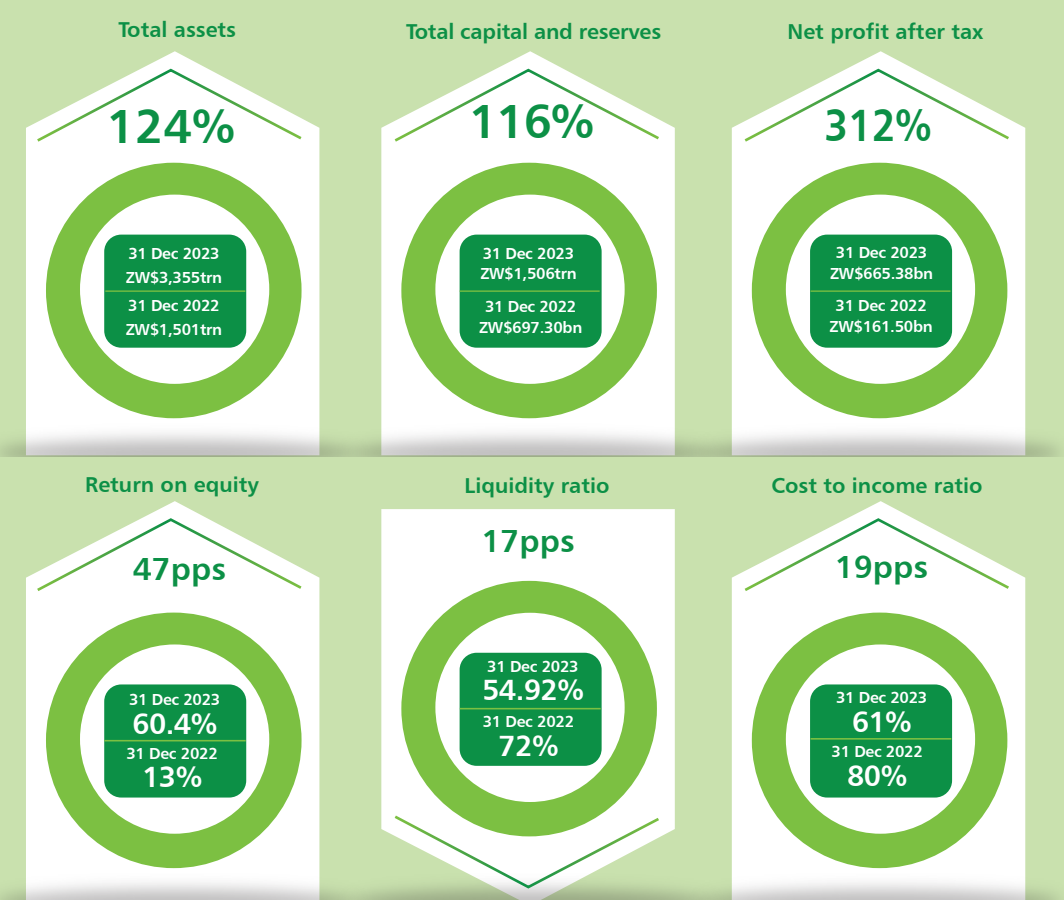


Audited Financial Results for the year ended 31 December 2023

INFLATION ADJUSTED FINANCIAL HIGHLIGHTS



pps - percentage points

ACTING CHAIRMAN'S STATEMENT

Operating Environment:

The operating environment was characterized by exchange rate volatility, with the first half of the year experiencing rapid depreciation of the local currency and upward inflationary pressures which caused some sharp price increases, ultimately resulting in increased business operating costs for the Group. However, in the second half of the year, economic variables such as inflation and the exchange rate improved resulting in relative stability in the operating environment. This was mainly attributable to the tightening of monetary policy by The Central Bank, which curtailed speculative behaviour in the market. On the other hand, the downside of tight monetary stance was the deceleration of credit creation as a result of liquidity challenges. This negatively affected funded income performance for the Group and reversing some of the foreign exchange gains recorded in the first half of the year.

The economy also witnessed an increase in usage of USD across all sectors of the economy. This increased the demand for USD resulting in increased USD revenues for the Group.

Group Performance:

The Group's operations continued to be profitable, posting an inflation adjusted profit after tax (PAT) of ZW\$665.383bn, a 312% improvement from ZW\$161.465bn in 2022. The Group's profit performance is discussed in greater detail by the Group Chief Executive Officer (GCEO) in his report.

Capital Requirements:

As at 31 December 2023, all Group companies, with the exception of ZB Building Society, were in compliance with prescribed minimum capital requirements. The Group is still working to consolidate all its banking operations under one licence, that is, merging ZB Bank Limited, ZB Building Society and Intermarket Banking Corporation.

Dividends:

The Board has declared a final dividend of ZW1 472.22 cents and US0.56 cents per share for the year ended 31 December 2023. This brings the aggregate dividend for the year ended 31 December 2023 to ZW1960.69 cents and US0.65 cents. The ZWL portion of the dividend will be settled in ZiG at the rate ruling at 5 April 2024; which is the date of introduction of the new currency. A separate dividend notice will be published to this effect.

Sustainability and Environmental, Social, and Governance (ESG) Reporting

The Group's strategic drive is on sustainability underpinned by integrating environmental, social and governance into economic decisions, operations, strategy, products and services, and practices. The Group will leverage of being one of 14 financial institutions in Zimbabwe seeking sustainability certification through the Reserve Bank of Zimbabwe (RBZ)-led Sustainability Standards Certification Initiative (SSCI) which is awarded by European Organisation for Sustainable Development (EOSD). While the Group could not attain certification by 31 December 2023 as planned, we are targeting certification in FY2024 given that substantial work that has already been done. Our desire is to ensure sustainability is a defining factor in how we deliver financial services to our stakeholders while redefining the future of sustainable financial services in Zimbabwe and beyond. Lastly, the Group continues to strengthen the building blocks underpinning the efforts in implementing sustainability across the business.

