



PADENGA

HOLDINGS LIMITED

ABRIDGED CIRCULAR TO SHAREHOLDERS

Relating to and seeking approvals for:

- i) The establishment of the 2017 Padenga Share Option Scheme
 ii) The granting of options to the Padenga Management Share Ownership Trust and the Padenga Employee Share Ownership Trust to purchase for cash new Padenga Holdings Limited shares &

INCORPORATING NOTICE OF AN EXTRAORDINARY GENERAL MEETING

Notice of an Extraordinary General Meeting of the members of Padenga Holdings Limited, to be held at Royal Harare Golf Club, 5th Street extension, Harare on Thursday 18 May 2017, at 0900 hours, which notice was published on Thursday 27 April 2017 in accordance with the Listings Requirements of the Zimbabwe Stock Exchange and the Companies Act (Chapter 24:03) of Zimbabwe, is set out at the end of this Document. Shareholders are asked to complete and return the attached form of proxy in accordance with the instructions printed thereon, as soon as possible, but not later than 0900 hours, on Tuesday 16 May 2017.

Lead Financial Advisors



Sponsoring Broker



Legal Advisors



Transfer Secretaries



Detailed information on the company is more fully set out in the full circular to shareholders dated 27 April 2017. The Abridged Circular to shareholders should be read in its entirety and in conjunction with the full circular, and with the definitions contained therein for a full appreciation of the Proposed Transactions. The full circular can be obtained from the registered office of Padenga or on the companies website.

1. The Proposed Transactions

1.1 Overview

The Proposed Transactions are intended:

- i) To incentivise and empower qualifying employees and management of the Company, to allow them to identify more closely with the activities of the Company and to promote its continued growth and profitability by giving them the opportunity to acquire shares in the Company.

In view of the need to incentivise employees, the Company has established a 2017 Padenga Share Option Scheme which may issue to qualifying employees options over Ordinary Shares up to a maximum of 54,159,344 (Fifty Four Million, One Hundred and Fifty-Nine Thousand, Three Hundred and Forty-Four) Ordinary Shares (being 10% of the Company's current Issued Ordinary Share Capital); and

- ii) To ensure that Padenga meets the requirements of the Indigenisation and Economic Empowerment Act [Chapter 14:33] as read with the Indigenisation and Economic Empowerment Regulations, 2010 supplemented by General Notice No 459/2011.

In order to meet the requirements of this legislation, an Indigenisation Implementation Plan ("Plan") has been submitted to the National Indigenisation and Economic Empowerment Board ("NIEEB"). NIEEB has approved this Plan and issued a certificate of compliance, number 000090, dated 12 April 2017.

In summary, this Plan will result in two share option agreements being entered into by the Company. The first agreement will be with Padenga Management Share Ownership Trust, for 54,159,344 (Fifty-Four Million, One Hundred and Fifty-Nine Thousand, Three Hundred and Forty-Four) Ordinary Shares (this represents 10% of the Company's current Issued Ordinary Share Capital). The second agreement will be with Padenga Employee Share Ownership Trust for 27,079,672 (Twenty-Seven Million, Seventy-Nine Thousand, Six Hundred and Seventy-Two) Ordinary Shares (this represents 5% of the Company's current Issued Ordinary Share Capital).

The Proposed Transactions are designed to comply with the requirements of the approved Indigenisation Implementation Plan, while enhancing the capital base of the business. The Padenga Management Share Ownership Trust and the Padenga Employee Share Ownership Trust will also closely align the long term interests of employees with the Company.

The Board is of the opinion that the dilutive aspects of the Options are more than offset by these benefits, and recommends you approve the resolutions put to you at the EGM.

The benefits include, but are not limited to:

- The incentivisation of employees and management and the close alignment of the long term interests of employees to the Company;
- Compliance of the Company with the requirements of the Indigenisation and Economic Empowerment Act [Chapter 14:33]; and
- The inflow of new funds to the Company on the issue of shares under the Options granted in relation to the Padenga Management Share Ownership Trust and the Padenga Employee Share Ownership Trust.

