

THIS PRESS ANNOUNCEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Disclaimer

1. Econet does not accept any responsibility and will not be held liable for any failure on the part of a CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the information set out in this Press Announcement.

2. The advisors are acting for the Company only and shall not be responsible to any other person for providing the protections offered to their clients.

Help

1. If you have any questions relating to this press announcement, please email to the Group Company Secretary, Tatenda Alice Ngowe on companysecretary@econet.co.zw or contact the transfer secretaries, First Transfer Secretaries on +263 8688007319 or info@fts-net.com

ECONET

Wireless

ECONET WIRELESS ZIMBABWE LIMITED

Incorporated in Zimbabwe on 4 August 1998 under Company registration number 7548/98
ZSE alpha code: ECO ISIN: ZW 000 901 212 2
(Econet or the Company)

PRESS ANNOUNCEMENT TO ECONET WIRELESS ZIMBABWE LIMITED SHAREHOLDERS

This Press Announcement relates to the proposed Scheme of Reconstruction between Econet Wireless Zimbabwe Limited (Econet) and EcoCash Holdings Zimbabwe Limited (EcoCash Holdings) involving the transfer to Econet of the Financial Technology Businesses, namely EcoCash (Private) Limited, VAYA Technologies Zimbabwe (Private) Limited, Econet Insurance (Private) Limited, Econet Life (Private) Limited, MARS Zimbabwe (Private) Limited, and Maisha Health Fund (Private) Limited, in exchange for the total consideration of ZWL 509 billion (equivalent to 521,861,057 Econet Shares) payable partly in cash and partly in Econet Treasury Shares. Econet shall pay the agreed total consideration that is equivalent to 521,861,057 Econet Shares, using 271,597,195 Treasury Shares that represent circa 50% of the purchase consideration (Shares Consideration) and the Cash Equivalent of 250,263,862 Econet shares will be calculated using the 30 Day VWAP of each Econet share to the period of date of payment (Cash Consideration).

Lead-Financial Advisors



Transfer Secretaries



Legal Advisor



Sponsoring Broker



Independent Financial Advisor



Reporting Accountants & Auditors



Exchange Control Advisor



Date of issue of this document: Tuesday, 2 April 2024

1 THE TRANSACTION, ITS BACKGROUND, AND ITS RATIONALE.

1.1 The proposed transaction is a Scheme of Reconstruction in terms of which, EcoCash Holdings will transfer to Econet, all the shares that it owns in the Financial Technology Businesses, valued at ZWL509 billion (equivalent to 521,861,057 Econet Shares) with the result that the Financial Technology Businesses shall become subsidiaries of Econet. EcoCash Holdings shall remain with Steward Bank Limited as its only subsidiary.

1.2 As consideration for the transfers referred to in paragraph (1.1) above, Econet shall use a combination of its own Treasury Shares and Cash as Total Consideration.

1.3 The Company's investment in the Mobile Network Operation business over the years resulted in the creation of a Financial Technology business and an Infrastructure and Power Generation Business within the Mobile Network Operation (MNO) business. In 2018, the Company made a decision to unbundle these businesses that had developed within the MNO business because the value of these businesses was not fully reflected in the Market Capitalisation of the MNO business. EcoCash Holdings was demerged from the Company under a circular dated 8 November 2018. The demerger became effective upon approval by the members at the EGM held on 29 November 2018. This led to the subsequent listing of EcoCash Holdings on the ZSE on 18 December 2018.

1.4 Following conclusion of the rights offers undertaken by the Company and EcoCash Holdings, the Company and EcoCash Holdings have the same controlling shareholders. More than 90% of the issued share capital of both companies is under the same control as tabulated below.

Table 1: Shareholders of both the Company and EcoCash Holdings Limited

Shareholder name	ECONET		ECOCASH HOLDINGS	
	Number	% of holding	Number	% of holding
Econet Global Limited	1,197,224,707	40.01%	1,259,094,243	30.02%
Stanbic Nominees (Private) Limited (NNR)	350,060,582	11.70%	291,873,583	6.96%
Stanbic Nominees (Private) Limited	250,605,864	8.38%	275,682,441	6.57%
TN Asset Management Nominees	210,433,619	7.03%	147,761,784	3.52%
TN Asset Management Nominees (Underwriter)	174,267,179	5.82%	1,035,438,359	24.68%
Econet Wireless Zimbabwe SPV Limited	129,528,841	4.33%	103,623,090	2.47%
Old Mutual Life Assurance Company of Zimbabwe Limited	118,270,809	3.95%	132,292,361	3.15%
New Arx Trust (NNR)	92,799,146	3.10%	71,455,342	1.70%
Austin Eco Holdings Limited - NNR	53,923,476	1.80%	41,521,077	0.99%
Standard Chartered Nominees (Private) Limited	29,361,909	0.98%	20,756,619	0.49%
Other Shareholders with common shareholding	93,388,948	3.12%	621,273,549	14.81%
Subtotal	2,699,865,080	90.23%	4,000,772,448	95.37%
Other	292,298,123	9.77%	194,025,481	4.63%
Total	2,992,163,203	100%	4,194,797,929	100%

1.5 Post the demerger in 2018, EcoCash Holdings, (the Financial Technology Businesses and Steward Bank), had been expected to attract a new set of investors whose main interest was in Financial Technologies. This was also in line with how other international mobile network operators had demerged their fintech business units including Airtel and MTN. The adverse economic conditions that have prevailed since the demerger have prevented EcoCash Holdings from attracting foreign portfolio investors. This has resulted in the Company and EcoCash Holdings remaining under the control of same shareholders as shown in Table 1 of paragraph 1.4 above.

