ZIMRE HOLDINGS LIMITED
Security Growth and Profitability

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting (AGM) of members will be held at 206 Samora Machel Avenue, Harare, Zimbabwe and virtually via the following link https://teams.microsoft.com/meet/365662945075658?p=lllfdPlTAAOaIDNUua on **Thursday, 30 July 2026 at 10.00 hours**, to consider the following business:

ORDINARY BUSINESS

1. Financial Statements

To receive, consider and adopt the Financial Statements for the year ended 31 December 2025 together with the Report of the Directors and Auditors thereon.

2. Corporate Governance Statement

To receive, consider and approve the Corporate Governance Statement for the period 1 January 2025 to 31 December 2025.

3. Dividend

To confirm payment of the final dividend for the year ended 31 December 2025 of USD1 200 000 translating to USD0.00065 per share.

(Reckoning that the total dividend was paid out on or about the 25th of June 2026.)

4. Directorate

a) To re-elect Mr. Mark Haken who retires by rotation in terms of Article 75 of the Company's Articles of Association, and being eligible, offers himself for re-election.

(Mr. Haken joined the ZHL Board in October 2018 and is a member of the Audit and Risk Committee. He is a seasoned professional insurance practitioner with over 50 years' experience. His expertise in insurance and related disciplines was acquired in a variety of roles across geographies and industries. He is currently a member of the board of the Legal Practitioners Indemnity Insurance Fund (LPIIF) in South Africa and he chairs its Risk Committee)

b) To re-elect Mr. Ignatius Mvere who retires by rotation in terms of Article 75 of the Company's Articles of Association, and being eligible, offers himself for re-election.

(Mr. Mvere joined the ZHL Board in January of 2013. He is the Chairperson of the Audit and Risk Management Committee and a member of the Human Capital Management Committee. He is a holder of a Bachelor of Commerce Degree and is a certified as well as registered Public Accountant. Mr. Mvere is the Chief Director Finance, Administration and Human Resources in the Ministry of Defence of the Republic of Zimbabwe.)

c) To elect Ms. Perpetua Tambudzai Chimeura in terms of Article 80 of the Company's Articles of Association as a new non-executive director of the Board of ZHL.

(Ms. Chimeura is an enterprise digital transformation executive with more than 15 years' experience providing strategic leadership to large-scale institutions undergoing digital modernisation. Her professional experience spans the social security, telecommunications and financial services sectors. She holds a Master of Philosophy in Development Finance, a Master of Business Administration and a Project Management Professional certification. She serves on the Board of the Artificial Intelligence Institute of Africa and is the ICT and Digital Strategy Executive of the National Social Security Authority (NSSA). Her proposed appointment aligns with the Board's renewal agenda while also strengthening the Group Board's oversight on digital transformation and technology governance competencies.)

5. Directors Remuneration

To approve the remuneration of the Directors amounting to USD329 178 for the year ended 31 December 2025.

***(NOTE** In terms of Practice Note 4 issued by the Zimbabwe Stock Exchange on 17th of January 2020, the ZHL Directors Remuneration Report shall be available for inspection at the Company's registered office during the Annual General Meeting.)*

6. External Auditor's Fees

To approve the remuneration of the External Auditors, Grant Thornton Zimbabwe amounting to USD46 923 for the year ended 31 December 2025.

7. External Auditor Appointment

To re-appoint Grant Thornton Zimbabwe as the External Auditor for the Company for the ensuing year until the conclusion of the next Annual General Meeting.

(Note Following the issuance by the Zimbabwe Stock Exchange of Practice Note 18 on 1 June 2026, the Company was granted a 1 year waiver permitting Grant Thornton Zimbabwe to remain eligible for re-appointment as external auditors. The waiver provides the Company with sufficient time to undertake a structured process to identify and appoint new external auditors in compliance with the requirements of the Practice Note.)

SPECIAL BUSINESS

8. General Authority to buy back shares

As a Special Resolution
Subject to the requirements of the Companies and Other Business Entities Act [Chapter 24:31] and the Zimbabwe Stock Exchange Listing Requirements, the Directors be and are hereby authorised to renew the authority first granted on 28 July 2023, to buyback the Company's issued ordinary shares subject to the following terms and conditions:

(i) That the purchase price shall not be lower than the nominal value of the Company's shares and not greater than 5% or lower than 5% of the weighted average trading price of the ordinary shares five (5) business days immediately preceding the date of the repurchase of such shares.
(ii) The maximum number of shares that may be acquired shall not exceed 10% of the Company's issued ordinary share capital.
(iii) That this authority shall expire on the date of the next Annual General Meeting of the Company and shall not extend beyond fifteen (15) months from the date of the resolution.
(iv) That the shares repurchased may be held for treasury purposes or cancelled as may be decided by the Board of Directors from time to time.

