



AGM NOTICE

NOTICE IS HEREBY GIVEN THAT the 26th 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, Number 1 Pennefather Avenue, Samora Machel Avenue West on Monday 8 September 2025 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 2024.

2. DIRECTORS' FEES

To approve the remuneration and emoluments of the directors for the year ended 31 December 2024 in accordance with section 207(2) of the Companies and Other Business Entities Act.

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

3. DIVIDEND

- 3.1 To confirm payment of an interim dividend declared on 11 October 2024 of US\$1,000,000 of which US\$400,000 was paid in United States dollars and the balance was paid in ZWG.
- 3.2 To also confirm payment of a second and final dividend declared on 14 March 2025 of US\$1,500,000, of which US\$500,000 was paid in United States Dollars and the balance was paid in ZWG. This brought the total dividend for the full year 2024 to US\$2,500,000.

4. DIRECTORATE

- 4.1 To elect the following directors; Messrs. Kumbirai Gundani and Chipso Mafunga who were co-opted into the board during the year as directors of the Company. This is in terms of Article 106 of the Articles of Association of the Company.
- 4.2 To re-elect the following directors; Messrs. Langton Mabhangwa and Kenzias Chibota who retire by rotation at the Annual General Meeting, and being eligible, offer themselves for re-election in accordance with Article 99 of the Articles of Association of the Company.

The 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 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 in accordance with section 191(2) of the Companies and Other Business Entities Act [Chapter 24:31]. BDO Zimbabwe Chartered Accountants has served as auditors for the company for the past three years.

C. ANY OTHER BUSINESS

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

D. 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 2024 Annual Report can be accessed on the Company's website: <https://rtgafrica.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

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Tapiwa Mari
Company Secretary