

Notice of an Annual General Meeting (AGM)

NOTICE IS HEREBY GIVEN THAT the Seventy First Annual General Meeting of Shareholders will be held at Zimplow Holdings Limited Head Office 36 Birmingham Road, Southerton Harare at 1000hrs on 10 June 2021 to consider the following:

As Ordinary Resolutions

1. To approve the minutes of the Annual General Meeting held on 13 June 2020.
2. To receive and adopt the audited financial statements for the year ended 31 December 2020, together with the report of the Director's and Auditors.
3. To elect Director in place of Mr. Timothy Johnson, who retires from the Board by rotation and being eligible, offers himself for re-election.
4. To elect Director in place of Mr. Godfrey T. Manhambara, who retires from the Board by rotation and being eligible, offers himself for re-election.
5. To elect Director in place of Mr. Matthew Davis who was appointed to the Board last year, retires in terms of the Company's Articles of Association and being eligible, offers himself for re-election.
6. To elect Director in place of Mr. Benjamin Nkosenya Kumalo who was appointed to the Board last year, retires in terms of the Company's Articles of Association and being eligible, offers himself for re-election.
7. To approve the remuneration of Directors for the year ended 31 December 2020.
8. To fix the Auditors' remuneration for the year ended 31 December 2020.
9. To re-appoint Messrs, Ernst & Young Chartered Accountants (Zimbabwe) as Auditors of the Company until the conclusion of the next Annual General Meeting. Ernst & Young has served the Company for the past 8 years.

Special Business/Amendment of the Articles of Association

1. Procedure for virtual general meetings
To consider and if deemed fit, to pass the following Resolution as Special Resolution:
"that the Articles of the company are hereby amended by the insertion of the following after article 53 as Article 53A and 53B:"

(53A) Notwithstanding any other provision herein, the directors may by Resolution determine that any one or more members or proxies of members may participate by electronic communication employed by the company for the purposes of the virtual connection, ordinarily enables all persons participating in that meeting to communicate concurrently with each other and participate effectively at the meeting.

(53B) if the company provides for participation in a meeting by electronic communication, as contemplated in Article 53A:

- (a) The notice of that meeting must inform members of the availability of that form of participation, and provide any necessary information to enable shareholders or their proxies to access the available medium or means of electronic communication, and;
- (b) The company shall be responsible for the cost of setting up and hosting a virtual general meeting but access to the medium or means of electronic communication by a member shall be at the expense of the member or proxy except to that extent as the company determines otherwise.

By order of the Board



C. L. CHAIBVA
COMPANY SECRETARY

13 May 2021

Zimplow Holdings Limited
Head Office
36 Birmingham Road,
Southerton,
Harare

Notes:

1. Voting eligibility

- a) On a show of hands, every Shareholder who (being an individual) is present in person or by proxy at the AGM or which (being a company or body corporate) is represented there at by a representative appointed as proxy, shall have one vote (irrespective of the number of shares held), and on a poll, every Shareholder who (being an individual) is present in person or by proxy at the general meeting or which (being a company or body corporate) is represented by proxy at the general meeting, shall have one vote for every Zimplow Holdings Limited share of which it is the holder.

2. Appointment of Proxies

- a) In terms of Section 129 (3) of the Companies and Other Business Entities Act (Chapter 24:03), members entitled to attend the above meeting may appoint one or more proxies, to act in the alternative, to attend, speak and vote on their behalf, including voting on a poll. A proxy need not to be a member of the company.
- b) Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the form of Proxy in a representative capacity, unless previously recorded by the Company's transfer secretaries or waived by the chairperson of the AGM. This authority must take the form of a resolution of the Corporate body.
- c) Completion of a form of proxy does not preclude a person from subsequently attending the AGM and voting in person.