



P.O. Box 335, 15 Vumba Road, Mutare, Zimbabwe
Tel: +263 (2020) 60831 | VoiP: +263 8677447521
Email: investorrelations@tangandatea.com | Website: www.tangandatea.com
(Incorporated in Zimbabwe under Company Registration Number 742/1930) ZSE Code: TANG.zw ISIN ZW 000 901 2411

NOTICE OF MEETING

Notice is hereby given that the ninety-fifth Annual General Meeting of members of Tanganda Tea Company Limited will be convened at Sabre Business World, 146 Enterprise Road, Harare, on Thursday 6 March 2025 at 09.00 hours to transact the business below. 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 2024 together with reports of the Directors and Auditors thereon.

2. DIVIDEND

To confirm the Directors' resolution not to declare a dividend, considering the need to preserve cashflow and reinvest in the business.

3. DIRECTORATE

3.1 To retire the following Director by rotation, who does not offer himself for re-election: **Stewart Philip Cranswick**

3.2 To consider the re-appointment of the following Director who retires by rotation and being eligible offers himself for re-election: **Livingstone Takudzwa Gwata**

4. DIRECTORS' FEES

To confirm Directors' fees amounting to USD183 270 for the year ended 30 September 2024.

5. AUDITORS' FEES AND APPOINTMENT OF AUDITORS

5.1 To approve the auditors' fees of USD123 871 for the Company for the year ended 30 September 2024.

5.2 To approve the appointment of Axcentium as the auditors of the Company for the year ended 30 September 2024.

5.3 To approve BDO Chartered Accountants (Zimbabwe) as the auditors of the Company for the year ending 30 September 2025.

Note 1. The Company has adopted the requirements of the Companies and Other Business Entities Act [Chapter 24:31] Section 191(11) and the ZSE Listings requirements (Statutory Instrument 134/2019) Section 69(6) from the date of enactment. Axcentium (previously Messrs. Deloitte & Touche) have been the Company's independent auditors for more than ten years. Axcentium was reappointed the Company's auditors for the year ended 30 September 2024 after termination of the engagement agreement with Messrs. Ernst & Young Chartered Accountants (Zimbabwe) due to certain technical differences. The Company received approval from the Zimbabwe Stock Exchange to extend the audit services of Axcentium by one year after which new auditors were to be contracted. Axcentium stepped down as the auditors of the Company, in view of the requirements of Section 69(6) of the ZSE Listings Requirements. The Board of Directors recommends the appointment of Messrs. BDO Chartered Accountants (Zimbabwe) as the Company auditors for the ensuing financial year.

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 their 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.

By order of the Board

Sharon N Kodzanai
Company Secretary
13 February 2025

LOGIN INSTRUCTIONS

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

1. Meeting ID: 394 322 279 833
Password: Shareholders to contact the Transfer Secretaries on the following numbers: +263 778 800 555 and +263 773 668 857.

2. Write your username on Microsoft Teams in the format below:

XXXXXXX SHAREHOLDER NAME

Where XXXXXX is your shareholder number.

If you have any challenges kindly contact us on: +263 778 800 555 and +263 773 668 857.



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NOTICE OF MEETING

FORM OF PROXY

For the ninety-fifth Annual General Meeting of the Members of Tanganda Tea Company Limited to be convened at Sabre Business World, 146 Enterprise Road, Harare on Thursday 6 March 2025 at 09.00 hours to transact the business below. Shareholders will be asked to connect and attend the meeting virtually. The meeting login instructions are at the end of this notice.

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

of _____

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 financial statements for the year ended 30 September 2024 together with the reports of the Directors and Auditors thereon.			
Ordinary Resolution number 2 To confirm Directors resolution not to declare a dividend, considering the need to preserve cashflow and reinvest in the business.			
Ordinary Resolution number 3 3.1 To retire the following Director by rotation, who does not offer himself for re-election: Stewart Philip Cranswick			
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: Livingstone Takudzwa Gwata			
Ordinary Resolution number 4 To confirm Directors' fees amounting to USD183 270 for the year ended 30 September 2024.			
Ordinary Resolution number 5 5.1 To approve the auditors' fees of USD123 871 for the Company for the year ended 30 September 2024.			
Ordinary Resolution number 5 5.2 To approve appointment of Axcentium as the auditors of the Company for the year ending 30 September 2024.			
Ordinary Resolution number 5 5.3 To appoint BDO Chartered Accountants (Zimbabwe) as the auditors of the Company for the year ending 30 September 2025.			

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 below.

Signed at _____ on _____ 2025

Signature(s) _____

Assisted by me _____

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



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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