

Audited Financial Results for the year ended 31 December 2024



CONSOLIDATED FINANCIAL HIGHLIGHTS



pps - percentage points

CHAIRMAN'S STATEMENT

Operating Environment:

The operating environment was characterized by exchange rate volatility, during the first quarter of the year, culminating in the introduction of the Zimbabwean Gold Currency (ZWG) on the 5th of April 2024. The new currency largely tamed the inflationary pressures in the country, save for the effects of the 44% devaluation of the ZWG currency against the United States Dollar (USD) during September 2024. As a result, the later part of the period under review has seen relative stability in local currency value and inflation rates. Nevertheless, liquidity in both local and foreign currency markets has remained limited. In addition, the effects of the El Nino weather patterns impacted agricultural output, which together with erratic energy supply made a challenging operating environment. All this combined, created a tough operating environment for the Group characterised by constrained revenue generation and limited growth opportunities.

Group Performance:

Despite the challenging environment, the Group's operations remained profitable, posting a profit after tax (PAT) of ZWG1,167 billion from the ZWG 1,124 billion restated profit, in 2023. The Group's profit performance is discussed in greater detail in the Group Chief Executive Officer's report.

Capital Requirements:

The Group remains committed to maintaining robust capital adequacy. As at 31 December 2024, all Group companies, with the exception of ZB Building Society, were in compliance with the prescribed minimum capital requirements. During the year, the Group made a resolution to surrender the Building Society's banking operating licence to Reserve Bank of Zimbabwe (RBZ) in a bid to address the capital shortfall at the Building Society. The Reserve Bank of Zimbabwe (RBZ) has responded with conditions that need to be satisfied before the surrendering of the ZB Building Society's banking licence. These include, but are not limited to certain information requests, ensuring that the deposits are handled in compliance with the Consumer Protection Framework No.1-2017/BSO. The Group is in the process of working towards fulfilling these conditions as part of the efforts to consolidate the Group's banking operations.

Dividends:

The board has declared a final dividend of USD 0.57cents per share for the year ended 31 December 2024. A separate dividend notice will be published to this effect.

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

ZB Financial Holdings recognizes the importance of sustainable business practices. The Group's strategic drive on sustainability is underpinned by integrating environmental, social and governance into economic decisions, operations, strategy, products and services, and practices. The Group will leverage off certification through the Reserve Bank of Zimbabwe (RBZ)-led Sustainability Standards Certification Initiative (SSCI). The group has consequently made progress in its adoption of ESG reporting, and is working to integrate ESG principles into its core business operations.

Directorate:

Mr Luxon Zembe resigned from the ZB Financial Holdings Board on the 12th of April 2024 after having stepped down as the Board Chairman on 20 March 2024. On behalf of the Board and management, I extend my gratitude for his contributions and appreciation to him for his distinguished service to the Group as both Director and Chairman. I wish him success in his future endeavours.

I, Agnes Makamure was appointed as Acting ZBFH Chairman with effect from the 20th of March 2024 and subsequently as the substantive ZBFH Chairman with effect from 27 June 2024. I would like to acknowledge the trust and confidence that has been placed in me, and I am committed to contribute to the organization's continued excellence.

Mr Shepherd T Chimutanda was appointed to ZB Financial Holdings Board as an Independent Non-Executive Director with effect from 8 November 2024. I look forward to his invaluable contribution towards the Group's continued success.

Outlook:

Looking ahead, the tight monetary policy is expected to remain in place to stabilize exchange rates and control inflation. On the back of an improved 2024/2025 rainy season, the economy is expected to benefit from a better agricultural performance buoyed by improved rainfall.

Notwithstanding, the efforts of authorities to maintain macroeconomic stability through prudent monetary policy, the Group respectfully suggest that a balanced approach be considered, one that harmonizes stability with measures to stimulate economic growth.

The Group encourages policymakers to explore initiatives that foster a conducive business environment, promote investment and support the overall development of the economy.

