

## NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that the twenty ninth (29<sup>th</sup>) Annual General Meeting ("AGM") of CFI Holdings Limited (the Company) will be held in the Farm & City Boardroom, 1 Wynne Street, Harare on Monday 31 March 2025 at 11:00 am, for the purpose of transacting the following business:

### ORDINARY BUSINESS

#### 1. Financial Statements

To receive and adopt financial statements for the year ended 30 September 2024, together with the reports of 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.S Hamilton, who retires by rotation in terms of the Articles of Association and being eligible, offers himself for re-election.

Mr. Hamilton 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.

##### 2.2

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 has worked for the Regional office of the United Nations Office on Drugs and Crime as Assistant Regional Project Coordinator. He is also a registered Financial Advisor in South Africa and a member of the Institute of Risk Management South Africa.

##### 2.3

To re-elect Ms. W.E. Munakopah who retires by rotation in terms of the Articles of Association and being eligible, offers herself for re-election

Ms. Munakopah is a human resources practitioner who holds among other qualifications a Master of Science in Development Studies from the Women University in Africa. She is an experienced, resourceful and agile human capital and governance professional.

#### 3. Directors Remuneration

To confirm directors' fees for the year ended 30 September 2024.

#### 4. Auditors Fees and Appointment

4.1 To approve the remuneration of the Auditors for the year ended 30 September 2024.

4.2 To reappoint Messrs Baker Tilly Chartered Accountants (Zimbabwe), who have been the Company's External Auditors for 7 years. Mr. Fungai Nyagwaya (PAAB Number 0477) has served as the engagement audit partner to the Company for 1 year.

### 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 nor 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 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.
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 48 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 & Legal Counsel  
3 March 2025