

NOTICE TO SHAREHOLDERS

Notice is hereby given that the forty-fourth Annual General Meeting of the members of Masimba Holdings Limited for the year ended 31 December 2018 will be held at the Registered Office of the Company, 44 Tilbury Road, Willowvale, Harare, Zimbabwe, on Friday 21 June 2019 at 1230 hours.

1. ORDINARY BUSINESS

1.1 Approval of Financial Statements and Reports

To receive, consider and adopt the Annual Financial Statements for the year ended 31 December 2018, including the Directors' and Independent Auditors' reports thereon.

1.2 Approval of Directors' Fees

Approval of Directors' fees for the year ended 31 December 2018.

1.3 Election of Directors

In accordance with Articles 114 of the Company's Articles of Association, Mr Paddy Tongai Zhanda and Mrs Agnes Makamure retire by rotation at the Company's Annual General Meeting and being eligible, offer themselves for re-election. The Directors will be elected by separate resolution.

1.4 Dividend

To confirm the declaration of a final dividend of RTGS0.35 cents per share for the year ended 31 December 2018.

1.5 Auditors

1.5.1 To approve the remuneration of auditors for the previous year.

1.5.2 To consider the appointment of Grant Thornton as auditors for the ensuing year.

2. EXTRAORDINARY BUSINESS

2.1 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:

2.1.1 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.

2.1.2 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.

2.1.3 Any other documents that may be required to be sent to members in terms of these articles or of the Companies Act [Chapter 24:03] may be sent to the electronic address of the members and shall be posted on the Company's official website.

By Order of the Board

MASIMBA CORPORATE SERVICES (PRIVATE) LIMITED
(Secretaries)

30 May 2019

Note: A member entitled to attend and vote at the Annual General Meeting of Shareholders may appoint a proxy to attend and speak and, on poll, vote in his stead. A proxy need not to be a member of the Company. Forms of proxy must be lodged at the Registered Office of the Company not less than forty eight (48) hours before the time of holding of the meeting.