1.2 Key terms of the 2017 Padenga Share Option Scheme

The proposed terms of the Share Option Scheme are as follows:

Maximum number of Shares:	54,159,344 (Fifty-four million, one hundred and fifty-nine thousand, three hundred and forty-four) – 10% of shares in issue.
Maximum number of Shares: (to one participant in 12 months)	1,353,983 (One million, three hundred and fifty-three thousand, nine hundred and eighty-three) – 0.25% of shares in issue, provided that this cap shall not apply to Employees employed in an executive capacity.
Option becomes exercisable:	After the expiry of 36 (thirty six) months from the Offer Date. The vesting period is as follows: (a) 50% of total number of Options vest at the expiry of three years; and (b) 100% of total number of Options vest at the expiry of four years, unless otherwise determined by the Board.
Option Price:	Not be less than the highest of: <ul style="list-style-type: none"> the 45-day volume weighted average price of the Company shares as stated in the daily quotations sheet issued by the ZSE immediately preceding the offer date; or the nominal value of the shares.
Lapse:	An option shall lapse upon the earliest of 24 months from the date on which the option may first be exercised or upon expiry of the periods set out in clause 7.2 of the 2017 Padenga Share Option Scheme document.

1.3 Key terms of the Padenga Management Share Ownership Trust

The proposed terms of the Padenga Management Share Ownership Trust Option are as follows:

Number of Shares:	54,159,344 (Fifty-Four Million, One Hundred and Fifty-Nine Thousand, Three Hundred and Forty-Four).
Term:	10 years.
Exercise Price:	At 75% of the volume weighted average price of Padenga Shares over the previous 60 trading days.

1.4 Key terms of the Padenga Employee Share Ownership Trust

The proposed terms of the Padenga Employee Share Ownership Trust Option are as follows:

Number of Shares:	27,079,672 (Twenty-Seven Million, Seventy-Nine Thousand, Six Hundred and Seventy-Two).
Term:	10 years.
Exercise Price:	At 75% of the volume weighted average price of Padenga Shares over the previous 60 trading days.

1.5 Terms of the Proposed Transactions and their effects on the Share Capital Structure

Prior to the Proposed Transactions	
Number of Authorised Ordinary Shares of US\$0.0001 each	800,000,000
Number of Issued Ordinary Shares of US\$0.0001 each	541,593,440
Number of Authorised but Unissued Ordinary Shares of US\$0.0001 each	258,406,560
Subsequent to the Proposed Transactions	
Ordinary Shares to be placed under the control of Directors pursuant to the 2017 Padenga Share Option Scheme	54,159,344
Ordinary Shares to be placed under the control of Directors pursuant to the Padenga Management Share Ownership Trust	54,159,344
Ordinary Shares to be placed under the control of Directors pursuant to the Padenga Employee Share Ownership Trust	27,079,672
Balance of unissued Ordinary Shares to be placed under the control of the Directors	123,008,200

2. Timetable of the Proposed Transactions

Important Dates	
Padenga EGM Notice published	Thursday, 27 April 2017
Last Day of Trading	Friday, 5 May 2017
Record Date, Padenga share register closed (at 1600 hours)	Friday, 12 May 2017
Last day of lodging Proxy Forms (at 0900 hours)	Tuesday, 16 May 2017
Padenga EGM (at 0900 hours)	Thursday, 18 May 2017
Publication of Padenga EGM resolution results	Friday, 19 May 2017

The above dates may be subject to change and any such change will be published in the Zimbabwe national press. All times indicated above and elsewhere in the Circular are Zimbabwean local times.

3. Action to be taken by Padenga Shareholders

- Attend and vote at the EGM to be held on Thursday 18 May 2017.
- Shareholders who are unable to attend the EGM, but who wish to be represented thereat, should complete and sign the Proxy Form included with this Document and ensure it is lodged at the registered offices of the Company being, 121 Borrowdale Road, Gunhill, Harare, so that it is received by the Transfer Secretaries no later than 0900 hours, on Tuesday 16 May 2017. Shareholders may attend the meeting in person, notwithstanding the completion and return of a Proxy Form.

4. Conditions Precedent

The implementation of the Proposed Transactions is conditional upon the following:

- The passing by Shareholders of the resolutions by the requisite majority at the EGM; and
- The granting of the requisite approval by the Listing Committee of the ZSE for the listing of Ordinary Shares issued pursuant to the exercise of the Options.

5. Financial Information

Below are extracts from the audited financial statements of Padenga for the past five years.