1.6 The obtaining situation where the Company and EcoCash Holdings have the same controlling shareholders means that the same group of shareholders are being subjected to duplication of resources, thus eroding shareholders' value.

1.7 The fact that Steward Bank is a subsidiary of EcoCash Holdings has also resulted in the perception that the Financial Technology Businesses are direct competitors to local banks whereas the services are complimentary. This has caused operational and Customer Relationship Management challenges and has constrained the growth of the Financial Technology Businesses' relationship with the wider financial services market.

1.8 In these circumstances, it is imperative to separate Steward Bank Limited from the Financial Technology Businesses to avoid any confusion that might limit the growth of the businesses.

1.9 Econet proposes to acquire the Financial Technology Businesses, develop them so they may leverage synergies that include the MNO's subscriber base and delivery channels to fully develop their sustainable value creation competitiveness.

2 THE PURPOSE OF THIS PRESS ANNOUNCEMENT

The purpose of this Press Announcement is to Provide Econet Shareholders with information regarding the proposed Scheme of Reconstruction in accordance to paragraph 258 (1) of the Listings Requirements.

3 REGULATORY REQUIREMENTS IN RESPECT OF THE TRANSACTION

3.1 The book value of the Company's Assets as at 31 August 2023 was ZWL3.3 trillion. The book value of the Financial Technology Businesses as at 31 August 2023 was ZWL325 billion. Therefore, the book value of the Financial Technology Businesses being acquired by Econet, being less than 50% of the book value of Econet as at 31 August 2023, means that the Scheme of Reconstruction does not qualify as a Major Asset Transaction on the part of Econet as defined by Section 226 of the Companies And Other Business Entities Act (Chapter 24:31).

3.2 The Transaction is a Category Three Transaction in terms of the Listings Requirements of the Zimbabwe Stock Exchange. This is because the value of the Financial Technology Businesses being acquired from EcoCash Holdings is less than 20% of the Company's market capitalisation based on the 30 Day Volume Weighted Average Price of Econet for the period to 16 January 2024, being the last practicable date immediately before the transaction was announced to the public. Shareholders approval is not required for a Category Three Transaction.

Directors:

Dr. J. Myers (Chairman)*, Dr. D. Mboweni (Chief Executive Officer), Mr. R. Chimhanzi (Deputy Chief Executive Officer), Dr. J. Chimhanzi*, Mr. M. Gasela*, Mr. G. Gomwe*, Ms. E.T. Masiyiwa*, Ms. B. Mtetwa*, Mr C.L. Moyo (Finance Director), Ms T. Moyo*, Mr. H. Pemhiwa*. *Non Executive.



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PRESS ANNOUNCEMENT TO ECONET WIRELESS ZIMBABWE LIMITED SHAREHOLDERS

4 THE SCHEME OF RECONSTRUCTION

4.1 Parties To the Transaction

The Parties to the Scheme of Reconstruction are the Company and EcoCash Holdings.

4.1.1 Information on Econet

Econet is the holding Company of Econet Wireless (Pvt) Ltd, a Mobile Network Operator ("MNO") with over 14.9 million customers and over 80% market share of mobile internet and data traffic in the country. During its 25-year operating history, MNO has transformed from a Communications Services provider to the leading Digital Services provider in Zimbabwe, with products and services spanning the Telecommunications, and Technology. Recently, Econet contributed to the technological and economic development of the country by launching the country's first high-speed Fifth Generation (5G) mobile broadband technology, moving the domestic market in line with global trends. The Company's digitalisation journey continues with a focus on artificial intelligence, big data analytics, machine learning, among other areas of digital transformation.

