

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The definitions and interpretations commencing on page 7 of this Circular apply throughout this Circular, including this cover page (unless specifically defined where used or the context indicates a contrary intention).

Action Required:

- Shareholders are referred to page 4 of this Circular, which sets out the action required of them regarding the **ZCCM-IH Extraordinary General Meeting**, full details of which are set out in this Circular. If you are in any doubt as to the action you should take, please consult your broker, bank manager, legal advisor, accountant, or other professional advisor.
- If you have disposed of all your ZCCM-IH shares, then this Circular, together with the accompanying **Form of Proxy** should be forwarded to the broker, 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.



ZCCM INVESTMENTS HOLDINGS PLC

[Incorporated in the Republic of Zambia]

Company Registration Number: **119540000771**

Share Code: **ZCCM-IH**

ISIN: **ZM0000000037**

("ZCCM-IH" or "the Company")

CIRCULAR TO SHAREHOLDERS

Regarding:

- The up to US\$1.1 billion capital investment by International Resources Holding RSC Ltd, through its wholly owned subsidiary, Delta Mining Limited, for a 51% interest in Mopani Copper Mines plc and the formation of a strategic partnership with ZCCM-IH. The investment will comprise US\$620 million in new equity capital, up to US\$100 million in settlement of existing third-party letters of credit and up to US\$380 million of additional shareholder loans (the "**Transaction**").

and enclosing:

- A Notice convening an **Extraordinary General Meeting** of ZCCM-IH shareholders to consider the proposed Transaction; and
- A Form of Proxy.

Sponsoring Broker	Transaction Advisor	Independent Reporting Accountant
 STOCKBROKERS ZAMBIA LIMITED Stockbrokers Zambia Ltd	 Rothschild & Co Rothschild & Co	 BDO Zambia

Legal Advisor	International Legal Advisor	Competent Person	Transfer Secretary
 Chibesakunda and Company	 Baker & McKenzie LLP	 SRK	 Corpserve Transfer Agents

Date of Issue: 2nd February 2024

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of ZCCM-IH, 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 from 2nd February 2024. The Circular will also be available in electronic form from the LuSE's website (www.LuSE.co.zm), ZCCM-IH's website (www.zccm-ih.com.zm) and SBZ's website (www.sbz.com.zm) from 2nd February 2024

CONTENTS

CONTENTS	2
CORPORATE INFORMATION AND ADVISORS	3
ACTION REQUIRED BY ZCCM-IH SHAREHOLDERS	4
IMPORTANT INFORMATION	5
SALIENT DATES AND TIMES	6
DEFINITIONS AND INTERPRETATIONS	7
SALIENT FEATURES OF THE TRANSACTION	12
1. CIRCULAR TO SHAREHOLDERS	15
2. GENERAL INFORMATION	30
3. INFORMATION RELATING TO THE DIRECTORS AND SENIOR MANAGEMENT OF ZCCM-IH AND ITS SUBSIDIARIES	32
ANNEXURE I: COMPETENT PERSON'S REPORT ON MOPANI	51
ANNEXURE II: INDEPENDENT REPORTING ACCOUNTANT'S REPORT	54
ANNEXURE III: EXTRACTS FROM ZCCM-IH'S ARTICLES OF ASSOCIATION	137
NOTICE OF EXTRAORDINARY GENERAL MEETING	139

Company's Registered Address

ZCCM-IH Office Park
Stand No. 16806 Alick Nkhata Road,
Mass Media Complex Area
Lusaka, Zambia

Sponsoring Broker

Stockbrokers Zambia Limited
32 Lubu Road,
Longacres
P.O. Box 38956
Lusaka, Zambia

Competent Person

SRK Consulting (UK) Limited
5th Floor Churchill House
Churchill Way
Cardiff, Wales

Legal Advisor

Chibesakunda & Co
CCO House, Stand No. 2374
Kelvin Siwale Road
Lusaka, Zambia

International Legal Advisor

Baker & McKenzie LLP
280 Bishopsgate
London, UK
EC2M 4RB

Company Secretary

Charles Mjumphi
ZCCM-IH Office Park
Stand No. 16806 Alick Nkhata Road,
Mass Media Complex Area
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

Transaction Advisor

Rothschild & Co., South Africa Propriety Limited (Pty) Ltd
7th Floor, 144 Oxford
144 Oxford Road, Rosebank
Johannesburg, Gauteng,
South Africa

Subject of the Category 1 Transaction

Mopani Copper Mines plc
Nkana Central Office
Central Street
Nkana West
Kitwe, Zambia

ACTION REQUIRED BY ZCCM-IH SHAREHOLDERS

The Definitions and Interpretations commencing on page 7 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 Shareholders:

This Circular is important and requires your immediate attention. Please take careful note of the following provisions regarding the action required by ZCCM-IH's 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 ZCCM-IH 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 the Circular

This Circular contains information relating to the up to US\$1.1 billion investment by International Resources Holding RSC Ltd, through its wholly owned subsidiary, Delta Mining Limited, for a 51% interest in Mopani Copper Mines plc and the formation of a strategic partnership with ZCCM-IH. The investment will comprise of US\$620 million in new equity capital, up to US\$100 million in settlement of existing third-party letters of credit and up to US\$380 million of shareholder loans (the "Transaction").

The Extraordinary General Meeting (EGM)

The implementation of the proposed Transaction is subject to the shareholders of ZCCM-IH passing the requisite resolutions. The ZCCM-IH EGM has been convened in terms of the Notice of the EGM commencing on page 139 of this Circular for consideration by 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 Mulungushi International Conference Centre, Kenneth Kaunda Wing, Banquet Hall Number 2 and virtually via Video Conferencing on the following link <https://eagm.creg.co.zw/eagm/Login.aspx> at 10:00hrs on Friday, 23rd February 2024.

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 ZCCM-IH 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 ZCCM-IH, the Sponsoring Broker, the Reporting Accountant, the Legal Advisor, the International Legal Advisor, the Transaction Advisor or the Transfer Secretary. The delivery of this Circular shall not create any implication that there has been no change in the affairs of ZCCM-IH since the date of the publication of this Circular. Further, the delivery of this Circular shall not create any implication that any other financial statement or other information supplied in connection with and which is correct as of the date of the Circular shall remain 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 ZCCM-IH, the Sponsoring Broker, the Reporting Accountant, the Legal Advisor, the International Legal Advisor, the Transaction Advisor 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 ZCCM-IH 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: ZCCM-IH’s strategy; financial results, growth prospects and outlook of ZCCM-IH’s operations, individually or in the aggregate; ZCCM-IH’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 ZCCM-IH’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 ZCCM-IH’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 ZCCM-IH’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 ZCCM-IH 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.

