

## NOTICE OF MEETING

Notice is hereby given that the eighty-third ANNUAL GENERAL MEETING of the shareholders of Meikles Limited in respect of the year ended 31 March 2020 will be held virtually by electronic means on Thursday, 3 December 2020 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 2020 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:
  - Mr Rugare Chidembo
- To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election:
  - Mr Kazilek Neube
- To approve the appointment of the following Director with effect from 3 December 2020, and who in terms of the Articles of Association of the Company is required to retire from the Board at the Company's Annual General Meeting, and being eligible, offers herself for election:
  - Ms Cathrine Chitiyo
- To approve the appointment of the following Director with effect from 3 December 2020, and who in terms of the Articles of Association of the Company is required to retire from the Board at the Company's Annual General Meeting, and being eligible, offers himself for election:
  - Mr Stewart Cranswick
- To approve the appointment of the following Director with effect from 3 December 2020, and who in terms of the Articles of Association of the Company is required to retire from the Board at the Company's Annual General Meeting, and being eligible, offers himself for election:  
Mr Simon Hammond
- To approve Directors' fees amounting to ZWL1,161,128 for the year ended 31 March 2020.
- To approve the auditors' fees of ZWL1,510,543 for the year ended 31 March 2020.
- To appoint auditors for the year ending 31 March 2021. Messrs Deloitte & Touche, auditors for the year ended 31 March 2020, have indicated their willingness to continue in office. Deloitte & Touche have acted as the Company's independent auditors for more than ten years.

### SPECIAL BUSINESS

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

- Adoption and substitution of Articles of Association of the Company to comply with the requirements of the new Companies and Other Business Entities Act (Chapter 24:31).
  - That the Articles of Association be substituted by adopting the Articles of Association compliant with requirements of the Companies and Other Business Entities Act (Chapter 24:31).
  - That the Directors of the Company be and are hereby authorised to do any and all such things as may be generally required to re-register the Company as required by the Companies and Other

Business Entities Act (Chapter 24:31).

### 2. Share Buy Back Scheme

**2.1** That the Company be authorised in advance, in terms of Section 128 of the Companies and Other Business Entities Act (Chapter 24:31), the Zimbabwe Stock Exchange (ZSE) Listing Requirements and Article 160 of the Company's Articles of Association, to purchase the Company's own ordinary shares which:

- In aggregate in any one financial year, shall not exceed 10% (ten percent) of the Company's issued ordinary share capital;
- The authority in terms of this resolution shall expire on the date of the next Annual General Meeting;
- The maximum and minimum prices, at which such ordinary shares are to be acquired, will not be more than 5% (five percent) above and 5% (five percent) below respectively, the weighted average market price at which the ordinary shares of the Company are traded on ZSE determined over 5 (five) business days preceding the date of purchase of such ordinary shares by the Company;

**2.2** That the Company be authorised to pay the transaction costs for shareholders who, in terms of the share buyback scheme, hold less than 1,000 (One Thousand) shares.

NOTE: -

In terms of the Companies and Other Business Entities Act (Chapter 24:31) and the ZSE Listings Requirements, it is the intention of the Directors of the Company to utilise this authority at a future date, provided that the cash resources of the Company are in excess of its requirements and the transaction is considered to be in the best interests of shareholders generally. In considering cash availability, the Directors will take account of inter alia, the long-term cash needs of the Company, and will ensure the Company will remain solvent after the re-purchase.

**By order of the Board**

  
T. Mpofu  
Company Secretary

**12 November 2020**

### LOGIN INSTRUCTIONS

May you please ensure that you have downloaded the ZOOM application and follow the login instructions below:

Meeting ID: 976 3785 8430

Password: Shareholders to contact the Transfer Secretaries on the following numbers: +2630772862956 +2630772936413, and +2630773668857.

Write your username on Zoom in the format below:

XXXXXX SHAREHOLDER NAME

Where XXXXXX is your shareholder number.

If you have any challenges kindly contact us on +2630772862956, +2630772936413 and +2630773668857

## 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 \_\_\_\_\_

as my/our proxy to attend and speak for me/us and on my/our behalf at the eighty third annual general meeting of the Company to be held virtually by electronic means on Thursday, 3 December 2020, 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 \_\_\_\_\_ 2020 \_\_\_\_\_

Signature(s) \_\_\_\_\_

Assisted by me \_\_\_\_\_

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

### INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

- In terms of the Companies and Other Business Entities Act, 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 or her stead. No Director or Officer of the company may be appointed as a proxy for a Member. A proxy need not be a member of the Company.
- 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 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 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 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.

### OFFICE OF THE ZIMBABWE TRANSFER SECRETARIES

ZB Transfer Secretaries  
21 Natal Road  
Belgravia  
P.O Box 2540  
Harare  
Zimbabwe  
Telephone 263 242 759660/9