



NOTICE TO ANNUAL GENERAL MEETING

Notice is hereby given that the fifty-first Annual General Meeting of members of Masimba Holdings Limited (Company Reg No. 278/1974) for the year ended 31 December 2025 will be held at 44 Tilbury Road, Willowvale, Harare, Zimbabwe, on Tuesday 30 June 2026 at 12 noon, for the purpose of transacting the following business:

1. ORDINARY BUSINESS

1.1 Approval of Financial Statements and Reports

To receive, consider and adopt the Annual Financial Statements for the year ended 31 December 2025, including the Directors' and Independent Auditor's reports thereon.

1.2 Approval of Directors' Fees

Approval of Directors' fees for the year ended 31 December 2025.

Note: In terms of Section 184 of the Zimbabwe Stock Exchange Listing Requirements, the Directors' Remuneration Report shall be available for inspection at the AGM and, thereafter, the Company's registered office.

1.3 Election of Directors (each director will be separately elected)

1.3.1 To re-elect Mr. Herbert Stanley Mashanyare, who retires by rotation in terms of the Articles of Association of the Company and being eligible, offers himself for re-election.

1.3.2 To re-elect Mrs. Sharon Bwanya, who retires by rotation in terms of the Articles of Association of the Company and being eligible, offers herself for re-election.

1.4 Dividend

To confirm the declaration of a final dividend of USD0.34 cents for the year ended 31 December 2025.

1.5 Auditor

1.5.1 To approve the remuneration of the auditor Messrs. Grant Thornton for the year ended 31 December 2025.

1.5.2 To approve the undertaking of a tender process for the appointment of a new audit firm in compliance with the applicable statutory rotation requirements.

Note: In line with the applicable statutory and regulatory auditor rotation requirements, both the audit firm and the designated audit partner are subject to rotation after five consecutive years of service. As Grant Thornton has now reached the applicable tenure threshold, the Company is seeking shareholder approval to undertake a tender process for the appointment of a new audit firm in compliance with these requirements.

2. SPECIAL BUSINESS

2.1 Approval of Share Buyback

To consider and if deemed fit, to pass with or without modification, the following special resolution,

"That the Company, as duly authorised by section 129 of the Companies and Other Business Entities Act (Chapter 24:31) and the Zimbabwe Stock Exchange listing requirements, may purchase its own ordinary shares in such manner or on such terms as the Directors may from time to time determine and provided that:

- i. the repurchases are not made at a price greater than five percent (5%) above nor five percent (5%) below the weighted average of the market price at which such ordinary shares are traded on the Zimbabwe Stock Exchange as determined over the five (5) business days immediately preceding the date of the repurchase.
- ii. the maximum number of shares authorised to be acquired shall not exceed ten percent (10%) of the Company's issued ordinary share capital.
- iii. This authority shall expire at the next Annual General Meeting and shall not extend beyond fifteen (15) months from the date of this resolution."

Directors' Statement

The Directors in considering the effect of any such repurchase, will duly consider the ability of the Company, for a period of twelve (12) months, to pay its debts in the ordinary course of business, the maintenance of an excess of assets over liabilities, and the adequacy of ordinary capital and reserves as well as adequacy of working capital.

Note: A member entitled to attend and vote at the Annual General Meeting of Shareholders may appoint a proxy to attend, speak and, on poll, vote in his stead. A proxy need not be a member of the Company. Forms of proxy must be lodged at the registered office of the Company or emailed to enquiries@masimbagroup.com not less than forty-eight (48) hours before the time of holding of the meeting.

Further details of the meeting will be available on the Company's website, www.masimbagroup.com, on Tuesday 30 June 2026. Alternatively, Shareholders may contact First Transfer Secretaries at 1 Armagh Road, Eastlea, Harare, Zimbabwe.

Electronic copies of the Company's 2025 Integrated Annual Report, the financial statements and Directors' and Independent Auditor's reports for the financial year ended 31 December 2025 will be available on or before Wednesday 10 June 2026. These documents, which will also be available on the Company's website, www.masimbagroup.com, will be emailed to shareholders whose email addresses are on record.

By Order of the Board

P. Mutiti
Company Secretary

9 June 2026