



NOTICE OF MEETING

For the Ninety-Third Annual General Meeting of the Members of Tanganda Tea Company Limited to be convened at Sabre Business World, 146 Enterprise Road, Harare on 28 February 2023 at 0900hrs. Shareholders will be asked to connect and attend the meeting virtually. The meeting login instructions are at the end of this notice.

ORDINARY BUSINESS

1. ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive, consider and adopt the Company Financial Statements for the year ended 30 September 2022 together with reports of the Directors and Auditors thereon.

2. DIVIDEND

To confirm a final dividend of 0.06 US\$ cents per share following an interim dividend of 50 ZWL cents per share for the year ended 30 September 2022.

3. DIRECTORATE

- 3.1 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: • Herbert Nkala
- 3.2 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: • Stewart Philip Cranswick
- 3.3 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: • Livingstone Takudzwa Gwata
- 3.4 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: • Simon James Hammond
- 3.5 To consider the re-appointment of the following Director who retires by rotation and being eligible offers herself for re-election: • Rufaro Audrey Maunze
- 3.6 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: • Matthew John Stewart Moxon

4. DIRECTORS' FEES

4.1 To confirm Directors' fees amounting to ZWL 28,369,286 for the year ended 30 September 2022.

5. AUDITORS' FEES AND APPOINTMENT OF AUDITORS

- 5.1 To approve the auditors' fees of ZWL 68,989,023 for the Company for the year ended 30 September 2022.
- 5.2 To reappoint Messrs. Deloitte & Touche as the auditors of the Company for the year ending 30 September 2023 who have indicated their willingness to continue in office.

Note 1. *Deloitte & Touche have acted as the Company's independent auditors for more than ten years when the Company was a subsidiary of Meikles Limited before listing on the Zimbabwe Stock Exchange in February 2022.*

Note 2. *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 and vote on a poll and speak in his stead. A proxy need not to be a member of the Company and shall not be a director or officer of the Company. Proxy forms must be lodged with the secretary not less than forty-eight (48) hours before the time of holding of the meeting.*

SPECIAL BUSINESS

1. SHARE INCENTIVE SCHEMES

To consider, and if deemed fit to pass, with or without modification, the resolutions to establish Share Incentive Schemes for management and employees as set out below:

- 1.1 That 13,053,230 unissued shares (approximately five percent (5%) of the current total issued shares) of the Company be placed under the control of the Directors who shall have the authority to issue the shares to executive and senior management employees over a five-year period on such terms and conditions they deem fit as an incentive to attract, retain, and reward executive and senior management.
- 1.2 That a further 13,053,230 unissued shares of the Company be placed under the control of Directors who shall have authority to issue the shares to an Employee Share Ownership Trust on such terms and conditions they deem fit, provided that the shares be issued at a price calculated on the basis of the weighted average price of the Company over forty-five (45) days prior to the date of issue.
- 1.3 That the Directors of the Company be and are hereby authorised to do all such things required to implement the Share Incentive schemes.

Note 3. *The Incentive Schemes rules and the Zimbabwe Stock Exchange letter approving the schemes are available for inspection at the Company registered offices at 194 Mutare Road, Harare and 15 Vumba Road, Mutare.*

By order of the Board

S. N. Kodzanai
Company Secretary
06 February 2023

LOGIN INSTRUCTIONS

May you please ensure that you have downloaded the ZOOM application and follow the login instructions below:

Meeting ID: 885 9789 7109

1. Password: Shareholders to contact the Transfer Secretaries on the following numbers +263772862956 and +263773668857.
2. Write your username on Zoom in the format below:

XXXXXX SHAREHOLDER NAME

Where XXXXXX is your shareholder number.

If you have any challenges, kindly contact us on +263772862956 and +263773668857.



NOTICE OF MEETING

FORM OF PROXY

For the Ninety-Third Annual General Meeting of the Members of Tanganda Tea Company Limited to be convened at Sabre Business World, 146 Enterprise Road, Harare on 28 February 2023 at 0900hrs. Shareholders will be asked to connect and attend the meeting virtually.

