

Notice is hereby given that the 28th Annual General Meeting of Members of NMBZ Holdings Limited will be held at the NMB Bank Limited Head Office, 19207 Liberation Legacy Way, Harare on **Wednesday 17 May 2023** at **1500 hours** for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Financial Statements for the year ended 31 December 2022, together with the reports of the Directors and Auditors thereon.
2. To appoint Directors.
 - a. In accordance with Article 83 of the Company's Articles of Association Mr. Julius Tim Tichelaar retires by rotation. Being eligible, the Director offers himself for re-election.
 - b. In accordance with Article 83 of the Company's Articles of Association Ms. Christine Glover retires by rotation. Being eligible, the Director offers herself for re-election.
 - c. In accordance with Article 83 of the Company's Articles of Association Dr. Givemore Taputaira retires by rotation. Being eligible, the Director offers himself for re-election.
 - d. In accordance with Article 91.2 of the Company's Articles of Association Mr. Dzingira Matenga who was appointed as a Director of the Company with effect from 19 July 2022 retires from office. Being eligible, the Director offers himself for re-election.
3. To approve Directors' fees for the year ended 31 December 2022.
4. To approve Messrs Ernst & Young's remuneration for the year ended 31 December 2022.
5. To appoint Ernst & Young as the Company's Auditors for the year ending 31 December 2023. Ernst & Young were appointed as the Company's auditors in 2017. The Company sought a 2-year extension of the Ernst & Young term which extension was granted by the Reserve Bank of Zimbabwe. The extended term ends on conclusion of the audit for the year ending 31 December 2023.

SPECIAL BUSINESS

SPECIAL RESOLUTION

1. Share Buy Back

To consider, and if deemed fit, to pass, with or without modification, the resolution set out below:

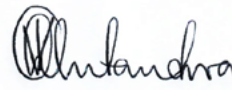
"That the Company, being duly authorised thereto by Article 10 of its Articles of Association, may undertake general repurchases by way of open market transactions on the Zimbabwe Stock Exchange ("ZSE") of any of its own ordinary shares in such manner or on such terms as the directors may from time to time determine provided that:

- a. the maximum number of shares authorised to be acquired is no more than 10% of the Company's ordinary issued share capital.
- b. for each share, the minimum price shall not be lower than the nominal value of the Company's shares and the maximum price that may be paid is 5% above the weighted average market price for the ordinary shares in the Company as derived from the Zimbabwe Stock Exchange (ZSE) Daily Price Sheet for the five business days immediately preceding the date on which such ordinary shares are contracted to be purchased.
- c. the authority in terms of this special resolution shall unless renewed prior to such time, expire on the first anniversary of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever is later, save that the Company, may before such expiry, enter into a contract or contracts to purchase its ordinary shares which would or might be completed wholly or partly after the expiry and may purchase its ordinary shares in pursuance of such contract or contracts.

Notes:

1. A member of the company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the company.
2. A Special Resolution is required to be passed by a majority of seventy-five per cent of those present and voting (including proxy votes), representing not less than twenty-five per cent of the total number of votes in the Company.
3. Please be advised that electronic copies of the 2022 Annual Report (which includes the financial statements, Directors' and Auditors' Report) shall be emailed to those shareholders whose email addresses are on record.

By Order of the Board



MRS V. T. MUTANDWA
COMPANY SECRETARY
14 April 2023



NMBZ HOLDINGS LIMITED ANNUAL GENERAL MEETING PROXY FORM

I / We

Of

Being a member of NMBZ HOLDINGS LIMITED and entitled to vote, hereby appoint

.....

Of

Or failing him

Of

As my/our proxy to vote on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Wednesday 17 May 2023 at 1500 hours and at any adjournment thereof.

Signed thisday of2023

Signature of member

Note:

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 proxies to act in the alternative as his or her proxy and to attend, vote and speak in his / her stead. A proxy need not be a member of the Company.

PROFILES OF RETIRING DIRECTORS

The profiles of the retiring Directors are as below:

Julius Tim Tichelaar – Non Executive Director

Julius Tichelaar is a Partner at AfricInvest and represents AfricInvest on the Board. He was appointed to the Board on 31 October 2016. Julius leads investments across Africa in disruptors and traditional financial institutions, with a focus on strategic expansion and digital transformation. Julius has 12 years' experience in private equity with sourcing, structuring and execution of transactions in Africa. Previously, he worked on a predecessor fund for financial services at AfricInvest and on a wide range of transactions in other industries. Julius serves as board member for institutions across East and Southern Africa. Julius holds a Master in Science of Management (Msc) with a specialization in Finance from the Erasmus University in Rotterdam, the Netherlands, and graduated with honors.

Christine Glover – Non-Executive Director


Christine Glover represents Arise B.V. on the Board, having been appointed as a director on 26 June 2019. She has over thirty years of strategic and operational experience in financial services, with a strong focus on low-cost housing and development finance. She recently retired from Old Mutual Investment Group (South Africa), where she was employed as Head of Development Impact Funds for ten years. She has also held several international consulting and executive management roles throughout her career, where she has made an immense contribution to the development of financial services for low-income households. Christine is a qualified town planner and holds a Master's degree in City and Regional Planning as well as an Honours degree in Architectural History.

Givemore Taputaira – Independent Non-Executive Director

Givemore Taputaira is an independent non-executive director who was appointed to the NMBZ Holdings Limited and NMB Bank Limited boards on 2 January 2020. Givemore holds a Bachelor of Science General degree, a Masters in Business Administration degree, both from the University of Zimbabwe, and a Doctor of Business Administration from Binary University. He is both a Certified International Professional Leader (CIPL) and Certified International Professional Strategist (CIPS). Certification is obtained from Cambridge Global Learning in the United Kingdom. Givemore has over 18 years' experience in ICT and Business Development in 7 different countries within Africa. He previously was a board member of CBZ Holdings Limited, wherein he had the opportunity to chair the Risk and Compliance Committee, as well as the Strategy and Innovation Committee at different times during his tenure on that Board. Givemore is currently the Managing Director at Digital Edge Solutions.

Dzingira Matenga – Independent Non-Executive Director

Dzingira Matenga is an independent non-executive director who was appointed to the board on 19 July 2022. Dzingira is the founder of Zamlim Investments, a pan-African company with interests in Intelligent Automation and Artificial Intelligence (via its partnership with New York based Workfusion Inc.) as well as a focus on management consulting for clients in South Africa. He is a Managing Director in Accenture SA's Strategy & Consulting Division and is a former Executive Director of Ernst & Young's Africa Consulting practice. Dzingira is a Chartered Management Accountant, a Prince2 Certified Project Management practitioner and holds a BA (Hons) in Accounting and Finance. He has worked extensively across the globe, including 12 years spent working in Europe (UK, Spain, Greece, France, Germany), Asia (Kazakhstan, China) and North America and has spent the past 13 years working across sub-Saharan Africa on mining, power, logistics and financial services engagements. Dzingira was a special advisor to the Rwandan Development Board (2017 – 2018) and has worked closely with many of Africa's Development Finance Institutions as well as major State Owned Enterprises.



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