

MEIKLES

— LIMITED —

NOTICE OF MEETING

Notice is hereby given that the eighty-second ANNUAL GENERAL MEETING of the shareholders of Meikles Limited in respect of the year ended 31 March 2019 will be held at Parklands, 26 Greenhithe Lane, Borrowdale, Harare on Friday, 13 December 2019 at 09.00 am to conduct the following business:

ORDINARY BUSINESS

- To receive and adopt the Group Financial Statements for the year ended 31 March 2019 and the reports of the Directors and Auditors.
- To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election:
 - John Ralph Thomas Moxon
- To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election:
 - James Andrew Mushore
- To confirm Directors' fees amounting to ZWL\$65 784 for the year ended 31 March 2019.
- To approve the auditors' fees of ZWL\$214 898 for the year ended 31 March 2019.
- To appoint auditors for the year ending 31 March 2020. Messrs Deloitte & Touche, auditors for the year ended 31 March 2019, have indicated their willingness to continue in office.

SPECIAL BUSINESS

- Redenomination of the Company's share capital to comply with the requirements of the Registrar of Companies and in recognition of the currency reforms gazetted through Statutory Instrument 142/2019 on 24 June 2019**

1.1 As a special resolution

That the Company be and is hereby authorised to alter or otherwise restructure its share capital such that the nominal value per share shall be redenominated from US\$0.01 (One United States cent), to ZWL\$0.01 (One Zimbabwe Cent) following the promulgation of Statutory Instrument 142/2019 abolishing the multi-currency and introducing the Zimbabwe Dollar as mono currency.

1.2 As a special resolution

That, the Memorandum and Articles of Association, to the extent necessary, be and are hereby amended accordingly, such that any and all reference to "nominal value" of shares shall mean and read "ZWL\$0.01" per share.

- Developments in electronic communication have reduced the cost associated with the delivery of notices, annual reports and other documents, while at the same time shortening delivery time. The Company would therefore want to send documents and notices in an electronic form.**

2.1 As a special resolution

That, the Memorandum and Articles of Association, be amended by inserting the following under section 64:-

"Notwithstanding any other provisions of these Articles of Association, notice given in terms of section 64 of these Articles of Association may be given either in writing or through electronic mode via electronic mail to the electronic address last provided by such member, or posted on the Company's official website. Should a member request a hard copy of such document then the Company shall ensure that a hard copy is availed to the member."

By order of the Board
22 November 2019

INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

- A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory/ies.
- The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - under a power of attorney
 - on behalf of a companyunless that person's power of attorney or authority is deposited at the offices of the Company's Zimbabwe transfer secretaries or the London transfer secretaries not less than 48 hours before the meeting.
- If two or more proxies attend the meeting then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
- When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
- The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
- In order to be effective, completed proxy forms must reach the Company's Zimbabwe or London transfer secretaries not less than 48 hours before the time appointed for the holding of the meeting.
- Please ensure that the name(s) of the member(s) on the form of proxy and the voting form are exactly the same as those on the share register.
- Please be advised that the number of votes to which a member is entitled is determined by the number of shares recorded in the share register 48 hours before the time appointed for the holding of the meeting.

FORM OF PROXY

I/We _____
(Name/s in block letters)

being a member of Meikles Limited and entitled to _____ votes

hereby appoint _____
of _____

or failing him/her _____ of _____

or failing him/her the Chairman of the meeting as my/our proxy to attend and speak for me/us and on my/our behalf at the eighty second annual general meeting of the Company to be held at Parklands, 26 Greenhithe Lane, Borrowdale, Harare on Friday, 13 December 2019, at 09.00 am and at any adjournment thereof and to vote or abstain from voting.

Any member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.

Every person present and entitled to vote at a general meeting shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Please read the notes appearing on the reverse hereof.

Signed at _____ on _____ 2019

Signature(s)

Assisted by me

Full name(s) of signatory/ies if signing in a representative capacity
(see note 2) (please use block letters)

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