



NOTICE OF MEETING

Notice is hereby given that the ninety-fourth ANNUAL GENERAL MEETING of members of Tanganda Tea Company Limited will be convened at the Country Club, 1 Brompton Close, Newlands, Harare, on Thursday 7 March 2024 at 09.00 hours to transact the business below. Shareholders will be asked to connect and attend the meeting virtually. The meeting login instructions are at the end of this notice.

ORDINARY BUSINESS

1. ANNUAL FINANCIAL STATEMENTS AND REPORTS

- 1.1 To receive, consider and adopt the Company Financial Statements for the year ended 30 September 2023 together with reports of the Directors and Auditors thereon.

2. DIVIDEND

- 2.1 To confirm Directors resolution not to declare a dividend having considered the need to preserve cashflow and to reinvest into the business.

3. DIRECTORATE

- 3.1 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election:
• Bruce Hendrik Henderson
- 3.2 To consider the re-appointment of the following Director who retires by rotation and being eligible offers herself for re-election:
• Rufaro Audrey Mauenze
- 3.3 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election:
• Matthew John Stewart Moxon

4. DIRECTORS FEES

- 4.1 To confirm Director's fees amounting to ZWL 563,555,198 for the year ended 30 September 2023.

5. AUDITORS' FEES AND APPOINTMENT OF AUDITORS

- 5.1 To approve the auditors' fees of ZWL 718,773,409 for the Company for the year ended 30 September 2023.
- 5.2 To appoint Ernst & Young Chartered Accountants (Zimbabwe) as the auditors of the Company for the year ending 30 September 2024.

Note 1. The Company has adopted the requirements of the Companies and Other Business Entities Act Chapter 24:31 Section 191(11) and the ZSE Listings requirements (Statutory Instrument 134/2019) Section 69(6) from the date of enactment. Messrs. Deloitte & Touche have been the Company's independent auditors for more than ten years. Deloitte & Touche stepped down as the auditors of the Company, in view of the requirements of Section 69(6) of the ZSE Listings Requirements. The Board of Directors recommends the appointment of Messrs. Ernst & Young as the new auditors for the Company's ensuing financial year.

Note 2. 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 to be a member of the Company and shall not be a director or officer of the Company. Proxy forms must be lodged with the secretary not less than forty-eight (48) hours before the time of holding of the meeting.

By order of the Board

Sharon N. Kodzanai
Company Secretary
14 February 2024

LOGIN INSTRUCTIONS

May you please ensure that you have downloaded the ZOOM application and follow login instructions below:

Meeting ID: 831 8945 1097

1. Password: Shareholders to contact the Transfer Secretaries on the following numbers +263772862956 and +263773668857.

2. Write your username on Zoom in the format below:

XXXXXX SHAREHOLDER NAME

Where XXXXXX is your shareholder number.

If you have any challenges, kindly contact us on +263772862956 and +263773668857

FORM OF PROXY

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I/We _____ (Name/s in block letters)

of _____

being a holder of _____ shares in the Company hereby appoint

1. _____ of _____
or failing him/her

2. _____ of _____

As my/our proxy to act for me/us at the AGM for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name (see note 2) in accordance with the following instructions:

| Resolution | For | Against | Abstain |
|--|-----|---------|---------|
| Ordinary Resolution number 1 1.1 To receive, consider and adopt the financial statements for the year ended 30 September 2023 together with the reports of the Directors and Auditors thereon. | | | |
| Ordinary Resolution number 2 2.1 To confirm Directors resolution not to declare a dividend having considered the need to preserve cashflow and to reinvest into the business. | | | |
| Ordinary Resolution number 3 3.1 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Bruce Hendrik Henderson | | | |
| Ordinary Resolution number 3 3.2 To consider the re-appointment of the following Director who retires by rotation and being eligible offers herself for re-election: Rufaro Audrey Mauenze | | | |
| Ordinary Resolution number 3 3.3 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Matthew John Stewart Moxon | | | |
| Ordinary Resolution number 4 4.1 To confirm Directors' fees amounting to ZWL 563,555,198 for the year ended 30 September 2023. | | | |
| Ordinary Resolution number 5 5.1 To approve the auditors' fees of ZWL 718,773,409 for the Company for the year ended 30 September 2023. | | | |
| Ordinary Resolution number 5 5.2 To appoint Ernst & Young Chartered Accountants (Zimbabwe) as the auditors of the Company for the year ending 30 September 2024. | | | |

Every person present and entitled to vote at the AGM shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Please read the notes appearing on the reverse hereof.

Signed at _____ on _____ 2024

Signature(s) _____

Assisted by me _____

Full name(s) of signatory/ies if signing in a representative capacity (see note 2) (please use block letters)
INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

- In terms of the Companies and Other Business Entities Act, 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 or her stead. No Director or Officer of the company may be appointed as a proxy for a Member. A proxy need not be a member of the Company.
- A deletion of any printed matter and the completion of any blank spaces need not be signed or initialed. Any alteration or correction must be initialed by the signatory/ies.
- The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - Under a power of attorney
 - On behalf of a company unless that person's power of attorney or authority is deposited at the offices of the Company's Zimbabwe transfer secretaries, not less than forty-eight (48) hours before the meeting.
- If two or more proxies attend the meeting then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
- When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
- The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
- In order to be effective, completed proxy forms must reach the Company's transfer secretaries not less than 48 hours before the time appointed for the holding of the meeting.
- Please ensure that name(s) of the member(s) on the form of proxy and the voting form are the same as those on the share register.
- Please be advised that the number of votes to which a member is entitled is determined by the number of shares recorded in the share register 48 hours before the time appointed for the holding of the meeting.

OFFICE OF THE ZIMBABWE TRANSFER SECRETARIES

ZB Transfer Secretaries
21 Natal Road
Avondale
P O Box 2540
Harare
Zimbabwe
Telephone 263 242 759660/9



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2. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory/ies.
3. The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - i. Under a power of attorney
 - ii. On behalf of a companyunless that person's power of attorney or authority is deposited at the offices of the Company's Zimbabwe transfer secretaries, not less than forty-eight (48) hours before the meeting.
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