In addition, to the Group's sustainability drive, the Group has made progress towards adopting Environmental, Social and Governance (ESG) Reporting.

Directorate:

Mrs Pamela Chiromo, the then chairman of the board resigned on 1 July 2023. On behalf of the Board and management, I extend my gratitude for her contributions and leadership during her term of office. I wish her success in her future endeavours.

Mr Jacob Mutevedzi retired from the Board on 1 July 2023. I would also like to extend my gratitude and appreciation to him for his distinguished service to the Group. I wish him success in his future endeavours.

Mr Luxon Zembe resigned from the Board on the 12th of April 2024. I would like to extend my gratitude and appreciation to him for his distinguished service to the Group as both director and Chairman of the board.

Outlook:

Although the economic environment is likely to remain challenging in 2024 as characterized by high levels of inflation, exchange rate volatility and climatic changes particularly, effects of El-Nino, the Group is confident that set strategies will assist it to navigate these erratic economic conditions through the implementation of effective front-end systems, brand equity promotion and continuation with its mantra of creating happy people.

Furthermore, the Group endeavours to deliver growth and value for its shareholders through implementation of sustainable revenue generation and cost management strategies.

Conclusion:

I extend my continued appreciation to our valued customers and other key stakeholders, without whom the Group would not have been able to sustain its operations. Furthermore, I remain grateful to Board colleagues, Management and Staff, whose collective contributions enabled the Group to attain this performance for the financial year ended 31 December 2023. The operating environment has continued to pose its challenges, but through the combined interventions and inputs from all of us, the Group continues to hold its own.

A. Makamure
Acting Chairman

27 May 2024

GROUP CHIEF EXECUTIVE'S REPORT

Introduction:

The Group's primary financial statements are adjusted for inflation in terms of International Accounting Standards (IAS) 29- Financial Reporting in Hyperinflationary Economies.

Historical cost financial statements have been issued for information purposes only.

Performance Outturn:

For the full year to 31 December 2023, the Group recorded a 394% rise in total income from ZW\$252.445bn for the prior year period in 2022, to ZW\$1,247trn in 2023. Income performance continued to be mainly underpinned by fair value adjustments. Fair value adjustments rose by 530%, from ZW\$74.443bn in 2022 to ZW\$468.635bn in 2023. Performance was also supported by a 344% improvement in Other Operating Income, from ZW\$107.200bn in 2022 to ZW\$452.680bn, as well as 287% increase in Commissions and Fees from ZW\$76.451bn in 2022 to ZW\$296.036bn.

Net interest income rose by 95%, from ZW\$96.144bn in 2022 to ZW\$187.904bn in 2023. Loan impairment charges rose by 73%, from a negative ZW\$32.762bn in 2022 to a negative ZW\$56.627bn in 2023. Resultantly, net income from lending activities rose by 107%, from ZW\$63.382bn in 2022 to ZW\$131.277bn in 2023.

Insurance service result fell by 486%, from a deficit of ZW\$26.127bn in 2022, to a deficit of ZW\$153.235bn in 2023, largely as a result of an increase of 327% in insurance service expenses from ZW\$88.407bn in 2022 to ZW\$377.642bn in 2023.

Meanwhile, operating costs grew by 275% from ZW\$202.673bn in 2022 to ZW\$760.111bn in 2023, largely reflecting the macro level general price increases.

Profit from ordinary activities rose by 878%, from ZW\$49.771bn in 2022 to ZW\$486.939bn in 2023.

Profit After Tax (PAT) improved by 312%, from ZW\$161.465bn achieved in 2022 to ZW\$665.383bn in 2023.

Meanwhile, the Group's total assets increased by 124% in real terms, from ZW\$1.501trn as at 31 December 2022 to ZW\$3.355trn as at 31 December 2023. The growth rate outperformed average inflation over the same period (blended 26.5%).

Deposits and other related funding account balances grew by 113%, from ZW\$524.796bn as at 31 December 2022 to ZW\$1.120trn as at 31 December 2023.

Earning assets increased by 147% from ZW\$931.333bn as at 31 December 2022 to ZW\$2.300trn as at 31 December 2023 whilst constituting 69% of total assets (62% at 31 December 2022).

The Group maintained a comfortable liquidity margin of safety, with the average ratio of liquid assets to customer deposits being above 60% throughout the year against a prescribed ratio of 30%.

The Group's total equity increased by 116%, from ZW\$697.270bn as at 31 December 2022 to ZW\$1.506trn as at 31 December 2023, underpinned by the positive performance outturn for the year, reflected by a 202% rise in retained earnings.

Operations Review:

Banking Operations:

ZB Bank Limited posted a profit after tax of ZW\$366.751bn in 2023 up from ZW\$68.464bn in 2022. Its total assets stood at ZW\$2.168trn as at 31 December 2023, from ZW\$911.032bn as at 31 December 2022.

ZB Building Society posted a profit after tax of ZW\$60.907bn in 2023 up from a profit of ZW\$21.492bn in 2022. The Society's total assets stood at ZW\$156.069bn as at 31 December 2023, from ZW\$85.256bn as at 31 December 2022.

During the year under review, the Banking Cluster progressed the project to upgrade its core banking system, and the project continues into FY2024.

Insurance Operations:

ZB Reinsurance posted a profit after tax of ZW\$51.089bn in 2023 up from ZW\$11.462bn in 2022. Its total assets increased in real terms from ZW\$60.205bn as at 31 December 2022 to close the year 2023 at ZW\$182.335bn.

ZB Life Assurance posted a profit of ZW\$98.174bn in 2023 up from a profit of ZW\$5.060bn in 2022. Its total assets increased in real terms from ZW\$135.421bn as at 31 December 2022 to ZW\$279.765bn as at 31 December 2023.

