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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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The definitions and interpretations commencing on page 8 of this circular (“**Circular**”) apply throughout this Circular, including this cover page (unless specifically defined where used or the context indicates a contrary intention).

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The shareholders of Standard Chartered Bank Zambia Plc (“**SCBZ**”) and market participants, are referred to the cautionary announcements issued on 27 November 2024 and the subsequent updates, the latest being that on 29 October 2025, in which the Board of Directors informed shareholders and the market that the SCBZ had entered into an agreement (“**Agreement**”) with First National Bank Zambia Limited (“**FNBZ**”) for the sale of its wealth and retail banking (“**WRB**”) business.

This Circular has been prepared to outline the relevant financial and technical information required to ensure shareholders have sufficient information to vote on the proposed sale of the WRB business at the extraordinary general meeting (“**EGM**”).

The purpose of this Circular is to provide comprehensive details regarding the transaction, including the strategic rationale behind the sale, the terms and conditions of the Agreement, and the anticipated impact on SCBZ’s operations and financial position. Additionally, this Circular aims to address any concerns or queries shareholders may have and to guide them through the necessary steps to participate in the decision-making process.

Key points covered in this Circular include:

- **Strategic Rationale:** Explanation of the reasons behind the decision to sell the WRB business, including the alignment with SCBZ’s long-term strategic goals and the anticipated benefits for shareholders.
- **Transaction Details:** A detailed overview of the terms and conditions of the Agreement, including the sale price, payment terms, and conditions precedent to the completion of the sale.
- **Application of Sale Proceeds:** Information on the intended use of the sale proceeds.
- **Financial Implications:** Analysis of the financial impact of the sale on SCBZ, including expected changes to the balance sheet, income statement, and key financial ratios.
- **Operational Impact:** Discussion on how the sale will affect SCBZ’s remaining operations, including any changes to the company’s structure, staffing, and service offerings.
- **Regulatory Approvals:** Information on the required regulatory approvals for the transaction and the status of these approvals.
- **Directors Recommendations:** The Directors opinion on the fairness of the Transaction and their recommendation to shareholders on how to vote.

This Circular has been prepared to ensure that shareholders are fully informed and are able to make a considered decision regarding the proposed sale of the WRB business at the EGM.

**Action Required:**

1. **Review the Circular:** Shareholders are directed to page 5 of this Circular, which outlines the necessary actions required regarding the EGM. Full details of the EGM are provided within this Circular.
2. **Seek Professional Advice:** If you are uncertain about the actions you need to take, we strongly recommend consulting with your broker, bank manager, legal advisor, accountant, or another professional advisor to ensure you make informed decisions.
3. **Forwarding the Circular:**
  - a) If you have sold all your SCBZ shares, please forward this Circular and the accompanying Form of Proxy to the broker, banker, or agent through whom you disposed of your shares.
  - b) Note that this Circular should not be forwarded or transmitted to any person in any territory other than Zambia unless it is lawful to distribute the Circular in such territory.



standard  
chartered

# STANDARD CHARTERED BANK ZAMBIA PLC

Incorporated in the Republic of Zambia

Company registration number: **6525**

Share Code: **SCZ**

ISIN: **ZM0000000094**

("SCBZ" or "the Company")

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## CIRCULAR TO SHAREHOLDERS

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### Regarding:

- The sale of SCBZ's wealth and retail banking ("**WRB**") business, which comprises, among other things, ZMW 1.6 billion of loans and advances, ZMW 5.2 billion customer deposits, ZMW 3.8 billion wealth assets under management (with such balances as at 30 June 2025, which are subject to change as at Completion), automated teller machines, cash deposit machines, property assets including branches and offices, and in scope WRB employees (who have accepted an offer of employment from First National Bank Zambia Limited ("**FNBZ**"), to FNBZ (the "**Transaction**").

### and enclosing:

- a notice convening an **extraordinary general meeting ("EGM")** for the Shareholders to consider the proposed Transaction (the "**EGM Notice**"); and
- a form of proxy to be filled by Shareholders and submitted to SCBZ before the stipulated time of holding the EGM (the "**Form of Proxy**").

### Sponsoring Broker



**Stockbrokers Zambia Ltd**

### Independent Reporting Accountant



**BDO Zambia**

### Legal Advisor



**MOIRA Legal Practitioners**

### International Legal Advisor

**A&O SHEARMAN**

**A&O Shearman**

### Transfer Secretary



**Corpserve Transfer Agents**

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**Date of Issue: 1 December 2025**

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*This Circular is available in English only. Copies of this Circular may be obtained from the Sponsoring Broker and the Transfer Secretary, whose addresses are set out in the "Corporate Information and Advisors" section of this Circular and will be available during normal business hours from 1 December 2025 to 16 December 2025. The Circular will also be available in electronic form from the LuSE's website ([www.LuSE.co.zm](http://www.LuSE.co.zm)) and the SBZ's website ([www.sbz.com.zm](http://www.sbz.com.zm)) from 1 December 2025.*

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**Company's Registered Address**

Standard Chartered Bank Zambia Plc  
5<sup>th</sup> Floor, Standard Chartered House,  
Stand no. 4642,  
Corner of Mwaimwena Road and Addis Ababa Drive  
Lusaka, Zambia

**Sponsoring Broker**

Stockbrokers Zambia Limited  
36 Mwapona Road  
Woodlands  
P.O. Box 38956  
Lusaka, Zambia

**Legal Advisor**

MOIRA Legal Practitioners  
2nd Floor Zep-Re Business Park Alick Nkhata Road  
Mass Media  
P.O. Box 50066 Ridgeway  
Lusaka, Zambia

**International Legal Advisor**

A&O Shearman  
One Bishops Square  
London, E1 6AD  
England

**Company Secretary**

Doris Tembwe  
5<sup>th</sup> Floor, Standard Chartered House,  
Stand no. 4642,  
Corner of Mwaimwena Road and Addis Ababa Drive  
Lusaka, Zambia

**Independent Reporting Accountant**

BDO Zambia  
The Gallery Office Park  
Lagos Road, Rhodes Park  
P.O. Box 35139  
Lusaka, Zambia

**Transfer Secretary**

Corpserve Transfer Agents Limited  
6 Mwaleshi Road  
Olympia Park  
Lusaka, Zambia

## ACTION REQUIRED BY SCBZ SHAREHOLDERS

The Definitions and Interpretations commencing on page 8 of this Circular apply throughout this Circular and to this section.

This Circular is important and requires your immediate attention.

### COURSES OF ACTION

#### **Please take careful note of the following provisions regarding the action required by the Shareholders:**

This Circular is important and requires your immediate attention. Please take careful note of the following provisions regarding the action required by the Shareholders.

If you are in any doubt as to the action you should take in relation to this Circular, please consult your stockbroker, banker, legal advisor, accountant, or other professional advisor immediately. If you have disposed of all your SCBZ shares, then this Circular, together with the accompanying Form of Proxy should be forwarded to the stockbroker, banker, or agent through whom you disposed of such shares except that this Circular should not be forwarded or transmitted by you to any person in any territory other than Zambia unless the Circular can lawfully be distributed to such person or in such territory.

#### **Contents of Circular**

This Circular contains information relating to the Transaction.

#### **The EGM**

The implementation of the proposed Transaction is subject to the Shareholders passing the requisite resolutions set out in the EGM Notice. The EGM has been convened in terms of the EGM Notice commencing on page 86 of this Circular for consideration by the Shareholders, and, if deemed fit, passing, with or without modification, the resolutions necessary to approve and implement the Transaction. The EGM will be held in person at Standard Chartered House, Fourth Floor, Stand No. 4642, Corner of Mwaimwena Road and Addis Ababa Drive, Lusaka, Zambia and virtually via video conferencing on the following link <https://eagm.corpservicezambia.com.zm/eagm/> at 10:00 hrs on 17 December 2025.

#### **Presentation at the EGM**

A presentation explaining the salient features and the rationale for the Transaction will be made to the Shareholders at the EGM. Shareholders will be accorded the opportunity to seek clarity regarding the Transaction, if required.

## IMPORTANT INFORMATION

The definitions as set out in the “**DEFINITIONS AND INTERPRETATIONS**” Section of this Circular apply to this section regarding important information.

No person has been authorised by SCBZ to give any information or to make any representation not contained in or not consistent with this Circular or any other information supplied in connection with the Transaction. If given or made, such information or representation must not be relied upon as having been authorised by SCBZ, the Sponsoring Broker, the Independent Reporting Accountant, the Legal Advisors, or the Transfer Secretary. The delivery of this Circular shall not create any implication that there has been no change in the affairs of SCBZ since the date of the publication of this Circular, or that any other financial statement or other information supplied in connection with the Circular is correct at any time after the date indicated in the document containing the same.

The distribution of this Circular in certain jurisdictions may be restricted by law. Persons into whose possession this Circular comes are required by SCBZ, the Sponsoring Broker, the Independent Reporting Accountant, the Legal Advisors, and the Transfer Secretary to inform themselves about and to observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

### Market and industry data

Market and other statistical information used throughout this Circular are based on independent industry publications, government publications, or other published independent sources. Although SCBZ believes these sources are reliable, the Company has not verified the information independently and cannot guarantee its accuracy and completeness.

### Forward-looking statements

This Circular includes certain “forward-looking information”. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: SCBZ’s strategy; financial results, growth prospects and outlook of SCBZ’s operations, individually or in the aggregate; SCBZ’s liquidity and financial position; and the outcome and consequences of any pending litigation proceedings. These forward-looking statements are not based on historical facts, but rather reflect SCBZ’s current expectations concerning future results and events and generally may be identified using forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or similar words and phrases. Similarly, statements that describe SCBZ’s objectives, plans or goals are or may be forward-looking statements.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause SCBZ’s actual results, performance, or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by these forward-looking statements. Although SCBZ believes that the expectations reflected in these forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct.

The Shareholders should carefully review all information, including the pro forma financial statements and the notes to the pro forma financial statements, included in this Circular. The forward-looking statements included in this Circular are made only as of the Last Practicable Date. The delivery of this Circular does not at any time imply that the information contained herein is correct at any time after the Last Practicable Date or that any other information supplied in connection with this Transaction is correct as of any time after the date indicated in the document containing the same.

SCBZ undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Circular or to reflect the occurrence of unanticipated events. All forward-looking statements in this Circular and all subsequent written and oral forward-looking statements attributable to SCBZ or any person acting on its behalf have not been reviewed and reported on by SCBZ’s auditors in accordance with ISAE 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information included in a prospectus.

## SALIENT DATES AND TIMES

Announcement relating to the issue of the Circular released on SENS on	29 October 2025
Announcement relating to the issue of the Circular published in the press on	29 October 2025
EGM Notice posted to the Shareholders on	26 November 2025
Circular posted to the Shareholders on	1 December 2025
Last day to lodge Forms of Proxy for the EGM with the Transfer Secretary, by no later than 10:00. (Forms of Proxy not lodged with the Company or the Transfer Secretary in time may be handed to the chairperson of the EGM immediately before the commencement thereof)	17 December 2025
The EGM of the Shareholders	17 December 2025
Results of the EGM released on SENS on	18 December 2025
Results of the EGM published in the press on	19 December 2025

### Notes:

All times referred to in this Circular are Zambian times.

The above dates and times are subject to amendment. Any material variation of the above dates and/or times will be published in the local press.

### QUERIES

If you have any questions on any aspects of this Circular, please contact your legal advisor or other professional advisors, or the Sponsoring Broker at the contact details below:

**Stockbrokers Zambia Limited**

Tel: +260 211 232 456

Email: [advisory@sbz.com.zm](mailto:advisory@sbz.com.zm)

## DEFINITIONS AND INTERPRETATIONS

The following definitions apply throughout this Circular, unless otherwise stated or the context requires otherwise. In this Circular, unless otherwise indicated, the words or phrases in the left-hand column bear the meaning stipulated in the right-hand column. Words in the singular shall include the plural and vice versa, words importing natural persons shall include juristic persons (whether corporate or unincorporated and vice versa) and words in the masculine shall import both the feminine and neuter.

<b>“AEOI Requirements”</b>	Any requirement pursuant to the U.S. Foreign Account Tax Compliance Act, by virtue of an intergovernmental agreement between the United States of America and Zambia;
<b>“Agreed Deposits Value”</b>	USD 198,831,693, being the Customer Deposit Amount as at 31 December 2024, converted into USD;
<b>“Agreement”</b>	The business sale agreement entered into on 29 October 2025 between FNBZ and SCBZ regarding the Transaction;
<b>“Annual Report”</b>	The corporate document disseminated to Shareholders that spells out SCBZ’s financial condition and operations for the year ended 31 December 2024;
<b>“Articles”</b>	The articles of association of SCBZ;
<b>“Assets”</b>	<p>The assets as at 11:59 pm on the Completion Date sold by SCBZ to FNBZ under the Agreement and described below, as set out in the Completion Statement, including:</p> <ul style="list-style-type: none"> <li>• all claims, rights and benefits (including all related security rights) (subject to the burden) arising from or associated with the Customer Agreements (including Customer Receivables, Customer Accounts, Written-Off Loans, Blocked Accounts, Dormant Accounts and Unclaimed Accounts);</li> <li>• all claims, rights and the benefit (subject to the burden) arising from or associated with the Properties (including the Leases);</li> <li>• all claims, rights and the benefit (subject to the burden) arising from or associated with the Security Instruments;</li> <li>• the ATMs and the CDMs;</li> <li>• the Cash in Transit;</li> <li>• the Business Records;</li> <li>• the rights and the benefits arising from or associated with the Ongoing Proceedings;</li> <li>• any other assets as agreed in writing between SCBZ and FNBZ prior to Completion; and</li> <li>• any other assets reflected in the Completion Statement,</li> </ul> <p>in each case, other than the Excluded Assets;</p>
<b>“Assets Value”</b>	The aggregate value of the Assets, excluding the Goodwill Asset, less Provisions, as at 11:59pm on the Completion Date;
<b>“Assumed Liabilities”</b>	<p>This means:</p> <ul style="list-style-type: none"> <li>• all Liabilities arising from or associated with the Customer Agreements (including Customer Receivables, Customer Accounts, Blocked Accounts, Dormant Accounts, Unclaimed Accounts and Customer Deposit Amounts);</li> <li>• all Liabilities arising from or associated with the Bank Drafts;</li> <li>• all Liabilities arising from or associated with the Security Instruments;</li> <li>• all Liabilities arising from or associated with the ATMs or the CDMs;</li> <li>• all Liabilities arising from or associated with the Cash in Transit;</li> <li>• all duties, obligations and Liabilities arising from or associated with the Properties and the Leases;</li> </ul>



	<ul style="list-style-type: none"> <li>all Liabilities arising from or associated with the Ongoing Proceedings;</li> <li>any other liabilities as agreed in writing between SCBZ and FNBZ prior to Completion;</li> <li>any other liabilities reflected in the Completion Statement; and</li> <li>the Liabilities relating to the Transferring Employees arising from the employment agreements concluded between FNBZ and each Transferring Employee as contemplated in the Agreement,</li> </ul> <p>in each case, excluding the Excluded Liabilities.</p>
<b>“ATMs”</b>	The automated teller machines owned by SCBZ and used in the Business;
<b>“Balancing Asset”</b>	Cash or cash equivalents in an amount equal to the amount, if any, by which the Liabilities Amount exceeds the Assets Value;
<b>“Bank Draft”</b>	Any cheque issued (but not cashed) prior to Completion by the SCBZ at the request of a Customer;
<b>“Bank of Zambia”</b>	The Central Bank of the Republic of Zambia, established under the Bank of Zambia Act No. 5 of 2022, responsible for formulating and implementing monetary policy, regulating financial institutions, issuing currency, managing foreign exchange and ensuring the stability of the financial system within Zambia;
<b>“Bank of Zambia Condition”</b>	The written approval from the Bank of Zambia for the Transaction in accordance with Section 30 of the Banking Act, to be obtained by SCBZ;
<b>“Banking Act”</b>	The Bank and Financial Service Act No. 7 of 2017;
<b>“BDO Zambia”</b>	BDO Zambia Limited, a company registered in the Republic of Zambia with registered office The Gallery Office Park, Lagos Road, Rhodes Park, PO Box 35139, Lusaka, Zambia;
<b>“Blocked Account”</b>	Any Customer Account which, as at Completion, is blocked (in whole or in part) by reason of any of SCBZ’s policies and procedures, Law, order or ruling of a court (including a public prosecutor), governmental authority (whether national or foreign, including multinational and supranational authorities) or Tax Authority, or by reason of any other binding embargo, or of SCBZ being notified that the relevant Customer is deceased;
<b>“Board of Directors”</b>	The board of directors of SCBZ;
<b>“Bonus Shares”</b>	416,745,250 new fully paid-up ordinary shares of SCBZ of ZMW 0.25 each in the share capital of SCBZ proposed to be issued to Shareholders.
<b>“Bonus Share Issue”</b>	The proposed capitalisation of ZMW 104,186,312.50 standing to the credit of SCBZ’s reserves to be applied in paying up the Bonus Shares in full, which is subject to shareholder approval at the EGM, and which will be effected on the basis of one new Bonus Share for every four SCBZ ordinary shares.
<b>“Business”</b>	The WRB business carried on by SCBZ in Zambia as at 11:59 pm on the Completion Date, comprising the Assets and the Assumed Liabilities, but excluding any business or arrangements booked to the balance sheet or income statement of any other member of SCBZ’s Group;
<b>“Business Day”</b>	A day (other than a Saturday or Sunday) on which banks are generally open in London, England, Lusaka, Zambia and Johannesburg, South Africa, for normal business;
<b>“Business Records”</b>	The Customer Records and the Employee Records;
<b>“Cash Component”</b>	Cash, in the currency determined with reference to the carrying value of the assets in the Business, in an amount, if any, by which the Assets Value exceeds the Liabilities Amount;
<b>“Cash in Transit”</b>	In respect of the Business, cash in the CDMs, the ATMs and in transit from the Business’ cash suppliers as at Completion;
<b>“CDMs”</b>	The cash deposit machines owned by SCBZ and used in the Business as at 11:59 pm on the Completion Date;
<b>“CIB”</b>	Corporate and investment banking;

<b>“CIB Business”</b>	The corporate and investment banking business carried on by SCBZ or any member of SCBZ's Group;
<b>“Circular” or “Document”</b>	This Circular to SCBZ Shareholders which sets out the details of the proposed Transaction;
<b>“Closed Accounts”</b>	The accounts relating to Customer Agreements that have been terminated prior to Completion;
<b>“COMESA Commission”</b>	The COMESA Competition Commission, established under the COMESA Competition Regulations, 2004, as the regional competition authority responsible for promoting fair competition, preventing anti-competitive practices, regulating mergers and acquisitions, and protecting consumer welfare within the Common Market for Eastern and Southern Africa member states;
<b>“Companies Act”</b>	The Companies Act No. 10 of 2017 of the laws of Zambia;
<b>“Completion”</b>	The completion of the sale and purchase of the Business (comprised of the Assets and Assumed Liabilities) in accordance with the Agreement;
<b>“Completion Date”</b>	<p>The date determined for Completion by the Bank of Zambia, which date SCBZ and FNBZ will submit for approval to the Bank of Zambia:</p> <ul style="list-style-type: none"> <li>the second Friday of the calendar month which immediately follows the calendar month in which the Joint Programme Management Office has determined that both the FNBZ KYC Information process has been completed and the legal obligations of SCBZ and FNBZ regarding transferring Employees have been satisfied (or if that date does not fall on a Business Day, the first Business Day which is a Friday which immediately follows that date); or</li> <li>such other time as SCBZ and FNBZ may agree in writing,</li> </ul> <p>(in each case, subject to the agreement of the Bank of Zambia);</p>
<b>“Completion Deposits Value”</b>	The Customer Deposit Amount as at the Completion Date, converted into USD;
<b>“Completion Employee List”</b>	The updated list of the individuals who are employed by SCBZ solely in the Business at the Completion Date, delivered by SCBZ to FNBZ;
<b>“Completion Statement”</b>	The completion statement to be prepared in the same form as agreed by SCBZ and FNBZ in the Agreement;
<b>“Conditions”</b>	<p>This means:</p> <ul style="list-style-type: none"> <li>the Bank of Zambia Condition;</li> <li>written unconditional approval of the Transaction by the COMESA Commission, to be obtained jointly by SCBZ and FNBZ;</li> <li>the Shareholder Condition; and</li> <li>the SEC Condition;</li> </ul>
<b>“Consideration”</b>	<p>The consideration for the purchase of the Assets and the Balancing Asset (if any) will be the assumption of the Assumed Liabilities plus payment of an amount equal to the aggregate of:</p> <ul style="list-style-type: none"> <li>the Goodwill Asset; plus</li> <li>the Cash Component (if any);</li> </ul>
<b>“Contracts”</b>	Vendor contracts in the name of SCBZ;
<b>“Corpserve” or “Transfer Secretary”</b>	The private company incorporated under the Companies Act No. 10 of 2017 of the laws of Zambia, providing share transfer secretarial services to companies quoted and listed on the LuSE;
<b>“CSD”</b>	The Central Securities Depository maintained by the LuSE;
<b>“Customer Accounts”</b>	Accounts relating to the Customer Agreements, held by SCBZ for Customers as at Completion but excluding the accounts of Non-Transferred Customers;

<b>“Customer Agreements”</b>	All agreements, application forms and associated terms and conditions issued by SCBZ and accepted by a Customer prior to Completion in connection with the Business, in effect as at Completion but excluding the Customer Agreements of any Non-Transferred Customer;
<b>“Customer Deposit Amount”</b>	The aggregate value of the balances of each Customer Account (in the relevant currencies), excluding Unclaimed Accounts, held by SCBZ in connection with the Business;
<b>“Customer Receivables”</b>	<p>This includes:</p> <ul style="list-style-type: none"> <li>• all of SCBZ 's claims, whether existing, future or potential, against Customers in connection with the Business, arising from the Customer Agreements, including term loans, credit lines, open current accounts, credit cards, small to medium enterprise loans, and in particular, any closing debit balance, overdrafts and other credit facilities of any type and form and any security interest granted in favour of SCBZ (such as the Security Instruments) in relation to the foregoing;</li> <li>• any debts, indebtedness or other sums due, owing or payable to SCBZ by Customers in connection with the Business at Completion (but excluding any right to repayment of Tax);</li> <li>• any debts or other sums which become due or payable to SCBZ by Customers after Completion in connection with services performed in connection with the Business prior to Completion (but excluding any right to repayment of Tax);</li> <li>• any interest payable on the debts or other sums set out above; and</li> <li>• the benefit of all securities, guarantees, indemnities and rights relating to those debts or other sums in favour of SCBZ due from Customers;</li> </ul>
<b>“Customer Records”</b>	<p>The files, registers, documents and correspondence of SCBZ (wherever situated and whether recorded in computerised form or otherwise), which are in existence as at 11:59 pm on the Completion Date, to the extent they:</p> <ul style="list-style-type: none"> <li>• are used exclusively in relation to or in connection with the Business;</li> <li>• record know your-client information regarding Customers (including information obtained for purposes of AEOI Requirements);</li> <li>• contain Customer personal information, Customer product or Customer account information; or</li> <li>• relate to Customers as at such time and insofar as they relate to the Assets and Assumed Liabilities (including, for the avoidance of doubt, any information relating to direct debits and standing orders which relate to Assets and Assumed Liabilities),</li> </ul> <p>(Records), but excluding:</p> <ul style="list-style-type: none"> <li>• Tax, accounting and insurance records of SCBZ or any other member of SCBZ 's Group;</li> <li>• records relating to accounts or agreements with customers who are Non-Transferred Customers;</li> <li>• all emails related to the Business, whether in electronic or physical form;</li> <li>• records in electronic form, to the extent not documenting a transaction of a Customer;</li> <li>• records used in connection with the Excluded Assets or Excluded Liabilities;</li> <li>• information contained on end-user computing, local hard drives or networked locations identified as end-user personal storage locations; and</li> <li>• any systems data or Records which, as at Completion, are older than 10 years;</li> </ul>
<b>“Customers”</b>	Customers of the Business, but excluding, as from the Completion Date, the Non-Transferred Customers;
<b>“Data Protection Act”</b>	The Zambia Data Protection Act No 3 of 2021;
<b>“Deposit”</b>	The amount of USD 4,690,000;

