

PADENGA HOLDINGS LIMITED
("THE COMPANY")

MINUTES OF THE SIXTH ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF THE COMPANY,
HELD AT THE ROYAL HARARE GOLF CLUB,
FIFTH STREET EXTENSION, HARARE,
ON THURSDAY 18TH MAY 2017 AT 8:16 AM

DIRECTORS PRESENT:	Mr A. K. Calder Mr G. Sharp Mr O. Kamundimu Mr M.J. Fowler Mrs A.M.M. Madzara	(Chairman) Non-Executive Director Chief Executive Officer Financial Director Executive Director Non – Executive Director
SHAREHOLDERS:	Shareholders representing 247,317,333 votes, equal to 45.66% of the issued share capital of the company, were present in person or by proxy.	
APOLOGIES:	Mr T.N. Sibanda	Non – Executive Director
IN ATTENDANCE:	Mr A.D. Lorimer Mr G. Munema Mr D. Gwande	Company Secretary Representing Corpserve, Share Transfer Secretaries Representing EY, External Auditors

1. NOTICE CONVENING THE MEETING

The Chairman opened the meeting by welcoming the shareholders present to the sixth Annual General Meeting of shareholders of the Company since it was listed on the Zimbabwe Stock Exchange on 29th November 2010.

Thereafter the Chairman stated that as the notice calling the meeting had been circulated to all shareholders 21 days prior to the meeting, he requested that the notice be taken as read. This was unanimously approved.

2. QUORUM

The Chairman declared the meeting properly constituted with more than three shareholders being present.

3. PROXIES

The Chairman announced that two hundred and two (202) proxies, totaling 247,317,333 votes and equal to 45.66% of the issued share capital of the Company, were deposited with the Secretary prior to the commencement of the meeting and were available for inspection. The proxies had been verified by Corpserve Share Transfer Secretaries. There were thirty two (32) persons present in person at the meeting as shareholders, proxies or as business analysts.

4. ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS AND AUDITOR'S REPORTS

The Chairman commenced the formal business of the Annual General Meeting by tabling the Financial Statements for the twelve month period ended 31st December 2016, together with the Reports of the Directors and the Auditors thereon. The Chairman then invited questions from the shareholders present on the reports and accounts. Mr G. Terera asked if Padenga was receiving the benefit of paying company tax at the rate of 15% set for exporters. Mr Kamundimu, the Company's Finance Director, advised that Padenga had applied to ZIMRA to receive this benefit but had been advised that the reduced company tax rate was only for manufacturers who manufactured and exported goods from Zimbabwe. As Padenga was not classed as a manufacturer by ZIMRA, the Company had been declined in respect of its request to benefit from the reduced tax rate of 15%. There being no further issues or questions raised by shareholders, the Chairman then proposed the adoption of the Financial Statements for the twelve month period ended 31st December 2016, together with the Reports of the Directors and the Auditors thereon. This proposal was seconded by Mr G. Sharp. The motion was carried unanimously.

5. RE-ELECTION OF DIRECTORS RETIRING BY ROTATION

- 5.1 Upon a proposal by Mr G. Sharp, seconded by Mr C. Gweredza, it was unanimously resolved that Mr M. J. Fowler be re-elected as a Director of the Company.
- 5.2 Upon a proposal by Mr O. Kamundimu, seconded by Mr A. D. Lorimer, it was unanimously resolved that Mr T. N. Sibanda be re-elected as a Director of the Company.

6. DIRECTORS' REMUNERATION

Upon a proposal by Mr O. Kamundimu, seconded by Mr A. Moyo, it was unanimously resolved that the remuneration for the Non-executive Directors for the financial year ended 31st December 2016 be fixed at US\$56,325.

7. RE-APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION

- 7.1 Upon a proposal by Mr R. Gumbo, seconded by Mr E. Kadjiri, it was unanimously resolved that Messrs Ernst and Young of Harare be re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
- 7.2 Thereafter, upon a proposal by Mr O. Kamundimu, seconded by Mr M. J. Fowler, it was unanimously resolved that the remuneration for the audit of

the Company's books, carried out by Messrs Ernst and Young for the financial year ended 31st December 2016, be agreed at a figure of US\$64,800.

8. SPECIAL BUSINESS – APPROVAL OF SHARE BUY BACK

Upon a proposal by Mr G. Sharp, seconded by Mr F. Machodo, it was unanimously resolved that the Company be authorised in advance, in terms of section 79 of the Companies Act [Chapter 24:03], to purchase its own shares, upon such terms and conditions and in such amounts as the Directors of the Company determined from time to time, subject to the following terms and conditions: -

- a. This authority will expire on the date of the Company's next Annual General Meeting; and
- b. Acquisitions will be of ordinary shares which, in aggregate in any one financial year, will not exceed 10% (*ten per centum*) of the Company's issued ordinary share capital as at the date of this resolution; and
- c. The maximum and minimum prices respectively, at which such ordinary shares may be acquired will be not 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 Zimbabwe Stock Exchange, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company; and
- d. 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;
- e. 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.

9. SPECIAL BUSINESS – LOANS TO EXECUTIVE DIRECTORS

Upon a proposal by Mr A. D. Lorimer, seconded by Mrs P. Da Silva, it was unanimously resolved that the Company be 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 should not exceed the annual remuneration of that Director

10. ANY OTHER BUSINESS

The Chairman advised that as no prior notification of any other business to be discussed at the meeting had been received by the Secretary, this brought the formal part of the Annual General Meeting to an end.

Thereafter, the Chairman requested the Company's Chief Executive Officer, Mr G. Sharp, to give a brief update on current trading with the Company's operations. Following this update by Mr Sharp the Chairman welcomed any questions from the floor on the Company's business and operations. There being no questions, the Chairman thanked all the shareholders present for attending and participating in the Annual General Meeting. The Chairman declared the meeting closed at 8.33 am after thanking the management and staff of the Company for their successful endeavors with the Company during the financial year ended 31st December 2016.

CONFIRMED: *John Calder* DATE: *6/9/2017*