9. Authority to place the authorised unissued shares under the control of the Directors

As an Ordinary Resolution
To authorise the placement of the Company's authorised unissued ordinary shares, under the control of Directors, until the next Annual General Meeting, and if to be issued, to be issued subject to the requirements of the Company's Memorandum and Articles of Association and the Zimbabwe Stock Exchange Listing Requirements.

(This proposal enables the Directors to undertake key transactions which transactions will be in accordance with section 309 (2) of the Zimbabwe Stock Exchange Listing Requirements, which requires that the Directors consult the Zimbabwe Stock Exchange prior to issuing the shares under their control and complying with any instruction given by the Zimbabwe Stock Exchange regarding such issue.)

10. Any other business

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

EXPLANATORY NOTE:

TO THE GENERAL AUTHORITY TO BUY BACK SHARES

The Directors, in considering the effects of Resolution 8, on the share buy back, have reviewed the Company's budget and cash flow forecast for the period of twelve (12) months after date of notice convening the Annual General Meeting. On the basis of this review, the Directors are satisfied that:

- The Company is in a strong financial position and will, in the ordinary course of business, be able to pay its debts for the period of twelve (12) months after the Annual General Meeting;
- The assets of the Company will be in excess of its liabilities for a period of twelve (12) months after the Annual General Meeting;
- The ordinary capital and reserves of the Company will be adequate for a period of twelve (12) months after the Annual General Meeting; and
- The working capital will be adequate for a period of twelve (12) months after the Annual General Meeting.

By order of the Board

Ruvimbo Chidora
Group Company Secretary/Legal Executive
9 July 2026

PROXY NOTE

I/We...
(insert name in block letters)

Of...
(insert address)

Being a member/members of the above Zimre Holdings Limited ("ZHL" or the "Company"), hereby appoint Mr/Mrs/Ms...

....
(insert name in block letters)

Of...
(insert address)

Or failing him/her...
(insert name in block letters)

Of...
(insert name in block letters)

Or failing him/her...
(insert name in block letters)

Of...
(insert address)

Or failing him/her, the CHAIRPERSON of the meeting as my/ our proxy to attend, speak and vote for me/us on my/our behalf at the general meeting of the Company as specified above and any adjournments thereof and in accordance with the following instructions:

		Number of Votes		
	ORDINARY BUSINESS	**FOR**	**AGAINST**	**ABSTAIN**
1.	To receive, consider and adopt the Financial Statements for the year ended 31 December 2025 together with the Report of the Directors and Auditors thereon.			
2.	To receive, consider and approve the Corporate Governance Statement for the period 1 January 2025 to 31 December 2025.			
3.	To confirm payment of the final dividend for the year ended 31 December 2025 of USD1 200 000 translating to USD0.00065 per share.			
4(a)	To re-elect Mr. Mark Haken as director of the Company in terms of Article 75 of the Company's Articles of Association, and being eligible, offers himself for re-election.			
4(b)	To re-elect Mr. Ignatius Mvere who retires by rotation in terms of Article 75 of the Company's Articles of Association, and being eligible, offers himself for re-election.			
4(c)	To elect Ms. Perpetua Tambudzai Chimeura in terms of Article 80 of the Company's Articles of Association as a new non-executive director of the Board of ZHL.			
5.	To approve the remuneration of the Directors amounting to USD329 178 for the year ended 31 December 2025.			
6.	To approve the remuneration of the External Auditor, Grant Thornton Zimbabwe amounting to USD46 923 for the year ended 31 December 2025.			
7.	To re-appoint Grant Thornton Zimbabwe as the External Auditor for the Company for the ensuing year until the conclusion of the next Annual General Meeting.			
	SPECIAL BUSINESS			
8.	Subject to the requirements of the Companies and Other Business Entities Act [Chapter 24:31] and the Zimbabwe Stock Exchange Listing Requirements, the Directors be and are hereby authorised to renew the authority granted on 23 July 2023, to buyback the Company's issued ordinary shares which authority shall expire on the date of the next Annual General Meeting of the Company and shall not extend beyond fifteen (15) months from the date of the resolution.			
9.	To authorise the placement of the Company's authorised unissued ordinary shares, under the control of Directors, until the next Annual General Meeting, and if to be issued, to be issued subject to the requirements of the Company's Memorandum and Articles of Association and the Zimbabwe Stock Exchange Listing Requirements.			

SIGNED this...Day of...2026

Signature of Member/Director...

Name of Member ....

(Corporate bodies are required to authenticate with a company stamp.)

NOTES
Members are encouraged to lodge their questions with the Company Secretary or Transfer Secretaries by the Monday, 20 July 2026 at 1000hours.

In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend, vote, poll and speak in his stead. A proxy need not be a member of the Company.

Proxy forms must be deposited at the registered office of the Company or at the office of the Transfer Secretaries (ZB Transfer Secretaries (Private) Limited, 21 Natal Road, Avondale, Harare, Zimbabwe) not less than 48 (forty-eight) hours before the time appointed for the holding of the meeting.