The Group is confident that the implementation of its sustainable revenue generation and cost optimisation strategies will sustain the Group's performance. These include, ongoing improvement with respect to the efficiency of front-end systems, brand equity promotion and continuation with the Group's mantra of creating happy people.

Conclusion:

I would like to express my sincere gratitude to the Board of Directors, management, staff, and our valued customers for their continued support, without whom the Group would not have been able to achieve the reported profitability in 2024 and sustain its operations into the future. Notwithstanding the difficult environment, I believe the collective efforts of all stakeholders will enable the Group to continue delivering sustainable and positive results in the future.

A. Makamure
(Chairman)

31 March 2025

GROUP CHIEF EXECUTIVE OFFICER'S REPORT

Introduction:

The Group's primary financial statements are presented in Zimbabwe Gold Currency (ZWG) in accordance with IAS 21 "Effects of Changes in Foreign Exchange Rates."

Performance Outturn:

The Group's total income increased by 38% from ZWG2,308 billion in 2023, to ZWG3,211 billion in 2024. This performance outturn was on the back of significant improvement in non-funded income mainly from commissions fees and other income, whilst funded income registered a steady improvement.

Despite constrained growth in loans and advances, the Group's net interest income increased by 14% from ZWG0,417 billion in 2023 to ZWG0,475 billion in 2024. Loan impairment charges declined by 17%, from ZWG0,126 billion in 2023 to ZWG0,104 billion in 2024. Resultantly, income from lending activities net of recoveries rose by 27% from ZWG0,292 billion in 2023 to ZWG 0,370 billion in 2024, aided by improved interest margins and bad debts recovered was ZWG0.069 billion in 2024.

Banking commissions and fees went up by 76%, to close 31 December 2024 at ZWG1,158 billion. The improvement was mainly due to increase in electronic banking transactions as the Group continues with its digitization journey.

The Group generated assurance gross premium of ZWG 0,16 billion for the year ended 31 December 2024 from ZWG 0.099 billion in 2023. The Group also achieved a reinsurance gross premium of ZWG 0,33 billion in 2024 from ZWG 0,37 billion in 2023. The growth in gross premium was mainly driven by an increase in new business as well as the increase in sum assured and increase in the share participation.

Insurance service result was a deficit of ZWG0,007 billion in 2024 against a loss of ZWG0,340 billion in 2023, largely as a result of a decrease of 61% in insurance service expenses from ZWG0,839 billion in 2023 to ZWG 0.328 billion in 2024.

The Group's operating costs increased by 8% from ZWG1,626 billion in 2023 to ZWG 1,785 billion in 2024. The Group is expecting cost savings from automation of its processes.

Profit from ordinary activities improved to close at ZWG1,426 billion represented a growth of 109% against ZWG0,682 billion recorded in prior year.

The Group's profit after tax increased by 4% to ZWG1,167 billion in 2024 from ZWG1,124 billion in 2023.

Meanwhile, the Group's total assets increased by 104%, from ZWG7,062 billion as at 31 December 2023 to ZWG14,383 billion as at 31 December 2024. The growth rate outperformed average inflation over the same period (blended 3.7%).

Deposits and other related funding account balances closed the year at ZWG5.483 billion as at 31 December 2024, representing a growth of 120% from ZWG2.488 billion as at 31 December 2023. The growth was supported by an increase in USD deposits across all sectors.

Earning assets increased by 103% from ZWG4,814 billion as at 31 December 2023 to ZWG 9,346 billion as at 31 December 2024 whilst constituting 65% of total assets (68% at 31 December 2023).

The Group maintained a comfortable liquidity margin of safety, with the ratio of liquid assets to customer deposits being above 40% throughout the year against a prescribed ratio of 30%.

The Group's total equity increased by 125%, from ZWG2,948 billion as at 31 December 2023 to ZWG6,641 billion as at 31 December 2024, underpinned by the positive performance outturn for the year, reflected by a 106% and 223% rise in retained earnings and other components of equity respectively.