ZCCM-IH 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.

ZCCM-IH 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 ZCCM-IH or any person acting on its behalf have not been reviewed and reported on by ZCCM-IH’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, RNS and Euronext on	22 nd December 2023
Announcement relating to the issue of the Circular published in the press on	26 th December 2023
Circular posted to the Shareholders on	2 nd February 2024
Last day to lodge forms of proxy for the EGM with the transfer secretaries, by no later than 10:00. (Forms of proxy not lodged with the Company or transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement thereof)	22 nd February 2024
The EGM of the Shareholders	23 rd February 2024
Results of the EGM released on SENS, RNS and Euronext on	23 rd February 2024
Results of the EGM published in the press on	27 th February 2024

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, Stockbrokers Zambia Limited respectively at the contact details below:

Stockbrokers Zambia Limited

Tel: +260 211 232 456

Email: 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.

"Agreed Form"	A document or agreement in a form which has been agreed by the parties to that document;
"Annual Report"	A corporate document disseminated to Shareholders that spells out ZCCM-IH's financial condition and operations over the previous year;
"Articles"	The Articles of Association of ZCCM-IH;
"Authorised Share Capital"	ZCCM-IH's authorised share capital of K2,000,000 divided as follows: 120,000,000 "A" Ordinary Shares of K0.01 each; and 80,000,000 "B" Ordinary Shares of K0.01 each;
"Authority"	Any supra-national, national, state, municipal or local government (including any ministry, sub-division, court, judicial committee, administrative agency or commission or other authority thereof) or any governmental or quasigovernmental or private body exercising any regulatory, taxing, importing or other governmental or quasi-governmental authority (including any tribunal, securities exchange, competition or antitrust authority, or supervisory body);
"Carlisa"	Carlisa Investments Corp. a company incorporated in the British Virgin Islands whose registered office is at P O Box 3174, Wickham's Cay II, O'Neal Marketing Associates Building, Road Town, VG1110 British Virgin Islands, with registered number 211422. Carlisa is an affiliate of Glencore;
"CCPC"	Competition and Consumer Protection Commission, a statutory body established under the Competition Act with a dual mandate to review the operation of markets in the Zambian Economy, the conditions of competition in those markets and to protect consumers;
"Circular" or "Document"	This Circular to ZCCM-IH shareholders which sets out the details of the proposed Transaction;
"Claims"	To the extent accruing, falling due (or arising by reason of facts, circumstances or events taking place), prior to the Effective Date, any actions, causes of actions (including derivative actions or causes of action), suits, proceedings, judgments, awards, assessments, reassessments, claims (including, but not limited to, any alleged statutory, contractual, derivative or equitable claims for indemnification or reimbursement or award of attorneys' fees), rights, demands for damages, loss, or injury, liabilities, obligations, debts, sums of money, indemnity, expenses, interest, costs, set-offs and claims of any and every kind and nature whatsoever known or unknown, suspected or unsuspected, accrued or unaccrued (whether legal, arbitral, regulatory or other), in any jurisdiction;
"Closing"	The completion of the subscription by Delta for the Investor Shares following satisfaction or waiver of the conditions precedent to the Transaction in accordance with the Investment Agreement.
"Closing Date"	The date upon which Closing occurs;
"Companies Act"	The Companies Act No. 10 of 2017 of the Laws of Zambia as amended and repealed from time to time;
"COMESA"	The Common Market for Eastern and Southern Africa established pursuant to the COMESA Treaty;
"COMESA Competition Commission"	The COMESA Competition Commission established pursuant to the COMESA Treaty and regulations issued with respect thereto;
"Competition Act"	The Competition and Consumer Protection Act, No. 24 of 2010, as amended and repealed from time to time;
"Completion Disclosure Letter"	Letter to be issued on the Closing Date between Delta and ZCCM-IH containing disclosures made by ZCCM-IH against the warranties given by ZCCM-IH and Mopani under the Investment Agreement as at the Closing Date;
"Corpserve" or "Transfer Secretary"	A 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
Competent Persons Report" or "CPR"	Competent Persons Report set out in this Circular and prepared by SRK Consulting (UK) Limited;
"CSD"	The Central Securities Depository maintained by the LuSE;