<b>“Directors”</b>	The executive and non-executive directors of the Board of Directors;
<b>“Dormant Account”</b>	A Customer Account which, as at Completion, has not had any customer-initiated activity for a continuous period of 12 months prior to the Completion Date;
<b>“Earnings Per Share” or “EPS”</b>	The amount of income earned during a period per share of common stock;
<b>“EGM”</b>	The <b>Extraordinary General Meeting</b> of Shareholders to be held in person at Standard Chartered House, Fourth Floor, Stand no. 4642, Corner of Mwaimwena Road and Addis Ababa Drive, Lusaka, Zambia and virtually via video conferencing on the following link: <a href="https://eagm.corpservicezambia.com.zm/eagm/">https://eagm.corpservicezambia.com.zm/eagm/</a> at 10:00 hrs on 17 December 2025;
<b>“EGM Notice”</b>	A notice of the EGM convening the Shareholders to consider the proposed Transaction, in the form enclosed to this Circular;
<b>“Employees”</b>	The individuals employed by SCBZ solely in the Business and identified in the Signature Date Employee List and the Completion Date Employee List, respectively;
<b>“Employee Records”</b>	<p>The files, registers, documents and correspondence of SCBZ (wherever situated and whether recorded in computerised form or otherwise), which are in existence as at 11:59 pm on the Completion Date, to the extent they relate solely to an Employee, each of which are used exclusively in relation to or in connection with the Business (HR Records), but excluding:</p> <ul style="list-style-type: none"> <li>• Tax, accounting and insurance records of SCBZ or any other member of SCBZ's Group;</li> <li>• HR Records to the extent relating to Former Employees or any employees of SCBZ whose employment shall not transfer to FNBZ pursuant to the Agreement;</li> <li>• all emails related to the Business, whether in electronic or physical form;</li> <li>• HR Records used in connection with the Excluded Assets or Excluded Liabilities;</li> <li>• information contained on end-user computing, local hard drives or networked locations identified as end-user personal storage locations; and</li> <li>• any data older than 10 years;</li> </ul>
<b>“Employment Code”</b>	The Employment Code Act No 3 of 2019 (as may be amended from time to time);
<b>“Encumbrance”</b>	Any option, right to acquire, mortgage, charge, pledge, lien or other form of security or encumbrance and any agreement to create any of the foregoing;
<b>“Estimated Assets Value”</b>	SCBZ's reasonable estimate, made in good faith, of the Assets Value;
<b>“Estimated Balancing Asset”</b>	SCBZ's reasonable estimate, made in good faith, of the Balancing Asset;
<b>“Estimated Cash Component”</b>	SCBZ's reasonable estimate, made in good faith, of the Cash Component;
<b>“Estimated Liabilities Amount”</b>	SCBZ's reasonable estimate, made in good faith, of the Liabilities Amount;
<b>“Excluded Assets”</b>	<p>The assets of SCBZ that are not sold or transferred to FNBZ pursuant to the Agreement, comprising:</p> <ul style="list-style-type: none"> <li>• the Excluded Tax Receivables;</li> <li>• the benefit of any Closed Account;</li> <li>• the benefit of any Customer Agreement that becomes an Excluded Asset;</li> <li>• all claims, rights and the benefit (subject to the burden) arising from or associated with any Contracts;</li> <li>• any Leases that become Excluded Assets;</li> <li>• the benefit of any intra-group service agreements; and</li> </ul>

	<ul style="list-style-type: none"> <li>the benefit of any Group Agreements, all as at the Completion Date;</li> </ul>
<b>“Excluded Liabilities”</b>	<p>The liabilities of SCBZ that are not Assumed Liabilities, comprising:</p> <ul style="list-style-type: none"> <li>the Excluded Litigation Liabilities;</li> <li>the Excluded Tax Liabilities;</li> <li>the burden of any Closed Account;</li> <li>the burden of any Customer Agreement that becomes an Excluded Liability;</li> <li>the burden of any Contract;</li> <li>the burden of any Lease that becomes an Excluded Liability;</li> <li>the burden of any intra-group service agreements;</li> <li>the burden of any Group Agreements;</li> <li>all Employee Costs and Employee Liabilities, including any pensions Liabilities arising out of or relating to SCBZ’s pension scheme; and</li> <li>any Liability arising out of or relating to any claim by any Employee that arises as a result of acts or omissions of SCBZ or any member of SCBZ’s Group relating to their employment which occurred prior to Completion;</li> </ul>
<b>“Excluded Litigation Liabilities”</b>	The actual or potential Liabilities of SCBZ in respect of the Business that arise out of any Action in respect of the period prior to Completion;
<b>“Excluded Tax Liabilities”</b>	The Liabilities in respect of the Business of SCBZ or any member of SCBZ 's Group for any Tax relating to the period up to the Completion Date, irrespective of whether such Tax will be payable, assessed or imposed before or after the Completion Date, including Tax payable retrospectively in the event that any Customer Receivable which did not accrue interest in the period before the Completion Date, is restored and starts accruing interest following the Completion Date, except any Tax arising as a result of a failure by FNBZ or any member of FNBZ's Group to discharge Tax for which it is primarily liable;
<b>“Excluded Tax Receivables”</b>	The loss, relief, allowance, exemption, set-off, deduction, right to repayment (together with any related interest) or credit or other relief of a similar nature granted by or available in relation to Tax arising to the Business in respect of an event which occurred prior to the Completion Date or in respect of a period prior to the Completion Date;
<b>“FNBZ”</b>	First National Bank Zambia Limited, a company incorporated under the laws of Zambia with registration number 72041 and having its registered office at Stand Number 22768, Corner of Great East and Thabo Mbeki Roads, Lusaka;
<b>“FNBZ’s Group”</b>	FNBZ, FirstRand EMA Holdings Proprietary Limited and their subsidiaries;
<b>“FNBZ KYC Information”</b>	The know-your-client information and documentation which SCBZ has on record in respect of each Customer that is a party to a Customer Agreement (or would constitute a Customer Agreement if it remained in force until Completion), provided to FNBZ (subject to regulatory approval) in unmasked format and in electronic form, as determined by the Joint Programme Management Office;
<b>“Form of Proxy”</b>	A form of proxy to be filled in by the Shareholders and submitted to SCBZ before the stipulated time of holding the EGM, in the form enclosed with this Circular.
<b>“Former Employees”</b>	Those individuals employed by the SCBZ in the Business, whose employment terminated prior to the Completion Date and who are not named in the Completion Date Employee List;
<b>“Goodwill Asset”</b>	The amount of USD 46,900,000, subject to the adjustments set out in the ‘Goodwill Asset Adjustment’ section of paragraph 6.6 of this Circular;
<b>“Group Agreement”</b>	Any agreements entered into between a third party, the SCBZ and/or any other member of the SCBZ's Group which do not relate exclusively to the Business;

<b>“Guarantee”</b>	Guarantees, bank guarantees, tenders, due performances, facilities or custom bonds, advance payments, standby letters of credit, indemnities, risk allocation letters, letters of support, documentary credits, confirmations and other similar obligations;
<b>“Headline Earnings Per Share” or “HEPS”</b>	The amount of income earned during a period per share of common stock, excluding extraordinary items;
<b>“Impairment Principles”</b>	The principles of impairment agreed between SCBZ and FNBZ;
<b>“Independent Reporting Accountant”</b>	BDO Zambia;
<b>“International Legal Advisor”</b>	Allen Overy Shearman Sterling LLP, a law firm registered in England and Wales whose registered office is One Bishops Square, London, E1 6AD, United Kingdom;
<b>“Issued Share Capital”</b>	SCBZ has an issued share capital of 1,800,000,000 ordinary shares of ZMW par value ZMW0.25, of which 1,666,981,000 shares are paid up;
<b>“Joint Programme Management Office”</b>	The joint governance structure established by SCBZ and FNBZ, consisting of (i) the Transaction Director for each Party, (ii) a lead programme manager for each Party, and (iii) key workstream leads or personnel appointed by SCBZ and FNBZ, responsible for coordinating, managing, and overseeing the preparation and execution of the Migration Plan;
<b>“Last Practicable Date”</b>	The last practicable date prior to finalisation of this Circular, being 1 December 2025.
<b>“Law”</b>	Any applicable treaty, law, regulation or ordinance or any applicable principle of common law, civil law, Zambian law or equity, or any direction, instruction, code, guideline, pronouncement, requirement or decision of an applicable Relevant Authority which is binding;
<b>“Leases”</b>	The leases set out in the Agreement and any leases pertaining to the ATMs and CDMs to the extent that they are still in existence on the Completion Date, and each a Lease;
<b>“Legal Advisors”</b>	MOIRA Legal Practitioners, a law firm registered in the Republic of Zambia and whose registered address is Second Floor ZEP-Re Business Park, Alick Nkhata Road, Lusaka, Zambia;
<b>“Liabilities”</b>	The liabilities, obligations, actions, proceedings, damages, claims, demands, losses, fines and penalties and related costs, fees (including legal and other professional fees and costs) and expenses, in each case, incurred, whether deriving from contract, common law, statute or otherwise, which are actual, ascertained, and whether owed or incurred severally or jointly or as principal including those resulting from litigation;
<b>“Liabilities Amount”</b>	The aggregate value of those Assumed Liabilities identified as at 11:59 pm on the Completion Date, as shown in the Completion Statement;
<b>“Long Stop Date”</b>	5:00 p.m. (GMT) on the date falling fifteen (15) months after the date of the Agreement, or such other date as SCBZ and FNBZ may agree in writing;
<b>“LuSE Listing Rules” or “Listing Rules”</b>	The Lusaka Securities Exchange Harmonised Listing Requirements of the LuSE dated 17 September 2012;
<b>“LuSE”</b>	The Lusaka Securities Exchange Plc, a company incorporated in Zambia with company registration number 120120030495, as the principal securities exchange in Zambia, responsible for facilitating the listing, trading, and regulation of securities, ensuring fair and transparent capital market operations, and promoting investor confidence in the Zambian financial markets;
<b>“Management”</b>	The members of the management of SCBZ;
<b>“Migration”</b>	The process of planning, preparing, and executing all necessary and appropriate procedures and actions to facilitate the transfer of the Business to FNBZ in accordance with the Migration Plan and subject to applicable Law and the requirements of any Relevant Authority;
<b>“Migration Plan”</b>	The detailed plan to be prepared by SCBZ and FNBZ setting out the procedures, actions, and timelines required to implement the Migration, which will be based on the Migration Principles;

<b>“Migration Principles”</b>	The principles governing the preparation and execution of the Migration Plan;
<b>“MOIRA Legal Practitioners”</b>	a law firm registered in the Republic of Zambia whose registered address is Second Floor ZEP-Re Business Park, Alick Nkhata Road, Lusaka in the Republic of Zambia;
<b>“NAV”</b>	Net asset value;
<b>“Non-Transferred Customers”</b>	Customers of the Business who, as at 11:59 pm on the Completion Date: <ul style="list-style-type: none"> <li>no longer hold any account or have any active relationship with SCBZ and are not debtors in respect of any Customer Receivables; or</li> <li>in respect of whom FNBZ has given notice to SCBZ that the relevant Customer’s Customer Agreement will not form part of the Assets or Assumed Liabilities and will constitute an Excluded Asset or Excluded Liability;</li> </ul>
<b>“Owned Property”</b>	Stand No. 10, Corner of Oxford Road and Zambia Way, Central Business District, Kitwe and Stand No. 13, Cairo Road (Former Standard Chartered Bank Zambia Head Office), Central Business District, Lusaka;
<b>“Ongoing Proceedings”</b>	Any action commenced by SCBZ in the ordinary course of business which it: <ul style="list-style-type: none"> <li>is engaged in as at the date of the Agreement; or</li> <li>becomes engaged in between the date of the Agreement and the Completion Date,</li> </ul> in each case for the purpose of enforcing the benefit of the Assets (including Customer Receivables, foreclosure proceedings, enforcement proceedings, and any other debt recovery proceedings before courts);
<b>“Provisions”</b>	Provision made for the impairment of Assets in accordance with the Impairment Principles;
<b>“Relevant Authority”</b>	Any supervisory body, any banking or financial services or other regulatory authority, relevant securities commissions, stock exchange authorities, foreign exchange authorities, foreign investment authorities, competition and anti-trust authorities or similar entities or authorities, any government, government department or governmental, quasi-governmental, supranational, statutory, regulatory or investigative body, authority, agency, bureau, board, commission, association, institution, department, court of judicial authority, arbitrator, tribunal or instrumentality thereof, in any applicable jurisdiction, or a Tax Authority;
<b>“SCBZ” or “the Company”</b>	Standard Chartered Bank Zambia Plc, (company number 6525), a company incorporated under the laws of Zambia having its registered office at Standard Chartered House, Stand No. 4642, Corner of Mwaimwena Road and Addis Ababa Drive, Lusaka, 10101, Zambia;
<b>“SCBZ Condition”</b>	The Bank of Zambia Condition, the Shareholder Condition and the SEC Condition;
<b>“SCBZ’s Fault”</b>	SCBZ’s Fault means: <ul style="list-style-type: none"> <li>SCBZ being in breach of the terms of the Agreement and not having remedied such breach in accordance with the Agreement, including: <ol style="list-style-type: none"> <li>that a SCBZ Condition is not achieved by the Long Stop Date due to SCBZ failing to use best endeavours to achieve fulfilment of the relevant SCBZ Condition; or</li> <li>SCBZ not proceeding to Completion, notwithstanding that all Conditions have been fulfilled; and</li> </ol> </li> <li>FNBZ exercising its termination right in terms of the Agreement;</li> </ul>
<b>“SCBZ’s Group”</b>	SCBZ and its subsidiaries;
<b>“SEC”</b>	The Securities and Exchange Commission of Zambia, established under the Securities Act, as the regulatory authority responsible for overseeing and regulating the capital markets in Zambia, including the licensing and supervision of securities exchanges, market intermediaries, collective investment schemes, and ensuring compliance with securities laws to protect investors and promote fair, efficient, and transparent markets;

<b>“SEC Condition”</b>	The approval of the Transaction by the SEC, if the Transaction is deemed a merger in terms of section 134 of the Securities Act, to be obtained by SCBZ;
<b>“Security Instruments”</b>	Any agreement or document pursuant to which the SCBZ is afforded security for the obligations of a Customer, including mortgage bonds, deeds of hypothecation, Guarantees, suretyships, letters of credit, pledges, cessions and Encumbrances;
<b>“Securities Act” or “the Act”</b>	The Securities Act No. 41 of 2016 of the laws of Zambia;
<b>“SENS”</b>	The Stock Exchange News Service of the LuSE;
<b>“Shareholder”</b>	A holder of SCBZ ordinary shares registered in the SCBZ share register;
<b>“Shareholder Condition”</b>	The approval from SCBZ’s shareholders (to be obtained at a duly convened general meeting of SCBZ) as may be necessary to approve, implement and effect the Transaction, in accordance with the LuSE Listing Rules, to be obtained by SCBZ;
<b>“Signature Date Employee List”</b>	The list of the employees who are employed by the Business at the date of the Agreement, including their unique identifying reference numbers, delivered by SCBZ to FNBZ;
<b>“Signing Date Customers”</b>	Those customers of the Business as at the date of the Agreement;
<b>“Signing Date”</b>	The date of the Agreement;
<b>“Sponsoring Broker”</b>	Stockbrokers Zambia Limited, a licensed dealer under the Securities Act and founder member of the LuSE;
<b>“Standard Chartered”</b>	Standard Chartered Plc;
<b>“Stockbrokers Zambia Limited” or “SBZ”</b>	The company incorporated under the laws of Zambia, providing corporate finance advisory services, and regulated and licensed by the SEC as a dealer and a member of the LuSE;
<b>“Tax or Taxation”</b>	All forms of taxation (other than deferred tax) and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies, whether levied by reference to income, profits, gains, net wealth, asset values, turnover, added value or otherwise (including corporate income taxes and the surtaxes applicable to corporate income tax, registration taxes, real estate tax, payroll taxes, value added tax, customs and excise duties, capital tax, stamp duty and any other legal transaction taxes, and any tax or tax related deductions or withholdings of any sort imposed by any governmental authority) and shall further include payments to a Tax Authority on account of Tax, whenever and wherever imposed and whether chargeable directly or primarily against or attributable directly or primarily to the Business or any other person, and all penalties, fines, surcharges and interest relating thereto;
<b>“Tax Authority”</b>	ZRA or any tax or other authority competent to impose any liability in respect of Taxation or responsible for the administration and/or collection of Taxation or enforcement of any Law in relation to Taxation;
<b>“Transaction”</b>	The sale of SCBZ’s WRB business, which comprises of, among other things, ZMW 1.6 billion of loans and advances, ZMW 5.2 billion customer deposits, ZMW 3.8 billion wealth assets under management (with such balances as at 30 June 2025, which are subject to change as at Completion), automated teller machines, cash deposit machines, property assets including branches and offices, and in scope WRB employees (who have accepted an offer of employment from FNBZ), to FNBZ;
<b>“Transaction Agreements”</b>	The Agreement and the documents referred to in it and any other agreements executed or to be executed by SCBZ and FNBZ on the date of the Agreement or Completion;
<b>“Transaction Director”</b>	The individual, of equivalent decision-making authority, that each of SCBZ and FNBZ shall appoint to have overall responsibility for the co-ordination and implementation of the Migration;
<b>“Transferring Employees”</b>	Employees of SCBZ as at 11:59 pm on the Completion Date, who are employed solely in relation to the Business and who have accepted the offer of employment from FNBZ, whose details will be reflected in the Completion Date Employee List;
<b>“Transfer Secretary”</b>	Corpserve Transfer Agents Limited;



<b>“USD” or “US\$”</b>	United States of America Dollar;
<b>“Unclaimed Account”</b>	A Customer Account which, as at Completion, has not had any customer-initiated activity for a continuous period of five years prior to the Completion Date, it being noted that the Bank of Zambia recognises accounts as being unclaimed only after 10 years of inactivity, therefore funds in such accounts are only permitted to the Bank of Zambia after 10 years of activity;
<b>“VAT”</b>	Value added tax or any other tax of a similar nature (including sales tax, consumption tax or a tax instead of or in addition to value added tax) applicable in Zambia;
<b>“WRB”</b>	wealth and retail banking;
<b>“Written-Off Loans”</b>	Any Customer Receivables which are loans written off by SCBZ in the ordinary course of the Business in accordance with the Impairment Principles;
<b>“ZMW” or “K” or “Kwacha”</b>	Zambian Kwacha, the legal currency of the Republic of Zambia; and
<b>“ZRA”</b>	The Zambia Revenue Authority, established under the Zambia Revenue Authority Act Chapter 321 of the laws of Zambia, responsible for the administration and enforcement of tax laws in Zambia, including the collection of taxes, duties, and other government revenues, as well as ensuring compliance with applicable fiscal regulations.

## SALIENT FEATURES OF THE TRANSACTION

*This summary section highlights certain information contained in this Circular, which should be read in its entirety for a full appreciation of the subject matter contained herein. If you are in any doubt as to its meaning, or what action to take, please consult a licensed broker, investment advisor, accountant, lawyer, or other professional advisor immediately.*

*This section does not purport to be complete and is taken from, and is qualified by, the remainder of this Circular. Capitalised terms not otherwise defined in this section have the same meaning as used in the “Definitions and Interpretations” section of this Circular.*

### PRINCIPAL PURPOSE OF THE TRANSACTION

#### Strategic Rationale:

On 27 November 2024, Standard Chartered announced its intention to explore a potential sale of SCBZ’s WRB business, in line with Standard Chartered’s global strategy to concentrate resources where it offers the most distinctive client proposition.

In line with the global strategy, SCBZ’s strategy is to allocate resources to areas where it believes it can deliver value from its most distinctive client proposition. SCBZ has a unique proposition serving clients in the CIB Business segment, where it can leverage Standard Chartered’s global network, generate higher returns and stronger growth opportunities.

The sale of the Business will allow SCBZ to invest in growing the CIB Business where it expects to create shareholder value from operating more efficiently to drive stronger returns. The sale will also allow SCBZ to return excess capital to shareholders.

#### Benefits of the Transaction to SCBZ

The strategic decision to divest the Business will enable SCBZ to reallocate resources and focus on expanding its CIB Business where it can deliver value from its most distinctive client proposition. By concentrating on the CIB Business, SCBZ aims to leverage its strengths in serving clients in the CIB Business where it can generate higher returns and stronger growth opportunities.

SCBZ will receive the Goodwill Asset of USD 46,900,000 (subject to adjustments depending on the Completion Date Deposits Value) as a premium for the sale of the Business. The proceeds from the sale of the Business will also provide SCBZ with the financial flexibility to return excess capital to its shareholders.

### SALIENT FEATURES OF THE TRANSACTION

#### Terms of the Transaction

The Consideration for the purchase of the Assets and the Balancing Asset (if any) will be the assumption of the Assumed Liabilities plus payment of an amount equal to the aggregate of:

- i. the Goodwill Asset; plus
- ii. the Cash Component (if any).

Based on the assets and liabilities positions at the date of signing the Agreement, which indicates a net liability position due to there being more deposits than loans, SCBZ expects that it will transfer the Balancing Asset to FNBZ, and that there will, therefore, be no Cash Component.

FNBZ has paid a deposit of USD 4,690,000, being an advance payment in respect of the Goodwill Asset, which is non-refundable except where Completion does not occur due to SCBZ’s Fault. The Consideration is subject to post-Completion adjustments, the total of which shall not in any event exceed USD 150,000,000.

#### Other Significant Terms of the Transaction

##### Other Significant Terms of the Agreement

Under the terms of the Agreement, SCBZ has agreed to:

- prior to Completion of the Transaction, operate the Business in the ordinary course in a manner that is consistent with past practice and applicable law and not undertake certain actions without FNBZ’s consent;
- cooperate with FNBZ in good faith to plan, prepare and execute the Migration Plan;

- prepare and file the notification to the Data Protection Commissioner for the lawful transfer of Business Records to FNBZ in a manner that is consistent with applicable law; and
- use commercially reasonable efforts to, in accordance with the Migration Plan, notify customers of the Transaction and notify counterparties to Security Instruments and Leases of the statutory transfer of these instruments and leases from SCBZ to FNBZ by operation of law, while also using reasonable endeavours to obtain consents where such consent would nevertheless be required.

#### Tax Implications of the Transaction:

Subject to SCBZ notifying the ZRA as required, the sale is intended to qualify as a transfer of a going concern and should therefore be exempt from VAT. FNBZ would be responsible for the payment of any VAT that falls due.

Excluding any property transfer tax which SCBZ shall bear, all transfer and real estate taxes that may be chargeable due to the Transaction are to be borne by FNBZ.

#### **Conditions Precedent to Completion**

The transfer of the Business is conditional upon the following Conditions being satisfied or, where permitted, waived by the Long Stop Date:

- i. the Bank of Zambia Condition;
- ii. written unconditional approval of the Transaction by the COMESA Commission;
- iii. the Shareholder Condition; and
- iv. the SEC Condition.

#### **Completion Date**

The Transaction will, subject to the terms and conditions of the Agreement, be implemented and become effective on the Completion Date once all Conditions have been satisfied or, where permitted, waived, the FNBZ KYC Information process has been completed, the parties' legal obligations regarding the transfer of Employees have been fulfilled and the parties are operationally ready to transfer the Business.

The share capital structure of SCBZ will remain unchanged as a result of the Transaction. However, the share capital is subject to change before Completion, to comply with the Banking and Financial Services (Capital Adequacy) Rules, 2025 issued by the Bank of Zambia, in line with the proposed Bonus Share Issue. Shareholders will receive a separate Bonus Share Issue circular regarding the proposed Bonus Share Issue.

<b>Share Capital before the Transaction:</b>	
Current number of authorised ordinary shares	2,080,000,000
Current number of issued ordinary shares	1,800,000,000
Current number of fully paid-up issued ordinary shares of ZMW par value ZMW0.25	1,666,981,000



# STANDARD CHARTERED BANK ZAMBIA PLC

Incorporated in the Republic of Zambia

Company registration number: **6525**

Share Code: **SCZ**

ISIN: **ZM0000000094**

("SCBZ" or "the Company")

**Registered Address:** Standard Chartered House, Stand No. 4642, Corner of Mwaimwena Road and Addis Ababa Drive, Lusaka, 10101, Zambia

## Directors:

Mrs. Irene Lombe Chibesakunda (Independent Non-Executive Director, Acting Chairperson),

Mr. Mainga Mukando (Independent Non-Executive Director),

Ms. Misozi Hope Masengu (Independent Non-Executive Director),

Mr. Christopher Ian Egberink (Non-Executive Director),

Mr. Kelvin Bwalya (Chief Financial Officer, Executive Director),

Mr. Sonny Zulu (Chief Executive Officer, Executive Director)

## 1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

Shareholders are referred to the announcement in respect of the Transaction, published by the Company on 29 October 2025, wherein the Board of Directors advised Shareholders and the general market that the Agreement was entered into on 29 October 2025 and that a circular was being prepared to outline the relevant financial and technical information required to ensure Shareholders have sufficient information to vote on the Transaction at the EGM.