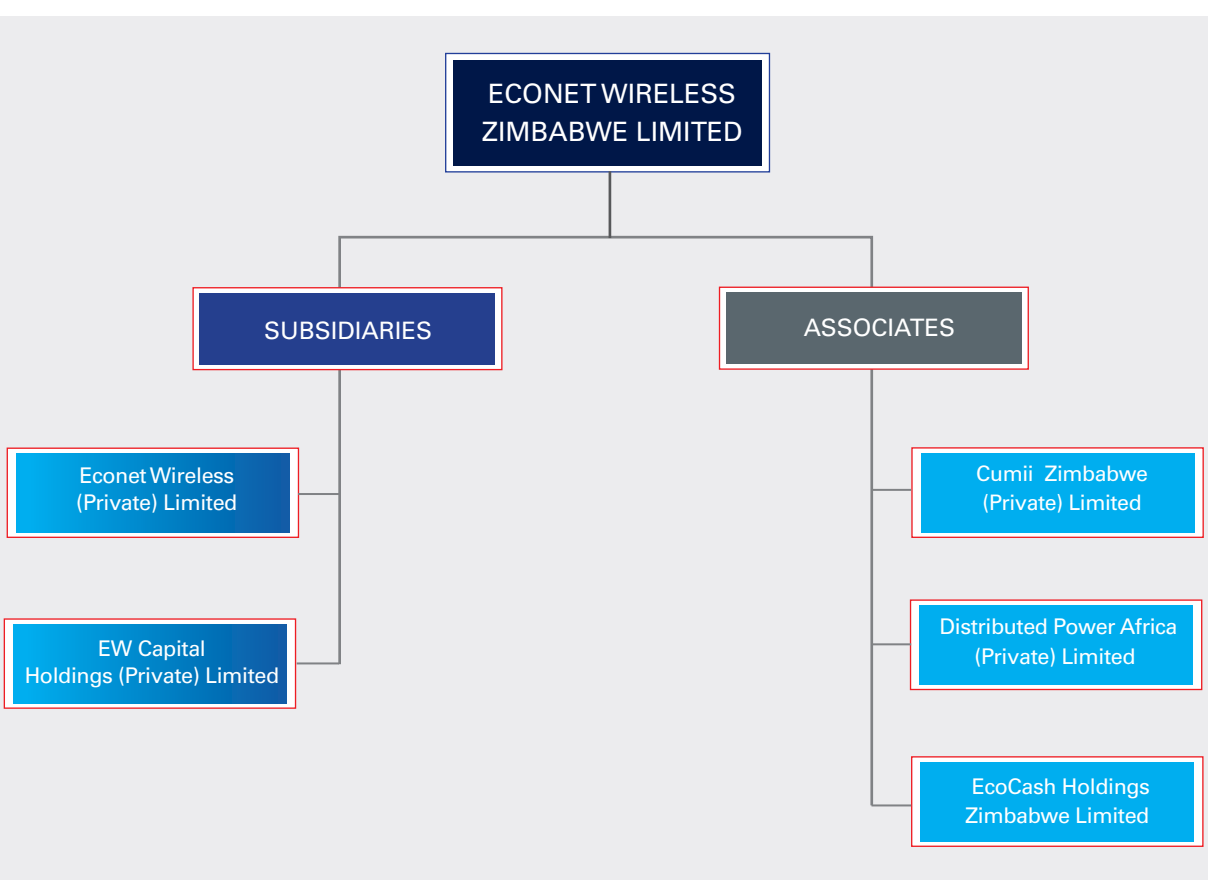
4.1.2 Information on EcoCash Holdings

EcoCash Holdings is a diversified technology group that leverages digital solutions to make a social and economic impact on the lives of all Zimbabweans. The business portfolio consists of assets in FinTech, InsurTech, On-Demand Services, e-Commerce, AgriTech, HealthTech and EduTech. EcoCash is an award-winning financial inclusion mobile payment solution that allows customers to perform simple financial transactions from mobile devices. EcoSure is a micro-insurance product that provides affordable and innovative insurance solutions directly from your mobile phone. Steward Bank offers digital banking solutions that give access to the full suite of banking services via their mobile devices. EcoCash Holdings leverages on Zimbabwe's high mobile telecommunications penetration rate and its robust digital platforms to deliver life-changing and impactful solutions.

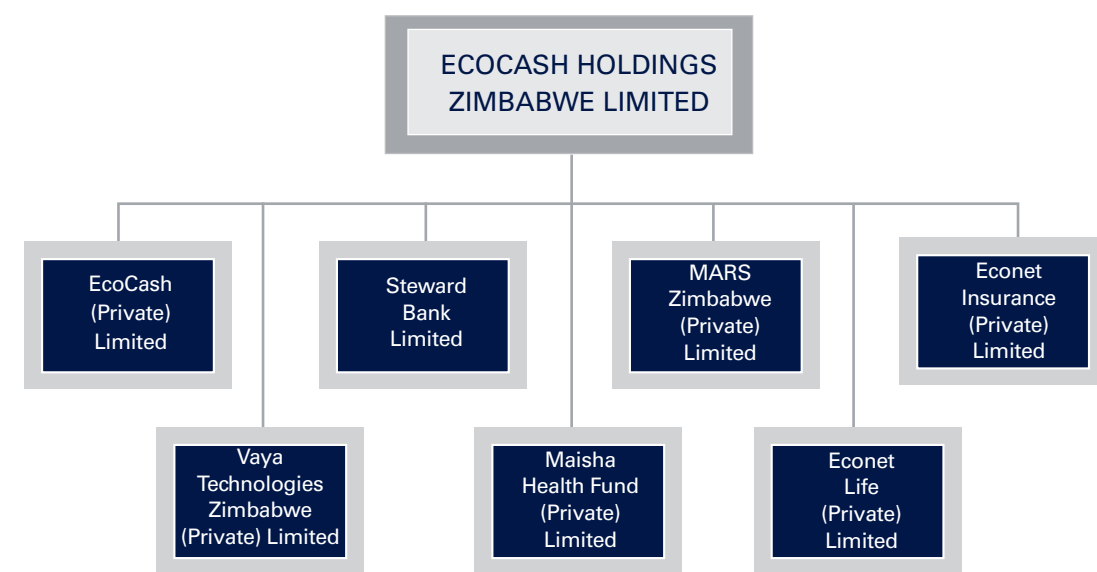
4.2 Background

4.2.1 The diagrammatic representation of the current ownership structure of the Company and EcoCash Holdings is depicted below. As tabulated in table 1 of paragraph 1.4 above, the shareholders holding 90% of the issued shares of Econet also hold 95% of the issued share capital of EcoCash Holdings. Therefore, the two companies are under the same control.

