



**ZIMBABWE NEWSPAPERS  
(1980) LIMITED**

Market leader in Publishing, Broadcasting, Printing and Packaging

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Ninety-third (93rd) Annual General Meeting of Shareholders of Zimbabwe Newspapers (1980) Ltd will be held **virtually** and not by physical meeting on **Monday, 29th June 2020 at 1100 hours** at <https://eagm.creg.co.zw/eagmzim/Login.aspx> to transact the following business:

### Ordinary Business

- To sanction the holding of the Ninety-third (93rd) Annual General Meeting virtually by electronic communication only and not by physical meeting due to the Covid 19 outbreak and Government regulations which bar public gatherings until further notice.
- To approve the minutes of the last meeting held on **20th June 2019**.

### 3. Directors

- To confirm the resignation of the following Directors:
  - Mr. D. Lupepe resigned as Chairman and Board Member effective 31st July 2019.
  - Bishop T. Manhanga, Dr. N. Madzingira, Mr. T. Hussein, Mr. R. Mbire and Mr. G. Manyere resigned as Board Members effective 31st July 2019.
- To re-elect the following Directors:
  - Mr. T. A. G. Sithole
  - Dr. S. A. Munyeza
  - Mr. L. Mhango
  - Mrs. S. Madzikanda
  - Mr. T. Chiweshe
  - Ms. P. Kurasha
  - Ms. T.L Chibvongodze.

These Directors were appointed as Directors of the Company with effect from **7th August, 2019** and retire in terms of Article 57 of the Company's Articles of Association. All being eligible offer themselves for re-election and will be appointed through a separate resolution.

- To confirm the appointment of Mr. T. A. G. Sithole as Board Chairman effective **7th August, 2019**.
  - To re-elect Ms. K. Dube who retire by rotation in terms of Article 68 of the Company's Articles of Association and being eligible, offer herself for re-election.
- To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31st December 2019.
  - To confirm and approve the remuneration of the Auditors for the year ended 31st December 2019 and to re-appoint Messrs Baker Tilly as auditors for the current year.
  - To confirm and approve the Directors' fees for the year ended 31st December 2019.
  - To sanction the non-payment of a dividend for the year ended 31st December 2019.
  - Special Notice: Amendments to the Articles of Association Special Resolution: The Company's Articles of Association be amended as follows;
    - All references to the Companies Act shall now be to the Companies and Other Business Entities Act [Chapter 24:31] or its successive legislation.
    - Article 55 – In line with Section 95 (1) of the new Act, the Article shall be amended to reflect that the Company shall have a minimum of seven (7) Directors and a maximum of fifteen (15) directors of which at least 3 should be independent.
  - To transact all such business as may be transacted at an Annual General Meeting.

### General Notes

- In terms of Article 37 of the Company's Memorandum and Articles of Association, a notice of 42 days must be given for any special business to be transacted at the Annual General Meeting.
- In terms of Section 171 of the Companies and Other Business Entities Act [Chapter 24:31], Members are entitled to appoint one or more proxies to act in the alternative, to attend, speak and vote in their place at the meeting. A proxy need not be a Member of the Company.
- Proxy forms must be at the registered office of the company not less than 48 hours before the time appointed for the meeting.
- Registration at <https://eagm.creg.co.zw/eagmzim/Login.aspx> must also be completed not less than 48 hours before the time appointed for holding the meeting.
- Email proxy to the Zimpapers Company Secretary or the Transfer Secretaries – ZB Transfer Secretaries.**

By order of the Board.

Daphne Tomana  
COMPANY SECRETARY  
6th Floor, Herald House  
Cnr, G. Silundika/Sam Nujoma Street, Harare  
P. O. Box 55  
HARARE  
4 June 2020