



Abridged Circular To Shareholders



Grant Thornton

(Incorporated and registered in Zimbabwe with limited liability under Certificate of Registration number 118/53 and Certificate of Change of Name dated 09 May 2023)
Address: 7 Ramon Road, Graniteside Harare, Zimbabwe Website: <https://okzinvestor.com/>

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

ABRIDGED CIRCULAR TO SHAREHOLDERS

Relating to and seeking approvals for:

THE VOLUNTARY TERMINATION OF THE LISTING OF THE SECURITIES OF OK ZIMBABWE LIMITED FROM THE ZIMBABWE STOCK EXCHANGE MAIN BOARD

and incorporating

A NOTICE OF AN EXTRAORDINARY GENERAL MEETING

To be held physically at OK Zimbabwe Limited Head Office at 7 Ramon Road, Graniteside, Harare, on Friday, 6 November 2026, at 10:00 hours, which notice was published on Thursday, 15 October 2026 in accordance with the requisite provisions of the Securities and Exchange [Zimbabwe Stock Exchange Listing Requirements] Rules, 2019 and the Companies and Other Business Entities Act [Chapter 24:31], as set out at the end of this

Document. Shareholders of OK Zimbabwe Limited are requested to complete and return the attached Form of Proxy in accordance with the instructions printed therein, as soon as possible, but not later than 10:00 hours, on Wednesday, 4 November 2026. Proxy Forms must be received not less than forty-eight (48) hours before the time appointed for the holding of the Extraordinary General Meeting.

Co-Financial Advisor
 Grant Thornton

Co-Financial Advisor
 Akribos Advisory Services
Partnerships with a difference

Legal Advisor
 ChimukaMafunga
Commercial Attorneys

Sponsoring Broker
 Akribos Securities
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A member of the Zimbabwe Stock Exchange

Transfer Secretary
 Corpserve
Zimbabwe

This Circular is issued in compliance with the Zimbabwe Stock Exchange Listing Requirements, save to the extent waived by the ZSE Listings Committee, and seeks to provide information to OK Zimbabwe Limited's Shareholders regarding the proposed delisting of OK Zimbabwe Limited from the Zimbabwe Stock Exchange, as well as certain matters ancillary thereto. The approval by the Zimbabwe Stock Exchange of the distribution of this Circular is not an endorsement of the financial position of OK Zimbabwe Limited, the outcome of its corporate rescue proceedings or any future re-listing of its shares.

This Circular has been approved for publication by the ZSE. The ZSE does not accept any responsibility and makes no representation as to the accuracy or completeness, of any of the statements made or opinions expressed in this Circular, and the approval of this Circular by the ZSE is not to be taken as an indication of the merits of the Company or of the Proposed Transaction.

Action Required:

- If you are in any doubt as to the action you should take, you should immediately seek advice from your stockbroker, bank manager, legal practitioner, accountant, or other professional advisors.
- If you no longer hold any shares in OK Zimbabwe Limited, you should send this Circular and the accompanying Form of Proxy, as soon as possible, to the stockbroker, banker, or other agent through whom the disposal of your shareholding in OK Zimbabwe Limited was effected, for onward delivery to the purchaser or transferee of the shares in OK Zimbabwe Limited previously held by you. Date of Issue of this Circular: 15 October 2026.

The Abridged Circular is only available in English. Copies of the Full Circular may be obtained from the Company Secretary at the Registered Office of OK Zimbabwe Limited, being 7 Ramon Road, Graniteside, Harare, Zimbabwe. This Circular is neither a prospectus nor an invitation to the public to subscribe for shares in OK Zimbabwe Limited.

1. OVERVIEW OF THE PROPOSED TRANSACTION

The Corporate Rescue Practitioner of OK Zimbabwe Limited ("OKZL", the "Group" or the "Company") is proposing the voluntary termination of the Company's listing on the Zimbabwe Stock Exchange ("ZSE"). Trading in the Company's ordinary shares has been suspended on the ZSE with effect from 24 February 2026, being the date on which the Corporate Rescue Proceedings commenced, and the suspension has remained in force continuously since that date.

