



## Notice of Annual General Meeting

for the year ended 31 March 2022

Notice is hereby given that the 75th 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 29 July 2022 at 1230 hours for the purposes tabulated below. Shareholders will be asked to connect and attend the meeting virtually via the link: <https://escrowagm.com/eagmZim/Login.aspx>

### Ordinary Business

#### 1. Statutory Financial Statements

To receive and adopt the Financial Statements for the year ended 31 March 2022 together with the Report of Directors and Auditors thereon.

#### 2. To appoint Directors

Messrs L E M Ngwerume and J A Kirby retire from the Board on 29 July 2022 and therefore do not seek re-election. Mrs E Fundira, Ms L A Swartz and Dr C C Jinya retire by rotation. Messrs S Moyo and Dr A M P Marufu retire at the end of their interim appointments. All being eligible, will offer themselves for re-election. The election of directors will be by individual motions.

#### 3. Directors Fees

To approve the directors' fees for the financial year ended 31 March 2022.

*(NOTE: The consolidated directors' emoluments are included in the notes to the financial statements and in the Report of the Remuneration Committee).*

#### 4. Independent Auditors

To re-appoint auditors and approve the auditor's remuneration for the past year.

Members will be asked to re-appoint Messrs Ernst & Young Chartered Accountants for their second year and approve their remuneration for the F22 financial year.

### Special Business

#### 5. 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 128 of the Companies and Other Business Entities Act (Chapter 24:31) 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 and Other Business Entities 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.

**NOTE:** In terms of section 171 of the Companies and Other Business Entities Act (Chapter 24:31), a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not be a member of the Company. Proxy forms should be forwarded to reach the office of the Company Secretary at least 48 (forty-eight) hours before the commencement of the meeting.

#### By The Order Of The Board

**F Musinga**  
Company Secretary

Sable House  
Northridge Close  
Borrowdale  
Harare  
Zimbabwe  
30 June 2022