



YOUR AGRICULTURE, INFRASTRUCTURE & MINING PARTNER

NOTICE OF AN ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT the sixty-sixth Annual General Meeting of Shareholders will be held at Zimplow Holdings Limited Head Office, 36 Birmingham Road, Harare at 1000hrs on Thursday 2 June 2016 to consider the following:

As Ordinary Resolutions

1. To approve the minutes of the Annual General Meeting held on 4 May 2015.
2. To receive and consider the Director's report and the audited financial statements for the year ended 31 December 2015.
3. To elect Directors in place of those retiring

Messrs Godfrey Tsikayi Manhambara, Sibani Mngomezulu, and Timothy Michael Johnson retire from the Board by rotation and being eligible, offer themselves for re-election.

Messrs Mark Yong, Kalpesh Patel and Mark David Hulett, who were appointed during the period, retire from the Board in terms of the Company's Articles of Association and being eligible offer themselves for re-election.

4. To approve the remuneration of directors for the year ended 31 December 2015.
5. To fix the auditors remuneration for the year ended 31 December 2015.
6. To appoint auditors for the financial year ending 31 December 2016.

By order of the Board

M CHINORWADZA
COMPANY SECRETARY

3 May 2016

Zimplow Holdings Limited
Head Office
36 Birmingham Road
Southernton
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 thereat 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

- b) In terms of Section 129 (3) of the Companies 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 be a member of the Company.
- c) 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 EGM. This authority must take the form of a resolution of the corporate body.
- d) Completion of a form of proxy does not preclude a person from subsequently attending the AGM and voting in person.

Directors: T Chataika (Chairman), M Hulett, T M Johnson, G T Manhambara, S Mngomezulu, N J G Earle, L Kennedy, M Yong, K R Patel