

The Company Secretary  
Innskor Africa Limited  
P O Box A88  
Avondale  
Harare  
Zimbabwe

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# FORM OF PROXY

## 24<sup>th</sup> 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-FOURTH ANNUAL GENERAL MEETING of the Company to be held on 1 DECEMBER 2020 at 08.15 am 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 2020 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 Mrs D. K. Shinya be appointed as a new independent Non-Executive Director of the Company with effect from 1 January 2021.			
5 THAT the remuneration of the Directors be confirmed.			
6 THAT the remuneration of the outgoing Auditors, Messrs Ernst & Young for the past audit be confirmed.			
7 THAT Messrs Deloitte and Touche Chartered Accountants Zimbabwe be appointed as Auditors of the Company until the conclusion of the next Annual General Meeting.			
8 THAT the final dividend of 100 ZWL cents per share declared on 11 September 2020 together with a dividend payment of ZWL 28.2 million to Innscor Africa Employee Share Trust (Private) Limited, and the interim dividend of 13.73 ZWL cents per share declared on 27 February 2020 together with a dividend payment of ZWL 3.878 million to Innscor Africa Employee Share Trust (Private) Limited be and are hereby confirmed.			
<b>SPECIAL BUSINESS</b>			
9 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.			
10 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.			
11 As a Special Resolution THAT the Company adopts a new Memorandum and Articles of Association compliant with the requirements of the new Companies and Other Business Entities Act (Chapter 24:31) and the new ZSE Listing Requirements.			

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

SIGNATURE OF SHAREHOLDER

### NOTES:

- 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.
- Unless otherwise instructed, the proxy will vote as he/she thinks fit.
- 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.
- The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
- 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.
- 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.