



BINDURA NICKEL CORPORATION LIMITED

Trojan Mine Road, Bindura, Zimbabwe
P.O. Box 35, Bindura
Telephone: +263 (0) 772185650/1/2/3/4
Email: info@bnc.co.zw

Company Registration number: 552/1966

NOTICE TO SHAREHOLDERS

Notice is hereby given that the fifty-third Annual General Meeting (“AGM”) of members of Bindura Nickel Corporation Limited (“the Company”) will be held at Chapman Golf Club, Samora Machel Avenue East, Eastlea, Harare on Thursday, 26 September 2019 at 9.00 am for the purpose of transacting the following business:

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive, consider and adopt the Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 March 2019.

2. Directorate

2.1 To re-elect the following Directors who retire by rotation and, being eligible, offer themselves for re-election in terms of Articles 100 and 101 of the Company’s Articles of Association:

- Mr Olivier Alain Barbeau
- Mr Toindepi Retias Muganyi

2.2 To approve the remuneration of the Directors for the year ended 31 March 2019.

3. Auditors

3.1 To confirm the appointment of Messrs Ernst & Young Chartered Accountants (Zimbabwe) as Auditors to hold office until the conclusion of the next Annual General Meeting.

3.2 To fix the remuneration of the Auditors for the past audit.

4. Special Business

4.1 Amendments to the Articles of Association of the Company

To consider and, if deemed fit, to pass, with or without amendments, the following resolutions:

4.1.1 As Special Resolutions

- (i) That, wherever the Articles of Association of the Company currently refer to “the Companies Act (Chapter 190)” this be and is hereby amended to read “the Companies Act (Chapter 24.03)”;
- (ii) That Article 44 be and is hereby amended by the addition of the words:
“Notice to be given by advertisement to the members shall also be published online and should have the same effect with the advertisement in the newspapers circulating within the district”;
- (iii) That Article 147(a) be and is hereby amended so that it reads as follows:
“A notice or document shall be served by the Company upon any member either in written format or by electronic means, including the delivery of readable optical disc data, and may be served by the Company either:
 - a) Personally; or
 - b) By delivering it through the post in a prepaid envelope or wrapper addressed to such member at his registered address;
 - c) By electronic transmission to the registered electronic mail address of the member, as the case may be”;
- (iv) That Article 148 be and is hereby amended to read as follows:
“Any member shall notify the Company in writing of an address which shall be his registered address for the purposes of the last preceding Article and of his registered electronic mail address for the purposes of the same Article and, in the case of a member who has notified the Company of both his registered address and of his registered electronic mail address, it shall be at the discretion of the Company as to which address is used for the purposes of service of any notice”;
- (v) That Article 149 be and is hereby amended by the addition of the following sentence:
“Notice to be given by advertisement to the members shall also be published online and should have the same effect with the advertisement in the newspapers circulating within the district”;
- (vi) That Article 153 be and is hereby amended by the deletion of the words:
“Any notice or document sent by post to any member in pursuance of these presents” and the substitution thereof with: “Any notice or document duly served as provided in these Articles”.

4.2 **Amendment to the BNC Share Option Scheme (2016)**

To consider and, if deemed fit, to pass, with or without amendments, the following resolution:

4.2.1 As an Ordinary Resolution

That Bindura Nickel Corporation Limited Share Option Scheme (2016) be and is hereby amended by adding another subsection to subsection 5.1 so that the clause reads as follows:

“Subject to Rule 5, Rule 6 and Rule 8, a participant to whom an Option has been granted under the Scheme shall only be entitled to exercise the Option in part as follows:

- (i) On the second anniversary of the Date of Grant, the Participant shall be entitled to purchase up to one half (1/2) of the Shares offered to him under the Option Scheme;
- (ii) On the third anniversary of the Date of Grant, the Participant shall be entitled to purchase up to one quarter (1/4) of the Shares offered to him under the Option Scheme;
- (iii) On the fourth anniversary of the Date of Grant, the Participant shall be entitled to purchase up to one quarter (1/4) of the Shares offered to him under the Option Scheme”.

5. **Any Other Business**

To transact such other business as may be dealt with at an AGM.

EXPLANATORY NOTES

A. RESOLUTIONS 4.1: PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. The proposed amendments to the Articles of Association, in terms of Article 161 and section 20 of the Companies Act (24:03) are subject to the approval of Shareholders by way of special resolutions.
2. The Bindura Nickel Corporation Limited Articles of Association refer to the old Companies Act (Chapter 190) which is now outdated. The Articles need to be aligned to the current Companies Act (Chapter 24:03).
3. Some articles are no longer applicable to the current environment and may be an impediment to the alignment of the Company to the modern and ever-changing world.
4. Effort was also made to align the Articles with the best Corporate Governance Practices as well as to comply with the new Listing Rules of the Zimbabwe Stock Exchange.

5. These articles 44, 147(a), 148, 149, 151 and 153 read together are hereby amended in due cognisance of the advancements which have occurred in information communication technology. In addition, there is need to manage printing and postage costs as the Company would be sending electronic documents instead of physical documents. Documents sent to Shareholders electronically reach their recipients sooner than if they are sent by postal services. Electronic storage of such documents offers greater convenience through easier access, storage and retrieval.

B. RESOLUTIONS 4.2: PROPOSED AMENDMENTS TO THE BNC LIMITED SHARE OPTION SCHEME (2016)

The main reason for proposing the above-mentioned amendments is to improve the attractiveness of the Bindura Nickel Corporation Limited Share Option Scheme (2016) as an incentive or reward to its designated beneficiaries.

Beneficiaries will, after the amendments, be able to exercise more of their options with effect from the second anniversary of the Date of Grant, than they would, if the amendments did not take place.

As from the date of the first exercise of the Share Options under the Company's Share Option Scheme (2016), the designated beneficiaries will be entitled, if they so choose, to exercise their options in full within a period of three years, instead of four years as is currently the case under the existing rules.

In terms of the Companies Act (Chapter 24:03), 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 be a member of the Company. Proxy forms must be lodged with the Secretaries not less than forty-eight hours before the time for holding the meeting.

BY ORDER OF THE BOARD

Bindura Nickel Corporation Limited

C. F. Mukanganga
Company Secretary

3 September 2019

Directors: M A Masunda (Chairman), B Manhando (Managing Director), J H L Lampen (Finance Director),
O A Barbeau, O M Chidawu, A P Danso, T R Muganyi.