INNSCOR AFRICA LIMITED

Notice to Members

Our passion for **value creation**

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of members will be held at the Royal Harare Golf Club, 5th Street Extension, Harare, on Thursday, 10 December 2026 at 08h15, as well as virtually via the link https://escrowagm.com/eagmZim/Login.aspx for the purpose of transacting the following business below:-

Ordinary Business

1. To receive, consider and adopt the audited consolidated Group financial statements for the financial year ended 30 June 2026 together with the reports of the Directors and Auditors thereon.

2. To re-elect the following Director, Mr M. J. Fowler, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election.

3. To re-elect the following Director, Mr G. Gwainda, who retires by rotation in terms of the Articles of Association of the Company, and being eligible, offers himself for re-election. Mr Gwainda is a Chartered Accountant with over thirty years of experience.

4. To approve Directors' fees for the financial year ended 30 June 2026.

5. To approve the remuneration of the Auditors, Messrs BDO Zimbabwe Chartered accountants, for the past audit.

6. To re-appoint Messrs BDO Chartered Accountants (Zimbabwe) as the Auditors of the Company until the conclusion of the next Annual General Meeting.
   (NOTE: In terms of the VFEX listing requirements, companies must change their audit firm every five years. BDO has been the auditor of the Company for four years).

7. To confirm the final dividend of 2.15 US cents per share declared on 11 September 2026 together with a dividend payment of USD 600 000 to Innscor Africa Limited Employee Share Trust, and to confirm the interim dividend of 2.35 US cents per share declared on 6 March 2026 together with a dividend payment of USD 650 000 to Innscor Africa Limited Employee Share Trust.

Special Business

8. Share Buy-Back
   To consider and, if deemed fit, to pass with or without modification, the following special resolution: "That the Company authorises in advance, in terms of Section 129 of the Companies and Other Business Entities Act [Chapter 24:31] and the Victoria Falls Stock Exchange (VFEX) Listing Requirements, the purchase by the Company of its own shares upon such terms and conditions and in such amounts as the Directors of the Company may from time to time determine and such authority hereby specifies that:-

   i) the authority in terms of this resolution shall expire on the date of the Company's next Annual General Meeting; and

   ii) acquisitions shall be of ordinary shares which, in the aggregate in any one financial year, shall not exceed 10% (ten percent) of the Company's issued ordinary share capital; and

   iii) the maximum and minimum prices, respectively, at which such ordinary shares may be acquired will be not more than 5% (five percent) above and 5% (five percent) below the weighted average of the market price at which such ordinary shares are traded on the VFEX, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company; and

   iv) a press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis in the period between annual general meetings, 3% (three percent) of the number of ordinary shares in issue prior to the acquisition; and

Special Business (continued)

8. Share Buy-Back (continued)

   v) if during the subsistence of this resolution the Company is unable to declare and pay a cash dividend then this resolution shall be of no force and effect."
   (Note:- In terms of this special resolution, the Directors are seeking authority to allow use of the Company's available cash resources to purchase its own shares in the market in terms of the Companies and Other Business Entities Act [Chapter 24:31] and the regulations of the VFEX. The Directors will only exercise the authority if they believe that to do so would be in the best interests of shareholders generally. In exercising this authority, the Directors will duly take into account following such repurchase, the ability of the Company to pay its debts in the ordinary course of business, the maintenance of an excess of assets over liabilities, and for the Company and Group, the adequacy of ordinary capital and reserves as well as working capital).

9. Loans to Executive Directors
   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

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

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

The Innscor Africa Limited Annual Report for the financial year ended 30 June 2026 and the Proxy Form shall be available for download at http://www.innscorafrica.com/investor/financial-reporting/

By order of the Board

INNSCOR AFRICA LIMITED

A. D. LORIMER
Company Secretary
Harare
19 November 2026