"Delta"	Delta Mining Limited, a company incorporated under the laws of the United Arab Emirates with registered number 995, having its principal place of business at International Resources Holding RSC Ltd, C-12, Al Halawi Street, Al Muntazah, Abu Dhabi, UAE. Delta is a wholly owned subsidiary of IRH;
"Delta Trading Offtake Agreement"	Agreement to be entered into between Mopani and Delta or an affiliate of Delta at or prior to and effective as of the Closing Date in respect of the sale and purchase of offtake products (including copper cathodes) from Mopani;
"Directors"	The executive and non-executive directors of the board of ZCCM-IH;
"Disclosure Letter"	Letter dated 22 December 2023 between Delta and ZCCM-IH containing disclosures made by ZCCM-IH against the warranties given by ZCCM-IH and Mopani under the Investment Agreement;
"Earnings Per Share" or "EPS"	The amount of income earned during a period per share of common stock;
"EGM"	The Extraordinary General Meeting of ZCCM-IH shareholders to be held in person at Mulungushi International Conference Centre, Kenneth Kaunda Wing, Banquet Hall and virtually via Video Conferencing on the following link https://eagm.creg.co.zw/eagm/Login.aspx at 10:00hrs on Friday, 23rd February 2024;
"Finance Documents Release Deed"	Deed of termination to be entered into between Glencore, Carlisa, ZCCM-IH and Mopani at or prior to and effective as of the Closing Date: (i) releasing the security interests related to the facility agreements originally dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and presently between Glencore and Mopani; and (ii) terminating a side letter dated 20 January 2023 between ZCCM-IH, Glencore and Carlisa to the bridge facility agreement dated 20 January 2023, as amended and restated from time to time and presently between ZCCM-IH as lender and Mopani as borrower;
"Glencore"	Glencore International AG, a limited liability company incorporated in Switzerland whose registered office is at Baarermattstrasse 3, P.O. Box 1363, 6341 Baar, Switzerland. Glencore is an affiliate of Carlisa;
"Glencore Novation Deed"	Deed of novation to be entered between Delta, Glencore, Mopani and ZCCM-IH at or prior to and effective as of the Closing Date in respect of the novation of the facility agreements originally dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and presently between Glencore and Mopani, from Glencore to Delta;
"Glencore Payment Covenant"	Agreement for the payment of US\$150 million (plus interest at SOFR plus 5%) to Glencore at or following the Closing Date as part consideration for the Glencore Novation Deed, Glencore Royalty Agreement and Offtake Deed of Termination, as described under paragraph 8.21;
"Glencore Royalty Agreement"	Agreement to be entered into between Mopani and Glencore at or prior to and effective as of the Closing Date in respect of a 10% royalty to be paid to Glencore in respect of any excess if the price of copper per metric ton exceeds US\$12,000 in any calendar month from the date of the agreement till 30 June 2036 or the date the agreement is terminated by agreement of Mopani and Glencore;
"Glencore Transfer Agreements"	Collectively, the Glencore Novation Deed, Glencore Payment Covenant, Glencore Royalty Agreement and Offtake Deed of Termination;
"GRZ"	The Government of the Republic of Zambia.
"Headline Earnings Per Share" or "HEPS"	The amount of income earned during a period per share of common stock, excluding extraordinary items;
"Holders of Record Report" or "HOR"	A report issued by the CSD, listing all holders of securities on a specific date;
"IDC"	Industrial Development Corporation Limited, a company duly registered and incorporated under the Companies Act No. 10 of 2017 of the laws of Zambia under registration number 119056. IDC is wholly owned by the Ministry of Finance and National Planning, on behalf of the GRZ, pursuant to the Ministry of Finance (Incorporation) Act Chapter 349 of the laws of Zambia. IDC serves as the holding company for GRZ state-owned companies and investments in companies incorporated under the Companies Act. IDC owns 60.3% direct shareholding and voting rights in ZCCM-IH. GRZ, through the Minister of Finance owns 17.16% direct shareholding and voting rights in ZCCM-IH. Thus, the total overall interest of GRZ in ZCCM-IH is 77.6%;
"IHC"	International Holding Company PJSC, a company incorporated under the laws of the United Arab Emirates with registered number CN-1002201, having its registered office at 2 nd Floor, Royal Group Building, Khalifa Park, Abu Dhabi, UAE. IHC is the ultimate controller of IRH;

"Independent Reporting Accountant"	BDO Zambia, an accounting firm duly licenced by the Zambia Institute of Chartered Accounts;
"Intercreditor Agreement"	Agreement to be entered into between Delta, ZCCM-IH and Mopani at or prior to and effective as of the Closing Date outlining that the proceeds of the enforcement of the Investor Loan Security Agreement shall be applied in repayment of the Investor Loan Agreement and the ZCCM Shareholder Loan Agreement;
"Interim Funding Agreement"	Agreement dated 12 January 2024 between Mopani, ZCCM-IH and Delta outlining the terms under which Delta has provided up to US\$130 million of funding to Mopani prior to Closing;
"International Legal Advisor"	Baker & McKenzie LLP (BM);
"Investment Agreement"	The investment agreement dated 22 December 2023 documenting the terms of the Transaction, between Delta, ZCCM-IH and Mopani;
"Investor Glencore Letter"	Letter to be provided by the Investor Guarantor to Delta, ZCCM-IH and Mopani prior to the Closing Date whereby the Investor Guarantor confirms it has funds available and shall ensure these will be committed by it to Delta in order that Delta can meet its obligation to pay US\$400 million to Glencore on the Closing Date in accordance with the Investment Agreement;
"Investor Guarantor"	Either IHC or a member of IHC's group agreed by ZCCM-IH to be an entity of financial substance reasonably adequate in order to be able to provide the Investor Letter;
"Investor Letter"	Letter to be provided by the Investor Guarantor to Delta, ZCCM-IH and Mopani prior to the Closing Date whereby the Investor Guarantor guarantees certain payment obligations of Delta under the Investment Agreement and Shareholders' Agreement;
"Investor Loan Agreement"	Agreement including all terms of the facilities amended, consolidated and restated under the IRH ACRA;
"Investor Loan Security Agreement"	Charge to be granted at or prior to and effective as of the Closing Date by Mopani in favour of Delta over all assets of Mopani as security for Mopani's obligations under the Investor Loan Agreement;
"Investor Shares"	7,181,633 ordinary shares in Mopani, comprising 51% of the entire issued share capital of Mopani, issued to Delta pursuant to and in accordance with the Transaction;
IRH	International Resources Holding RSC Ltd, a company incorporated under the laws of the United Arab Emirates with registered number 000008631, having its registered office at C-12, Al Halawi Street, Al Muntazah, Abu Dhabi, UAE. IRH is Delta's sole shareholder and is ultimately controlled by IHC;
"IRH ACRA"	Deed of amendment, restatement and consolidation to be entered into between Mopani, Delta and ZCCM-IH at or prior to and effective as of the Closing Date in respect of the facility agreements originally dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani;
"Legal Advisor"	Chibesakunda and Company (CCO);
"LuSE Listing Requirements"	The Listing Requirements of the LuSE, being the rules regulating equities listed on the LuSE;
"LuSE"	The Lusaka Securities Exchange plc, a public company incorporated under the laws of Zambia authorized and licensed by the SEC to operate the formal and centralised market for secondary trading of quoted and listed securities;
"Management"	The members of management of ZCCM-IH;
"Mineral Reserve"	The economically mineable material derived from a measured and/or indicated Mineral Resource. It is inclusive of diluting materials and allows for losses that may occur when the material is mined. Appropriate assessments, which may include feasibility studies, have been carried out, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction is reasonably justifiable. Mineral reserves are subdivided in order of increasing confidence into probable mineral reserves and proved mineral reserves;
"Mineral Resource"	A concentration or occurrence of material of economic interest in or on the earth's crust in such form and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a mineral resource are known, estimated from specific geological evidence and knowledge, or interpreted from a well constrained and portrayed geological model. Mineral resources are subdivided, in order of increasing confidence in respect of geoscientific evidence, into Inferred, Indicated and Measured Resources;
"Mines Act"	The Mines and Minerals Development Act No. 11 of 2015;

