

**SENS ANNOUNCEMENT**  
(The “Notice” or “Announcement”)

**ISSUER**



**ZAMBIA NATIONAL COMMERCIAL BANK PLC (“ZANACO”)**  
[Incorporated in the Republic of Zambia]

Company registration number: 5387  
Share Code: ZANACO  
ISIN: ZM0000000250  
Authorised by: Kaluba Gloria Kaulung’ombe-Inampasa – Company Secretary

**SPONSOR**



**STOCKBROKERS ZAMBIA LIMITED**

**Stockbrokers Zambia Limited**

[Member of the Lusaka Securities Exchange]

[Regulated and licensed by the Securities and Exchange Commission of Zambia]

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Contact Number: +260-211-232456  
Website: [www.sbz.com.zm](http://www.sbz.com.zm)

**APPROVAL**

The captioned Notice or Announcement has been approved by:

- i. the Lusaka Securities Exchange
- ii. the Securities and Exchange Commission
- iii. Stockbrokers Zambia Limited

**DISCLAIMER AND RISK WARNING**

The Notice or Announcement contained herein contains information that may be of a price sensitive nature.

Investors are advised to seek the advice of their investment advisor, stockbroker, or any professional duly licensed by the Securities and Exchange Commission of Zambia to provide securities advice.

**ISSUED: 07 March 2023**



**ZAMBIA NATIONAL COMMERCIAL BANK PLC**

[Incorporated in the Republic of Zambia]

Company registration number: 5387

Share Code: ZANACO

ISIN: ZM0000000250

["Zanaco" or "the Bank" or "the Company"]

**NOTICE OF ANNUAL GENERAL MEETING**

**2023 NOTICE AND AGENDA OF 53<sup>RD</sup> ANNUAL GENERAL MEETING**

This notice is issued in accordance with Section 63 of the Companies Act No. 10 of 2017 of the Laws of Zambia.

Notice is hereby given that the 53<sup>rd</sup> Annual General Meeting of the fully paid-up members of Zambia National Commercial Bank Plc in respect of the period ended 31<sup>st</sup> December 2022, will be held virtually in Lusaka, Zambia on Wednesday, **29<sup>th</sup> March 2023** commencing at **10:00 hours**. The AGM proceedings will be conducted through the Zoom electronic platform.

All shareholders are therefore encouraged to make arrangements to participate in the AGM proceedings through the Zoom video link provided below:

[https://us06web.zoom.us/webinar/register/WN\\_IV0Ezuf1S22BhVYAyKnhjQ](https://us06web.zoom.us/webinar/register/WN_IV0Ezuf1S22BhVYAyKnhjQ)

The Meeting is convened to transact the following:

**1. Call to order, tabling of proxies and announcement regarding quorum.**

**2. Adoption of Minutes**

To consider, confirm, adopt, and sign the minutes of the 52<sup>nd</sup> Annual General Meeting held on Wednesday 30<sup>th</sup> March 2022.

**3. Presentation by Zanaco Plc Chief Executive Officer**

To present the 2022 FY performance and the 2023 Focus Areas.

**4. Adoption of the Chairman's Report, Director's Report and Financial Statements**

To receive and adopt the Company's Audited Financial Statements for Financial Year ended 31<sup>st</sup> December 2022 together with the reports of the Chairman, Directors and Auditors.

**5. Dividend**

To consider the recommendation of the Board of Directors regarding the dividend for the year ended 31<sup>st</sup> December 2022.

**6. Amendment of Articles of Association**

To consider and approve, by special resolution, the amendment of Articles of Association.

**7. Appointment of Auditors**

To consider and adopt the recommendation for the appointment of the Auditors of the Company for the Financial Year ending 31<sup>st</sup> December 2023 and authorise the Directors to set the Auditors' remuneration.

## **8. Appointment of Directors**

In accordance with Article 118 of the Articles of Association to confirm-

- a) the appointment of Mrs. Cecilia Zimba who was appointed as a Non-Executive Director (NED) since the previous Annual General Meeting;
- b) the appointment of Professor Oliver Saasa who was appointed as a Non-Executive Director (NED) since the previous Annual General Meeting; and
- c) the appointment of Mr Robin Miller who was appointed as a Non-Executive Director (NED) since the previous Annual General Meeting.

