



YOUR AGRICULTURE, INFRASTRUCTURE & MINING PARTNER

## NOTICE OF AN ANNUAL GENERAL MEETING (AGM)

**NOTICE IS HEREBY GIVEN THAT** the Seventieth Annual General Meeting of Shareholders will be held at Zimplow Holdings Limited Head Office 36 Birmingham Road, Southerton Harare at 1000hrs on 30 June 2020 to consider the following:

### As Ordinary Resolutions

1. To approve the minutes of the Annual General Meeting held on 13 June 2019.
2. To receive and consider the Director's report and the audited financial statements for the year ended 31 December 2019.
3. To elect Director in place of Mr. Thomas Chataika, who retires from the Board by rotation and being eligible, offers himself for re-election.
4. To elect Director in place of Mr. Lance Kennedy, who retires from the Board by rotation and being eligible, offers himself for re-election.
5. To elect Director in place of Mr. Grant Pio, who was appointed to the Board this year also retires in terms of the company's articles of association and being eligible, offers himself for re-election.
6. To approve the remuneration of directors for the year ended 31 December 2019.
7. To fix the auditors remuneration for the year ended 31 December 2019.
8. To appoint auditors for the financial year ending 31 December 2020.

### Special Resolutions

1. To approve the re-denomination of share capital from United States Dollar base to Zimbabwe Dollar base.

### By order of the Board

**M CHINORWADZA**  
COMPANY SECRETARY

9 June 2020

Zimplow Holdings Limited  
Head Office  
36 Birmingham Road,  
Southerton,  
Harare

### Notes:

#### 1. Voting eligibility

- a) On a show of hands, every Shareholder who (being an individual) is present in person or by proxy at the AGM or which (being a company or body corporate) is represented there at by a representative appointed as proxy, shall have one vote (irrespective of the number of shares held), and on a poll, every Shareholder who (being an individual) is present in person or by proxy at the general meeting or which (being a company or body corporate) is represented by proxy at the general meeting, shall have one vote for every Zimplow Holdings Limited share of which it is the holder.

#### 2. Appointment of Proxies

- a) In terms of Section 171 (1) of the Companies and Other Business Entities Act (Chapter 24:31), members entitled to attend the above meeting may appoint one or more proxies, to act in the alternative, to attend, speak and vote on their behalf, including voting on a poll. A proxy need not to be a member of the company.
- b) Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the form of Proxy in a representative capacity, unless previously recorded by the Company's transfer secretaries or waived by the chairperson of the AGM. This authority must take the form of a resolution of the Corporate body.
- c) Completion of a form of proxy does not preclude a person from subsequently attending the AGM and voting in person.