Operations Review:

Banking Operations:

ZB Bank Limited posted a profit after tax of ZWG1,110 billion in 2024 up from ZWG 0,545 billion in 2023. Its total assets stood at ZWG10.36 billion as at 31 December 2024, from ZWG4.63 billion as at 31 December 2023.

ZB Building Society posted a loss of ZWG0.069 billion in 2024 from a profit of ZWG0,078 billion as at 31 December 2023. The loss position was mainly driven by subdued revenue growth and increased foreign currency revaluation losses. The Society's total assets stood at ZWG0,565 billion as at 31 December 2024, from ZWG0.291 billion as at 31 December 2023.

Insurance Operations:

ZB Reinsurance posted a profit after tax of ZWG0,037 billion in 2024 down from a profit of ZWG0,053 billion in 2023. Its total assets increased from ZWG0,274 billion as at 31 December 2023 to close the year 2024 at ZWG0.487 billion.

ZB Life Assurance posted a profit of ZWG0,167 billion in 2024 up from ZWG0,034 billion in 2023. Its total assets increased from ZWG0,523 billion as at 31 December 2023 to ZWG1,005 billion as at 31 December 2024.

Investments:

In 2024, the Group slightly increased its shareholding in Mashonaland Holdings (Mash), from 56.89% as at 31 December 2023 to 57.69% as at 31 December 2024. Mash posted a profit after tax of ZWG0,064 billion in 2024, up from deficit of ZWG0,155 billion in 2023. Its total assets increased from ZWG1.247 billion as at 31 December 2023 to close the year 2024 at ZWG2,449 billion. Mash commissioned the Pomana Commercial Centre and 12 Van Praagh Day Hospital projects during the current year.

The Group restructured its investment cluster by closing down ZB Capital operations as at 1 January 2025 and also resuscitated asset management operations with effect from 1 January 2025.

Internal Processes:

One of the major projects in FY2024 was the launch of a new core banking system, a project which was on the cards for the past few years - naturally, a project of such magnitude requires a significant outlay of resources, inclusive of financial, human capital, and time. With the new core banking system, the Group has improved its capacity to enhance the customer journey and exceed customer expectations, as well as further progress the digital transformation initiative, #OneDigitalZB. In a related initiative, the Group initiated a Digital Wallet project, expected to be finalised and launched in 2025.

With FY2024 being the penultimate year in the Group's medium-term plan for 2021-2025, the Group has begun to lay the foundation for the next medium-term plan long term sustainability as one of the core tenets underpinning its strategy, and towards this end is one of the financial institutions seeking certification under the Central Bank-led Sustainability Standards Certification Initiative (SSCI) through the European Organisation for Sustainable Development (EOSD). ZB Bank is one of the Zimbabwean financial institutions at the forefront in the certification journey - as at end of 2024 the Bank had completed internal processes and awaiting review and feedback by EOSD. As a Group, ZBFH will continue 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 continued to play a huge role in the Group's Strategy in FY2024. Having launched its Innovation Hub in early 2024, and partnered with the country's major state Universities in innovation, ZBFH was proud to work with a young innovator who was awarded first runner up prize in the Presidential Innovation Awards, under the Private Sector category.

People & Culture:

The Group has continued to leverage off the benefits of adopting the new business model and organisational design, in the recent past. The staff re-organisation and re deployment of staff in the prior year, has enhanced the Group's operational efficiencies. In the prior year, as the new Group structure settled, 59 Staff members signed up for the Voluntary Disengagement Scheme (VDS), whilst 36 staff members approaching retirement were disengaged under the Compulsory Disengagement Scheme (CDS). There were no further significant staff disengagements during the current year. The Group staff complement as at 31 December 2024 stood at 999 (2023: 1 061).

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 2024.

