The African Seed Company

Seed Co Limited

Notice of Annual General Meeting to Seed Co Limited Shareholders

Notice is hereby given that the 31st Annual General Meeting of Members of Seed Co Limited ("the Company") will be held virtually on Thursday, the 3rd of September 2026 at 14:30 hours. The Annual General Meeting will be hosted online via the Escrow Group platform.

Members will be asked to consider, and if deemed fit, to pass with or without modification, the resolutions set out below, the details of which are more fully set out below:

ORDINARY BUSINESS:

As ordinary resolutions:

1. Approval of Financial Statements and Reports

To receive, consider and adopt the Annual Financial Statements and Reports of the Directors and Auditors for the year ended 31 March 2026.

2. Appointment of Directors

2.1 To note the retirement of Mr. Nicholas Charles Bennett from the Board during the year.

2.2 In terms of Article 97 and 98 of the Company's Articles of Association, Mr. Anthony Carvalho, Mr. Kenias Mafukidze and Mr. Maxen Phillip Karombo retire by rotation. All being eligible, the directors have offered themselves for re-election.

2.3 To note, in terms of Article 56 of the Company's Articles of Association, the new appointment and election of Mr. Régis Andre Daniel Fournier, who was duly selected by the Board Nominations Committee.

Mr. Régis Andre Daniel Fournier is a French national who holds a Master's degree in Agronomy from Montpellier and Paris. He joined Maïsadour, a cooperative group in the south of France, in 1992 and rose through a series of senior roles, including Director of the Seeds Branch and Director of Innovation and International Development for the group. He served as Chief Executive Officer of Limagrain Field Seeds – one of six business lines of the Limagrain Group, the world's fourth-largest seed company – from August 2019 to September 2025, and now serves as its Strategic Advisor. He is a former Chairman of Euroseeds (2018–2021), where he remains a board member, and is also a board member (and former Chairman) of the Union Française des Semenciers (UFS).

2.4 To note, in terms of Article 56 of the Company's Articles of Association, the new appointment and election of Ms Quiterie Claire, Chabanel Foulet, who was duly selected by the Board Nominations Committee as an alternate to Régis Andre Daniel Fournier.

Ms. Quiterie Foulet is a French national who holds a Master's degree in Human Resources from the ESC Clermont School of Business and a University Diploma in Labour Law from the University of Clermont Auvergne. She began her career in human resources at Valeo and Capgemini before joining Limagrain in 2013, where she held a series of senior human resources roles, including Corporate Human Resources Manager and Corporate Global Compensation and Social Affairs Manager. She served as a Limagrain Board

Member from 2022 to 2025 and as Deputy Chief Executive Officer of Limagrain from 2024 to 2025, before being appointed Chief Executive Officer of Limagrain Field Seeds in October 2025, succeeding Régis Fournier.

NB: In accordance with the Companies and Other Business Entities Act (COBE) section 201, the appointment and election of directors is to be voted for individually.

3. Approval of Directors' fees

Members will be asked to approve the payment of directors' fees in respect of the year ended 31 March 2026, amounting to US$136,274 (2025: US$117,677) [historical values].

4. Approval of Auditors' fees and reappointment

To approve the remuneration of the auditors paid to KPMG Chartered Accountants (Zimbabwe) amounting to US$216,242 (2025: US$242,276) [restated values] for the past annual audit and re-appoint KPMG Chartered Accountants (Zimbabwe) as auditors for the current year. Messrs. KPMG have been the Company's auditors for the past 4 years.

5. Dividend

To note and ratify the declared dividend of 0.68 US cents per share (2025: 0.91 cents) payable out of the Company's distributable reserves from the financial year ended 31 March 2026.

6. Special Business

Share Buy Back general mandate renewal

6.1 As a Special Resolution

To consider and, if deemed fit, to pass with or without modification the renewal, without any variation of terms, the Share Buy Back mandate granted to the Directors by shareholders at the previous Annual General Meeting and the renewed mandated shall be utilised on the basis that the Company may, to the fullest extent of the law and listings requirements, buy back at any time such amount of ordinary shares as may be determined by the Directors from time to time subject to the following salient terms of the original mandate:

a) the maximum number of shares so repurchased in any one financial year shall not exceed 10% of the issued ordinary share capital of the Company.

b) the share buy-back may not be made at a price greater than 5% above or 5% below the weighted average of the market price for the ordinary shares for the 5 business days immediately preceding the date on which the repurchase transaction is effected.

c) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the sum of retained earnings of the Company based on its latest financial statements available up to date of a transaction pursuant to the Share Buy-Back.

d) the shares repurchased may be retained as treasury shares.

e) the renewed share buyback mandate shall commence upon the passing of this resolution, until the date of the next Annual General Meeting of the Company or 15 months from the date of the renewal resolution, whichever is the shorter.

