

# Form of Proxy 29th Annual General Meeting



Our passion for value creation

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-NINTH ANNUAL GENERAL MEETING** of the Company to be held on **10 December 2025** 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)

<b>ORDINARY BUSINESS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. THAT the Audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 30 June 2025 be adopted.			
2. THAT Mrs D. K. Shinya be re-elected as a Director of the Company in terms of the Articles of Association.			
3. THAT Mr T. N. Sibanda 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 1.50 US cents per share declared on 12 September 2025 together with a dividend payment of USD430 000 to Innscor Africa Employee Share Trust (Private) Limited, and the interim dividend of 1.45US cents per share declared on 7 March 2025 together with a dividend payment of USD400 000 to Innscor Africa Employee Share Trust (Private) Limited be and are hereby confirmed.			

**Form of Proxy 29th Annual General Meeting** (continued)

<b>ORDINARY BUSINESS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
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 \_\_\_\_\_ 2025

\_\_\_\_\_

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, provided that a Director or Officer of the Company may not be a proxy for a shareholder at this Annual General Meeting.
- 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.