The decision to pursue the Proposed Transaction follows the placing of the Company under voluntary corporate rescue by resolution of the Board of Directors on 23 February 2026, in accordance with the provisions of the Insolvency Act [Chapter 6:07]. Mr. Bulisa Mbano of Grant Thornton (Zimbabwe) was subsequently appointed as the Corporate Rescue Practitioner of the Company.

The decision follows careful consideration by the Corporate Rescue Practitioner in consultation with the Co-Financial Advisors, and has been determined to be in the best interests of the Company and its stakeholders. It has been taken to facilitate the resuscitation of the Company by developing and implementing a rescue plan aimed at restructuring its affairs, business, property, debt, and other liabilities.

The purpose of this Abridged Circular ("Circular" or "Document") is to furnish Shareholders with a summary of the relevant information relating to the proposed delisting of the Company in accordance with the Companies and Other Business Entities Act [Chapter 24:31] and the ZSE Listings Requirements, and to enable Shareholders to make an informed decision in respect of the Proposed Transaction. Shareholders are advised to read the Full Circular to Shareholders, which contains the full details of the Proposed Transaction.

The Delisting is expressly contemplated in the Corporate Rescue Plan adopted and approved in terms of section 144 of the Insolvency Act, and the requirement of section 130(1)(b) of the Insolvency Act is accordingly satisfied, such that no direction of the Court is required to implement the Delisting. Upon the Delisting becoming effective, the Company's ordinary shares will cease to be listed and admitted to trading on the ZSE and Shareholders will no longer be able to buy or sell their shares on a regulated market. Shareholders will remain the registered holders of their shares and will retain the rights attaching to those shares in terms of the Articles of Association and the Companies and Other Business Entities Act [Chapter 24:31], subject to the terms of the Corporate Rescue Plan. Transfers of shares will be effected off-market through the Transfer Secretaries, may be more difficult and more costly to effect, and there may be no readily ascertainable

market price for the shares. No offer is being made by the Company or by any other party to acquire the shares of Shareholders who do not wish to remain invested in the Company, and Shareholders will not receive any consideration in connection with the Proposed Transaction.

1.1 Rationale of the Proposed Delisting

OK Zimbabwe Limited's Shareholders are being called by notice dated Thursday, 15 October 2026 (which is attached to and forms part of this Circular) to attend an EGM of the Company which will be held on Friday, 6 November 2026 to consider and, if deemed fit, to pass, with or without amendment, the Resolutions giving effect to the termination of the listing of OKZL on the ZSE.

The resolutions for the approval of the Proposed Transaction are set out in full in Annexure I of the Document.

The Corporate Rescue Practitioner has adopted a resolution concerning the Proposed Transaction based on the rationale detailed below:

Stabilisation and Recovery– delisting is a strategic step to stabilise the Company and support its long-term recovery under the Corporate Rescue Plan.

Regulatory Compliance– the Company is unable to meet certain continuing obligations of listing, including the timely submission of audited financial statements and the settlement of listing fees, and delisting is aimed at avoiding regulatory penalties and a forced termination by the exchange in terms of sections 7(4) and 10(1) of the ZSE Listings Requirements.

Operational Focus– delisting will allow the Corporate Rescue Practitioner to concentrate on critical restructuring and recapitalisation tasks without the demands of public market compliance.

Operational Flexibility– delisting enables the confidential and efficient implementation of essential measures, including creditor negotiations, the introduction of new capital, cost rationalisation, and asset rationalisation

Cost Reduction– delisting reduces costs associated with maintaining a public listing, freeing resources for the recovery of the business and employees and creditors.

Certainty for Shareholders – the Company's shares have been suspended from trading since 24 February 2026 and, absent the Proposed Transaction, would remain suspended indefinitely. The Proposed Transaction brings that position to an end and allows focused recovery efforts to stabilise operations. Shareholders should note, however, that upon the Delisting they will cease to be able to trade their shares on a regulated market.

Temporary Measure– delisting is not an endpoint but a strategic pause to enable recovery. No assurance can be given, however, as to whether or when the Company will be relisted on the ZSE or on any other securities exchange, and any future listing would require a fresh application complying with the listing requirements applicable at that time

2. OVERVIEW OF OK ZIMBABWE'S OPERATIONS

OK Zimbabwe Limited is one of the leading retail supermarket chains in Zimbabwe specializing in groceries and general merchandise. The Company's business covers three major categories: food & dry groceries, basic clothing & textiles, and house-ware products catering for all consumer segments.