### 1.1 Compliance of the proposed Transaction with the LuSE Listing Rules

As per the LuSE Listing Rules, the proposed Transaction between SCBZ and FNBZ is a Category 1 transaction and is thus subject to approval by the Shareholders. Additionally, there is a requirement for a statement giving the directors' opinion on the Transaction.

Accordingly:

- A statement by the Board of Directors recommending the proposed Transaction and confirming whether the proposed Transaction is fair insofar as the Shareholders are concerned is provided in paragraph 17 of this Circular.
- The Board of Directors engaged BDO Zambia as an Independent Reporting Accountant to review the pro forma financial information and profit forecasts of SCBZ in paragraph 8 of this Circular and **Annexure I:** Independent Reporting Accountant's Report on page 42 of this Circular.

### 1.2 Purpose of the Circular

The purpose of this Circular is to furnish the Shareholders with information regarding:

- (i) The proposed Transaction;
- (ii) The proposed resolutions required to be voted on and approved by the Shareholders to implement and give effect to the Transaction; and

- (iii) Convening the EGM at which the Shareholders will be requested to consider and, if deemed fit and acceptable, pass the resolutions approving the Transaction.

## **2. RATIONALE FOR THE TRANSACTION**

On 27 November 2024, Standard Chartered announced its intention to explore a potential sale of SCBZ's WRB business, in line with Standard Chartered's global strategy to concentrate resources where it offers the most distinctive client proposition.

In line with the global strategy, SCBZ's strategy is to allocate resources to areas where it believes it can deliver value from its most distinctive client proposition. SCBZ has a unique proposition serving clients in the CIB Business where it can leverage Standard Chartered's global network, generate higher returns and stronger growth opportunities.

The sale of the Business will allow SCBZ to invest in growing the CIB Business where it expects to create shareholder value from operating more efficiently to drive stronger returns. The sale will also allow SCBZ to return excess capital to shareholders.

## **3. OVERVIEW OF STANDARD CHARTERED BANK ZAMBIA PLC**

SCBZ was the first bank to open in Zambia. Established in 1906, the first branch opened in Kalomo District (Southern Province). Pioneering digital banking in the country, Standard Chartered launched Zambia's first-ever fully digital bank in 2019. Today, more than 118 years later, SCBZ remains a leading financial institution, renowned for its strong franchise. SCBZ maintains a significant presence with branches in Lusaka and the Copperbelt region.

SCBZ is the only international bank in Zambia listed on the LuSE and has been ranked the 'Best Digital Consumer Bank' in Zambia for the last 8 consecutive years.

Driven by its purpose to foster commerce and prosperity through its unique diversity, SCBZ serves two primary client segments (1) WRB serving the local and international banking needs of affluent clients across the full wealth continuum via Private, Priority and Personal Banking, as well as Small and Medium Enterprises; and (2) CIB supporting large corporations, development organisations, governments, banks and investors to access cross-border trade and investment opportunities in the world's most dynamic markets.

## **4. OVERVIEW OF THE WRB BUSINESS DIVISION**

The Business serves the local and international banking needs of individual clients, focusing on the affluent and personal banking segments, as well as catering to small and medium enterprises through SCBZ's small and medium-sized enterprise banking services. The business delivers digital banking solutions complemented by personalised service, encompassing a range of offerings including deposits, payment solutions, financing products, and wealth management services. SCBZ's suite of wealth solutions underscores its commitment to providing thorough and innovative wealth management options for its clients, while SCBZ's small and medium-sized enterprise banking initiative highlights our resolve to foster the development of small and medium enterprises through customised solutions.

## **5. OVERVIEW OF FNBZ**

FNBZ is part of the South African-based FirstRand Limited group ("**FirstRand**") and is a registered commercial bank in Zambia, established in 2009. It provides a wide range of banking and financial services to individuals, small and medium-sized enterprises, and corporate clients across the country, including online and cell phone banking, loans, and foreign exchange. FNBZ operates a network of branches and automated teller machines, with a digital-first strategy that offers a unified banking experience.

FirstRand Group is one of Africa's largest financial services providers operating in 10 African markets with presence in India and UK.

## 6. KEY DETAILS AND TERMS OF THE TRANSACTION AGREEMENT

The material terms and conditions of the Transaction are set out in the Agreement, which explains how the Transaction will be implemented and the rights and obligations that will apply on Completion. The key terms are detailed below.

### 6.1 Transfer of the Business

The Business will be transferred from SCBZ to FNBZ as a going concern in accordance with Section 31 of the Banking Act, subject to the Conditions being satisfied or, where permitted, waived. The transfer will take effect on the Completion Date. As a result:

- the Assets will automatically transfer to FNBZ, and any legal and beneficial title in those Assets that is held by SCBZ will vest in FNBZ without any further act or instrument; and
- the Assumed Liabilities will automatically transfer to FNBZ and will cease to be liabilities of SCBZ.

FNBZ will carry on the Business from the Completion Date as a going concern.

Section 31 of the Banking Act will not result in the automatic transfer of any Excluded Assets or Excluded Liabilities to FNBZ.

### 6.2 Conditions Precedent

The transfer of the Business is conditional upon the following Conditions being satisfied or, where permitted, waived by the Long Stop Date:

- i. the Bank of Zambia Condition;
- ii. written unconditional approval of the Transaction by the COMESA Commission;
- iii. the Shareholder Condition; and
- iv. the SEC Condition.

These are collectively referred to as the “**Conditions**”.

### 6.3 Consideration

The consideration for the purchase of the Assets and the Balancing Asset (if any) will be the assumption of the Assumed Liabilities plus payment of an amount equal to the aggregate of:

- i. the Goodwill Asset; plus
- ii. the Cash Component (if any),

(together, the “**Consideration**”).

The Consideration is subject to post-completion adjustments (addressed in paragraph 6.6 below), the total of which shall not in any event exceed USD 150,000,000.

Based on the assets and liabilities positions at the date of signing the Agreement, which indicates a net liability position due to there being more deposits than loans, SCBZ expects that it will transfer the Balancing Asset to FNBZ, and that there will, therefore, be no Cash Component.

### 6.4 Deposit

A Deposit of USD 4,690,000 was paid by FNBZ to SCBZ on the Signing Date, as an advance payment towards the Goodwill Asset.

Interest on the Deposit will accrue from receipt until the Completion Date at a rate equivalent to what would apply if the Deposit were held in a separate interest-bearing account on commercial, arm's-length terms.

The Deposit is non-refundable except where Completion does not occur due to SCBZ's Fault. If Completion fails for any reason other than SCBZ's Fault, SCBZ will be entitled to retain the Deposit and accrued interest. If Completion fails due to SCBZ's Fault, the Deposit and accrued interest will accrue to FNBZ and must be paid to FNBZ within five Business Days of written demand.

## **6.5 Completion**

Completion of the Transaction will occur once all Conditions have been satisfied or, where permitted, waived, the FNBZ KYC Information process has been completed, the Parties' legal obligations regarding the transfer of Employees have been fulfilled and the parties are operationally ready to transfer the Business, and the Bank of Zambia has approved the agreed Completion Date.

The Completion Date will be (a) the second Friday of the calendar month immediately following the month in which the Joint Programme Management Office has determined that both the FNBZ KYC Information process has been completed, and SCBZ and FNBZ's legal obligations regarding the transfer of Employees have been fulfilled; or (b) such other time as SCBZ and FNBZ may agree in writing, subject in each case to approval by the Bank of Zambia. If the Joint Programme Management Office determines that SCBZ and FNBZ are not operationally ready to implement the Migration in accordance with the Migration Plan, the Completion Date may be postponed with the Bank of Zambia's consent.

At Completion, each of SCBZ and FNBZ will perform its respective obligations as set out in the Agreement, including the delivery of all documents required to transfer ownership and control of the Business.

At Completion FNBZ will pay the balance of the Goodwill Asset, having regard to the Deposit paid on the Signing Date and interest accrued thereon, to SCBZ. In addition, either FNBZ shall pay the Estimated Cash Component (if any) to SCBZ or SCBZ shall deliver the Estimated Balancing Asset (if any) to FNBZ, as applicable.

Transferring Employees shall transfer to FNBZ in accordance with the Employment Code, ensuring continuity of employment and preservation of all rights, benefits, and accrued entitlements.

From the Completion Date, FNBZ will assume all obligations and liabilities relating to the Transferring Employees, while SCBZ will remain responsible for any Employees who do not transfer to FNBZ.

If either SCBZ or FNBZ fails to meet its Completion obligations, Completion may be postponed for a limited period, or if not remedied, the Agreement may be terminated in accordance with its terms. Neither SCBZ nor FNBZ is obliged to complete unless the other Party is simultaneously ready and able to do so.

## **6.6 Completion Statement and Post-Completion Adjustments**

### Estimated Values Prior to Completion

Before Completion, SCBZ shall provide FNBZ with a statement based on the most recent available monthly management accounts, setting out the Estimated Assets Value, the Estimated Liabilities Amount, and any Estimated Balancing Asset or Estimated Cash Component, as applicable.

### Completion Statement

Within 45 business days following the Completion Date, SCBZ shall prepare and deliver to FNBZ a draft Completion Statement in accordance with the Agreement, reflecting its determination of the final Assets Value, the final Liabilities Amount, the Goodwill Asset, and the Balancing Asset or Cash Component. FNBZ is entitled to challenge SCBZ's draft of the Completion Statement within 30 business days of receipt, failing which the Completion Statement prepared by SCBZ is deemed final.

### Cash Component Adjustment

If the Estimated Cash Component is less than the final Cash Component, FNBZ shall pay the shortfall to SCBZ in satisfaction of the outstanding balance of the Consideration.

If the Estimated Cash Component is greater than the final Cash Component, SCBZ shall refund the excess to FNBZ, such payment being the repayment of part of the Consideration that was overpaid at Completion.

#### Balancing Asset Adjustment

If the Estimated Balancing Asset is greater than the final Balancing Asset, FNBZ shall pay the difference to SCBZ (representing the return of an asset that should not have transferred at Completion).

If the Estimated Balancing Asset is less than the final Balancing Asset, SCBZ shall deliver cash or cash equivalents equal to the shortfall to FNBZ (representing transfer of an asset that should have transferred at Completion).

#### Goodwill Asset Adjustment

If the Completion Date Deposits Value differs from the Agreed Deposits Value by more than 20%, the Goodwill Asset shall increase up to a maximum of USD51.7m or fall to a minimum of USD9.8m depending on the percentage variation to the Agreed Deposits Value.

After finalising the Completion Statement, if the amount paid by FNBZ to SCBZ for the Goodwill Asset differs from the final Goodwill Asset value, the shortfall shall be paid by FNBZ to SCBZ, or any overpayment shall be refunded by SCBZ to FNBZ.

The Goodwill Asset will be paid by FNBZ and SCBZ will recognise the net amount, after adjusting for transaction costs, as a gain on sale in their financial records.

#### Timing and Cap

All payments arising from these adjustments shall be made within 10 Business Days after the Completion Statement is finalised. The aggregate of all such payments shall not exceed USD 150,000,000.

### **6.7 Post-Completion Arrangements**

From Completion, FNBZ will assume full responsibility for the operation and management of the Business, including all Assumed Liabilities and ongoing obligations relating to the transferred Assets and Customer Agreements. FNBZ will have full authority to manage customer relationships, accounts (including Blocked Accounts, Dormant Accounts and Unclaimed Accounts), and to enforce, renew or terminate any contracts in accordance with the applicable law.

SCBZ and FNBZ will cooperate closely to transfer conduct of any Ongoing Proceedings and ensure that, to the extent permitted by law, FNBZ is substituted as litigant in place of SCBZ. Pending such transfer, SCBZ may continue to pursue such proceedings on behalf of FNBZ and at FNBZ's cost.

After Completion, FNBZ will:

- Complete all formalities to register the transfer of Assets and Liabilities with the Relevant Authorities;
- Hold and administer all Customer Accounts, Receivables and Business Records in compliance with applicable Banking Act and Data Protection Act;
- Ensure that all adequate insurances are put in place for itself and the Business with effect from the Completion Date, as SCBZ's policies will no longer apply; and
- Cease all use of the SCBZ's name, marks or logos, and not represent any continuing association with SCBZ or SCBZ's Group.
- SCBZ and FNBZ will retain and preserve Business Records and documentation for the periods required by law and will grant each other reciprocal access for up to ten years after Completion. FNBZ will also procure



the release of any of the guarantees made by SCBZ and indemnify SCBZ against any payments or costs arising from them after Completion.

## 6.8 Owned Property

In terms of the Transaction, SCBZ will dispose of the Owned Property to FNBZ.

The consideration for the Owned Property will be determined based on their respective fair market values, as assessed by Knight Frank or Pam Golding—both reputable and qualified property valuation firms—appointed by FNBZ.

Based on the most recent valuation reports conducted in 2025, the aggregate value of the Owned Property is not expected to meet the threshold for classification as a Category 1 transaction under the Listing Rules which requires shareholder approval. SCBZ will ensure full compliance with all applicable regulatory requirements and will provide timely updates to Shareholders regarding any developments.

## 7. APPLICATION OF THE SALE PROCEEDS

SCBZ plans to invest in growing the CIB Business where it expects to create shareholder value and distribute a special dividend after Completion, once all consideration, transaction costs, tax implications, and regulatory requirements have been fully assessed and determined.

## 8. FINANCIAL EFFECTS OF THE TRANSACTION (ON SCBZ)

The table below sets out the proforma financial effects of the Transaction based on the unaudited financial statements of SCBZ for the half-year ended 30 June 2025.

The unaudited proforma financial effects set out below have been prepared to assist the Shareholders to assess the impact of the Transaction on the EPS, HEPS, and NAV per share of the Company. These proforma financial effects are presented for illustrative purposes only, and because of their nature, may not fairly present the Company's financial position, changes in equity, results of operations or cash flows nor the effects and impact of the Transaction going forward.

The unaudited proforma financial effects have been prepared in accordance with the LuSE Listing Rules and the Guide on Proforma Financial Information issued by the Zambian Institute of Chartered Accountants and that are consistent with those applied in the published unaudited financial statements of SCBZ for the half-year ended 30 June 2025. These unaudited proforma financial effects are the responsibility of the Board of Directors.

The unaudited proforma financial effects set out below should be read in conjunction with the unaudited financial position as of 30 June 2025 and the statement of comprehensive income for the half-year ended 30 June 2025, which are set out in **Annexure I: Independent Reporting Accountant's Report** on page 42 of this Circular.

The pro-forma financial effects of the proposed Transaction on SCBZ are expected to be as follows:

	Before	Pro Forma Adjustments <sup>1</sup>	After	Percentage change (%)
EPS (ZMW)	0.10	0.37	0.47	388%
HEPS (ZMW)	0.10	0.37	0.47	388%
NAV per share	0.72	0.37	1.09	50%
NTAV per share	0.68	0.37	1.05	54%
Ordinary Shares in issue	1,800,000,000	-	1,800,000,000	-
Fully paid-up issued ordinary shares	1,666,981,000	-	1,666,981,000	-

**PROFORMA INCOME STATEMENT FOR THE PERIOD ENDED 30 JUNE 2025**

ZMW'000	Six-month period ended 30 Jun 2025 (Unaudited)	Proforma adjustment <sup>1</sup>	30 June 2025 (Proforma)
<b>Operating income</b>	<b>673,431</b>	-	<b>673,431</b>
<b>Total costs</b>	<b>(497,012)</b>	-	<b>(497,012)</b>
Impairment	61,762	-	61,762
<b>Profit Before Taxation</b>	<b>238,181</b>	-	<b>238,181</b>
Taxation	(76,506)	-	(76,506)
<b>Profit from continuing operations</b>	<b>161,675</b>	-	<b>161,675</b>
Profit/(loss) from discontinued operations (net of tax)	-	610,038	610,038
<b>Profit for the period</b>	<b>161,675</b>	<b>610,038</b>	<b>771,713</b>
<b>Other comprehensive income:</b>			
<b>Profit for the year</b>	<b>161,675</b>	<b>610,038</b>	<b>771,713</b>
<b>Other comprehensive income</b>			
<b>Items that may be reclassified subsequently to income statement</b>			
Net valuation income/(losses) taken to equity	(39,452)	-	(39,452)
Taxation relating to components of other comprehensive income			
<b>Other comprehensive income/(losses) for the year, net of taxation</b>	<b>(39,452)</b>	-	<b>(39,452)</b>
<b>Total comprehensive income for the year</b>	<b>122,223</b>	<b>610,038</b>	<b>732,261</b>

1. Pro-forma adjustment includes the estimated one-off post-tax gain from the sale of the Business

**PROFORMA STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025**

ZMW' 000	30 June 2025 (Actual)	Proforma adjustment	30 June 2025 (Proforma)
<b>Assets</b>			
Balances with Banks and Money at Call and Short Notice	5,711,717	(3,142,396)	2,569,321
Cash and Balances with Central Bank	4,105,579	(1,366,040)	2,739,539
Financial assets held at fair value through profit or loss	167,791	-	167,791
Pledged assets	158,954	-	158,954
Investment in equities	3,365	-	3,365
Derivative financial instruments	109,796	-	109,796
Investment securities	1,178,798	(200,000)	978,798

ZMW' 000	30 June 2025 (Actual)	Proforma adjustment	30 June 2025 (Proforma)
Loans and advances to banks	1,758,761	-	1,758,761
Loans and advances to customers	2,884,703	(1,627,000)	1,257,703
Other assets	651,570	52,212	703,782
Assets classified as Held for Sale	7,761	-	7,761
Plant, property and equipment	488,511	(9,112)	479,399
Current tax assets	165,463	-	165,463
Deferred tax assets	60,797	-	60,797
Prepayments and accrued income	25,158	-	25,158
Investments in subsidiary undertakings	15	-	15
Intangible assets	71,286	-	71,286
<b>Total assets</b>	<b>17,550,025</b>	<b>(6,292,336)</b>	<b>11,257,689</b>
<b>Liabilities</b>			
Deposits by banks	1,285,552	(200,000)	1,085,552
Derivative financial instruments	115,047	-	115,047
Customer accounts	13,471,546	(5,254,000)	8,217,546
Dividends payable	5,947	-	5,947
Other liabilities	1,296,059	(1,296,059)	-
Current tax liabilities	-	-	-
Accruals and deferred income	157,352	(152,315)	5,037
Subordinated liabilities and other borrowed funds	-	-	-
Provisions for liabilities and charges	10,066	-	10,066
<b>Total liabilities</b>	<b>16,341,569</b>	<b>(6,902,374)</b>	<b>9,439,195</b>
<b>Equity</b>			
Share capital and share premium account	416,745	-	416,745
Statutory reserves	12,285	-	12,285
Fair value reserves	21,476	-	21,476
Credit reserves	-	-	-
Capital contribution	62,312	-	62,312
Retained earnings	695,638	610,038	1,305,676
<b>Sub total</b>	<b>1,208,456</b>	<b>610,038</b>	<b>1,818,494</b>
<b>Minority Interest</b>	-	-	-
<b>Total</b>	<b>1,208,456</b>	<b>610,038</b>	<b>1,818,494</b>
<b>Total liabilities and equity</b>	<b>17,550,025</b>	<b>(6,292,336)</b>	<b>11,257,689</b>

## FORECASTED EFFECTS OF THE TRANSACTION

### CONSOLIDATED FINANCIALS – INCOME STATEMENT

2026 All figures in ZMW'000

	Jan-Jun 2025	Transaction	Post Transaction	Jul-Dec 2025	Dec-25	Dec-26
Profit for the period	161,675	610,038	771,713	55,221	826,934	100,689
EPS (ZMW)	0.1	0.37	0.47	0.03	0.5	0.06

1. Please refer to Caveats and Disclaimers in the Independent Reporting Accountant's report in Annexure 1

## 9. EXCHANGE CONTROLS

There are no exchange controls in Zambia at the time of publication of this Circular.

## 10. CAPITAL STRUCTURE

### Summary of alterations to the share capital and issued shares in the past three years.

The authorised share capital of the Company has not changed over the past three years. SCBZ proposes to undertake the Bonus Share Issue, subject to shareholder approval, to comply with the Banking and Financial Services (Capital Adequacy) Rules, 2025 issued by the Bank of Zambia. Shareholders will receive a separate Bonus Share Issue circular regarding the proposed Bonus Share Issue.

The authorised and issued share capital of SCBZ, before and after, the Transaction is set out below, however the share capital is subject to change, before Completion in line with the proposed Bonus Share Issue. The approval by the shareholders of the proposed Bonus Share Issue and the issuance of the Bonus Shares will result in a change to the share capital structure of SCBZ before Completion of the Transaction, as set out in the Bonus Share Issue circular.

BEFORE THE IMPLEMENTATION OF THE TRANSACTION	ZMW
<b>Authorised Share Capital (All Classes)</b>	
2,080,000,000 Shares of ZMW0.25 each	520,000,000
<b>Issued share capital</b>	
1,800,000,000 ordinary shares of ZMW0.25 each	450,000,000
<b>Issued and fully paid-up share capital</b>	
1,666,981,000 ordinary shares of ZMW0.25 each	416,745,250
<b>AFTER THE TRANSACTION (SUBJECT TO CHANGE IN ACCORDANCE WITH THE BONUS SHARE ISSUE)</b>	<b>ZMW</b>
<b>Authorised Share Capital (All Classes)</b>	
2,080,000,000 Shares of ZMW0.25 each	520,000,000
<b>Issued share capital</b>	
1,800,000,000 ordinary shares of ZMW0.25 each	450,000,000

<b>Issued and fully paid-up share capital</b>	
1,666,981,000 ordinary shares of ZMW0.25 each	416,745,250

## 11. WORKING CAPITAL STATEMENT

The directors have considered the position of SCBZ prior to and following the implementation of the Transaction and are of the view that:

- The Company will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of approval of the Transaction;
- The consolidated assets of the Company, fairly valued, will be in excess of the consolidated liabilities for a period of 12 months after the date of approval of the Transaction;
- The share capital and reserves of the Company will be adequate for ordinary business purposes for a period of 12 months after the date of approval of the Transaction;
- The working capital available to SCBZ is sufficient for the SCBZ Group's present requirements, for at least the next 12 months from the date of issue of the Circular. The Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future.

## 12. MATERIAL LOANS

Details of SCBZ's material borrowings, leases, loans receivable and material inter-company finance are detailed in the Annual Reports which are available for inspection.

## 13. CONTROLLING AND MAJOR SHAREHOLDERS:

SCBZ has 4,166 shareholders. As at 24 November 2025, the top five largest shareholders of the Company were as follows:

Shareholder	Class	Number of Shares	Holding (%)
Standard Chartered Holdings Africa BV	Ordinary	1,500,282,128	90.00
National Pension Scheme Authority	Ordinary	39,873,967	2.29
LHG Malta Holding Ltd	Ordinary	17,358,800	1.04
Saturnia Regna Pension Fund	Ordinary	12,411,069	0.74
Picz Pension Trust-Money Purchase	Ordinary	4,934,418	0.30
<b>Total Holding of Top Shareholders</b>		<b>1,574,860,382</b>	<b>94.47</b>

## 14. DIRECTORS' INTEREST IN SCBZ

As at 24 November 2025, the interests of Directors (direct and indirect) in SCBZ's shares, as recorded in the register and on the LuSE, were as follows:

Name	Number of Ordinary Shares	[Direct/Indirect] Holding %
Irene Lombe Chibesakunda	N/A	N/A
Mainga Mukando	N/A	N/A
Christopher Ian Egberink	N/A	N/A
Misozi Hope Masengu	N/A	N/A
Kelvin Bwalya	N/A	N/A
Sonny Zulu	N/A	N/A

There will be no changes in Director's interest as a result of the Transaction.

**15. DIRECTORS' INTERESTS IN THE TRANSACTION**

Neither the Directors of SCBZ nor any person acting in concert with the Directors has control or is interested, beneficially or otherwise, in the Transaction.

**16. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors, whose names are set out on page 35 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Circular in relation to SCBZ and certify that, to the best of their knowledge and belief, no facts have been omitted which would make any statement in this Circular false or misleading, that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law, the LuSE Listing Rules and the Companies Act.

**17. DIRECTORS' OPINIONS, FAIRNESS STATEMENT AND RECOMMENDATIONS**

The Directors consider the terms of the Transaction to be fair and reasonable based on their independent review of the report prepared by the Independent Reporting Accountant. This is in addition to the commercial assessments by the Directors. The Directors' recommendation is based on available information and is, in the view of the Directors, adequate information on the underlying asset with which to form this opinion. The Board of Directors believes the Transaction to be in line with the best interests of the Company, and the Shareholders as a whole and accordingly recommends unanimously that Shareholders vote in favour of the resolutions at the EGM.

