

**EDGARS STORES LIMITED**  
**("The Group")**

**FORM OF PROXY**

For use by members at the Annual General Meeting of the Group to be held on the Tuesday 2<sup>nd</sup> July 2024 at 08:30 hours at The Country Club, 1 Brompton Road, Newlands, Harare.

I/We \_\_\_\_\_

Of \_\_\_\_\_

being a member of the above Company and a holder of \_\_\_\_\_ shares and entitled to vote, hereby appoint

1 \_\_\_\_\_ of \_\_\_\_\_ or failing him/her

2 \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend, speak and vote for me/us on and on my/our behalf at the Annual General Meeting of the Company, which will be held on the Tuesday 2<sup>nd</sup> July 2024 at 08:30 hours at The Country Club, 1 Brompton Road, Newlands, Harare for the purpose of considering, and if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment thereof, to vote for or against the resolutions with or without modification, and/or to abstain from voting thereon in respect of the ordinary shares in the issued share capital of the Group registered in my/our name/s in accordance with the following instruction (see Note 2).

Each member is entitled to appoint one or more proxies (whether a member/s of the Group or not) to attend, speak and to vote at the meeting in his/her stead.

	<b><u>For</u></b> <b>No. of votes</b> <b>Poll</b>	<b><u>Against</u></b> <b>No. of votes</b> <b>Poll</b>	<b><u>Abstain</u></b> <b>No. of votes</b> <b>Poll</b>
<b>Ordinary Resolution No. 1.1</b> To receive and approve minutes of the 74 <sup>th</sup> Annual General Meeting held on 15 <sup>th</sup> June 2023			
<b>Ordinary Resolution No. 1.2</b> To receive, consider and adopt the Annual Financial Statements for the year ended 07 <sup>th</sup> January 2024, including the Directors and Independent Auditor's reports thereon.			
<b>Ordinary Resolution No. 1.3</b> Approval of Directors fees for the year ended 7 <sup>th</sup> January 2024			
<b>Ordinary Resolution No 1.4</b> In terms of Article 85 of the Company's Articles of Association, Mr. Mark Robb was appointed as a Director of the Company in 2023 and he retires at this Annual General Meeting. Being eligible, he offers himself for election.			
<b>Ordinary Resolution No. 1.5</b> 1.5.1. To approve the remuneration of the auditors for the year ended 07 <sup>th</sup> January 2024.			

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<p><b>1.5.2.</b> To consider the re-appointment of Messrs Deloitte and Touche' Zimbabwe and its successor firm Axcentium, as independent auditors of the company for the 4<sup>th</sup> year.</p>			
<p><b>Special Resolution 2.1</b>  <b>Re-denomination of share Capital</b>  That the authorized capital of the Company be re-denominated from 700,000,000 ordinary shares of ZW\$0.01 (One Zimbabwean Cent) each to 700,000,000 ordinary shares of US\$0.001 (Point One United States Cents) each with effect from the 8<sup>th</sup> January 2024.</p>			

**(NOTE: ON A POLL, A MEMBER IS ENTITLED TO ONE VOTE FOR EACH SHARE HELD)**

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2024

Signature \_\_\_\_\_

(ASSISTED BY ME WHERE APPLICABLE)

**Instructions for Signing and Lodging this Proxy**

**Notes:**

1. Each member is entitled to appoint one or more proxies (who need not be a member(s) of the Group) to attend, speak and vote (either on a poll or by show of hands) in place of that member at the Annual General Meeting.
2. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the spaces provided, with or without deleting the words "the chairman of the Annual General Meeting". All deletions must be individually initialed by the member, failing which they will not have been validly effected. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.
3. Voting instructions for each of the resolutions must be completed by filling the number of votes (one per ordinary share) under the "For", "Against" or "Abstain" headings on the Proxy Form. If no instructions are filled in on the Proxy Form, the chairman of the Annual General Meeting, if the chairman is the authorised proxy, or any other proxy shall be authorised to vote in favour of, against or abstain from voting as he/she deems fit.
4. A member or his/her proxy is entitled but not obliged to vote in respect of the ordinary shares held by the member. The total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of shares held by the member.
5. If this form has been signed by a person in a representative capacity, the document authorising that person to sign must be attached, unless previously recorded by the Group's transfer secretaries or waived by the chairman of the Annual General Meeting.

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6. The chairman of the Annual General Meeting may accept or reject any form of proxy that is completed and/or received other than in accordance with these instructions and notes.
7. Any alterations or corrections to this form of proxy have to be initialed by the signatory (/ies).
8. The completion and lodging of this form of proxy does not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person to the exclusion of any proxy appointed by the member.
9. Forms of proxy have to be lodged with or posted to the Group Company Secretary, Edgars Stores Limited, ZB Life Towers, 15th Floor, Corner Sam Nujoma Street/ Speke Avenue, Harare, Zimbabwe, or the Transfer Secretaries, Corpserve (Private) Limited, at Corner Kwame Nkrumah Avenue/1<sup>st</sup> Street, P O Box 2208, Harare and to be received by not later than **09.00 hours** on **28<sup>th</sup> June 2024**.
10. This proxy form is to be completed only by those members who either still hold shares in a certificated form, or whose shares are recorded in their own name in electronic form in the sub register.