ECONET WIRELESS ZIMBABWE LIMITED		
Shareholder name	Number	% of holding
Econet Global Limited	1,197,224,707	40.01%
Stanbic Nominees (Private) Limited (NNR)	350,060,582	11.70%
Stanbic Nominees (Private) Limited	250,605,864	8.38%
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Other Shareholders with common shareholding	93,388,948	3.12%
Subtotal	2,699,865,080	90.23%
Other	292,298,123	9.77%
Total	2,992,163,203	100%



ECOCASH HOLDINGS ZIMBABWE LIMITED		
Shareholder name	Number	% of holding
Econet Global Limited	1,259,094,243	30.02%
Stanbic Nominees (Private) Limited (NNR)	291,873,583	6.96%
Stanbic Nominees (Private) Limited	275,682,441	6.57%
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Tn Asset Management Nominees (Underwriter)	1,035,438,359	24.68%
Econet Wireless Zimbabwe Spv Limited,	103,623,090	2.47%
Old Mutual Life Assurance Company of Zimbabwe Limited	132,292,361	3.15%
New Arx Trust (NNR)	71,455,342	1.70%
Austin Eco Holdings Limited - NNR	41,521,077	0.99%
Standard Chartered Nominees (Private) Limited	20,756,619	0.49%
Other Shareholders with common shareholding	621,273,549	14.81%
Subtotal	4,000,772,448	95.37%
Other	194,025,481	4.63%
Total	4,194,797,929	100%



4.2.2 The parties wish to reconstruct, or reorganise their ownership of the Company and EcoCash Holdings by undertaking a series of sequential, yet inter-dependent transactions as outlined in the following paragraphs.

4.3 Transfer of Financial Technology Businesses

4.3.1 EcoCash Holdings owns the following Financial Technology Businesses in the percentages indicated: EcoCash (Private) Limited – 100%, VAYA Technologies Zimbabwe (Private) Limited– 100%, Econet Insurance (Private) Limited - 90%, Econet Life (Private) Limited - 85%, MARS Zimbabwe (Private) Limited - 70%, and Maisha Health Fund (Private) Limited 100%. In terms of the Scheme of Reconstruction agreement, immediately upon the fulfilment or waiver of the Conditions precedent to the Scheme of Reconstruction set out in paragraph 9 of this Press Announcement, EcoCash Holdings shall transfer to Econet, the Financial Technology Businesses with the result that the Financial Technology Businesses shall become subsidiaries of Econet.

4.4 The Banking Business to remain under EcoCash Holdings

4.4.1 Steward Bank Limited is a registered Commercial Bank that is currently 100% owned by EcoCash Holdings.

4.4.2 By virtue of its ownership of Steward Bank Limited, EcoCash Holdings is registered with the Registrar of Banks as a Bank Holding Company.

4.4.3 Steward Bank Limited shall remain a subsidiary of EcoCash Holdings, and EcoCash Holdings shall retain its registered status as a Bank Holding Company.

4.5 The Consideration to EcoCash Holdings

4.5.1 The Financial Technology Businesses were valued at ZWL 509 billion, which translated to 80% of the 30 Day Volume Weighted Average Market capitalization of EcoCash Holdings for the period to 16 January 2024, being the last practicable date immediately before the transaction was announced to the public. The value of the Financial Technology Businesses was also equivalent to 521,861,057 Econet Shares calculated using the 30 Day Volume Weighted Average Price of each Econet share for the period to 16 January 2024, being the last practicable date immediately before the transaction was announced to the public.

4.5.2 As part of the Scheme of Reconstruction and following the transfer to Econet of the Financial Technology Businesses referred to above, Econet shall pay the agreed total consideration that is equivalent to 521,861,057 Econet Shares, using 271,597,195 Treasury Shares that represent circa 50% of the purchase consideration (Shares Consideration) and the Cash Equivalent of 250,263,862 Econet shares will be calculated using the 30 Day VWAP of each Econet share to the period of date of payment (Cash Consideration). Collectively, the Shares Consideration and the Cash Consideration will hereafter be referred to as the "total consideration".

4.5.3 The total consideration shall be payable on Completion of the transaction, that is within **seven days** of the Scheme of Reconstruction becoming unconditional.

4.5.4 The consideration in **paragraph 4.5.2** shall represent the full and complete consideration, once effected in accordance with the terms of the Scheme of Reconstruction Agreement.

