

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This is an Abridged Prelisting Statement and should be read in conjunction with the Full Prelisting Statement available at the Registered Offices of the Company, as well as on the Company's website. Details of the Prelisting Statement and the listing canalso be downloaded from www.zse.co.zw



ZIMBABWE STOCK EXCHANGE HOLDINGS LIMITED

(Incorporated in Zimbabwe on 15 May 2020, Company Registration No. 6514/2020)

Address: 44 Ridgeway North, Highlands, Harare, Zimbabwe

ABRIDGED PRE-LISTING STATEMENT

Relating to

Listing by Introduction of 102,712,520 Ordinary Shares on the Zimbabwe Stock Exchange ("ZSE") Main Board

Financial & Joint
Tax Advisors

Sponsoring Broker
MMC Capital (Pvt) Ltd
Members of the ZSE

Independent Reporting
Accountants
Grant Thornton
Zimbabwe

Legal & Joint Tax
Advisor
Kantor and
Immerman

Transfer
Secretaries
Corpserve
Registrars(Pvt)
Ltd



Date of Issue: 25 June 2025

1. SALIENT FEATURES OF THE PROPOSED LISTING

1.1. NATURE OF THE LISTING

Zimbabwe Stock Exchange Holdings Limited ("ZSE Holdings" or "the Company") is listing 100% of its issued share capital on the Zimbabwe Stock Exchange Main Board by way of introduction, in line with Section 91 of the ZSE Listing Rules, 2019. No new shares are being offered to the public as part of this transaction.

1.2. TERMS OF THE LISTING

At a board meeting held on 13 September 2024, the board of directors of ZSE Holdings Limited approved the listing of the entire issued share capital of ZSE Holdings by way of an Introduction on the ZSE Main board.

The scheme of reconstruction of ZSE Limited was approved by Shareholders at an EGM held on 8 October 2024.

The listing of the ZSE Holdings Limited was approved by SECZim on 9 June 2025.

1.3. PURPOSE OF THE LISTING

- Enhance access to capital markets
- Unlock shareholder value
- Strengthen brand visibility for ZSE and VFEX
- Improve corporate governance and transparency through public reporting obligations

1.4. TAX IMPLICATIONS OF THE LISTING

The ZSE Holdings' allotment of new shares to new shareholders via a private placement of shares to 700 additional shareholders in compliance with the listing requirements that the number of public shareholders of listed securities must be at least 300 in respect of equity shares, under section 87 of the Securities and Exchange (Zimbabwe Stock Exchange Listings Requirements) Rules, 2019, has no impact on Capital Gains Tax (CGT) as issuance of shares does not constitute a sale or disposal. This therefore does not create a CGT liability for the entity. However, the shareholders will be subject to CGT should they subsequently dispose of the shares. Shares that are disposed of before listing will be subject to CGT at 20% of the gain.

Capital Gains Withholding Tax of 1% of sale proceeds will be charged on the seller of listed securities in terms of Finance (No2), Act Number 7 of 2024 amending Finance Act, Chapter 23:04. The listing of the entity on the ZSE main board does not constitute a disposal. Since the transferor and transferee are entities under the same control, the payment of the CGT may be postponed in terms of section 15 (1) (b) of the Capital Gains Tax Act [Chapter 23:01]. This section allows the transferor and transferee (the parties) to elect for the postponement of the payment of CGT under a scheme of reconstruction by entities under the same control. The shares are transferred at cost. The CGT will be paid later should the shares be disposed of, to independent parties. It is therefore the responsibility of each shareholder of ZSE Holdings Limited to make an application to ZIMRA for the postponement of the payment of CGT with respect to the scheme shares.

1.5. COSTS OF LISTING

The costs and expenses associated with listing the ordinary shares by introduction on the ZSE main board are US\$98,170.

1.6. KEY DATAS

Event	Date
Share Transfer & Placement Completion	18 June 2025
Prelisting Statement Published	25 June 2025
Listing on the ZSE Main Board	9 July 2025

NOTES

- The dates stated above are subject to change at the discretion of the Company, and any such change will be published in the Zimbabwean press as well as on the company's website.
- All times indicated above and elsewhere in this Abridged Prelisting Statement are Zimbabwean standard times.

