

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL MEETING OF THE SHAREHOLDERS OF ZIWETO HOLDINGS LIMITED (THE "COMPANY") WILL BE HELD VIRTUALLY ON 29 JUNE 2026 AT 09.00 HOURS (MAURITIUS TIME) VIA MICROSOFT TEAMS.**

## **AGENDA**

### **1. OPENING**

- 1.1. To appoint a Chairperson for the meeting;
- 1.2. To take note of the quorum and constitution of the meeting;

### **2. FINANCIAL STATEMENTS**

- 2.1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31 December 2025, in accordance with Section 115(4)(a) of the Companies Act (Mauritius) 2001;
- 2.2. To consider the Auditor's Report received from Baker Tilly, in accordance with Section 115(4)(b) of the Companies Act (Mauritius) 2001;
- 2.3. To consider and adopt the Annual Report of the Company for the year ended 31 December 2025, in accordance with Section 115(4)(c) of the Companies Act (Mauritius) 2001;

#### **PROPOSED RESOLUTION NO (I):**

**"Resolved that** the Audited Financial Statements and the Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted."

### **3. DIRECTORS**

- 3.1. To consider and approve the re-appointment of the following individuals as Directors of the Company, in accordance with Section 115(4)(d) of the Companies Act (Mauritius) 2001:

- Mr. Victor Chambayika Mhango
- Mr. Byton Mwirwa Simwela
- Ms. Madiihah Binté Beegum
- Ms. Veerha Bhogun
- Mr. Michael Libes
- Mr. Tione Pascal Kaonga
- Ms. Phyles Tatha Kachingwe
- Dr. Patricia Mayuni

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#### **PROPOSED RESOLUTION NO (II):**

**"Resolved that** Mr. Victor Chambayika Mhango, Mr. Byton Mwirwa Simwela, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Mr. Michael Libes, Mr. Tione Pascal Kaonga, Ms. Phyles Tatha Kachingwe and Dr. Patricia Mayuni, be and are hereby re-elected as Directors of the Company."

### **4. REMUNERATION OF DIRECTORS**

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*c/o Rogers Capital Corporate Services Limited,  
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- 4.1. To authorise the Board to determine the remuneration of the Non-Executive Directors, for their services as Directors of the Company, by way of issuance and allocation of shares in the Company.

As a background, the remuneration of the two independent Directors will be performance-based, which will be assessed over the period from 2024 to 2026. Any remuneration awarded pursuant to their performance assessment will be settled through issuance and allocation of shares in the Company, subject to receipt of relevant approvals from the shareholders (as set out below under Special Resolution No (I)).

**PROPOSED RESOLUTION NO (III):**

**“Resolved that** the Board be and is hereby authorised to determine the remuneration of the Non-Executive Directors, for their services as Directors of the Company, including by way of issuance and allocation of shares in the Company.”

**5. EXTERNAL AUDITOR**

- 5.1. To consider the re-appointment of Baker Tilly as the External Auditor of the Company in accordance with Section 200 of the of the Companies Act (Mauritius) 2001, and to authorise the Board of Directors to fix their remuneration;

**PROPOSED RESOLUTION NO (IV):**

**“Resolved that** Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor’s remuneration for the financial year 31 December 2026.”

**6. APPROVAL OF DIRECTOR’S SHARE REMUNERATION SCHEME**

- 6.1. To authorise the issue and listing of up to 176,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius in terms of the Director’s Share Remuneration Scheme (the “Share Scheme”).
- 6.2. The Board would also like to apprise its shareholders and the public in general that the Listing Executive Committee of the Stock Exchange of Mauritius has, on 29 May 2026 , approved the listing of up to 176,000 new ordinary shares of the Company on the Official Market of the Stock Exchange of Mauritius to be issued in connection with the Share Scheme. The SEM approval is subject to receipt of requisite shareholders’ approval at the forthcoming Annual Meeting.

The Share Option Scheme document is available for inspection on the respective websites of the Stock Exchange of Mauritius and the Company.

**PROPOSED SPECIAL RESOLUTION NO (I):**

**“Resolved that,** the issue and listing of up to 176,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director’s Share Scheme be hereby authorised.”

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**7. ISSUANCE OF UP TO 1,000,000 NEW SHARES THROUGH PRIVATE PLACEMENTS AND/OR CONSIDERATIONS ISSUES**

7.1. To authorise the Board, in terms of paragraphs 4.1 and 4.3 of the Constitution of the Company to allot and issue up 1,000,000 ordinary shares of the Company by way of various placings and/or consideration issues at any time to any person and in any number, as it thinks fit pursuant to the Mauritian Companies Act 2001, the Mauritian Securities Act 2005 and the Listing Rules of the Stock Exchange of Mauritius Ltd, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval; and

7.2. To authorise the Board to issue shares on a non-pre-emptive basis in terms of the Mauritian Companies Act 2001 and the Constitution of the Company.