"Mining Licences"	The (i) large scale mining licence number 7073 HQ-LML; and (ii) large scale mining licence number 7625-HQ-LML, each granted for 25 years and due to expire on 30 March 2025;
"Mopani" or "MCM"	Mopani Copper Mines plc;
"NAV"	Net asset value;
"Offtake Deed of Termination"	Deed of termination to be entered into between Mopani, ZCCM-IH, Carlisa and Glencore at or prior to and effective as of the Closing Date in respect of the cathode and anode slimes offtake agreements dated 31 March 2021, as amended from time to time, between Carlisa, Glencore and Mopani;
"PDP Completion Date"	The date on which "Practical Completion", as defined under the construction arrangements in respect of the last of the capital improvements anticipated by the Project Development Programme to achieve that stage, shall have taken place and all of the capital assets anticipated by the Project Development Programme have been in commercial operations for not less than 90 days;
"Permitted Transferee"	In relation to: (i) any shareholder of Mopani (other than Delta), any affiliate from time to time of that shareholder; and (ii) Delta, any of its affiliates from time to time and/or any person controlled by IHC or any governmental entity in the Emirate of Abu Dhabi, the United Arab Emirates;
"Project Development Programme" or "PDP"	The plan setting out the development and expansion of Mopani's mining operations in the agreed form including timing and anticipated budget for those matters, running for the 5 year period from the date of the Shareholders' Agreement, as may be amended, altered or varied from time to time;
"RNS"	The Regulatory News Services of the London Stock Exchange
"SEC"	The Securities and Exchange Commission of Zambia, a corporate body created under the Securities Act, and responsible for the regulation of the Zambian securities market and licencing of capital market operators;
"SEP"	Strategic equity partner;
"Securities Act" or "the Act"	The Securities Act No. 41 of 2016 of the laws of Zambia, as amended and repealed from time to time;
"SENS"	The Stock Exchange News Service of the LuSE;
"Shareholder"	A holder of ZCCM-IH ordinary shares registered in the ZCCM-IH share register;
"Shareholders' Agreement"	Shareholders' agreement in the Agreed Form and to be executed on the Closing Date between Mopani, ZCCM-IH and Delta on the Closing Date outlining the terms of Delta, ZCCM-IH and the GRZ's shareholding in Mopani from Closing;
"SOFR"	The secured overnight finance rate administered by CME Group Benchmark Administration Limited (or any other person which takes over the administration of that rate) for the relevant period published (before any correction, recalculation or republication by the administrator) by CME Group Benchmark Administration Limited (or any other person which takes over the publication of that rate);
"Sponsoring Broker"	Stockbrokers Zambia Limited, a licensed dealer under the Securities Act and founder member of the LuSE;
"SRK"	SRK Consulting UK Limited, the technical advisors to the Transaction;
"Stockbrokers Zambia Limited" or "SBZ"	A 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;
"Transaction"	<p>IRH, through its wholly-owned subsidiary, Delta, will provide an equity investment of US\$620 million through the subscription of new shares in Mopani. Delta will thus subscribe for Investor Shares, issued at US\$86.33 per share. The Investor Shares, when issued, shall constitute 51% of the entire issued share capital of Mopani, with the balance of 49% being held by ZCCM-IH.</p> <p>Simultaneously, IRH will provide additional shareholder loans to Mopani including: (i) US\$400 million to be paid to Glencore as part of the overall Mopani capital restructuring; and (ii) an amount equal to the outstanding amount payable under the ZCCM Shareholder Loan Agreement reduced pro rata to Delta's shareholding in Mopani;</p>
"Transaction Advisor"	Rothschild & Co., South Africa Propriety Limited (Pty) Ltd;
"Transaction Agreements"	<p>The following agreements relating to the Transaction:</p> <ul style="list-style-type: none"> (a) Investment Agreement; (b) Shareholders' Agreement; (c) Disclosure Letter; (d) Completion Disclosure Letter; (e) Investor Letter; (f) Investor Glencore Letter;

	<p>(g) Tripartite Consent to Transaction; (h) Tripartite Consent to IFA; (i) IRH ACRA; (j) ZCCM ARA; (k) Investor Loan Agreement; (l) ZCCM Shareholder Loan Agreement; (m) Intercreditor Agreement; (n) Glencore Novation Deed; (o) Finance Documents Release Deed; (p) Offtake Deed of Termination; (q) Delta Trading Offtake Agreement; (r) Interim Funding Agreement; (s) Investor Loan Security Agreement; (t) Glencore Royalty Agreement; (u) Glencore Payment Covenant; and</p> <p>The agreements and letters at (b), (d) to (f), (i) to (q) and (s) to (v) are in draft form and shall be executed on or prior to the Closing Date and the agreements and letters at (a), (c), (g), (h) and (r) have been executed prior to the date of this Circular.</p>
"Transfer Secretary"	Corpserve Transfer Agents Limited;
"Tripartite Consent to Transaction"	Letter of consent dated 22 December 2023 between Glencore, Mopani and ZCCM-IH whereby Glenore agrees to waive any restrictions under facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani in relation to the Transaction;
"Tripartite Consent to IFA"	Letter of consent dated 12 January 2024 between Glencore, Mopani, ZCCM-IH and Delta whereby Glenore agrees to waive any restrictions under facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani in relation to the Interim Funding Agreement;
"USD" or "US\$"	United States of America Dollar;
"ZCCM ARA"	Deed of amendment and restatement, to be entered into executed on the Closing Date between ZCCM-IH and Mopani at or prior to and effective as of the Closing Date in relation to a bridge facility agreement dated 20 January 2023, as amended and restated from time to time and, presently between ZCCM-IH as lender and Mopani as borrower;
"ZCCM-IH" or "the Company"	ZCCM-IH Investments Holdings plc, a company duly registered and incorporated pursuant to the Companies Act No. 10 of 2017;
"ZCCM Shareholder Loan Agreement"	Agreement including all terms of the facilities amended and restated under the ZCCM ARA;
"ZMW" or "K" or "Kwacha"	Zambian Kwacha, the legal currency of the Republic of Zambia; and
"ZRA"	The Zambia Revenue Authority, an autonomous body established by the Zambia Revenue Authority Act Chapter 321 of the Laws of Zambia responsible for the collection of taxes for and on behalf of the Zambian government.

