

TELECEL ZIMBABWE (PVT.) LTD.

08 JUN 2018

HARARE HEAD OFFICE
SERVICE CENTRE

Accountants
Tax Consultants
Company Secretaries
Business Administrators
Estate Planning

CC/ec013

8 June 2018

The Directors

EMPOWERMENT CORPORATION (PRIVATE) LIMITED

3 Liemba Close

Borrowdale

HARARE

Dear Sir/Madam,

RE: DOCUMENT HEADED TELECEL ZIMBABWE (PRIVATE) LIMITED THE COMPANY DATED 7 JUNE 2018

We, Calton Consultants (Private) Limited, being the Company Secretary for Empowerment Corporation (Private) Limited in terms of CR14 form filed of record on 14 March 2006 with the Registrar of Companies of Zimbabwe without further changes to date do hereby put on record the position relating to the Directorship of Empowerment Corporation (Private) Limited as follows:

- ❖ James Makamba
- ❖ Jane Mutasa

There has been no changes up to the present day.

Further we confirm that at no point during the period ranging from 6 June to the 8th of June 2018 has there been any meeting in the boardroom of Telecel Zimbabwe (Private) Limited, 148 Seke Road, Graniteside, Harare called by us and convened by members. That to the best of our knowledge we have not been informed by resolution of Kestrel Corporation (Private) Limited of disposal of its shareholding in Empowerment Corporation (Private) Limited to anyone neither are we privy to any purported resignation by James Makamba as Director and Chairman in Empowerment Corporation (Private) Limited and Telecel Zimbabwe (Private) Limited.

In view of this according to our records, the status quo remains.

MANAGING DIRECTOR **CASTON C CHIKOSI** AFA/MIPA(Aus);FIAB(UK);FICB(SA);CBA:CFC(Canada)

Received - [Signature]
Tendai

As lawfully appointed Secretaries we have never received instructions to appoint anyone as Director in Empowerment Corporation (Private) Limited

Any document purporting to introduce any changes in the said Company, Empowerment Corporation (Private) Limited is not factual and the signature contained in the document headed Telecel Zimbabwe (Private) Limited The Company dated 7 June 2018 purporting to be that of the Company Secretary does not belong to our Mr.C.Chikosi, who is duly authorised to sign as Company Secretary for Empowerment Corporation (Private) Limited.

Yours faithfully,



CALTON CONSULTANTS (PRIVATE) LIMITED

Company Secretary

CC

ANGELINE VHERE

TELECEL ZIMBABWE (PRIVATE) LIMITED

CHARLES CHINYAMA

CHINYAMA & PARTNERS

THAKOR KEWADA

SCANLEN & HOLDERNESS


TELECEL ZIMBABWE (PRIVATE) LIMITED

(‘the Company’)

RESOLUTIONS adopted pursuant to an adjourned Extraordinary General Meeting of the Company, originally held on Wednesday, 16th August, 2017 starting at 0900 hours, in the Boardroom, Head Office, Telecel Zimbabwe (Private) Limited, 148 Seke Road, Graniteside, Harare, Zimbabwe, and subsequently reconvened on Thursday, 7th June, 2018 starting at 0830 hours.

It was resolved that:

1. The disposal of the entire beneficial interest of Kestrel Corporation (Private) Limited in Empowerment Corporation (Private) Limited, the holder of 40% of the issued and paid-up share capital in the Company, pursuant to correspondence to that effect from Dr. James Makamba dated 21st June, 2017, be and is hereby NOTED.
2. The resignation of Dr. James Makamba as a director and Chairman of the Company, pursuant to his written resignation dated 21st June, 2017, signed before a Notary Public in the Republic of South Africa, be and is hereby APPROVED with immediate effect.
3. The retention of Dr. Jane Mutasa as a director of the Company be and is hereby APPROVED.
4. The appointment of George Manyere, as an alternate director to the foregoing, be and is hereby APPROVED with immediate effect.
5. The appointment of Gerald N Mlotshwa, as Chairman of the Company, in accordance with the provisions of the shareholders’ agreement between Empowerment Corporation (Private) Limited and Telecel International Limited BVI, be and is hereby APPROVED with immediate effect.

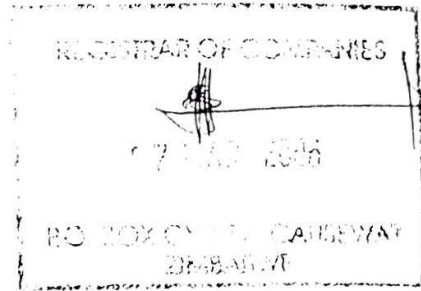

Company Secretary
7th June, 2018

ZIMBABWE

Form No. C.R. 14

Sections 187 and 330 of Act
Section 27 of Regulations

No. of Company : 475 / 1997



THE COMPANIES ACT

(CHAPTER 24:03)

Particulars (a) of Register of Directors and Secretaries
and of any changes therein

or

A List (a) of Directors and Principal Officer of a Foreign Company

Name of Company EMPOWERMENT CORPORATION (PRIVATE) LIMITED

To The Registrar of Companies,
HARARE

Presented for Filing by : KPMG

LOGGING BOX

620/20
16/12/16