Investments:

In 2023, the Group progressively increased its shareholding in Mashonaland Holdings (Mash), from 50.59% as at 31 December 2022 to 56.89% as at 31 December 2023.

Mash posted a profit after tax of ZW\$324bn in 2023 up from ZW\$83bn in 2022. Its total assets increased in real terms from ZW\$351bn as at 31 December 2022 to close the year 2023 at ZW\$697bn. In 2023, Mash commissioned Mashview Graderns Housing project and is also looking forward to commission Pomana commercial Centre and 12 Van Praagh Day Hospital projects in 2024.

Internal Processes:

The Group's organisational transformation program (OTP) continued to progress in FY2023, with some projects under the Program having been finalised, whilst some are at various level of completion. The new customer-centric business model and organisational design has been fully adopted, with 100% staff deployment. Meanwhile, Digital Transformation and Culture Transformation continue into FY2024. In FY2023, a further 10 bank branches were repurposed into Group-wide customer service centres, serving the whole bouquet of banking, insurance and investments services under the #OneZB concept. This is over and above the 25 repurposed Service Centres in FY2022. Dedicated Premium Service Centres established in Harare and Bulawayo are now fully functional. All other Service Centres across the country also have functionality to offer Premium Service at a limited scale.

The Group's medium-term plan for 2021-2025 embedded long term sustainability of operations as a key theme underpinning its strategy. This entails striking a balance between the welfare of the People it serves, preservation and promotion of the Environment (Planet) in which it operates for current and future generations, and the quest for Profit and sustained growth. The Group endeavours to live up to its Purpose Statement "improving people's lives through service", as evidenced by its new customer-centric operating model, which seeks to create happiness for people [customers, staff, shareholders, regulators and all other stakeholders]. In fact, going into FY2024, the Group's strategy is summarised in one statement: sustainable growth through creating happy people.

Under the Group's 3 High Impact Goals, namely "Promote financial inclusion", "Foster investments in Sustainable Infrastructure" and "Stimulate the Real Economy" ZBFH aims to avail resources towards supporting Government priorities, including the National Development Strategy 1 (NDS1), as well as Sustainable Development Goals (SDGs) being prioritised by Government in the country's Vision 2030 towards attaining upper middle income status.

Innovation is also one of the major tenets underpinning the Group's medium term plan. In FY2023 the Group laid the base for further developments in innovation by partnering with 3 national universities, University of Zimbabwe (UZ), National University of Science and Technology (NUST) and Midlands State University (MSU) – the Group signed Memoranda of Agreement (MOA) with the 3 state universities. In early 2024, the Group launched its Innovation Hub, through which it seeks to promote idea generation and incubation of business ventures with a view to supporting them for growth. This initiative also seeks to align with Government of Zimbabwe policy on innovation, empowering the youths and helping to fight the scourge of drug and substance abuse within the country's youth.

People & Culture:

Following adoption of a new structure supportive of the new business model and organisational design, the Group undertook a job evaluation exercise, closely linked to deployment of staff to fill all positions across the Group. As at 31 December 2023, this project had been completed. As the new Group Structure settled, the Group adopted a Voluntary Disengagement Scheme (VDS) which was taken up by 59 staff members, mostly those who were nearing retirement. However, some staff members could not be accommodated within the new organisational design, thus necessitating a Compulsory Disengagement Scheme (CDS) which saw 36 staff members being disengaged.

The Group staff complement as at 31 December 2023 stood at 1 061 (2022:965). Industrial relations remained cordial during the year under review.

Appreciation:

My profound gratitude goes to our valued customers and stakeholders for the support and commitment that they continue to render to the ZBFH Group.

I would also like to extend my appreciation to the Group's Staff and Management team for their various contributions, inputs and efforts which enabled the Group to attain this performance for the full year to December 2023.

Finally, I remain indebted to the Board for its valuable contribution and counsel.

S. T. Fungura
Group Chief Executive Officer

27 May 2024

Audited Financial Results for the year ended 31 December 2023

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

22.4 Other business risks

- Operational risk
- Legal, reputational and compliance risk
- Technological risk
- Solvency risk
- Underwriting risk

22.5 Risk rating

22.5.1 Regulatory risk rating

The Reserve Bank of Zimbabwe conducts regular offsite and onsite examinations of the institutions that it regulates. The last on-site examination of the Group was concluded on the 9th of December 2014 using data as at 30 September 2014.

Being a Bank Holding Group (BHG), the condition of ZB Financial Holdings Limited was assessed using the RFI/(C)D rating system which is an acronym for Risk Management; Financial Condition; Potential Impact of the parent Group and non-depository subsidiaries on the subsidiary depository institutions; Composite rating based on an evaluation and rating of its managerial and financial condition; and assessment of the subsidiary Depository institutions.

ZB Bank Limited and ZB Building Society were assessed using the Risk Assessment System (RAS) and the CAMELS5 rating model.

The individual components of the rating systems were rated as follows:

RFI/(C)D/CAMELS/CEFM Component	Latest Rating	
	ZB Bank Limited	ZB Building Society
Capital Adequacy	4	4
Asset Quality	4	2
Management	3	3
Earnings	4	3
Liquidity and Funds Under Management	2	2
Sensitivity to Market Risk	2	2
Composite rating	4	3

Key: 1 = Strong; 2 = Satisfactory; 3 = Fair; 4 = Weak; 5 = Critical

Summary of Risk Assessment

RAS Component	Latest Rating	
	ZB Bank Limited	ZB Building Society
Aggregate inherent risk	High	Moderate
Quality of aggregate risk management systems	Acceptable	Acceptable
Overall composite risk	High	Moderate
Direction of overall composite risk	Increasing	Stable ¹

¹ "CAMELS" stands for Capital Adequacy Asset Quality Management Earnings, Liquidity management and Sensitivity to market risk