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:

Mopani is one of the most important and strategic copper mining operations in Zambia, with a long history that is synonymous with the growth and development of the Copperbelt. ZCCM-IH took full control of Mopani from Glencore in 2021, with a plan to find a suitable SEP that could help to complete the expansion of the business and provide the necessary capital to grow the business.

The introduction of IRH as the SEP, through its wholly owned subsidiary, Delta, and subsequent investment of US\$620 million in new equity enables the recapitalisation of Mopani's balance sheet, including the elimination of Glencore's existing debt burden. The SEP transaction, together with the formation of a strategic partnership between IRH and ZCCM-IH are significant milestones that will facilitate Mopani's growth objectives to achieve its copper cathode production target of 200,000 tonnes per annum over the next three years. Inevitably, Mopani's success drives value to not only ZCCM-IH shareholders, but the broader stakeholder universe across the Copperbelt, including employees, communities, and the Zambian economy. Further information detailing background to the SEP process, the rationale for the selection of IRH as SEP, and the benefits for ZCCM-IH can be found under Section 2.

Salient Features of the Transaction

Terms of the Transaction

The proposed Transaction involves, with effect from the Closing Date, the:

- subscription by Delta for 7,181,633 shares in Mopani, comprising 51% of the entire issued share capital of Mopani, at a total price of US\$620 million being a price per share of US\$ 86.33 of which US\$ 85.33 per share is share premium. The US\$620 million will be used primarily to complete Mopani's capital projects, and to stabilise the working capital position of the business and is structured as follows:
 - a) An amount of up to US\$220 million will be paid by closing of the Transaction, of which up to US\$130 million shall be advanced to Mopani prior to closing of the Transaction via an interim financing loan to assist with Mopani's immediate short term capital commitments. This interim financing loan is guaranteed via a bank guarantee provided by Zambia National Commercial Bank Plc. The US\$130 million interim financing loan from Delta is structured as a short term debt instrument to allow Delta to provide funding to Mopani prior to closing of the Transaction, and will be converted into equity upon closing of the Transaction (comprising partial payment of the US\$620 million equity subscription); and US\$19 million of the US\$220 million will be applied as partial repayment of the bridge facility agreement dated 20 January 2023, as amended and restated from time to time, and presently between ZCCM-IH as lender and Mopani as borrower (the "ZCCM Shareholder Loan") at closing of the Transaction; and
 - b) An amount of US\$400 million of the share premium paid shall be deferred and paid in instalments when certain milestones under the PDP are met;
- payment at Closing by Delta of up to US\$400 million of consideration to Glencore to acquire the current debt owed by Mopani to Glencore, which at Closing shall immediately be amended and restated by Delta, the arrangements for which are described in further detail as follows:
 - a) the facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani, shall be novated from Glencore to Delta and immediately thereafter amended, consolidated and restated (comprising the Investor Loan Agreement), to represent a principal sum of up to US\$400 million;
 - b) the effect of this is that the gross debt owed by Mopani to Glencore consisting of the original US\$1,500 million plus accrued interest that was put in place when ZCCM-IH took control of Mopani, and a further US\$100 million of third-party letters of credit underwritten by Glencore, will be replaced by the Investor Loan Agreement loan owed by Mopani to Delta of up to US\$400 million. As a result there will be an overall net reduction in Mopani debt of over US\$1,200 million;
 - c) cathode and anode slimes offtake agreements dated 31 March 2021, as amended from time to time, and presently between Carlisa, Glencore and Mopani will be terminated;
 - d) a charge over all assets of Mopani shall be granted by Mopani in favour of Delta as security for Mopani's obligations under the Investor Loan Agreement; and

- e) Glencore shall release the following security it holds over Mopani in accordance with the Finance Documents Release Deed:

- floating and fixed charges granted by Mopani in favour of Glencore dated 31 March 2021; and
- a share charge agreement between ZCCM-IH, Mopani and Glencore dated 31 March 2021.

In addition to the above, in support of the transfer and write down of the current Glencore debt to Delta, Mopani will enter into the Glencore Royalty Agreement, providing Glencore with upside participation in the profitability of Mopani in the event the copper price exceeds US\$12,000 and an additional payment to Glencore of US\$150 million in accordance with the terms of the Glencore Payment Covenant.

- Further capital of up to US\$80 million may be made available to Mopani as shareholder loans, if required, based on the future working capital requirements of the business.

Other Significant Terms of the Transaction

Under the terms of the Investment Agreement:

- ZCCM-IH has agreed to indemnify, at Delta's election, either Delta for 51% of any Leakage (as defined under the Investment Agreement) or Mopani for 100% of any Leakage (as defined under the Investment Agreement) both from 31 December 2022 up to and inclusive of the Closing Date;
- ZCCM-IH's guarantee of the original US\$1,500 million (plus interest) of debt owed by Mopani to Glencore, will be released;
- ZCCM-IH, Mopani and Delta have provided various warranties in relation to Mopani and the Transaction;
- ZCCM-IH agrees to various restrictions and notification rights in respect of its ability to influence the Mopani business in relation to its shareholding over Mopani prior to Closing; and
- Mopani shall issue and allot an additional special ordinary share with specific rights in the name of the GRZ.

Under the terms of the Shareholders' Agreement:

- The GRZ, as a result of its special ordinary share in Mopani, shall hold a number of key rights to be notified and receive certain pieces of key information as well as to vote on certain key matters;
- Delta are obligated, where additional funding is required to complete the PDP, to provide up to approximately US\$ 80 million to Mopani via a shareholder loan (defined as the Standby Credit under the Shareholders' Agreement);
- A number of key actions (comprising the list of "Reserved Matters" as set out under Schedule 3 of the Shareholders' Agreement) may only be taken by Mopani with the prior approval of ZCCM-IH;
- Delta shall have the right to share in 70% and ZCCM-IH in 30% of any declared distributions from Mopani until 31 December 2033, decreasing to 65% and 35% respectively until 31 December 2038, decreasing to 60% and 40% respectively until 31 December 2043 and then decreasing to 51% and 49% respectively from 1 January 2044 onwards; and
- Mopani's board shall consist of 9 directors, including: (i) 5 appointed by Delta of which at least 1 must be resident in Zambia; (ii) 3 appointed by ZCCM-IH, who must all be Zambian residents; and (iii) 1 appointed by the GRZ.

