

# Notice to Shareholders

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the shareholders of ZB Financial Holdings Limited will be held virtually via the Zoom Communication application, on Friday 24 June 2022, commencing at 1030 hours to transact the following business:

## ORDINARY BUSINESS

### 1. Financial Statements and Statutory Reports

To receive, consider, and adopt, if appropriate, the financial statements, and the reports of the Directors and Auditors for the year ended 31 December 2021.

### 2. Dividend

To confirm the final dividend of ZW144.93 cents per Ordinary Share as recommended by the Board.

### 3. Directorate

- i) In terms of Article 68 of the Company's Articles of Association, Messers Agnes Makamure, Thenjiwe Sibanda and Kangai Maukazuva retire by rotation and are eligible for re-election.
- ii) Messrs Peter Michael Victor Wood, Luxon Zembe and Samuelle Dimairho, who were appointed to the Board after the last Annual General Meeting of the Company, retire at the end of the meeting in terms of Article 62 of the Company's Articles of Association. Being eligible, they also offer themselves for re-election.

### 4. Remuneration of Directors

To approve the remuneration of Directors for the past financial year.

(NOTE: In terms of Section 3 of Practice Note 4 issued by the ZSE on the 17th of January 2020, the Director's Remuneration Report shall be available for inspection by members at the registered office of the Company).

### 5. External Auditors

5.1 To approve the remuneration to KPMG Chartered Accountants (Zimbabwe), the Company's Auditor for the past financial year's audit, in terms of Article 112 of the Articles of the Company.

5.2 To appoint auditors for the ensuing year until the conclusion of the next Annual General Meeting. KPMG Chartered Accountants (Zimbabwe), the current auditors of the Company have indicated their willingness to continue as auditors of the Company. KPMG Chartered Accountants (Zimbabwe) have served as auditors of the Company for two (2) financial periods.

### 6. Any Other Business

To transact any other business as may be transacted at an Annual General Meeting.

## Notes

### i. Appointment of Proxy

In terms of the Companies and Other Business Entities (Chapter 24:31), a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote and speak in his/her stead.

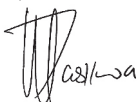
The proxy form must be delivered at the registered office of the Company not less than 48 hours before the meeting is scheduled to commence. A proxy need not be a member of the Company.

### ii. General Information

- a) The minutes of the last Annual General Meeting held on 30 July 2021 are available for inspection at the Company's registered office.
- b) Electronic copies of the Company's 2021 Annual Report comprising of the Directors Report, the Independent Auditor's Report and the consolidated and separate Company's financial statements for the year ended 31 December 2021, can be accessed on the Company's website <https://www.zb.co.zw/investor-updates/>. Copies have been emailed to shareholders whose e-mail addresses are on record.
- c) Physical attendance at the meeting may be difficult for some members due to the need to observe social distancing rules. The Company will therefore facilitate electronic participation at the meeting for any such affected members, subject to that any voting for such member must be in the form of a duly executed form of proxy to be received by the company in the manner prescribed under the "Appointment of Proxy" section above.

Members requiring log in credentials or any other assistance with regards to electronic participation should contact ZB Transfer Secretaries on +263-08677002001 or +263-242 2934 585. In the alternative, e-mails can be sent to Robert Mutakwa ([rmutakwa@zb.co.zw](mailto:rmutakwa@zb.co.zw)) or Samuel Chatitima ([schatitima@zb.co.zw](mailto:schatitima@zb.co.zw)) or [transfersecretaries@zb.co.zw](mailto:transfersecretaries@zb.co.zw).

By order of the Board



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#ThereForTheJourney

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