

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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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: 05 March 2021



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["**ZANACO**" or "**the Bank**" or "**the Company**"]

CIRCULAR AND NOTICE TO SHAREHOLDERS OF GENERAL MEETING

Circular

Shareholders are hereby informed that a circular has been issued by Zanaco Plc relating to the company's intention to enter into a Value Creation and Contribution Agreement with its Material Institutional Shareholders.

The Circular containing the EGM notice and Proxy Form will be distributed to shareholders via email on 10th March 2021 and will be posted to shareholders on 10th March 2021.

The Circular can also be accessed from 08:00 hrs on 10th March 2021 to 09:00 hrs on 31st March 2021 on the Zanaco website through the following link: <https://zanacoinvestor.com/> or at the Front Desk/Reception at Zanaco Plc Head Office along Cairo Road, Lusaka.

Notice to Shareholders of Extraordinary General Meeting

This notice is issued in accordance with Section 59 of the Companies Act no 10 of 2017 of the Laws of Zambia.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the fully paid-up members of Zambia National Commercial Bank Plc, will be held on Wednesday 31st March 2021 commencing at 09:00 hours to consider the Arise BV, IDC and NAPSA and Zanaco Plc Framework Agreement. The EGM proceedings will be conducted through the Zoom electronic platform.

All Shareholders are therefore encouraged to participate in the EGM proceedings through using the Zoom video link provided below.

https://us02web.zoom.us/webinar/register/WN_th3Q6tRPS9S9IzQiMipemw

The Meeting is convened to transact the following:

- 1. Call to order, tabling of proxies and announcement regarding quorum.**
- 2. Presentation on the proposed Framework Agreement**
- 3. Shareholder voting on the proposed Framework Agreement**
- 4. Closure of Meeting**

Resolution to be considered during the Extraordinary General Meeting

- 1. Resolution 1- Approval of the Framework Agreement**

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_th3Q6tRPS9S9IzQiMipemw

- 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 10th March 2021 and automatically close at the commencement of the Meeting on Wednesday 31st March at 09:00 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 Extraordinary General Meeting in order to vote on the resolution.
- f) To fully participate in the Extraordinary 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 05 March 2021

Lusaka Securities Exchange Sponsoring Broker



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Stockbrokers Zambia Limited (SBZ) is a founder member of the Lusaka Securities Exchange and is regulated by the Securities and Exchange Commission of Zambia

First Issued on 05 March 2021