

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of members of Old Mutual Zimbabwe Limited (the Company) will be held virtually at <https://eagm.creg.co.zw/eagmzim/Login.aspx> on Wednesday 12 August 2020 at 1500 hours for the purposes of transacting the following business:

AS ORDINARY BUSINESS

Minutes of last Annual General Meeting

- To approve minutes of the 21st Annual General Meeting (AGM) that was held on 9 May 2019.

Financial Statements and Statutory Reports

- To receive, consider and adopt the Corporate Governance Report, inclusive of the Report by the Audit Committee, for the financial year ended 31 December 2019.
- To receive, consider and adopt the Financial Statements and Directors' and Auditors' Reports for the financial year ended 31 December 2019.

Dividends

- To confirm the interim dividend of 8.66 ZWL cents per share that was paid in October 2019 as the final dividend for the year ended 31 December 2019.

Directorate

- In terms of Article 106 of the Articles of Association, one third of the Directors shall retire from office and are eligible for re-election. Dr K. Mandevani retires by rotation and, being eligible, offers himself for re-election.
- Mr C. Chinaka, Mr A. Daka, Dr C. Dhliwayo, Mrs N. Samuriwo and Mrs C. Ross were appointed since the last AGM and accordingly retire from the Board in terms of Article 113. Being eligible, they offer themselves for re-election.
- To note the resignation of Messrs I.G. Williamson and Dr L.L. Tsumba with effect from 1 August 2019 and 15 October 2019, respectively, from the Board of Directors of Old Mutual Zimbabwe Limited.
- To note the retirement of Messrs D. Benecke, T. Johnson and M.P. Mahlangu with effect from 31 May 2020, 8 January 2020 and 8 January 2020 respectively.
- To note that Mr J. Mushosho retired from the position of Chief Executive Officer with effect from 31 December 2019 and that Mr Samuel Matsekete was appointed as the Company's new Chief Executive Officer with effect from 1 January 2020.
- To note the resignation of Mr J. !Gawaxab, the Chairman, from the Board following the conclusion of this AGM.
- To confirm the remuneration of Directors amounting to ZWL\$1,328,599 for the year ended 31 December 2019.

External Auditors

- To approve the External Auditors' remuneration amounting to ZWL\$3,212,526 for the year ended 31 December 2019.
- To appoint KPMG as the Company's auditors for the ensuing year.

Appointment of Proxy

In terms of section 171 of the Companies and Other Business Entities Act [Chapter 24:31] and Article 78 of the Articles of Association of the Company, a member entitled to attend and vote at a meeting is entitled to appoint a proxy to speak and vote in his stead. A proxy need not be a member of the Company provided that a director or officer of the Company may not be a proxy for a shareholder. Article 80 of the Articles of Association of the Company requires that Forms of Proxy reach the Company's registered office or the office of the Transfer Secretaries (Corpserve Transfer Secretaries Registrars (Private) Limited, 2nd Floor, ZB Centre, Kwame Nkrumah Ave, P O Box 2208, Harare, Zimbabwe not less than forty eight (48) hours before the date set for the Meeting. Alternatively, Electronic Proxy forms, duly completed, signed and stamped (in the case of a corporate shareholder) may also be emailed to setfree@escrowgroup.org. Article 81 of the Articles of Association of the Company provides that an instrument appointing a proxy shall be executed in any usual or common form.

Registration for the AGM

As a result of the prevailing COVID-19 (2019 Coronavirus) pandemic and the prevailing lockdown restrictions, we will be conducting our Annual General Meeting virtually at <https://eagm.creg.co.zw/eagmzim/Login.aspx>. Please contact Setfree Nhapi for assistance with registration for the Annual General Meeting:

Email: setfree@escrowgroup.org
Landline: +263 242 758193
Cell phone: +263 719 024972

2019 Annual Report

The Company's 2019 Annual Report is now available on the company's website on the following link <https://www.oldmutual.co.zw/about-us/financial-results>. Electronic copies of the Annual Report have also been emailed to those shareholders whose emails are on record.

By Order of the Board

Hardlife R. Nharingo GROUP COMPANY SECRETARY

Registered Office
Mutual Gardens
100 The Chase (West)
Emerald Hill
Harare
ZIMBABWE

20 July 2020



175 YEARS OF DOING GREAT THINGS

Old Mutual is a Licensed Financial Service Provider

Directors: Johannes !Gawaxab (Chairman), Samuel Matsekete (Group CEO), Isiah Mashinya (Group COO), Takura Mudekunye (Group FD), Clement Chinaka, Anesu Daka, Dr. Charity Dhliwayo, Dr. Kennedy Mandevani, Nancy Samuriwo, Celiwe Ross

