

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the shareholders of ZB Financial Holdings Limited will be held in the Board Room, Ground Floor, 21 Natal Road, Avondale, Harare, on Thursday 28 June 2018, commencing at 1030 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 2017.

2. Dividend

To confirm the final dividend of 1,83 US cents per Ordinary Share as recommended by the Board.

3. Directorate

3.1. In terms of Article 68 of the Company's Articles of Association, Messrs O. Akerele and P. B. Nyoni retire by rotation and, being eligible, offer themselves for re-election at the meeting.

3.2. In terms of Article 62 of the Company's Articles of Association, Messrs A. Z. Mangwiro, J. Mutevedzi and Mrs P. Chiromo were appointed to the Board after the last Annual General Meeting of the Company, and retire at the end of the meeting. Being eligible, they offer themselves for election.

4. Remuneration of Directors

To approve the remuneration of Directors for the past financial year.

5. External Auditors

5.1. To approve the remuneration to Deloitte & Touche (Zimbabwe), the Company's Auditor for the past financial year's audit in terms of Article 112 of the Articles of the Company.

5.2. To re-appoint Deloitte & Touche (Zimbabwe) as the Company's auditor for the ensuing year.

6. Any Other Business

To transact any other business as may be transacted at an Annual General Meeting.

In terms of the Companies Act [*Chapter 24:03*], a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote and speak in his 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.

A proxy need not be a member of the Company.

By order of the Board



H. R. Nharingo
Group Secretary
5 June 2018
21 Natal Road
Avondale
HARARE