

09 Oct 2024

ZIMBABWE STOCK EXCHANGE LIMITED 2024. EGM No. 2

NO.	RESOLUTION	SHARES FOR	%	SHARES AGAINST	%	SHARES ABSTAIN	%
1	That, as an Ordinary Resolution, in respect of the proposed re-structure of ZSE Limited: That the Company be and is hereby authorized to propose to its members the approval of the Scheme of Reconstruction whereby it is proposed, amongst other things, that the shareholders dispose 100% of the issued share capital in ZSE Limited and 100% of the issued share capital in Victoria Falls Stock Exchange Limited in exchange for shares in ZSE Holdings Limited pari passu and at an exchange ratio of "1" ZSE Limited Ordinary Share for "1" ZSE Holdings Ordinary Share.	77,379	97.45	2,021	2.55	0	0.00
2	SPECIAL BUSINESS Increase in Authorized Share Capital:	74,451	98.53	1,114	1.47	0	0.00
2.1	"That, in terms of the Company's Articles of Association, the authorised shares of the Company be and is hereby increased, via a share split of the existing shares at a ratio of 1 ordinary share to 1000 ordinary shares, from six million (6,000,000) ordinary shares to six billion (6,000,000,000) ordinary shares."	74,451	98.53	1,114	1.47	0	0.00
2.2	"That of the 5,897,296,000 (five billion, eight hundred and ninety-seven million two hundred and ninety-six thousand) ordinary shares remaining unissued after the increase of the Company's authorised share capital, of ZSE Holdings ordinary shares be placed under the control of the Directors i. That up to a maximum of 10,000 shares be issued to increase the shareholder register by an additional 252 shareholders in order to meet the shareholder spread requirements of 300 shareholders.	70,716	93.58	1,114	1.47	3,735	4.94
2.3	"That, pursuant to the share split and the increase in the authorized share capital, the Memorandum and Articles of Association of the Company be and is hereby amended accordingly.	74,451	98.53	1,114	1.47	0	0.00
3	Waiver of Pre-Emptive Rights:	74,451	98.53	1,114	1.47	0	0.00
3.1	Subject to the approval of resolution 2.2 above being passed: "That, existing Shareholders, being Shareholders reflected on the ZSE and VFEX share register as at 31 August 2024 hereby irrevocably waive their pre-emptive rights in respect of 10,000 unissued shares under the control of the directors to facilitate the required shareholder spread as required by the ZSE Listing Rules and the Proposed ZSE Holdings Share Option Scheme."	72,637	96.13	0	0.00	2,928	3.87

NO.	RESOLUTION	SHARES FOR	%	SHARES AGAINST	%	SHARES ABSTAIN	%
4	AS ORDINARY RESOLUTIONS: That subject to all Conditions Precedent in the Share Purchase and Sale Agreement being fulfilled, or lawfully waived, the Directors of ZSE Limited be and are hereby authorized to implement the Share Purchase and Sale Agreement in accordance with its terms and conditions.	74,451	98.53	1,114	1.47	0	0.00
5	That subject to the passing of all the Resolutions above, the Directors of the Company (or any duly authorized Committee thereof) be and are hereby authorized to amend and vary the terms and conditions of such transactions (provided that no such amendment or variation shall be material in the context of the Transaction) and do all such things as they consider necessary and desirable to give effect to or pursuant to or in connection with the above transactions.	72,637	96.13	1,114	1.47	1,814	2.40
6	That all Resolutions passed shall be subject to delivery of the relevant Share Certificates and fulfilment of the Conditions Precedent set out in the Share Purchase and Sale Agreement.	74,451	98.53	1,114	1.47	0	0.00
7	That any and all actions taken by the Board of Directors pursuant to implementing the terms and conditions of the Share Purchase and Sale Agreement, including actions already taken, be and are hereby ratified.	72,530	95.98	1,114	1.47	1,921	2.54
8	That the Chairman of the Board or, failing him, any Director of the Company, be and is hereby authorized to sign any and all documentation relating to the Resolutions above and to do all such acts and deeds as may be necessary to give effect to these Resolutions and, insofar as any documentation has been signed or actions have already been taken to fulfill or give effect to these Resolutions, those actions be and are hereby ratified.	70,823	93.72	1,114	1.47	3,628	4.80
9	That Company's entry into and implementation of the Share Purchase and Sale Agreement and the Share Purchase and Sale Agreement be and is hereby approved and, insofar as any actions have already been taken to that effect, they are hereby ratified.	74,451	98.53	1,114	1.47	0	0.00



Mr Lyndon Tuyani Nkomo
Company Secretary
Zimbabwe Stock Exchange Limited