

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

Notice is hereby given that the 66th Annual General Meeting of members will be held virtually on Thursday, 8 December 2022 at 10.30 hours for the purpose of transacting the following business: -

A. ORDINARY BUSINESS

1. Financial Statements

To receive, consider and adopt the Financial Statements for the year ended 31 December 2021 together with the Report of the Directors and Auditors thereon.

2. Appointment of Directors

2.1 To confirm the appointment of Mr. M.S. Bindra by the Board of Directors on the 18th of June 2021 in terms of Article 22 of the Company's Articles of Association.

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

- a) Mr. C. Dengu retires by rotation in terms of Article 23 of the Company's Articles of Association and being eligible offers himself for re-appointment.
- b) Mr. M.T. Sachak retires by rotation in terms of Article 23 of the Company's Articles of Association and being eligible offers himself for re-appointment.
- c) Mr. M.S. Bindra retires by rotation in terms of Article 23 of the Company's Articles of Association and being eligible offers himself for re-appointment.

3. Directors Remuneration

To approve the remuneration of the Directors for the year ended 31 December 2021.

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

4. Auditor's Fees and Appointment

a) To approve the remuneration of the Auditor for the financial year ended 31 December 2021.

b) To appoint an Auditor for the ensuing year until the conclusion of the next Annual General Meeting. KLM Chartered Accountants being eligible, offer themselves for election as the Auditor of the Company.

(NOTE: In terms of Section 69(6) of SI 134 of 2019 Securities and Exchange (Zimbabwe Stock Exchange Listing Requirements) Rules, 2019, companies must change their audit partners every five years and their audit firm every ten years. KLM Chartered Accountants have been auditing RioZim Limited for the past 4 months and as such are compliant with the laws and regulations)

B. SPECIAL BUSINESS

1. 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 and Articles of Association and the Zimbabwe Stock Exchange Listing Requirements."

C. ANY OTHER BUSINESS

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

D. APPOINTMENT OF PROXY:

- i) In terms of the Companies and 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 its/his/her behalf. A proxy need not be a member of the Company.
- ii) 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 2021 Annual Report from the registered office of the Company or from the office of the Transfer Secretaries. The 2021 Annual Report is also available for download from the Company's website www.riozim.co.zw.