5.1 Statement of Comprehensive Income extracted from the Padenga Audited Financial Statements

	Audited 31-Dec-16 12 Months US\$	Audited 31-Dec-15 12 Months US\$	Audited 31-Dec-14 12 Months US\$	Audited 31-Dec-13 18 Months US\$	Audited 30-Jun-12 12 Months US\$
Revenue	31,272,712	27,491,537	27,969,684	26,906,493	17,940,708
Other income	1,441,806	46,213	46,120	81,711	19,698
Operating costs	(20,098,758)	(17,552,046)	(19,063,745)	(21,282,270)	(12,578,282)
Operating profit before depreciation, amortisation, impairment and fair value adjustments	12,615,760	9,985,704	8,952,059	5,705,934	5,382,124
Depreciation and amortisation	(1,816,667)	(1,759,296)	(1,622,206)	(2,269,744)	(1,356,626)
Impairment of assets	-	(969,174)	-	(63,259)	-
Operating profit before interest and fair value adjustments	10,799,093	7,257,234	7,329,853	3,372,931	4,025,498
Fair value adjustments on biological assets	(289,185)	3,242,177	2,226,612	2,398,434	1,170,271
Profit before interest and tax	11,040,379	10,499,411	9,556,465	5,771,365	5,195,769
Interest income	1,443,590	307,906	126,305	45,793	-
Interest expense	(913,119)	(857,109)	(959,536)	(874,950)	(582,612)
Profit before tax	11,040,379	9,950,208	8,723,234	4,942,208	4,613,157
Income tax charge	(2,638,456)	(2,864,790)	(2,270,032)	(878,438)	(1,190,210)
Profit for the year	8,401,923	7,085,418	6,453,202	4,063,770	3,422,947
Profit for the year attributable to:					
Equity holders of the parent	8,948,240	7,255,522	6,004,870	3,250,851	3,422,947
Non-Controlling interest	(546,317)	(170,104)	448,332	812,919	-
	8,401,923	7,085,418	6,453,202	4,063,770	3,422,947

5.2 Statement of Financial Position extracted from the Padenga Audited Financial Statements

	Audited 31-Dec-16 US\$	Audited 31-Dec-15 US\$	Audited 31-Dec-14 US\$	Audited 31-Dec-13 US\$	Audited 30-Jun-12 US\$
Assets					
Non-current assets					
Property, plant and equipment	17,315,206	15,223,986	14,730,118	14,807,410	13,148,923
Intangible assets	36,337	51,796	63,998	51,648	-
Goodwill	-	-	969,174	969,174	-
Biological assets	4,324,536	3,686,179	2,206,960	1,608,595	1,396,403
	21,676,079	18,961,961	17,970,250	17,436,827	14,545,326
Current assets					
Biological assets	26,140,741	26,149,950	25,298,882	22,453,514	17,018,414
Inventories	2,590,785	3,523,179	2,416,917	2,775,288	906,473
Trade and other receivables	10,777,432	2,482,402	5,979,525	2,304,420	8,071,785
Cash and cash equivalents	10,265,655	10,525,248	2,392,817	10,268,970	1,755,848
	49,774,613	42,680,779	36,088,141	37,802,192	27,752,520
Total assets	71,450,692	61,642,740	54,058,391	55,239,019	42,297,846
Equity and liabilities					
Capital and reserves					
Share capital	54,159	54,159	54,159	54,159	54,159
Share premium	27,004,245	27,004,245	27,004,245	27,004,245	27,004,245
Retained earnings	26,143,106	19,421,793	13,760,273	8,610,519	6,245,797
Change in ownership reserve	(236,946)	(165,948)	-	-	-
Equity attributable to equity holder of the parent	52,964,564	46,314,249	40,818,677	35,668,923	33,304,201
Non-controlling interest	380,615	629,353	1,113,509	821,525	-
Total shareholders' equity	53,345,179	46,943,602	41,932,186	36,490,448	33,304,201
Non-current liabilities					
Deferred consideration	-	-	-	843,671	4,016,698
Customer deposits	1,179,525	1,130,525	1,194,615	-	-
Interest bearing borrowings	5,004,705	2,321,833	991,705	-	-
Deferred tax liability	6,304,012	6,206,596	5,309,189	4,678,214	-
	12,488,242	9,658,954	7,495,509	5,521,885	4,016,698
Current liabilities					
Deferred consideration	425,885	1,366,770	831,680	-	-
Customer deposits	256,432	-	-	-	-
Interest bearing borrowings	3,017,114	1,334,671	1,568,135	10,715,000	3,400,000
Trade and other payables	1,598,804	1,733,070	1,406,951	2,151,205	914,377
Provisions	319,036	312,844	265,195	324,113	192,400
Current tax payable	-	292,829	558,736	36,368	470,170
	5,617,271	5,040,184	4,630,697	13,226,686	4,976,947
Total liabilities	18,105,513	14,699,138	12,126,206	18,748,571	8,993,645
Total equity and liabilities	71,450,692	61,642,740	54,058,391	55,239,019	42,297,846

