



NATIONAL FOODS HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifty first Annual General Meeting of National Foods Holdings Limited (the 'Company') is to be held at the Royal Harare Golf Club, Fifth Street, Harare on 9th November 2020 at 08.45 am, for the purpose of transacting the business below. Shareholders will be asked to attend the meeting where Covid-19 preventative measures protocols will be implemented.

ORDINARY BUSINESS

FINANCIAL STATEMENTS

1. To receive, consider, approve and adopt the Financial Statements and Reports of the Directors, including in respect of Corporate Governance, and Auditors for the financial year ended 30 June 2020.

DIRECTORATE

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

To elect the following Director, Todd Moyo, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election.

Mr. Todd Moyo is a Chartered Accountant and is currently: the Chairman and Chief Executive Officer of Datlabs (Private) Limited; and a Non-Executive Chairman of PPC Zimbabwe and Delta Corporation. He has experience in manufacturing, healthcare services, property, food packaging, textiles, transport, education, retailing, cement and financial services (banking and insurance) in listed and private companies in Zimbabwe and South Africa. He has served on various boards including CBZ, ZIMFLOW, ZB Life and NICOZ. Mr. Moyo participates in various charitable and civic trusts including Mater Dei Hospital, Falcon College and Masiyephambili Trust.

To elect the following Director, Lovejoy Nyandoro, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election.

National Foods Finance Director Lovejoy Nyandoro is a Chartered Accountant (CA (Z)) and a holder of BSC Mathematics Honours (UZ). He completed his articles of clerkship with Deloitte and Touche in 2000. Thereafter, Lovejoy worked in the corporate sector before joining the National Foods Group in 2005. He has served the Group in various roles and has now acquired a broad depth of experience across the operations of the Company.

To approve the Appointment of Mr Manojkumar ('Manoj') Bhikhabhai Naran who was appointed as Director of the Company with effect from 28th October 2020, and who in terms of the Articles of Association of the company is required to retire from the Board at the Annual General Meeting and being eligible, offers himself for re-election.

Manoj is a Chartered Accountant with vast experience in the Milling as well as the broader FMCG sectors. He started his career as an Internal Auditor in 1995 and completed his Articles with Fisher Hoffman PKF in 2002. He has held various senior financial roles in the FMCG field over the past 15 years. Manoj joined Tiger Brands in April 2010 as Finance Director of Jungle and King Foods and later moved to the Milling Division where he was appointed Managing Director in January 2019. He is the Chairman of the Tiger Brands Medical Aid Scheme as well as the Chairman of the Deli Foods (Nigeria) Audit Committee. He is also the Chairperson and a Director of the National Chamber of Milling in South Africa.

DIRECTORS' FEES

3. To approve Directors remuneration for the financial year ended 30 June 2020.

AUDITORS FEES AND APPOINTMENT

4. a) To approve the fees of the Auditors for the financial year ended 30 June 2020.
b) To appoint Deloitte and Touche as Auditors for the Company. This change has been necessitated in terms of Section 69(6) of the ZSE listing requirements, SI 134 of 2019, whereby Companies must change their Audit firm every ten years.

SPECIAL BUSINESS

APPROVAL OF SHARE BUY BACK

5. To consider, and if deemed appropriate to pass with or without amendment, the following special resolution: - That the Company be authorised in advance, in terms of the Companies and Other Business Entities Act (Chap 24:31) - and the Zimbabwe Stock Exchange Listing Requirements, to purchase its own shares, upon such terms and conditions and in such amounts as the Directors of the Company may from time to time determine, which terms and conditions and amounts are specified as follows:-

- i) **This Authority shall:**
 - a) Expire on the date of the Company's Next Annual General Meeting; and
 - b) Be a renewable mandate; and
 - c) Be subject to the requirements of the regulations of the Zimbabwe Stock Exchange; and
- ii) **Acquisitions shall be limited to the following class and aggregate maximum number of shares:**
 - a) Class of Shares: Ordinary
 - b) Aggregate maximum number of shares to be purchased: 20% (twenty percent) of the total number of Ordinary Shares in issue in the financial year of the repurchase.

