

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the 36th Annual General Meeting of the shareholders of ZB Financial Holdings Limited will be held virtually via the Microsoft Teams application, on Friday 27 June 2025, commencing at 1000 hours to transact the following business:

ORDINARY BUSINESS

1. 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.

2. Dividend

To confirm the final dividend of US0.57 cents per ordinary share for the year ended 31 December 2024 as recommended by the Board, subject to regulatory approvals. A separate dividend notice will be published to this effect.

3. Directorate

- In terms of Article 68 of the Company's Articles of Association, Messrs Samuelle Zvikomborero Goodson Dimairho and Peter Michael Victor Wood retire by rotation. The directors have offered themselves for re-election.
- Mr Shepherd Tonya Chimutanda was appointed to the Board after the last Annual General Meeting of the Company, retire at the end of the meeting in terms of Article 62 of the Company's Articles of Association. Being eligible, he offers himself for re-election.
- The election of the Directors will be done by separate resolution for each Director.

4. 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).

5. External Auditors

i. To approve the remuneration to Ernst and Young (Zimbabwe), the Company's Auditor for the 2024 financial year's audit, in terms of Article 112 of the Articles of the Company.

ii. To appoint auditors for the ensuing year until the conclusion of the next Annual General Meeting. Ernst and Young (Zimbabwe), the current auditors of the Company have indicated their willingness to continue as auditors of the Company. Ernst and Young (Zimbabwe) have served as auditors of the Company for two (2) financial periods.

6. Any Other Business

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

Notes

i. Appointment of Proxy

In terms of the Companies and Other Business Entities (Chapter 24:31), a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote and speak in his/her stead.

The proxy form must be delivered at the registered office of the Company not less than 48 hours before the meeting is scheduled to commence.

A proxy need not be a member of the Company.

ii. General Information

- The minutes of the last Annual General Meeting held on 28 June 2024 are available for inspection at the Company's registered office.
- b. Electronic copies of the Company's 2024 Annual Report comprising of the Directors Report, the independent Auditor's Report and the consolidated and separate Company's financial statements for the year ended 31 December 2024, can be accessed on the Company's website <https://www.zb.co.zw/investor-updates/>. Copies have been emailed to shareholders whose e-mail addresses are on record.
- Physical attendance at the meeting may be difficult for some members. The Company will therefore facilitate electronic participation at the meeting for any such affected members, subject to that any voting for such member must be in the form of a duly executed form of proxy to be received by the company in the manner prescribed under the "Appointment of Proxy" section above.

Members requiring log in credentials or any other assistance with regards to electronic participation should contact ZB Transfer Secretaries on +263-08677002001 or +263-242 2934 585. In the alternative, e-mails can be sent to Robert Mutakwa (rmutakwa@zb.co.zw) or Paidamoyo Mberikwazvo (pmberikwazvo@zb.co.zw) or transfersecretaries@zb.co.zw.

By order of the Board,



Tinashe F. A. Masiwa
Group General Counsel

06 June 2025

ZB for you

ZB Financial Holdings Limited
First Floor, 21 Natal Road Avondale, HARARE