Overall Risk Matrix – ZB Bank Limited

Type of Risk	Level of Aggregate Inherent Risk	Adequacy of Aggregate Risk Management Systems	Direction of Overall Composite Risk	
			Overall Composite Risk	Direction of Overall Composite Risk
Credit Risk	High	Inadequate	High	Increasing
Liquidity Risk	Moderate	Acceptable	Moderate	Stable
Interest Rate Risk	Moderate	Acceptable	Moderate	Stable
Foreign Exchange Risk	Low	Acceptable	Low	Stable
Strategic Risk	Moderate	Acceptable	Moderate	Increasing
Operational Risk	High	Acceptable	Moderate	Stable
Legal & Compliance Risk	High	Inadequate	High	Increasing
Reputational Risk	High	Acceptable	High	Stable
Overall Risk	High	Acceptable	High	Increasing

Overall Risk Matrix – ZB Building Society

Type of risk	Level of Aggregate Inherent Risk	Adequacy of Aggregate Risk Management Systems	Direction of Overall Composite Risk	
			Overall Composite Risk	Direction of Overall Composite Risk
Credit Risk	Low	Acceptable	Low	Stable
Liquidity Risk	Moderate	Acceptable	Moderate	Stable
Interest Rate Risk	Moderate	Acceptable	Low	Stable
Foreign Exchange Risk	Low	Acceptable	Low	Stable
Strategic Risk	Moderate	Acceptable	Moderate	Stable
Operational Risk	Moderate	Acceptable	High	Increasing
Legal & Compliance Risk	High	Weak	High	Increasing
Reputational Risk	Moderate	Acceptable	Moderate	Stable
Overall Risk	Moderate	Acceptable	Moderate	Stable

Entity	2023	2022	2021
ZB Bank Limited	BBB+	BBB+	BBB+
ZB Building Society	B-	B-	B-
ZB Reinsurance Company	A-	A-	BBB

The ratings for ZB Bank Limited and ZB Building Society expires in September 2023, whilst the rating for ZB Reinsurance expires in May 2024.

23. COMPLIANCE WITH REGULATIONS

23.1 Regulatory capital requirements

Commercial banks and building societies in Zimbabwe were required to maintain a minimum capital level of ZW\$ equivalent of USD30 million and USD20 million respectively, using the spot rate as at the reporting date. ZB Bank Limited met this requirement as at 31 December 2023, whilst ZB Building Society was not in compliance with this minimum regulatory capital requirement as at 31 December 2023. The Directors are confident that the Society will meet the regulatory minimum capital requirements either through the proposed consolidation of the Society's operations with the rest of ZB Financial Holdings Limited's banking operations or through organic growth and capital injection as required and committed to in a letter of support provided by ZB Financial Holdings Limited to the Society.

23.2 Insurance operations

In terms of paragraph 3 of Statutory Instrument 206 of 2021, Amendment Regulations of 2021 (Number 22), paragraph 11B (1) was inserted to the principal regulations of the Insurance Act (Chapter 24:07) with the effect of setting the minimum prescribed assets ratios for insurers at the rate of 15% of the market value of total adjusted assets in the case life assurance businesses and 10% of the market value of total adjusted assets in the case of short-term re-insurance businesses.

ZB Life Assurance Limited did not comply with these ratios as at 31 December 2023, closing the year with ratio at 6.04% (Dec 2022: 6.01%). As further required by paragraph 11B sub-section 4, ZB Life Assurance has collaborated with the Insurance and Pensions Commissions (IPEC) on the non-compliance as required by the Regulations, and provided a roadmap to remedy the non-compliance which is being tracked on a monthly basis. Compliance has been affected by the shortage of qualifying assets on the market. Furthermore, the ratio has been impacted on by an inflationary growth in the value of assets. The non-compliance persisted up to the date of release of these financial statements. No penalties have been levied on ZB Life Assurance Limited for the non-compliance.

ZB Reinsurance complied with this requirement as at 31 December 2023 with a ratio of 12% (2022: 10%).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

23.3 Other compliance issues

The directors are not aware of any other material cases of non-compliance with regulations governing the operations of all companies within the Group.

24. SUBSEQUENT EVENTS

24.1 Introduction of new currency

Subsequent to 31 December 2023, on 5 April 2024, through the 2024 Monetary Policy Statement, the Reserve Bank of Zimbabwe (RBZ) (Central Bank) introduced a structured currency which is generally defined as a currency that is pegged to a specific exchange rate or currency basket and backed by a bundle of foreign exchange assets (potentially including gold). This means that the Central Bank can only issue domestic notes and coins when fully backed by a foreign "reserve" currency or foreign exchange assets and that the currency is fully convertible into the reserve currency on demand. The structured currency introduced is anchored by a composite basket of foreign currency and precious metals (mainly gold) held as reserves by the Reserve Bank of Zimbabwe.

With effect from 5 April 2024, Banks were required to convert the Zimbabwe Dollar (Z\$) balances into the new currency called Zimbabwe Gold (ZiG). The new currency is co-circulating with other foreign currencies in the economy. The swap rate on 5 April 2024 was guided by the closing interbank exchange rate and the price of gold as at that date. The swap rate was used to make legitimate conversions of all Z\$ balances into ZiG; these included deposits, loans and advances made by the sector; Z\$ treasury bills; outstanding auction allotments; export surrender obligations.

On conversion of all current Z\$ balances, banks were directed to rename all the current Z\$ accounts as ZiG accounts. Gold-backed Digital Token (GBDT) accounts will no longer be called ZiG accounts but will be known as GBDT accounts. All Z\$ notes and coins held by account holders will be credited into their ZiG accounts using the applicable conversion factor. Banks were directed to continue accepting Z\$ deposits for a period of 21 days after 5 April 2024.