1.7. TRANSACTION CONDITIONS

The Transaction was approved following the fulfilment of the following conditions:

Transaction Condition
1 The passing by the ZSE Holdings Shareholders of the Resolutions by the requisite majority at the EGM held on 8 October 2024
2 The registration of the EGM Resolutions with the Registrar of Companies
3 Implementation of the restructuring in terms of the scheme of reconstruction
4 The approval, by the Securities and Exchange Commission of Zimbabwe ("SECZim"), of the listing of ZSE Holdings by way of Introduction on the ZSE main Board

1.8. DOCUMENTS AVAILABLE FOR INSPECTION

- The Memorandum and Articles of Association of the Company.
- The 3-year audited financial statements of ZSE Limited and its subsidiaries for the years ended 31 December 2022 to 31 December 2024;
- The Independent Reporting Accountant's Report on the historical financial information.
- Share Purchase and Sale Agreement between ZSE Ltd and VFEX Ltd and ZSE Holdings.
- The resolutions of the members of ZSE Ltd and ZSE Holdings Ltd approving the Proposed Transaction.
- The SECZim approval letter for the issuance and publication of this Prelisting Statement; and
- A copy of the full Prelisting Statement signed by the Directors.
- Experts consents

Available from 25 June 2025 to 9 July 2025 at:

- ZSE Offices, 44 Ridgeway North, Highlands, Harare

2. ABOUT THE ISSUER

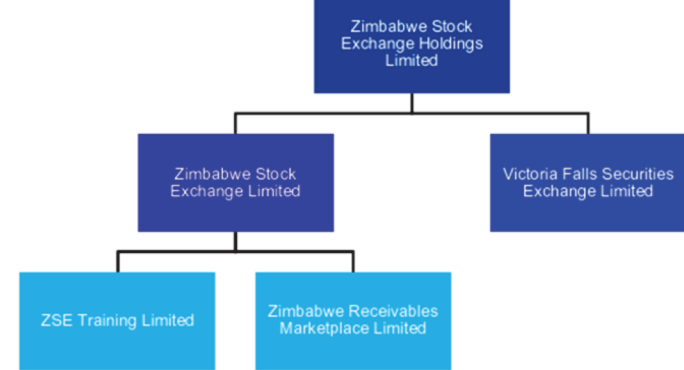
2.1. BACKGROUND AND OVERVIEW

ZSE Limited is a licensed securities exchange providing an avenue for capital raising anchored on a multi-asset class trading platform. ZSE Limited offers a broad range of products and services comprising Equities, Exchange Traded Funds (ETFs), Depository Receipts (DRs), Real Estate Investment Trusts (REITs), Fixed Income Securities, data and training services geared towards addressing investors' needs. Further, the ZSE provides securities clearing and settlement services through the ZSE Central Securities Depository. Dating back to 1894, the ZSE has evolved to be one of the longest established capital raising platforms in Africa.

Prior to the scheme of reconstruction, the VFEX was a 100% owned subsidiary of ZSE Limited, having been incorporated on 30 July 2020 and launched on 23 October 2020. The exclusive currency of trading on the VFEX is the US Dollar. The establishment of VFEX was part of Zimbabwe's broader economic initiatives aimed at attracting global capital. In terms of SI 29 of 2025, the VFEX was deemed to be a participant of the Victoria Falls International Financial Services Centre with effect from 28 March 2025.

The operations of the ZSE and the VFEX could not be merged, as each of these respective entities operate under separate licences. Therefore, in order to achieve the listing of ZSE Holdings on the ZSE Main Board, there was a need for shareholder approval for a scheme of reconstruction, which enabled the transfer of shareholding in VFEX and ZSE Limited respectively into the ZSE Holdings. Listing the holding company would allow the VFEX and the ZSE Limited to continue operating independently as 100% owned subsidiaries of the ZSE Holdings. The purpose of ZSE Holdings therefore is to be a holding company in respect of various investment entities, which include the ZSE and the VFEX.

2.2. ZSE HOLDING STRUCTURE



2.3. FINANCIAL INFORMATION

Audited	Inflation adjusted			Historical cost		
	2024 (ZWG)	2023 (ZWL)	2022 (ZWL)	2024 (ZWG)	2023 (ZWL)	2022 (ZWL)
Revenue	142,292,350	32,908,811,593	8,669,054,726	113,128,571	17,081,229,860	1,095,983,108
Total operating costs	147,101,896	26,700,316,580	10,385,685,216	115,309,064	15,588,993,157	1,080,225,512
Net profit	1,057,150	6,833,454,503	1,692,120,325	292,424	5,116,955,068	155,204,470
Total comprehensive Income	(9,854,985)	12,566,083,843	3,010,674,490	9,613,425	14,474,071,516	790,958,835
Property, plant & equipment	50,983,716	12,593,354,301	4,858,678,656	48,735,221	11,281,358,217	811,842,569
Intangible assets	36,846,770	6,585,014,115	4,439,326,698	29,739,668	1,580,258,080	307,044,427
Trade and other receivables	16,713,257	3,480,151,316	351,000,217	16,713,257	3,480,151,316	73,043,263
Cash and cash equivalents	8,970,674	2,924,556,568	272,474,252	8,970,674	2,924,556,568	56,701,893
Trade and other payables	16,159,412	2,991,999,473	865,112,308	16,159,412	2,991,999,473	180,030,061
Short term borrowings	788,205	744,947,028	278,225,242	788,205	744,947,028	57,898,766

