



Zimbabwe Stock Exchange Limited and Victoria Falls Stock Exchange Limited

Joint Practice Note 1

Issued pursuant to section 3 (1) (h) of Statutory Instrument 134 of 2019 (“the ZSE Listing Requirements”) and section 3 (1) (h) of the Victoria Falls Stock Exchange Listings Requirements

LISTING REQUIREMENTS FOR MIGRATION OF PRIMARY LISTING FROM THE ZIMBABWE STOCK EXCHANGE LIMITED (“ZSE”) TO THE VICTORIA FALLS STOCK EXCHANGE LIMITED (“VFEX”)

1. Definitions

Terms used in this Practice Note which are defined or interpreted in the ZSE and VFEX Listing Requirements shall have the same meaning as in the ZSE and VFEX Listing Requirements.

2. Victoria Falls Stock Exchange

The VFEX is a 100% owned subsidiary of the Zimbabwe Stock Exchange Limited. The Company was incorporated on 30 July 2020 and is an Offshore Business driven trading Stock Exchange with trading and settlement in foreign currency.

3. Opportunity for migrating primary listing from the ZSE to VFEX

The VFEX Listing Requirements provides for the minimum listing criteria for applicant Issuers. Also, the Listing Requirements permit the Listings Committee of the VFEX to exercise discretion in the application of the rules, where certain circumstances exist.

In this respect, the VFEX Listings Committee in consultation with the ZSE Listings Committee considered and resolved to make it discretionary for Issuers seeking to migrate their primary listing from ZSE to VFEX to publish full listing particulars. Applicants should formally seek for a waiver for this dispensation to be granted. If the waiver is conditional, conditions set should be fulfilled.

4. Publication of a De-listing Circular for ZSE Listed Issuers

Section 11 (3) of the ZSE Listing Requirements remains enforceable. That is to say, Issuers seeking to migrate to the VFEX shall be required to issue a de-listing circular to their shareholders advising of the proposal to delist and the reasons thereof.



5. Extraordinary General Meeting and Shareholder Approval Threshold

Further to publication of the de-listing circular, an Extraordinary General Meeting of shareholders should be convened to consider and if deemed fit approve the proposed resolutions.

A simple majority vote of 50% plus 1 will suffice to approve a de-listing for the purposes of migrating to the VFEX main board. For avoidance of doubt, if the de-listing is for the purposes of migrating to VFEX; all shareholders are eligible to vote at the general meeting.

6. Duration of the Arrangement

The arrangement above shall be applicable for the period during which the VFEX is under direct control of the ZSE.

7. Other Information:

Subject to any other regulatory requirements the issuers shall have the discretion to publish full listing particulars as per VFEX Listing Requirements.

8. Effective Date

This practice note is with effect from 4 July 2022.

Issued by

**Zimbabwe Stock Exchange Limited; and
Victoria Falls Stock Exchange Limited**

4 July 2022