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

S. T. Fungura
(Group Chief Executive Officer)

Harare
31 March 2025

Audited Financial Results for the year ended 31 December 2024



NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (Continued)

24. BOARDS ATTENDANCE END OF YEAR 2024

ENTITY	ZBFH	ZBBL	ZBBS	ZBRE	ZBLA
TOTAL MEETINGS	9	4	4	4	4
**A MAKAMURE (MRS)	9	X	X	X	X
*L ZEMBE	2	X	X	X	X
T SIBANDA (MS)	9	X	X	X	X
S T FUNGURA	7	4	4	4	X
E N MUNGONI (MRS)	6	X	4	X	X
P M V WOOD	9	X	X	X	X
S Z G DIMAIRHO	9	X	X	X	X
***S CHIMUTANDA	1	X	X	X	X
O S MANDIMIKA	X	4	X	X	X
F NYAMBIRI	X	4	X	X	X
P MURENA (MRS)	X	3	X	X	X
E MASINIRE	X	4	X	X	X
E CHIBVURI	X	4	X	X	X
P PARADZA	X	4	X	X	X
T B VHIRIRI	X	4	X	X	X
J KATSIDZIRA	X	4	X	X	X
T KAPUMHA	X	X	4	X	X
T F A MASIWA	X	X	3	X	X
C C KAHIYA	X	X	4	X	X
C MUCHINGAMI	X	X	4	X	X
P MURAMBINDA (MRS)	X	X	X	4	X
F B CHIRIMUUTA	X	X	X	3	X
K NYATSINE	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	3	X
E T Z CHIDZONGA	X	X	X	X	4
****L MAWIRE (MRS)	X	X	X	X	2
*****G CHIMBGA	X	X	X	X	2
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 MASVAVIKE	X	X	X	X	4
S MANANGAZIRA (MRS)	X	X	X	X	3

*L Zembe resigned from the ZBFH Boards with effect from 12 April 2024.
 **A Makamure was appointed to ZBFH Boards as Acting Chairman with effect from 20 March 2024 and was subsequently appointed substantive Chairman effective 27th June 2024.
 ***S Chimutanda was appointed to ZBFH with effect from 08 November 2024.
 ****L Mawire resigned from ZBLA with effect from 23 May 2024.
 *****G Chimbga was appointed to ZBLA with effect from 23 May 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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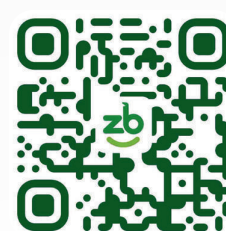
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Independent Auditor's Report

To the Shareholders of ZB Financial Holdings Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of ZB Financial Holdings Limited and its subsidiaries ('the Group and company') set out on pages 12 to 120 which comprise of the consolidated and separate statements of financial position as at 31 December 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the group and company as at 31 December 2024, and their consolidated and separate financial performance and 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 explained in note 3.1.1.3 to the consolidated and separate financial statements, the functional currency of the Group and its subsidiaries is the United States Dollar (USD). The consolidated and separate financial statements are presented in Zimbabwe Gold currency, ZWG.

Mashonaland Holdings Limited, "Mash", a subsidiary of the Group, changed its functional currency from Zimbabwean Dollars (ZWL) to USD effective 1 January 2023. All the other subsidiaries within the Group changed their functional currencies from ZWL to USD effective 1 January 2024. International Accounting Standards (IAS) 21, Effects of Changes in Foreign Exchange Rates requires the change in functional currency to be applied prospectively. Further, the procedures set out in IAS 21 would have required all ZWL inflation adjusted balances as of 31 December 2022 (for Mashonaland Holdings) and as of 31 December 2023 (for all other subsidiaries) to be converted to USD at the spot rate ruling on that date.

The directors followed an IAS 21 compliant approach for all financial statement elements with the exception of the following:

- **Group:** Investment properties - Mashonaland Holdings - The Directors adopted the USD valuations of the assets as at the date of change in functional currency on 1 January 2023, instead of translating the ZWL inflation adjusted numbers to USD numbers as at that date.
- **Group:** Investment properties and Property and equipment - All other subsidiaries except for Mashonaland Holdings - The Directors restated the fair values of the investment properties and property and equipment as of 31 December 2023 taking into account the USD valuations of the assets as at that date, instead of translating the ZWL inflation adjusted numbers as at 31 December 2023 to USD.
- **Company:** Investments in subsidiaries - The Directors restated the 2023 fair values by recomputing the net asset value of the subsidiaries after having recorded the above adjustments

to Investment properties, Property and equipment, and retained earnings. This contradicts the IAS 21 requirements wherein the reported fair value as of 31 December 2023 should have been translated to USD at the spot exchange rate at that date.

