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# Notice to Shareholders

Notice is hereby given that the Fifth Annual General Meeting of the Members of Proplastics Limited will be held virtually on Thursday, 23 July 2020 at 10.00 hours.

## 1. SPECIAL RESOLUTION

### 1.1 Resolution on Holding of Shareholder Meetings Electronically

To approve the holding of the Annual General Meetings and other Shareholder Meetings by virtual /electronic means, in terms of section 170(10)(b), Companies And Other Business Entities Act [Chapter 24:31].

### 1.2 Resolution on Electronic Communication

That due to the automation and technological developments, the Directors of the Company be and are hereby authorised to amend the communication to members as detailed hereunder:

**1.2.1** Any notice required to be sent to members may, notwithstanding anything to the contrary, be sent by electronic means to the electronic address last furnished by such members.

**1.2.2** Electronic copies of the Report of Directors, Statements of Financial Position, Profit or Loss and Other Comprehensive Income, Changes in Shareholders' Equity and Cash Flows 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 Report of Directors, Statements of Financial Position, Profit or Loss and Other Comprehensive Income, Changes in Shareholders' Equity and Cash Flows and all other documents required to be annexed thereto from the Company, the documents shall be provided to the member in hard copy format.

**1.2.3** Any other documents that may be required to be sent to members in terms of the Articles of Association or of the Companies and Other Business Entities Act [Chapter 24:31]. may be sent to the electronic address of the members and shall be posted on the Company's official website.

## 2. ORDINARY BUSINESS

### 2.1 Approval of Financial Statements and Reports

To receive, consider and adopt the financial statements for the year ended 31 December 2019, together with the reports of the Directors and Auditors thereon.

### 2.2 Dividend

To declare a total dividend of RTGS 0.80 cents per ordinary share in the capital of the Company.

### 2.3 Directors' Fees

To approve the fees of the Directors for the year ended 31 December 2019.

### 2.4 Election of Directors

To re-elect retiring Directors Mr. Paddy Zhanda Jnr. and Mr. Herbert Mashanyare who retire by rotation and being eligible, offer themselves for re-election.

### 2.5 Auditors

**2.5.1** To approve the remuneration of the Auditors for the previous year.

**2.5.2** Deloitte and Touche have carried out the audit of the Group since unbundling from Masimba Holdings in 2015. In order to ensure good corporate governance, the board proposes to put the audit to tender.

**Note:** In terms of the Companies And Other Business Entities Act (Chapter 24:31) a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not to be a member of the Company. Proxy forms must be lodged with the secretary not less than forty-eight (48) hours before the time of holding of the meeting.

By Order of the Board

**P. Changunda**  
Company Secretary  
30 June 2020

5 Spurn Road Ardennie, Harare, Zimbabwe  
[www.proplastics.co.zw](http://www.proplastics.co.zw)

**Directors:** G Sebborn (Chairman), K Chigiya (CEO)\*, P Changunda\*, H S Mashanyare, M Di Nicola, S Roberts, P T Zhanda (Jnr.) (\*Executive)