

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the Shareholders of CBZ Holdings Limited will be held in the Stewart Room, Meikles Premier Hotel, Harare, on Wednesday 5 June 2019 at 15:00 hours for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company and the respective reports of the Directors and External Auditors for the year ended 31 December 2018.
2. To consider the payment of a final dividend to Members.
3. Directorate
 - i) In accordance with Article 88 of the Memorandum and Articles of Association, one third of the Directors are required, after serving a period of three years, to retire from the Board by rotation and that in terms thereof Colin Chimutsa is eligible for retirement by rotation. Being eligible, the Director offers himself for re-election.
 - ii) In accordance with Article 80 of the Articles of Association, the following Directors appointed during the course of the year: John Matorofa, Blessing Mudavanhu and Malcom John Hollingworth are required to retire at their first Annual General meeting after appointment and they being eligible, offer themselves for reappointment.
 - iii) To note the retirement of Tafadzwa Gaylord Nyamayi who retired from the Board with effect from 10 January 2018
 - iv) To note the retirement of Tsitsi Mutasa who retired from the Board with effect from 1 June 2018
 - v) To note the retirement of Roseline Nhamo, Givemore Taputaira and Fouad Dernawi after having served the Board for 10 years.
 - v) To approve the appointment of John Matorofa and Malcom John Hollingworth as Independent Non-Executive Directors of the Board.
 - vii) To approve the appointment of Blessing Mudavanhu as an Executive Director of the Board.
 - viii) To approve Directors' fees for the year ended 31 December 2018.
4. To appoint Ernst & Young Chartered Accountants (Zimbabwe) as External Auditors of the Company for the year ending 31 December 2019.
5. To approve the External Auditors' fees for the year ended 31 December 2018.

SPECIAL BUSINESS

1. SPECIAL RESOLUTION

- i) *In accordance with Article 11(b) of the Memorandum and Articles of Association, to approve the cancellation of 168 981 847 treasury shares being 24.6% of the Company's issued share capital as at 31 December 2018, through the adoption of the following special resolution:*

"That the Directors be and are hereby authorised to cancel 168 981 847 treasury shares, being 24.6% of the Company's issued share capital as at 31 December 2018."

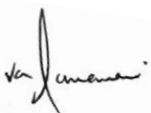
GENERAL

To transact such other business as may be transacted at an Annual General Meeting.

Notes:

- a. *In terms of the Companies Act (Chapter 24:03) a Member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and on a poll to vote or abstain from voting in his stead. A proxy need not be a member. Proxy forms must be received at the registered office of the Company not less than 48 hours before the meeting.*
- b. *A Special Resolution is required to be passed by a majority of seventy-five percent of those present and voting (excluding proxy votes), representing not less than twenty five percent of the total number of votes in the Company.*

BY ORDER OF THE BOARD



Rumbidzayi Angeline Jakanani
GROUP LEGAL CORPORATE SECRETARY

REGISTERED HEAD OFFICE

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Harare
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3 May 2019



Partners for Success