

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **Extraordinary General Meeting ("EGM")** of shareholders of Econet Wireless Zimbabwe Limited ("Econet" or "the Company" or "the Group") will be held at **10:00 hours (CAT) on Thursday, 26 February 2026** at the Company's **Registered Office, 2 Old Mutare Road, Msasa, Harare**, and simultaneously via a **secure electronic platform** (see note 8 below), to consider and, if deemed fit, pass the following resolutions (with or without modification):

1 SPECIAL RESOLUTION – VOLUNTARY DELISTING

"RESOLVED AS A SPECIAL RESOLUTION THAT the ordinary shares of the Company be and are hereby removed from the Official List of the Zimbabwe Stock Exchange ("ZSE") by way of a voluntary termination of listing in accordance with paragraph 11.5 of the ZSE Listings Requirements, and that Econet InfraCo be simultaneously listed on the Victoria Falls Stock Exchange ("VFEX"), subject to the approval of the relevant regulatory authorities. **For the avoidance of doubt, Econet Global Limited, Econet Life (Private) Limited, and Econet Insurance (Private) Limited shall be excluded from voting on this resolution.**

2 SPECIAL RESOLUTION 2 — EXIT OFFER

"RESOLVED AS A SPECIAL RESOLUTION THAT subject to the voluntary delisting becoming effective and on the terms and subject to the conditions set out in the abridged circular, the Company be and is hereby authorised to implement the **Exit Offer** to shareholders who **elect to exit**, in terms of which the Company will acquire the tendered Econet shares for **a single, indivisible consideration of US\$0.50 per share**, settled as follows:

- **US\$0.17 per share** payable in cash; and
- **US\$0.33 per share** payable through the issuance of **one (1) Econet InfraCo ordinary share for each Econet share tendered**, as described in the abridged circular.

3 SPECIAL RESOLUTION 3 – AMENDMENT OF ARTICLES OF ASSOCIATION

RESOLVED AS A SPECIAL RESOLUTION THAT the Company amends its Articles of Association as follows:

1. Deletion of Zimbabwe Stock Exchange ("ZSE") references

By deleting the words requiring the Company to obtain approval of ZSE or to comply with the rules of the ZSE in **Articles 13.2, 13.3, 16.2, 34, 47.8, 110.1, 128.5 and 134.1.4**.

2. Amendment of Article 32

By inserting the following provisions into **Article 32**:

- "The buying and selling of the issued shares of the Company shall be conducted in terms of the Over-the-Counter Trading, Clearing and Settlement Services ("OTC") approved by the Directors of the Company. The Directors shall publish the rules of the OTC to shareholders using the approved shareholder communication channels and may amend such rules from time to time."
- "The Directors shall have the right to appoint a broker or brokers who shall be authorised to receive, manage, and execute both buy and sell orders from shareholders in accordance with the OTC."
- "The Company shall be responsible for determining the reserve price and notifying shareholders from time to time using the approved shareholder communication channels. The Company shall be entitled to refuse to register or recognise any transfer of shares at a price below the applicable reserve price determined from time to time."
- "A shareholder may transfer shares to a person who is not a shareholder of the Company, provided that the proposed transferee has first been approved by the Company. Any non-shareholder wishing to acquire shares shall be required to apply for such approval at the Company's registered office, in the manner prescribed by the Directors from time to time. The Directors shall have absolute discretion to approve or reject any such application, and the decision of the Directors shall be final. If the Company does not notify the applicant of its decision within **seven (7) days** of receipt of a complete application, the application shall be deemed to have been rejected. This approval process shall not give rise to any legitimate expectation, enforceable right, or entitlement in favour of any applicant."

4 ORDINARY RESOLUTION – GENERAL AUTHORITY

"RESOLVED AS AN ORDINARY RESOLUTION THAT the Directors be and are hereby authorised and empowered to do all such things, sign all such agreements and documents, make all necessary regulatory filings and obtain all required approvals, and take all such actions as may be required or desirable to give effect to the resolutions set out above, including, without limitation:

- the voluntary delisting of the Company from the ZSE and the simultaneous listing of Econet InfraCo on the VFEX;
- the implementation and settlement of the Exit Offer;
- the amendment of the Company's Articles of Association; and

• all ancillary, administrative and procedural matters related thereto.

NOTES TO SHAREHOLDERS

- 1 The abridged circular accompanying this Notice sets out the background, rationale and full terms of the corporate actions and should be read together with this Notice.
- 2 Certificated shareholders and dematerialised shareholders with own-name registration may attend the EGM in person, participate electronically (where applicable), vote at the meeting, or appoint a proxy using the enclosed Form of Proxy.
- 3 Dematerialised shareholders whose shares are not registered in their own name and are held through a CSDP, broker, nominee or asset manager must not lodge a Form of Proxy with the Company. Such shareholders must provide voting instructions to their intermediary in accordance with that intermediary's procedures and deadlines to ensure that their votes are exercised at the EGM.
- 4 A shareholder (whether an individual or corporate entity) appointing a proxy must give specific voting instructions or indicate an abstention on the Form of Proxy.
- 5 Each shareholder present in person or by proxy is entitled to one vote per ordinary share held.
- 6 To be valid, completed Forms of Proxy must be lodged at or posted to be received at the registered office of the Company Secretary, 2 Old Mutare Road, Msasa, Harare or at the office of the Transfer Secretaries, 1 Armagh Avenue, Eastlea, Harare, Zimbabwe, not less than 48 hours before the time appointed for the EGM.
- 7 The completion and return of a Form of Proxy will not preclude a shareholder from attending and voting in person should they wish to do so.
- 8 Shareholders who wish to attend the meeting either physically or electronically should pre-register no later than 48 hours before the meeting via the following link: econetegm.fts-net.com

By Order of the Board

Tatenda Alice Ngowe

Group Company Secretary

4 February 2026

Directors:

Dr. J. Myers (Chairman)*, Dr. D. Mboweni (Chief Executive Officer), Mr. R. Chimanimire (Deputy Chief Executive Officer),

Dr. J. Chimwanzi*, Mr. M. Gasela*, Mr. G. Gomwe*, Ms. E. T. Masiywa*, Ms. S. Masiywa*, Mrs. T. Mpofu*,

Ms. B. Mtetwa*, Mr. C. L. Moyo (Finance Director), Ms. T. Moyo*, Mr. H. Rembiwa*, *Non Executive and **Alternate.