Conditions Precedent to Closing of the Transaction

- Approval by the shareholders of ZCCM-IH of the Transaction at a general meeting of ZCCM-IH;
- Approval from the Zambian Securities Exchange Commission of the change of control of Mopani as a result of the Transaction;
- Receipt of the approval of the Transaction pursuant to section 67 of the Mines Act from the Minister of Mines;
- Receipt of a renewal to the Mining Licences pursuant to section 76 of the Mines Act from the Minister of Mines for a period of 25 years, on the basis of the Revised Mine Plan (as defined in the Investment Agreement);
- Delivery by Delta to ZCCM-IH of the Project Development Programme;
- The execution and delivery by Delta of the Investor Letter and Investor Glencore Letter;
- Receipt of a duly signed tax covenant, in respect of which the Ministry of Finance and National Planning of the GRZ covenants to take up, pay, settle, discharge or otherwise resolve certain tax liabilities of Mopani;
- Agreement and execution of the Glencore Transfer Agreements; and
- Agreement by Delta and ZCCM-IH of the Reserved Matters (as defined in the Shareholders' Agreement).

The Transaction shall not require prior approval of the CCPC pursuant to the Competition Act and therefore this is not a condition precedent of closing. The Transaction will be authorised by the COMESA Competition Commission based on the jurisdictional and financial thresholds and the parties are taking steps to obtain these approvals.

Effective Date

The Transaction will, subject to the terms and conditions of the Investment Agreement, be implemented and effective on the Closing Date.

The share capital structure of ZCCM-IH will remain unchanged before and after Closing of the Transaction

Share Capital before and After the Transaction:

Current number of authorised Ordinary Shares	200,000,000
Current number of issued Ordinary Shares of ZMW 0.01	160,800,286



ZCCM-INVESTMENTS HOLDINGS PLC

[Incorporated in the Republic of Zambia]

Company Registration Number: **119540000771**

Share Code: **ZCCM-IH**

ISIN: **ZM0000000037**

("ZCCM-IH" or "the Company")

Registered Address: Stand No. 16806, Alick Nkhata Road, Mass Media Complex Area, Lusaka, Zambia.

Directors:

Mr. Kakenenwa Muyangwa (Chairperson),
Mr. Mubita Akapelwa (Vice-Chairperson),
Mr. Muyangwa Muyangwa,
Mr. Moses S. Nyirenda,
Bishop John H. Mambo,
Mr. Philippe G. Taussac,
Mrs Masitala N. Mushinga
Dr Ndoba J Vibetti (Chief Executive Officer, Executive Director)

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

Shareholders are referred to the Transaction Announcement published by the Company on 22 December 2023 wherein the Board of Directors of ZCCM-IH advised Shareholders and the general market that ZCCM-IH entered into an agreement with Delta pursuant to which IRH, acting through its wholly-owned subsidiary, Delta, has committed to invest a total of up to US\$1.1 billion into MCM as its Strategic Equity Partner.

Compliance of the proposed Transaction with the LuSE Listing Rules

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

Accordingly:

- A statement by the Board of Directors of ZCCM-IH recommending the proposed Transaction and confirming whether the proposed Transaction is fair insofar as the shareholders of ZCCM-IH are concerned is provided in paragraph 18 of this Circular.
- Furthermore, the ZCCM-IH Board has obtained a Competent Persons Report in respect of Mopani prepared in accordance with Section 12 of the LuSE Listing Rules. The CPR sets out the information which is currently available on Mopani and includes information on mining licenses, geology, mineral resources, mining engineering/design, mineral processing, tailings and waste rock management, water management, infrastructure, and environmental and social management. The CPR also presents the budgeted production, revenue, estimated capital and operating costs, a cash flow forecast, and the risks and opportunities associated with the development of the underlying assets in general. A summary of the Mineral Resources and Mineral Reserves statement is included in **ANNEXURE I** on Page 51 of the Circular while the full report is available for inspection at ZCCM-IH's registered offices.
- The ZCCM-IH Board engaged BDO as an Independent Reporting Accountant to review the historical financial information of both Mopani and ZCCM-IH and the pro forma financial information and profit forecasts of ZCCM-IH.

1.1. Purpose of the Circular

The purpose of this Circular is to furnish ZCCM-IH shareholders with information regarding:

- (i) The proposed investment of US\$1.1 billion by IRH comprising US\$620 million in new equity and further shareholder loans in favour of Mopani for a 51% interest in Mopani;
- (ii) The proposed resolutions required to be voted on and approved by ZCCM-IH shareholders to implement and give effect to the Transaction; and

- (iii) Convening an Extraordinary General Meeting on 23rd February 2024 at which ZCCM-IH shareholders will be requested to consider and, if deemed fit and acceptable, pass the resolutions approving the Transaction.

2. RATIONALE FOR THE TRANSACTION

2.1. BACKGROUND

In June 2022, ZCCM-IH appointed Rothschild & Co to undertake a strategic review in relation to assessing various options available to Mopani to ensure its long-term financial sustainability (the “Strategic Review”).

The Strategic Review was focused on assessing Mopani’s balance sheet given its high level of indebtedness and the liquidity requirements necessary to operate, and further develop its mining assets. The outcome of the Strategic Review identified two key initiatives to ensure the sustainability and continued development of Mopani; the first initiative focused on immediate liquidity requirements of Mopani, and the second initiative focused on securing a long-term sustainable funding solution for Mopani by introducing a new SEP to invest in Mopani. Together, these two initiatives underpin the restructuring of Mopani’s balance sheet and allow for the implementation of a turnaround plan.

As part of Mopani’s balance sheet restructuring process, collaborative engagements between ZCCM-IH, Glencore and the GRZ to ensure Mopani had sufficient working capital to conclude the SEP transaction, led to a US\$200 million facility being provided by ZCCM-IH and Glencore to fund the continued operations at Mopani.

