



# ZIMBABWE NEWSPAPERS (1980) LIMITED

Market leader in Publishing, Broadcasting, Printing and Packaging

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Ninety-Seventh (97th) Annual General Meeting of Shareholders of Zimbabwe Newspapers (1980) Ltd will be held virtually on **25<sup>th</sup> June 2024 at 1100 hours** by electronic communication only and not by physical meeting to transact the following business:

### Ordinary Business

#### 1. Minutes

To approve the minutes of the last meeting held on 29th June 2023.

#### 2. Financial Statements and Reports

To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31st December 2023.

#### 3. Dividend

To sanction the non-payment of a dividend for the year ended 31st December 2023 as recommended by the Board.

#### 4. Independent Auditors

To confirm and approve the remuneration of the Auditors for the year ended 31st December 2023 and to re-appoint Messrs Baker Tilly as auditors for the current year.

**NB: Baker Tilly has been Zimpapers' auditors since 2016.**

#### 5. Directors Fees

To confirm and approve the Directors' fees for the year ended 31st December 2023.

#### 6. Directors

(i) To confirm the resignations of the following Directors:

- Ms. E. Dube resigned as Board Member effective 15<sup>th</sup> July 2023.
- Dr. A. J. V. Maunganidze resigned as Board Member effective 6<sup>th</sup> October 2023.
- Mr. T. A. G. Sithole resigned as Chairman and Board Member effective 8<sup>th</sup> January 2024.
- Mr. L. Mhango, Mr. T. Chiweshe, Mr. C. Mukwasi, Mrs. M. A. Ziyambi and Ms. T. L. Chibvongodze resigned as Board Members effective 8<sup>th</sup> January 2024.

(ii) To re-elect the following Directors: (a) Mrs. D. J. Sibanda (b) Dr. G. K. Machengete (c) Dr. A. M. Rusero (d) Mr. P. Mbano (e) Ms. R. Mangudya (f) Eng. R. P. Mushanawani (g) Mr. G. Chisoko and (h) Mrs. P. Makandwa. These Directors were appointed as Directors of the Company with effect from 9th January 2024 and retire in terms of Article 57 of the Company's Articles of Association. All being eligible offer themselves for re-election and will be appointed through separate resolutions.

(iii) To re-elect Mrs. R. Nyahwa who retire by rotation and being eligible offer herself for re-election.

(iv) To confirm the appointment of Mrs. D. J. Sibanda as Board Chairperson effective 31st January 2024.

(v) To confirm the appointment of Dr. G. K. Machengete as Board Vice Chairperson effective 31st January 2024.

#### 7. Any Other Business

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

#### Login Instructions

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

**Meeting ID:** 81906167574

**Password:** Shareholders to contact the Transfer Secretaries on the following numbers: **0778 800 555, 0776 084 194, 0773 140 140, 0773 668 857.**

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 **0778 800 555, 0776 084 194, 0773 140 140, 0773 668 857.**

#### General Notes

- In terms of Article 37 of the Company's Memorandum and Articles of Association, a notice of 42 days must be given for any special business to be transacted at the Annual General Meeting.
- In terms of Section 171 of the Companies and Other Business Entities Act [Chapter 24:31], Members are entitled to appoint one or more proxies to act in the alternative, to attend, speak and vote in their place at the meeting. A proxy need not be a Member of the Company.
- Registration must be completed not less than 48 hours before the time appointed for holding the meeting.
- Proxy forms must be at the registered office of the company not less than 48 hours before the time for holding the meeting.
- Email proxy to the Zimpapers Company Secretary: [daphine.tomana@zimpapers.co.zw](mailto:daphine.tomana@zimpapers.co.zw) or the Transfer Secretaries - ZB Transfer Secretaries - [transfersecretaries@zb.co.zw](mailto:transfersecretaries@zb.co.zw) not less than 48 hours before the time for holding the meeting.

#### By order of the Board.

**Daphine Tomana**  
**COMPANY SECRETARY**  
**6th Floor, Herald House**  
**Cnr, G. Silundika/Sam Nujoma Street, Harare**  
**P. O. Box 55**  
**HARARE**

**4th June 2024**