5.3 Statement of Cash Flows extracted from the Padenga Audited Financial Statements

	Audited 31-Dec-16 12 Months US\$	Audited 31-Dec-15 12 Months US\$	Audited 31-Dec-14 12 Months US\$	Audited 31-Dec-13 18 Months US\$	Audited 30-Jun-12 12 Months US\$
Cash generated from operating activities	4,418,998	13,662,136	5,408,147	8,203,113	4,141,589
Interest income	1,189,023	307,906	126,305	45,793	-
Interest paid	(748,234)	(786,416)	(858,300)	(719,060)	(582,612)
Taxation paid	(3,072,328)	(2,233,289)	(1,116,689)	(650,723)	(1,078,457)
Net cash generated from operations	1,787,459	10,950,337	3,559,463	6,879,123	2,480,520
Net cash flow utilised in investing activities	(4,507,400)	(2,375,834)	(2,155,761)	(3,860,871)	(986,287)
Proceeds on disposal of property, plant and equipment	243,890	1,982	92,098	24,602	1,599
Purchase of property, plant and equipment	(4,139,295)	(2,222,832)	(1,562,875)	(3,558,348)	(881,162)
Expenditure on non-current biological assets	(145,413)	(135,622)	(648,359)	(243,996)	(106,724)
Purchase of intangible assets	-	(19,362)	(36,625)	(70,030)	-
Payment of deferred consideration	(466,582)	-	-	-	-
Net cash flow on subsidiary acquisition	-	-	-	(13,009)	-
Net cash flow utilised in financing activities	2,460,348	(442,072)	(9,279,855)	5,494,870	(364,852)
Proceeds from borrowings	14,135,000	13,604,865	5,775,000	10,150,000	10,539,861
Repayments of borrowings	(9,194,307)	(12,452,935)	(14,043,392)	(3,435,000)	(10,025,674)
Dividends paid	(2,226,927)	(1,594,002)	(1,011,463)	(1,220,130)	(879,039)
Investments by non-controlling interests	226,582	-	-	-	-
Purchase of additional interest	(480,000)	-	-	-	-
Net increase/(decrease) in cash and cash equivalents	(259,593)	8,132,431	(7,876,153)	8,513,122	1,129,382
Cash and cash equivalents at the beginning of the period	10,525,248	2,392,817	10,268,970	1,755,848	626,466
Cash and cash equivalents at the end of the period	10,265,655	10,525,248	2,392,817	10,268,970	1,755,848

6. Directors Interests

The resolutions shall be subject to a vote by the shareholders of the Company who are non-conflicted. The Executive Directors of the Company who are also shareholders, namely Messrs Gary Sharp, Messrs Oliver Kamundimu and Messrs Michael Fowler are entitled to benefit from the Padenga Management Share Ownership Trust and the 2017 Padenga Share Option Scheme. As a result they have interest in the Proposed Transactions and shall be precluded from voting.

As at the 31 December 2016, the Directors directly and/or indirectly, held beneficial interests totalling 113,872,010 Padenga shares representing 21.03% of the issued share capital of Padenga. The details of the direct and indirect interests held by the Directors are summarised below:

Directors	Direct shareholding	Indirect shareholding	Total
Alexander Kenneth Calder	-	-	-
Gary John Sharp	250,000	1,000,000	1,250,000
Oliver Tendai Kamundimu	113,200	-	113,200
Michael John Fowler	-	112,508,810	112,508,810
Annie Mutsa Mazvita Madzara	-	-	-
Theminkosi Nkosana Sibanda	-	-	-

7. Litigation Statement

Padenga is not currently involved in any material litigation or arbitration proceedings which may have, or which have had, during the twelve months preceding the date of this Circular, a significant effect on the financial position of the Company, nor are the Directors aware that any such proceedings are pending or threatening.

