

Microfinance Bank

GetBucks Microfinance Bank Limited,

Incorporated in Zimbabwe on 17 January 2012 and converted to a public company limited by shares on 4 November 2015
(Registration number 322/2012)

Notice of Annual General Meeting 2019

In terms of the Company's Memorandum and Articles of Association ("Memorandum and Articles"), notice is hereby given that the 4th Annual General Meeting ("AGM") of the shareholders of GetBucks Microfinance Bank Limited ("GetBucks" or the "Company") will be held at Conference Room 1, Monomotapa Hotel, 54 Parklane, Harare on Thursday the 1st of July 2021 at 0830hrs for the purpose of transacting the following business:

A. ORDINARY BUSINESS

To consider and, if deemed fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

1. To receive and consider the financial statements for the financial year ended 31 December 2019 together with the reports of the Directors and Auditor thereon.
2. To approve the remuneration of the auditor for the financial year ended 31 December 2019 as detailed on page 64 of the Annual Report of which this notice formed a part of.
3. Shareholders are advised that PricewaterhouseCoopers Chartered Accountants (Zimbabwe) ("PwC") resigned as the Company's external auditor with effect from 20 August 2020. PwC's resignation follows on from the Companies and Other Business Entities Act [Chapter 24:31] which requires that the Company rotate external auditors. Shareholders are further advised that Grant Thornton (Zimbabwe) were appointed as the Company's external auditors, subject to shareholder approval, with effect from 01 January 2021. Shareholders are hereby asked to appoint Grant Thornton (Zimbabwe) as the Company's external auditor until the conclusion of the next Annual General Meeting. Details of the remuneration for the financial year ending 2019 are included herein.
- 4.1 Shareholders are advised that Articles 81 of the Company's Articles of Association requires that one third of the directors retire by rotation and, if eligible, offer themselves for re-election. Dr. Rungamo Mbire, and Mr. Paul Soko retire by rotation, and being eligible, offer themselves for re-election. Each Director shall be separately elected and their curriculum vitae appear on page 8 - 9 of the Annual Report which this notice formed a part of.
- 4.2 Shareholders are advised that new directors are required, in accordance with Article 89.3 of the Company's Articles of Association, to offer themselves for re-election. Mrs Ruvimbo Matsika and Mr. Joseph Machiva, both having been appointed Independent Non-Executive Directors with effect from the 12th of February 2020, retire as Independent Non-Executive Directors and being eligible offer themselves for re-election. Each Director shall be separately elected and their curriculum vitae appear on pages 8 - 9 of the Annual Report which this notice formed a part of.
5. To approve Directors Fees for the financial year ended 31 December 2019 as appears on page 69 of the Annual Report which this notice formed a part of.

B. SPECIAL BUSINESS

To consider and, if deemed fit, to pass, with or without modification(s), the following resolution as Special Resolutions:

1. The virtual distribution of notices, convening of annual general meetings, and any other meetings, and remote voting of resolutions of shareholders through virtual platforms in line with section 170 (10) of the Companies and Other Business Entities Act [Chapter 24:31].
2. The substitution of a new Memorandum and Articles of Association of the Company that is compliant with Companies and Other Business Entities Act [Chapter 24:31] and ZSE Listing Requirements (Statutory Instrument 134 of 2019).
3. The re-registration of the Company with the Registrar of Companies on or before 13 February 2023 in line with the new Companies and Other Business Entities Act [Chapter 24:31].

C. ANY OTHER BUSINESS

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

NOTES

- (i) Members are entitled to appoint one or more proxies to act in the alternative and to attend and vote and speak in their place. A proxy need not be a member of the Company.
- (ii) Proxy forms must reach the Company's registered office not less than 48 hours before the meeting.
- (iii) The proposed Memorandum and Articles of Association are available on the following link: <http://www.getbuckszw.com> and will be emailed to those shareholders whose email addresses are on the record.
- (iv) The electronic copies of the Company's Annual Report, Financial Statements and Directors' and Auditors' Report for the financial year ended 31 December, 2019 are available on the following link: <http://www.getbuckszw.com> under downloads and will be emailed to those shareholders whose email addresses are on the record.
- (v) Results of the AGM will be published on the Company's website on the 3rd of July 2021 on the following link: <http://www.getbuckszw.com>.

By order of the Board



Getbucks Microfinance Bank Limited
Wimbuyi Chigumbu
CHIEF FINANCE OFFICER

11 June 2021