*Note: The proceeds generated from the private placements will be used in line with the objectives outlined in the original Listing Particulars dated 18 October 2024 (currently undergoing renewal with the SEM). Specifically, these funds have been earmarked for further investment into Ziweto Enterprises Limited, to support its strategic expansion initiatives.*

**PROPOSED RESOLUTION NO (V):**

**"Resolved that** the issuance of 1,000,000 ordinary shares by way of various placings and/or consideration issues at any time to any person and in any number, as it thinks fit pursuant to the Mauritian Companies Act 2001, the Mauritian Securities Act 2005 and the Listing Rules of the Stock Exchange of Mauritius Ltd, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval, be and is hereby approved"; and

**PROPOSED SPECIAL RESOLUTION NO (II)**

**"Resolved that** for purposes of the issuance of the aforesaid 1,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine".

**8. CROSS LISTING OF THE COMPANY**

8.1. To consider and authorise the Board of Directors, to cross-list the Company on one or more recognised stock exchanges, as may be determined by the Board from time to time.

As background, and as part of the Company's strategic growth and expansion initiatives, the Company may, from time to time and where suitable opportunities arise, consider pursuing a cross-listing on other recognised international stock exchanges, subject to the approval and discretion of the Board and compliance with all applicable regulatory and listing requirements.

**PROPOSED RESOLUTION NO (VI):**

**"RESOLVED THAT,** the Directors of the Company be and are hereby granted a general authority to explore, negotiate, and implement a cross-listing of the Company's shares on any recognised

international stock exchange during the ensuing financial year, subject to regulatory approvals, and to sign all such documentation as may be required to give effect to this resolution."

**9. SHAREHOLDERS QUESTION TIME**

9.1. To receive and reply to questions from the Shareholders of the Company; and

**10. ANY OTHER BUSINESS**

Note:

*For **proposed resolutions numbers I to VI** (inclusive) to be adopted, more than 50% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof. For **proposed special resolution number I and II** to be adopted, at least 75% of the voting rights exercised on the applicable resolution must be exercised in favour thereof.*

**Dated 29<sup>th</sup> day of May 2026.**



By Order of the Board  
Rogers Capital Corporate Services Limited  
Company Secretary

**Quorum Requirement:**

In accordance with Clause 10.4 of the Constitution of the Company: "No business shall be transacted at any meeting of Shareholders and at an adjourned or postponed meeting unless a quorum is present. The presence of Shareholders or their proxies who are between them able to exercise, in aggregate, at least 50% of the votes to be cast on the business to be transacted by the meeting, shall constitute a quorum."

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**NOTES:**

1. The meeting will be conducted online via Microsoft Teams.
2. A shareholder of the Company entitled to attend and vote at this meeting may (in the case of an individual shareholder) appoint a proxy or (in the case of a shareholder company) appoint by way of a corporate resolution a representative to attend and vote on his/her/its behalf. The proxy or representative may or may not be a shareholder of the Company.
3. A proxy form and corporate resolution are enclosed to this Notice.
4. The proxy form appointing a proxy or the corporate resolution appointing a representative should reach the Registrar and Transfer Agent either by email on [registry@onelink.mu](mailto:registry@onelink.mu) or at its registered office situated at Onelink Ltd, Level 2, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, by latest 26 June 2026 on 09.30 a.m. (Mauritius Time), and in default, the instrument of proxy shall not be treated as valid.
5. The Directors of the Company have decided that, for the purposes of this Annual Meeting of Shareholders and in compliance with Section 120(3) of the Companies Act (Mauritius) 2001, only those shareholders whose names are registered in the share register of the Company at the close of business on 25 May 2026, would be entitled to receive this Notice. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at close of trading on 22 June 2026. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. In accordance with the provisions of Practice Direction No 2 of 2022 issued by the Registrar of Companies pursuant to section 12 (8) of the Companies Act (Mauritius) 2001, and as an environment-friendly initiative, the Company has elected not to send a copy of the Annual Report for the year ended 31 December 2025 to the shareholders until such time that the shareholder makes a request to receive a copy from the Registrar and/Transfer Agent. The Annual Report of the Company for the year ended 31 December 2025 has exceptionally been circulated to the shareholders concurrently alongside this Notice, by the Registrar and Transfer Agent, Onelink Ltd.
7. The Profiles of the Directors proposed for re-appointment, are set out in the Corporate Governance Report section of the Annual Report. The Board is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role in the long-term strategic objective and success of the Company.
8. In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and voting results for this meeting will be published on the website of the Company within one month of the meeting or as soon as reasonably practicable thereafter.
9. In the event that this meeting cannot be held on 29 June 2026 at 09.00 (MUT) due to either a cyclone warning class III or IV being in force in Mauritius; (ii) an extreme weather event as per Section 2 of the Mauritius Meteorological Services Act 2019, or (a) heavy rain; (b) an intense tropical cyclone, (c) a moderate tropical storm; (d) a severe tropical storm; (e) strong wind; (f) swell wave; (g) torrential rain; (h) a tropical cyclone; or (i) a very intense tropical cyclone (a to i as defined under the Mauritius Meteorological Services (Warnings) Regulations 2023); the meeting shall be postponed to a later date. The Board will communicate such date accordingly.
10. The Registrar and Transfer Agent, Onelink Ltd may be reached by email at [registry@onelink.mu](mailto:registry@onelink.mu) or by phone on + 230 490 5166.