8. Documents and consents available for inspection

Between 0800 and 1600 hours from 27 April 2017 to 18 May 2017, copies of the following documents will be available for inspection at the Financial Advisors, Sponsoring Brokers, and Padenga's Registered Offices:

- The Articles and Memorandum of Association of the Company;
- The written consents of the Financial Advisors, Sponsoring Brokers, Legal Advisors and Transfer Secretaries to act in the capacities stated and to their names being stated in the Circular and these consents have not been withdrawn as at the date of this Circular;
- The National Indigenisation and Economic Empowerment Board Certificate of Compliance;
- The 2017 Padenga Share Option Scheme document;
- The Share Option and Purchase Agreement between the Company and Padenga Management Share Ownership Trust;
- The Share Option and Purchase Agreement between the Company and Padenga Employee Share Ownership Trust;
- The Padenga Management Share Ownership Trust Deed;
- The Padenga Employee Share Ownership Trust Deed;
- The audited financial statements of Padenga for the five financial years ended 30 June 2012, 31 December 2013, 31 December 2014, 31 December 2015 and 31 December 2016; and
- The ZSE approval letter.

9. Directors' responsibility statement

The Directors, whose names appear below, collectively and individually accept full responsibility for the accuracy of the information provided in this Circular, and certify that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading. They have made all reasonable enquiries to ascertain such facts, and that this Circular contains all information required by law.

The Directors confirm that this Circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) that investors and their professional advisors would reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits or losses and prospects of the issuer, and of the rights attaching to the securities to which this Circular relates.

Signed on the 27 April 2017:

Director's Name	Position	Signature
Alexander Kenneth Calder	Non-Executive Chairman	[Signed on original]
Gary John Sharp	Chief Executive Officer	[Signed on original]
Oliver Tendai Kamundimu	Chief Financial Officer	[Signed on original]
Michael John Fowler	Executive Director	[Signed on original]
Annie Mutsa Mazvita Madzara	Non-Executive Director	[Signed on original]
Theminkosi Nkosana Sibanda	Non-Executive Director	[Signed on original]



PADENGA
HOLDINGS LIMITED

(Incorporated in Zimbabwe on 5 August 2010 under Company Registration Number 2888/2010)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Shareholders of Padenga Holdings Limited is to be held at Royal Harare Golf Club, 5th Street Extension, on Thursday 18 May 2017 at 0900 hours, for the purpose of transacting the following business: -

ORDINARY RESOLUTION 1 - APPROVAL OF 2017 Padenga 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 "2017 Padenga Share Option Scheme", for options in the 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 27 April 2017, being the date of this EGM Notice."

SPECIAL RESOLUTION 1 - RESERVATION OF SHARES FOR THE PADENGA MANAGEMENT SHARE OWNERSHIP TRUST

To resolve as a special resolution, with or without amendment: -

"That the Directors of the Company be and are hereby authorised to approve the reservation for a ten (10) year period of 54,159,344 (Fifty-Four Million, One Hundred and Fifty-Nine Thousand, Three Hundred and Forty-Four) ordinary shares out of the authorised unissued share capital of the Company as of the date hereof and the issue and allotment of such ordinary shares to the Padenga Management Share Ownership Trust upon subscription in terms of the Padenga Management Trust Share Purchase and Option Agreement (as detailed in the Circular), at a price per share calculated at 75% of the volume weighted average price of Padenga shares over the previous 60 trading days, in the event the Padenga Management Trust exercises its options to subscribe for such shares."

SPECIAL RESOLUTION 2 - WAIVER OF PRE-EMPTIVE RIGHTS IN RESPECT OF SHARES FOR THE PADENGA MANAGEMENT SHARE OWNERSHIP TRUST

To resolve as a special resolution, with or without amendment, in terms of Section 5.82 of the Zimbabwe Stock Exchange Listings Requirements requiring an 85% majority: -

"To waive any pre-emptive rights of the Shareholders in respect of shares to be issued and allotted pursuant to the Padenga Management Share Ownership Trust referred to in Special Resolution 1."

SPECIAL RESOLUTION 3 - RESERVATION OF SHARES FOR THE PADENGA EMPLOYEE SHARE OWNERSHIP TRUST

To resolve as a special resolution, with or without amendment: -

"That the Directors of the Company be and are hereby authorised to approve the reservation for a ten (10) year period of 27,079,672 (Twenty-Seven Million, Seventy-Nine Thousand, Six Hundred and Seventy-Two) ordinary shares out of the authorised unissued share capital of the Company as of the date hereof and the issue and allotment of such ordinary shares to the Padenga Employee Trust upon subscription in terms of the Padenga Employee Trust Share Purchase and Option Agreement (as detailed in the Circular) at a price per share calculated at 75% of the volume weighted average price of Padenga shares over the previous 60 trading days, in the event the Padenga Employee Trust exercises its options to subscribe for such shares."

