



Dawn Properties Limited

NOTICE TO SHAREHOLDERS

RESULTS OF THE SEVENTEENTH ANNUAL GENERAL MEETING

Please be advised that the seventeenth (17th) Annual General Meeting (AGM) of Shareholders of Dawn Properties Limited was held virtually on Thursday, 9 July 2020 at 1100hours and the results were as follows:

| RESOLUTIONS | RESULT |
|---|---------------|
| SPECIAL BUSINESS | |
| 1. Amendments to the Articles of Association ("the Articles") | |
| 1.1 Approval to amend the Articles to permit members to participate in meetings via electronic means as allowed by section 170 (10) of the Companies and Other Business Entities Act [Chapter 24:31]. | Passed |
| 1.2 All references to the Companies Act shall now be to the Companies and Other Business Entities Act [Chapter 24:31] ("the Act") or its successive legislation. | Passed |
| 1.3 Approval to amend Article 78 in line with the requirements of the new Act which stipulate that "a public Company must have a minimum of 7 and a maximum of 15 directors, of which at least 3 should be independent". | Passed |
| 1.4 Approval to amend Article 98 and 99 in line with the requirements of the new Act which stipulate that "Directors should retire by rotation if: <ul style="list-style-type: none"> • They were appointed since the last AGM; or • If they have not been appointed or reappointed at one of the preceding two Annual General Meetings". | Passed |
| ORDINARY BUSINESS | |
| 2 Statutory Financial Statements Receiving and adopting the financial statements for the year ended 31 December 2019, together with the reports of the Directors and Independent Auditors therein. | Passed |
| 3. Appointment of Directors For noting: Mr. Patrick Matute stepped down as Managing Director of the Company on 15 October 2019. Mr. Justin Dowa was appointed Managing Director with effect from 15 October 2019. For noting: Mr. Formai Myambuki, the former Finance Director and Company Secretary resigned from the Board on the 15th of May 2020. Mr. Ndangariro Mutizwa was appointed as the Finance Director and interim Company Secretary on the 18th of May 2020. For noting: Mr. Phibion Gwatidzo, the outgoing Chairman of the Board of Directors, did not offer himself for re-election to the Board of Directors of the Company. The following Non-executive Directors offered themselves for re-election and were re-elected to the Board of Directors by way of separate resolutions. | |
| 3.1 Mr. Murisi Mukonoweshuro | Passed |
| 3.2 Mr. Brett Ivor Childs | Passed |
| 3.3 Mr. Lloyd Mhishi | Passed |
| 3.4 Mr. Peter Saungweme | Passed |
| 3.5 Mr. Graham Paul Johnson | Passed |
| 4.1 Auditor's Remuneration Approval of the Auditor's remuneration for the year ended 31 December 2019. | Passed |
| 4.2 Independent Auditors Approval to retire PricewaterhouseCoopers Chartered Accountants (Zimbabwe) as the auditors of the Company, in line with section 191 (11) of the Companies and Other Business Entities Act [Chapter 24:31], and to appoint new independent auditor for the financial year ending 2020. | Passed |
| 5 Directors' Fees Approval of the remuneration of Directors for the year ended 31 December 2019. | Passed |

By Order of the Board

Ndangariro Mutizwa
Company Secretary

Registered Office

8th Floor, Beverley Court
100 Nelson Mandela Avenue
Harare

15 July 2020

Directors:

M Mukonoweshuro, B Childs, L Mhishi, P Saungweme, G Johnson, *J Dowa (Managing Director),
*N Mutizwa (Finance Director) *Executive