4.5.5 **The total consideration for the Financial Technology Businesses** has been certified as being fair and reasonable by the companies' respective independent financial advisors. EcoCash Holdings' independent financial advisors' report is appended in the Full Circular as Annexure 1.

Directors:

Dr. J. Myers (Chairman)*, Dr. D. Mboweni (Chief Executive Officer), Mr. R. Chimankire (Deputy Chief Executive Officer), Dr. J. Chimhanzi*, Mr. M. Gasela*, Mr. G. Gomwe*, Ms. E.T. Masiyiwa*, Ms. B. Mtetwa*, Mr C.L. Moyo (Finance Director), Ms T. Moyo*, Mr. H. Pemhiwa*. *Non Executive.



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PRESS ANNOUNCEMENT TO ECONET WIRELESS ZIMBABWE LIMITED SHAREHOLDERS

4 THE SCHEME OF RECONSTRUCTION (CONTINUED)

4.5 The Consideration to EcoCash Holdings (continued)

4.5.6 All the consideration shares will rank *pari passu* in all respects with Econet's Ordinary shares currently in issue, including the right to all future dividends.

4.5.7 Fractional shares of less than 0.5 of a share shall be rounded down, while fractional shares above 0.5 of a share will be rounded up.

4.5.8 After the completion of the scheme of reconstruction, the Directors may, after considering the capital requirements of the Company, elect to declare some of the consideration as dividend.

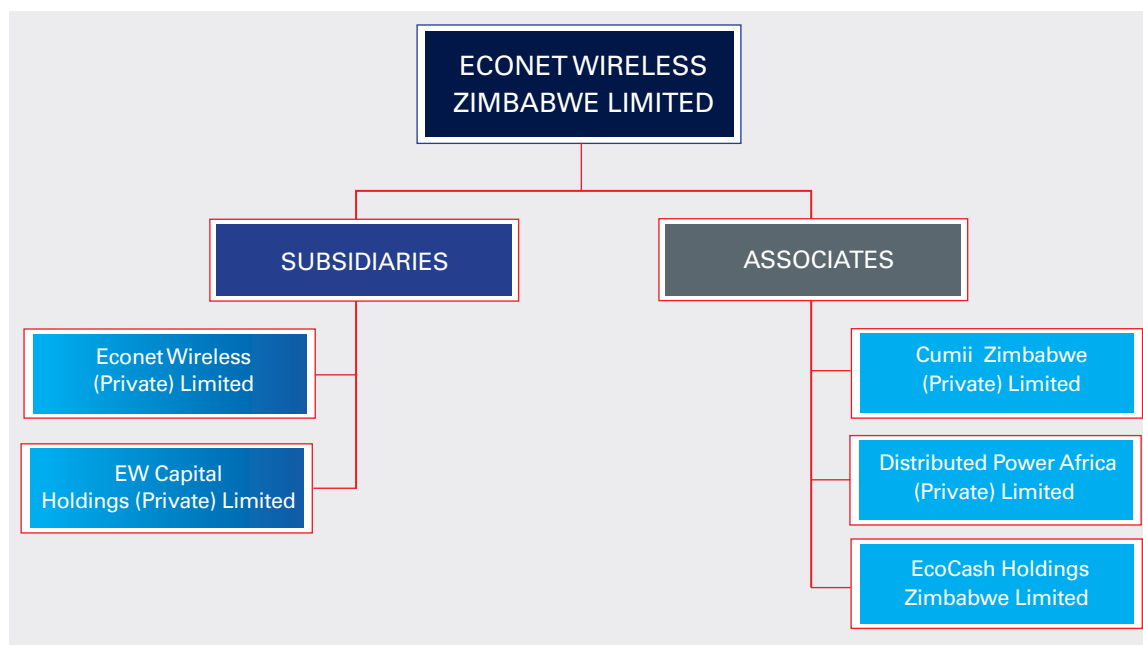
5 EFFECTS OF THE PROPOSED TRANSACTION

5.1 Econet structure

The Company's structure before and after the proposed transaction is shown below.