The Detailed Financial Statements are set out in the full Pre-Listing Statement

2.4. SHAREHOLDING INFORMATION

2.4.1. CONTROLLING SHAREHOLDER

The Government of Zimbabwe ("GoZ") is the major shareholder of ZSE Holdings Limited with a 32% shareholding. It is the intention of the GoZ to hold its investment in the Company for the foreseeable future.

2.4.2. MAJOR SHAREHOLDERS

The table below details the top fifteen shareholders of ZSE Holdings as at 18 June 2025:

Rank	Name	No. of Shares	%
1	Government of Zimbabwe	32,865,000	32.00
2	FBC Securities (Private) Limited	10,534,000	10.26
3	IH Securities (Pvt) Limited	9,024,000	8.79
4	Legat, John Richard	3,835,000	3.73
5	Tunmer, Mark John Steele	2,321,000	2.26
6	MMC Capital (Private) Limited	1,814,000	1.77
6	Invictus Securities Zimbabwe (Pvt) Limited	1,814,000	1.77
6	Old Mutual Securities (Zimbabwe)	1,814,000	1.77
6	Remo Nominees (Private) Limited	1,814,000	1.77
6	Imara Edwards Securities	1,814,000	1.77
6	M Lynton Edwards Stockbrokers (Pvt) Limited	1,814,000	1.77
6	Mast Stockbrokers (Private) Limited	1,814,000	1.77
6	GLS Phoenix Limited	1,814,000	1.77
6	Platinum Securities	1,814,000	1.77
15	Moyo, Nepson	1,600,000	1.56
Subtotal Top 15 Shareholders		76,505,000	74.48
Other Shareholders		26,207,520	25.52
Total Shareholders		102,712,520	100%

2.5. DIRECTORS

2.5.1. DETAILS OF DIRECTORS

Director	Position
Mrs. Caroline Sandura	Non-Executive Director, Chairman
Mr. Bartholomew Mswaka	Non-Executive Director, Deputy Chairman
Mrs. Maureen R. Svova	Non-Executive Director
Mr. Masimba Mudzungairi	Non-Executive Director
Mr. Benson Gasura	Non-Executive Director
Mr. Markus De Klerk	Non-Executive Director
Mrs. Lindiwe Tirivanhu	Non-Executive Director
Mr. Justin Bgoni	Executive Director, Chief Executive Officer

2.5.2. DIRECTORS INTERESTS

2.5.2.1. INTERESTS IN ORDINARY SHARES

As at 31 December 2024, the Directors, directly and/or indirectly, held beneficial interests aggregating approximately 907,000 ZSE Holdings Limited shares, representing below 1.0% of the issued share capital of that company. Details of the direct and indirect interests held by the Directors is set out below:

Director	No. of Shares
Caroline Sandura	-
Bartholomew Mswaka	907,000
Maureen R. Svova	-
Masimba Mudzungairi	-
Benson Gasura	-
Markus De Klerk	-
Lindiwe Tirivanhu	-
Justin Bgoni	-
Total	907,000

There were no changes in the Directors' interests between the end of the financial year ended 31 December 2024 and the date of issue of this Prelisting Statement.

2.5.2.2. INTERESTS IN TRANSACTIONS

The ZSE Holdings Directors have not had any interest in transactions with the Company or its subsidiaries in the current or immediately preceding financial years.

2.5.2.3. DIRECTORS EMOLUMENTS

ZSE Holdings Directors received directors' fees of ZWG 11,844,860 for the year ended 31 December 2024 (ZWL1 451,767,197 for the prior year) in respect of their duties on the Board of ZSE Holdings. This excludes amounts received by executive Directors in terms of their employment contracts.

