

NOTICE OF THE 2016 AND 2017 ANNUAL GENERAL MEETINGS

Notice is hereby given that the 2016 and 2017 Annual General Meetings of the shareholders of ZCI Limited ("ZCI" or the "Company") will be combined and held at the Intercontinental Hotel, Haile Selassie Avenue, Lusaka, Zambia on Wednesday 27th December 2017 at 10.30 CAT (08.30 GMT, 09.30 CET) to pass the following resolutions with or without modification:

RESOLUTIONS TO BE PROPOSED AT THE 2016 ANNUAL GENERAL MEETING

1. To approve and ratify the re-election of the following directors until the conclusion of the 2017 AGM of the Company:
 - 1.1 T Kamwendo
 - 1.2 W Badenhorst
 - 1.3 S Simukanga
 - 1.4 C O'Connor
 - 1.5 J Lungu – *resigned on 23 July 2017*
2. To approve and ratify the election of the following directors of the Company as members of the Audit & Finance Committee until the conclusion of the 2017 AGM of the Company:
 - 2.1 C O'Connor
 - 2.2 S Simukanga
 - 2.3 J Lungu – *resigned on 23 July 2017*
3. To approve and ratify the re-appointment of the auditors and the fixing of their remuneration for the financial year ended 31 March 2017, and note that the individual registered auditor was Ms Bavhana Sooku.
4. To approve the remuneration of the directors for the year ended 31 March 2016, as follows:
 - 4.1 S Simukanga – USD30,940.00
 - 4.2 T Kamwendo – USD215,800.00
 - 4.3 C O'Connor – USD23,800.00
 - 4.4 J Lungu – USD23,800.00
 - 4.5 W Badenhorst – USD23,800.00
5. To approve and ratify all actions taken by the directors of ZCI for the period from 1 January 2016 to 31 December 2016.

RESOLUTIONS TO BE PROPOSED AT THE 2017 ANNUAL GENERAL MEETING

6. To approve the re-election of the following directors until the conclusion of the 2018 AGM of the Company:
 - 6.1 T Kamwendo

- 6.2 W Badenhorst
- 6.3 S Simukanga
- 6.4 C O'Connor

Who retire in terms of the By-Laws of the Company, and being eligible, recommended and available, have offered themselves for re-election.

- 7. To elect the following directors of the Company as the members of the Audit & Finance Committee of the Company until the conclusion of the 2018 AGM of the Company:

- 7.1 C O'Connor
- 7.2 S Simukanga

The Board recommends the election of these directors as members of the Audit & Finance Committee of the Company.

- 8. To reappoint the auditors, to fix their remuneration for the financial year ended 31 March 2018, and to note that the individual registered auditor who will undertake the audit during the financial year ending 31 March 2018 is Ms Bavhana Sooku.
- 9. To approve the remuneration of the directors for the period ended 31 March 2017, as follows:
 - 9.1 S Simukanga – USD30,940.00
 - 9.2 T Kamwendo – USD215,800.00
 - 9.3 C O'Connor – USD23,800.00
 - 9.4 W Badenhorst - USD 23,800.00
- 10. To approve and ratify all actions taken by the directors of ZCI for the period from 1 January 2017 to 27 December 2017.

Voting and Proxies

Shareholders who have not dematerialised their shares or who have dematerialised their shares with “own name” registration on the South African register and all shareholders on the UK register are entitled to attend and vote at the meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a member.

To be valid, Forms of Proxy should be completed in accordance with the instructions printed thereon and returned so as to be received by the Company's Transfer Secretaries by no later than 17:00 CAT (15:00 GMT, 16:00 CET) on Thursday, 21 December 2017.

Shareholders registered on the United Kingdom Share Register should send their Forms of Proxy to:

Computershare Investor Services Plc
The Pavilions, Bridgwater Road
Bristol, United Kingdom, BS99 6ZZ

Shareholders registered on the South African Share Register should send their Forms of Proxy to:

Computershare Investor Services (Pty) Limited

Ground Floor, 70 Marshall Street,
Johannesburg, 2001
South Africa (P O Box 61051, Marshalltown, 2107)

Proxy forms should only be completed by members who have not dematerialised their shares or who have dematerialised their shares with “own name” registration.

On a show of hands, every member of the Company present in person or represented by proxy shall have one vote only. On a poll, every member of the Company shall have one vote for every share held in the Company by such member.

Members who have dematerialised their shares, other than those members who have dematerialised their shares with “own name” registration should contact their Central Securities Depository Participant (CSDP) or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; and
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

By order of the Board of Directors

John Kleynhans
Company Secretary
29 November 2017