financial year ended 30 June 2016.
6. To approve the remuneration of the auditors for the financial year ended 30 June 2016 and re-appoint Messrs. PriceWaterhouse Coopers of Harare as auditors of the Company until the conclusion of the next Annual General meeting.

**SPECIAL BUSINESS**

To consider and, if deemed fit, to pass, with or without modification (s), the following resolutions as Special Resolutions:

1. That the Board be and is hereby authorised to amend the Articles of Association as follows:
  - 1.1. Under Article 102.1 by the deletion of:  
*“Provided that the amount of the loan liabilities outstanding at any one time shall not, without the authority of an ordinary resolution of the members, exceed two hundred percent of the aggregate of:*  
  
*And its substitution with the following:*  
  
*“Provided that the amount of the loan liabilities outstanding at any one time shall not, without the authority of an ordinary resolution of the members, exceed three times the equity of the Company”*
  - 1.2. Under Article 102 by the deletion of sub paragraphs 102.1.1, 102.1.2 and 102.1.3 that state the following;  
*102.1.1 the issued share capital and share premium or stated capital of the company at the date of the latest audited consolidated balance sheet of the company and its subsidiaries preceding the relevant time plus any unissued share capital and share premium or stated capital arising from the issue of shares for cash and/or as the consideration for an asset acquired since that date;*  
*102.1.2 the total of the distributable and non-distributable reserves (including unappropriated profits of the group) as shown in the latest consolidated balances sheet of the company and its subsidiaries preceding the relevant time;*  
*102.1.2.1 reduced by the amount of any of the adverse balance of the consolidated income statement of the group, provided that if any company becomes a subsidiary after the date of the last preceding audited consolidated balance sheet the said total shall be adjusted having regard to the audited balance sheet of that subsidiary made up to a date preceding the relevant time.*  
*102.1.2.2 provided that the following items reflected in any such balance sheet shall not be included for purposes of the clause;*
    - a) any goodwill reflected as an asset in any such balance sheet
    - b) any resources resulting from revaluation (other than on appraisalment) on 30 June of each year of any assets, or any share capital issued on capitalisation of such reserves;
    - c) any provision for taxation, deferred taxation and any balance standing to the credit of the tax equalisation account and any amount set aside by way of provisions for depreciation or diminution in the value of the assets of the company and any subsidiaries.*102.1.3 for purposes of this Article 102;*  
*102.1.3.1 appraisalment means a valuation made by an independent person approved by the Directors as being competent to make the valuation provided that in the case of immovable property that person shall be a sworn appraiser;*  
*102.1.3.2 goodwill includes any form of intangible asset of a similar nature to goodwill but does not include any amount paid by way of lease premium and reflected as an asset in any balance sheet as aforementioned.*
  - 1.3. by the addition of the following Article 128.2 (a) after Article 128.2:  
*“Electronic copies of the Directors' Report, Statements of Financial Position, Comprehensive Income, Changes in Equity and Cash Flow and all other documents required to be annexed thereto, publicised on the Company's website and delivered by electronic means to every member shall be deemed to be sufficient delivery to members. Provided that should a member request a hard copy of the Directors' Report, Statements of Financial Position, Comprehensive Income, Changes in Equity and Cash Flow and all other documents required to be annexed thereto from the Company; the documents shall be provided to the member in hard copy format.”*
  - 1.4. Under Article 123, by the addition of a new paragraph to read as follows:  
*“123.1 Any dividend, interest or other monies payable in respect of the shares may also be paid through any and all approved national payment systems and such payment may be notified to the recipient by communication to his electronic address, or in the case of joint holders, to the electronic address of that one of the joint holders who is first named on the register of members or to such person or to such electronic address as the holder or joint holders may direct. Any one of the two or more joint holders may give effectual receipts for any dividends, bonuses or other money payable in respect of the shares held by them as joint holders.”*

**ANY OTHER BUSINESS**

To transact any other business competent to be dealt with at the Annual General Meeting.

**NOTES**

- (i) Members are entitled to appoint one or more proxies to act in the alternative and to attend and vote and speak in their place. A proxy need not be a member of the Company.
- (ii) Proxy forms must reach the Company's registered office not less than 48 hours before the meeting.

By order of the Board

GETBUCKS FINANCIAL SERVICES LIMITED

P. Soko  
Company Secretary  
Harare

29 November 2016