In parallel, Rothschild & Co commenced the SEP process, engaging a wide range of strategic and financial investors from around the world with an interest in Mopani and the Copperbelt. Potential SEPs were engaged, and assessed based on:

- i. their financial wherewithal to fund Mopani’s capital projects and provide additional liquidity;
- ii. demonstrating a strong mining track record with the ability to implement a turnaround strategy for Mopani;
- iii. displaying a history of environmental, social and governance best practice, particularly in relation to the social ramifications for employment and localisation on the Copperbelt; and
- iv. the ability to execute the Transaction in a timely manner.

Following a detailed evaluation process that included thorough engagements with a shortlist of highly credible SEPs, ZCCM-IH selected IRH as the preferred SEP.

2.2. RATIONALE FOR THE TRANSACTION

2.2.1. Strategic

IHC is one of the largest and fastest growing companies in the Middle East and Africa, and through IRH, it has a strategy to invest in critical minerals in the region, across the entire mining supply chain. The selection of IRH as the preferred SEP was carefully considered against key criteria aligned with the strategic objectives of ZCCM-IH, and the transaction, notably i) the financial strength of the SEP, ii) the mining track record of the SEP, and iii) the ESG credentials of the SEP, amongst others. Most importantly, the Board believes that IRH’s partnership with ZCCM-IH and Mopani represents an important strategic step towards the revitalisation of the Zambian economy, the Zambian mining industry, and the continued development of the Copperbelt by enabling the long-term sustainability of Mopani.

IRH’s investment into Mopani recapitalises its balance sheet, secures direct and indirect jobs, and provides both funding and technical experience to complete Mopani’s Project Development Plan, all of which underpin Mopani’s strategy to achieve its target of becoming a 200,000 ton per annum producer of copper cathodes in the next 3 years. Beyond this ZCCM-IH and IRH will work with Mopani and the GRZ to identify other opportunities in the Zambian mining industry that will attract further investment into the region.

Financial strength of IHC

IRH’s parent organisation IHC is the largest company listed in Abu Dhabi, and as at 22 January 2024, IHC had a market capitalisation of US\$240 billion with sufficient cash reserves and access to credit facilities to fund the Transaction. Securing this finance at closing is critical to the development of Mopani and also enables a restructuring of the Glencore debt which further improves the economic viability of Mopani.

Strong mining track record across the mining value chain

IRH has a technical team of over 120 professionals, with a variety of experience working with major global mining companies, including in geology, engineering, metallurgy, and project management. The IRH team will provide support and expertise to the existing Mopani management team to ensure a successful turnaround of the Mopani operations. IRH will also leverage the expertise of its various subsidiaries and joint venture companies as required, to support the development of ancillary opportunities across the entire mining value chain.

Environmental, social and governance (ESG)

IRH’s investment into Mopani has a strict focus across multiple ESG principles. In collaboration with the GRZ, IRH have agreed that no redundancies will be undertaken at Mopani as part of the Transaction, other than performance-related employee issues in the ordinary course of business. IRH has also committed to work with ZCCM-IH and Mopani to optimise local supply chains in order to

benefit the Zambian economy and have ensured that, inter alia, Mopani will continue to be managed by the existing local management team. Mopani's existing corporate social responsibility initiatives will continue to receive funding support, including its investments into local schools, hospitals, and sports clubs.

2.2.2. Shareholder Value

The success and long-term sustainability of Mopani's operations is strategically imperative in creating tangible value for ZCCM-IH shareholders. Through the Transaction, Mopani is well positioned to achieve its copper production objectives by completing critical PDP initiatives, ultimately leading to improved financial performance and potential future dividends for ZCCM-IH shareholders.

3. OVERVIEW OF ZCCM-IH

ZCCM-IH is an investment holding company with diversified interests in mining, energy, banking, property, and other sectors of the Zambian economy. The company has a primary listing of its Class "B" ordinary shares on the LuSE, and secondary listings on the London Stock Exchange and Euronext Access Stock Exchange in Paris.

The Class B shares represent 39.72% of shareholding and voting rights in the Company. The Class A shares represent 60.28% of shareholding and voting rights in the Company and are not listed on any stock exchange.

The GRZ directly holds Class "B" shares in ZCCM-IH representing a 17.25% shareholding in the Company, and indirectly holds all the Class "A" shares in ZCCM-IH through the IDC, an investments company wholly owned by the Zambian Government while the remaining 22.47% Class "B" shares in ZCCM-IH are held by various institutions and individuals as minority shareholders. The geographical spread of the minority shareholders, who number around 4,300, covers countries in Europe, Africa, the Caribbean, Australia, Asia, and the United States of America.

4. OVERVIEW OF MOPANI

Mopani was incorporated on 10th February 2000 and continues to validly exist in accordance with the Companies Act, No. 10 of 2017. The Company has its central offices situated along Central Street, Nkana West, in Kitwe, Zambia and operates two major mine sites on the Zambian Copperbelt: namely Nkana in Kitwe and Mufulira. Although Mopani was only incorporated in 2000, its history extends back to the 1930s when both Nkana and Mufulira copper mines began operating. These mines are considered some of the oldest and largest copper mines in the world and are recognised as valuable Zambian assets. Nkana Mine comprises four underground mines and several open pits, (although none of the open pits are currently operational) and surface metallurgical units as concentrators and refinery operations. Mufulira mine comprises underground operations as well as concentrators, a smelter and an acid plant. As at the end of November 2023, Mopani had 5,703 direct employees, and 5,293 external contractors and is an important employer and contributor to the Zambian economy, particularly in the Copperbelt area.

5. OVERVIEW OF INTERNATIONAL HOLDINGS COMPANY

International Resources Holding (IRH), an affiliate of the International Holdings Company (ADX:IHC) in Abu Dhabi, IRH is a dynamic conglomerate focused on unlocking the mineral value chain across Africa and beyond. IRH specializes in energy transition minerals such as Copper-Cobalt, Nickel, Lithium, 3T (Tin, Tantalum & Tungsten), Manganese & Graphite, and operates through six verticals: IRH Mining, IRH Geology & Technology, IRH Trading, IRH Refining, IRH Ventures, and IRH Logistics. By forming strategic national government partnerships, IRH has fostered integrated value chains that contribute to substantial employment opportunities, improved infrastructure, and enhanced living standards. From mining to logistics, IRH offers comprehensive end-to-end solutions, to ensure efficiency and the delivery of high-quality products.