OKZL trades under 3 brand names, namely OK stores, OKmart department stores and Bon Marché stores. There are 2 brands that were discontinued namely Food Lovers' Market and Alowell Pharmacies. All operations are carried out through a nationwide branch network of 50 stores. The company was listed on the ZSE in October 2001 following its unbundling from Delta Corporation Limited.

a) OK stores

OK Stores is the Group's core, mass-market supermarket banner and the largest contributor to the store network by outlet count. It trades across three broad customer tiers within the same banner — up-market clientele in low-density suburbs and select CBD locations, middle-income CBD shoppers (particularly in Harare), and mass-market suburban customers — offering groceries (including butchery, bakery, delicatessen and takeaway departments), basic clothing and textiles, and household/houseware products.

b) Bon Marché

Bon Marché is OK Zimbabwe's upmarket supermarket banner, targeting high-income consumers with a premium retail offering and its own private-label range, "Bon Marché Premier Choice" (distinct from the Group's mass-market Shopperschoice label). The banner operates 8 stores.

c) OKmart

OKmart is the Group's hybrid retail-and-wholesale "mega-store" format, tracing its origins to the 2011 acquisition of the local Makro operation. Each OKmart store spans at least 20 departments, including sport, outdoor and camping; hi-tech; butchery; clothing and textiles; hardware/DIY; stationery; general groceries; and an in-store coffee shop, targeting both bulk/wholesale-style purchasing and general retail custom. The banner operates 8 stores across Harare, Bulawayo, Gweru, Kwekwe, Masvingo, Mutare, Victoria Falls and Chivhu.

d) Shoppers choice

Shopperschoice is OK Zimbabwe's in-house private-label brand, manufactured by third-party suppliers under the OK Zimbabwe label and distributed across all store formats other than Bon Marché, which markets its own "Bon Marché Premier Choice" private label.

e) Vimbai Capital

Vimbai Capital is the Group's financial-services division, rebranded under that name in November 2023 (previously operating under a different internal name). It provides in-store banking services, money transfer and remittance agency services (including facilitating Shoprite Money Transfer), and insurance intermediary services across the Group's store network. Prepaid electricity (ZESA token) sales are also offered as part of OK Zimbabwe's value-added retail services.

Transaction and prospects of the Issuer, and the rights attaching to the securities of the Company.

3. CORPORATE GOVERNANCE

Since 24 February 2026, the Company has been under the supervision of the Corporate Rescue Practitioner and will remain so until the Corporate Rescue Proceedings end in accordance with section 125 of the Insolvency Act. The investigation and examination of the affairs of the Company is ongoing. Control of the Company will revert to the Directors and management upon the termination of the Corporate Rescue Proceedings in terms of section 125 of the Insolvency Act.

3.1 Corporate Rescue Practitioner and Executives' Interests

Having made all reasonable enquiries, including an examination of the Register, the Corporate Rescue Practitioner confirms that, as at the date of this Circular, neither he nor any member of the Company's executive management holds any direct or indirect beneficial interest in the issued share capital of OK Zimbabwe Limited, and that none of them has any interest in the Proposed Transaction other than in his or her professional capacity.

4. CORPORATE RESCUE PRACTITIONERS' RESPONSIBILITY STATEMENT

The Corporate Rescue Practitioner individually accepts full responsibility for the accuracy of the information given in this Circular, confirms that this Circular has been prepared in compliance with the ZSE Listing Requirements (save to the extent waived by the ZSE Listings Committee, as described in section 7 of this Circular) and the Companies and Other Business Entities Act [Chapter 24:31], and confirms that he has made all reasonable enquiries and declares that to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this Circular false or misleading, and that he has made all reasonable enquiries to ascertain such facts.

The Corporate Rescue Practitioner also confirms that this Circular includes all such information within his knowledge [or which it would be reasonable for him to obtain by making enquiries] as investors and their professional advisors would reasonably require and expect in order to make an informed assessment of the Proposed Transaction and prospects of the Issuer, and the rights attaching to the securities of the Company. This statement is made by the Corporate Rescue Practitioner in his capacity as such and not in his personal capacity.

4.1 Timelines and Milestones

The table below details the proposed timelines and milestones that the Corporate Rescue Practitioner believes are feasible for the Company to undergo a successful delisting.

