



# RIOZIM LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

(Incorporated in Zimbabwe on 29 August 1956 under registration number 607/56)

Annual General Meeting Virtual Link <https://escrowagm.com/eagmZim/Login.aspx>

Notice is hereby given that the 64th Annual General Meeting of members will be held virtually on the 25th of September 2020 at 10.30 hours for the purpose of transacting the following business: -

### A. SPECIAL BUSINESS

#### 1. Virtual Meeting

To approve the holding of Annual General Meetings (AGM) through virtual/electronic means and/or by way of remote attendance.

#### 2. Adoption and Substitution of a New Memorandum and Articles of Association for the Company

To resolve as a special resolution, the adoption and substitution of a new Memorandum and Articles of Association for the Company compliant with the requirements of the new Companies and Other Business Entities Act (Chapter 24:31) and the new ZSE Listing Requirements (Statutory Instrument S.I 134/2019).

(NOTE: The draft copy of the new Memorandum and Articles of Association shall be available for inspection by members at the registered office of the Company)

#### 3. Placing 5% of authorised unissued shares under the control of the Directors

To consider and if deemed fit pass with or without modification the following ordinary resolution:-

"THAT up to 5% of the authorised unissued ordinary shares of the Company be placed under the control of Directors, until the next Annual General Meeting, to be issued, subject to the requirement of the Company's Memorandum of Articles of Association and the Zimbabwe Stock Exchange Listing Requirements."

### B. ORDINARY BUSINESS

#### 1. Financial Statements

To receive, consider and adopt the Financial Statements for the year ended 31st December 2019 together with the Report of the Directors and Auditors thereon.

#### 2. Directorate

To re-elect directors by individual resolutions in terms of section 201 of the Companies Act and Other Business Entities Act [Chapter 24:31].

- Mr C Dengu retires by rotation in terms of Article 95 and 96 of the Company's Articles of Association and being eligible offers himself for re-election.
- Mr I M Sharma retires by rotation in terms of Article 95 and 96 of the Company's Articles of Association and being eligible offers himself for re-election.
- Mr K Matsheza retires by rotation in terms of Article 95 and 96 of the Company's Articles of Association and being eligible offers himself for re-election.

#### 3. Directors Remuneration

To approve the remuneration of the Directors for the year ended 31st December 2019.

(NOTE: In terms of Section 3 of Practice Note 4 issued by the ZSE on the 17th of January 2020, the Director's Remuneration Report shall be available for inspection by members at the registered office of the Company).

#### 4. Auditors Fees and Appointments

- To approve the remuneration of the Auditors for the financial year ended 31st December 2019.
- To appoint auditors for the ensuing year until the conclusion of the next Annual General Meeting. Ernst & Young Chartered Accountants (Zimbabwe) retire and being eligible, offer themselves for re-election as auditors of the Company.

(NOTE: In terms of Section 69(6) of the new ZSE listing requirements, companies must change their audit partners every five years and their audit firm every ten years. Messrs Ernst & Young have been auditing RioZim for the past 8 years and as such are compliant.)

### C. ANY OTHER BUSINESS

To transact any other business as may be transacted at an Annual General Meeting.

### D. APPOINTMENT OF PROXY

- In terms of the Companies & Other Business Entities Act [Chapter 24:31], a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- Proxy forms must be deposited at the registered office of the Company or at the office of the Transfer Secretaries (Corpserve Registrars (Private) Limited, Second Floor, ZB Centre, Corner First Street and Kwame Nkrumah Avenue, Harare) not less than 48 (forty-eight) hours before the time appointed for the holding of the meeting.

By Order of the Board  
RioZim Management Services (Private) Limited (Secretaries)  
Per T A Chiurayi

#### Note:

- Members may request a copy of the 2019 Annual Report from the registered office of the Company or from the office of the Transfer Secretaries. The 2019 Annual Report is also available for download from the Company's website [www.riozim.co.zw](http://www.riozim.co.zw).



To view the Annual Report, please visit our website at [www.riozim.co.zw](http://www.riozim.co.zw)