**18. DIRECTORS' REMUNERATION, SERVICE CONTRACTS AND EMOLUMENTS**

- No Director has a service contract with SCBZ.
- The total aggregate remuneration and benefits paid to Directors of SCBZ in the financial year ended 2024 was ZMW 5,575,321.18.
- No management, consulting, technical or other fees, directly or indirectly, including payments to management companies have been paid to any Directors of SCBZ. There are no commissions, gains, or profit-sharing arrangements payable to any of the Directors.
- The remuneration of the Directors will in no way be affected as a result of the Transaction.
- The Transaction does not result in any changes to the remuneration payable to directors in the form of:
  - (i) fees for services as a Director;
  - (ii) management, consulting, technical or other fees paid for such services rendered, directly or indirectly, including payments to management companies, a part of which is then paid to a director of the company;
  - (iii) basic salaries;
  - (iv) bonuses and performance-related payments;
  - (v) sums paid by way of expense allowance;
  - (vi) any other material benefits received;
  - (vii) contributions paid under any pension scheme;
  - (viii) any commission, gain or profit-sharing arrangements;
  - (ix) any shares issued and allotted in terms of a share purchase/option scheme for employees.

- The company has not entered into any contracts relating to the directors' and managerial remuneration, secretarial and technical fees, and restraint payments.

## **19. PROSPECTS**

The Board of Directors is confident about the prospects of SCBZ. Forecasts for the year ending 2027 are set out in **Annexure I: Independent Reporting Accountant's Report** on page 42 of this Circular.

## **20. MATERIAL CHANGES**

The Directors report that, to their knowledge, there have been no material changes in the financial or trading position of the Company since 31 December 2024, as set out in **Annexure I: Independent Reporting Accountant's Report** on page 42 of this Circular.

## **21. MATERIAL CONTRACTS**

Since the last reporting date, being the Annual Report for the financial year ended 2024, save for the Transaction Agreements, no material contracts have been entered into by SCBZ other than in the normal course of business.

## **22. DIRECTORS DECLARATION**

None of the directors mentioned above has:

- ever been convicted of an offence resulting from dishonesty, fraud, or embezzlement;
- ever been declared bankrupt or have been sequestered in any jurisdiction;
- at any time been a party to a scheme or an arrangement or made any other form of compromise with their creditors;
- ever been found guilty in disciplinary proceedings by an employer or regulatory body, due to dishonest activities;
- ever been involved in any receivership, compulsory liquidations, or creditors' voluntary liquidations;
- ever received public criticisms from statutory or regulatory authorities, including professional bodies, and has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- ever been barred from entry into a profession or occupation; and
- ever been convicted in any jurisdiction for any criminal offence.

SIGNED BY THE DIRECTORS IN LUSAKA ON 1 December 2025

**Irene Lombe Chibesakunda**

NAME



SIGNATURE

**Mainga Mukando**

NAME



SIGNATURE

**Christopher Ian Egberink**

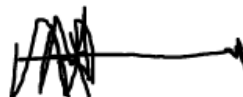
NAME



SIGNATURE

**Misozi Hope Masengu**

NAME



SIGNATURE

**Kelvin Bwalya**

NAME



SIGNATURE

**Sonny Zulu**

NAME



SIGNATURE



## GENERAL INFORMATION

### 1. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection during normal business hours between 1 December 2025 and 16 December 2025 from the offices of the Transfer Secretary and the offices of the Sponsoring Broker. The addresses of which are set out in the “**Corporate Information and Advisors**” section on page 4 of this Circular:

- the Articles, and the certificate of incorporation and the certificate of share capital of SCBZ;
- the Agreement;
- the audited annual reports of SCBZ for the fiscal years ended 2022, 2023, and 2024;
- signed copy of the report of the Independent Reporting Accountant; and
- the written consents of the Transfer Secretary, Legal Advisors, Independent Reporting Accountant and Sponsoring Broker on the Transaction named in this Circular to act in those capacities, none of whom have withdrawn their consent prior to registration.

### 2. EXPERT’S CONSENT

The Sponsoring Broker, Transfer Secretary, Independent Reporting Accountant, International Legal Advisors and Legal Advisors have consented in writing to act in the capacities stated and to their names being stated and, where applicable, their reports being included in this Circular.

### 3. CORPORATE GOVERNANCE

SCBZ continues to operate by enforcing good corporate governance practices and observing the separation of powers between the Directors and Management on one hand and the chairperson of the Board of Directors and the Chief Executive Officer on the other. Barring the Chief Executive Officer and the Chief Financial Officer, the other four (4) Directors on the Board of Directors as listed in this document are Non-Executive Directors. Company activities are further streamlined by the full utilisation of the existing Audit, Remuneration and Nomination, Loans Review and Risk Committees.

### 4. PRELIMINARY EXPENSES AND ISSUE EXPENSES

The total estimated cost of the Transaction, including advisory fees, regulatory costs, filing costs, advertising and printing costs is estimated at ZMW 23,236,053.60.

The table below sets out the breakdown of the estimated costs:

DETAILS	AMOUNT
Sponsoring Broker	ZMW 844,360.00
Independent Reporting Accountant	ZMW 777,778.00
Legal Advisor	ZMW 6,332,700.00
International Legal Advisor	ZMW 15,066,493.20
Printing and Public Relations	ZMW 90,000.00
Transfer Agent Fees	ZMW 55,000.00
SEC Scrutiny Fees	ZMW 22,222.40
LuSE Scrutiny Fees	ZMW 47,500.00

DETAILS	AMOUNT
Total	ZMW 23,236,053.60 <sup>1</sup>

## 5. LITIGATION

SCBZ's material legal and/or arbitration proceedings as at 24 November 2025 are as follows:

- **Nachilala Nkombo v. Standard Chartered Bank Zambia Plc 2025/HPC/0024:** Plaintiff sued for USD 320,000 and USD 180,000 in damages, alleging negligence and fraudulent misrepresentation over a defaulted foreign bond. The High Court ruled in favour of SCBZ but awarded costs to the plaintiff. The plaintiff has appealed.
- **Standard Chartered Bank PLC v. Modrin Bwalya Mwanda and 283 Others 2024/HP/1557:** Ex-staff sued SCBZ for full account statements, accrued interest, bonuses, and housing allowances related to the Defined Benefit Scheme before 1996. The case is ongoing in the High Court of Zambia.

<sup>1</sup> All amounts in the table are exclusive of tax. Fees incurred in USD have been converted to ZMW on an FX rate of 1 USD to 22.22 ZMW rounded to the nearest 1 ZMW. Estimated costs do not include other Transaction related costs, as such costs will only be determined at completion of the Transaction. Such other Transaction related costs will include, but are not limited to, (i) integration and migration related costs (including human resources), (ii) legal, tax advisory and associated fees incurred in relation to the Transaction as a whole, (iii) any applicable taxes and (iv) other contingencies.

## INFORMATION RELATING TO THE DIRECTORS AND SENIOR MANAGEMENT OF SCBZ AND ITS SUBSIDIARIES

### 1. DIRECTORS OF SCBZ

The full names, qualifications, nationalities, addresses and occupations of the directors of SCBZ are set out below.

Name, Nationality, and position	Qualifications and Summary Profile
<b>Mrs. Irene Lombe Chibesakunda</b> (Zambian) (Acting Chairperson)	<p>Irene Lombe Chibesakunda was appointed to the Board of Directors as an independent non-executive director on 1 October 2023. She chairs the Board Audit Committee of SCBZ. She has over 20 years' experience at senior management level in both the private and public sectors. She has provided strategic finance and administration leadership at senior management level, having worked as the first Zambian Chief Financial Officer for SCBZ, Commissioner covering Finance, Human Resource and IT Directorates at the ZRA, Deputy Commissioner in the Direct Taxation division for ZRA, Chief Financial Officer at the Copperbelt Energy Corporation Plc as well as Senior Audit Manager with KPMG both in Zambia and Botswana. Lombe was also the Deputy Accountant General in the Ministry of Finance and National Planning. She spent the last two years on the US AID Funded DAI SUNTA Project, serving in different capacities.</p> <p>Irene is an accountant and a fellow of both the Zambia Institute of Chartered Accountants and the Association of Certified and Chartered Accountants.</p>
<b>Mr. Mainga Mukando</b> (Zambian) (Non-Executive)	<p>Mainga Mukando was appointed as an independent non-executive director to the Board of Directors on 1 February 2022. Mainga has over 30 years of experience in investment and corporate finance across Sub-Saharan Africa, including development finance, private equity and commercial investment. His experience includes structuring both debt and equity transactions. He has held board positions in companies across Eastern and Southern Africa and sat on advisory committees of private equity funds.</p> <p>Mainga joined the Industrial Development Corporation (IDC) as Chief Investments Officer in February 2024. IDC's mandate is to spearhead the Zambian Government's commercial investments agenda aimed at strengthening Zambia's industrial base and job creation. Before this, Mainga was a senior member of a startup private equity fund, where he led pipeline building and investments. Mainga's previous experience includes: as an Investment Officer with the International Finance Corporation (IFC), the private sector arm of the World Bank Group, investing in private equity funds and executing co-investments across Africa; as an Investment Manager with the Danish International Investment Funds (IFU), a Danish development finance institution (DFI) providing risk capital to companies in emerging economies; as a Senior Investment Officer at Norsad, which provides debt financing to companies in Southern Africa; and, as a Consultant at PricewaterhouseCoopers Zambia providing transaction advisory and corporate finance services to clients in Zambia. Mainga started his career at the Zambia Export and Import (EXIM) Bank where his work involved corporate and traditional banking, as well as project finance. Mainga obtained his bachelor's degree in political science from the University of Zambia and an Executive Master's in Business Administration (International Business and Leadership) from the Scandinavian International Management Institute (SIMICBS) in Copenhagen, Denmark. Mainga also holds the Certified Diploma in Accounting and Finance issued by the Association of Chartered Certified Accountants.</p> <p>Other board directorships: Ridgeway Properties</p>
<b>Mr. Christopher Ian Egberink</b> (South African) (Non-Executive)	<p>Christopher Ian Egberink was appointed as a non-executive director to the Board of Directors on 13 December 2022. Christopher joined Standard Chartered Bank based in South Africa in February 2013. He was recently (July 2024) appointed as the CEO &amp; Head Banking &amp; Coverage - South Africa. Over the past 11 years with SCB, he has performed various functions within SCBZ's Client Coverage teams. In his previous role, Chris was the Head of Corporate, Commercial and Institutional Banking Client Coverage for the Southern Africa Cluster, and a member of the Country's Executive Management Team. In addition, he is a non-executive board member of SCBZ.</p>

Name, Nationality, and position	Qualifications and Summary Profile
	<p>Prior to joining SCB, Chris spent 11 years with Barclays Capital/Absa Capital from 2006, where he headed up the Investment Banking Consumer Goods &amp; Services Sector. He has accumulated over 28 years' experience in the Banking Industry. Chris completed his Bachelor of Commerce degree from the University of KwaZulu-Natal and a Bachelor of Law degree through UNISA.</p> <p>He is currently based in South Africa.</p>
<p><b>Ms. Misozi Hope Masengu</b> (Zambian) (Non-Executive)</p>	<p>Misozi Hope Masengu was appointed as an independent non-executive director to the Board of Directors on 1 November 2024. She is the chair of the Board Risk Committee. She has over 12 years' experience advising clients on various complex legal matters.</p> <p>She has rare expertise in both commercial litigation and commercial transactions where she represents both local and international clients in various civil and commercial disputes across a broad spectrum of practice areas. She is highly regarded as an expert and a trusted advisor to multinational corporations in employment law disputes. Misozi is also ranked and recognised as an Expert in commercial litigation by the Global Law Experts. She served as junior and senior Associate at Mwenye Mwitwa Advocates (Lusaka) before being made a Partner. She was seconded at Trinity LLP in London and is the founding and managing partner at Novus HM Legal Practitioners in Lusaka, Zambia.</p> <p>Misozi brings senior leadership experience, currently serving on the board of Prudential Pensions Management Zambia Limited and Committees of the Law Association of Zambia (LAZ), the International Bar Association (IBA) and the International Trademarks Association (INTA). She is also a member of the Chartered Institute of Arbitrators (CIArb) UK and the London Court of International Arbitration (LCIA) Users Council. She also served on the Boards of Fair Choice Finance Limited, Programme against Malnutrition (PAM), Lusaka Vocational Training Centre (LVTC) under the Ministry of Education, Audit Committee for the Ministry of Gender and Mary Meals Zambia.</p> <p>Misozi holds a certificate to practice Law in Zambia, attained from Zambia Institute of Advanced Legal Education (ZIALE), Master of Laws LLM (International Trade and Commercial Law) from the University of Durham, Bachelor of Laws Degree (LLB) from the University of Zambia and Diploma in International Arbitration from Africa Arbitration Academy in London, United Kingdom.</p> <p>Other board directorships: Prudential Pensions Management Zambia Limited, Lusaka, Zambia.</p>
<p><b>Mr Kelvin Bwalya</b> (Zambian) (Executive Director, Chief Financial Officer)</p>	<p>Kelvin Bwalya was appointed to the Board of Directors as an executive director on 1 April 2020, having been appointed in the role of Chief Financial Officer on the same date. He joined SCBZ in 1998, served in several capacities within the finance department, and became Financial Controller in 2008. He then held various positions within SCBZ's Group, which include Product Specialist for the Finance Transformation (FT) programme in Standard Chartered Bank Singapore, FT Programme and Projects Manager Africa and Middle East, and Head CoE Change Africa in Standard Chartered Global Finance Services (GFS).</p> <p>Prior to his current appointment, Mr Bwalya served on the Group Aspire programme as Aspire Champion Africa and Middle East. He has undertaken assignments within the SCBZ's Group across multiple projects in key markets including Kenya, Ghana, Angola, Singapore and India.</p> <p>He is a member of the Chartered Institute of Management Accountants (CIMA) and the Zambia Institute of Chartered Accountants (ZICA).</p>
<p><b>Mr. Sonny Zulu</b> (Zambian) (Chief Executive Officer- Executive Director)</p>	<p>Sonny Zulu is the chief executive officer and managing director of SCBZ, where he leads SCBZ's strategic direction and operations in the Zambian market. With extensive experience in leadership, Sonny previously served as the Head and Managing Director of Consumer, Private, and Business Banking at Standard Chartered Bank, UAE.</p> <p>Earlier in his career, Sonny held the position of Regional Head of Strategic Transformation, Alliance, and Performance Management for Africa and the Middle East at Standard</p>

Name, Nationality, and position	Qualifications and Summary Profile
	<p>Chartered Bank. Prior to relocating to Dubai, he was the Head of Retail Banking for SCBZ and Southern Africa. Sonny's career has been marked by rapid progression into senior leadership roles, including Head of Retail Clients, General Manager for Distribution, and Head of Corporate Affairs, each of which contributed to the growth and transformation of SCBZ in the region.</p> <p>In addition to his banking career, Sonny is an entrepreneur and joint owner of Air Mafuta Aviation Services, a company he co-founded in 2009. The business supplies aviation fuel to both local and international clients, establishing itself as a key player in the industry.</p> <p>Sonny is also the Senior Pastor of Grace City Church, a mission centre under Grace Ministries Mission International, where he is deeply committed to community and spiritual leadership. He is also the author of <i>Eccentric: Thoughts Unravelled</i>, a book that explores his unique perspective on life, leadership, and personal growth.</p> <p>Sonny holds an MBA from Manchester Business School and three bachelor's degrees: in Metallurgy and Mineral Processing from the University of Zambia, one in Ministry from Team Impact Christian University in the USA, and another one in Theology from Team Impact Christian University in the USA. He has further developed his leadership skills by completing several executive programs at institutions such as Oxford University, Duke Corporate Education, and INSEAD. He is currently pursuing a Doctorate at Golden Gate University in the USA.</p> <p>Outside of work, Sonny enjoys travelling, astronomy, natural history, and staying informed about the latest scientific and natural discoveries.</p> <p>He is married to Ngosa and has three sons: Joshua, Josiah, and Joel.</p>

### 1.1. Directors' Declarations

None of the directors mentioned above has:

- ever been convicted of an offence resulting from dishonesty, fraud or embezzlement;
- ever been declared bankrupt or sequestrated in any jurisdiction;
- at any time been a party to a scheme of arrangement or made any other form of compromise with their creditors;
- ever been found guilty in disciplinary proceedings by an employer or regulatory body, due to dishonest activities;
- ever been involved in any receiverships, compulsory liquidations, or creditors' voluntary liquidations;
- has ever received public criticisms from statutory or regulatory authorities, including professional bodies, and has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- ever been barred from entry into a profession or occupation; or
- ever been convicted in any jurisdiction of any criminal offence.

## 2. SCBZ SENIOR MANAGEMENT

Brief profiles of the members of the SCBZ management committee are set out in the table below.

Name, Nationality, and position	Qualifications and summary profile
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<b>Mr. Sonny Zulu</b> (Zambian) (Chief Executive Officer- Executive Director)	See profile above.
<b>Mrs. Doris Tembwe</b> (Zambian) (Head of Legal and Company Secretary)	<p>Doris Tembwe was appointed on 10 October 2022.</p> <p>Doris Tembwe is a seasoned legal professional with extensive knowledge of Banking and Finance and the capital markets. She has held significant roles in the banking sector, including serving as the Country Head Legal and Company Secretary for SCBZ and its subsidiary Standard Chartered Zambia Securities Services Nominees Limited.</p> <p>Additionally, she has served as the Executive: Head Legal and Company Secretary/Governance at Stanbic Bank Zambia Limited and its subsidiaries Stanbic Nominees Zambia Limited, Burnet Investments Limited and Stanbic Insurance Brokers Limited</p> <p>Educationally, Doris holds a Master of Laws Degree in International Commercial Law from the University of Salford, United Kingdom, a Bachelor of Laws Degree from the University of Zambia, a Diploma in Personnel Management from Evelyn Hone College of Applied Arts and various certificates in Pension Administration and Negotiation.</p> <p>Professionally, she is qualified to practice as an Advocate of the High Court of Zambia and has received notable accolades, including being named one of the top Corporate Counsel 100 Africa by The Legal 500 in 2015 and awarded the International Lawyers For Africa (ILFA) Ambassador title in 2013. Doris is a member of the Law Association of Zambia. She has sat on a number Boards and currently sits on the Board of the Centre for Infectious Research Disease in Zambia as an independent non-executive director.</p>
<b>Christine Matambo</b> (Zambian) (Head of Corporate Affairs, Brand & Marketing)	<p>Christine joined Standard Chartered in May 2013 as Head of Corporate Affairs, Zambia. She assumed the additional Brand &amp; Marketing function in 2015. She spent 15 months on a short-term assignment at the Standard Chartered Group Head Office in London (2018) as Business Planning Manager to the Group Head of Corporate Affairs, Brand and Marketing. She then took up the role of Southern Africa Cluster Head of Corporate Affairs, Brand and Marketing, covering 6 countries (Zambia, Zimbabwe, Angola, Botswana, South Africa and Mauritius).</p> <p>Christine started her career with the United Nations (UN) in Zambia, where she headed the UN Resident Coordinators Office. After two years at the United Nations, she worked for the former Mayor of London (Boris Johnson – former UK Prime Minister) where she managed a portfolio of the key private sector relationships with financial services companies in the City of London.</p> <p>Christine has a MSc Economic Development from the London School of Economics (LSE), where she won a LSE scholarship for academic excellence. She also holds a BA Economics (with merit) from the University of Zambia.</p> <p>She is passionate about mentoring women in career development.</p>
<b>Kelvin Bwalya</b> (Zambian) (Executive Director Finance and Administration /Chief Financial Officer)	See profile above.
<b>Fanwell Phiri</b> (Zambian) (Chief Risk Officer)	<p>Fanwell Phiri, QRE™, is the Chief Risk Officer at SCBZ. In this role, he oversees the enterprise risk management program covering financial and non-financial risk types. Fanwell has over 25 years of banking experience, including WRB, CIB, Turnaround &amp; Insolvency, Internal Audit, and Risk Management. He is currently a member of the Audit and Risk Committee of the Roads Development Agency Zambia and the Chair of</p>

	<p>the Audit and Risk Committee at the Ministry of Community Development and Social Service. Previously, he was a member of the Securities and Exchange Commission-Compensation Fund Committee. Fanwell holds a Bachelor of Accountancy degree from the Copperbelt University and an Executive MBA from MsM &amp; ESAMI. He is also a certified professional with credentials in global management accountancy (ACMA, CGMA), the Institute of Operational Risk Management Certificate, Moody's Commercial Credit Certificate, Chartered Institute of Securities &amp; Investments Certificate and the Chartered Institute of Internal Auditors (CIIA) Business Risk and Internal Audit Certificate.</p>
<p><b>Jerry Boateng</b> (Ghanaian) (Head of Banking &amp; Coverage – CIB Zambia)</p>	<p>Jerry Agyeman-Boateng, recently appointed into the role of Head of Banking &amp; coverage – CIB Zambia July 2025. Prior to his appointment, Jerry performed a similar capacity in Tanzania as Head of CIB Business for 5 years.</p> <p>With over 20 years of banking experience spanning Corporate, Commercial, and Investment Banking, Jerry has demonstrated his expertise through roles at Barclays Bank Ghana and Standard Chartered Bank in Ghana, Nigeria, and Tanzania. His diverse skill set includes Corporate Finance, Debt Capital, Markets, Trade &amp; Transaction Banking, Strategy Development, Bond and Loan syndication, and ECA project finance.</p> <p>Jerry is more than a seasoned banker; he is a visionary leader with a global perspective. His extensive exposure includes participating in deal, non-deal and business road shows across Europe, America, Asia, Africa, and the Middle East.</p>
<p><b>Theo Nsunge</b> (Zambian) (Head of Transaction Banking and Cash Products)</p>	<p>Theo has 23 years of Banking experience, a seasoned Transaction Banking expert with exposure in Financial and Management Accounts - Finance team, Bank operations and CIB. His current position, Head of Transactional Banking and Head Cash Products, is a role he held previously in another institution, including role of Senior Relationship manager Global Corporates, Lead - Data and Analytics for Corporate and Investment Banking Africa excluding South Africa. Drives sales, high performance and strives to meet and exceed set objectives. Experience extends to strategy, performance management and developing a strong risk management culture by formulating and setting up a strong enterprise risk framework with robust monitoring metrics.</p> <p>Theo is a Chartered Accountant, a member of the Chartered Institute of Management Accounts (CIMA) and holds the designation of ACMA and CGMA.</p>
<p><b>Sam Chizongo</b> (Zambian) (Head of Audit)</p>	<p>Sam is the Head of Audit (HOA), Zambia. He took on the role of HOA at SCBZ on 1 March 2024. Before that he was Acting as HOA, Zambia from 01 August 2023 in addition to his roles as Senior Audit Manager, Zambia and Business Planning Manager (BPM) to the Regional HOA – Europe &amp; America (EA) and Africa &amp; Middle East (AME). He is a well-seasoned risk, control, and assurance practitioner, with over 17 years' experience in internal and external audit, across EA and AME.</p> <p>Before moving back to Zambia as a Senior Audit Manager in 2021, Sam spent 4 years in Dubai as the BPM to the Regional HOA AME and Global Head of Audit - Legal, Group Corporate Secretariat, Human Resource, Corporate Affairs &amp; Brand Marketing. He took on the role of BPM in August 2017 where his key responsibilities include assisting in the formulation of the regional audit strategy, managing the costs, coordinating audits, and ensuring the effective utilisation of auditors in the region. In addition, Sam prepared regional audit submission for the Group Board Audit Committee and regional risk committees.</p> <p>Prior to joining Standard Chartered in 2014, Sam worked at ZANACO as an Internal Audit Manager rising to Senior Audit Manager before moving to Standard Chartered as an Audit Manager. Before joining the Banking Industry, he worked at Deloitte as an External Auditor for 4 years. where he led audits of some of the biggest Insurance companies in Zambia which included: ZSIC Life, Professional Insurance Zambia, Swan Insurance etc. His last role at Deloitte was Audit Senior having started off as an Audit Associate in August 2007.</p>

