

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting of the shareholders of ZB Financial Holdings Limited will be held virtually via the Microsoft Teams application, on Friday 28 June 2024, 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 2023.

2. Dividend

To confirm the interim dividend of ZWL488.47 cents and USD0.09 cents and the final dividend per share of ZWL1 472.22 cents and USD0.56 per share for the year ending 31 December 2023. This resulted in an aggregate dividend per share of ZWL1 960.69 and US0.65 cents for the year, subject to regulatory approvals.

Note: 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.

3. Directorate

- i. In terms of Article 68 of the Company's Articles of Association, Mrs Agnes Makamure and Thenjiwe Sibanda retire by rotation. The directors have offered themselves for re-election. The reappointment of Directors will be voted for individually.
- ii. To note the resignation of Mr. Luxon Zembe with effect from the 12th of April 2024 after the last Annual General Meeting.

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 2023 financial year's audit, in terms of Article 112 of the Articles of the Company.
- ii. To ratify the appointment of Ernst and Young (Zimbabwe) as auditors for the full year period 01 January to 31 December 2023. The auditors were appointed after the last annual general meeting. Ernst and Young (Zimbabwe) Auditors were appointed through a competitive tender process which was managed by the Board through the Board Audit Committee.
- iii. 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 one (1) 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.

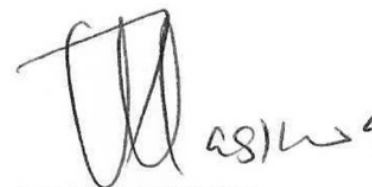
The proxy form must be delivered at the registered office of the Company not less than 48 hours before the meeting is scheduled to commence.

ii. General Information

- a. The minutes of the last Annual General Meeting held on 30 June 2023 are available for inspection at the Company's registered office.
- b. Electronic copies of the Company's 2023 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 2023, 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.
- c. Physical attendance at the meeting may be difficult for some members due to the need to observe social distancing rules. 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



T. F. A. MASIIWA
Group General Counsel

07 June 2024
First Floor, 21 Natal Road, Avondale, HARARE