

# Proxy Form

I /We, \_\_\_\_\_  
 (full names)  
 of \_\_\_\_\_  
 (full address)  
 being the registered holder/s of \_\_\_\_\_ ordinary shares in

**FIRST MUTUAL HOLDINGS LIMITED**, do hereby appoint:

\_\_\_\_\_  
 (full names)  
 of \_\_\_\_\_  
 (full address)

as my/our proxy to vote for me/us on my/our behalf at the **ANNUAL GENERAL MEETING** of the Company to be held on 30 June 2020 and at any adjournment thereof.

I/We instruct my/our proxy or proxies to vote in the following way:  
 (Please mark the appropriate box with an "X" next to each resolution)

	<b>ORDINARY BUSINESS</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	THAT the Audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 December 2019 be adopted.			
2	THAT Mr A Manzai be re-elected as a director of the Company in terms of Article 106 of the Articles of Association.			
3	THAT Mrs M Mukondomi be re-elected as a director of the Company in terms of Article 106 of the Articles of Association.			
4	THAT Mr O Mtasa be re-elected as a director of the Company in terms of Article 106 of the Articles of Association.			
5	THAT the remuneration of the Directors be confirmed.			
6	THAT the remuneration of the outgoing Auditors, PricewaterhouseCoopers, for the past audit be confirmed.			
7	THAT Ernst & Young Chartered Accountants Zimbabwe be appointed as Auditors of the Company until the conclusion of the next Annual General Meeting.			
8	THAT the final dividend of RTGS\$0.35 cents per share declared on 9 April 2020 and the interim dividend of RTGS\$0.21 per share declared on 30 August 2019 be and are hereby confirmed.			
9	<b>SPECIAL BUSINESS</b>			
10	THAT the Company be authorised to make loans to Executive Directors in terms of Section 208 of the Companies and Other Business Entities Act [Chapter 24:31], subject to certain conditions.			
11	As a Special Resolution THAT the Company be authorised in terms of section 129 of the Companies Act [Chapter 24:31] to purchase its own shares, subject to certain conditions.			
12	As a Special Resolution THAT the Company adopts a new Memorandum and Articles of Association compliant with the requirements of the new Companies and Other Business Entities Act [Chapter 24:31] and the new ZSE Listing Requirements.			

Details of the above resolutions are set out in the Notice of the Annual General Meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

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SIGNATURE OF SHAREHOLDER

**NOTES:**

1. Shareholders are encouraged to participate in the AGM electronically and to make use of proxy voting, as outlined in the AGM Notice.
2. In terms of section 171 of the Companies and Other Business Entities Act (Chapter 24:31), a member of the Company is entitled to appoint one or more persons to act in the alternative as his proxy, to attend and vote and speak in his stead. A proxy need not be a shareholder of the Company.
3. Unless otherwise instructed, the proxy will vote as he/she thinks fit.
4. This proxy form must be deposited at the Registered Office of the Company which is situated at First Floor, First Mutual Park, Borrowdale Road, Harare so as to be received by the Secretary not less than 48 hours before the meeting.
5. The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
6. Anyone signing this proxy form in a representative capacity must be authorised to do so. Please stamp this form with your company or organisation's stamp and enclose proof of authorisation.
7. The return of this proxy form will not prevent you from attending the meeting and voting in person. However, should this happen, the proxy will be revoked.