



NOTICE TO SHAREHOLDERS

Notice is hereby given that the fiftieth Annual General Meeting of members of Masimba Holdings Limited for the year ended 31 December 2024 will be held at 44 Tilbury Road, Willowvale, Harare, Zimbabwe, on Monday 23 June 2025 at 12 noon, for the purpose of transacting the following business:

1. ORDINARY BUSINESS

1.1 Approval of Financial Statements and Reports

To receive, consider and adopt the Annual Financial Statements for the year ended 31 December 2024, including the Directors' and Independent Auditor's reports thereon.

1.2 Approval of Directors' Fees

Approval of Directors' fees for the year ended 31 December 2024.

Note: In terms of Section 184 of the Zimbabwe Stock Exchange Listing Requirements, the Directors' Remuneration Report shall be available for inspection at the AGM and, thereafter, the Company's registered office.

1.3 Election of Directors

- 1.3.1 In accordance with Article 114 of the Articles of Association, Dr. Kupukile Mlambo and Prof. Hodson Makurira, who were recently appointed as Directors will retire at the upcoming Annual General Meeting. Being eligible, they have offered themselves for re-election. The election of directors will be concluded via separate resolutions.
- 1.3.2 In accordance with Article 115 of the Articles of Association, Mr. Gregory Sebborn and Ms. Cathrine Charmaine Chitiyo will retire by rotation at the forthcoming Annual General Meeting. Both individuals are eligible and have offered themselves for re-election. The election of directors will be conducted via separate resolutions.

1.4 Dividend

To confirm the declaration of a final dividend of USD0.35 cents and ZWG3.17 cents per share for the year ended 31 December 2024.

1.5 Auditor

- 1.5.1 To approve the remuneration of the auditor for the previous year.
- 1.5.2 To consider the appointment of Messrs. Grant Thornton as the auditor for the ensuing year.

Note: In terms of Section 69(6) of the Zimbabwe Stock Exchange Listing Requirements, companies must change audit partners every five years and their audit firm every ten years. The current audit partner has been serving in this role for the past three years, starting from the financial year ended 31 December 2022. Grant Thornton Chartered Accountants (Zimbabwe) has been the auditor for the Company for the past nine years. As a result, they remain eligible to continue as the auditor for the Company.

2. SPECIAL BUSINESS

2.1 Share Buyback

To consider and if deemed fit, to pass with or without modification, the following special resolution, "That the Company, as duly authorised by section 129 of the Companies and Other Business Entities Act (Chapter 24:31) and the Zimbabwe Stock Exchange listing requirements, may purchase its own ordinary shares in such manner or on such terms as the Directors may from time to time determine and provided that:

- i. The repurchases are not made at a price greater than five percent (5%) above nor five percent (5%) below the weighted average of the market price at which such ordinary shares are traded on the Zimbabwe Stock Exchange as determined over the five (5) business days immediately preceding the date of the repurchase.
- ii. The maximum number of shares authorised to be acquired shall not exceed ten percent (10%) of the Company's issued ordinary share capital.
- iii. This authority shall expire at the next Annual General Meeting and shall not extend beyond fifteen (15) months from the date of this resolution."

Directors' Statement

The Directors in considering the effect of any such repurchase, will duly consider the ability of the Company, for a period of twelve (12) months, 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 adequacy of working capital.

Details of the Meeting

Shareholders are advised that the details of the meeting will be available on the Company's website, www.masimbagroup.com, on Friday 30 May 2025. Alternatively, Shareholders may contact First Transfer Secretaries at 1 Armagh Road, Eastlea, Harare, Zimbabwe.

Audited Financial Statements

The electronic copies of the Company's 2024 Integrated Annual Report, the financial statements and Directors' and Independent Auditor's reports for the financial year ended 31 December 2024 will be available on or before Friday 6 June 2025. These documents, which will also be available on the Company's website, www.masimbagroup.com, will be emailed to the Shareholders whose email addresses are on record.

By Order of the Board


P. Mutiti
Company Secretary

30 May 2025

Note: A member entitled to attend and vote at the Annual General Meeting of Shareholders may appoint a proxy to attend, speak and, on poll, vote in his/her stead. A proxy need not be a member of the Company. Forms of proxy must be lodged at the Registered Office of the Company or emailed to enquiries@masimbagroup.com not less than forty-eight (48) hours before the time of holding of the meeting.