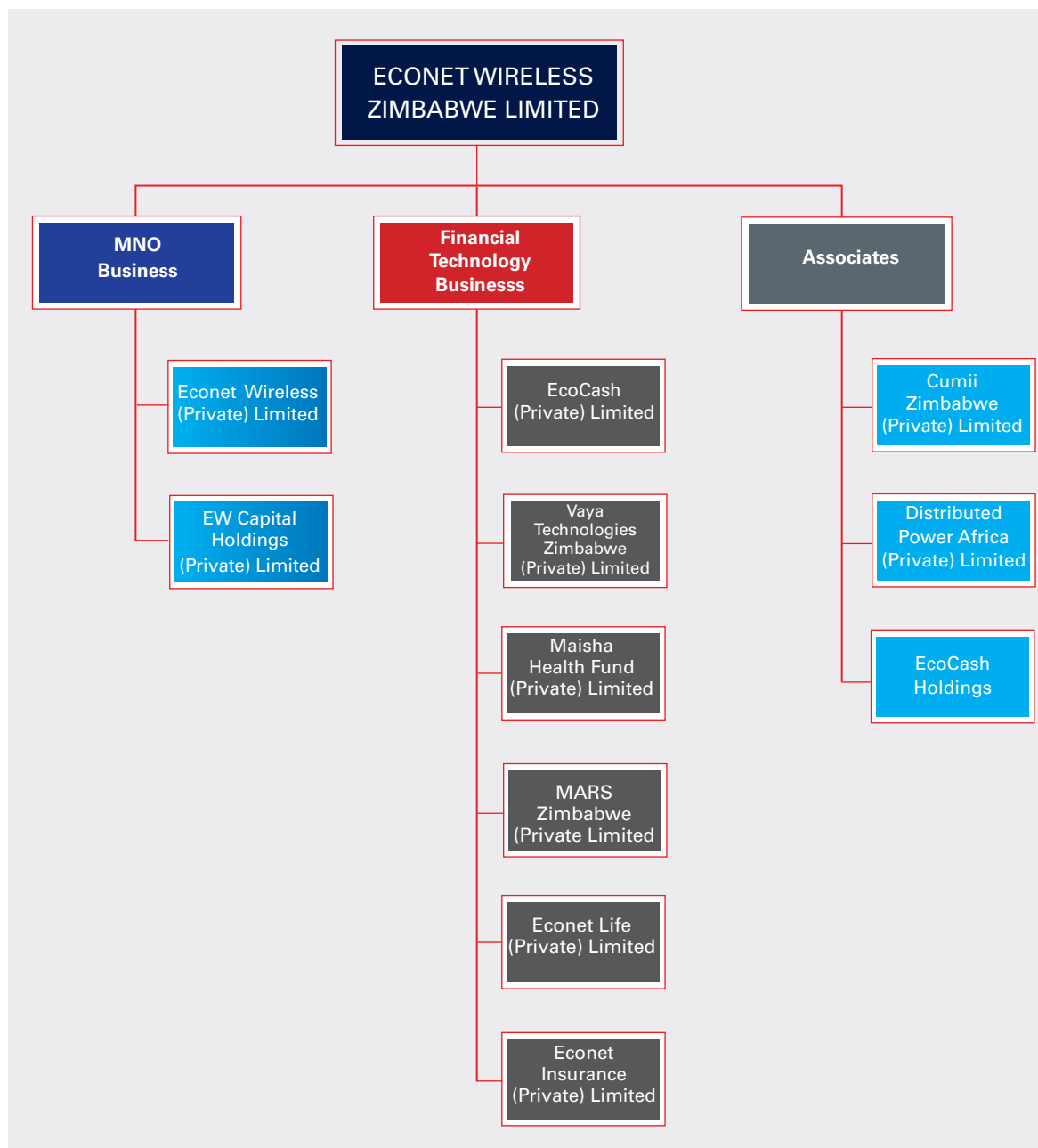
5.1.1 Before

The following is the current Group structure.



5.1.2 After

The following shall be the Group structure after the Scheme of Reconstruction.



5.2 Shareholding structure

On completion of the Scheme of Reconstruction EcoCash Holdings will become one of Econet's shareholders. The exact shareholding is dependent on the split between Cash consideration and shares consideration to be determined in accordance with paragraph 4.5.2 above.

5.3 Board Composition

5.3.1 The proposed Scheme of Reconstruction is not expected to have any immediate and direct effect on the Board composition of the Company.

5.4 Management and employees changes

5.4.1 No decision has been made by the Company in relation to specific actions that will be taken as part of the business operational and administrative review. Prior to any decisions being made, detailed discussions will be held between employees and appropriate stakeholders.

5.4.2 One of the main purposes of the Scheme of Reconstruction is to eliminate the duplication of structures and costs arising from the current group ownership structure. The rationalisation structure may impact on employees. Any changes that will affect employees will be done in compliance with the Labour Act (Chapter 28:01).

5.5 Financial effects of the proposed transaction

5.5.1 The table below sets out the financial effects of the proposed transaction on the proforma reviewed consolidated half year financials for the Company for the period ended 31 August 2023. The proforma financial statements have been prepared for illustrative purposes only and because of their proforma nature, they may not fairly present the Company's financial position, changes in equity, results of operations or cash flows, or the effect and impact of the proposed Scheme of Reconstruction going forward.

