

Members are hereby advised that the following Resolutions were unanimously passed without alterations or amendments at the Eighteenth Annual General Meeting of the Shareholders of OK Zimbabwe Limited held on 29th July 2021.

RESOLUTION	RESULT		
Ordinary Business			
1. CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 March 2021, together with the Report of the Directors and Auditors thereon.	Passed		
2. Dividend To confirm the payment of a final dividend of 54 ZWL cents per share following an interim dividend of 26 ZWL cents giving a total dividend of 80 ZWL cents per share for the year ended 31 March 2021.	Passed		
3. Directorate			
3.1 To note the resignation of Mr. Bruce Armstrong Carter from the Board of Directors with effect from 1 December 2020.	Noted		
3.2 To note the retirement of Mr. Alex Edgar Siyavora as Group Chief Executive Officer with effect from 31 March 2021. With his retirement, Mr. Siyavora steps down from the Board of Directors with effect from the same date.	Passed		
3.3 To confirm the appointment of Mr. Maxen Phillip Karombo as Chief Executive Officer and Director of the Company with effect from 1 April 2021.	Passed		
3.4 To confirm the appointment of Mr. Simon Masanga to the Board of Directors with effect from 1 April 2021. In terms of Article 107 of the Articles of Association of the Company, Mr. Masanga is required to retire from the Board at his first Annual General Meeting. Being eligible, he offers himself for re-election.	Passed		
3.5 In terms of the Company's Articles of Association, the following Directors retire at the conclusion of the meeting. The Directors being eligible, offer themselves for re-election:-			
3.5.1 Mrs. Rose Mavima;	Passed		
3.5.2 Ms. Rufaro Audrey Maunze; and	Passed		
3.5.3 Mrs. Lyndsay Webster-Rozon.	Passed		
4. Auditors' Fees and Appointment of Auditors			
4.1 To approve the auditors' fees for the past financial year.	Passed		
4.2 To reappoint Messrs. Deloitte & Touche Chartered Accountants (Zimbabwe) as Auditors of the Company for the ensuing year. <i>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 in excess of 10 years. The</i>	Passed		
		<i>External Auditors shall serve for the final year paving way for appointment of a new audit firm.</i>	
		5. SPECIAL BUSINESS	
		5.1 SHARE OPTION SCHEME – 2022 To consider, and if deemed fit, pass with or without modification, the following resolution: As an Ordinary Resolution	
		5.1.1 THAT the Directors be and are hereby authorized to establish a share option scheme effective from the 1st of April 2022 to be called "Share Option Scheme – 2022" and to grant options in respect of the rules of the Scheme, such options in aggregate not exceeding sixty three million one hundred and eighty one thousand four hundred and sixty four (63,181,464) ordinary shares, being 5% of the one billion two hundred and sixty three million six hundred and twenty nine thousand two hundred and eighty nine (1,263,629,289) ordinary shares in issue as at 31 May 2021;	Passed
		5.1.2 THAT the Share Option Scheme – 2019 be withdrawn with effect from the date of commencement of Share Option Scheme – 2022;	Passed
		5.1.3 THAT, with effect from the date of commencement of Share Option Scheme - 2022, no further options shall be granted under the Share Option Scheme – 2019 but without prejudice to the subsisting rights of any participants already granted Options prior to the termination of the 2019 Scheme.	Passed
		5.2 ALLOTMENT OF SHARES TO THE OK EMPLOYEES SHARE PARTICIPATION TRUST To consider and, if deemed fit, pass, with or without modification, the following resolution: As an Ordinary Resolution	
		5.2.1 THAT the Directors be and they are hereby authorized to allocate twenty five million two hundred and seventy two thousand five hundred and eighty six (25,272,586) ordinary shares to the OK Employees Share Participation Trust through an allotment from the Company's unissued shares held under the control of the Directors in terms of a Shareholders' Resolution dated 23 August 2001.	Passed
		5.2.2 THAT the Directors be and they are hereby authorized to allocate, at the end of each financial year, to the OK Employee Share Participation Trust through an allotment from the Company's unissued shares such shares as may be required should the Trust's shareholding in the Company be below 2% of the issued share capital of the Company at the end of each financial year.	Passed
		5.3 SUBSTITUTION OF ARTICLES OF ASSOCIATION Adoption of Substituted Memorandum and Articles of Association of the Company	
		5.3.1 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 134/2019).	Passed

By order of the Board

12th August 2021



M. MUNYURU (MRS.)
COMPANY SECRETARY