



**PADENGA  
HOLDINGS  
LIMITED**

*(Padenga Holdings Limited, Incorporated in Zimbabwe on 5 August 2010 under Company Registration Number 2888/2010)*

## **NOTICE TO SHAREHOLDERS**

# **Results of the Padenga Holdings Limited Extraordinary General Meeting of Shareholders**

Announcement of the results of voting at the Extraordinary General Meeting of shareholders of Padenga Holdings Limited ("the Company") held at 10:00 hrs on Wednesday, 16 August 2023 regarding the scheme of reconstruction and restructuring of Padenga Holdings Limited.

Shareholders are advised that all resolutions put to the vote at the Extraordinary General Meeting of Shareholders of Padenga Holdings Limited held on Wednesday, 16 August 2023 were passed as tabulated below:

	<b>SPECIAL RESOLUTIONS</b>	<b>RESULT</b>
<b>1</b>	<b>SPECIAL RESOLUTION 1</b> To increase, the authorised shares of the Company from 800,000,000 (eight hundred million) ordinary shares to 1,400,000,000 (one billion four hundred million) ordinary shares in terms of clause [50] of the Company's Articles.	<b>Passed</b>
	<b>ORDINARY RESOLUTIONS</b>	<b>RESULT</b>
<b>1.</b>	<b>ORDINARY RESOLUTION 1</b> To authorise the Company to undertake a scheme of reconstruction and restructuring of the Company in terms of which 253,003,361 (two hundred and fifty-three million, and three thousand, three hundred and sixty-one) ordinary shares in the Company will be issued and allotted to the Dallaglio Minorities, or their nominees, constituting 46.04 percent (%) of the issued and outstanding shares of the Company, in return for the Company taking transfer of 8,982 (eight thousand nine hundred and eighty-two thousand ordinary shares in Dallaglio representing the Dallaglio Minorities' entire shareholding in Dallaglio, being forty-nine point nine percent (49.9%) of the issued shares in Dallaglio, as and by way of a share swap, with the result and purpose that Dallaglio would become a wholly owned subsidiary of the Company.	<b>Passed</b>
<b>2.</b>	<b>ORDINARY RESOLUTION 2</b> To place the balance of the authorised but unissued shares of the Company, after the share swap transaction with the Dallaglio Minorities, under the control of the Directors, to be issued in compliance with the terms of the Memorandum and Articles of Association of the Company and the Victoria Falls Stock Exchange Listing Requirements, 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, in terms of clause [4] of the Company's Articles of Association.	<b>Passed</b>
<b>3.</b>	<b>ORDINARY RESOLUTION 3</b> To authorise the directors to do any and all such things as may be necessary to give effect to the above resolutions.	<b>Passed</b>

By order of the Board

**Mr A. D. Lorimer**  
Company Secretary  
16 August 2023

Padenga Head Office  
121 Borrowdale Road  
Gun Hill, Harare