24.2 ZB Building Society Capitalisation

On 14 May 2024, in response to ZBFH's request for an extension of deadline to meet minimum capital requirement for ZB Building Society to 31 December 2024; the RBZ gave notice of intention to issue a written instruction directing ZB Building Society to comply with Section 29 of the Banking Act and Section 12 of the Banking Regulations Statutory Instrument 205 of 2000 which deal with the minimum capital compliance of financial institutions. The Group will respond to RBZ by 31 May 2024 detailing the timelines and processes to the proposed consolidation of banking operations namely ZB Bank Limited and ZB Building Society.

25. GOING CONCERN

The Board undertakes regular assessment of whether the Company and its subsidiaries is a going concern in the light of current economic conditions and all available information about future risks and uncertainties. The country's macroeconomic conditions have persisted in having a detrimental impact on the Group's operating environment. The negative factors, such as liquidity challenges, and price volatility will continue to affect how well the business performs. The Group have put in place strategies to avert the current economical challenges.

The Board has reviewed budgets for 2024 and the cash flow projections for the Group. The Board does not have any reason to conclude that the Group will not be a going concern for the foreseeable future. The going concern assumption has therefore been applied in the preparation of the inflation adjusted financial statements.

26. BOARDS ATTENDANCE YEAR 2023

ENTITY	ZBFH	ZBBL	ZBBS	ZBRE	ZBLA
TOTAL MEETINGS	7	5	4	4	4
*P CHIROMO (MRS)	3	X	X	X	X
*J MUTEVEDZI	3	X	X	X	X
T SIBANDA (MS)	7	X	X	X	X
*****A MAKAMURE (MRS)	6	X	X	X	X
***S FUNGURA	7	5	2	4	X
***E MUNGONI (MRS)	7	X	2	X	X
*****L ZEMBE	7	X	X	X	X
P M V WOOD	7	X	X	X	X
S DIMAIRHO	7	X	X	X	X
**S A SIBANDA	X	3	X	X	X
**P M MATUPIRE	X	4	X	X	X
**C MANDIZVIDZA	X	4	X	X	X
**G N MAHLANGU (MS)	X	4	X	X	X
F NYAMBIRI	X	5	X	X	X
P MURENA (MRS)	X	5	X	X	X
E MASINIRE	X	5	X	X	X
**E CHIBVURI	X	5	X	X	X
**P PARADZA	X	2	X	X	X
**T B VHIRIRI	X	2	X	X	X
**O MANDIMIKA	X	2	2	X	X
***S K CHIGANZE	X	X	2	X	X
T KAPUMHA	X	X	4	X	X
C MUCHINGAMI	X	X	4	X	X
***J KATSIDZIRA	X	2	2	X	X
***T F A MASIIWA	X	X	2	X	X
F B CHIRIMUUTA	X	X	X	4	X
****B SHUMBA	X	X	X	3	X
****K NYATSINE	X	X		4	
P MURAMBINDA (MRS)	X	X	X	4	X
A NYAKONDA	X	X	X	4	X
M SHONIWA (MRS)	X	X	X	4	X
C MASIMBE (MRS)	X	X	X	4	X
E T Z CHIDZONGA	X	X	X	X	4
L MAWIRE (MRS)	X	X	X	X	4
C MAKONI	X	X	X	X	4
A MANGORO	X	X	X	X	4
R DZIMBA-MABVURUNGE (MRS)	X	X	X	X	4
O PAZVAKAVAMBWA	X	X	X	X	4
*****E MASVASVIKE	X	X	X	X	3
*****S MANANGAZIRA (MRS)	X	X	X	X	3

*P Chiromo resigned from the ZBFH Boards with effect from 01 July 2023
 *J Mutevedzi resigned from ZBFH Boards with effect from 01 July 2023
 **P M Matupire resigned from the ZBBL Boards with effect from 31 August 2023
 **C Mandizvidza resigned from the ZBBL with effect from 31 August 2023.
 **S A Sibanda resigned from the ZBBL with effect from 31 August 2023.
 **G N Mahlangu resigned from the ZBBL Boards with effect from 31 August 2023
 **O Mandimika was appointed to the ZBBL Boards with effect from 01 July 2023
 **Dr P Paradza was appointed to the ZBBL Boards with effect from 01 July 2023
 **T B Vhiriri was appointed to the ZBBL Boards with effect from 01 July 2023
 **J Katsidzira was appointed to the ZBBL Boards with effect from 01 July 2023
 ***S Fungura was appointed to the ZBBS Boards with effect from 01 July 2023
 ***E Mungoni was appointed to the ZBBS Boards with effect from 01 July 2023
 ***T F A Masiwa was appointed to the ZBBS Boards with effect from 01 July 2023
 ***C Kahiya was appointed to the ZBBS Boards with effect from 20 September 2023
 ***O Mandimika resigned from the ZBBS Boards with effect from 16 June 2023
 ***J Katsidzira resigned from the ZBBS Boards with effect from 16 June 2023
 ***S K Chiganze resigned from the ZBBS Boards with effect from 31 May 2023
 ****B Shumba resigned from ZBRE Boards with effect from 13 September 2023
 ****K Nyatsine was appointed to the ZBRE Boards with effect from 23 October 2023
 *****E Masvasvike was appointed to the ZBLA Boards with effect from 17 March 2023
 *****S F Manangazira was appointed to the ZBLA Boards with effect from 17 March 2023
 *****L Zembe was appointed as ZBFH Board Chair with effect from 1 July 2023
 *****A Makamure was appointed as Acting ZBFH Chairman with effect from 20 March 2024

KEY	
ZBFH	- ZB Financial Holdings Limited Board
ZBBL	- ZB Bank Limited Board
ZBBS	- ZB Building Society Board
ZBRE	- ZB Reinsurance Company Board
ZBLA	- ZB Life Assurance Board



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Independent Auditor's Report

To the Shareholders of ZB Financial Holdings Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the inflation adjusted consolidated and separate financial statements of ZB Financial Holdings Limited and its subsidiaries ('the group and company') set out on pages 17 to 236 which comprise of the inflation adjusted consolidated and separate statements of financial position as at 31 December 2023, the inflation adjusted consolidated and separate statements of profit or loss and other comprehensive income, the inflation adjusted consolidated and separate statements of changes in equity and the inflation adjusted consolidated and separate statements of cash flows for the year then ended, and notes to the inflation adjusted consolidated and separate financial statements, including material accounting policy information.

