



Notice to Shareholders



Annual General Meeting Virtual link: <https://escrowagm.com/eagmZim/Login.aspx>

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting (“AGM”) of the shareholders of Amalgamated Regional Trading (ART) Holdings Limited (the “Company”) will be held virtually by electronic means at <https://escrowagm.com/eagmZim/Login.aspx> on Thursday, 19 March 2026 at 14:30 hours, for the purpose of transacting the business set out below and, if deemed fit, passing the following resolutions with or without modification, in accordance with the Companies and Other Business Entities Act [Chapter 24:31], the Zimbabwe Stock Exchange Listings Requirements and the Company’s Articles of Association.

ORDINARY BUSINESS

1. VIRTUAL AGM

To note and approve the convening of the 24th AGM through a virtual platform

2. STATUTORY FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 30 September 2025 together with the Reports of the Directors and the Independent Auditors thereon.

3. DIRECTORATE

3.1 Retirement by Rotation

In terms of the Articles of Association of the Company, Mr Tae-in Baik retires by rotation at this AGM and, being eligible, offers himself for re-election.

3.2 Retirement by Rotation

In terms of the Articles of Association of the Company, Mr Steven Mupfurtsa retires by rotation at this AGM and, being eligible, offers himself for re-election.

4. DIRECTORS’ FEES

To approve Directors’ fees for the financial year ended 30 September 2025.

5. INDEPENDENT AUDITORS

To appoint Grant Thornton as Independent Auditors of the Company for the ensuing financial year and to authorise the Directors to determine their remuneration.

Members will be asked to re-appoint Messrs Grant Thornton Chartered Accountants for their seventh year and approve their remuneration for the 2025 financial year.

SPECIAL BUSINESS

In recognition of shareholder engagement regarding Board composition, and in keeping with the Company’s commitment to high standards of corporate governance and effective oversight, shareholders are requested to consider the following:

6. BOARD COMPOSITION AND CONTINUITY

To consider and, if deemed fit, pass the following as Ordinary Resolutions:

6.1 Continuation of Mr Michael Oakley

THAT Mr Michael Oakley, who was appointed to the Board in 2015 as a Non-Executive Director, continues to serve on the Board.

Following its annual evaluation of Board effectiveness and Director independence, the Board is satisfied that Mr Oakley continues to exercise independent judgment and objective oversight, notwithstanding his tenure.

The Board considers his experience, industry insight and contribution to strategic direction and governance to remain valuable and aligned with the interests of the Company and its shareholders.

6.2 Continuation of Dr Thomas Wushe

THAT Dr Thomas Wushe, who was appointed to the Board in 2015 as a Non-Executive Director, continues to serve on the Board.

After due consideration of applicable governance principles and independence criteria, the Board is satisfied that Dr Wushe remains independent in character and judgment, notwithstanding tenure, and continues to contribute meaningfully to Board deliberations and oversight responsibilities.

The Board remains committed to ongoing governance review and continuous improvement in the best interests of shareholders.

NOTES TO SHAREHOLDERS

1. Attendance and Voting

A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. Proxy Forms

Proxy forms must be lodged at the registered office of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting.

3. Electronic Participation

Details regarding electronic participation and voting procedures will be circulated to shareholders prior to the AGM.

4. Voting

Voting at the AGM shall be conducted in accordance with the Company’s Articles of Association and applicable regulatory requirements.

By order of the Board

Registered Office:

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Road Town, Tortola
British Virgin Islands

Regional Office:

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Alexandra Park
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Zimbabwe

A. M. CHINGWECHA
GROUP COMPANY SECRETARY

Dated: 19 February 2026