

Notice is hereby given that the 30th Annual General Meeting of Members of NMBZ Holdings Limited will be held at the NMB Bank Limited Head Office, 19207 Liberation Legacy Way, Harare on **Wednesday 14 May 2025 at 1500 hours** for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Financial Statements for the year ended 31 December 2024, together with the reports of the Directors and Auditors thereon.
2. To appoint Directors.
 - a. In accordance with Article 83 of the Company's Articles of Association Mr. Julius Tichelaar retires by rotation. Being eligible, the Director offers himself for re-election.
 - b. In accordance with Article 83 of the Company's Articles of Association Ms. Christine Glover retires by rotation. Being eligible, the Director offers herself for re-election.
3. To approve Directors' fees for the year ended 31 December 2024.
4. To approve Messrs KPMG's remuneration for the year ended 31 December 2024.
5. To appoint KPMG as the Company's Auditors until the next Annual General Meeting.

SPECIAL BUSINESS

SPECIAL RESOLUTION

1. Share Buy Back

To consider, and if deemed fit, to pass, with or without modification, the resolution set out below:

"That the Company, being duly authorised thereto by Article 10 of its Articles of Association, may undertake general repurchases by way of open market transactions on the Zimbabwe Stock Exchange ("ZSE") of any of its own ordinary shares in such manner or on such terms as the directors may from time to time determine provided that:

- a. the maximum number of shares authorised to be acquired is no more than 10% of the Company's ordinary issued share capital.
- b. for each share, the minimum price shall not be lower than the nominal value of the Company's shares and the maximum price that may be paid is 5% above the weighted average market price for the ordinary shares in the Company as derived from the Zimbabwe Stock Exchange (ZSE) Daily Price Sheet for the five business days immediately preceding the date on which such ordinary shares are contracted to be purchased.
- c. the authority in terms of this special resolution shall unless renewed prior to such time, expire on the first anniversary of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever is later, save that the Company, may before such expiry, enter into a contract or contracts to purchase its ordinary shares which would or might be completed wholly or partly after the expiry and may purchase its ordinary shares in pursuance of such contract or contracts."

Notes:

1. A member of the company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the company.
2. A Special Resolution is required to be passed by a majority of seventy-five per cent of those present and voting (including proxy votes), representing not less than twenty-five per cent of the total number of votes in the Company.

3. Please be advised that the 2024 Annual Report can be accessed on the company's website: www.nmbz.co.zw. Electronic copies of the 2024 Annual Report (which includes the financial statements, Directors' and Auditors' Report) shall be emailed to those shareholders whose email addresses are on record.

By Order of the Board



MRS V. T. MUTANDWA
COMPANY SECRETARY
03 April 2025

NMBZ HOLDINGS LIMITED ANNUAL GENERAL MEETING PROXY FORM



I / We

Of

Being a member of NMBZ HOLDINGS LIMITED and entitled to vote, hereby appoint

.....

Of

Or failing him

Of

As my/our proxy to vote on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Wednesday 15 May 2024 at 1500 hours and at any adjournment thereof.

Signed this day of 2024

Signature of member

Note:

In terms of section 171 of the Companies and Other Business Entities Act [Chapter 24:31] a member of the Company is entitled to appoint one or more proxies to act in the alternative as his or her proxy and to attend, vote and speak in his / her stead. A proxy need not be a member of the Company.