EVENT	DATE
Notice of OK Zimbabwe EGM published	Thursday, 15 October 2026
Mailing of Circular to OK Zimbabwe Shareholders	Thursday, 15 October 2026
Record Date, OK Zimbabwe share register closed (at 16:00 hours)	Wednesday, 28 October 2026
Last day of lodging Proxy Forms (at 10:00 hours)	Wednesday, 4 November 2026
OK Zimbabwe EGM (at 10:00 hours)	Friday, 6 November 2026
Publication of EGM Resolution Results	Monday, 9 November 2026
Expected date of delisting OK Zimbabwe's ordinary shares from the ZSE	Tuesday, 10 November 2026

Notes

- The dates stated above are subject to change at the discretion of the Corporate Rescue Practitioner, subject to the approval of the ZSE where required, and any such change will be published to Shareholders through the Zimbabwean press, on the Company's website and on the ZSE's website.
- All times indicated above and elsewhere in this Circular are Zimbabwean standard times.
- If the EGM is adjourned or postponed, Forms of Proxy submitted in respect of the EGM will remain valid in respect of any adjournment or postponement thereof.
- If the Proposed Transaction is approved by Shareholders at the EGM, update announcements will be made on progress regarding completion of any outstanding conditions precedent.

5. ACTIONS TO BE TAKEN BY OKZL SHAREHOLDERS

Upon receipt of this Circular, the Shareholder should:

- Read this Document in its entirety. If you are in doubt as to the action you should take, you should immediately seek advice from your stockbroker, bank manager, legal practitioner, accountant, or other professional advisors;
- Attend the EGM to be held on Friday, 6 November 2026 and vote on the resolutions that will be required to give effect to the Proposed Transaction as presented in this Circular.

Shareholders who are unable to attend the EGM, but who wish to be represented there, should complete and sign the Proxy Form included in this Document and ensure that it is lodged at the offices of the Transfer Secretaries at 2nd Floor ZB Centre, Cnr 1st Street and Kwame Nkrumah Avenue, Harare, Zimbabwe, or scanned and emailed to the Transfer Secretaries at copsolve@escrowgroup.org, so that it is received by the **Transfer Secretaries by 10:00 hours on Wednesday, 4 November 2026**, being not less than forty-eight (48) hours before the time appointed for the holding of the EGM.





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6. CONDITIONS PRECEDENT

The implementation of the Proposed Transaction is conditional upon the following:

- The passing of the Special Resolution to delist the Company by not less than 75 per centum of the votes of all Shareholders present or represented by proxy, excluding any Controlling Shareholder, its Associates and any party Acting in Concert, in terms of section 11(5) of the ZSE Listing Requirements, at an EGM to be held in terms of the Notice of the EGM published in the national press, on the Company's website and on the ZSE's website, dated Thursday, 15 October 2026;
- The passing of the Ordinary Resolution to give the Corporate Rescue Practitioner authority to give effect to the Special Resolution;
- The approval of the ZSE Listings Committee for the termination of the listing in terms of section 11 of the ZSE Listing Requirements; and
- Obtaining all such other necessary regulatory approvals as may be required.

7. REGULATORY ISSUES

This Circular is issued in compliance with the ZSE Listings Requirements, save to the extent waived by the ZSE Listings Committee as set out below. At its meeting held on Wednesday, 7 October 2026, the ZSE Listings Committee approved the distribution of the Circular to Shareholders and the EGM Notice, as communicated by letter dated Thursday, 8 October 2026. The approval of the ZSE should not be taken as an indication of the merits of the Proposed Transaction or of the Company.

Waiver of section 11(1): In terms of section 11(1) of the ZSE Listing Requirements, an issuer may not apply for the termination of its listing within two (2) years of raising fresh capital. The Company raised fresh capital in July 2025 by way of a rights issue and accordingly does not satisfy this requirement.

At its meeting held on Wednesday, 7 October 2026, the ZSE Listings Committee, in the exercise of its discretionary powers in terms of section 3(1)(d) of the ZSE Listing Requirements, granted a waiver of section 11(1) in respect of the Proposed Transaction, having taken into account that the Company has been under Corporate Rescue Proceedings, and its shares suspended from trading, since 24 February 2026; that the Delisting is contemplated in the Corporate Rescue Plan adopted in terms of section 144 of the Insolvency Act; that the Company is presently unable to discharge its continuing obligations under the ZSE Listing Requirements, including the timely publication of audited financial statements; and that the Delisting remains subject to the approval of Shareholders by not less than 75% of the votes, with controlling shareholders excluded from voting.