5.5.2 The Directors of the Company are responsible for the compilation, contents and preparation of the proforma financial statements. Their responsibility includes determining that the proforma financial statements have been properly compiled on the basis stated, which is consistent with the accounting policies of the Company and that the proforma adjustments are appropriate for purposes of the proforma financial information disclosed pursuant to the ZSE Listings Requirements. The proforma financial information is set out below:

Econet Wireless Zimbabwe Limited CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Aug 2023 ZWL 'millions Before Transaction	* The Transaction	Aug 2023 ZWL 'millions After Transaction
ASSETS			
Non-current assets			
Property, plant and equipment	1,472,015	147,105	1,619,120
Right of use assets	153,465	761	154,226
Investment property	6,645	2,256	8,901
Intangible assets	45,639	7,633	53,272
Investment in associate	80,828	(20,993)	59,835
Financial assets at fair value through other comprehensive income	741,800	-	741,800
Financial assets at amortised cost	22,100	-	22,100
Total non-current assets	2,522,492	136,762	2,659,254
Current assets			
Inventories	29,960	1,708	31,668
Trade and other receivables	670,143	(100,893)	569,250
Financial assets at fair value through profit or loss	2	38,393	38,395
Assets classified as held for sale	-	56	56
Mobile money trust bank balances - restricted balances	-	103,814	103,814
Cash and cash equivalents	94,664	7,668	102,332
	794,769	50,746	845,515
Total assets	3,317,261	187,508	3,504,769
EQUITY AND LIABILITIES			
Share capital and share premium	63,223	-	63,223
Retained earnings	359,444	102,154	461,598
Other reserves	1,670,196	(401,025)	1,269,171
Equity attributable to owners of Econet Wireless Zimbabwe Limited	2,092,863	(298,871)	1,793,992
Non-controlling interest	(45)	5,108	5,063
Total equity	2,092,818	(293,763)	1,799,055
Non-current liabilities			
Deferred tax liability	225,077	31,644	256,721
Lease liabilities	115,979	132	116,111
Interest-bearing debt	16,141	-	16,141
Provisions	7,957	32,598	40,555
Total non-current liabilities	365,154	64,374	429,528
Current liabilities			
Deferred revenue	64,795	-	64,795
Provisions	5,645	-	5,645
Trade and other payables	329,088	295,418	624,506
Lease liabilities	32,745	-	32,745
Interest-bearing debt	346,514	17,636	364,150
Income tax payable	80,502	29	80,531
Mobile money trust liabilities	-	103,814	103,814
Total current liabilities	859,289	416,897	1,276,186
Total liabilities	1,224,443	481,271	1,705,714
Total equity and liabilities	3,317,261	187,508	3,504,769

* Have been prepared on the assumption of a 50% split between cash and Econet Treasury shares.

Directors:

Dr. J. Myers (Chairman)*, Dr. D. Mboweni (Chief Executive Officer), Mr. R. Chimanihire (Deputy Chief Executive Officer), Dr. J. Chimhanzi*, Mr. M. Gasela*, Mr. G. Gomwe*, Ms. E.T. Masiyiwa*, Ms. B. Mtetwa*, Mr C.L. Moyo (Finance Director), Ms T. Moyo*, Mr. H. Pemhiwa*. *Non Executive.



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5 EFFECTS OF THE PROPOSED TRANSACTION (CONTINUED)

5.5 Financial effects of the proposed transaction (continued)

5.5.3 NAV of the Company before and after the transaction

Description	Before transaction	After transaction
Number of shares in issue*	2,992,163,203	2,992,163,203
Net asset value (NAV) ZWL 'millions	2,092,818	1,799,055
NAV per share ZWL	699	601

* The issued share capital shown above of 2 992 163 203 is pursuant to the rights offer of 401 586 371 ordinary shares in September 2023. The Company had issued share capital of 2 590 576 832 shares as at 31 August 2023.

6 TAX IMPLICATIONS OF THE SCHEME OF RECONSTRUCTION

The transfer of shares held by EcoCash Holdings in the Financial Technology Businesses to Econet is a disposal of a specified asset that is normally subject to capital gains tax. Because the transfer of shares is being made between companies under the same control and in furtherance of a Scheme of Reconstruction of the Econet and EcoCash Holdings Groups of Companies, EcoCash Holdings, and Econet in terms of section 15(1)(b) of the Capital Gains Tax Act (Chapter 23:01) and the Proviso thereto, have made an election that: **notwithstanding the terms and conditions of the Scheme of Reconstruction Agreement, the selling price of the Financial Technology Businesses (total consideration of ZWL 509 billion, to be paid using a combination of Econet Treasury Shares and cash) be deemed to be an amount equal to the sum of the deductions allowable to EcoCash Holdings in relation to the transfer of the Financial Technology Businesses to Econet.**

7 CONDITIONS PRECEDENT TO THE TRANSACTION

The proposed transaction is subject to:

7.1 The approval of the Scheme of Reconstruction itself by the shareholders of EcoCash Holdings in an Extraordinary General Meeting;

7.2 Receipt of all regulatory approvals required for the Parties to undertake the Transaction and fulfil their respective obligations thereunder. Such regulatory approvals shall specifically include:

7.2.1 Approval by Insurance and Pensions Commission of the change in Shareholding in Econet Insurance (Private) Limited and Econet Life (Private) Limited; and

7.2.2 Approval by the National Payment Systems of the change in shareholding in EcoCash (Private) Limited.

8 INTEREST OF DIRECTORS

8.1 Save as disclosed in this Press Announcement, none of the Directors of the Company (other than in their capacity as directors of the Company) have any interest, direct or indirect, in the Proposed Resolution.

