



Delta Corporation LIMITED

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 71ST ANNUAL GENERAL MEETING OF MEMBERS OF DELTA CORPORATION LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT NORTHRIDGE CLOSE, BORROWDALE ON FRIDAY 27 JULY 2018 AT 12 30 HOURS FOR THE FOLLOWING PURPOSES:

ORDINARY BUSINESS

1. STATUTORY FINANCIAL STATEMENTS

To receive and adopt the Financial Statements for the year ended 31 March 2018, together with the Report of Directors and Auditors thereon.

2. TO APPOINT DIRECTORS

Mr A S Murray will retire at the end of his interim appointment and offers himself for re-election. Prof H C Sadza and Messrs C F Dube, J A Kirby, S J Hammond, T Moyo and T N Sibanda are due to retire by rotation. All being eligible, they will offer themselves for re-election.

3. DIRECTORS FEES

To approve the directors' fees for the financial year ended 31 March 2018.

4. To appoint Auditors for the current year and to approve their remuneration for the year past.

SPECIAL BUSINESS

1. SHARE APPRECIATION RIGHTS SCHEME - 2018

To Resolve with or without amendments:

That the "Delta Corporation Limited Share Appreciation Rights Scheme - 2018" be and is hereby authorised for implementation and that the Directors can allocate up to 25 000 000 (Twenty five million) ordinary shares to this Scheme. The rules of the Scheme will be available for inspection at the registered office of the Company fourteen (14) days before the meeting.

2. SHARE BUY BACK

Shareholders will be asked to consider and if deemed fit, to resolve with or without amendments, THAT the Company authorises in advance, in terms of Section 79 of the Companies Act (Chapter 24:03) 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:

- the authority shall expire on the date of the Company's next Annual General Meeting;
- acquisitions shall be of ordinary shares which, in aggregate in any one financial year, shall not exceed 10% (ten percent) of the Company's issued ordinary share capital.

- 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 Zimbabwe Stock Exchange, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company;
- 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.

It will be recorded that, in terms of Companies Act and the regulations of the Zimbabwe Stock Exchange, it is the intention of the Directors of the Company to utilise this authority at a future date provided the cash resources of the Company are in excess of its requirements and the transaction is considered to be in the best interests of shareholders generally. In considering cash resource availability the Directors will take account of, inter alia, the long term cash need of the Company, and will ensure the Company will remain solvent after the re-purchase.

BY THE ORDER OF THE BOARD

A MAKAMURE

Company Secretary

Sable House

Northridge Close

Borrowdale

Harare

Zimbabwe

29 June 2018

NOTE

- In terms of section 129 of the Companies Act (Chapter 24:03) members are entitled to appoint one or more proxies to act in the alternative, and to attend and vote and speak in their place at the meeting. A proxy need not be a member of the Company.
- In terms of article 75 of the Company's articles of association, instruments of proxy must be lodged at the registered office of the Company not less than forty-eight hours the time appointed for holding the meeting.



BRIGHTER TOGETHER