I/We _____ (Name/s in block letters)

being a member of Tanganda Tea Company Limited

being the holder of _____ shares in the Company hereby appoint

1. _____ of _____
or failing him/her
2. _____ of _____

As my/our proxy to act for me/us at the AGM for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name (see note 2) in accordance with the following instructions:

| Resolution | For | Against | Abstain |
|--|-----|---------|---------|
| Ordinary Resolution number 1 To receive, consider and adopt the Company Financial Statements for the year ended 30 September 2022 together with the reports of the Directors and Auditors thereon. | | | |
| Ordinary Resolution number 2 To confirm a final dividend of 0.06 US\$ cents per share following an interim dividend of 50 ZWL cents per share for the year ended 30 September 2022. | | | |
| Ordinary Resolution number 3 3.1 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Herbert Nkala | | | |
| Ordinary Resolution number 3 3.2 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Stewart Philip Cranswick | | | |
| Ordinary Resolution number 3 3.3 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Livingstone Takudzwa Gwata | | | |
| Ordinary Resolution number 3 3.4 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Simon James Hammond | | | |
| Ordinary Resolution number 3 3.5 To consider the re-appointment of the following Director who retires by rotation and being eligible offers herself for re-election: Rufaro Audrey Maunze | | | |
| Ordinary Resolution number 3 3.6 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: Matthew John Stewart Moxon | | | |
| Ordinary Resolution number 4 To confirm Directors' fees amounting to ZWL 28,369,286 for the year ended 30 September 2022. | | | |
| Ordinary Resolution number 5 5.1 To approve the Auditors' fees of ZWL 68,989,023 for the Company for the year ended 30 September 2022. | | | |
| Ordinary Resolution number 5 5.2 To reappoint Messrs. Deloitte & Touche as the Auditors of the Company for the year ending 30 September 2023 who have indicated their willingness to continue in office. | | | |
| SPECIAL BUSINESS Establishment of Share Incentive Schemes 1.1 That 13,053,230 unissued shares (approximately five percent (5%) of the current total issued shares) of the Company be placed under the control of the Directors who shall have the authority to issue the shares to executive and senior management employees over a five-year period on such terms and conditions they deem fit as an incentive to attract, retain, and reward executive and senior management. 1.2 That a further 13,053,230 unissued shares of the Company be placed under the control of Directors who shall have authority to issue the shares to an Employee Share Ownership Trust on such terms and conditions they deem fit, provided that the shares be issued at a price calculated on the basis of the weighted average price of the Company over forty-five (45) days prior to the date of issue. 1.3 That the Directors of the Company be and are hereby authorised to do all such things required to implement the Share Incentive schemes. | | | |

Every person present and entitled to vote at the AGM shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Please read the notes appearing on the reverse hereof.

Signed at _____ on _____ 2023

Signature(s) _____

Assisted by me _____

Full name(s) of signatory/ies if signing in a representative capacity (see note 2) (please use block letters).



NOTICE OF MEETING

INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

1. In terms of the Companies and Other Business Entities Act, 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 or her stead. No Director or Officer of the company may be appointed as a proxy for a Member. A proxy need not be a member of the Company.
2. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory/ies.
3. The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - i. Under a power of attorney
 - ii. On behalf of a companyunless that person's power of attorney or authority is deposited at the offices of the Company's Zimbabwe transfer secretaries, not less than forty-eight (48) hours before the meeting.
4. If two or more proxies attend the meeting then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
5. When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
6. The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
7. In order to be effective, completed proxy forms must reach the Company's transfer secretaries not less than 48 hours before the time appointed for the holding of the meeting.
8. Please ensure that name(s) of the member(s) on the form of proxy and the voting form are the same as those on the share register.
9. Please be advised that the number of votes to which a member is entitled is determined by the number of shares recorded in the share register 48 hours before the time appointed for the holding of the meeting.

OFFICE OF THE ZIMBABWE TRANSFER SECRETARIES

ZB Transfer Secretaries
21 Natal Road
Avondale
P O Box 2540
Harare
Zimbabwe
Telephone 263 242 759660/9