Waiver of section 274: Section 11(3) of the ZSE Listing Requirements requires a circular for the termination of a listing to comply with section 274 (contents of all circulars). An application for a waiver from the financial information requirements of section 274 was submitted to the ZSE Listings Committee on 3 August 2026 in terms of section 3(1)(d) of the ZSE Listing Requirements, and that waiver was granted on 8 October 2026.

The waiver of section 11(1) is subject to the following conditions: (i) the Delisting must be approved by not less than 75% of the votes of Shareholders entitled to vote at the EGM, and controlling shareholders may not vote; (ii) no exit offer will be made to minority Shareholders; (iii) the Company's financial statements must be made available for inspection by Shareholders; and (iv) the Corporate Rescue Practitioner must provide a report or comment on the article published in The Herald on 13 September

2026 concerning reported bank guarantees for the Company.

Shareholders should note that the grant of the waivers and the approval by the ZSE of the distribution of this Circular do not constitute an endorsement by the ZSE of the financial position of the Company, the outcome of the Corporate Rescue Proceedings or any future re-listing of the Company's securities.

8. CONTINGENT LIABILITIES

The Company monitors potential contingent liabilities on an ongoing basis. Where there are contingent liabilities, the Company provides the required disclosures in the financial statements and where there are provisions, the Company records a liability in the financial statements. Save as disclosed in this Circular and in the Company's most recently published audited financial statements, the Corporate Rescue Practitioner is not aware of any contingent liability that is material in the context of the Proposed Transaction.

9. OPINIONS AND VOTING RECOMMENDATIONS

The Corporate Rescue Practitioners, in whom full management control of the Company vests during the Corporate Rescue Proceedings, have considered the terms of the Proposed Transaction, in consultation with the working party of advisors, and are of the opinion that the Proposed Transaction is in the best interests of the Company, its Shareholders and its creditors. Accordingly, the Corporate Rescue Practitioner recommends that Shareholders vote in favour of the Resolutions giving effect to the Proposed Transaction. Shareholders are reminded that, for the duration of the Corporate Rescue Proceedings, the affairs, business and property of the Company are under the supervision of the Corporate Rescue Practitioner.

The members of the Company's executive management will vote in favour of the Resolutions at the EGM in respect of their own shareholdings, if any. As set out in section 3.1 of this Circular, neither the Corporate Rescue Practitioner nor any member of executive management holds any beneficial interest in the issued share capital of the Company as at the date of this Circular. The Corporate Rescue Practitioner has not received any irrevocable undertaking from any Shareholder as to how it intends to vote on the resolutions, save as disclosed in this Circular.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection between Thursday, 15 October 2026 and Wednesday, 4 November 2026, during normal working hours, at the Transfer Secretaries' and OK Zimbabwe' Registered Office at the addresses set out in section 5 of this Document:

- The Memorandum of Association of the Company;
- The Articles of Association of the Company;
- The written consents of the advisors for the Proposed Transaction;
- The resolution of the Board of Directors, adopted in terms of section 122 of the Insolvency Act [Chapter 6:07], that the Company voluntarily commence corporate rescue proceedings, dated 23 February 2026;
- The Corporate Rescue Practitioner's Approval for the Proposed Transaction;
- The Waiver granted by the ZSE Listings Committee;
- The Corporate Rescue Plan adopted in terms of section 144 of the Insolvency Act;
- A signed original copy of this Circular; and
- The ZSE approval letter for the distribution of the Circular.

ANNEXURE I: NOTICE OF EXTRAORDINARY GENERAL MEETING NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of members of OK Zimbabwe Limited ("the Company") will be held at 7 Ramon Road, Graniteside, Harare, on **Friday, 6 November 2026 at 10:00 hours**, for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions set out below.

