

## NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the twenty fourth (24<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held at Farm & City Boardroom, 1<sup>st</sup> Floor Farm & City Complex, No 1 Wynne Street, Harare on Friday 29 May 2020, at 11:00 am to consider the following business:

### ORDINARY BUSINESS

1. To receive and adopt the financial statements for the year ended 30 September 2019, together with the reports of the directors and auditors thereon.
2. To elect directors in place of those retiring in accordance with the provisions of the Articles of Association. Mr. S.D. Zinyemba & Ms. P. Muzani retire from the Board by rotation as per Article 68 and 69, and being eligible, they offer themselves for re-election.
3. To confirm directors' fees for the year ended 30 September 2019.
4. To approve the remuneration of the external auditors Baker Tilly Zimbabwe for the year ended 30 September 2019 and to appoint auditors for the ensuing year. Baker Tilly Zimbabwe has audited two (2) financial periods for the Group to date.

### EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

**Election of Directors** At each AGM, one third of the directors (other than the Managing Director), or, if their number is not a multiple of three, then the number nearest to but not being less than one third shall retire. The directors retiring from office shall be eligible for re-election (Articles 68 and 69).

No person other than a director retiring at the meeting shall, unless recommended by other directors, be eligible for the office of director unless, not less than seven or more than twenty-one clear days before the date appointed for the meeting, there shall have been given to the Secretary notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected (Article 70).

In summary, the CFI Holdings Limited board comprises; Ms. I. V. Pasi (Acting Group Chairman), Messrs S. N. Chibanguza (Acting Group Chief Executive Officer), S. D. Zinyemba, A. Denenga, A. S. Hamilton (Alternate: R. L. Hamilton) and Ms. P. Muzani.

### Notes

1. 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 be a member of the Company.
2. In terms of clause 50 of the Company's Articles of Association, instruments of proxy must be lodged at the registered office of the Company at least forty eight hours before the time appointed for holding of the meeting.
3. Members are requested to advise the Transfer Secretaries in writing of any change in address.

By order of the Board



**P. Hare**  
Group Company Secretary  
8 May 2020

### ATTENDANCE AT ANNUAL GENERAL MEETING (AGM) BY WEBINAR

In the interest of health and safety considerations given Corona Virus (COVID 19), shareholders who prefer to attend the meeting by webinar are welcome to do so and can be availed the electronic link from the Company Secretary on [pangayi@cfi.co.zw](mailto:pangayi@cfi.co.zw) and / or [clivech@farmandcity.co.zw](mailto:clivech@farmandcity.co.zw) no later than 27 May 2017, 10:00 am.