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11. The Company Secretary, Rogers Capital Corporate Services Limited, may be reached by email at [Africaentities@rogerscapital.mu](mailto:Africaentities@rogerscapital.mu) or by phone on +230 203 1100.
12. The joining link for the Annual Meeting will be available on the investor portal of the Company (<https://tuesday.africa/ZWTO>), one day prior to the Meeting.

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**PROXY FORM**

I/We of \_\_\_\_\_ being a shareholder/shareholders of \_\_\_\_\_ (the "Company") hereby appoint Mr/Mrs/Ms \_\_\_\_\_ of \_\_\_\_\_ or failing him/her the Chairperson of the Annual Meeting of Shareholders of the Company, to be held virtually on 29 June 2026 via Microsoft Teams, and any adjournment thereof as my/our proxy to attend and vote for me/us and on my/our behalf at the said Annual Meeting of Shareholders and any adjournment thereof. I/We desire my/our vote(s) to be cast on the resolutions set out below as follows:

<b>RESOLUTIONS:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>I. Resolved that</b> the Audited Financial Statements and Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted.			
<b>II. Resolved that</b> Mr. Victor Chambayika Mhango, Mr. Byton Mwirwa Simwela, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Mr. Michael Libes, Mr. Tione Pascal Kaonga, Ms. Phyles Tatha Kachingwe and Dr. Patricia Mayuni, be and are hereby re-elected as Directors of the Company.			
<b>III. Resolved that</b> the Board be and is hereby authorised to determine the remuneration of the Non-Executive Directors, for their services as Directors of the Company, by way of issuance and allocation of shares in the Company.			
<b>IV. Resolved that</b> Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year 31 December 2026.			
<b>V. Resolved that,</b> the issue and listing of up to 176,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised.			
<b>VI. Resolved that</b> the issuance of 1,000,000 ordinary shares by way of various placings and/or consideration issues at any time to any person and in any number, as it thinks fit pursuant to the Mauritian Companies Act 2001, the Mauritian Securities Act 2005 and the Listing Rules of the Stock Exchange of Mauritius Ltd, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval, be and is hereby approved.			
<b>VII. Resolved that</b> for purposes of the issuance of the aforesaid 1,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine.			
<b>VIII. Resolved that</b> the Directors of the Company be and are hereby granted a general authority to explore, negotiate, and implement a cross-listing of the Company's shares on			

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any recognized international stock exchange during the ensuing financial year, subject to regulatory approvals, and to sign all such documentation as may be required to give effect to this resolution.			
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Signature: \_\_\_\_\_

Name of Shareholder: \_\_\_\_\_

Date of signature: \_\_\_\_\_

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**CORPORATE RESOLUTION**

NAME OF SHAREHOLDER COMPANY: \_\_\_\_\_

WRITTEN RESOLUTIONS IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLE OF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH SCHEDULE OF THE COMPANIES ACT 2001] - DATED THIS \_\_\_\_\_ 2026.

We, the undersigned, being directors of [Name of the shareholder company], who at the date of these written resolutions are entitled to attend and vote at a board meeting of Ziweto Holdings Limited, hereby certify that the following written resolutions for entry in the Minutes Book of the company have been delivered to and approved by us.