	<p>Sam is a holder of a Master's in Business Administration (MBA) from Herriot-Watt University in the UK, a Fellow of Association of Chartered Certified Accountants (FCCA) and a Certified Internal Auditor (CIA) under the Institute of Internal Auditors.</p>
<p><b>Mutu Mubita</b> (Zambian) (Country Head of Human Resources)</p>	<p>Mutu is the Country Head of Human Resources for SCBZ and has held this position since 1st October 2017.</p> <p>Mutu's experience in SCBZ spans over 28 years having started her career in Retail Banking and attained exposure to the Business for 12 years. She held several roles in Retail Branch Banking and in Retail Credit Risk. This gave her exposure to the Sales and Service, Operations and Risk Management experience.</p> <p>In 2009, she took on a career in Human Resources and held the positions of Human Resources Relationship Manager and Senior Talent Acquisition Manager before taking up her current role as Country Head of Human Resources, a role she has held since 2017.</p> <p>She is also a member of the Remuneration Board Committee for SCBZ. This has given her some exposure with the Board of Directors.</p>
<p><b>Muchindu Lombe</b> (Zambian) (Head of Financial Markets &amp; Rates Trading)</p>	<p>Muchindu Lombe has over 16 years of experience in Financial Markets. He is the current Head of Financial Markets &amp; Rates Trading Zambia. Muchindu joined Standard Chartered Bank in 2009 as a Trader where he was instrumental in setting up the Rates Trading Business at Standard Chartered Bank in Zambia. During his tenure at Standard Chartered he also chaired key Interbank Treasury Committees such as the Bond Traders Association, notably working very closely on projects with regulators such as the Bank of Zambia.</p> <p>Muchindu is also a former President for The Financial Markets Association of Zambia which he Chaired for six years up until December 2022.</p> <p>Muchindu Lombe holds a (MSc) Master of Science degree in Corporate Finance &amp; Investments from the London Metropolitan University. He also holds a (BBA) Bachelor of Business Administration from Columbus State University, in Columbus Georgia, USA.</p>
<p><b>Audrey Malama</b> (Zambian) (Chief Information Officer)</p>	<p>Audrey is a trained and experienced Information Technology Professional with over 26 years' experience in banking. Audrey in the Chief Information Officer and has worked in Technology for most part of her banking career with experience in Operations and Cash. Skilled at integrating systems, implementing changes, managing projects in line with bank standards and policies. Ability to guide, motivate and support a diverse team effectively.</p> <p>She chaired the industry Bankers Association of Zambia meetings for over 12 months.</p> <p>She was appointed to the University of Zambia board as vice chairperson for 5 years. She is a member of the Information and Communications Technology Association of Zambia and holds a degree in computer science and a Master's Degree in Business Administration (MBA) with University of Manchester.</p>
<p><b>Gladys Daka</b> (Zambian) (Chief Technology and Operations Officer)</p>	<p>Gladys Daka is the Chief Technology and Operations Officer at Standard Chartered Bank Zambia. With over a decade of leadership experience in banking and finance, she has overseen key operational, governance, and risk management functions that drive SCBZ's performance and client experience. Before her current role, she held senior positions including Head of Servicing and Transacting, Head of Risk and Controls, Head of Business Risk Management. She sits as a Board committee member under the Zambia Electronic Clearing House -Audit committee. Her career began in accounting at Konkola Copper Mines plc, where she built a strong foundation in financial management. She is a qualified Chartered Accountant (ACCA and CIMA) and holds a master's in business Strategy from the University of Zambia.</p> <p>She is passionate about mentorship and community impact and actively supports youth development initiatives and champions women's participation in leadership and technology.</p>



### 3. DIRECTORS AND SENIOR MANAGEMENT OF SCBZ SUBSIDIARIES

#### 3.1. STANDARD CHARTERED SECURITIES SERVICES NOMINEES LIMITED

##### 3.1.1. Board of Directors

The full names, qualifications, nationalities, addresses and occupations of the directors of Standard Chartered Securities Services Nominees Limited are set out below:

Name, Nationality, and position	Qualifications and Summary Profile
<b>Muchindu Lombe</b> (Zambian) (Director)	<p>Muchindu Lombe has over 16 years of experience in Financial Markets. He is the current Head of Financial Markets &amp; Rates Trading Zambia. Muchindu joined Standard Chartered Bank in 2009 as a Trader where he was instrumental in setting up the Rates Trading Business at Standard Chartered Bank in Zambia. During his tenure at Standard Chartered he also chaired key Interbank Treasury Committees such as the Bond Traders Association, notably working very closely on projects with regulators such as the Bank of Zambia.</p> <p>Muchindu is also a former President for The Financial Markets Association of Zambia which he Chaired for six years up until December 2022.</p> <p>Muchindu Lombe holds a (MSc) Master of Science degree in Corporate Finance &amp; Investments from the London Metropolitan University. He also holds a (BBA) Bachelor of Business Administration from Columbus State University, in Columbus Georgia. USA.</p>
<b>Tamara Bbuku</b> (Zambian) (Director)	<p>Tamara Bbuku has over 12 years of experience in Capital Markets. She is the current Director, Business Account Manager, FSS, Zambia overseeing the Custody business with responsibility for client assets exceeding USD 1.3 billion. Tamara also serves as Vice Secretary General of the Capital Markets Association of Zambia (CMAZ), member of the Securities and Exchange Commission Compensation Fund Board Committee and member of SCBZ Pension Trust Fund Administration and Compliance Committee.</p> <p>Her expertise spans custody and asset servicing, regulatory compliance, risk management, and corporate governance. She is recognized for her strategic insight, ethical leadership, and ability to build consensus among diverse stakeholders.</p> <p>Tamara holds a Bachelor of Science Degree in Banking and Finance from the Copperbelt University of Zambia and Master of Business Administration in International Business from University of Greenwich, London, UK. She is a full member of the Institute of Directors Zambia and actively contributes to the Ministry of Finance Capital Markets Master Plan working group responsible for enhancing the government bond market in Zambia.</p>
<b>Doris Tembwe</b> (Zambian Company Secretary)	See profile above

## ANNEXURE I: INDEPENDENT REPORTING ACCOUNTANT'S REPORT

25 November 2025

The Directors  
Standard Chartered Bank Zambia PLC  
Stand No. 4642, Corner of Mwaimwena Road and Addis Ababa Drive  
P.O. Box 32238  
Lusaka, Zambia

Dear Sirs,

### **REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION OF STANDARD CHARTERED BANK ZAMBIA PLC ("SCB PLC") INCLUDED IN A PROSPECTUS**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Standard Chartered Bank Zambia PLC ("the Company") by the directors. The pro forma financial information consists of the pro forma statement of financial position as at 30 June 2025, the pro forma income statement for the six-month period ended 30 June 2025, the pro forma cash flow statement for the period ended 30 June 2025 and related notes as set out in this Prospectus issued by the company. The applicable criteria on the basis of which the directors have compiled the pro forma financial information are specified in Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules subsection 8.15.

The pro forma financial information has been compiled by the directors to illustrate the impact of the event or transaction set out in Section D of this report on the company's financial position as at 30 June 2025 and its financial performance and cash flows for the period ended 30 June 2025 as if the event or transaction had taken place at 30 June 2025. As part of this process, information about the company's financial position, financial performance and cash flows has been extracted by the directors from the company's financial statements for the period ended 30 June 2025.

#### **Emphasis of matter – Exchange Rates**

Without modifying our opinion, we draw your attention to Section D of this Report. The transaction is denominated in United States Dollars and the exchange rate used to translate the proceeds from the disposal of the WRB division amounting to USD 46.90 million was translated at an exchange rate of K25.90 when the Bank of Zambia exchange rate as at 30 June 2025 was K23.81. The Directors confirm that exchange rates applied across the respective financial periods have been determined by the Bank's global treasury experts, as this constitutes the Bank's standard practice.

#### **Emphasis of matter – Published results at 30 June 2025**

Without modifying our opinion, we draw your attention to Section F of this Report which notes differences between the published results as at 30 June 2025 and the six-month period financial statements used in our review due to presentation differences between International Financial Reporting Standards (IFRS) and local statutory reporting requirements. However, the net positions materially agree with minor rounding off's in some cases. We have reviewed the

figures which conform to IFRS in this Report. However, this special purpose report will not conform to full IFRS disclosure requirements.

### **Directors' responsibility for the pro forma financial information**

The directors are responsible for compiling the pro forma financial information on the basis of Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules.

### **Practitioner's responsibilities**

Our responsibility is to express an opinion, as required by Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules, about whether the pro forma financial information has been compiled, in all material respects, by the directors on the basis of Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules. We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the International Auditing and Assurance Standards Board.



This standard requires that the practitioner complies with ethical requirements and plans and performs procedures to obtain reasonable assurance about whether the directors have compiled, in all material respects, the pro forma financial information on the basis of Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2025 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, the pro forma financial information has been compiled, in all material respects, on the basis of Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules.

### **Report on other legal or regulatory requirements**

Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules sets out financial information that will be required to be included in a prospectus/pre-listing statement/circular. It also sets out continuing obligations relating to matters of a financial nature. When a new applicant or existing issuer issues a prospectus, the presumption is made that, apart from compliance with the Act, such prospectus will also comply with and contain all necessary disclosures as if it were a pre-listing statement subject to compliance with the Listings Requirements. With the exception of the unaudited financial statements for the period ended 30 June 2025 presented by the company, the requirements of the Lusaka Stock Exchange (LuSE) Listing rules have been properly kept by the company.

### **Consent**

We have given and not withdrawn our consent to the inclusion of this report in the Circular in the form and context in which it appears.

**BDO Zambia Audit Services**



A handwritten signature in blue ink, appearing to read "D G A Ironside".

D G A Ironside  
Partner  
AUD/F000094  
Lusaka

Date: *25th November 2025*

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**PRO FORMA CONSOLIDATED FINANCIAL INFORMATION**

**A. PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

<b>ZMW'000</b>	<b>Note / Ref</b>	<b>Six-month period ended 30 Jun 2025 (Unaudited)</b>	<b>Effects of transaction</b>	<b>Post transaction</b>
<b>Interest, Fee and Commission, Trading and Operating Income</b>				
Interest income - interest income calculated using the EIR method		465,162	-	465,162
Interest income - Other		66,200	-	66,200
Interest expense		(185,177)	-	(185,177)
<b>Net interest income (A)</b>		<b>346,185</b>	<b>-</b>	<b>346,185</b>
Fees and commission income		111,896	-	111,896
Fees and commission expense		(5,729)	-	(5,729)
<b>Net fee and commission income (B)</b>		<b>106,167</b>	<b>-</b>	<b>106,167</b>
Net trading income		221,561	-	221,561
Other operating income		(482)	-	(482)
<b>Net trading and other income (C)</b>		<b>221,079</b>	<b>-</b>	<b>221,079</b>
<b>Operating income [(A) + (B) + (C)]</b>		<b>673,431</b>	<b>-</b>	<b>673,431</b>
<b>Operating expenses</b>				
Staff costs		(202,944)	-	(202,944)
Premises costs		(19,591)	-	(19,591)
General administrative expenses		(236,554)	-	(236,554)
Sub total		<b>(459,089)</b>	<b>-</b>	<b>(459,089)</b>
Depreciation and amortisation		(37,923)	-	(37,923)
<b>Total Costs</b>		<b>(497,012)</b>	<b>-</b>	<b>(497,012)</b>
<b>Operating profit before impairment and taxation</b>		<b>176,419</b>	<b>-</b>	<b>176,419</b>
Credit impairment		61,762	-	61,762
Software Impairment		-	-	-
<b>Profit before taxation</b>		<b>238,181</b>	<b>-</b>	<b>238,181</b>
Taxation		(76,506)	-	(76,506)
<b>Profit from continuing operations</b>		<b>161,675</b>	<b>-</b>	<b>161,675</b>
Profit/(loss) from discontinued operations (net of tax)	Section D of Report	-	610,038	610,038
<b>Profit for the period</b>		<b>161,675</b>	<b>610,038</b>	<b>771,713</b>
<b>Other comprehensive income:</b>				
Profit for the year	Section D of Report	161,675	610,038	771,713
<b>Other comprehensive income Items that may be reclassified subsequently to income statement</b>				
Net valuation income/(losses) taken to equity		(39,452)	-	(39,452)
Taxation relating to components of other comprehensive income		-	-	-
<b>Other comprehensive income/(losses) for the year, net of taxation</b>		<b>(39,452)</b>	<b>-</b>	<b>(39,452)</b>

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<b>Total comprehensive income for the</b>			
<b>year</b>	<b>122,223</b>	<b>610,038</b>	<b>732,261</b>

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**STANDARD CHARTERED BANK ZAMBIA PLC**  
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**B. PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

<b>ZMW'000</b>	<b>Note / Ref</b>	<b>30 Jun 2025 (Unaudited) (WRB+CIB)</b>	<b>Effects of transaction (WRB Out)</b>	<b>Post transaction (CIB Only)</b>
<b>Assets</b>				
Balances with Banks and Money at Call and Short Notice	Proforma Entry 1-8	5,711,717	(3,142,396)	2,569,321
Cash and Balances with Central Bank	Proforma Entry 5	4,105,579	(1,366,040)	2,739,539
Financial assets held at fair value through profit or loss		167,791	-	167,791
Pledged assets		158,954	-	158,954
Investment in equities		3,365	-	3,365
Derivative financial instruments		109,796	-	109,796
Investment securities	Proforma Entry 2	1,178,798	(200,000)	978,798
Loans and advances to banks		1,758,761	-	1,758,761
Loans and advances to customers	Proforma Entry 6	2,884,703	(1,627,000)	1,257,703
Other assets	Proforma Entry 1	651,570	52,212	703,782
Assets classified as held for sale		7,761	-	7,761
Property, plant, and equipment	Proforma Entry 7	488,511	(9,112)	479,399
Current tax assets		165,463	-	165,463
Deferred tax assets		60,797	-	60,797
Prepayments and accrued income		25,158	-	25,158
Investments in subsidiary undertakings		15	-	15
Intangible assets		71,286	-	71,286
<b>Total</b>		<b>17,550,025</b>	<b>(6,292,336)</b>	<b>11,257,689</b>
<b>Liabilities</b>				
Deposits by banks	Proforma Entry 2	1,285,552	(200,000)	1,085,552
Derivative financial instruments		115,047	-	115,047
Customer accounts	Proforma Entry 3	13,471,546	(5,254,000)	8,217,546
Dividends payable		5,947	-	5,947
Other liabilities	Proforma Entry 4	1,296,059	(1,296,059)	-
Current tax liabilities		-	-	-
Accruals and deferred income	Proforma Entry 4	157,352	(152,315)	5,037
Subordinated liabilities and other borrowed funds		-	-	-
Provisions for liabilities and charges		10,066	-	10,066
<b>Total</b>		<b>16,341,569</b>	<b>(6,902,374)</b>	<b>9,439,195</b>
<b>Equity</b>				
Share capital and share premium account		416,745	-	416,745
Statutory reserves		12,285	-	12,285
Fair value reserves		21,476	-	21,476
Credit reserves		-	-	-
Capital contribution		62,312	-	62,312
Retained earnings	Section D of Report	695,638	610,038	1,305,676
<b>Sub total</b>		<b>1,208,456</b>	<b>610,038</b>	<b>1,818,494</b>
Minority Interest		-	-	-
<b>Total</b>		<b>1,208,456</b>	<b>610,038</b>	<b>1,818,494</b>



**STANDARD CHARTERED BANK ZAMBIA PLC**  
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<b>ZMW'000</b>	<b>Note / Ref</b>	<b>30 Jun 2025 (Unaudited) (WRB+CIB)</b>	<b>Effects of transaction (WRB Out)</b>	<b>Post transaction (CIB Only)</b>
<b>Total</b>		<b>17,550,025</b>	<b>(6,292,336)</b>	<b>11,257,689</b>
<b>Check ==&gt; (Total Assets = Total Liabilities &amp; Equity)</b>		-	-	-

**STANDARD CHARTERED BANK ZAMBIA PLC**  
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**C. PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS**

<b>ZMW'000</b>	<b>Note / Ref</b>	<b>Six-month period ended 30 Jun 2025 (Unaudited)</b>	<b>Effects of transaction</b>	<b>Post transaction</b>
<b>Cash Flows from Operating Activities</b>				
Profit for the year before taxation		238,108	-	238,108
<b>Other non-cash items included in profit before tax:</b>				
Depreciation of property, equipment and right-of-use assets		37,342	-	37,342
Amortisation of intangible assets		-	-	-
Equity settled share based payments transaction		2,195	-	2,195
Impairment charges/(releases)		61,762	-	61,762
Software impairment		-	-	-
Gain on disposal of property, plant and equipment		-	-	-
Write off of property, plant and equipment		-	-	-
Lease cancellation losses/(gains)		-	-	-
Effect of exchanges rate fluctuations on subordinated loan capital		-	-	-
Net Interest income		(347,381)	-	(347,381)
Fair value (gain)/losses		-	-	-
Profit/(loss) from discontinued operations (net of tax)	Section D of Report	-	610,038	610,038
		(7,974)	610,038	602,064
<b>Changes in:</b>				
Statutory reserve deposits with the central bank		(149,205)	-	(149,205)
Financial assets held for trading		(5,624)	-	(5,624)
Due from banks		-	-	-
Derivative financial instruments - assets		42,189	-	42,189
Loans and advances to customers		(311,665)	-	(311,665)
Loans and advances to banks		(800,457)	-	(800,457)
Other assets		216,347	-	216,347
Due to customers		(458,652)	-	(458,652)
Provisions		-	-	-
Derivative financial instruments - liabilities		-	-	-
Subordinated debt repayment		-	-	-
Other liabilities		307,349	-	307,349
		(1,159,718)	-	(1,159,718)
Interest received		532,152	-	532,152
Interest paid		(26,770)	-	(26,770)
		505,382	-	505,382
Cash (used in) operating activities before taxation		(662,310)	610,038	(52,272)

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<b>ZMW'000</b>	<b>Note / Ref</b>	<b>Six-month period ended 30 Jun 2025 (Unaudited)</b>	<b>Effects of transaction</b>	<b>Post transaction</b>
Income tax paid		-	-	-
<b>Net Cash Flow (used in) Operating Activities</b>		<b>(662,310)</b>	<b>610,038</b>	<b>(52,272)</b>
<b>Cash Flow from Investing Activities</b>				
Purchase of property and equipment		(3,615)	-	(3,615)
Proceeds from the sale of property and equipment		-	-	-
Proceeds from the sale of held for sale assets		-	-	-
Purchase of intangible assets		-	-	-
Investment in government securities		(1,961,144)	-	(1,961,144)
Proceeds from maturity/sale of investment securities		881,641	-	881,641
<b>Net Cash (Used in) Investing Activities</b>		<b>(1,083,118)</b>	<b>-</b>	<b>(1,083,118)</b>
<b>Cash Flow from Financing Activities</b>				
Subordinated liabilities and other borrowed funds		-	-	-
Premises, Motor vehicle and equipment lease liability principal payment		(4,245)	-	(4,245)
Proceeds from Issue of Share Capital		-	-	-
Proceeds from Share Premium		-	-	-
Dividends payment and claims		(669)	-	(669)
<b>Net Cash Generated from Financing Activities</b>		<b>(4,914)</b>	<b>-</b>	<b>(4,914)</b>
Effect of Exchange Fluctuation Translation Reserve		2	-	2
<b>Net Increase in Cash and Cash Equivalents</b>		<b>(1,750,340)</b>	<b>610,038</b>	<b>(1,140,302)</b>
Cash and Cash Equivalents as at the Beginning of the Year		6,440,311	-	6,440,311
<b>Cash and Cash Equivalents as at the End of the Year</b>		<b>4,689,971</b>	<b>610,038</b>	<b>5,300,009</b>
<b>Cash and Cash Equivalents</b>				
<b>Cash and Cash Equivalents (Composition)</b>				
Cash and short-term funds at group Banks		4,093,503	-	4,093,503
Cash and short-term funds at non group Banks	Proforma Entry 1-8	1,618,214	(3,142,396)	(1,524,182)
Total cash and cash equivalents as per statement of financial position		<b>5,711,717</b>	<b>(3,142,396)</b>	<b>2,569,321</b>
Cash on hand and clearing account with Bank of Zambia		658,262	-	658,262

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**PRO FORMA CONSOLIDATED FINANCIAL INFORMATION**

<b>ZMW'000</b>	<b>Note / Ref</b>	<b>Six-month period ended 30 Jun 2025 (Unaudited)</b>	<b>Effects of transaction</b>	<b>Post transaction</b>
Deposits by Banks		(1,285,552)	200,000	(1,085,552)
<b>Total cash and cash equivalents as per statement of cash flows</b>		<b>5,084,427</b>	<b>(2,942,396)</b>	<b>2,142,031</b>
<b>Operational Cash flows from Interest</b>				
Interest Received		532,152	-	532,152
Interest Paid		(26,770)	-	(26,770)

# STANDARD CHARTERED BANK ZAMBIA PLC

## PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

### D. TRANSACTION DETAILS

#### Overview

Standard Chartered Bank Zambia PLC operates in two primary markets:

- **Wealth & Retail Banking (WRB)** serves the local and international banking needs of affluent clients across the full wealth continuum via Private, Priority and Personal Banking, as well as Small and Medium Enterprises.
- **Corporate & Investment Banking (CIB)** supports large corporations, development organisations, governments, banks and investors to access cross-border trade and investment opportunities in the world's most dynamic markets.

In summary, the company does the following:

Acronym	Full Term	Activities & Roles	Status in Zambia
WRB	Wealth & Retail Banking	Retail banking, credit cards, SME, wealth advisory, risk modelling, digital transformation	Exited—sold to FNB Zambia Oct 2025; transition underway
CIB	Corporate & Investment Banking	Corporate finance, trade & investment solutions, non-financial risk, compliance, Financial Planning and Analysis (FP&A)	Ongoing—SCB Zambia remains fully engaged in CIB

On 29 October 2025, Standard Chartered Bank Zambia PLC (SCBZ) entered into a Business Sale Agreement (the "Agreement") with First National Bank Zambia Limited ("FNBZ") for the sale of its WRB business (the "Transaction").

In line with the requirements of Section 9 of the Lusaka Securities Exchange ("LuSE") Listings Requirements, the key features of the Transaction are as follows:

#### Brief Particulars of the Transaction

SCBZ's WRB business comprises as at 30 June 2025, ZMW 1.6bn of loans and advances, ZMW 5.2bn customer deposits, ZMW 3.8bn wealth assets under management, automated teller machines, cash deposit machines, property assets including branches and offices and, in-scope WRB employees (who have accepted an offer of employment from FNBZ).

Pursuant to the Agreement, SCBZ has agreed to sell, and FNBZ has agreed to acquire, the WRB business as a going concern. With effect from the effective date, the assets and liabilities comprising the WRB business shall be transferred to FNBZ pursuant to the Banking and Financial Services Act No. 7 of 2017.

#### Approvals

The transaction is subject to several approvals and conditions precedent, including:

1. Bank of Zambia Approval: The transaction requires written approval from the Bank of Zambia in accordance with Section 30 of the Banking and Financial Services Act.
2. Other Approvals by
  - a) The shareholders of SCBZ: Approval by the shareholders of SCBZ at the Extraordinary General Meeting (EGM);
  - b) COMESA Competition Commission: Approval from the COMESA Competition Commission; and
  - c) The Securities and Exchange Commission: (Approval from the Securities and Exchange Commission if the transaction is deemed a merger under section 134 of the Securities Act.

#### Consideration / Payment Terms

The consideration for the purchase of the assets (including the transfer of a cash asset to reflect the amount (if any) by which the liabilities exceed the assets) will be the assumption of the liabilities of the business plus payment of an amount equal to the aggregate of:

- the value of the goodwill asset (being USD 46,900,000 subject to adjustments depending on the deposits value on the date of completion of the Transaction); and
- the amount (if any) by which the value of the assets exceeds the value of the liabilities.

# STANDARD CHARTERED BANK ZAMBIA PLC

## PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

### Rationale for the Transaction

SCBZ's strategy is to allocate resources to areas where it believes it can deliver value from its most distinctive client proposition. SCBZ has a unique proposition serving clients in the corporate and investment banking segment where it can generate higher returns and stronger growth opportunities. The sale of the WRB business will allow SCBZ to invest in growing the CIB segment where it expects to create shareholder value from operating more efficiently to drive stronger returns. The sale will also allow SCBZ to return excess capital to shareholders.

### Application of Sale Proceeds

SCBZ plans to invest in growing the CIB Business where it expects to create shareholder value and distribute a special dividend after Completion, once all consideration, transaction costs, tax implications, and regulatory requirements have been fully assessed and determined.

