

Notice of Annual General Meeting

Notice is hereby given that the Twenty-First Annual General Meeting of Shareholders of FBC Holdings Limited will be held in the Main Lounge, Royal Harare Golf Club, 5th Street Extension, Harare on Thursday, 26 June 2025 at 1500 hours.

Agenda

1. To receive, consider and adopt the financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 December 2024.
2. To sanction the dividend paid. An interim dividend for the six months ended 30 June 2024 of USD 0.25 cents per share on 671 949 927 ordinary shares in issue was declared on 27 August 2024 and paid in October 2024. A final dividend of USD 0.25 cents per share and ZWG 3.9 cents per share on 671 949 927 ordinary shares in issue was declared on 27 March 2025 and paid in April 2025.
3. To elect Directors of the Company.
 - 3.1 In terms of Article 95 of the Company's Articles of Association, Messrs. Franklin Kennedy and David Makwara, and Mrs Chipso Mtasa retire by rotation. Being eligible, Mr. Makwara is offering himself for re-election. Mr. Franklin Kennedy and Mrs Chipso Mtasa, each having served on the Board of FBC Holdings Limited for a continuous period of more than ten years, will not be standing for re-election in line with the Company's Corporate Governance Policy.
4. To approve the remuneration of the Directors for the past financial year.
5. **External Auditors**
 - 5.1 To approve the remuneration of the auditor, KPMG Chartered Accountants (Zimbabwe) for the past audit and to note the retirement of KPMG Chartered Accountants (Zimbabwe) as auditor of the Company whose term of office has ended in compliance with Section 41 (4) of the Banking Act (Chapter 24:20).
 - 5.2 To approve the appointment of Axcantium Chartered Accountants as auditor of the Company for the ensuing year.
6. **Special business**
Share buy-back as special resolutions.

To consider, and if deemed fit, to resolve by way of special resolution with or without modification the following:

6.1 Purchase of own shares

- That the Directors be and hereby authorized in terms of section 50 of the Company's Articles of Association and Section 128(1) of the Companies and Other Business Entities Act (Chapter 24:31) to purchase the Company's own shares subject to the following terms and conditions: The purchase price shall not be lower than the nominal value of the Company's shares and not greater than 5% (five percent) nor 5% (five percent) below the weighted average trading price for such ordinary shares traded over (5) business days immediately preceding the date of purchase of such shares by the Company.
- 6.2 The shares to be acquired under this resolution shall be ordinary shares in the Company and the maximum number of shares which may be acquired under this resolution shall be 10% (ten percent) of the ordinary shares of the Company in issue prior to the date of this resolution.
 - 6.3 This authority shall expire on the date of the Company's next Annual General Meeting.
 - 6.4 That the shares purchased according to this resolution shall be utilized for treasury purposes.
 - 6.5 The shares to be acquired under this resolution will be disposed of within a period of 12 months from the date of this resolution.

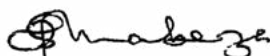
Directors' statement

In relation to the aforesaid proposed resolution, the Directors of the Company state that:

- (i) The Company is in a strong financial position and will, in the ordinary course of business, be able to pay its debts for a period of 12 months after the Annual General Meeting.
 - (ii) The assets of the Company will be in excess of its liabilities for a period of 12 months after the Annual General Meeting.
 - (iii) The ordinary capital and reserves of the Company will be adequate for a period of 12 months after the Annual General Meeting.
 - (iv) The working capital of the Company will be adequate for a period of 12 months after the Annual General Meeting.
7. To transact all such other business as may be transacted at an Annual General Meeting.

A member of the company entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company. To be effective, proxy forms must be delivered or posted to the Transfer Secretaries, First Transfer Secretaries (Private) Limited, 1 Armagh Avenue, Eastlea, P O Box 11, Harare or to the Company Secretary, 6th Floor, FBC Centre, 45 Nelson Mandela, Harare so as to reach either of these addresses not later than 1200 hours on Tuesday, 24 June 2025.

By Order of the Board



Tichaona Mabeza
Company Secretary

6th Floor, FBC Centre,
45 Nelson Mandela Avenue
HARARE
4 June 2025

Directors: H. Nkala (Chairman), C. Mtasa (Deputy Chairperson), T. Kufazvinei (Group Chief Executive), K. Chiketsani (Executive), A. C. Chuma, G.S. Collins, F. Kennedy, A. Magwaza (Executive), D. Makwara, R. Moyo, C. Msipa, S. Ndlovu, V. Nyemba, W. Rusere (Executive)