6.2 As a Special Resolution

In terms of this share buyback renewal resolution, the Directors are seeking authority to allow use of the Company's available cash resources to purchase its own shares in the market in terms of the law and the regulations of the ZSE. The Directors will only exercise the authority if they believe that to do so would be in the best interests of shareholders generally.

In exercising this authority, the Directors will duly consider following such repurchase, the ability of the Company to pay its debts in the ordinary course of business for a period of 12 months from the date of the notice of this AGM, the maintenance of an excess of assets over liabilities, and for the Company, the adequacy of ordinary capital and reserves as well as working capital for a period of 12 months from the date of the notice of this AGM.

Registration of the AGM

The Annual General Meeting will be held virtually. Members can participate using the following link **https://escrowagm.com/eagmZim/Login.aspx**. Please contact Robert Mazvanara for assistance with registration for the annual general meeting, email: robert@escrowgroup.org and you can also call/WhatsApp the following helplines +263 71 524 5730; +263 77 2289 768.

Annual Report

The Company's Annual Report is now available on the company website, **https://seedcogroup.com/investors/financial-reports-seedco-limited/**. Copies of the Annual Report have also been sent to Shareholders whose emails are on record.

By Order of the Board

Faithful Sithole
Company Secretary

13 August 2026

Notes

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, vote and speak in their stead. The proxy need not be a member of the Company. To be effective, the form of the proxy must be lodged at the Company's office at least 48 hours before the meeting.

The African Seed Company

FORM OF PROXY
FOR THE 31st ANNUAL GENERAL MEETING OF SEED CO LIMITED

We, ______________________________ (full names) of ______________________________ (full address) being the registered holder/s of ______________________________ ordinary shares in SEED CO LIMITED, do hereby appoint: ______________________________ (full names) of ______________________________ ______________________________ (full address) or failing him/her the Chairman of the meeting as my/our proxy to vote for us on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held on the 3rd of September 2026 at 14:30 HRS (SAT) 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)

No.	Ordinary Business	For	Against	Abstain
1.	THAT the Annual Financial Statements and Reports of the Directors and Auditors for the year ended 31 March 2026 be adopted.			
2.	THAT Mr. Anthony Carvalho be re-elected as a Director of the Company in terms of the Articles of Association.			
3.	THAT Mr. Kenias Mafukidze be re-elected as a Director of the Company in terms of the Articles of Association.			
4.	THAT Mr. Maxen Phillip Karombo be re-elected as a Director of the Company in terms of the Articles of Association.			
5.	THAT Mr. Régis Daniel Andre Fournier be elected as a Director of the Company in terms of the Articles of Association.			
6.	THAT Ms. Quiterie Claire Chabanel Foulet be elected as an alternate Director to Régis Daniel Andre Fournier in terms of the Articles of Association.			
7.	THAT the remuneration of the Directors be confirmed.			
8.	THAT the remuneration of the Auditors, KPMG, for the past audit be confirmed.			
9.	THAT Messrs. KPMG be re-appointed as Auditors of the Company for the following year until the conclusion of the next Annual General Meeting.			
10.	To ratify the declared dividend of US$0.68 per share payable out of the Company's distributable reserves for the financial year ended 31 March 2026.			
11.	Special Business			
12.	As a Special Resolution, THAT the Company be authorised in terms of Section 129 of the Companies and Other Business Entities Act (Chapter 24:31) to purchase its own shares, subject to certain conditions.			

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

Signed this ______________________________ day of ______________________________ 2026

____

SIGNATURE OF SHAREHOLDER

1. 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.
2. Unless otherwise instructed, the proxy will vote as he/she thinks fit.
3. This proxy form must be deposited at the Registered Office of the Company to be received by the Company Secretary not less than 48 hours before the meeting.
4. The proxy form must be signed and dated for it to be valid. Any alterations or corrections to this form must be initialled.
5. 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.
6. 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.

Registered Office: 1 Shamwari Road, Stapleford, Mt Hampden, Harare, Zimbabwe Website: www.seedcogroup.com