### Transaction effects

The effects of this Transaction in the financial statements of Standard Chartered Bank Zambia PLC assuming the Transaction was consummated on 1 July 2025, financial statements would be impacted as follows:

Transaction Sale Proceeds	FX Rate	
	25.9	
	USD'000	ZMW'000
Sales proceeds	46,900	1,214,710
Transaction Costs	(13,252)	(343,227)
Operating Profit	33,648	871,483
Taxation	(10,094)	(261,445)
Profit After Tax	23,554	610,038

Assets And Liabilities Written Off following Conclusion of Transaction	Amount ZMW'000	Statutory Reserve Deposit at 26%
Accrued Interest on Assets	22,191	
Accrued Interest on Liabilities	(7,930)	
Customer Deposits	(5,254,000)	(1,366,040)
Fixed Assets	9,112	
Loans and Advances	1,627,000	
Notes and Coins	597,012	
Other Assets	(74,404)	
Other Liabilities	(74,404)	
Grand Total	(3,155,422)	(1,366,040)

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**PRO FORMA CONSOLIDATED FINANCIAL INFORMATION**

**E. PRO FORMA ADJUSTMENTS**

1. The pro forma statement of comprehensive income, proforma statement of financial position and proforma statement of cash flows illustrates the effect of the transaction on the financial statements of Standard Chartered Bank Zambia PLC. The adjustments are shown below.

2. These statements been prepared for illustrative purposes only and as such may not fairly present Standard Chartered Bank Zambia PLC's financial position, changes in equity, results of operations or cash flows.

Details		ZMW'000	ZMW'000
Proforma Entry 1		Debit	Credit
Accrued Interest on Assets	Balance sheet	(22,191)	
Other Assets	Balance sheet	74,404	
Cash and cash equivalents	Balance sheet		52,213
Total		52,213	52,213

*Being write off and transfer to the Purchaser of other assets on disposal of WRB division.*

Proforma Entry 2		Debit	Credit
Deposits by banks	Balance sheet	200,000	
Investment securities	Balance sheet		200,000
Total		200,000	200,000

*Being write off and transfer to the Purchaser of deposits and investment securities on disposal of WRB division.*

Proforma Entry 3		Debit	Credit
Customer Accounts	Balance sheet	5,254,000	
Cash and cash equivalents	Balance sheet		5,254,000
Total		5,254,000	5,254,000

*Being write off and transfer to the Purchaser of customer accounts on disposal of WRB division.*

Proforma Entry 4		Debit	Credit
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**STANDARD CHARTERED BANK ZAMBIA PLC**  
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Details		ZMW'000	ZMW'000
Accrued Interest on Liabilities	Balance sheet	7,930	
Customer Deposits (Statutory Reserve Component)	Balance sheet	1,366,040	
Other Liabilities	Balance sheet	74,404	
Cash and cash equivalents	Balance sheet		1,448,374
Total		<u>1,448,374</u>	<u>1,448,374</u>

*Being write off and transfer to the Purchaser of other liabilities on disposal of WRB division.*

Proforma Entry 5		Debit	Credit
Cash and cash equivalents	Balance sheet	1,366,040	
Cash on hand and balances at Bank of Zambia	Balance sheet		1,366,040
Total		<u>1,366,040</u>	<u>1,366,040</u>

*Being reversal of statutory reserve for customer accounts and transfer to the Purchaser on disposal of WRB division.*

Proforma Entry 6		Debit	Credit
Cash and cash equivalents	Balance sheet	1,627,000	
Loans and Advances to Customers	Balance sheet		1,627,000
Total		<u>1,627,000</u>	<u>1,627,000</u>

*Being write off and transfer to the Purchaser of loans and advances to customers on disposal of WRB division.*

Proforma Entry 7		Debit	Credit
Cash and cash equivalents	Balance sheet	9,112	
Property, plant and equipment	Balance sheet		9,112
Total		<u>9,112</u>	<u>9,112</u>

*Being write off and transfer to the Purchaser of loans and advances to customers on disposal of WRB division.*



**STANDARD CHARTERED BANK ZAMBIA PLC**  
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Details		ZMW'000	ZMW'000
Proforma Entry 8		Debit	Credit
Profit of loss on disposal	Income statement		610,038
Cash and cash equivalents	Balance sheet	610,038	
Total		610,038	610,038

*Being receipt of purchase consideration.*

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**PRO FORMA FINANCIAL INFORMATION**

**F. PUBLISHED RESULTS AT 30 JUNE 2025**

There are some differences between the published results as at 30 June 2025 and the six-month period financial statements used in our review due to presentation differences between International Financial Reporting Standards (IFRS) and local statutory reporting requirements. However, the net positions materially agree with minor rounding off's in some cases. We have reviewed the figures which conform to IFRS in this Report.

An overview explanation of the differences is given below:

Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
<b>INCOME STATEMENT</b>				
<b>Interest, Fee and Commission, Trading and Operating Income</b>				
Interest income - interest income calculated using the EIR method	465,162	411,482	53,680	
Interest income - Other	66,200	-	66,200	
Interest expense	(185,177)	-	(185,177)	
<b>Net interest income (A)</b>	<b>346,185</b>	<b>411,482</b>	<b>(65,297)</b>	
Fees and commission income	111,896	-	111,896	Due to presentation differences between IFRS requirements and local statutory requirements. However, the net position largely agrees with some minor rounding off differences.
Fees and commission expense	(5,729)	-	(5,729)	
<b>Net fee and commission income (B)</b>	<b>106,167</b>	<b>-</b>	<b>106,167</b>	
Net trading income	221,561	261,949	(40,388)	
Other operating income	(482)	-	(482)	
<b>Net trading and other income (C)</b>	<b>221,079</b>	<b>261,949</b>	<b>(40,870)</b>	
<b>Operating income [(A) + (B) + (C)]</b>	<b>673,431</b>	<b>673,431</b>	<b>-</b>	
<b>Operating expenses</b>				

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**PRO FORMA FINANCIAL INFORMATION**

Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
Staff costs	(202,944)	-	(202,944)	
Premises costs	(19,591)	-	(19,591)	
General administrative expenses	(236,554)	(497,012)	260,458	
Sub total	<b>(459,089)</b>	<b>(497,012)</b>	<b>37,923</b>	
Depreciation and amortisation	(37,923)	-	(37,923)	
<b>Total Costs</b>	<b>(497,012)</b>	<b>(497,012)</b>	-	Due to presentation differences between IFRS requirements and local statutory requirements. However, the net position largely agrees with some minor rounding off differences.
<b>Operating profit before impairment and taxation</b>	<b>176,419</b>	<b>176,419</b>	-	
Credit impairment	61,762	61,762	-	
Software Impairment	-	-	-	
<b>Profit before taxation</b>	<b>238,181</b>	<b>238,181</b>	-	Due to presentation differences between IFRS requirements and local statutory requirements.
Taxation	(76,506)	(71,453)	(5,053)	
<b>Profit for the period</b>	<b>161,675</b>	<b>166,728</b>	<b>(5,053)</b>	

**BALANCE SHEET**

**STANDARD CHARTERED BANK ZAMBIA PLC**  
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Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
<b>Assets</b>				
Balances with Banks and Money at Call and Short Notice	5,711,717	7,821,366	(2,109,649)	
Cash and Balances with Central Bank	4,105,579	3,447,317	658,262	
Financial assets held at fair value through profit or loss	167,791	-	167,791	
Pledged assets	158,954	158,954	-	
Investment in equities	3,365	-	3,365	
Derivative financial instruments	109,796	-	109,796	
Investment securities	1,178,798	1,337,952	(159,154)	
Loans and advances to banks	1,758,761	-	1,758,761	Due to presentation differences between IFRS requirements and local statutory requirements.
Loans and advances to customers	2,884,703	2,857,473	27,230	
Other assets	651,570	205,490	446,080	
Assets classified as held for sale	7,761	6,368	1,393	
Property, plant, and equipment	488,511	534,378	(45,867)	
Current tax assets	165,463	-	165,463	
Deferred tax assets	60,797	110,060	(49,263)	
Prepayments and accrued income	25,158	-	25,158	
Investments in subsidiary undertakings	15	-	15	
Intangible assets	71,286	71,287	(1)	
<b>Total</b>	<b>17,550,025</b>	<b>16,550,645</b>	<b>999,380</b>	

**Liabilities**

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**PRO FORMA FINANCIAL INFORMATION**

Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
Deposits by banks	1,285,552	961,461	324,091	
Derivative financial instruments	115,047	-	115,047	
Customer accounts	13,471,546	12,308,126	1,163,420	
Dividends payable	5,947	5,921	26	
Other liabilities	1,296,059	2,043,890	(747,831)	Due to presentation differences between IFRS requirements and local statutory requirements.
Current tax liabilities	-	4,833	(4,833)	
Accruals and deferred income	157,352	-	157,352	
Subordinated liabilities and other borrowed funds	-	-	-	
Provisions for liabilities and charges	10,066	51,085	(41,019)	
<b>Total</b>	<b>16,341,569</b>	<b>15,375,316</b>	<b>966,253</b>	
<b>Equity</b>				
Share capital and share premium account	416,745	416,745	-	
Statutory reserves	12,285	12,285	-	
Fair value reserves	21,476	8,858	12,618	Due to presentation differences between IFRS requirements and local statutory requirements.
Credit reserves	-	-	-	
Capital contribution	62,312	62,312	-	
Retained earnings	695,638	675,129	20,509	
Sub total	<b>1,208,456</b>	<b>1,175,329</b>	<b>33,127</b>	
Minority Interest	-	-	-	
<b>Total</b>	<b>1,208,456</b>	<b>1,175,329</b>	<b>33,127</b>	
<b>Total</b>	<b>17,550,025</b>	<b>16,550,645</b>	<b>999,380</b>	
Check ==> (Total Assets = Total Liabilities & Equity)	-	-	-	

## **A. CAVEATS AND DISCLAIMERS**

### **General Disclaimers**

#### **1. Purpose Limitation**

The information contained in this report is prepared solely for inclusion in the Circular to shareholders in connection with the proposed transaction. It should not be relied upon for any other purpose. This report has been prepared solely for the purpose of complying with the Lusaka Securities Exchange Listing Rules in connection with the sale of the WRB Business. It is not intended for any other use, and no party may rely on it for any other purpose.

#### **2. No Guarantee of Future Performance**

Forecast and pro forma financial information are based on assumptions regarding future events and actions expected by management. Actual results may differ materially from those projected.

#### **3. Special Purpose Nature**

This report does not conform to full IFRS disclosure requirements and is prepared for a specific transaction-related purpose.

#### **4. No Audit or Review of Historical Data**

The practitioner has not audited or reviewed the historical financial information used in compiling the pro forma financial information

### **Pro Forma-Specific Caveats**

#### **1. Illustrative Only**

The pro forma financial information is presented for illustrative purposes only to demonstrate the impact of the proposed transaction as if it had occurred on the specified date. It may not fairly represent the actual financial position, results of operations, or cash flows of the Company after completion. The pro-forma adjustments include an estimated one-off post-tax gain from the sale of WRB business which is subject to final adjustments and completion of the transaction (which is also subject to further regulatory approvals).

#### **2. No Assurance on Actual Outcomes**

The practitioner expresses no opinion on whether the actual outcome of the transaction would have been as presented.

#### **3. Adjustments Based on Available Information**

Pro forma adjustments reflect management's best estimates as of the date of preparation and may differ from actual adjustments at completion.

#### **4. Exchange Rate Sensitivity**

Exchange rates applied have been determined by the Bank's global treasury experts. Variations in actual rates may significantly impact results.

### **Regulatory & Compliance Notes**

- Prepared in accordance with LuSE Listing Rules Section 8 and ISAE 3420/3400 standards.
- Subject to approvals from Bank of Zambia, COMESA Competition Commission, and Securities and Exchange Commission

25 November 2025

The Directors  
Standard Chartered Bank Zambia PLC  
Stand No. 4642, Corner of Mwaimwena Road and Addis Ababa Drive  
P.O. Box 32238  
Lusaka, Zambia

Dear Sirs,

**INDEPENDENT REPORTING ACCOUNTANTS REPORT ON THE FORECAST FINANCIAL INFORMATION OF STANDARD CHARTERED BANK ZAMBIA PLC**

We have examined the consolidated forecast financial information (collectively “the forecast”) of Standard Chartered Bank Zambia PLC (“the Company”) for the year ending 31 December 2025 and 31 December 2026 as set out in the accompanying statement (which we have stamped for the purpose of identification) in accordance with International Standards on Assurance Engagements (ISAE) 3400 applicable to the review of forecast financial information. The Directors of Standard Chartered Bank Zambia PLC are solely responsible for the preparation and presentation of the consolidated forecast financial information and the assumptions on which the forecast is based. The forecast has been prepared for submission to the Securities Exchange Commission (SEC) as part of the Circular to shareholders of Standard Chartered Bank Zambia PLC in connection with the Transaction (as described under *Section B* of the report) and should not be relied on for any other purposes.

Our examination has been undertaken to enable us to form an opinion as to whether the forecast, in all material respects, is properly prepared on the basis of the assumptions made by the Directors and is presented on a basis consistent with the accounting policies adopted and disclosed by the Company in its audited financial statements for the year ended 31 December 2024.

Forecasts, in this context, mean prospective financial information prepared on the basis of assumptions as to future events which management expects to take place and the actions which management expects to take place as of the date the information is prepared (best-estimate assumptions). While information may be available to support the assumptions on which the forecast is based, such information is generally future oriented and therefore uncertain.

As mentioned in the Directors’ statement, in arriving at the forecast for the year ending 31 December 2025 and 31 December 2026, the Directors have taken into consideration all information that could reasonably be expected to be available including, amongst others, the economic risks and uncertainties caused by the current economic volatility. We emphasise that the forecast covers a future period during which such inherent risks and uncertainties may continue to exist, and therefore, should be treated with caution. In these circumstances, the forecast may vary significantly from the amounts shown.

Actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variation may be material. Accordingly, we do not express any opinion as to whether the forecast will be achieved, nor can we guarantee or confirm the achievement of those results.





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BDO Zambia Audit Services  
Registration number: 320010098285

The list of Partners is available on request at the above registered address.

BDO Zambia Audit Services is registered with the Zambia Institute of Chartered Accountants (registration certificate number FRD053/09) under the Accountants Act 2008

BDO Zambia Audit Services a partnership registered in the Republic of Zambia is a member of BDO International Limited, a UK company limited by Guarantee and forms part of the international BDO network of independent member firms.

Subject to the matters stated in the preceding paragraphs:

- (i) Based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that the assumptions made by the Directors, as set out in the accompanying statement, do not provide a reasonable basis for the preparation of the forecast; and
- (ii) In our opinion, the forecast, so far as the calculations are concerned, is properly prepared on the basis of the assumptions made by the Directors and is presented on a basis consistent with the accounting policies adopted and disclosed by the Company in its audited financial statements for the year ended 31 December 2024 (except for the changes in accounting policies wherever they may exist).

#### **Emphasis of matter – Exchange Rates**

Without modifying our opinion, we draw your attention to Section D and Section E of this Report. The transaction is denominated in United States Dollars and the exchange rate used to translate the proceeds from the disposal of the WRB division amounting to USD 46.90 million was translated at an exchange rate of K25.90 when the Bank of Zambia exchange rate as at 30 June 2025 was K23.81. The Directors confirm that exchange rates applied across the respective financial periods have been determined by the Bank's global treasury experts, as this constitutes the Bank's standard practice.

#### **Emphasis of matter – Published results at 30 June 2025**

Without modifying our opinion, we draw your attention to Section F of this Report which notes some differences between the published results as at 30 June 2025 and the six-month period financial statements used in our review due to presentation differences between International Financial Reporting Standards (IFRS) and local statutory reporting requirements. However, the net positions largely agree with some minor rounding off amounts in some cases. We have reviewed the figures which conform to IFRS in this Report. However, this special purpose report will not conform to full IFRS disclosure requirements.

#### **Consent**

We have given and not withdrawn our consent to the inclusion of this report in the Circular in the form and context in which it appears.



**BDO Zambia Audit Services**



**D G A Ironside**  
**Partner**  
**AUD/F000094**  
**Lusaka**

**Date:** 25th November 2025

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

**B. FORECAST STATEMENT OF COMPREHENSIVE INCOME**

CONSOLIDATED FINANCIALS – INCOME STATEMENT	Year 1					Year 2
	Jan-Jun 2025	Transaction	Post Transaction	Jul-Dec 2025	Dec 2025	2026
	Actual (WRB+CIB)	Actual (WRB+CIB)	Actual (WRB+CIB)	Forecast (CIB Only)	Forecast (WRB+CIB)	Forecast (CIB Only)
All figures in ZMW'000, unless stated otherwise						
Divisions:						
Interest, Fee and Commission, Trading and Operating Income						
Interest income - interest income calculated using the EIR method	465,162	-	465,162	323,012	788,174	464,729
Interest income - Other	66,200	-	66,200	68,182	134,382	40,454
Interest expense	(185,177)	-	(185,177)	(113,569)	(298,746)	(85,945)
<b>Net interest income (A)</b>	<b>346,185</b>	-	<b>346,185</b>	<b>277,625</b>	<b>623,810</b>	<b>419,238</b>
Fees and commission income	111,896	-	111,896	133,827	245,723	40,454
Fees and commission expense	(5,729)	-	(5,729)	(3,426)	(9,155)	(3,596)
<b>Net fee and commission income (B)</b>	<b>106,167</b>	-	<b>106,167</b>	<b>130,401</b>	<b>236,568</b>	<b>36,858</b>
Net trading income	221,561	-	221,561	119,755	341,316	122,246
Other operating income	(482)	-	(482)	(48)	(530)	(53)
<b>Net trading and other income (C)</b>	<b>221,079</b>	-	<b>221,079</b>	<b>119,707</b>	<b>340,786</b>	<b>122,193</b>
<b>Operating income [(A) + (B) + (C)]</b>	<b>673,431</b>	-	<b>673,431</b>	<b>527,733</b>	<b>1,201,164</b>	<b>578,289</b>
Operating expenses						
Staff costs	(202,944)	-	(202,944)	(193,435)	(396,379)	(184,281)
Premises costs	(19,591)	-	(19,591)	(19,344)	(38,935)	(18,428)
General administrative expenses	(236,554)	-	(236,554)	(236,958)	(473,512)	(225,745)
Sub total	<b>(459,089)</b>	-	<b>(459,089)</b>	<b>(449,737)</b>	<b>(908,826)</b>	<b>(428,454)</b>
Depreciation and amortisation	(37,923)	-	(37,923)	(33,851)	(71,774)	(32,249)
<b>Total Costs</b>	<b>(497,012)</b>	-	<b>(497,012)</b>	<b>(483,588)</b>	<b>(980,600)</b>	<b>(460,703)</b>

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

CONSOLIDATED FINANCIALS – INCOME STATEMENT	Year 1					Year 2
	Jan-Jun 2025	Transaction	Post Transaction	Jul-Dec 2025	Dec 2025	2026
	Actual (WRB+CIB)	Actual (WRB+CIB)	Actual (WRB+CIB)	Forecast (CIB Only)	Forecast (WRB+CIB)	Forecast (CIB Only)
All figures in ZMW'000, unless stated otherwise						
Divisions:						
<b>Operating profit before impairment and taxation</b>	<b>176,419</b>	-	<b>176,419</b>	<b>44,145</b>	<b>220,564</b>	<b>117,586</b>
Credit impairment	61,762	-	61,762	38,041	99,803	21,242
Software Impairment	-	-	-	-	-	-
<b>Profit before taxation</b>	<b>238,181</b>	-	<b>238,181</b>	<b>82,186</b>	<b>320,367</b>	<b>138,828</b>
Taxation	(76,506)	-	(76,506)	(26,965)	(103,471)	(38,139)
<b>Profit from continuing operations</b>	<b>161,675</b>	-	<b>161,675</b>	<b>55,221</b>	<b>216,896</b>	<b>100,689</b>
Profit/(loss) from discontinued operations (net of tax)	-	610,038	610,038	-	610,038	-
<b>Profit for the period</b>	<b>161,675</b>	<b>610,038</b>	<b>771,713</b>	<b>55,221</b>	<b>826,934</b>	<b>100,689</b>
<b>Other comprehensive income:</b>						
Profit for the year	161,675	610,038	771,713	55,221	826,934	100,689
<b>Other comprehensive income</b>						
<b>Items that may be reclassified subsequently to income statement</b>						
Net valuation income/(losses) taken to equity	(39,452)	-	(39,452)	17,314	(22,138)	-
Taxation relating to components of other comprehensive income	-	-	-	-	-	-
<b>Other comprehensive income/(losses) for the year, net of taxation</b>	<b>(39,452)</b>	-	<b>(39,452)</b>	<b>17,314</b>	<b>(22,138)</b>	-
<b>Total comprehensive income for the year</b>	<b>122,223</b>	<b>610,038</b>	<b>732,261</b>	<b>72,535</b>	<b>804,796</b>	<b>100,689</b>
Minority Interest (10%)	-	-	-	-	-	-
Share in Profit / (Loss) of Associate	-	-	-	-	-	-
<b>Consolidated Net Profit Attributable to Group</b>	<b>122,223</b>	<b>610,038</b>	<b>732,261</b>	<b>72,535</b>	<b>804,796</b>	<b>100,689</b>

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

**C. FORECAST STATEMENT OF FINANCIAL POSITION**

CONSOLIDATED FINANCIALS – BALANCE SHEET	Year 1					Year 2
	Jan-Jun 2025	Transaction	Post Transaction	Jul-Dec 2025	Dec 2025	2026
	Actual	Actual	Actual	Forecast	Forecast	Forecast
All figures in ZMW'000, unless stated otherwise	(WRB+CIB)	(WRB Out)	(CIB Only)	(CIB Only)	(CIB Only)	(CIB Only)
Divisions:						
<b>Assets</b>						
Balances with Banks and Money at Call and Short Notice	5,711,717	(3,142,396)	2,569,321	2,865,633	2,865,633	2,994,802
Cash and Balances with Central Bank	4,105,579	(1,366,040)	2,739,539	1,583,181	1,583,181	1,678,172
Financial assets held at fair value through profit or loss	167,791	-	167,791	-	-	-
Pledged assets	158,954	-	158,954	147,830	147,830	156,699
Investment in equities	3,365	-	3,365	3,365	3,365	3,365
Derivative financial instruments	109,796	-	109,796	109,796	109,796	109,796
Investment securities	1,178,798	(200,000)	978,798	1,097,778	1,097,778	1,174,873
Loans and advances to banks	1,758,761	-	1,758,761	1,608,761	1,608,761	1,658,761
Loans and advances to customers	2,884,703	(1,627,000)	1,257,703	1,168,000	1,168,000	1,255,517
Other assets	651,570	52,212	703,782	381,158	381,158	400,236
Assets classified as held for sale	7,761	-	7,761	6,368	6,368	-
Property, plant, and equipment	488,511	(9,112)	479,399	500,092	500,092	531,608
Current tax assets	165,463	-	165,463	165,956	165,956	166,789
Deferred tax assets	60,797	-	60,797	58,488	58,488	61,997
Prepayments and accrued income	25,158	-	25,158	25,158	25,158	25,158
Investments in subsidiary undertakings	15	-	15	15	15	15
Intangible assets	71,286	-	71,286	33,708	33,708	35,731
<b>Total</b>	<b>17,550,025</b>	<b>(6,292,336)</b>	<b>11,257,689</b>	<b>9,755,287</b>	<b>9,755,287</b>	<b>10,253,519</b>
<b>Liabilities</b>						
Deposits by banks	1,285,552	(200,000)	1,085,552	873,172	873,172	899,774

