

NOTICE OF AN ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty-Third Annual General Meeting** of the Shareholders of **CBZ Holdings Limited** will be held through a virtual platform, **<https://polling.fts-net.com>** on **Friday 18 July 2025** at **1000 hours (CAT)** for the purpose of transacting the following business:

AGENDA

To consider and if deemed fit, to pass the following resolutions with or without amendments:-

ORDINARY BUSINESS

1. Virtual meeting

To note and approve the convening of the 33rd Annual General Meeting through a virtual platform.

2. Minutes

Adoption of Minutes of the 32nd Annual General Meeting held on 19 July 2024.

3. 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 2024.

4. Dividend

To confirm a final dividend for the year ended 31 December 2024 as recommended by the Board and to consider the payment of such to its Members.

5. Directorate

- To note the retirement of Louis Charles Gerken from the Board of Directors with effect from 17 January 2025.
- To note the retirement of Tawanda Lloyd Gumbo from the Board of Directors with effect from 28 February 2025.
- To note the appointment of Joel Makombe as the Group Chief Finance Officer and Executive Director of the Company with effect from 1 March 2025.
- In accordance with Article 113 of the Company's Articles of Association, Directors appointed by the Board shall retire at the next Annual General Meeting. Consequently, Messrs. Pfungwa Serima and Takudzwa Mudzengerere who were appointed as Independent Non-Executive Directors by the Board of Directors on 22 April 2025 and 6 May 2025 respectively will be retiring and as they are eligible, each offers himself for re-election. Each Director will be appointed through a separate resolution.
- In accordance with Clause 6.10.2 of the Company's Board Charter, Directors are to retire from the board by rotation after having served three years and being eligible may offer themselves for re-election. Consequently, Ms Rebecca Gaskin Gain will be retiring by rotation and being eligible, offers herself for re-election.
- In accordance with Article 125(h) of the Company's Articles of Association, once a director reaches the age of 70 years of age, his office shall be extended on an annual basis until his seventy-eighth birthday. Consequently, Messrs Edward Ushamazoro Mashingaidze will be retiring and being eligible, offers himself for re-election for the ensuing year.

6. 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)

7. External Auditors

- To approve the remuneration to KPMG Chartered Accountants (Zimbabwe), the Company's Auditors for the past financial year's audit.
- 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.

8. Approval of Policies

- To approve the Shareholders Director Nominations Policy.
- To approve the Company's Dividend Policy

9. Any Other Business

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

Appointment of Proxy

In terms of the Companies and Other Business Entities Act (Chapter 24:31), a member who is entitled to attend and vote at a meeting is also entitled to appoint a proxy to attend and vote on a poll and speak in his/her stead. Proxy forms should be forwarded to reach the office of the Company Secretary at least 48 (forty-eight) hours before the commencement of the meeting.

Notes: Details of the Virtual AGM will be emailed by First Transfer Secretaries (Pvt) Ltd to all Shareholders. Shareholders are advised to update their contact details with the following contact:

First Transfer Secretaries (Private) Limited

1 Armagh Avenue, Eastlea, Harare Telephone: +263 242 782869/72 Email: info@fts-net.co

By order of the Board

Rumbidzayi Angeline Jakanani
Group Chief Legal Counsel & Governance Officer

REGISTERED HEAD OFFICE

5 Campbell Road
Pomona
Borrowdale
Harare, Zimbabwe
Telephone: (263-4) 748050-79
Email: info@cbzh.co.zw

18 June 2025



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Directors: Mr. L. Zembe (Chairman) | Mrs. R. L Gaskin Gain | Mr. E. U Mashingaidze | Mr. E. E. Galante | Mr. L. Nyazema * | Mr. J. Makombe * | *Executive