

## NOTICE TO MEMBERS – ANNUAL GENERAL MEETING

Notice is hereby given that the **Second Annual General Meeting of the members of Cassava Smartech Zimbabwe Limited** will be held at the Registered Office of the Company at 1906 Borrowdale Road, Harare on **Friday, 5 March 2021 at 1200hrs** for the purposes of transacting the business indicated below. However, owing to COVID-19 restrictions, the Chairman has determined in accordance with Article 55, that the shareholders connect virtually. The Company has put in place an audio -visual communication facility that will enable members to be heard and seen by all other persons so present whether physically or virtually, by logging onto <https://cassava.escrowagm.com/>. The Chairman is satisfied that the measures for an audio-visual communication system set up by the company meets the requirements of Article 55.

### ORDINARY BUSINESS

To consider and adopt, with or without amendment, the following resolutions:

**1. Adoption of Financial Statements for the year ended 29 February 2020**

To receive and adopt the financial statements for the year ended 29 February 2020 together with the reports of the Directors and auditors thereon.

**2. Election of Directors**

To appoint/ reappoint directors. In accordance with Article 81 of the Company's Articles of Association Mr. D T Mandivenga, Mr. M L Bennett and Dr. Z Dillon retire by rotation at the Company's Annual General Meeting and, being eligible, offer themselves for re-election. Each Director listed below shall be separately elected:

**2.1** Mr. D T Mandivenga

**2.2** Mr. M L Bennett

**2.3** Dr. Z Dillon

**3. Directors' Remuneration**

To approve the remuneration of Directors for the year ended 29 February 2020.

**4. Approval of Auditors' Fees and Appointment of Auditors**

**4.1** To approve the auditors' fees for the previous year.

**4.2** To consider the re-appointment of Deloitte & Touche as auditors of the Company until the next Annual General Meeting.

*(Note The Group has adopted the requirements of the Companies and Other Business Entities Act (Chapter 24:31): Section 191 (11) and the ZSE Listing Requirements (SI 134/2019): Section 69 (6) from the date of enactment. Messrs. Deloitte and Touche have been auditors to the Group for a period of 3 years. The Group is in compliance with the relevant laws and regulations.)*

### SPECIAL BUSINESS

**5. Renewal of Share Buy-back Authority**

To consider and adopt, with or without amendment, the following resolutions:

As an Ordinary Resolution: "That the Company, as duly authorised by Article 10 of its Articles of Association, may undertake the purchase of its own ordinary shares in such manner or on such terms as the Directors may from time to time determine, provided that the repurchases are not made at a price greater than 5% above the weighted average of the market value for the securities for the five business days immediately preceding the date of the repurchase and also provided that the maximum number of shares authorized to be acquired shall not exceed 10% (ten percent) of the Company's issued ordinary share capital.

"That this authority shall expire at the next Annual General Meeting and shall not exceed 15 months from the date of the resolution."

After considering the effect of the maximum repurchase of the shares, the Directors are confident that:

- The Company will be able to pay its debts for a period of 12 months after the date of the Annual General Meeting.
- The assets of the Company will be in excess of liabilities.
- The share capital and reserves of the Company are adequate for a period of 12 months after the date of the notice of the Annual General Meeting.
- The Company will have adequate working capital for a period of 12 months after the date of the notice of the Annual General Meeting.

### NOTES:

- The 2020 Annual Report can be accessed on the Company's website: [www.cassavasmartech.co.zw](http://www.cassavasmartech.co.zw). Electronic copies of the 2020 Annual Report (which includes the financial statements, Directors' and Auditors' Report) shall be emailed to those shareholders whose email addresses are on record.
- In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member of the Company is entitled to appoint a proxy to attend, vote and speak in his/her stead at this meeting. A proxy need not be a member of the Company. Proxy forms should be forwarded to reach the office of the Transfer Secretaries at [info@fts-net.com](mailto:info@fts-net.com), or the Group Company Secretary at [companysecretary@cassavasmartech.co.zw](mailto:companysecretary@cassavasmartech.co.zw) not less than 48 hours before the scheduled meeting time.
- Members are requested to advise the Transfer Secretaries of their e-mail addresses and any changes to their contact numbers and/ or postal addresses.
- Members are hereby advised to use the following dedicated helplines for assistance with the virtual AGM process:  
Telephone: +263772289768;  
Econet toll free: 08080277;  
WhatsApp: 0737594405.

### By Order of the Board

**Mrs C R Daniels**  
Group Company Secretary

**10 February 2021**

#### Registered Office:

1906 Borrowdale Road, Borrowdale,  
Harare, Zimbabwe.  
Email: [investor@cassava.co.zw](mailto:investor@cassava.co.zw)  
website: [www.cassavasmartech.co.zw](http://www.cassavasmartech.co.zw)

#### Registrars and Transfer Secretaries:

**First Transfer Secretaries (Private) Limited**  
1 Armagh Avenue, Eastlea,  
Harare, Zimbabwe.  
Email: [info@fts-net.com](mailto:info@fts-net.com)