

NOTICE TO ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventy Third Annual General Meeting of Shareholders is to be held at the Zimplow Holdings Limited Head Office 36 Birmingham Road, Southerton Harare at 1000hrs on 29 June 2023 as well as virtually via the link <https://escroagm.com/eogmZim/Login.aspx> for the purpose of transacting the following business below :-

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on 21 July 2022.
2. To receive, approve and adopt the audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 December 2022.
3. To re-elect the following Director, Mr L. Kennedy, who retires from the Board by rotation in terms of the Articles of Association of the Company and being eligible, offers himself for re-election. Mr Kennedy has extensive experience in agribusiness and agriculture, including hands - on experience in managing farming operations. His career in the agricultural sector spans over 25 years.
4. To re-elect the following Director, Mr G. Pio, who retires from the Board by rotation in terms of the Articles of Association of the Company and being eligible, offers himself for re-election. Mr Pio is an industrialist with over twenty (20) years' experience in agriculture, business management, engineering, project management and project development. He is currently the Managing Director of Warapp Engineering, Zimbabwe.
5. To elect the following Director, Mrs Vere is a registered legal practitioner with a wealth of working experience in the areas of corporate governance, compliance, legal risk management and business management, attained over twenty (20) years working for the Ministry of Justice, insurance and the telecommunications industry. She holds a Masters in Laws (LLM), Bachelor of Law Honours Degree (LLB), a Diploma in Finance and Accounting and an Executive Diploma in Business Administration.
6. To approve the Directors' remuneration for the financial year ended 31 December 2022.
7. (a) To approve the remuneration of the outgoing Auditors, Messrs Ernst & Young Chartered Accountants (Zimbabwe) for the year ended 31 December 2022.
(b) To appoint new Auditors of the Company, Messrs Grant Thornton Zimbabwe until the conclusion of the next Annual General Meeting.

NOTE: In terms of Section 69(6) of the ZSE listing requirements, companies must change their audit partners every five years and their audit firm every ten years. Ernst & Young Chartered Accountants (Zimbabwe) has served the Company for the past 10 years.

SPECIAL BUSINESS

8. Approval of Share Buy- Back

To consider and if deemed fit, to pass with or without modification, the following special resolution: "That the Company authorises in advance, in terms of the Companies and Other Business Entities Act [Chapter 24:31] and the ZSE Listing Requirements, the purchase by the Company of its own shares upon such terms and conditions and in such amounts as the Directors of the Company may from time to time determine and such authority hereby specifies that:

- i. The authority in terms of this resolution shall expire on the date of the Company's next Annual General Meeting; and
- ii. Acquisitions shall be of ordinary shares which, in the aggregate in any one financial year, shall not exceed 10% (ten per centum) of the Company's issued ordinary share capital; and
- iii. The maximum and minimum prices, respectively, at which such ordinary shares may be acquired will not be more than 5% (five per centum) above and 5% (five per centum) below the weighted average of the market price at which such ordinary shares are traded on the ZSE as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company; and
- iv. 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 centum) of the number of ordinary shares in issue prior to the acquisition; and
- v. 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 and Other Business Entities Act [Chapter 24:31] and the ZSE Listing Requirements. 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 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.

ANY OTHER BUSINESS

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

Proxies

In terms of the Companies and 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. 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.

Members who may not physically be able to attend the meeting shall be able to do so via the eAGM platform and such members are requested to register using the link above, at least 48 (forty-eight) hours before the commencement of the meeting or to inform the Share Transfer Secretaries to make appropriate arrangements.

BY ORDER OF THE BOARD



SHARON MANANGAZIRA (MRS)
GROUP COMPANY SECRETARY

Zimplow Holdings Limited
Head Office
No. 36 Birmingham Road,
Southerton,
Harare

8 June 2023



DIRECTORS: G.T. Manhambara (Chairman), V. Nyakudya*, L. Kennedy, B.N. Kumalo, K. Patel, G. Pio (*Executive)

36 Birmingham Road Southerton, Harare, Zimbabwe.

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