



Microfinance Bank

GetBucks Microfinance Bank Limited
Registration number 322/2012)

NOTICE OF THE 7TH ANNUAL GENERAL MEETING

In terms of the Company's Memorandum and Articles of Association ("Memorandum and Articles"), notice is hereby given that the 7th Annual General Meeting ("AGM") of the shareholders of GetBucks Microfinance Bank Limited ("GetBucks" or the "Company") will be held virtually on the following link: <https://teams.live.com/join/9377301870332?p=JCKKAwhilpCtesBrOc> on Wednesday the 7th of April 2025 at 16:30pm for the purpose of transacting the following business:

TO CONSIDER and, if deemed fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

ORDINARY BUSINESS

Item no. 1

Financial statements

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 December 2023 and 31 December 2024 together with the reports of the Directors and Auditor thereon.

Item no. 2

Election of Directors

- i. To note the appointment of Mr. Gabriel Chiome as the Finance Director effective from 1 July 2023.
- ii. To note the appointments of Messrs. Innocent Chagonda and Gamuchirai Nyamuzinga as Non-Executive Directors effective 8 February 2024 and 25 September 2024 respectively.
- iii. To note the appointment of Ms. Shaleetha Mababeer as Non-Executive Directors 25 September 2024.

Item no. 3

Directors' Fees

To approve Directors' Fees for 2023 as appears on Page 21 of the Abridged Financial Statements for the year ended 31 December 2023 and for 2024 as appears on Page 2 of the Abridged Financial Statements for the year ended 31 December 2024.

Item no. 4

External Auditors

- i. Shareholders are advised that Grant Thornton (Zimbabwe) ("Grant Thornton") resigned as the Company's external auditor with effect from 23 July 2023. Grant Thornton's resignation follows on from the Companies and Other Business Entities Act [Chapter 24:31] which requires that the Company rotate external auditors. Shareholders are further advised that Crowe Chartered Accountants (Zimbabwe) were appointed as the Company's external auditors, subject to shareholder approval, with effect from 8 February 2024. Shareholders are hereby asked to appoint Crowe Chartered Accountants as the Company's external auditor until the conclusion of the next Annual General Meeting.
- ii. To approve the remuneration of Auditors for 2023 as appears on Page 21 of the Abridged Financial Statements for the year ended 31 December 2023 and for 2024 as appears on Page 2 of the Abridged Financial Statements for the year ended 31 December 2024.
- iii. To confirm the reappointment of Crowe Chartered Accountants (Zimbabwe) as the Auditors of the Company for the current year. Crowe Chartered Accountants have carried out the Audit of the Company for two (2) years.

Item no. 5
Dividend

To note that no dividend was declared by the Directors in 2023 and 2024

SPECIAL BUSINESS

Item no. 1
Redenomination of issued share capital.

As an Ordinary Resolution – Approval for redenomination of issued share capital

“That, subject to the approval of the Chief Registrar of Companies and Other Business Entities, the authorized share capital of the Company be redenominated from US\$2 000 comprising 20 000 000 000 ordinary shares of a nominal value of US\$0.0000001 each, to ZWG2 000 comprising 20 000 000 000 ordinary shares of a nominal value of ZWG0.0000001 each.”

Item no. 2
Rights issue to all shareholders

As Special Resolution – Approval for capital raising by way of a Renounceable Rights Offer

“That the Directors be and are hereby authorised to raise an equivalent of US\$10,119,129.88 (Ten million One Hundred And Nineteen Thousand One Hundred And Twenty Nine United States Dollars and Eighty Eight cents) by way of a Renounceable Rights Offer to all shareholders, pro rata to their existing shareholding, being the offer of 3,489,355,131 (Three Billion Four Hundred And Eighty Nine Million Three Hundred And Fifty Five Thousand One Hundred and Thirty One) new ordinary shares of a nominal value of ZWG0.0000001 each, at a ZWG Rights Offer subscription price equivalent to US\$0,0029 per share, on the basis of three (3) new ordinary shares for every ordinary share held.”

Item no. 3
To place unissued shares under the control of Directors

As an Ordinary Resolution – To place unissued shares under the control of Directors

“That, the balance of the authorised but unissued ordinary shares of the Company, be placed under the control of the Directors for an indefinite period, to be issued in compliance with the terms of the Memorandum and Articles of Association of the Company, provided that no issue will be made which would effectively transfer the control of the Company without the prior approval of the Shareholders in a general meeting.”

ANY OTHER BUSINESS

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

NOTES:

1. Voting eligibility

- a) On a show of hands, every Shareholder who (being an individual) is present in person or by proxy at the AGM or which (being a company or body corporate) is represented thereat by a representative appointed as proxy, shall have one vote (irrespective of the number of shares held), and on a poll, every Shareholder who (being an individual) is present in person or by proxy at the general meeting or which (being a company or body corporate) is represented by proxy at the general meeting, shall have one vote for every Getbucks Microfinance Bank Limited share of which it is the holder.

2. Appointment of Proxies

- a) In terms of Section 171 of the Companies and Other Business Entities Act (Chapter 24:31), members entitled to attend the above meeting may appoint one or more proxies, to act in the alternative, to attend, speak and vote on their behalf, including voting on a poll. A proxy need not be a member of the Company.
- b) Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the Proxy Form in a representative capacity, unless previously recorded by the Company’s transfer secretaries or waived by the chairperson of the AGM. This authority must take the form of a resolution of the corporate body.
- c) Completion of a Proxy Form does not preclude a person from subsequently attending the AGM and voting in person.
- d) Proxy forms must reach the Company’s registered office not less than 48 hours before the meeting.

3. Company’s Financial Statements

- a) The electronic copies of the Company’s Financial Statements and Directors’ and Auditors’ Report for the financial year ended 31 December, 2023 and 31 December, 2024 are available on the following link: <https://getbucksbank.com/>.

4. Results of the AGM

- a) Results of the AGM will be published on the Company's website on the following link <https://getbucksbank.com/>

By order of the Board



Muchineripi Chigwendere

Company Secretary

REGISTERED OFFICE

Getbucks Microfinance Bank Limited

1st Floor Unity Court

64 Kwame Nkrumah Avenue

HARARE