As a result, the following consolidated financial statement elements are impacted:

Consolidated Statement of Profit or Loss and other comprehensive income

- Fair value adjustments are overstated by ZWG 230 870 237: (2023: understated by ZWG 230 870 237)
- Gains on property and equipment revaluation are overstated by ZWG 264 296 153 (2023: understated by ZWG 264 296 153)
- Deferred tax movement included under Income tax expense is understated by ZWG56 531 518 (2023: overstated by ZWG56 531 518)
- Depreciation included in Operating expenses is understated by ZWG 21 333 476

Separate statement of profit or loss and other comprehensive income

- Fair value adjustments is overstated by ZWG285 042 328 (2023: understated 285 042 328)

Further, corresponding amounts for Investments in subsidiaries, Investment Properties, Property and Equipment, Deferred tax, Retained Income, Revaluation Reserve and Non-controlling interests in the consolidated statement of financial position are impacted. Corresponding Effects of translation to presentation currency reconciling items in the disclosures on these line items are also impacted. Our audit report is therefore modified due to the possible effects of this matter on the comparability of the current period's figures and the corresponding figures.

The misstatements are material however not pervasive to the consolidated and separate financial statements.

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 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 requirements applicable to performing audit of financial statements in Zimbabwe. We have fulfilled our other ethical requirements in accordance with those requirements and the IESBA Code. We believe that the audit evidence we 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 judgment, were of most significance in our audit of the 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 financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matters below, our description of how our audit addressed the matters is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the 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 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 financial statements.

The key audit matters relate to the consolidated financial statements only.

Key Audit Matter	How our audit addressed the matter
Valuation of expected credit losses on financial assets	
<p>As disclosed in notes 6 and 7 to the financial statements, the carrying amount of treasury bills and loans and advances amounts to ZWG 1,087,422,572 and ZWG 4,151,584,123 respectively. These financial assets constitute a substantial proportion of the total assets of the Bank. The Expected Credit Losses (ECL) determined for treasury bills and loans and advances amount to ZWG208,622,743 and ZWG162,905,078 respectively. as disclosed on note 6.1 and 7.1 respectively.</p> <p>The bank provides for impairment on treasury bills and loans and advances based on the expected credit losses model (ECL) in terms of IFRS 9 - Financial Instruments. Management developed model methodologies and determined the inputs that should be implemented in the models to estimate the ECL.</p> <p>The determination of ECL requires significant judgements 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). • 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 staging migration criteria that reflects significant increase in credit risk (SICR). • Determination of appropriate forward-looking information (FLI) to incorporate in ECL model considering the current economic environment. • Estimation of the loss rates for non-performing loans. <p>The significant judgements above, which present areas of estimation uncertainty and complexities in determining expected credit losses resulted in the audit team spending more time in performing audit procedures on the balance. We have thus designated valuation of expected credit losses on financial assets as a key audit matter.</p>	<p>Our procedures to address the matter included the following:</p> <ul style="list-style-type: none"> • We reviewed documents and enquired of management to understand management's process for credit origination, monitoring, and appraisal. • We identified relevant controls for the ECL risks and assessed their design and implementation. • We conducted a general assessment of the ECL provision levels by stage to evaluate their reasonableness, taking into account the overall credit quality of the banks' portfolios and risk profile. • We evaluated the Bank's SICR methodology and the calibrations of its ECL models. For a sample of exposures, we examined the loan staging process, confirming the classification into stages 1, 2, and 3 in accordance with IFRS 9 requirements by reviewing the last payment date. For treasury bills, we examined both the coupon payments and the settlement pattern of the principal amounts. • We assessed and evaluated whether the disclosure effectively communicates the key judgments and assumptions made by management in the present economic landscape. <p>For model-based procedures; with the assistance of our specialists, we performed the following:</p> <ul style="list-style-type: none"> • We evaluated the governance processes established by the Bank to review and approve the economic scenarios and the models used in the determination of the expected credit losses. <p>In relation to the expected credit loss computation and the models, we performed the following:</p> <ul style="list-style-type: none"> • Methodology Review (MR) - We evaluated the conceptual soundness of the ECL model methodology to ensure that the adopted approaches align with best practices and IFRS 9 requirements. • Validation Testing (VT) - We performed independent validation of the developed models by performing various statistical tests on the ECL parameters in order to test the performance of the models (PD, LGD, & EAD). We also performed model backtesting tests on the ECL inputs. • Model Implementation Testing (MIT) - We tested and validated that the model inputs developed and documented in the model methodology are the ones