## **9. Board Remuneration**

To consider and approve the remuneration of Directors.

## **10. Medical Support for Board of Directors**

To consider and ratify the medical support provided to the Board Directors during the Covid 19 Pandemic.

## **11. To transact any other business as may properly be transacted at the Annual General Meeting**

### **Resolutions to be considered during the Annual General Meeting**

1. Resolution 1-Adoption of the Chairman's Report, Director's Report and Financial Statements.
2. Resolution 2-Dividend.
3. Resolution 3- Amendment of Company's Articles of Association.
4. Resolution 4- Appointment of Auditors.
5. Resolution 5- Appointment of Directors.
6. Resolution 6- Remuneration of Directors.
7. Resolution 7- Medical support for Board of Directors.

### **Note:**

- a) The proceedings of the Meeting will be streamed live through the Zoom platform and shareholders are required to register in the link below in advance.  
[https://us02web.zoom.us/webinar/register/WN\\_I6kBd0r7StS9hijlYA3euQ](https://us02web.zoom.us/webinar/register/WN_I6kBd0r7StS9hijlYA3euQ)
- b) In order to register for the Meeting, a shareholder must have a working email and active cell phone number.
- c) The window for registration for the Meeting shall be open on Wednesday 8<sup>th</sup> March 2022 and automatically close at the commencement of the AGM on Wednesday 29<sup>th</sup> March 2022 at 10:00 hours. A shareholder who does not register before the start of the meeting will not be able to do so when the meeting starts.
- d) After registering, a shareholder will receive a confirmation email containing information about joining the Meeting.
- e) After registering, a shareholder will also receive their LuSE ID number which they must have on the day of the Annual General Meeting in order to vote on the resolutions.
- f) To fully participate in the Annual General Meeting, a shareholder must have a reliable internet connection.
- g) Queries on how to log into the Meeting, registration or on the voting process can be channelled to the following numbers:
  - (i) +260975-283707; or

(ii) +260950-968435.

- h) A shareholder entitled to attend and vote at the Meeting may appoint a proxy to attend and participate in the proceedings of the Meeting. The appointed proxy may also, on a poll, vote on behalf of that shareholder. The proxy need not be a shareholder. To appoint a proxy, a shareholder must fill in and sign a proxy form accordingly.
- i) In order to be valid, the Proxy Form **must** be sent to any of the following emails addresses before the commencement of the Meeting:

- (i) [info@Corpservezambia.com.zm](mailto:info@Corpservezambia.com.zm)
- (ii) [Prisca.chizi@Corpservezambia.com.zm](mailto:Prisca.chizi@Corpservezambia.com.zm)
- (iii) [mutale.marebesa@zanaco.co.zm](mailto:mutale.marebesa@zanaco.co.zm)
- (iv) [kaluba.kaulungombe@zanaco.co.zm](mailto:kaluba.kaulungombe@zanaco.co.zm)
- (v) [agm@zanaco.co.zm](mailto:agm@zanaco.co.zm)

Or it may be lodged at the Front Desk/Reception of the Zanaco Plc Head Office Cairo Road, Lusaka.

Proxy forms are available on <https://zanacoinvestor.com/> and can be obtained from [info@Corpservezambia.com.zm](mailto:info@Corpservezambia.com.zm) or [Prisca.chizi@Corpservezambia.com.zm](mailto:Prisca.chizi@Corpservezambia.com.zm) or from the Front Desk/Reception at Zanaco Plc Head Office Cairo Road, Lusaka.

**By Order of the Board**

**Kaluba G Kaulung'ombe-Inampasa**  
Company Secretary

Issued in Lusaka, Zambia on 07 March 2023

Lusaka Securities Exchange Sponsoring Broker	
	<p><b>T</b>   +260-211-232456</p> <p><b>E</b>   <a href="mailto:advisory@sbz.com.zm">advisory@sbz.com.zm</a></p> <p><b>W</b>   <a href="http://www.sbz.com.zm">www.sbz.com.zm</a></p> <p>Stockbrokers Zambia Limited (SBZ) is a founder member of the Lusaka Securities Exchange and is regulated by the Securities and Exchange Commission of Zambia</p>

**First Issued on 07 March 2023**