In our opinion, except for the effects of the matter described in the 'Basis for Qualified Opinion' paragraph, the inflation adjusted consolidated and separate financial statements present fairly, in all material respects, the inflation adjusted consolidated and separate financial position of the group and company as at 31 December 2023, and their inflation adjusted consolidated and separate financial performance and inflation adjusted consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies and Other Business Entities Act (Chapter 24:31), the Banking Act (Chapter 24:20), the Building Society Act (Chapter 24:02), the Insurance Act (Chapter 24:07), the Securities and Exchange Act (Chapter 24:25) and the Microfinance Act (Chapter 24:29).

Basis for Qualified Opinion

Non-compliance with IAS 21 "The Effects of Changes in Foreign Exchange Rates"

As indicated on Note 3.1.1 to the inflation adjusted consolidated and separate financial statements, the functional currency of the Group and its subsidiaries is the Zimbabwean Dollar (ZWL). The inflation adjusted consolidated and separate financial statements are presented in Zimbabwean Dollars. However, during our audit, we identified discrepancies related to the functional currency used by Mashonaland Holdings Limited, "Mash", a subsidiary of the Group. The functional currency was incorrectly identified as Zimbabwean Dollars (ZWL), whereas our audit procedures have evidenced that effective the 3rd quarter of 2023, the United States Dollars (USD) would have been the appropriate functional currency as per IAS 21 "The Effects of Changes in Foreign Exchange Rates."

We believe that events in the market as well as specific circumstances at Mashonaland Holdings Limited supports that there was a change in its functional currency from ZWL to USD. This impacts the basis for measuring transactions that occurred during the year ended 31 December 2023, the valuation of assets and liabilities at year end as well as the accounting for foreign exchange differences. We believe that the inflation adjusted consolidated financial statements should have been adjusted for these changes.

Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

Therefore, had the USD been designated as the functional currency of Mashonaland Holdings Limited; the following financial statement line items in the accompanying inflation adjusted consolidated financial statements, would have been materially different.

Inflation Adjusted Consolidated Statement of Financial Position

- Investment Property - ZWL646 773 075 000 of Mash included in ZWL902 768 230 521 of the Group.
- Retained Income - ZWL320 569 199 640 of Mash included in ZWL617 845 088 222 of the Group.
- Foreign currency translation reserve - ZWL Nil of Mash included in ZWL1 928 832 319.

Inflation Adjusted Consolidated Statement of Profit or Loss and other Comprehensive Income

- Fair value adjustments -ZWL320 800 163 652 of Mash included in ZWL468 635 037 753 of the Group.

Consequently deferred tax and income tax may be impacted.

The misstatements have however not been quantified due to the magnitude of the transactions requiring translation and availability of information.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the inflation adjusted Consolidated and Separate Financial Statements section of our report. We are independent of the group and company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) and other independence requirements applicable to performing audits of financial statements in Zimbabwe. We have fulfilled our other ethical responsibilities in accordance with those requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the inflation adjusted consolidated and separate financial statements of the current period. In addition to the matter described in the Basis for qualified opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report. These matters were addressed in the context of our audit of the inflation adjusted consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Inflation adjusted Consolidated and Separate Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the inflation adjusted consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying inflation adjusted consolidated and separate financial statements.

The Key Audit Matters apply only to the audit of the inflation adjusted consolidated financial statements.

Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

Key Audit Matter	How the matter was addressed in the audit
<p>1. Impairment of mortgages and other advances</p>	
<p>As disclosed in Note 7 to the inflation adjusted consolidated financial statements, the carrying value of mortgages and other advances is significant and amounted to ZWL 947 121 776 721 as at 31 December 2023 (2022: ZWL 287 506 913 224).</p> <p>The related accumulated impairment provision amounted to ZWL 50 853 334 809 (2022: ZWL 20 112 327 484) as disclosed in Note 7.1.</p> <p>The Group provides for impairment on mortgages and other advances based on the expected credit losses model (ECL) in terms of IFRS 9 - Financial Instruments.</p> <p>This was considered a key audit matter as the determination of the ECL requires significant judgements and assumptions such as:</p> <ul style="list-style-type: none"> • The estimation of the key components of the expected credit loss ("ECL") provisions, that is, the probability of default (PD), loss given default (LGD) and exposure at default (EAD). • In the EAD calculation for ECL, collateral values bring about complexity due to their volatile nature, given the hyperinflationary economy in Zimbabwe. Fluctuating collateral values impact the assessment of net exposures and expected future cashflows. This require constant revaluation to ensure accurate exposure at default amounts are determined, ultimately impacting the expected credit loss under IFRS 9. • Determination of Impairment indicators, uncertainties and assumptions made by management in their assessment of the recoverability of the exposure especially as it relates to expected future cashflows and recoverability of collateral. • The allocation of assets to stage 1, 2, or 3 on a timely basis using criteria in accordance with IFRS 9. This includes allocation of appropriate credit grade ratings to customers. • Determination of appropriate forward-looking information to incorporate in the ECL model considering the current economic environment which is volatile. • Estimation of the loss rates for the non-performing loans including assessment of the ageing of defaulted assets, the type of collection process followed as well as the impact of the 	<p>We obtained an understanding of the approval of credit facilities; the subsequent monitoring and remediation of exposures including collateral management and the evaluation of credit risk ratings and tested the relevant controls relating to the approval of credit facilities. Furthermore, our procedures included the following:</p> <ul style="list-style-type: none"> • We tested the completeness and accuracy of data used in the ECL computations by management. • We considered the impairment indicators, uncertainties and assumptions made by management in their assessment of the recoverability of the exposure. For a sample of loans, we independently recalculated the expected credit losses based on our assessment of the expected cash flows and recoverability of collateral. • For collateral held, we inspected valuation reports and supporting documentation to confirm the existence and adequacy of the collateral. • We also selected a sample of loans to trace back to their last date of repayment to confirm correct staging of the loans. <p>For model-based portfolio expected credit losses which considers the performing and the non-performing book, with the assistance of our experts we evaluated:</p> <ul style="list-style-type: none"> • The design and implementation of the models, including significant assumptions and the quality of the observable data used to derive model parameters in relation to our understanding of industry norms. • The reasonableness of the expected credit losses model methodology used to determine the probability of default, loss given default, exposure at default and the emergence periods (together the "modelled parameters" excluding model parameter overrides) which are used to compute the performing portfolio provision in relation to their knowledge of the client and the industry. • The reasonableness of the probability of default and loss given default (loss rates) estimated by management for the non-performing book allowing for the ageing of defaulted assets, the type of collection process followed as well as the impact of the treatment of renegotiated and cured loans in the expected credit losses model.

Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

<p>treatment of renegotiated and cured loans in the expected credit losses model.</p> <ul style="list-style-type: none"> • Additionally, the ECL models in use had their last calibration conducted in the year 2018. This considerable time gap since the last calibration poses a significant challenge, as the models are deemed outdated. Key inputs to the model such as loss given default require incorporation of forward-looking information in line with IFRS 9 requirements. Such information requires regular updates due to the hyperinflationary environment in which the company operates. To address this matter, management, with the guidance of an expert, sought to perform back testing procedures in order to determine whether the ECL models were still operating as intended. These procedures took considerable time and effort and required extensive discussions with Management. <p>Management's approach and key assumptions are included on accounting policy Note 2.2.2.5 - Key Sources of Estimation Uncertainty; Note 7 - Mortgages and other advances and Note 39.2.4 of the inflation adjusted consolidated financial statements.</p>	<ul style="list-style-type: none"> • The appropriateness of the modelling techniques (inputs, assumptions, methodology and performance) used by the Group against IFRS 9 and regulatory guidelines. This entailed Documentation reviews, Governance reviews, Conceptual Validation and Statistical Validation and back testing validation. • The appropriateness of the Macro Economic Variable Model which is used to incorporate a forward-looking probability of default to the ECL model for the Group. • For a sample of loans, through an independent computation of ECL to confirm the model results and conclusions on model performance reported by the Group, we performed the following procedures: <ul style="list-style-type: none"> a) Replication of staging and computation of ECL b) Verification of ECL input data into the models c) Replication of ECL parameter computations. • An in-depth review process of the back testing back testing reports to closely scrutinize the performance of the ECL models. This involved examining the predictive accuracy of the models by comparing the estimated losses against the actual credit losses that occurred. • An impact assessment to understand the ramifications of relying on the outdated ECL models. The assessment focused on identifying the implications for financial reporting, risk management, and regulatory compliance. It looked at the potential distortions in estimated credit losses due to hyperinflation and the lack of updated data inputs. • Review of financial statements for adequacy of disclosures as per the requirements of IFRS 9.
<p>Key Audit Matter</p>	<p>How the matter was addressed in the audit</p>
<p>2. IFRS 17 - Insurance Contracts - Implementation and Reporting</p>	
<p>On 1 January 2023, the Group's Insurance Cluster entities adopted IFRS 17 - "Insurance Contracts" ('IFRS 17'), which replaced IFRS 4 - "Insurance Contracts". The Insurance Cluster applied IFRS 17 to insurance contracts issued and reinsurance contracts held as at 1 January 2022, as described in Note 2.1.3 to the inflation adjusted consolidated financial statements, in</p>	<p>Our procedures on the application of IFRS 17 included, amongst others:</p> <ul style="list-style-type: none"> • We obtained an understanding and evaluated the design and implementation of management's controls over the adoption of IFRS 17 accounting policies and the significant estimates and

Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

<p>accordance with the accounting policies outlined in the same note.</p> <p>The standard was adopted using the full retrospective approach for contracts measured under the Premium Allocation Approach (PAA), and the modified retrospective approach for contracts measured in terms of the General Measurement Model (GMM) and the Variable Fee Approach. As a result, certain 2022 comparative amounts as presented in these financial statements have been restated for the adoption of IFRS 17.</p> <p>The impact of the initial application of IFRS 17 on the consolidated financial statements was an increase of ZW\$16.4 billion to the Group's total equity as at 1 January 2022.</p> <p>We assessed the impact of the initial application of IFRS 17 to be an area of focus due to the judgement applied and the complexity of the initial application. Such areas of key judgment and complexity included:</p> <ul style="list-style-type: none">• Consideration and preparation of key accounting policies under IFRS 17.• Determination of measurement models which are appropriate for the Group's insurance products.• With the support of management's actuaries, determination of key accounting estimates and assumptions which included measurement of the Group's life and re-insurance contract assets and liabilities, including the loss components or Contractual Service Margins (CSM) at the transition date.• Determination of key inputs such as future cashflows, contractual service margin, risk adjustment and discount rates.• Identification and application of appropriate transition approaches.• Computation of the transition balances. <p>This required the application of significant auditor judgment and involved specialised actuarial skills and knowledge to assist in evaluating and assessing management's judgements and assumptions.</p> <p>Accordingly, we have identified the initial application of IFRS 17 as a key audit matter. The critical accounting judgements and impact of the initial application of IFRS 17 are set out in Note 2.1.3.1 to the inflation adjusted consolidated financial statements.</p>	<p>assumptions used in the determination of the Group's insurance contracts.</p> <ul style="list-style-type: none">• With the support of our internal Actuarial specialists, we evaluated the related accounting policies and actuarial methodologies to assess compliance with IFRS 17. The methodologies included classification of contracts in terms of the three different measurement approaches (the General Model, the Premium Allocation Approach and the Variable Fee Approach); the transition and valuation approaches and the wide range of financial & non-financial assumptions.• With respect to the transition approaches applied in the calculation of the CSM, evaluated the Group's assessment of the availability of reasonable and supportable historical information required by the full retrospective approach and the appropriateness of simplifications, under the modified retrospective approach, or fair value approach applied and where applicable conducted testing to underlying contracts and data.• Assessed the appropriateness and consistency of key assumptions (both new and revised) considering industry and other external sources of benchmarking where applicable, and knowledge of the products and the requirements of IFRS 17.• Performed testing of the completeness and accuracy of data used in the calculation of the transition balances to underlying source systems on a sample basis.• Considered whether the associated transition disclosures in the financial statements are in compliance with IFRS 17 parameters and with the methodologies and assumptions approved by the directors.
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Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

