



AGM NOTICE

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting (“AGM”) of the shareholders of Rainbow Tourism Group Limited (“the Company”) will be held in the Jacaranda Rooms 2 and 3 at the Rainbow Towers Hotel and Conference Centre, 1 Pennefather Avenue, Samora Machel Avenue West on Thursday 27 July 2023 at 1200 Hours.

The AGM shall transact the following business;

A. CONSTITUTION OF MEETING

1. To table forms of proxy
2. To declare the meeting constituted
3. To confirm Minutes of Previous Annual General Meeting

B. ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS

To receive and adopt the financial statements and the reports of directors and auditors for the year ended 31 December 2022.

2. DIRECTORS' FEES

To approve the remuneration and emoluments of the directors for the year ended 31 December 2022 in accordance with section 207(2) of the Companies and Other Business Entities Act [Chapter 24:31].

(The aggregate directors' emoluments are included in the Annual Report.)

3. DIVIDEND

To confirm payment of a final dividend for the year ended 31 December 2022.

4. DIRECTORATE

In terms of article 99 of the Company's Articles of Association, Messrs' Givemore Taputaira and Andrew Bvumbe are to retire by rotation and being eligible, offer themselves for re-election.

The re-election resolutions are to be tabled separately for each Director.

5. AUDIT COMMITTEE

To receive and adopt the report of the Audit Committee on its activities in accordance with section 219(2)(e) of the Companies and Other Business Entities Act [Chapter 24:31].

6. CORPORATE GOVERNANCE

To receive and adopt the Board's Corporate Governance report on the Company's compliance with corporate governance regulations and principles in terms of section 167(5)(e) of the Companies and Other Business Entities Act [Chapter 24:31].

7. AUDITORS

7.1 To fix/approve the remuneration of Messrs. BDO Zimbabwe Chartered Accountants for the past year's audit in accordance with section 191 of the Companies and Other Business Entities Act [Chapter 24:31].

7.2 To confirm the re-appointment of BDO Zimbabwe Chartered Accountants as auditors of the Company until the next Annual General Meeting.

C. SPECIAL BUSINESS

TO CONSIDER AND IF DEEMED FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS;

AS A SPECIAL RESOLUTION;

1. To increase the Company's authorized share capital in accordance with article 50 of the Company's Articles of Association from the current 2,500,000,000 (two billion, five hundred million) shares to 5,000,000,000 (five billion) shares.

"No issue of these shares is contemplated at the present time and no issue will be made which could effectively transfer the control of the company without prior approval of shareholders in general meeting."

AS AN ORDINARY RESOLUTION;

2. To authorize the Company to make a loan to any Executive Director or to enter into any guarantee or provide any security in connection with a loan to such Executive Director for the purpose of enabling the Director to properly perform their duty as an officer of the Company in terms of Section 208(2)(b) of the Companies and Other Business Entities Act [Chapter 24:31], as may be determined by the Human Resources and Remuneration Committee of the Board of Directors, provided that the amount of the loan or the extent of the guarantee or security shall not exceed two times the annual remuneration of the Director.

D. ANY OTHER BUSINESS

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

E. ATTENDANCE, PROXIES AND VOTES

A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and on a poll, vote in his/her stead. A proxy need not be a member of the Company. Proxy forms should be submitted at least 48 hours before the commencement of the meeting.

A Special Resolution is required to be passed by a majority of seventy-five percent of those present and voting (including proxy votes), representing not less than twenty-five percent of the total number of votes in the Company.

Please be advised that the 2022 Annual Report can be accessed on the Company's website: <https://rtgafrika.com/full-year-reports/>. The Annual Report, (which includes the financial statements, Directors' and Auditors' Report as well as other reports) shall be emailed to those shareholders whose email addresses are on record.

By order of the board

**TAPIWA MARI
COMPANY SECRETARY**