

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the twenty seventh (27th) Annual General Meeting ("AGM") of the Company will be held at Farm & City Boardroom, 1st Floor Farm & City Complex, No 1 Wynne Street, Harare on Friday 31 March 2023 at 11:00 am to consider the following business:

ORDINARY BUSINESS

Financial Statements

1. To receive and adopt the financial statements for the year ended 30 September 2022, together with the reports for the Directors and Auditors thereon.

2. Re-election of Directors

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

2.1 To re-elect Mr A. Denenga who retires by rotation in terms of the Articles of Association and being eligible, offers himself for re-election.

Mr. Denenga attended the University of Pretoria where he graduated with a Bachelors in Law. He has worked for the Regional office of the United Nations Office on Drugs and Crime as Assistant Regional Project Coordinator. He has also worked for Nisela Capital, a financial advisory firm based in Sandton, Pretoria with key work in Public Private Partnerships and Agricultural acquisitions. Aaron resigned from his post to take over his family's farm in Beatrice, Zimbabwe where he has been awarded National Young Farmer of the Year for two consecutive years, 2017 - 2018, and is a spokesman for youth in farming. He is also a registered Financial Advisor in South Africa and a member of the Institute of Risk Management South Africa.

2.2 To re-elect Mr. A. Hamilton (with R.L. Hamilton as alternate) who retires by rotation in terms of the Articles of Association and being eligible, offers himself for re-election.

Mr. A.S. Hamilton is a director of several companies in the UK. He is the founder of City Estates in Brighton & Hove and co-manages a billion dollar property portfolio. He is a skilled administrator holding several qualifications.

Mr. R. L. Hamilton was born and educated in the United Kingdom. He has extensive international business experience and co-manages a billion dollar property portfolio. Mr. Hamilton also serves on a number of other boards internationally.

3. Appointment of a Director

To consider and confirm the appointment of Ms Waraidzo Esther Munakopah to the Board of Directors. Ms Munakopah is a Human Resources Practitioner who holds, amongst other qualifications, a Master of Science in Development Studies degree from the Women University in Africa. She is an experienced, resourceful, and agile human capital and governance professional.

4. Director's Remuneration

To confirm Directors' fees for the year ended 30 September 2022.

5. Auditors

5.1 To approve the remuneration of the auditors for the year ended 30 September 2022;

5.2 To appoint external auditors of the Company for the ensuing year. The current auditors, Messrs Baker Tilly Chartered Accountants (Zimbabwe), offer themselves for re-appointment.

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Election of Directors

At each AGM, one third of the Directors (other than the Managing Director) or, if their number is not a multiple of three, then the number nearest to but not being less than one third shall retire. The directors retiring from office shall be eligible for re-election (Articles 68 and 69).

No person other than a director retiring at the meeting shall, unless recommended by other directors, be eligible for the office of director unless, not less than seven or more than twenty-one clear days before the date appointed for the meeting, there shall have been given to the Secretary notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected (Article 70).

Notes

1. In terms of the Companies & Other Business Entities Act (Chapter 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. A proxy need not be a member of the Company.

2. In terms of clause 50 of the Company's Articles of Association, instruments of proxy must be lodged at the registered office of the Company at least forty eight hours before the time appointed for holding of the meeting.

3. Members are requested to advise the Transfer Secretaries in writing of any change in address.

By order of the Board



P. Hare
Group Company Secretary
1 March 2023