Key Audit Matter	How the matter was addressed in the audit
<p align="center">3. Valuation of life and non-life Insurance contract liabilities and assets</p>	
<p>As of December 31, 2023, the Group incurred insurance and reinsurance contract liabilities totalling ZW\$115.9 billion and ZW\$6.1 billion respectively, Similarly , as at that date, the Group held insurance and reinsurance contract assets of ZWL\$50.4 billion and ZWL\$50.1 billion respectively under the IFRS 17 guidelines. The valuation of these assets and liabilities relies heavily on forecasting the present value of future cash flows (PVFCF). Expert judgment, integrated within complex actuarial models, is essential, drawing from subjective assumptions regarding forthcoming events, including mortality rates, persistency, and economic conditions. Given the prolonged nature of life insurance commitments, even minor adjustments to these assumptions can profoundly impact future cash flow valuations.</p> <p>The actuarial assessments rely on sophisticated models and methodologies, for which the outcomes can be affected to a greater extent by flawed assumptions or inaccurate data inputs. Moreover, alterations in assumptions affecting the PVFCF for future coverage directly influence the release of the Contractual Service Margin (CSM) both in the current period and in subsequent years.</p> <p>Given the complexity and subjective nature of this process, we have identified life and non-life insurance contract assets and liabilities, as of most significance in our audit of the current year financial statements and therefore a key audit matter.</p> <p>The disclosures related to the insurance and reinsurance contract assets and liabilities are included on Note 22 to the inflation adjusted consolidated and separate financial statements.</p>	<p>Our procedures over the life and non-life Insurance contract liabilities and assets included, amongst others:</p> <ul style="list-style-type: none"> • Obtained an understanding and evaluated the design and implementation of management's controls over the significant estimates and assumptions used in the determination of the Cluster's insurance contracts, including model data inputs. <p>In collaboration with our actuarial specialists, our audit procedures included:</p> <ul style="list-style-type: none"> • Evaluated the key assumptions used, including their reasonableness based on experience studies, our knowledge of the industry, the products offered and available market and macroeconomic data. This included the review of a sample of experience studies supporting specific assumptions. • As data input and completeness is a critical component in the determination of insurance/reinsurance assets and liabilities, we performed completeness tests of policyholder data from policy administration systems to the actuarial systems, leveraging management's key reconciliation controls where applicable. • Tested the methodology and logic of models used through independent recalculations on a sample of models, and a comparison of calculation logic to industry-comparable models. • We assessed the appropriateness of management's data and assumptions applied in determining the CSM, including the coverage units for reasonability. • For significant model changes, we performed a review of the model/code changes, as necessary, and where appropriate, replicated the change impacts or assessed the methodology, assumptions, and results of the significant model changes. • Reviewed analysis of actual experience over expected results for any unusual or unexpected results, ensuring these results were consistent with our audit tests of detail.

Other matter

The prior year inflation adjusted consolidated and separate financial statements were audited by another auditor who issued an unmodified opinion on 19 April 2023.

Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

Other Information

The other information comprises the Chairman's statement, the Group Chief Executive Officer's Statement, the Report of the Directors, the Directors' Responsibility Statement, and the unaudited historical cost financial information received before the date of this report. It also includes information included in the Annual Report expected to be received after the date of this report.

Our opinion on the inflation adjusted consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the inflation adjusted consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the inflation adjusted consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for qualified opinion section above Non-compliance with IAS 21 "The Effects of Changes in Foreign Exchange Rates", we have concluded that the other information is materially misstated for the same reason with respect to non-compliance with IAS 21.

Responsibilities of the Directors for the inflation adjusted Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the inflation adjusted consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies and Other Business Entities Act (Chapter 24:31), the Banking Act (Chapter 24:20), the Building Society Act (Chapter 24:02), the Insurance Act (Chapter 24:07), the Securities and Exchange Act (Chapter 24:25) and the Microfinance Act (Chapter 24:29). and for such internal control as the directors determine is necessary to enable the preparation of inflation adjusted consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the inflation adjusted consolidated and separate financial statements, the directors are responsible for assessing the group and company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the inflation adjusted Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the inflation adjusted consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these inflation adjusted consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the inflation adjusted consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as

Independent Auditor's Report (Continued)

ZB Financial Holdings Limited

fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

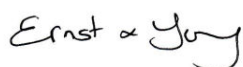
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group and company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group and company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the inflation adjusted consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and/or the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the inflation adjusted consolidated and separate financial statements, including the disclosures, and whether the inflation adjusted consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the inflation adjusted consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the inflation adjusted consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mrs Elina Bvurere (PAAB Practising Certificate Number 0462).



Ernst & Young
Chartered Accountants (Zimbabwe)
Registered Public Auditors
Harare

Date: 27 May 2024