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

CONSOLIDATED FINANCIALS – BALANCE SHEET	Year 1					Year 2
	Jan-Jun 2025	Transaction	Post Transaction	Jul-Dec 2025	Dec 2025	2026
All figures in ZMW'000, unless stated otherwise	<b>Actual</b>	<b>Actual</b>	<b>Actual</b>	<b>Forecast</b>	<b>Forecast</b>	<b>Forecast</b>
	<b>(WRB+CIB)</b>	<b>(WRB Out)</b>	<b>(CIB Only)</b>	<b>(CIB Only)</b>	<b>(CIB Only)</b>	<b>(CIB Only)</b>
Divisions:						
Derivative financial instruments	115,047	-	115,047	-	-	-
Customer accounts	13,471,546	(5,254,000)	8,217,546	6,992,080	6,992,080	7,411,605
Dividends payable	5,947	-	5,947	5,921	5,921	5,921
Other liabilities	1,296,059	(1,296,059)	-	-	-	-
Current tax liabilities	-	-	-	-	-	-
Accruals and deferred income	157,352	(152,315)	5,037	-	-	-
Subordinated liabilities and other borrowed funds	-	-	-	-	-	-
Provisions for liabilities and charges	10,066	-	10,066	29,353	29,353	31,114
<b>Total</b>	<b>16,341,569</b>	<b>(6,902,374)</b>	<b>9,439,195</b>	<b>7,900,526</b>	<b>7,900,526</b>	<b>8,348,414</b>
<b>Equity</b>						
Share capital and share premium account	416,745	-	416,745	416,745	416,745	416,745
Statutory reserves	12,285	-	12,285	12,285	12,285	12,285
Fair value reserves	21,476	-	21,476	38,790	38,790	38,790
Credit reserves	-	-	-	-	-	-
Capital contribution	62,312	-	62,312	62,312	62,312	62,312
Retained earnings	695,638	610,038	1,305,676	1,324,629	1,324,629	1,374,973
Sub total	<b>1,208,456</b>	<b>610,038</b>	<b>1,818,494</b>	<b>1,854,761</b>	<b>1,854,761</b>	<b>1,905,105</b>
Minority Interest	-	-	-	-	-	-
<b>Total</b>	<b>1,208,456</b>	<b>610,038</b>	<b>1,818,494</b>	<b>1,854,761</b>	<b>1,854,761</b>	<b>1,905,105</b>
<b>Total</b>	<b>17,550,025</b>	<b>(6,292,336)</b>	<b>11,257,689</b>	<b>9,755,287</b>	<b>9,755,287</b>	<b>10,253,519</b>
<b>Check ==&gt; (Total Assets = Total Liabilities &amp; Equity)</b>	-	-	-	-	-	-

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

**D. FORECAST STATEMENT OF CASH FLOWS**

CONSOLIDATED FINANCIALS - CASH FLOW STATEMENT		Year 1					Year 2
		Jan-Jun 2025	Transaction	Post Tansc.	Jul-Dec 2025	Dec 2025	2026
All figures in ZMW'000, unless stated otherwise		Actual	Actual	Actual	Forecast	Forecast	Forecast
Divisions:		(WRB+CIB)	(WRB Out)	(CIB Only)	(CIB Only)	(CIB Only)	(CIB Only)
Cash Flows from Operating Activities							
Profit for the year before taxation		238,108	-	238,108	82,186	320,294	138,828
<b>Other non-cash items included in profit before tax:</b>							
Depreciation of property, equipment and right-of-use assets		37,342	-	37,342	33,851	71,193	40,463
Amortisation of intangible assets		-	-	-	-	-	-
Equity settled share based payments transaction		2,195	-	2,195	-	2,195	-
Impairment charges/(releases)		61,762	-	61,762	-	61,762	-
Software impairment		-	-	-	-	-	-
Gain on disposal of property, plant and equipment		-	-	-	-	-	-
Write off of property, plant and equipment		-	-	-	-	-	-
Lease cancellation losses/(gains)		-	-	-	-	-	-
Effect of exchanges rate fluctuations on subordinated loan capital		-	-	-	17,314	17,314	-
Net Interest income		(347,381)	-	(347,381)	-	(347,381)	-
Fair value (gain)/losses		-	-	-	-	-	-
Profit/(loss) from discontinued operations (net of tax)		-	610,038	610,038	-	610,038	-
		(7,974)	610,038	602,064	133,351	735,415	179,291
<b>Changes in:</b>							
Statutory reserve deposits with the central bank		(149,205)	-	(149,205)	1,156,358	1,007,153	(94,991)
Financial assets held for trading		(5,624)	-	(5,624)	(107,856)	(113,480)	(85,964)

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

CONSOLIDATED FINANCIALS - CASH FLOW STATEMENT		Year 1					Year 2
		Jan-Jun 2025	Transaction	Post Tansc.	Jul-Dec 2025	Dec 2025	2026
		Actual	Actual	Actual	Forecast	Forecast	Forecast
		(WRB+CIB)	(WRB Out)	(CIB Only)	(CIB Only)	(CIB Only)	(CIB Only)
All figures in ZMW'000, unless stated otherwise							
Divisions:							
Due from banks		-	-	-	(212,380)	(212,380)	26,602
Derivative financial instruments - assets		42,189	-	42,189	-	42,189	-
Loans and advances to customers		(311,665)	-	(311,665)	89,703	(221,962)	(87,517)
Loans and advances to banks		(800,457)		(800,457)	150,000	(650,457)	(50,000)
Other assets		216,347	-	216,347	322,624	538,971	(19,078)
					(1,225,466		
Due to customers		(458,652)	-	(458,652)	)	(1,684,118)	419,525
Provisions		-	-	-	19,287	19,287	1,761
Derivative financial instruments - liabilities		-	-	-	(115,047)	(115,047)	-
Subdebt repayment		-	-	-	-	-	-
Other liabilities		307,349	-	307,349	(5,037)	302,312	-
		(1,159,718)	-	(1,159,718)	72,186	(1,087,532)	110,338
Interest received		532,152	-	532,152	-	532,152	-
Interest paid		(26,770)	-	(26,770)	-	(26,770)	-
		505,382	-	505,382	-	505,382	-
Cash used in operating activities before taxation		(662,310)	610,038	(52,272)	205,537	153,265	289,629
Income tax paid		-	-	-	(25,149)	(25,149)	(42,481)
<b>Net Cash Flow from Operating Activities</b>		<b>(662,310)</b>	<b>610,038</b>	<b>(52,272)</b>	<b>180,388</b>	<b>128,116</b>	<b>247,148</b>
<b>Cash Flow from Investing Activities</b>							
Purchase of property and equipment		(3,615)	-	(3,615)	(84,791)	(88,406)	(184,659)
Proceeds from the sale of property and equipment		-	-	-	69,218	69,218	117,025
Proceeds from the sale of held for sale assets		-	-	-	-	-	-



**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

CONSOLIDATED FINANCIALS - CASH FLOW STATEMENT		Year 1					Year 2
		Jan-Jun 2025	Transaction	Post Tansc.	Jul-Dec 2025	Dec 2025	2026
All figures in ZMW'000, unless stated otherwise		Actual	Actual	Actual	Forecast	Forecast	Forecast
Divisions:		(WRB+CIB)	(WRB Out)	(CIB Only)	(CIB Only)	(CIB Only)	(CIB Only)
Purchase of intangible assets		-	-	-	-	-	-
Investment in government securities		(1,961,144)	-	(1,961,144)	167,791	(1,793,353)	-
Proceeds from maturity/sale of investment securities		881,641	-	881,641	-	881,641	-
<b>Net Cash Used in Investing Activities</b>		<b>(1,083,118)</b>	<b>-</b>	<b>(1,083,118)</b>	<b>152,218</b>	<b>(930,900)</b>	<b>(67,634)</b>
<b>Cash Flow from Financing Activities</b>							
Subordinated liabilities and other borrowed funds		-	-	-	-	-	-
Premises, Motor vehicle and equipment lease liability principal payment		(4,245)	-	(4,245)	-	(4,245)	-
Proceeds from Issue of Share Capital		-	-	-	-	-	-
Proceeds from Share Premium		-	-	-	-	-	-
Dividends payment and claims		(669)	-	(669)	(36,294)	(36,963)	(50,345)
<b>Net Cash Generated from Financing Activities</b>		<b>(4,914)</b>	<b>-</b>	<b>(4,914)</b>	<b>(36,294)</b>	<b>(41,208)</b>	<b>(50,345)</b>
Effect of Exchange Fluctuation Translation Reserve		2	-	2	286,488	286,490	-
<b>Net Increase in Cash and Cash Equivalents</b>		<b>(1,750,340)</b>	<b>610,038</b>	<b>(1,140,302)</b>	<b>582,800</b>	<b>(557,502)</b>	<b>129,169</b>
Cash and Cash Equivalents as at the Beginning of the Year		7,175,569	(3,752,434)	3,423,135	2,282,833	3,423,135	2,865,633
<b>Cash and Cash Equivalents as at the End of the Year</b>		<b>5,425,229</b>	<b>(3,142,396)</b>	<b>2,282,833</b>	<b>2,865,633</b>	<b>2,865,633</b>	<b>2,994,802</b>
<b>Cash and Cash Equivalents</b>							

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

CONSOLIDATED FINANCIALS - CASH FLOW STATEMENT		Year 1					Year 2
		Jan-Jun 2025	Transaction	Post Tansc.	Jul-Dec 2025	Dec 2025	2026
		Actual	Actual	Actual	Forecast	Forecast	Forecast
		(WRB+CIB)	(WRB Out)	(CIB Only)	(CIB Only)	(CIB Only)	(CIB Only)
All figures in ZMW'000, unless stated otherwise							
Divisions:							
<b>Cash and Cash Equivalents (Composition)</b>							
Cash and short-term funds at group Banks		4,093,503	-	4,093,503	2,053,757	2,053,757	2,146,330
Cash and short-term funds at non group Banks		1,618,214	(3,142,396)	(1,524,182)	811,876	811,876	848,472
Total cash and cash equivalents as per statement of financial position		<b>5,711,717</b>	<b>(3,142,396)</b>	<b>2,569,321</b>	<b>2,865,633</b>	<b>2,865,633</b>	<b>2,994,802</b>
Cash on hand and clearing account with Bank of Zambia		658,262	-	658,262	380,410	380,410	24,570
Deposits by Banks		(1,285,552)	200,000	(1,085,552)	(873,172)	(873,172)	(899,774)
<b>Total cash and cash equivalents as per statement of cash flows</b>		<b>5,084,427</b>	<b>(2,942,396)</b>	<b>2,142,031</b>	<b>2,372,871</b>	<b>2,372,871</b>	<b>2,119,598</b>
<b>Operational Cash flows from Interest</b>							
Interest Received		532,152	-	532,152	-	532,152	-
Interest Paid		(26,770)	-	(26,770)	-	(26,770)	-

# STANDARD CHARTERED BANK ZAMBIA PLC

## FORECAST FINANCIAL INFORMATION

### E. TRANSACTION DETAILS

#### Overview

Standard Chartered Bank Zambia PLC operates in two primary markets:

- **Wealth & Retail Banking (WRB)** serves the local and international banking needs of affluent clients across the full wealth continuum via Private, Priority and Personal Banking, as well as Small and Medium Enterprises.
- **Corporate & Investment Banking (CIB)** supports large corporations, development organisations, governments, banks and investors to access cross-border trade and investment opportunities in the world's most dynamic markets.

In summary, the company does the following:

Acronym	Full Term	Activities & Roles	Status in Zambia
WRB	Wealth & Retail Banking	Retail banking, credit cards, SME, wealth advisory, risk modelling, digital transformation	Exited—sold to FNB Zambia Oct 2025; transition underway
CIB	Corporate & Investment Banking	Corporate finance, trade & investment solutions, non-financial risk, compliance, Financial Planning and Analysis (FP&A)	Ongoing—SCB Zambia remains fully engaged in CIB

On 29 October 2025, Standard Chartered Bank Zambia PLC (SCBZ) entered into a Business Sale Agreement (the “Agreement”) with First National Bank Zambia Limited (“FNBZ”) for the sale of its WRB business (the “Transaction”).

In line with the requirements of Section 9 of the Lusaka Securities Exchange (“LuSE”) Listings Requirements, the key features of the Transaction are as follows:

#### Brief Particulars of the Transaction

SCBZ's WRB business comprises as at 30 June 2025, ZMW 1.6bn of loans and advances, ZMW 5.2bn customer deposits, ZMW 3.8bn wealth assets under management, automated teller machines, cash deposit machines, property assets including branches and offices and, in-scope WRB employees (who have accepted an offer of employment from FNBZ).

Pursuant to the Agreement, SCBZ has agreed to sell, and FNBZ has agreed to acquire, the WRB business as a going concern. At completion of the Transaction, the assets and liabilities comprising the WRB business shall be transferred to FNBZ pursuant to the Banking and Financial Services Act No. 7 of 2017.

#### Approvals

The transaction is subject to several approvals and conditions precedent, including:

1. Bank of Zambia Approval: The transaction requires written approval from the Bank of Zambia in accordance with Section 30 of the Banking and Financial Services Act.
2. Other Approvals by
  - a) The shareholders of SCBZ: Approval by the shareholders of SCBZ at the Extraordinary General Meeting (EGM);
  - b) COMESA Competition Commission; Approval from the COMESA Competition Commission; and
  - c) The Securities and Exchange Commission: (Approval from the Securities and Exchange Commission if the transaction is deemed a merger under section 134 of the Securities Act.

#### Consideration / Payment Terms

The consideration for the purchase of the assets (including the transfer of a cash asset to reflect the amount (if any) by which the liabilities exceed the assets) will be the assumption of the liabilities of the business plus payment of an amount equal to the aggregate of:

- the value of the goodwill asset (being USD 46,900,000 subject to adjustments depending on the deposits value on the date of completion of the Transaction); and
- the amount (if any) by which the value of the assets exceeds the value of the liabilities.

## STANDARD CHARTERED BANK ZAMBIA PLC

### FORECAST FINANCIAL INFORMATION

#### Rationale for the Transaction

SCBZ's strategy is to allocate resources to areas where it believes it can deliver value from its most distinctive client proposition. SCBZ has a unique proposition serving clients in the corporate and investment banking segment where it can generate higher returns and stronger growth opportunities. The sale of the WRB business will allow SCBZ to invest in growing the CIB segment where it expects to create shareholder value from operating more efficiently to drive stronger returns. The sale will also allow SCBZ to return excess capital to shareholders.

#### Application of Sale Proceeds

SCBZ plans to invest in growing the CIB Business where it expects to create shareholder value and distribute a special dividend after Completion, once all consideration, transaction costs, tax implications, and regulatory requirements have been fully assessed and determined.

#### Special Dividend Payment

The Directors further confirm that a special dividend has been contemplated in line with the anticipated transaction proceeds. However, no quantifiable commitment has been reflected in the forecasted financial statements.

#### Transaction effects

The effects of this Transaction in the financial statements of Standard Chartered Bank Zambia PLC assuming the Transaction was consummated on 1 July 2025, financial statements would be impacted as follows:

Transaction Sale Proceeds	FX Rate	
	USD'000	ZMW'000
Sales proceeds	46,900	1,214,710
Transaction Costs	(13,252)	(343,227)
Operating Profit	33,648	871,483
Taxation	(10,094)	(261,445)
Profit After Tax	23,554	610,038

Assets And Liabilities Written Off following Conclusion of Transaction	Amount ZMW'000	Statutory Reserve Deposit at 26%
Accrued Interest on Assets	22,191	
Accrued Interest on Liabilities	(7,930)	
Customer Deposits	(5,254,000)	(1,366,040)
Fixed Assets	9,112	
Loans and Advances	1,627,000	
Notes and Coins	597,012	
Other Assets	(74,404)	
Other Liabilities	(74,404)	
Grand Total	(3,155,422)	(1,366,040)

# STANDARD CHARTERED BANK ZAMBIA PLC

## FORECAST FINANCIAL INFORMATION

### F. REVIEW OF FORECAST ASSUMPTIONS

#### Exchange Rates

Country	2025	2025		2026	2026
	AVE	PE		AVE	PE
Zambia	25.9	26.3		29.3	30.5

#### Exchange Rates

Country	2025	2025		2026	2026
	AVE	PE		AVE	PE
Zambia	25.9	26.3		29.3	30.5

Source: Global Research data as of 20 May 2025

#### Methodology:

The Directors confirm that the exchange rates applied across the respective financial periods have been accurately determined by the Bank's global treasury experts and may be relied upon, as this constitutes the Bank's standard practice.

#### 2025

- Post Transaction both Cash and cash equivalent and Balances with Bank of Zambia is expected to reduce as only 42% of deposits will remain (CIB)
- Investment securities initially expected to drop with the exit of WRB. However, there is a gradual growth expectation in deposits post Transaction
- The remaining lines expected to drop in line with CIB run rates
- Post Transaction revenue includes sales proceeds for disposal of WRB
- Post Transaction figures in the income statement include Transaction costs
- Taxation has been computed using the Corporation Tax rate of 30%.
- To derive the post Transaction June 2025 numbers, the company excluded WRB and brought in the sale proceeds.

#### 2026

- The growth in Balance Sheet is aligned to GDP.
- Cash & cash equivalents and Investment securities have an additional growth factored in in line with deposit growth.

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

**G. PUBLISHED RESULTS AT 30 JUNE 2025**

There are some differences between the published results as at 30 June 2025 and the six-month period financial statements used in our review due to presentation differences between International Financial Reporting Standards (IFRS) and local statutory reporting requirements. However, the net positions materially agree with minor rounding off's in some cases. We have reviewed the figures which conform to IFRS in this Report.

An overview explanation of the differences is given below:

Comparison	AFS - Per IFRS Reporting Basis ZMW'000	Published Results - Local Statutory Reporting Basis ZMW'000	Difference ZMW'000	Comments
<b>INCOME STATEMENT</b>				
<b>Interest, Fee and Commission, Trading and Operating Income</b>				
Interest income - interest income calculated using the EIR method	465,162	411,482	53,680	
Interest income - Other	66,200	-	66,200	
Interest expense	(185,177)	-	(185,177)	
<b>Net interest income (A)</b>	<b>346,185</b>	<b>411,482</b>	<b>(65,297)</b>	
Fees and commission income	111,896	-	111,896	Due to presentation differences between IFRS requirements and local statutory requirements. However, the net position largely agrees with some minor rounding off differences.
Fees and commission expense	(5,729)	-	(5,729)	
<b>Net fee and commission income (B)</b>	<b>106,167</b>	<b>-</b>	<b>106,167</b>	
Net trading income	221,561	261,949	(40,388)	
Other operating income	(482)	-	(482)	
<b>Net trading and other income (C)</b>	<b>221,079</b>	<b>261,949</b>	<b>(40,870)</b>	
<b>Operating income [(A) + (B) + (C)]</b>	<b>673,431</b>	<b>673,431</b>	<b>-</b>	

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
<b>Operating expenses</b>				
Staff costs	(202,944)	-	(202,944)	
Premises costs	(19,591)	-	(19,591)	
General administrative expenses	(236,554)	(497,012)	260,458	
Sub total	<b>(459,089)</b>	<b>(497,012)</b>	<b>37,923</b>	
Depreciation and amortisation	(37,923)	-	(37,923)	
<b>Total Costs</b>	<b>(497,012)</b>	<b>(497,012)</b>	-	Due to presentation differences between IFRS requirements and local statutory requirements. However, the net position largely agrees with some minor rounding off differences.
<b>Operating profit before impairment and taxation</b>	<b>176,419</b>	<b>176,419</b>	-	
Credit impairment	61,762	61,762	-	
Software Impairment	-	-	-	
<b>Profit before taxation</b>	<b>238,181</b>	<b>238,181</b>	-	
Taxation	(76,506)	(71,453)	(5,053)	Due to presentation differences between IFRS requirements and local statutory requirements.
<b>Profit for the period</b>	<b>161,675</b>	<b>166,728</b>	<b>(5,053)</b>	

**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
<b>BALANCE SHEET</b>				
<b>Assets</b>				
Balances with Banks and Money at Call and Short Notice	5,711,717	7,821,366	(2,109,649)	
Cash and Balances with Central Bank	4,105,579	3,447,317	658,262	
Financial assets held at fair value through profit or loss	167,791	-	167,791	
Pledged assets	158,954	158,954	-	
Investment in equities	3,365	-	3,365	
Derivative financial instruments	109,796	-	109,796	
Investment securities	1,178,798	1,337,952	(159,154)	
Loans and advances to banks	1,758,761	-	1,758,761	Due to presentation differences between IFRS requirements and local statutory requirements.
Loans and advances to customers	2,884,703	2,857,473	27,230	
Other assets	651,570	205,490	446,080	
Assets classified as held for sale	7,761	6,368	1,393	
Property, plant, and equipment	488,511	534,378	(45,867)	
Current tax assets	165,463	-	165,463	
Deferred tax assets	60,797	110,060	(49,263)	
Prepayments and accrued income	25,158	-	25,158	
Investments in subsidiary undertakings	15	-	15	
Intangible assets	71,286	71,287	(1)	
<b>Total</b>	<b>17,550,025</b>	<b>16,550,645</b>	<b>999,380</b>	



**STANDARD CHARTERED BANK ZAMBIA PLC**  
**FORECAST FINANCIAL INFORMATION**

Comparison	AFS - Per IFRS Reporting Basis	Published Results - Local Statutory Reporting Basis	Difference	Comments
	ZMW'000	ZMW'000	ZMW'000	
<b>Liabilities</b>				
Deposits by banks	1,285,552	961,461	324,091	
Derivative financial instruments	115,047	-	115,047	
Customer accounts	13,471,546	12,308,126	1,163,420	
Dividends payable	5,947	5,921	26	
Other liabilities	1,296,059	2,043,890	(747,831)	Due to presentation differences between IFRS requirements and local statutory requirements.
Current tax liabilities	-	4,833	(4,833)	
Accruals and deferred income	157,352	-	157,352	
Subordinated liabilities and other borrowed funds	-	-	-	
Provisions for liabilities and charges	10,066	51,085	(41,019)	
<b>Total</b>	<b>16,341,569</b>	<b>15,375,316</b>	<b>966,253</b>	
<b>Equity</b>				
Share capital and share premium account	416,745	416,745	-	
Statutory reserves	12,285	12,285	-	
Fair value reserves	21,476	8,858	12,618	Due to presentation differences between IFRS requirements and local statutory requirements.
Credit reserves	-	-	-	
Capital contribution	62,312	62,312	-	
Retained earnings	695,638	675,129	20,509	
Sub total	<b>1,208,456</b>	<b>1,175,329</b>	<b>33,127</b>	
Minority Interest	-	-	-	
<b>Total</b>	<b>1,208,456</b>	<b>1,175,329</b>	<b>33,127</b>	
<b>Total</b>	<b>17,550,025</b>	<b>16,550,645</b>	<b>999,380</b>	
Check ==> (Total Assets = Total Liabilities & Equity)	-	-	-	

## **H. CAVEATS AND DISCLAIMERS**

### **General Disclaimers**

#### **5. Purpose Limitation**

The information contained in this report is prepared solely for inclusion in the Circular to shareholders in connection with the proposed transaction. It should not be relied upon for any other purpose. This report has been prepared solely for the purpose of complying with the Lusaka Securities Exchange Listing Rules in connection with the sale of the WRB Business. It is not intended for any other use, and no party may rely on it for any other purpose.

#### **6. No Guarantee of Future Performance**

Forecast and pro forma financial information are based on assumptions regarding future events and actions expected by management. Actual results may differ materially from those projected.

#### **7. Special Purpose Nature**

This report does not conform to full IFRS disclosure requirements and is prepared for a specific transaction-related purpose.

#### **8. No Audit or Review of Historical Data**

The practitioner has not audited or reviewed the historical financial information used in compiling the pro forma financial information

### **Forecast-Specific Caveats**

#### **5. Forward-Looking Assumptions**

Forecasts are based on assumptions regarding future events and management actions expected at the time of preparation. These assumptions are inherently uncertain and subject to economic, regulatory, and market risks. Actual results may differ materially from those projected. No guarantee or assurance is provided that the forecast will be achieved. They should be treated with caution.

#### **6. Exchange Rate Sensitivity**

Forecasts assume exchange rates determined by the Bank's global treasury experts. Variations in actual rates may significantly impact results.

#### **7. Transaction Dependency**

Forecast figures assume completion of the WRB sale transaction on the effective date. Any delay or change in terms may alter outcomes.

### **Regulatory & Compliance Notes**

- Prepared in accordance with LuSE Listing Rules Section 8 and ISAE 3420/3400 standards.
- Subject to approvals from Bank of Zambia, COMESA Competition Commission, and Securities and Exchange Commission.

**Share Capital**

The authorised share capital of the Company is ZMW 520,000,000, divided into 2,080,000,000 ordinary shares of ZMW 0.250 each.

**Alteration of Share Capital**

The Company may, from time to time, by special resolution:

- increase its capital by such sum, to be divided into shares of such amounts as the special resolution shall prescribe;
- consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- convert ordinary shares into redeemable preference shares;
- convert securities of any class into securities of any other class, whether issued or not;
- sub-divide its shares, or any of them, into shares of a smaller amount than that fixed by the articles of association (subject nevertheless to the provisions of the statutes). The special resolution authorising any sub-division may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have preferred or other special rights, or may have qualified, deferred, or restricted rights, as compared with the others, as the Company has the power to attach to unissued or new shares;
- cancel any shares which, at the date of the passing of the special resolution, have not been taken or agreed to be taken by any person, and reduce the amount of its share capital by the amount of the shares so cancelled; or
- reduce its share capital and any capital redemption reserve fund in any manner, subject to all authorisations and consents required by law, provided that no share capital or capital redemption reserve fund shall be reduced on the basis that any repaid capital may be called up again.