8.2 As at the Latest Practicable Date, the interests of the Directors in the issued and paid-up capital of the Company as recorded in the Register of Directors' Shareholdings in the issued and paid-up capital of the Company as recorded in the Register of Substantial Shareholder(s) are as follows:

Name of Director	Direct Interest	Indirect Interest	Total
Dr James Myers (Chairman)	40,079	Nil	40,079
Mr Hardy Pemhiwa	Nil	Nil	Nil
Mr Godfrey Gomwe	36,235	Nil	36,235
Ms Beatrice Mtetwa	Nil	Nil	Nil
Dr Jacqueline Chimhanzi	Nil	Nil	Nil
Mr Mqgibelo Gasela	Nil	Nil	Nil
Ms Elizabeth Masiyiwa	Nil	Nil	Nil
Ms Thoko Moyo	Nil	Nil	Nil
Dr Douglas Mboweni	12,768,126	Nil	12,768,126
Mr Roy Chimankire	8,250,000	Nil	8,250,000
Mr Chengeto Moyo	Nil	Nil	Nil

9 EXCHANGE CONTROL REGULATIONS

The Scheme of Reconstruction does not require exchange control approval.

10 MATERIAL AGREEMENTS

Save for the underwriter's agreement for the recent rights offer and the agreements with regards to the transaction, no material agreements have been entered into by any Econet Directors (or persons who were directors of Econet within the 12 (twelve) months preceding the Last Practicable Date).

11 MATERIAL CHANGES AND LITIGATION

11.1 There are no known material changes in the financial or trading position of Econet subsequent to the latest published results.

11.2 There are no material legal or arbitration proceedings against Econet (including any such proceedings that are pending or threatened), of which the Econet Directors are aware, which may have or have had, during the 12 (twelve) months preceding the date of this Circular, a material effect on the Group's financial position which has not been previously disclosed or are not in the public domain.

12 DIRECTORS' RESPONSIBILITY STATEMENT

12.1 The Econet Board accepts responsibility for the information contained in this Press Announcement; confirms that to the best of its knowledge and belief, the information contained in this Press Announcement is true; and confirms that this Press Announcement does not omit anything likely to affect the importance of such information.

13 CONSENTS

The Lead Financial Advisor, Sponsoring Broker, Legal Advisor, Reporting Accountants, Exchange Control Advisor, Transfer Secretaries, and Independent Financial Advisor, whose names are included in this Press Announcement, have consented in writing to act in the capacities stated and to their names being included in this Press Announcement in the context in which they have been included and have not withdrawn their consents prior to the publication of this Press Announcement.

14 PROSPECTS

14.1 Background

14.1.1 In 2018, the Econet Group embarked on an exercise to demerge the Company's Financial Technology Businesses and the Bank from the wider Econet Zimbabwe group. As a result, Cassava SmarTech Zimbabwe Limited was separately listed on the Zimbabwe Stock Exchange before being renamed to EcoCash Holdings Zimbabwe Limited. The main rationale of the transaction was to restructure the Group to create a greater focus in the growing Financial Technology space whilst separating out the more mature telecommunication business.

14.1.2 Post the transaction, both business units but particularly EcoCash Holdings experienced sustained headwinds as standalone companies emanating from unforeseen negative macroeconomic conditions. This unfortunate development negated shareholder value at both the parent company and at the operating entity level. Although various factors were also at play, Net Asset Value for the combined entities shrunk from over US\$810 million pre-transaction to a current combined value of less than US\$450 million. Liquidity on the stock exchange for EcoCash Holdings Limited has thinned from a normalized daily average of US\$108,000 in the first year of trading, down to US\$61,000.

14.2 Value Preservation

14.2.1 Having assessed the impact of the environment on the EcoCash Holdings operations, and in an effort to preserve value, the Board decided to reorganise the business. Post the reorganisation, the consolidated business will streamline a number of activities with a view to regaining the lost customer market share, enhance revenue generation, improve profitability. Once the key drivers are repositioned, this should lead to recovery of the market capitalisation for the business.

14.2.2 There are a lot of synergies to be gained by the reorganisation of the business. Once the restructuring has been finalised, some of the duplicated activities will be eliminated leading to quicker turnaround decision and cost efficiencies.

15 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the registered office of the Company, during normal business hours on Business Days:

- Memorandum and Articles of Association of the Econet;
- Financial results reviewed by auditors for the half year ended 31 August 2023;
- The Audited financial statements of Econet for the years ended February 2021, 2022 and 2023;
- The Written Experts' Consents referred to in paragraph 13 of this Document;
- The Scheme of Reconstruction Agreement;
- Valuation report;
- Independent Financial Advisor's Report.

Signed on Behalf of Econet Wireless Zimbabwe Board

Dr J. Myers

Chairman of the Board

Directors:

Dr. J. Myers (Chairman)*, Dr. D. Mboweni (Chief Executive Officer), Mr. R. Chimankire (Deputy Chief Executive Officer), Dr. J. Chimhanzi*, Mr. M. Gasela*, Mr. G. Gomwe*, Ms. E.T. Masiyiwa*, Ms. B. Mtetwa*, Mr C.L. Moyo (Finance Director), Ms T. Moyo*, Mr. H. Pemhiwa*. *Non Executive.