Resolved that Mr/Mrs/Ms \_\_\_\_\_  
or failing him/her, the Chairperson of the Annual Meeting of Shareholders of Ziweto Holdings Limited (the "Company") to be held virtually on 29 June 2026 via Microsoft Teams, and any adjournment thereof, be authorised to act as the representative of the shareholder company and to vote on its behalf at the said Annual Meeting of Shareholders and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

<b>RESOLUTIONS:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>I. Resolved that</b> the Audited Financial Statements and Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted.			
<b>II. Resolved that</b> Mr. Victor Chambayika Mhango, Mr. Byton Mwirwa Simwela, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Mr. Michael Libes, Mr. Tione Pascal Kaonga, Ms. Phyles Tatha Kachingwe and Dr. Patricia Mayuni, be and are hereby re-elected as Directors of the Company.			
<b>III. Resolved that</b> the Board be and is hereby authorised to determine the remuneration of the Non-Executive Directors, for their services as Directors of the Company, by way of issuance and allocation of shares in the Company.			
<b>IV. Resolved that</b> Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year 31 December 2026.			
<b>V. Resolved that</b> , the issue and listing of up to 176,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised.			
<b>VI. Resolved that</b> the issuance of 1,000,000 ordinary shares by way of various placings and/or consideration issues at any time to any person and in any number, as it thinks fit pursuant to the Mauritian Companies Act 2001, the Mauritian Securities Act 2005 and the Listing Rules of the Stock Exchange of Mauritius Ltd, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval, be and is hereby approved; and			

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<b>VII. Resolved that</b> for purposes of the issuance of the aforesaid 2,500,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine.			
<b>VIII. Resolved that</b> the issue of shares by the Board, on a non-pre-emptive basis in terms of the Mauritian Companies Act 2001 and the Constitution of the Company be and is hereby approved.			

Signature of Director: \_\_\_\_\_

Name of Director: \_\_\_\_\_

Signature of Director: \_\_\_\_\_

Name of Director: \_\_\_\_\_

Signature of Director: \_\_\_\_\_

Name of Director: \_\_\_\_\_

Signature of Director: \_\_\_\_\_

Name of Director: \_\_\_\_\_

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**POSTAL/ELECTRONIC VOTE**

I/We \_\_\_\_\_ of \_\_\_\_\_ being shareholder(s) of Ziweto Holdings Limited and the holder of \_\_\_\_\_ shares in the Company entitled to attend the Annual Meeting of to be held on 29 June 2026 at 09.00 (MUT) in the conference room at c/o Rogers Capital Corporate Services Limited, Rogers Capital House, No. 5 President John Kennedy Street, Port-Louis, Mauritius, and at any adjournment of the meeting thereof, cast my/our votes on the proposed resolutions in the following manner:

<b>RESOLUTIONS:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>I. Resolved that</b> the Audited Financial Statements and Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted.			
<b>II. Resolved that</b> Mr. Victor Chambayika Mhango, Mr. Byton Mwirwa Simwela, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Mr. Michael Libes, Mr. Tione Pascal Kaonga, Ms. Phyles Tatha Kachingwe and Dr. Patricia Mayuni, be and are hereby re-elected as Directors of the Company.			
<b>III. Resolved that</b> the Board be and is hereby authorised to determine the remuneration of the Non-Executive Directors, for their services as Directors of the Company, by way of issuance and allocation of shares in the Company.			
<b>IV. Resolved that</b> Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year 31 December 2026.			
<b>V. Resolved that</b> , the issue and listing of up to 176,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised.			
<b>VI. Resolved that</b> the issuance of 1,000,000 ordinary shares by way of various placings and/or consideration issues at any time to any person and in any number, as it thinks fit pursuant to the Mauritian Companies Act 2001, the Mauritian Securities Act 2005 and the Listing Rules of the Stock Exchange of Mauritius Ltd, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval, be and is hereby approved.			
<b>VII. Resolved that</b> for purposes of the issuance of the aforesaid 1,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine.			
<b>VIII. Resolved that</b> the Directors of the Company be and are hereby granted a general authority to explore, negotiate, and implement a cross-listing of the Company's shares on any recognized international stock exchange during the ensuing financial year, subject to regulatory approvals, and			

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to sign all such documentation as may be required to give effect to this resolution.			
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**IMPORTANT NOTE:**

1. POSTAL/ELECTRONIC VOTE FORM

- a) If the form is used as a Postal/Electronic Vote, it must be duly signed by the shareholder or by his/her attorney, who must be properly authorised in writing. The vote by post form should reach the Company's Registered Office, Level 2, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, at least 24 hours before the meeting. In the event that the Vote by Post form is submitted without any indication of a vote on a particular resolution, the shareholder shall be deemed to have abstained from voting on that resolution.

2. The meeting will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat as detailed in the notice of Annual Meeting; and to vote for and/or against such resolutions and/or to abstain from voting for and/or against the resolutions.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signed: \_\_\_\_\_

Shareholder name: \_\_\_\_\_

Assisted by: \_\_\_\_\_