In the event of a consolidation of any shares of any class into larger denominations, the board may sell, on behalf of the holders of such shares, any fractional parts resulting from the consolidation. the board may authorise a person to transfer such shares to any purchaser, receive the purchase money, and hold it in trust for the holders of the shares so sold. the company's receipt for the purchase money shall constitute a valid discharge to the purchaser, and once the purchaser's name has been entered in the register, the validity of the transaction shall not be questioned by any person.

**Issue of New Shares**

Except as otherwise provided by the conditions of issue, all new shares shall be subject to the provisions of the Articles with respect to payment of calls, lien, transfer, transmission, forfeiture, and all other related matters.

The unissued shares of the Company shall be at the disposal of the Company in general meeting. However, the Company in general meeting may, at the time of creation of any shares or thereafter, resolve that all or any of such shares shall be at the disposal of the board. in such a case, the board may allot, grant options over, or otherwise dispose of the shares to such persons, at such times, and for such consideration, and upon such terms and conditions as it may determine.

Unless specifically authorised by the Company in general meeting, the board shall not issue or allot any such shares to any director or their nominee, except where such shares are issued or allotted to such director or nominee as a member, on the same terms and conditions as have been simultaneously offered to all members of the Company in proportion to their existing holdings.

In no event shall any shares be issued at a discount.

## **Alteration of Rights**

All or any of the special rights and privileges attached to any class of shares may, whether or not the Company is being wound up, be altered or abrogated with:

- The written consent of the holders of not less than three-fourths of the issued shares of that class, or
- the sanction of an extraordinary resolution passed at a separate general meeting of such holders.

All provisions relating to general meetings of the company shall, *mutatis mutandis*, apply to such separate meetings. the quorum shall be at least two persons holding or representing by proxy not less than one-third of the issued shares of that class. Every holder shall be entitled, on a poll, to one vote for each share held.

If at any adjourned meeting such quorum is not present, the holders then present shall constitute a quorum.

The special rights conferred upon the holders of any class of shares shall not be deemed to be modified or abrogated by the creation or issue of further shares ranking *pari passu* with them.

## **Director's Appointment and Retirement**

Unless otherwise determined by the Company in general meeting, the number of directors (exclusive of alternate directors) shall not exceed ten nor be fewer than four. The Company in general meeting shall not reduce the number of directors below four.

The Company may, by ordinary resolution, appoint any person as a director (subject to the maximum number of directors) and may, by like resolution, remove any director from office.

No person (other than a director retiring by rotation or a person recommended by the directors) shall be eligible for election as a director at any general meeting unless, not less than nor more than twenty-one days before the date appointed for the meeting, there has been left at the Company's registered office a notice in writing:

- signed by a member qualified to attend and vote at the meeting, of their intention to propose such person for election, and
- signed by the proposed person, indicating their willingness to be elected.

The office of director shall be vacated if the director:

- ceases to be, or becomes prohibited from being, a director by virtue of Article 108(a) hereof or by the Statutes;
- becomes bankrupt or makes any arrangement or composition with their creditors generally;
- becomes of unsound mind;
- resigns their office by written notice to the Company; or
- is absent, without permission of the directors, from meetings of the Board for more than six months.

## **Borrowing Powers**

The Business of the Company shall be managed by the board, which may exercise all powers of the Company not required by the act or by these articles to be exercised by the Company in general meeting.

This is subject to the provisions of these articles, the Companies Act, and any regulations prescribed by the Company in general meeting, provided that no such regulations shall invalidate any prior act of the board that would have been valid had such regulations not been made.

The general powers conferred by the articles shall not be limited or restricted by any specific authority or power granted to the board by any other article.

The directors may exercise all powers of the Company to borrow money for its purposes and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability, or obligation of the Company or of any third party.



## STANDARD CHARTERED BANK ZAMBIA PLC

Incorporated in the Republic of Zambia

Company registration number: 6525

Share Code: **SCZ**

ISIN: **ZM0000000094**

("SCBZ" or "the Company")

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### Directors:

Mrs. Irene Lombe Chibesakunda (Independent Non-Executive Director, Acting Chairperson),  
Mr. Mainga Mukando (Independent Non-Executive Director),  
Ms. Misozi Hope Masengu (Independent Non-Executive Director),  
Mr. Christopher Ian Egberink (Non-Executive Director),  
Mr. Kelvin Bwalya (Chief Financial Officer, Executive Director), and  
Mr. Sonny Zulu (Chief Executive Officer, Executive Director).

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of the Shareholders of SCBZ will be held at Standard Chartered House, Fourth Floor, Stand no. 4642, Corner of Mwaimwena Road and Addis Ababa Drive, Lusaka, Zambia and virtually via video conferencing on the following link <https://eagm.corpservzambia.com.zm/eagm/> at 10:00 hrs on 17 December 2025.

The Extraordinary General Meeting is convened by SCBZ to seek the approval of the shareholders of SCBZ on two matters:

1. The sale of SCBZ's wealth and retail banking ("**WRB**") business
2. Recapitalisation via a bonus share issue to shareholders to comply with the Banking Financial Services (Capital Adequacy) Rules, 2025

### 1. SALE OF SCBZ'S WRB BUSINESS

The sale of SCBZ's WRB business, which comprises, among other things, ZMW 1.6 billion of loans and advances, ZMW 5.2 billion customer deposits, ZMW 3.8 billion wealth assets under management, (with such balances as at 30 June 2025 which are subject to change as at completion of the Transaction), automated teller machines, cash deposit machines, property assets including branches and offices, and in scope WRB employees (who have accepted an offer of employment from First National Bank Zambia Limited ("**FNBZ**"), to FNBZ (the "**Transaction**"), in accordance with Section 31 of the Banking and Financial Services Act No. 7 of 2017 (the "**Banking Act**"), pursuant to the Agreement between SCBZ and FNBZ executed on 29 October 2025 (the "**Agreement**").

The proposed Transaction forms part of SCBZ's strategic decision to focus on its Corporate and Investment Banking operations in Zambia, while ensuring that its retail clients continue to receive uninterrupted services from a strong local institution.

Under the Agreement, SCBZ has agreed to sell, and FNBZ has agreed to acquire, the WRB business as a going concern. The consideration for the purchase of the assets (including the transfer of a cash asset to

reflect the amount (if any) by which the liabilities exceed the assets) will be the assumption of the liabilities of the business plus payment of an amount equal to the aggregate of:

- the value of the goodwill asset (being USD 46,900,000 subject to adjustments depending on the deposits value on the date of completion of the Transaction); and
- the amount (if any) by which the value of the assets exceeds the value of the liabilities.

Based on the assets and liabilities positions at the date of signing the Agreement, which indicates a net liability position due to there being more deposits than loans, SCBZ expects that it will transfer a cash asset to reflect the amount by which the value of the liabilities exceeds the value of the assets to FNBZ, and that there will, therefore, be no payment in respect of net assets.

The consideration is subject to post-completion adjustments, the total of which shall not in any event exceed USD 150,000,000.

A deposit of USD 4,690,000 was paid by FNBZ to SCBZ on the signing date of the Agreement as an advance payment towards the goodwill asset. Interest will accrue on the deposit until the date of completion of the Transaction as if held in a commercial, interest-bearing account. The deposit is non-refundable, except if completion of the Transaction does not occur due to SCBZ's fault, in which case the deposit and accrued interest will accrue to FNBZ and be paid within five business days of written demand.

Completion of the Transaction is conditional upon satisfaction (or lawful waiver) of the following:

- Written approval from the Bank of Zambia, in accordance with Section 30 of the Banking Act;
- Unconditional written approval from the COMESA Commission;
- Approval by SCBZ's shareholders at this duly convened Extraordinary General Meeting, as required under the LuSE Listing Rules; and
- Approval by the Securities and Exchange Commission, if the Transaction is deemed to constitute a merger under Section 134 of the Securities Act.

At completion of the Transaction:

- The assets of the WRB business will automatically transfer to FNBZ, and all legal and beneficial title held by SCBZ in those assets will vest in FNBZ without further act or instrument.
- The assumed liabilities will automatically transfer to FNBZ and cease to be liabilities of SCBZ.
- FNBZ will carry on the WRB business as a going concern from the date of completion of the Transaction.
- Any assets and liabilities excluded from the scope of the Transaction will remain with SCBZ.
- Employees of the WRB business that have consented to the transfer will transfer to FNBZ in accordance with the Employment Code, preserving all rights and benefits; and
- SCBZ will remain responsible for any employees not transferring to FNBZ.

From completion of the Transaction, FNBZ will assume full operational and management responsibility for the WRB business, including all transferred employees, customer relationships, accounts, receivables, and liabilities.

The Transaction is to be implemented, substantially on the terms and conditions as set out in the circular to the shareholders of the Company dated 1 December 2025 (the “**Transaction Circular**”) outlining the Transaction.

The Transaction Circular includes:

- the salient terms of the Transaction; and
- a report prepared by the Independent Reporting Accountant.

The Transaction Circular will be available to shareholders:

- from Stockbrokers Zambia Limited (36 Mwaipona Road, Woodlands, P.O. Box 38956, Lusaka, Zambia) and Corpserve Transfer Agents Limited (6 Mwaleshi Road, Olympia Park, Lusaka, Zambia) during normal business hours from 1 December 2025.
- In electronic form from 1 December 2025 from the LuSE’s website ([www.LuSE.co.zm](http://www.LuSE.co.zm)) and the Stockbrokers Zambia Limited website ([www.sbz.com.zm](http://www.sbz.com.zm)).

As a Category 1 transaction under the LuSE Listing Rules, shareholder approval is required for the Transaction.

At the EGM, Shareholders will consider the proposed Transaction, and if deemed appropriate, pass the proposed ordinary resolutions below:

**THAT** the Transaction be and is hereby approved and:

- the directors of the Company (the “**Directors**”) be and are hereby authorised to do and procure to be done all such acts and things as they consider necessary, expedient or appropriate in connection with the Transaction and to give effect to or implement the Transaction and this resolution (including for the purpose of obtaining any approval, consent, clearance or permission that is a condition to the Transaction or that the Directors consider necessary or expedient);
- the Directors be and are hereby authorised to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Transaction (provided that such modifications, variations, revisions, waivers or amendments are not of a material nature), to any documents, and arrangements relating thereto, as the directors may, in their absolute discretion think fit; and
- that any and all actions taken by the Directors in connection with or relating to the Transaction, prior to the date of this resolution including, without limitation, the negotiation and/or approval of the Transaction, are hereby ratified, approved, and confirmed in all respects as valid and binding acts of the Company pursuant to section 339 of the Companies Act.

## **2. BONUS SHARE ISSUE TO SHAREHOLDERS IN COMPLIANCE WITH THE BANKING AND FINANCIAL SERVICES (CAPITAL ADEQUACY) RULES, 2025**

In compliance with the Banking and Financial Services (Capital Adequacy) Rules, 2025, issued under Statutory Instrument No. 62 of 2025 (“**Capital Adequacy Rules**”) and in accordance with the Bank of Zambia CB Circular No. 21 of 2025 dated 24 September 2025, SCBZ is undertaking a bonus share issue to its shareholders.

The Capital Adequacy Rules prescribe that SCBZ must maintain a minimum paid-up capital of ZMW520,000,000. SCBZ currently has a paid-up capital of ZMW416,745,250, representing 80% of the required threshold. The proposed capitalisation of reserves and issuance of new shares to the shareholders (the “**Bonus Share Issue**”) aims to raise SCBZ’s paid-up share capital to over



ZMW520,000,000, thereby achieving compliance with the statutory minimum. This measure is aligned with the Basel II and III capital reforms, which require banks to strengthen their common equity tier 1 (CET1) capital and maintain buffers such as the capital conservation buffer and countercyclical capital buffer, as set out in the Capital Adequacy Rules.

The Bonus Share Issue is to be implemented substantially on the terms and conditions as set out in the circular to the shareholders of the Company dated 1 December 2025 (the “**Bonus Share Issue Circular**”) outlining the terms of the Bonus Share Issue.

The Bonus Share Issue Circular includes:

- The amount to be capitalised from the reserves, in order to issue the bonus shares as fully paid-up;
- The ratio in which the bonus shares will be issued and allotted to shareholders; and
- The timelines and dates for determination of the record date and the registered shareholders entitled to the bonus shares.

The Bonus Share Issue Circular will be available to shareholders:

- from Stockbrokers Zambia Limited (36 Mwaipona Road, Woodlands, P.O. Box 38956, Lusaka, Zambia) and Corpserve Transfer Agents Limited (6 Mwaleshi Road, Olympia Park, Lusaka, Zambia) during normal business hours from 1 December 2025.
- in electronic form from the LuSE’s website ([www.LuSE.co.zm](http://www.LuSE.co.zm)) and the SBZ’s website ([www.sbz.com.zm](http://www.sbz.com.zm)) from 1 December 2025.

To give effect to the Bonus Share Issue, the shareholders of SCBZ will be required to consider and, if deemed fit, approve the following special and ordinary resolutions at the EGM:

**Ordinary Resolution – Authorisation of the Directors to Capitalise Reserves pursuant to Article 135 of SCBZ’s Articles of Association**

This resolution is required to authorise the directors to capitalise the amount of ZMW 104,186,312.50 standing to the credit of the reserves and to apply such amount in paying up in full 416,745,250 ordinary shares, to comply with the Capital Adequacy Rules and Bank of Zambia CB Circular No. 21 of 2025 dated 24 September 2025, which operationalise Basel II and III standards, and mandate that banks maintain the prescribed minimum paid-up capital and Common Equity Tier 1 ratios. These regulations require SCBZ to maintain the prescribed minimum paid-up capital of ZMW520,000,000 and ensure adequate Common Equity Tier 1 ratios to strengthen financial resilience and absorb potential losses.

SCBZ currently holds ZMW416,745,250, representing 80% of the required threshold. The Bonus Share Issue aims to raise the SCBZ’s paid-up capital to over ZMW520,000,000, thereby achieving compliance with the statutory minimum

The directors will also be empowered to take all requisite actions, either directly or through any duly constituted committee, to give effect to the Bonus Share Issue.

**Ordinary Resolution – Issuance of new Ordinary Shares pursuant to Article 9 of SCBZ’s Articles of Association and Section 87(1) (b) of the Companies Act**

This resolution will authorise the directors to issue and allot new ordinary shares, credited as fully paid in accordance with the terms set out in the Bonus Share Issue Circular

**Special Resolution – Amendment of SCBZ’s Articles of Association pursuant to section 27 of the Companies Act**

To facilitate the Bonus Share Issue, it is necessary to increase the authorised share capital from ZMW 520,000,000 to ZMW530,000,000. To reflect the proposed increase in authorised share capital, shareholders will be requested to approve an amendment to Article 5 of SCBZ's Articles of Association.

The revised authorised share capital under the Articles will be ZMW530,000,000, divided into 2,120,000,000 ordinary shares of ZMW0.25 each.

**Special Resolution – Increase of Authorised Share Capital pursuant to Article 53(a) of SCBZ's Articles of Association and Section 140 of the Companies Act**

A special resolution authorising the increase of the authorised share capital to ZMW 530,000,000 divided into 2,120,000,000 ordinary shares of ZMW0.25 each, to facilitate the capitalisation.

This resolution increases the authorised share capital through the creation of an additional 40,000,000 ordinary shares of ZMW0.25 each.

These shares will rank *pari passu* in all respects with the existing ordinary shares of SCBZ.

**Ordinary Resolution – Registration of Incremental Issued Shares with the Securities and Exchange Commission**

Following the increase in authorised share capital, this resolution authorises the Board to register the incremental issued shares with the Securities and Exchange Commission of Zambia (SEC) and apply for their listing on the Lusaka Securities Exchange (LuSE).

**Ordinary Resolution – Dematerialisation of Share Capital**

To facilitate the deposit of all issued shares into the Central Shares Depository maintained by the LuSE, SCBZ must first ensure that its share register is fully dematerialised.

This resolution authorises the Directors to undertake all necessary steps to dematerialise the share register and deposit all issued shares into the Central Shares Depository maintained by LuSE.

**Ordinary Resolution – Ratification of Board Actions**

This resolution seeks shareholder ratification and approval of all actions taken by the Directors or any authorised persons in connection with the Bonus Share Issue, including preparatory steps undertaken to facilitate its implementation.

**Notes:**

**All shareholders unable to attend in person are encouraged to make arrangements to participate in the Extraordinary General Meeting through the eAGM link provided.**

- (i) The proceedings of the meeting will be streamed live through the following link, and shareholders are required to sign up in advance: <https://eagm.corpservicezambia.com.zm/eagm/>.
- (ii) Shareholders and proxies who will join the meeting virtually are requested to **sign up now**. Please sign up onto the link with the credentials that shall be forwarded to you via email and phone.

The key steps to follow are as given below:

- a. Sign up on the (“**eAGM Platform**”) given.
  - b. Log into the eAGM Platform and register to attend the meeting on the day of the meeting.
- (iii) To sign up for the meeting, a shareholder must have a working email and an active cell phone number.

- (iv) The window for signing up for the meeting shall be open on 26 November 2025 and automatically close at the commencement of the meeting on 17 December 2025. Registration will commence at 08:00 hours on the day of the meeting. A shareholder who does not register before the start of the meeting will not be able to do so when the meeting starts.
- (v) After registering, a shareholder will be allowed to join the meeting.
- (vi) The voting at the meeting will be conducted electronically at the following link: <https://eagm.corpservzambia.com.zm/eagm/> or through the Corpserve Shareholder Application whose links are given below:  
  
**Apple Store:** <https://apps.apple.com/zw/app/corpserv-zambia/id6479399524>  
**Playstore:** [https://play.google.com/store/apps/details?id=zm.co.corpserv\\_zm&hl=en](https://play.google.com/store/apps/details?id=zm.co.corpserv_zm&hl=en)
- (vii) To fully participate, virtually in the EGM, a shareholder must have a reliable internet connection.
- (viii) Queries on how to log into the meeting, registration or on the voting process can be channelled to the Transfer Secretary on [info@corpservzambia.com.zm](mailto:info@corpservzambia.com.zm) or [joseph@Corpservzambia.com.zm](mailto:joseph@Corpservzambia.com.zm), or by phone at 0950968435, 0972196744 or 0979420470.
- (ix) A member entitled to attend and vote at the meeting is entitled to appoint any person (whether a member of the Company or not) to attend and to vote in his/her stead. A Form of Proxy has been included in the Notes and is available on the Company website [www.SCBZ.com.zm](http://www.SCBZ.com.zm). The completed Form of Proxy must be lodged at the registered office of the Company, SCBZ Office Park, Stand No. 16806, Alick Nkhata Road, P.O. Box 30048, Lusaka or emailed to [corporate@SCBZ.com.zm](mailto:corporate@SCBZ.com.zm) before the commencement of the EGM.

**By Order of the Board of Directors**

**Doris Tembwe**  
**Company Secretary**



## STANDARD CHARTERED BANK ZAMBIA PLC

Incorporated in the Republic of Zambia

Company registration number: **6525**

Share Code: **SCZ**

ISIN: **ZM0000000094**

(“**SCBZ**” or “**the Company**”)

### FORM OF PROXY

I/WE.....(Please use block capitals)  
of..... Being (a) member(s) of  
Standard Chartered Bank Zambia Plc, hereby appoint  
Mr/Ms/Mrs.....of  
.....or, failing him/her, Mr/Mrs/Mrs  
..... of .....as my/our  
proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held  
on 17 December 2025 and at any adjournment of that meeting.

Dated this.....Day of.....2025

Signature ..... (Authorised Signatory)

(If executed by a corporation, this Form should be given under its common seal or signed on its behalf by an attorney or officer of the corporation duly authorised).

This Form of Proxy should be submitted to reach the Company before the stipulated time of holding the meeting. Notice of revocation of this Form of Proxy must be received by the Company at its registered office before the time appointed for the meeting.

Please indicate with an X, in the spaces below, how you wish your vote to be cast. If no such indication is given, the proxy will vote or abstain at his/her discretion.

No.	Extract of Resolution detailed in Notice of EGM	For	Against	Abstain
<b>1</b>	<b>SALE OF SCBZ’S WEALTH AND RETAIL BUSINESS</b>  <b>THAT</b> the Transaction be and is hereby approved and:  (a) the directors of the Company (the “ <b>Directors</b> ”) be and are hereby authorised to do and procure to be done all such acts and things as they consider necessary, expedient or appropriate in connection with the Transaction and to give effect to or implement the Transaction and this resolution (including for the purpose of obtaining any approval, consent, clearance or permission that is a condition to the Transaction or that the Directors consider necessary or expedient);  (b) the Directors be and are hereby authorised to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Transaction (provided that such modifications, variations, revisions, waivers or amendments are not of a material nature), to any documents, and arrangements relating thereto, as the directors may, in their absolute discretion think fit; and			

	(c) that any and all actions taken by the Directors in connection with or relating to the Transaction, prior to the date of this resolution including, without limitation, the negotiation and/or approval of the Transaction, are hereby ratified, approved, and confirmed in all respects as valid and binding acts of the Company pursuant to section 339 of the Companies Act.			
<b>2</b>	<p><b>BONUS SHARE ISSUE TO SHAREHOLDERS IN COMPLIANCE WITH THE BANKING AND FINANCIAL SERVICES (CAPITAL ADEQUACY) RULES, 2025</b></p> <p><b>THAT</b> the directors be unconditionally authorised:</p> <p>(a) pursuant to Article 135 of the Articles of Association, to capitalise a sum not exceeding ZMW 104,186,312.50 standing to the credit of the Company's reserves and to apply such sum in paying up in full 416,745,250 ordinary shares of ZMW 0.25 each in the capital of the Company (the “<b>Bonus Shares</b>”)- <b>Ordinary Resolution</b>;</p> <p>(b) in accordance with section 87(1)(b) of the Companies Act and Article 9 of the Articles of Association, and on the terms set out in the Bonus Share Issue Circular, allot and issue, credited as fully paid up, the Bonus Shares to the holders of ordinary shares in the capital of the Company, in proportion to their existing holdings – <b>Ordinary Resolution</b> ;</p> <p>(c) to register the Bonus Shares with the Securities and Exchange Commission of Zambia (“SEC”) and submit an application for the listing of the total issued Ordinary Shares of the Company on the Lusaka Securities Exchange (the “LuSE”)- <b>Ordinary Resolution</b>;</p> <p>(d) to take all necessary actions to ensure that the Company’s main share register is dematerialised such that all of the Company’s shares; currently held in physical certificate and the Bonus Shares are deposited into the Central Shares Depository of the LuSE for custody and on-going record keeping – <b>Ordinary Resolution</b>;</p> <p>(e) to perform such acts and do all things incidental to the implementation of the Bonus Share Issue and that all powers vested in the directors under these resolutions may be exercised directly by the directors or through any committee(s) which the directors may constitute for such purposes – <b>Ordinary Resolution</b>;</p>			
<b>3</b>	<p><b>THAT for</b> purposes of implementing the Bonus Share Issue the following actions are authorised and hereby approved:</p> <p>(a) pursuant to Section 27(1) of the Companies Act, Article 5 of the Company’s Articles of Association is hereby amended as follows:</p> <p>“The authorised share capital of the Company is ZMW 530,000,000 divided into 2,120,000,000 ordinary shares of ZMW0.25 each.” - <b>Special Resolution</b></p> <p>(b) pursuant to Article 53(a) of the Articles of Association and Section 140(1) of the Companies Act, the authorised share capital of the Company be and is hereby increased from ZMW520,000,000 to</p>			

	<p>ZMW530,000,000 by the creation of an additional 40,000,000 ordinary shares of ZMW0.25 each, ranking pari passu with the existing ordinary shares of the Company- <b>Special Resolution</b></p> <p><b>THAT</b> we members of the Company approve, confirm and ratify all actions, executions and deliveries heretofore taken or made by the Board or such authorised person in the name or on behalf of the Company in connection with the carrying out of the Bonus Share Issue – <b>Ordinary Resolution;</b></p>			
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**NB:**

Once you have filled in this form, please send by post or scan and email to the address indicated below or drop it off at the venue of the EGM on the date of the EGM.

**Doris Tembwe**  
**The Company Secretary**

**Standard Chartered Bank Zambia Plc**  
**5<sup>th</sup> Floor, Standard Chartered House,**  
**Stand no. 4642,**  
**Corner of Mwaimwena Road and Addis Ababa Drive,**  
**Lusaka, Zambia**  
**Telephone: +260 211 422511**  
**Email: [DorrisChomba.Tembwe@sc.com](mailto:DorrisChomba.Tembwe@sc.com)**