



**NOTICE OF AN EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN of an Extraordinary General Meeting (“EGM”) of the Shareholders of Simbisa Brands Limited (“the Company”) to be held in the Company’s Board Room at 17 Morningside Drive, Mt Pleasant, Harare, on Friday 8th April 2016 at 09.00 am, for the purpose of transacting the following business: -

SPECIAL BUSINESS – APPROVAL OF 2016 SIMBISA SHARE OPTION SCHEME

To resolve as an ordinary resolution, with or without amendment: -

“That the Directors of the Company be and are hereby authorised to establish a Share Option Scheme, to be called the “2016 Simbisa Share Option Scheme”, which Scheme shall be effective from the date that such Scheme is approved by Shareholders of the Company and to grant options in respect of the rules of the Scheme (which rules will be available for inspection at the registered office of the Company, fourteen (14) days before the EGM), with such options in aggregate not exceeding 54,159,344 (fifty four million one hundred and fifty nine thousand three hundred and forty four) ordinary shares, being 10% of the 541,593,440 (five hundred and forty one million five hundred and ninety three thousand four hundred and forty) ordinary shares in issue on 6th November 2015, being the date on which the Company was listed on the Zimbabwe Stock Exchange”.

PROXIES

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.

Proxy forms must reach the Company’s registered office not less than 48 hours before the meeting.

By order of the Board
SIMBISA BRANDS LIMITED

A. D. Lorimer
Company Secretary
Harare
3 March 2016