- iii) The maximum and minimum prices respectively, at which such ordinary shares may be acquired will be the weighted average of the market price at which such ordinary shares are traded on the Zimbabwe Stock Exchange, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the company; and

- iv) the repurchases will not be made at a price greater than 5 per centum above the weighted average of the market value for the securities for the five business days immediately preceding the date of the repurchase.

- v) A press announcement will be published as soon as the company has acquired ordinary shares constituting on a cumulative basis in the period between annual general meetings, 3% (three per cent) of the number of ordinary shares in issue prior to the acquisition.

- vi) If during the subsistence of this resolution, the Company is unable to declare and pay a cash dividend, then this resolution shall be of no force and effect.

(NOTE: In terms of this resolution, the Directors are seeking authority to allow use of the Company's available cash resources to purchase its own shares in the market in terms of the Companies Act and the regulations of the Companies and Other Business Entities Act and the regulations of the Zimbabwe Stock Exchange, for treasury purposes. The Directors will only exercise the authority if they believe that to do so would be in the best interests of shareholders generally. In exercising this authority the Directors will duly take into account following such repurchase, the ability of the Company to be able to pay its debts in the ordinary course of business, the maintenance of an excess of assets over liabilities, and for the Company the adequacy of ordinary capital and reserves as well as working capital.)

APPROVAL OF LOANS TO EXECUTIVE DIRECTORS

6. To resolve the following ordinary resolution, with or without amendments: "That the Company be and is hereby authorized to make any loan to any Executive Director or to enter into any guarantee or provide any security in connection with a loan to such Executive Director for the purpose of enabling him to properly perform his duty as an officer of the Company as may be determined by the Remuneration Committee of the Board of Directors, provided that the amount of the loan or the extent of the guarantee or security shall not exceed the annual remuneration of that Director."

REDENOMINATION OF SHARES IN ZWL

7. To pass the following special resolution with or without amendment: "The Authorized Share Capital of the Company is currently US\$730,000 divided into 73,000,000 Ordinary Shares of US\$0,01 each and the Issued Share capital is currently US\$684,001.08 divided into 68,400,108 Ordinary Shares of US\$0,01 each. The Authorized Share Capital will be redenominated to ZWL730 000 divided into 73,000,000 Ordinary Shares of ZWL 0,01 each and the Issued Share Capital will be redenominated to ZWL 684,001.08 divided into 68,400,108 Ordinary Shares of ZWL 0,01 each."

(Note: Following the re-introduction of the Zimbabwe Dollar as the sole legal tender in Zimbabwe through Statutory Instrument 142/2019, gazetted on the 24th June 2019 as read with the Finance Act No 2 of 2019, as read with section 304 of the Companies and Other Business Entities Act, the share capital of the Company which is expressed in United States Dollars needs to be redenominated to align with the said SI142/2019 and Finance Act No.2 of 2019. The redenomination of share capital is to be effected through the passing of a Special Resolution as required by section 81 of the Companies and Other Business Entities Act.)

TO APPROVE AND ADOPT AMENDMENTS TO THE NATIONAL FOODS' WORKERS' TRUST (PVT) LTD: MEMORANDUM OF ASSOCIATION, ARTICLES OF ASSOCIATION AND THE AGREEMENT OF DONATION ON TRUST BETWEEN NATIONAL FOODS' WORKERS' TRUST (PVT) LTD AND NATIONAL FOODS HOLDINGS LIMITED

8. To resolve as special resolutions to amend: the Agreement of Donation on Trust between National Foods Holdings Limited and the National Foods Workers Trust (Private) Limited; and the Memorandum of Association and Articles of Association of the National Foods Workers Trust (Pvt) Ltd.

[NOTE: The resolutions that are being proposed, together with all relevant documentation, are contained in the National Foods Holdings Limited Annual Report.]

ANY OTHER BUSINESS

9. To transact any other business competent to be dealt with at an Annual General Meeting

10. Appointment of Proxy

In terms of the Companies and Other Business Entities Act (Chap 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. Proxy forms should be forwarded to reach the office of the Company Secretary at least 48 (forty-eight) hours before the commencement of the meeting.

BY ORDER OF THE BOARD

Leigh Caroline Howes
Group Legal Counsel And Company Secretary
10 Stirling Road
Workington
Harare
19 October 2020