

EcoCash

HOLDINGS ZIMBABWE LIMITED

(formerly Cassava Smartech Zimbabwe Limited)

(Incorporated in Zimbabwe on 29 March 2012 under Company Registration Number 2487/2012)

ZSE Alpha Code: EHZL.zw ISIN ZW0009012437

NOTICE TO MEMBERS – ANNUAL GENERAL MEETING

Notice is hereby given that the **Fourth Annual General Meeting of the members of EcoCash Holdings Zimbabwe Limited (formerly Cassava Smartech Zimbabwe Limited)** will be held at the Registered Office of the Company at 1906 Liberation Legacy Way (formerly Borrowdale Road), Harare on **Friday, 21 October 2022** at 1000hrs. Shareholders can attend virtually by logging onto <https://ecocash.escrowagm.com/> for the following purposes:

ORDINARY BUSINESS

To consider and pass, with or without amendment, the following resolutions:

1. Adoption of Financial Statements for the year ended 28 February 2022

To receive and pass the financial statements for the year ended 28 February 2022 together with the reports of the Directors and auditors thereon.

2. Election of Directors

To appoint/ reappoint Directors. In accordance with Article 81 of the Company's Articles of Association Mr. D T Mandivenga, Mr. C Maswi and Mr. D Musengi, retire by rotation at the Company's Annual General Meeting and, being eligible, offer themselves for re-election. Each Director listed below shall be separately elected:

2.1 Mr. D T Mandivenga

2.2 Mr. C Maswi

2.3. Mr. D Musengi

3. Directors' Remuneration

To approve the remuneration of Directors for the year ended 28 February 2022.

4. Approval of Auditors' Fees and Appointment of New Auditors

4.1 To approve the auditors' fees for Deloitte & Touche for the previous year.

4.2 To appoint BDO Zimbabwe Chartered Accountants as auditors of the Company until the next Annual General Meeting.

SPECIAL BUSINESS

Special Resolution

5. Renewal of Share Buy-back Authority

To consider, and if thought fit, to pass with or without amendment, the following resolution:

As a Special Resolution: "That the Company, as duly authorised by Article 10 of its Articles of Association, may undertake the purchase of its own ordinary shares in such manner or on such terms as the Directors may from time to time determine, provided that the repurchases are not made at a price greater than 5% above the weighted average of the market value for the securities for the five business days immediately preceding the date of the repurchase and also provided that the maximum number of shares authorized to be acquired shall not exceed 10% (ten percent) of the Company's issued ordinary share capital.

"That this authority shall expire at the next Annual General Meeting and shall not exceed 15 months from the date of the resolution."

After considering the effect of the maximum repurchase of the shares, the Directors are confident that:

- The Company will be able to pay its debts for a period of 12 months after the date of the Annual General Meeting.
- The assets of the Company will be in excess of liabilities.
- The share capital and reserves of the Company are adequate for a period of 12 months after the date of the notice of the Annual General Meeting.
- The Company will have adequate working capital for a period of 12 months after the date of the notice of the Annual General Meeting.

NOTES:

- The 2022 Annual Report can be accessed on the Company's website: www.ecocashholdings.co.zw. Electronic copies of the 2022 Annual Report (which includes the financial statements, Directors' and Auditors' Report) shall be emailed to those shareholders whose email addresses are on record.
- In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member of the Company is entitled to appoint a proxy to attend, vote and speak in his/her stead at this meeting. A proxy need not be a member of the Company. Proxy forms should be forwarded to reach the office of the Transfer Secretaries at info@fts-net.com, or the Group Company Secretary at companysecretary@ecocashholdings.co.zw not less than 48hours before the scheduled meeting time.
- Members are requested to advise the Transfer Secretaries of their e-mail addresses and any changes to their contact numbers and/ or postal addresses.
- Members are hereby advised to use the following dedicated helplines for assistance with the AGM process:
Telephone: +263772289768;
Econet toll free: 08080277;
WhatsApp: +263737594405

By Order of the Board



Mrs. C.R. Daniels
Group Company Secretary

19 September 2022

DIRECTORS:

Mrs S.G. Shereni (Chairperson), Mr M.L. Bennett, Dr Z. Dillon, Miss E.T. Masiyiwa, Mr C. Maswi, Mr D. Musengi, Mr H. Pemhiwa, Mr D.T. Mandivenga, Mr E. Chibi*, Mrs T. Nyemba*. * Executive.

REGISTERED OFFICE: 1906 Liberation Legacy Way, Borrowdale, Harare, Zimbabwe.