

Notice to Members



OUR PASSION FOR VALUE CREATION

NOTICE IS HEREBY GIVEN that the eighteenth Annual General Meeting of members will be held at the Royal Harare Golf Club, 5th Street extension, Harare, on Friday 21 November 2014 at 08h15, for the purpose of transacting the following business:

Ordinary Business

1. To receive and consider the financial statements for the year ended 30 June 2014 together with the reports of the Directors and Auditors thereon.
2. To note the resignation at the conclusion of this Annual General Meeting of Mr. D. L. L. Morgan who has advised of his intention to retire from the Board as the Chairman and a Director after 16 years of service.
3. To re - elect retiring Directors: Mr. J. Koumides and Mr. T. N. Sibanda who retire by rotation and being eligible offer themselves for re-election.
4. To approve the appointment of Mr. A. Fourie who was appointed as a Director of the Company with effect from 22 September 2014, and who in terms of the Articles of Association of the Company is required to retire from the Board at the Annual General Meeting and being eligible, offers himself for re-election.
5. To approve Directors' fees for the financial year ended 30 June 2014.
6. To approve the remuneration of the auditors for the financial year ended 30 June 2014 and re-appoint Ernst & Young of Harare as auditors of the Company until the conclusion of the next Annual General Meeting.

Special Business

7. To resolve as an ordinary resolution, with or without amendments: "That the Company be and is hereby authorised to make any loan to any Executive Director or to enter into any guarantee or provide any security in connection with a loan to such Executive Director for the purpose of enabling him to properly perform his duty as an officer of the Company, as may be determined by the Remuneration Committee of the Board of Directors, provided that the amount of the loan or the extent of the guarantee or security shall not exceed the annual remuneration of that Director."

Any Other Business

8. To transact any other business competent to be dealt with at the Annual General Meeting.

Proxies

Members are entitled to appoint one or more proxies to act in the alternative and to attend and vote and speak in their place. A proxy need not be a member of the Company.

Proxy forms must reach the Company's registered office not less than 48 hours before the meeting.

By order of the Board

INNSCOR AFRICA LIMITED

A handwritten signature in blue ink, appearing to read 'A. Lorimer'.

A D Lorimer
Company Secretary
Harare
10 October 2014

DIRECTORS: *D.L.L. Morgan (Chairman), A. Fourie (Chief Executive Officer), B.S. Dionisio, *M.J. Fowler, *Z. Koudounaris, J. Koumides, J.P. Schonken, *T.N. Sibanda (*Non Executive)