

SENS ANNOUNCEMENT

(the “Announcement”)

ISSUER



Zambia Bata Shoe Company PLC.

Incorporated in the Republic of Zambia

Company registration number 2557

Share Code: BATA

ISIN: ZM0000000102

BROKER



Pangaea Securities Limited

[a member of the Lusaka Securities Exchange]

Regulated and Licensed by the Securities and Exchange Commission Zambia

Telephone Number: +260 211 220707 | Website: www.pangaea.co.zm

AUTHORISATION

Approval for this Announcement has been granted by:

- The Lusaka Securities Exchange
- The Securities and Exchange Commission Zambia
- Zambia Bata Shoe Company PLC.

DISCLAIMER AND RISK WARNING

The 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 ON: 1st July 2025



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NOTICE OF THE 62nd ANNUAL GENERAL MEETING

Notice is hereby, given that the **Annual General Meeting** of the **shareholders** of **Zambia Bata Shoe Company PLC** (the “**Company**”) will take place at Neelkanth Sarovar Premiere Hotel, Lusaka on 29th of July 2025 at 10.00AM to consider the following agenda:

1. **Confirmation of Quorum**
2. **Adoption of Agenda:**
To adopt or vary this proposed agenda.
3. **Minutes:**
To approve and adopt minutes of the 61st Annual General Meeting held on the 4th of July 2024 and any matters arising thereto.
4. **Board Chairman and Directors’ Report:**
To review and adopt Chairman and Directors Report of the year ended 31st December 2024.
5. **Financial Statements:**
 - i. To receive the report of the Directors and audited accounts for the year ended 31st December 2024; and
 - ii. To adopt the report of the Chairman and Directors and audited accounts for the year ended 31st December 2024
6. **Appointment of Auditors**
To appoint auditors for the year ending 31st December 2025 and to authorize the Board to determine their remuneration.
7. **Approval of Dividend**
To consider and if approved, declare a dividend for the year ended 31st December 2024.
8. **Reappointment of Directors**
To re-elect the directors retiring in accordance with the provisions of the company's articles of association.
9. **Directors Remuneration**
To authorize the Board to approve the Directors' remuneration for the year ending 31st December 2024.

10. Consideration of Resolution on Royalty Agreement

- i. **Resolution 1 (Ordinary Resolution):** Approval of the royalty agreement between Zambia Bata Shoe Company PLC and Bata Brands SA (the “**Royalty Agreement**”). Approval for the execution of the proposed Royalty Agreement between the Company and Bata Brands SA which entails an adjustment in the royalty fee from 4% to 5.5% on the net sales for a period of one year from 1st January 2025 to 31st December 2025, enabling the Company to continue utilizing the Bata Brand and realising associated benefits thereof.
- ii. **Resolution 2 (Ordinary Resolution):** Directors’ authority to give effect to the Royalty Agreement. Approval for the directors of the Company to have the authority to execute the Royalty Agreement on behalf of the Company and to execute any and all documents, instruments and agreements necessary or incidental to the implementation and enforcement of the Royalty Agreement. This authority includes, but is not limited to the execution, delivery and performance of any amendments, supplements or modifications to the Royalty Agreement as may be deemed necessary.

11. Other Business

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

Note: A member is entitled to appoint one or more proxies to attend speak and vote in his or her stead. A proxy need not be a member of the Company. Proxies must be lodged using the following email address: info@amicuscorporate.co.zm within 48 hours before the time fixed for the meeting. Members who wish to attend online can register by sending their details to info@amicuscorporate.co.zm before the date of the AGM.

BY ORDER OF THE BOARD
AMICUS CORPORATE SERVICES
Company Secretary

Sponsoring Broker:



Pangaea Securities Limited
(Member of the Lusaka Securities Exchange)
(Regulated by the Securities and Exchange Commission)

Tel: +260 (211) 220 707 or 238 709 / 16 Fax +260 (211) 220 925
Pangaea Office Park, 1st Floor, Great East Road, P.O. Box 30163 Lusaka, Zambia

First Issued: 1 July 2025

ANNEXURE V: FORM OF PROXY**Zambia Bata Shoe Company PLC - Form of Proxy**

I/We,			
Of			
Being a member/s of and the registered holder/s of..... shares in the above named Company, hereby appoint:			
of	Or, in his/her absence, the Chairman of the Company		
As my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the 29 th July 2025.			
And at any adjournment of that meeting.			
In favour of/against	In Favour	Against	Abstain
Resolution 1 (Ordinary Resolution): Approval of the Royalty Agreement between Zambia Bata Shoe Company PLC (“Bata Zambia” or the “Company”) and Bata Brands SA (the “Royalty Agreement”). Approval for execution of the new proposed Royalty Agreement with Bata Brands SA at a monthly royalty fee of 5.5% on the net sales, less 5% of the sales by Zambia Bata Shoe Company of third party branded products during the year, enabling Zambia Bata Shoe Company to continue utilizing the Bata Brand and realizing associated benefits thereof.			
Resolution 2 (Ordinary Resolution): Directors Authority to give effect to the Royalty Agreement Approval for the Directors' authority to execute all necessary documents on behalf of the Company to give effect the Royalty Agreement.			
Unless otherwise instructed, the proxy will vote as he/she thinks fit			
Signed:			
Name:			
Date:			
Witness by:	Signature:		
Name:			
Address:			

Instructions to Shareholders:

- i. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided, with or without deleting "the chairman of the general meeting". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow. Any such proxy, who need not be a shareholder of the Company, is entitled to attend, speak and vote on behalf of the shareholder;
- ii. A proxy is entitled to one vote on a show of hands and, on a poll, one vote for each share held. A shareholder's instructions to the proxy must be indicated in the appropriate spaces;
- iii. If a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against any resolution or to abstain from voting or gives contradictory instructions, or should any further resolution/s or any amendment/s which may be properly put before the AGM be proposed, the proxy shall be entitled to vote as he/she thinks fit;
- iv. This form of proxy must be received by the Company Secretary at the registered head office, Plot No. 6437, Mukwa Road, Lusaka, within 48 hours of the time appointed for holding the AGM;
- v. Documentary evidence establishing the authority of the person signing the proxy in representative capacity must be attached hereto unless previously recorded by the Company's transfer secretaries;
- vi. The completion and lodging of this form of proxy will not preclude a shareholder from attending the EGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms of this proxy form;
- vii. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies; and
- viii. The Chairman of the meeting may accept or reject any form of proxy, which is completed and/or received other than in accordance with these notes.