2.6. MANAGEMENT

SENIOR MANAGEMENT TEAM

The key members of the Company's senior management team are set out in the table below:

Full Name	Position
Justin Bgoni	Chief Executive Officer
Yolanda Chanakira	Finance Executive
Lyndon Tuvani Nkomo	Head of Legal, Compliance and Issuer Regulation (Company Secretary)
Robert Mubaiwa	Head of VFEX Markets
Irvine Sithole	Head of Information Communication and Technology
Edwin Mtami	Head of ZSE Markets
Hillarious Karani	Head of Depository
Edmond Sithole	Head of New Ventures

The brief profiles of the executive management team are set out in the full Pre-Listing Statement

2.7. CORPORATE GOVERNANCE

The Board of Directors is chaired by an Independent non-executive director and comprises six other non-executive and one executive director. The Board enjoys a strong mix of skills and experience which include finance, business, legal, economic and accountancy. The Board is the primary governance organ whose role is to determine overall policies, plans, and strategies of the ZSE Holdings and to ensure that these are implemented ethically and professionally.

The Board meets regularly, at least four times a year, and guides corporate strategy, risk management practices, annual budgets, and business plans. Special Board meetings may be convened on an ad-hoc basis, when necessary, to consider issues requiring urgent attention or decision. The Company Secretary maintains an attendance register of Directors to all meetings during the year.

2.8. DEALINGS IN SHARES

The Company has a policy prohibiting dealings in its shares by Directors, officers, and executive management for a designated period, which is from the close of the financial reporting period to the date of the announcement of its results, or when they are in possession of price sensitive information not readily available to the public. All executive directors' purchases or sales of listed shares are to be declared and a register will be kept by the ZSE. Directors must seek prior permission and approval from the Board Chairman for trading in the Company's shares.

2.9. ETHICS AND BUSINESS INTEGRITY

Professional and ethical conduct and the highest standards of integrity are an integral part of how the Company conducts its business affairs. The Company recognises that investor and stakeholder perceptions are based on the manner in which the Company, its Directors, management and staff conduct business, and the Company therefore strives to achieve the highest standards of integrity and business ethics at all times through its Conflict of Interest and Ethics Policy.

2.10. ARTICLES AND MEMORANDUM OF ASSOCIATION OF ZSE HOLDINGS

The SECZim has reviewed the Articles and Memorandum of Association of the Company and has confirmed that they comply with ZSE Listing Requirements.

2.11. SHARE CAPITAL

2.11.1. SHARE CAPITAL SUMMARY

Full Name	Authorized	Issued
	Number	Number
Ordinary shares	6,000,000,000	102,712,520

2.11.2. AUTHORISED BUT UNISSUED SHARE CAPITAL

The authorised but unissued share capital of the Company is under the control of the Directors.

2.12. VARIATION OF RIGHTS

According to Clause 5 of the ZSE Holdings Articles of Association, the rights attached to any class of securities may be subject to the provisions of statutes, abrogated or varied in such a manner (if any) as may be provided by such rights, or in the absence of any such provision either with the consent in writing of the holders of three-fourths of the nominal amount of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of such holders (but not otherwise) and may be so abrogated or varied either whilst the Company is a going concern or during or in contemplation of a winding up.

2.13. SUMMARY OF ISSUES AND OFFERS

During the financial year ended 31 December 2024, there was no new issue of ordinary shares:

During the current year and pursuant to the approval by the ZSE Holdings Shareholders at the EGM held on 8 October 2024, ZSEHL issued 8,520 new ordinary shares to 700 new shareholders in order to achieve the minimum regulatory spread requirement of at least 300 shareholders.

2.14. PREFERENTIAL RIGHTS IN RESPECT OF SHARES

There are no ZSE Holdings shares with preferred rights in respect of the Company's share capital.

2.15. VOTING RIGHTS

All existing authorised but unissued and issued ZSE Holdings ordinary shares are of the same class and rank pari passu in every respect.

2.16. ADEQUACY OF CAPITAL

The Directors are of the opinion that the Company's share capital and working capital are adequate for the foreseeable future.

2.17. WORKING CAPITAL AND CASH FLOW

The Directors are of the opinion that the available working capital is sufficient to cover the cash flow requirements of the Company.