SPECIAL RESOLUTION 4 - WAIVER OF PRE-EMPTIVE RIGHTS IN RESPECT OF SHARES FOR THE PADENGA EMPLOYEE SHARE OWNERSHIP TRUST

To resolve as a special resolution, with or without amendment in terms of Section 5.82 of the Zimbabwe Stock Exchange Listings Requirements requiring an 85% majority: -

"To waive any pre-emptive rights of the Shareholders in respect of shares to be issued and allotted pursuant to the Padenga Employee Share Ownership Trust referred to in Special Resolution 3."

In terms of the Companies Act (Chapter 24:03), a member entitled to attend and vote at a meeting may appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not be a member of the Company. Proxy forms should be forwarded to reach the office of the Company Secretary at least 48 (forty-eight) hours before the commencement of the meeting.

BY ORDER OF THE BOARD

A.D. LORIMER
GROUP COMPANY SECRETARY
121 BORROWDALE ROAD
GUN HILL
HARARE

27 April 2017

FORM OF PROXY

I/We (block letters) _____ of _____

Being a member of Padenga Holdings Limited hereby appoint _____

of _____ or failing him/her _____

of _____ or failing him/her the Chairman of the EGM;

As my/our proxy to vote for me/us on my/our behalf at the EGM of the Company to be held on Thursday 18 May 2017 at 0900 hours and at any adjournment thereof, for the purpose of considering and, if deemed fit passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions:

Resolutions	For	Against	Abstain
ORDINARY RESOLUTION 1 - APPROVAL OF 2017 PADENGA SHARE OPTION SCHEME "That the Directors of the Company be and are hereby authorised to establish a Share Option Scheme, to be called the "2017 Padenga Share Option Scheme", for options in the 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 27 April 2017, being the date of this EGM Notice."			
SPECIAL RESOLUTION 1 - RESERVATION OF SHARES FOR THE PADENGA MANAGEMENT SHARE OWNERSHIP TRUST "That the Directors of the Company be and are hereby authorised to approve the reservation for a ten (10) year period of 54,159,344 (Fifty-Four Million, One Hundred and Fifty-Nine Thousand, Three Hundred and Forty-Four) ordinary shares out of the authorised unissued share capital of the Company as of the date hereof and the issue and allotment of such ordinary shares to the Padenga Management Share Ownership Trust upon subscription in terms of the Padenga Management Trust Share Purchase and Option Agreement (as detailed in the Circular), at a price per share calculated at 75% of the volume weighted average price of Padenga shares over the previous 60 trading days, in the event the Padenga Management Trust exercises its options to subscribe for such shares."			
SPECIAL RESOLUTION 2 - WAIVER OF PRE-EMPTIVE RIGHTS IN RESPECT OF SHARES FOR THE PADENGA MANAGEMENT SHARE OWNERSHIP TRUST "To waive any pre-emptive rights of the Shareholders in respect of shares to be issued and allotted pursuant to the Padenga Management Share Ownership Trust referred to in Special Resolution 1."			
SPECIAL RESOLUTION 3 - RESERVATION OF SHARES FOR THE PADENGA EMPLOYEE SHARE OWNERSHIP TRUST "That the Directors of the Company be and are hereby authorised to approve the reservation for a ten (10) year period of 27,079,672 (Twenty-Seven Million, Seventy-Nine Thousand, Six Hundred and Seventy-Two) ordinary shares out of the authorised unissued share capital of the Company as of the date hereof and the issue and allotment of such ordinary shares to the Padenga Employee Trust upon subscription in terms of the Padenga Employee Trust Share Purchase and Option Agreement (as detailed in the Circular) at a price per share calculated at 75% of the volume weighted average price of Padenga shares over the previous 60 trading days, in the event the Padenga Employee Trust exercises its options to subscribe for such shares."			
SPECIAL RESOLUTION 4 - WAIVER OF PRE-EMPTIVE RIGHTS IN RESPECT OF SHARES FOR THE PADENGA EMPLOYEE SHARE OWNERSHIP TRUST "To waive any pre-emptive rights of the Shareholders in respect of shares to be issued and allotted pursuant to the Padenga Employee Share Ownership Trust referred to in Special Resolution 3."			

Signed this _____ day of _____ 2017 Signature(s) of member _____

NOTE

- In terms of Section 129 of the Zimbabwe Companies Act (Chapter 24:03) 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 also be a member of the Company.
- Regulation 74 of the Company's Articles of Association provides that the instrument appointing a proxy shall be deposited at the office of the Company not less than 48 hours before the time appointed for holding the meeting.

FOR OFFICIAL USE
NUMBER OF SHARES HELD