NOTICE OF ANNUAL GENERAL MEETING

(RioZim Limited)
1 Kenilworth Road, Highlands, Harare. P O Box CY 1243, Causeway, or P O Box HG 900 Highlands, Harare, Zimbabwe
Telephone 746141/9, 776085/91, 746089/95.

Notice is hereby given that the 61st Annual General Meeting of members will be held at No. 1 Kenilworth Road, Highlands, Harare, Zimbabwe on Thursday 15 June 2017 at 10.30 hours for the purpose of transacting the following business:-

A. ORDINARY BUSINESS

1. Financial Statements
To receive, consider and adopt the Financial Statements for the year ended 31 December 2016 together with the Report of the Directors and Auditors thereon.

2. Directorate
   a) To re-elect directors by single resolution in terms of section 174 of the Companies Act [Chapter 24:03].
   b) Messrs. Dengu and Sharma retire by rotation in terms of Article 95 and 96 of the Company’s Articles of Association and being eligible, they offer themselves for re-election.

3. Directors’ Remuneration
   To approve the remuneration of the directors for the year ended 31 December 2016.

4. Auditors’ Fees and Appointments
   a) To approve the remuneration of the Auditors for the financial year ended 31 December 2016.
   b) To appoint auditors for the ensuing year until the conclusion of the next Annual General Meeting. Messrs Ernst & Young Chartered Accountants (Zimbabwe) retire and being eligible, offer themselves for re-election.

B. SPECIAL BUSINESS

To consider and if deemed fit, pass with or without modification, the following ordinary resolution:-
“THAT up to 10% of the authorised unissued ordinary shares of the Company be placed under the control of Directors, until the next Annual General Meeting, to be issued, subject to the requirements of the Company’s Memorandum and Articles of Association and the Zimbabwe Stock Exchange Listing Requirements.”

C. ANY OTHER BUSINESS

To transact any other business as may be transacted at an Annual General Meeting.

APPOINTMENT OF PROXY:

i) In terms of the Companies Act [Chapter 24:03], a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

ii) Proxy forms must be deposited at the registered office of the Company or at the office of the Transfer Secretaries [Corpserve Registrars (Private) Limited, Second Floor, ZB Centre, Corner First Street and Kwame Nkrumah Avenue, Harare] not less than 48 [forty-eight] hours before the time appointed for the holding of the meeting.

By Order of the Board
RioZim Management Services (Private) Limited
(Registrars)
Per Z Makorie