2.18. DIVIDEND POLICY

The dividend policy of the Company is to distribute to the shareholders all funds deemed surplus to the operating needs of the ZSE Holdings (free cash flows) as determined by the Board with a target dividend pay out of 20% of the net profit of each financial year but subject to:

- Operating requirements of the business;
- Funding and debt covenants which the Company is bound from time to time;
- The requirements of the Companies and Other Business Entities Act (Chapter 24:31) and the Company's Articles of Association in particular (Articles 146 and 147) that no dividends shall be paid otherwise than out of profits;
- SECZim licensing and capital compliance requirements in respect of the liquid capital, net assets and working capital position as promulgated by SECZim from time to time;
- Available investment options to the business to increase shareholder wealth;
- The solvency and liquidity requirements of the Company in particular considering all reasonable financial circumstances such as whether or not:
 - * The assets of the Company, as fairly valued, equal or exceed the liabilities of the Company, as fairly valued; and
 - * The Company would be able to pay its debts as they become due in the ordinary course of business for a period of 12 months at the point when a dividend is declared.

In measuring the ZSE Holdings' financial performance against the target dividend pay out ratio in relation to a financial year, the Board shall seek to maintain consistency from one year to another. Variations in free cash flows that may be due to once off gains or losses in individual years are eliminated, while maintaining the target dividend payout ratio on average over a 5-year period.

2.19. CAPITAL COMMITMENTS, LEASE COMMITMENTS AND CONTINGENT LIABILITIES

2.19.1. CAPITAL COMMITMENTS

As at 31 December 2024, the Company had authorised capital expenditure budget amounting to US \$377,000.

2.19.2. OPERATING LEASE COMMITMENTS

As at the date at 31 December 2024, ZSE Holdings had no material operating leases.

2.19.3. FINANCE LEASE COMMITMENTS

As at 31 December 2024, ZSE Holdings had no material finance lease commitments.

2.19.4. CONTINGENT LIABILITIES

As at 31 December 2024, ZSE Holdings had no material contingent liabilities.

2.20. INTEREST-BEARING LOANS AND BORROWINGS

2.20.1. BORROWING POWERS

According to clause 102.1 of the Articles of Association of the ZSE Holdings, the Directors shall be entitled to exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property (present and future) and uncalled capital, and, subject to the provisions of the Statutes, to create and issue debentures, and other loan stock and debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party, provided that the amount of the loan liabilities outstanding at any one time shall not, without the authority of an ordinary resolution of the members exceed three times the equity of the Company.

The borrowing powers of the Directors have not been exceeded for the past three years.

2.20.2. MATERIAL LOANS AND BORROWINGS

As at 31 December 2024, total borrowings amounted to ZWG 788,205.

2.21. MATERIAL CONTRACTS

As at 31 December 2024, ZSE Holdings had not entered into any material contracts, other than in the ordinary course of business.

2.22. LITIGATION STATEMENT

The Company is not involved in any litigation or arbitration proceedings which may have, or which have had, during the twelve months preceding the date of this Prelisting Statement, a significant effect on the financial position of the Company, nor is the Company aware that any such proceedings are pending or threatening.

2.23. AUTHORISATIONS FOR THE LISTING

Resolutions for the approval by the shareholders of ZSE Holdings authorising the listing of ZSE Holdings on the Zimbabwe Stock Exchange was considered and approved at an Extraordinary General Meeting held on 8 October 2024. In a letter dated 9 June 2025, the Listings Committee of the SECZim approved the Listing of ZSE Holdings on the ZSE main board.

2.24. EXPERTS' CONSENTS

MMC Capital, Kantor and Immerman, Corpserve, EY and Grant Thornton have given and have not withdrawn their written consents to the issue of this Prelisting Statement with the inclusion of their names and reports in the forms and context in which they appear. The above-mentioned consents are available for inspection by interested parties.

2.25. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names appear below, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading that they have made all reasonable enquiries to ascertain such facts and that the Abridged as well as the full Pre-Listing Statement contains all information required by law.

The Directors confirm that the Abridged as well as the full Pre-Listing Statement include all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional advisors would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits or losses and prospects of the issuer, and of the rights attaching to the securities to which the listing particulars relate.

Director	Position	Signature
Mrs. Caroline Sandura	Non-Executive Director, Chairman	Signed on Original
Mr. Bartholomew Mswaka	Non-Executive Director, Deputy Chairman	Signed on Original
Mrs. Maureen R. Svova	Non-Executive Director	Signed on Original
Mr. Masimba Mudzungairi	Non-Executive Director	Signed on Original
Mr. Benson Gasura	Non-Executive Director	Signed on Original
Mr. Markus De Klerk	Non-Executive Director	Signed on Original
Mrs. Lindiwe Tirivanhu	Non-Executive Director	Signed on Original
Mr. Justin Bgoni	Executive Director, Chief Executive Officer	Signed on Original