

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth (10th) Annual General Meeting of the Members of Proplastics Limited will be held at Meikles Hotel Cnr Jason Moyo/Third Street on Thursday, 11 June 2025 at 10.00 hours.

ORDINARY BUSINESS

1. Approval of Financial Statements and Reports

To receive, consider and adopt the audited financial statements for the year ended 31 December 2024, together with the reports of the Directors and Auditors thereon.

2. Election of Directors (each director will be separately elected):

- 2.1 To elect Mr. Benny T.Deda, who was appointed as a Director during the past financial year.
- 2.2 To elect Mrs. Thembiwe Chikosi Mazingi, who was appointed as a Director during the past financial year.
- 2.3 To re-elect Mrs. Sandra Roberts, who retires by rotation in terms of the Articles of Association of the Company and being eligible, offers herself for re-election.
- 2.4 To re-elect Mr. Herbert Mashanyare, who retires by rotation in terms of the Articles of Association of the Company and being eligible, offers himself for re-election.

3. Directors' Fees

To approve the fees of the Directors for the year ended 31 December 2024.

4. External Auditor's Appointment and Compensation

- 4.1 To approve the compensation of KPMG Chartered Accountants for 2024.
- 4.2 To approve appointment of KPMG Chartered Accountants (Zimbabwe) as the Company's auditors for 2025 (in terms of section 69(6) of the ZSE Listing Requirements companies must change their audit partners every 5 years and their audit firm every 10 years. KPMG Chartered Accountants Zimbabwe has been the Company's auditor for 5 years).

5. Dividend

To declare a final dividend of US 0.12 cents per ordinary share in the capital of the Company.

SPECIAL BUSINESS

6. Approval of Share Buy-Back

To consider, and if deemed fit, to pass, with or without amendments, the special resolution set out below:

- i. "That the Company authorises, in terms of Article 60 of its Articles of Association and section 129 of the Companies and Other Business Entities Act (Chapter 24:31), and the Zimbabwe Stock Exchange Listing requirements, the purchase of its own ordinary shares upon such terms and conditions as the Directors may from time to time determine, and such authority hereby specifies that:
 - ii. The maximum number of shares authorized to be acquired in any one financial year shall not exceed 10% (ten percent) of the Company's issued ordinary share capital.
 - iii. This authority shall expire at the next Annual General Meeting and shall not exceed beyond 15 (fifteen months) from the date of this resolution.
 - iv. The maximum and minimum price at which such ordinary shares are to be acquired will not be more than 5% (five percent) above nor 5% (five percent) below the weighted average of the market price at which such ordinary shares are traded at the Zimbabwe Stock Exchange as determined over the 5 (five) business days immediately preceding the date of the purchase of such ordinary shares by the Company.
 - v. The repurchased shares will be cancelled.

Directors' statement

In terms of this resolution, the Directors will consider 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 the adequacy of ordinary capital and reserves as well, as the adequacy of working capital.

Note: 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 of a poll and speak in his stead. A proxy need not 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



Angeline Mudada
Company Secretary
19 May 2025

LOG-IN INSTRUCTIONS FOR VIRTUAL ATTENDANCE

The website for registration is <https://proplastics.fts-net.com>. The Transfer Secretaries will send the registration steps to members. For any enquiries and difficulties in registering for the meeting, kindly contact the Transfer Secretaries on the following numbers: 0785986103/+263 242 782869/72 or on the following email address info@fts-net.com.