

Notice of Annual General Meeting

Notice is hereby given that the Eighteenth Annual General Meeting of Shareholders of FBC Holdings Limited will be held in the Main Lounge, Royal Harare Golf Club, 5th Street Extension, Harare on Thursday, 30 June 2022 at 1500 hours.

Agenda

1. To receive, consider and adopt the financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 December 2021.
2. To sanction the dividend paid.
3. To elect Directors of the Company
- 3.1. In terms of Article 95 of the Company's Articles of Association, Messrs Franklin Kennedy, David Makwara and Sifiso Ndlovu retire by rotation. Being eligible, Messrs Kennedy, Makwara and Ndlovu are offering themselves for re-election.
- 3.2. To confirm the appointment of Mrs Vimbai Nyemba to the Board.
4. To approve the remuneration of the Directors for the past financial year.
5. To approve the remuneration of the auditor for the past audit and to re-appoint Messrs. KPMG Chartered Accountants as auditor of the Company. KPMG are in their second year of auditing the Group.

6. Special Business

Share buy-back as ordinary resolutions

To consider, and if deemed fit, to resolve by way of ordinary resolution with or without modification the following:-

6.1. Purchase of own shares

That the Directors be and hereby authorized in terms of section 50 of the Company's Articles of Association and Section 128(1) of the Companies and Other Business Entities Act (Chapter 24:31) to purchase the Company's own shares subject to the following terms and conditions: The purchase price shall not be lower than the nominal value of the Company's shares and not greater than 5% (five percent) nor 5% (five percent) below the weighted average trading price for such ordinary shares traded over five (5) business days immediately preceding the date of purchase of such shares by the company.

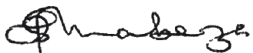
- 6.2. The shares to be acquired under this resolution shall be ordinary shares in the Company and the maximum number of shares which may be acquired under this resolution shall be 10% (ten percent) of the ordinary shares of the Company in issue prior to the date of this resolution.
- 6.3. This authority shall expire on the date of the Company's next Annual General Meeting.
- 6.4. That the shares purchased according to this resolution shall be utilized for treasury purposes.

Directors statement

In relation to the aforesaid proposed resolution, the Directors of the Company state that:-

- (i) The Company is in a strong financial position and will, in the ordinary course of business, be able to pay its debts for a period of 12 months after the Annual General Meeting.
 - (ii) The assets of the Company will be in excess of its liabilities for a period of 12 months after the Annual General Meeting.
 - (iii) The ordinary capital and reserves of the Company will be adequate for a period of 12 months after the Annual General Meeting.
 - (iv) The working capital of the Company will be adequate for a period of 12 months after the Annual General Meeting.
7. To transact all such other business as may be transacted at an Annual General Meeting.

By Order of the Board



Tichaona Mabeza
 Group Company Secretary
 8 June 2022

6th Floor, FBC Centre,
 45 Nelson Mandela Avenue,
 Harare, Zimbabwe

Directors

H. Nkala (Chairman), C. Mtasa (Deputy Chairperson), J. Mushayavanhu (Group Chief Executive), K. Chiketsani (Executive), A. C. Chuma, G.S. Collins, F. Kennedy, T. Kufazvinei (Executive), D. Makwara, C. Malunga, R. Moyo, C. Msipa, S. Ndlovu, V. Nyemba, W. Rusere (Executive)

