



Notice of Annual General Meeting

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 66th Annual General Meeting of the members of Lafarge Cement Zimbabwe Limited will be held on Tuesday the 18th August 2020 at 1200hrs through an online virtual platform, details of which will be notified to all shareholders separately, for the purposes of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company and the reports of the Directors and Auditors for the year ended 31 December, 2019.

2. Election and Retirement of Directors

- i. To note that in terms of article 100 of the Articles of Association 1/3 of the Directors shall retire from office and be eligible for re-election. Mr. Pierre M. Deleplanque retires by rotation and, being eligible, offers himself for re-election. Having been appointed since the last general meeting, Mrs Gloria Zvaravanhu also retires and, being eligible, offers herself for re-election.
- ii. To note the resignation of Mr. Mahommed Nayah from his role as Chief Finance Officer following his departure from Lafarge Cement Zimbabwe Limited effective from 30 June 2019 and the appointment of Mr. Fungai Kovhiwa with effect from 1 July 2019.
- iii. To note the resignation of Mr. Kaziwe S. Kaulule from his role as Chief Executive Officer following his reassignment to South Africa effective from 29 February 2020 and the appointment of Mrs. Precious Nyika with effect from 1 March 2020.
- iv. To note the resignation of Mr. Dominic Drouet from his role as Non-Executive Director effective 22 April 2020.
- v. To note the appointment of Mrs. Gloria Zvaravanhu as an Independent Non-Executive Director with effect from 21 May 2020.

3. Directors' Fees

To approve the fees paid to Directors of the Company in 2019 amounting to ZWL129 479.30 for local Directors, and US\$12 000.00 for foreign Directors.

4. External Auditors

- i. To fix the remuneration of Auditors for the following financial year amounting to USD45 000, payable in ZWL at prevailing official exchange rate.
- ii. To reappoint Deloitte & Touche as Auditors for the ensuing year, being their fourth year as Auditors of the Company.

5. Dividend

To note that no dividend was declared by the Directors in 2019.

SPECIAL BUSINESS

6. Amendment of the Articles of Association

To amend the Company's Articles of Association by repeal of the current Articles of Association and adoption of the Model Articles for Public Companies under the Companies and Other Business Entities Act [24:31].

APPOINTMENT OF PROXY

In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member of the Company is entitled to appoint one or more proxies to attend, vote and speak in his or her stead. A proxy need not be a member of the Company.

Proxy forms must be deposited at the Registered Office of the Group not less than forty-eight (48) hours before the time appointed for holding the meeting.

By Order of the Board

F. Kovhiwa
CFO/Acting Company Secretary

Registered Office

Manresa Works,
Arcturus Road,
Harare

Wednesday, 15 July 2020