

FORM OF PROXY



Our passion for **value creation**

Form of Proxy 27th Annual General Meeting

I /We, (full names) _____

of _____ (full address) _____

being the registered holder/s of _____ ordinary shares in INNSCOR AFRICA LIMITED, do hereby appoint:

_____ (full names) _____

of _____ (full address) _____

or failing him/her, do hereby appoint: _____ (full names) _____

of _____ (full address) _____

as my/our proxy to vote for me/us on my/our behalf at the **TWENTY-SEVENTH ANNUAL GENERAL MEETING** of the Company to be held on **8 December 2023** at 08.15 and at any adjournment thereof.

I/We instruct my/our proxy or proxies to vote in the following way: (Please mark the appropriate box with an "X" next to each resolution)

ORDINARY BUSINESS

	For	Against	Abstain
1 THAT the Audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 30 June 2023 be adopted.			
2 THAT Mr M. J. Fowler be re-elected as a Director of the Company in terms of the Articles of Association.			
3 THAT Mr G. Gwainda be re-elected as a Director of the Company in terms of the Articles of Association.			
4 THAT the remuneration of the Directors be confirmed.			
5 THAT the remuneration of the Auditors, Messrs BDO Chartered Accountants (Zimbabwe), be confirmed for the past audit.			
6 THAT Messrs BDO Chartered Accountants (Zimbabwe) be re – appointed as the Auditors of the Company until the conclusion of the next Annual General Meeting.			
7 THAT the final dividend of 1.05 US cents per share declared on 22 September 2023 together with a dividend payment of USD305 000 to Inncor Africa Employee Share Trust (Private) Limited, and the interim dividend of 1.60 US cents per share declared on 10 March 2023 together with a dividend payment of USD460 000 to Inncor Africa Employee Share Trust (Private) Limited be and are hereby confirmed.			

Form of Proxy 27th Annual General Meeting (continued)

SPECIAL BUSINESS

	For	Against	Abstain
8 As a Special Resolution THAT the Company be authorised in terms of Section 129 of the Companies and Other Business Entities Act (Chapter 24:31) to purchase its own shares, subject to certain conditions.			
9 THAT the Company be authorised to make loans to Executive Directors in terms of Section 208 of the Companies and Other Business Entities Act (Chapter 24:31), subject to certain conditions.			

Details of the above resolutions are set out in the Notice of the Annual General Meeting.

Signed this _____ day of _____ 2023

SIGNATURE OF SHAREHOLDER

NOTES:

1. In terms of Section 171 of the Companies and Other Business Entities Act (Chapter 24:31), a member of the Company is entitled to appoint one or more persons to act in the alternative as his proxy, to attend and vote and speak in his stead. A proxy need not be a shareholder of the Company.
2. Unless otherwise instructed, the proxy will vote as he/she thinks fit.
3. This proxy form must be deposited at the Registered Office of the Company so as to be received by the Company Secretary not less than 48 hours before the meeting.
4. The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
5. Anyone signing this proxy form in a representative capacity must be authorised to do so. Please stamp this form with your company or organisation's stamp and enclose proof of authorisation.
6. The return of this proxy form will not prevent you from attending the meeting and voting in person. However, should this happen, the proxy will be revoked.