

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

[Member of the Lusaka Securities Exchange]

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

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Website: 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 2022



ZAMBIA NATIONAL COMMERCIAL BANK PLC

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Company registration number: 5387

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

NOTICE OF ANNUAL GENERAL MEETING

2022 NOTICE AND AGENDA OF 52ND 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 52nd Annual General Meeting of the fully paid-up members of Zambia National Commercial Bank Plc in respect of the period ended 31st December 2021, will be held Virtually through Zoom in Lusaka Zambia on Wednesday, **30th March 2022** 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://us02web.zoom.us/webinar/register/WN_I6kBd0r7StS9hiJlYA3euQ

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 51st Annual General Meeting and Extra Ordinary General Meeting held on 31st March 2021.

3. Presentation by Zanaco Plc Chief Executive Officer

To present the 2021 FY performance and the 2022 Focus.

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 31st December 2021 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 31st December 2021.

6. Appointment of Directors and Committee Members

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

- a) the appointment of Mr. Deepak Malik who was appointed as a Non-Executive Director (NED) since the previous Annual General Meeting; and
- b) the appointment of Mr Leslie Horne who was appointed as a Non-Executive Director (NED) since the previous Annual General Meeting.

7. Changes in Directors

- a) To note the retirement of Mr Hastings Mtine who was appointed as a Non-Executive Director (NED) on 31st March 2015 and held the position of vice Board Chairman. Mr Mtine now retires in compliance with the 2016 Bank of Zambia Corporate Governance Directive 6.3 that has limited the tenure of a board director to six (6) years.
- b) To note the resignation of Director Mirjam t'Lam and Director Leonard De Villiers in November 2021 following the withdrawal of the shareholder's representation mandate.

8. Appointment of Auditors

To consider and adopt the recommendation for the appointment of the Auditors of the Company for the Financial Year ending 31st December 2022 and authorise the Directors to set the Auditors' remuneration.

9. Board Remuneration

To approve the remuneration of the Directors.

10. 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- Appointment of Directors.
4. Resolution 4- Appointment of Auditors.
5. Resolution 5- Board Remuneration.

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_I6kBd0r7StS9hiJIYA3euQ

- 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 9th March 2022 and automatically close at the commencement of the AGM on Wednesday 30th 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) 0975-283707; or
 - (ii) 0950-968435.
- 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 the following emails before the commencement of the Annual General Meeting:

info@Corpservezambia.com.zm
mutinta@corpservezambia.com.zm
Prisca.chizi@Corpservezambia.com.zm
mutale.marebesa@zanaco.co.zm
kaluba.kaulungombe@zanaco.co.zm
agm@zanaco.co.zm

Or 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 or 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 2022

Lusaka Securities Exchange Sponsoring Broker	
 <div style="background-color: green; color: white; padding: 2px; text-align: center; font-weight: bold;">STOCKBROKERS ZAMBIA LIMITED</div>	<p>T +260-211-232456</p> <p>E advisory@sbz.com.zm</p> <p>W www.sbz.com.zm</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 2022