

Notice of an Annual General Meeting

Notice is hereby given that the **Thirty-Fourth Annual General Meeting** of the Shareholders of CBZ Holdings Limited, ("the Company") will be held through a virtual platform, <https://polling.fts-net.com> on **Friday 17 July 2026 at 1000 hours** (CAT) for the purpose of transacting the following business:

AGENDA

To consider and if deemed fit, to pass the following resolutions with or without amendments:-

ORDINARY BUSINESS

1. Virtual meeting

To note and approve the convening of the 34th Annual General Meeting through a virtual platform.

2. Minutes

To consider and approve the minutes of the 33rd Annual General Meeting of the Company held on 18 July 2025.

3. Financial Statements and Statutory Reports

To receive, consider and adopt the Directors' Report, the Auditors' Report and the Audited Annual Financial Statements for the financial year ended 31 December 2025.

4. Dividend

To confirm payment of an interim dividend of **US\$2,500,000 (US0.40 cents per share)** declared on 21 October 2025 and a final dividend of **US\$10,000,000 (US1.61 cents per share)** declared on 17 April 2026 for the year ended 31 December 2025.

5. Directorate

5.1 In accordance with Clause 6.10.2 of the Company's Board Charter, Directors are to retire from the Board by rotation after having served a period of three years and if eligible may offer themselves for re-election. Consequently, Edward Elio Galante will be retiring by rotation and being eligible, offers himself for re-election.

5.2 In accordance with Article 125(h) of the Company's Articles of Association, once a director reaches the age of 70 years of age, his office shall be extended on an annual basis until his seventy-eighth birthday. Consequently, Edward Ushemazoro Mashingaidze will be retiring and being eligible, offers himself for re-election for the ensuing year.

6. 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)

7. External Auditors

7.1 To approve the External Auditors' fees for the year ended 31 December 2025.

7.2 To note the retirement of KPMG Chartered Accountants Zimbabwe as External Auditors of the Company, after having served their statutory term.

7.3 To appoint Ernst & Young Zimbabwe as the External Auditors of the Company, following the retirement on KPMG Chartered Accountants Zimbabwe.

8. ANY OTHER BUSINESS

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

NOTES:

- i. Details of the Virtual AGM will be sent by our transfer secretaries, First Transfer Secretaries (Private) Limited, to all Shareholders through email.
- ii. Shareholders are advised to update their contact details with the transfer secretaries on the following contacts: First Transfer Secretaries (Private) Limited, 1 Armagh Avenue, Eastlea, Harare, Telephone: +263 242 782869/7, Email: info@fts-net.com.
- iii. In terms of the Companies and Other Business Entities Act [Chapter 24:31] a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not be a member of the Company.
- iv. Proxy forms must be lodged at the registered office of the Company or the transfer secretaries not less than 48 (forty-eight hours) before the time for holding the meeting.
- v. Members may request a copy of the 2025 Annual Report from the registered office of the Company or from the office of the transfer secretaries.

By order of the Board



Rumbidzayi Angeline Jakanani
Group Chief Legal Counsel & Governance Officer

REGISTERED HEAD OFFICE

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Directors: Mr. L. Zembe (Chairman) | Mrs. R. L. Gaskin Gain | Mr. E. U. Mashingaidze | Mr. E. E. Galante | Mr. T.D. Mudzengerere | Mr. P. G. Serima | Mr. L. Nyazema * | Mr. J. Makombe * | *Executive