<p>Management's approach and key assumptions are included on accounting policy note 2.2.2.5 and 3.4.1.5 of the financial statements.</p>	<p>implemented in the ECL code / system used to estimate the ECL.</p> <ul style="list-style-type: none"> • Model Reperformance Testing (MRT)- We independently recalculated ECL and performed impact assessments and compared with management output. • We evaluated the forward-looking information and assessed the macroeconomic scenario forecasts generated for reasonableness.
<p>Valuation of Insurance contracts</p>	
<p>As of December 31, 2024, the Group, through ZB Life Assurance and ZB Reinsurance Limited, holds insurance contract liabilities totalling ZWG268,691,070. The valuation of these liabilities relies on significant judgments and assumptions which include the following:</p> <ul style="list-style-type: none"> • Determination of the present value of future cash flows (PVFCF). • Determination of the Contractual Service Margin (CSM). • Estimation of the risk adjustment. <p>Expert judgment, integrated within complex actuarial models, is essential, drawing from subjective assumptions regarding forthcoming events, including mortality rates, persistency, and economic conditions.</p> <p>Given the complexity and subjective nature of the measurement of the insurance contract liabilities, we have identified the area as a key audit matter.</p> <p>Management's approach and key assumptions are included on accounting policy note 3.20 of the consolidated financial statements.</p>	<p>Our procedures regarding insurance contract liabilities included, among others:</p> <ul style="list-style-type: none"> ▪ We obtained an understanding of and evaluated the design and implementation of management's controls over the significant estimates and assumptions used in determining the insurance contracts, including model data inputs. ▪ With the support of our actuarial specialists: <ul style="list-style-type: none"> ▪ we evaluated the key assumptions used in the determination of PVFCF, CSM and risk adjustment. We assessed their reasonableness considering experience studies, our knowledge of the entities, the products offered, and available market and macroeconomic data. ▪ We tested the methodology and logic of models used through independent recalculations on a sample of models and compared the calculation logic to industry-comparable models. ▪ We assessed the appropriateness of management's data and assumptions applied in determining the insurance contract liabilities, including the reasonableness of coverage units. ▪ We reviewed the analysis of actual experience over expected results for any unusual or unexpected results. ▪ We assessed whether the associated disclosures comply with IFRS 17 - Insurance contracts.

Other Information

The Directors are responsible for the Other information. The other information consists of the information included in ZB Financial Holdings Annual Report other than the financial statements and our auditor's report

thereon. We obtained the Chairman's statement, the group Executive Report, the Report of the Directors and the Directors' Responsibility Statement prior to the date of our auditor's report. It also includes information included in the Annual Report expected to be received after the date of our auditor's report. The other information does not include the consolidated and separate financial statements and our audit report thereon.

Our opinion on the 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 consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 on the other information obtained prior to the date of this auditor's report, 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, we have concluded that the other information is materially misstated for the same reasons with respect to non-compliance with IAS 21 "Effects of changes in foreign exchange rates".

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements, in accordance 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 consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 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.

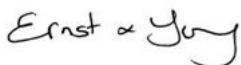
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes 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 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 auditors' report is Mrs. Elina Bvurere (PAAB Practising Number 0462).



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

Date: 31 March 2025