AS SPECIAL RESOLUTION:

1. DELISTING OF OK ZIMBABWE LIMITED SHARES FROM THE ZIMBABWE STOCK EXCHANGE.

"THAT, the removal of the Company's ordinary shares from the official list being contemplated in the Corporate Rescue Plan approved in terms of section 144 of the Insolvency Act [Chapter 6:07], and subject to and conditional upon the approval of the ZSE Listings Committee, all of the Company's issued ordinary shares be and are hereby removed from the Main Board of the Zimbabwe Stock Exchange ("ZSE") by way of the voluntary termination of the listing at the request of the Company in terms of section 11 of the ZSE Listing Requirements, with effect from such date as the Corporate Rescue Practitioner may agree with the ZSE."

AS ORDINARY RESOLUTION 1:

1. THE CORPORATE RESCUE PRACTITIONER AUTHORISED TO GIVE EFFECT TO THE RESOLUTION.

"THAT the Corporate Rescue Practitioner be and is hereby authorised to do all such acts and things and to sign all such documents as he may consider necessary, desirable or expedient to give effect to Special Resolution Number 1 above, including without limitation making written application to the ZSE for the termination of the listing, agreeing the effective date of the termination and any conditions imposed by the ZSE, implementing the Delisting in accordance with the Corporate Rescue Plan, and making all such regulatory filings, announcements and publications as may be required."

Notes:

- In terms of section 171(1) of the Companies and Other Business Entities Act [Chapter 24:31], a member entitled to attend and vote at the meeting is entitled to appoint one or more persons to act in the alternative as his or her proxy, to attend, speak and vote on a poll in his or her stead. A proxy need not be a member of the Company. A form of proxy is enclosed with this Notice in accordance with section 57 of the ZSE Listing Requirements.
- Proxy forms must be lodged at the offices of the Transfer Secretaries or at the registered office of the Company, and must be received not less than forty-eight (48) hours before the time appointed for the holding of the meeting, being by **10:00 hours on Wednesday, 4 November 2026**.
- In terms of section 11 of the ZSE Listing Requirements, the Special Resolution will require that not less than 75% of the votes of all Shareholders present or represented by proxy at the meeting be cast in favour of the resolution, excluding any controlling shareholder, its associates and any party acting in concert. The Ordinary Resolution will require a simple majority of the votes cast. Voting on both Resolutions will be conducted by way of a poll, and the quorum for the meeting shall be as prescribed by the Articles.
- The record date for determining which Shareholders are entitled to attend and vote at the EGM is **Wednesday, 28 October 2026 at 16:00 hours**.
- Only Shareholders registered in the Register as at the record date are entitled to attend, speak and vote at the meeting. A Shareholder present in person or by proxy is entitled to one vote in respect of each ordinary share held, on a poll.
- The results of the voting on the Resolutions will be announced to Shareholders through the Zimbabwean press, on the Company's website and on the ZSE's website.
- Shareholders and proxies attending the EGM will be required to produce satisfactory proof of identity and, where applicable, of their authority to act, before being admitted to the meeting.
- Explanatory note to Special Resolution Number 1: the purpose of this resolution is to authorise the voluntary termination, at the request of the Company, of the listing of the Company's ordinary shares on the Main Board of the ZSE in terms of section 11 of the ZSE Listing Requirements. In terms of section 130(1) of the Insolvency Act [Chapter 6:07], an alteration in the status of the Company's issued securities during corporate rescue proceedings is invalid unless it is contemplated in an approved corporate rescue plan or the Court otherwise directs. The Delisting is contemplated in the Corporate Rescue Plan approved in terms of section 144 of that Act, and the resolution remains subject only to the approval of the ZSE Listings Committee. If the resolution is passed, Shareholders will remain the registered holders of their shares but will no longer be able to trade those shares on a regulated market, and no offer is being made to acquire their shares.
- Explanatory note to Ordinary Resolution Number 1: the purpose of this resolution is to give the Corporate Rescue Practitioner the authority required to implement Special Resolution Number 1, including making the application to the ZSE and any application to the Court that may be required.

Bulisa Mbandu
(Corporate Rescue Practitioner)

15 October 2026

ANNEXURE II: PROXY FORM

FOR THE EXTRAORDINARY GENERAL MEETING OF THE OK ZIMBABWE LIMITED MEMBERS

For use at the Extraordinary General Meeting of the OK Zimbabwe Limited members to be held physically at the Registered Office of OK Zimbabwe Limited at 7 Ramon Road, Graniteside, Harare, on **Friday, 6 November 2026 at 10:00 hours**.

