

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Padenga Holdings Limited is to be held at the Royal Harare Golf Club, 5th Street extension, Harare, on Tuesday 13 June 2023 at 08h15, as well as virtually via the link <https://escrowagm.com/eagmZim/Login.aspx> for the purpose of transacting the following business below:-

Ordinary Business

- To receive, approve and adopt the Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 December 2022.
- To re - elect the following Director, Mr S. Moyo, who retires by rotation in terms of the Articles of Association of the Company and, being eligible, offers himself for re-election. Mr Moyo is a highly respected registered legal practitioner of long standing, specialising in corporate and commercial law and he is currently the senior partner of Scanlen and Holderness Legal Practitioners.
- To re - elect the following Director, Mr T. N. Sibanda, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election. Mr Sibanda has been a partner at Schmulian & Sibanda Chartered Accountants (Zimbabwe) and has accumulated over 30 years' experience in compliance and audit services and is a highly experienced director of companies.
- To approve the Directors' remuneration for the financial year ended 31 December 2022.
- To approve the remuneration of the Auditors, Messrs KPMG, for the past audit.

- To re-appoint Messrs KPMG as the Auditors of the Company until the conclusion of the next Annual General Meeting.

(NOTE: In terms of Section 69(6) of the VFEX listing requirements, companies must change their audit partners every five years and their audit firm every ten years. KPMG has been the auditor of the Company for one year.)

- To confirm the final dividend of US\$0.28 cents per share declared on 16 March 2023.

Special Business

8. Approval of Share Buy - Back

To consider and, if deemed fit, to pass with or without modification, the following special resolution: "That the Company authorises in advance, in terms of the Companies and Other Business Entities Act (Cap 24:31) and the ZSE Listing Requirements, the purchase by the Company of its own shares upon such terms and conditions and in such amounts as the Directors of the Company may from time to time determine and such authority hereby specifies that:-

- the authority in terms of this resolution shall expire on the date of the Company's next Annual General Meeting; and
- acquisitions shall be of ordinary shares which, in the aggregate in any one financial year, shall not exceed 10% (ten per centum) of the Company's issued ordinary share capital; and
- the maximum and minimum prices, respectively, at which such ordinary shares may be acquired will not be more than 5% (five per centum) above and 5% (five per centum) below the weighted average of the market price at which such ordinary shares are traded on the VFEX, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company; and

- a press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis in the period between annual general meetings, 3% (three per centum) of the number of ordinary shares in issue prior to the acquisition; and
- if during the subsistence of this resolution the Company is unable to declare and pay a cash dividend then this resolution shall be of no force and effect."

(NOTE: In terms of this resolution, the Directors are seeking authority to allow use of the Company's available cash resources to purchase its own shares in the market in terms of the Companies and Other Business Entities Act and the regulations of the VFEX. The Directors will only exercise the authority if they believe that to do so would be in the best interests of shareholders generally. In exercising this authority, the Directors will duly take into account following such repurchase, the ability of the Company to pay its debts in the ordinary course of business, the maintenance of an excess of assets over liabilities, and for the Company, the adequacy of ordinary capital and reserves as well as working capital.)

9. Approval of Loans to Directors

To resolve as an ordinary resolution, with or without amendments: - "That the Company be and is hereby authorised to make any loan to any Executive Director or to enter into any guarantee or provide any security in connection with a loan to such Executive Director for the purpose of enabling him to properly perform his duty as an officer of the Company, as may be determined by the Remuneration Committee of the Board of Directors, provided that the amount of the loan or the extent of the guarantee or security shall not exceed the annual remuneration of that Director."

Any Other Business

- To transact any other business competent to be dealt with at an Annual General Meeting.

Proxies

In terms of the Companies and Other Business Entities Act (Cap 24:31), a member entitled to attend and vote at a meeting is entitled to 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.

Members who may not physically be able to attend the meeting shall be able to do so via the eAGM platform and such members are requested to register using the link above, at least 48 (forty-eight) hours before the commencement of the meeting or to inform the Share Transfer Secretaries to make appropriate arrangements.

BY ORDER OF THE BOARD



A.D. Lorimer

Group Company Secretary

121 Borrowdale Road, Gun Hill, Harare

22 May 2023