



Notice is hereby given that the 29th 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 15 May 2024** at **1500 hours** for the following purposes:

ORDINARY BUSINESS

- 1. To receive and adopt the Financial Statements for the year ended 31 December 2023, together with the reports of the Directors and Auditors thereon.
2. To appoint Directors.
3. To approve Directors' fees for the year ended 31 December 2023.
4. To approve Messrs Ernst & Young's remuneration for the year ended 31 December 2023.
5. To appoint KPMG as the Company's Auditors for the year ending 31 December 2024.

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 the 2023 Annual Report can be accessed on the company's website: www.nmbz.co.zw. Electronic copies of the 2023 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

[Handwritten signature]

MRS V. T. MUTANDWA
COMPANY SECRETARY
22 April 2024



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 15 May 2024 at 1500 hours and at any adjournment thereof.

Signed thisday of2024

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:

Jean Maguranyanga

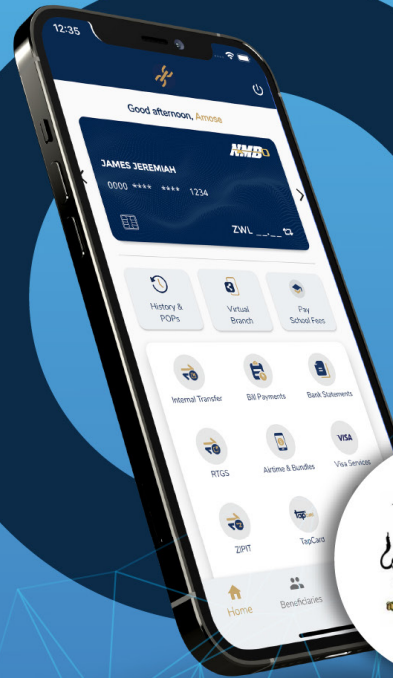
Jean Maguranyanga is an independent non-executive director who was appointed to the Board on 10 July 2015. Jean is a lawyer by profession with over 25 years' experience. She commenced her career as a Prosecutor in the Ministry of Justice Legal and Parliamentary affairs and moved after one year to the Parliament of Zimbabwe. She worked as a Legal Advisor at the Parliament of Zimbabwe for three years after which she left to study for her Master's Degree in Corporate and Commercial Law. Following the completion of her Master's degree Jean took up a lectureship post with the University of Zimbabwe a position she held for two years. Thereafter, Jean joined the Reserve Bank of Zimbabwe where she served as Legal Counsel and later as Division Chief Corporate Affairs / Bank Secretary for a total period of seventeen years. Currently Jean is a partner at Chinamasa Mudimu and Maguranyanga Legal Practitioners.

James de la Fargue

James de la Fargue represents African Century on the Board. He was appointed to the Board on 4 May 2016. He is a holder of a BA Business Organisation (Herrit-Watt University), ACCA, Diplomas in Marketing & Marketing Research and a Certificate in General Agriculture. James worked for a number of international organizations including Deloitte & Touché Management Consultants, Unilever PLC and Chargeurs SA. He is a former president of the Zimbabwe Tobacco Association and worked at MBCA as a senior executive in charge of Corporate Finance. James was involved in business consultancy work and management of an integrated farm in Centenary from 1998 to 2008. Since 2009, James has been with African Century Limited where he initially consulted for the group and later took up a position as Business Development Director of African Century Financial Holdings and as Executive Chairman of Frango King. He currently is the Chief Executive Officer of Lake Harvest, the largest tilapia farming operation in Africa.

Pearson Gowero

Pearson Gowero is a seasoned business leader with extensive experience working in consumer facing businesses. He is a holder of a Bachelor of Science Degree in Economics from the University of Zimbabwe and a Masters in Business Leadership from the University of South Africa. He served for SAB Miller Africa as the Country Managing Director for Zambia and Malawi from September 2006 to June 2011. He has held several leadership and management positions during his career at Delta Corporation Limited in Marketing, Sales and Distribution and General Management. He served as Chief Executive Officer of Delta Corporation Limited, (an associate of ABInBev) from June 2012 until his retirement in June 2021. He has sat on various boards of listed companies, subsidiaries and associates of the Delta Group. He has also served as a member of the National Council of the Confederation of Zimbabwe Industries. Currently, Pearson is the Board Chairman of SeedCo Limited. Additionally, he is a director of Zambeef Products PLC Zambia and Marksbury Investments Private Limited.



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