I/We _____

(Name in block letters)

Of _____

Being the holder of _____ shares in the Company hereby appoint

1. _____ or failing him/her

2. _____

Of _____

As my/our proxy to act for me/us at the EGM of the Company to be held on Friday, 6 November 2026 at 10:00 hours for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name in accordance with the following instructions:

SPECIAL RESOLUTION NUMBER 1	For	Against	Abstain
1. VOLUNTARY DELISTING OF OK ZIMBABWE LIMITED SHARES FROM THE ZIMBABWE STOCK EXCHANGE "THAT the termination of the listing of all of the Company's issued ordinary shares on the Main Board of the Zimbabwe Stock Exchange ("ZSE"), by way of voluntary termination on request in terms of section 11 of the ZSE Listing Requirements, be and is hereby approved."			
AS ORDINARY RESOLUTIONS	For	Against	Abstain
1. CORPORATE RESCUE PRACTITIONERS AUTHORISED TO GIVE EFFECT TO RESOLUTIONS "THAT the Corporate Rescue Practitioners be and are hereby authorised, jointly and severally, to do all such acts and things and to sign all such documents as they may consider necessary, desirable or expedient to give effect to Special Resolution Number 1 above, including agreeing such amendments to the terms of the application for termination as the Zimbabwe Stock Exchange or the Securities and Exchange Commission of Zimbabwe may require as a condition of approval, to determine and make the application to the ZSE to be made, and implement the delisting in accordance with the requirements of the applicable laws."			

Signed this _____ day of _____ 2026.

Signature(s) _____

Assisted by me _____
Full name(s) and capacity of signatory/ies if signing in a representative capacity (please use block letters).

NOTES TO THE FORM OF PROXY

- In terms of section 171 (1) 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/her stead. A proxy need not be a shareholder of the Company. A Director or Officer of the Company shall not be appointed as a proxy for a shareholder.
- Unless otherwise instructed, the proxy will vote as he/she thinks fit.
- This proxy form must be deposited at the Registered Office of the Company, which is situated at **8 7 Ramon Road, Graniteside,, Harare, Zimbabwe**, or at the offices of the Transfer Secretaries, to be received not less than forty-eight (48) hours before the meeting.
- The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
- 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.
- The return of this proxy form will not prevent you from attending the meeting and voting in person. However, should the member attend and vote in person, the appointment of the proxy will be deemed to be revoked in respect of the votes so cast.

FOR OFFICIAL USE ONLY

NUMBER OF SHARES HELD

INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

- A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space provided, with or without deleting "the Chairman of the EGM", but any such deletion must be initialled by the Shareholder. The person whose name appears first on the form of proxy will, unless his/her name has been deleted, be entitled to act as a proxy to the exclusion of those whose names follow.
- A Shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space/s provided as well as by means of a cross whether the shareholder wishes to vote, for, against or abstain from the resolutions. Failure to comply with the above will be deemed to authorize the proxy to vote or abstain from voting at the EGM as he/she deems fit in respect of all the Shareholder's votes exercisable thereat. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by his/her proxy or cast them in the same way.
- Deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory or signatories.
- The Corporate Rescue Practitioner shall be entitled to decline or accept the authority of a person signing the proxy form:
 - under a power of attorney;
 - on behalf of a company.unless that person's power of attorney or authority is deposited at the offices of the Company's transfer secretaries, or the registered office of the Company, not less than 48 hours before the meeting.
- If two (2) or more proxies attend the meeting, then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted shall be regarded as the validly appointed proxy.
- When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
- The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the EGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
- In order to be effective, completed proxy forms must reach the Company's Transfer Secretaries or the registered office of the Company not less than forty-eight (48) hours before the time appointed for the holding of the EGM.
- Please ensure that name(s) of the member(s) on the form of proxy and the voting form are the same as those on the share register.

Harare Office
Camelsa Business Park
135 Emmerson Mngangagwa Road
Highlands, Harare
E info@zw.gt.com
T +263 242 442511/4,
F +263 242 442517

Bulawayo Office
Thornton Business Park
1 Clark Road
Suburbs
Bulawayo
E info@zw.gt.com
T +263 292 231431-5



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