IRH will facilitate its investment into Mopani through its wholly owned subsidiary, Delta Mining Limited.

6. KEY MOPANI INFORMATION

6.1. Authorised Share Capital of Mopani

As at the date of this circular, Mopani has an authorised share capital of US\$ 200,000,000 divided into:

Class of Shares	Number of Shares	Par Value Per Share (US\$)	Nominal Value (US\$)
Special	1	1	1
Ordinary	200,000,000	1	200,000,000.00

6.2. Mopani Shareholding

As at the date of this circular, the Mopani shareholding of issued share capital is as follows:

Name of Shareholders	Class of Shares	Number of Shares	Par Value Per Share	Nominal Value (US\$)	Percentage
ZCCM INVESTMENTS HOLDINGS PLC	Ordinary	6,900,000	1	6,900,000.00	100%

6.3. Details of Material Loans (of Mopani)

As at 22 January 2024, Mopani is treated as borrower under the following material facilities:

- Overdraft facility dated 18 September 2023 with African Banking Corporation Zambia Limited with a principal value of US\$10 million, with an interest rate equal to the lender's USD base rate minus 5% per annum on a compounding basis, repayable on demand and secured via a corporate guarantee provided by ZCCM-IH;
- Overdraft facility dated 16 May 2023 with Zambia National Commercial Bank plc with a principal value of US\$10 million, with an interest rate equal to the lender's USD base rate minus 1.5% per annum on a compounding basis, repayable on demand and secured via a subordination agreement and corporate guarantee provided by ZCCM-IH US\$ 10 million;
- Overdraft facility dated 15 June 2022 with Indo Zambia Bank Limited with a principal value of US\$5 million, with a processing fee of 1% per annum, repayable on demand and secured via a corporate guarantee provided by ZCCM-IH;
- Overdraft facility dated 29 September 2022 with Ecobank Zambia Limited with a principal value of US\$15 million, with an interest rate of 8.5% per annum compounding monthly, repayable on demand and secured via assignment of receivables whereby Mopani channels US\$30 million quarterly to its account with Ecobank Zambia Limited, a corporate parent company guarantee provided by ZCCM-IH and a letter of set-off;
- Medium-term loan facility dated 16 May 2023 with Zambia National Commercial Bank plc with a principal value of US\$5 million, with an interest rate equal to the lender's USD base rate minus 1.5% per annum on a compounding basis, repayable through 36 monthly instalments from the date of disbursement and secured via a subordination agreement and corporate guarantee provided by ZCCM-IH; and
- Overdraft facility dated 8 November 2023 with Zambia Industrial Commercial Bank Limited with a principal value of US\$ 2.857 million with an interest rate of 11% per annum, repayable on demand and secured via a letter of undertaking provided by Mopani to channel US\$15 million bi-monthly to its account with Zambia Industrial Commercial Bank Limited and a corporate guarantee provided by ZCCM-IH.
- The Interim Funding Agreement, as detailed within paragraph 8.18 below, with funds drawn down under the Interim Funding Agreement secured via bank guarantees provided by Zambia National Commercial Bank plc and a guarantee provided by ZCCM-IH.

6.4. Estimated Transaction Expenses Being Incurred by Mopani

The total estimated cost incurred by Mopani in respect of consummation of the Transaction, which includes but is not limited to the preparation of this Circular and negotiation of Transaction Agreements, and which includes advisor fees, regulatory costs, filing costs, advertising and printing costs is estimated at ZMW K9,816,100.00.

6.5. Litigation Statement (of Mopani)

Mopani's material legal and/or arbitration proceedings as at 31 December 2023 are listed below:

- Group Five (Zambia) Limited vs Mopani: Mopani filed an appeal on 29 April 2022 in regard to an arbitral award dated 31 January 2022 between it and Group Five (Zambia) Limited and, on 18 September 2023, the High Court for Zambia dismissed Mopani's application to set aside the arbitral award. On 18 January 2024, Mopani paid Group Five (Zambia) Limited all amounts due to it under the arbitral award dated 31 January 2022;
- Murray & Roberts Cementation (Zambia) Limited vs Mopani: Mopani is subject to an arbitral award dated 4 April 2023 between it and Murray & Roberts Cementation (Zambia) Limited and, on 12 June 2023, filed an application to set aside this arbitral award, which was heard on 21 August 2023, following which the Court dismissed Mopani's application. Since 31 December 2023, Mopani has paid Murray & Roberts Cementation (Zambia) Limited all amounts due to it under the arbitral award dated 4 April 2023;
- Group R Mining and Exploration (Zambia) Limited vs Mopani: Mopani is subject to an arbitral award issued in a dispute between Mopani and Group R Mining and Exploration (Zambia) Limited and, on 16 August 2023, applied for a correction of the award, and on 20 September 2023, the arbitrators ruled that the previous costs order be corrected and the said award has been corrected. Group R Mining and Exploration (Zambia) Limited have since registered the arbitral award and the arbitral court has given Mopani 90 days to challenge this registration. Mopani has engaged with Group R Mining and Exploration (Zambia) Limited to negotiate a possible instalment payment plan;
- Opermin vs Mopani: In 2020, Mopani received notice of a claim for ZMW 20,400,000 from one of its contractors, Opermin, with whom it is currently in open dialogue to agree a payment plan covering the amount claimed;

- Alfred Mukuka and Howard Mwema vs Mopani and Attorney General of Zambia: Mopani and the Attorney General of Zambia have received notice of a writ of summons and statement of claim from Alfred Mukuka and Howard Mwema disputing Mopani's writ of possession over land at farms no. 840 and 1469, Kitwe, on 17 July 2023. Mopani responded on 1 November 2023 with a combined summons for an order to strike out its involvement in the case as a defendant and/or to dismiss portions of the original claim. A hearing on the case took place on 21 November 2023 and a ruling on Mopani's application to dismiss the matter is awaited on or before the 2 February 2024; and
- Vital Beverages Limited vs Mopani: On 28 December 2023, Mopani received a letter of demand from Vital Beverages Limited claiming Mopani had breached its contract with them by discontinuing the delivery of water from them following notice to employees and testing confirming that water supplied by Vital Beverages Limited was unfit for human consumption. Mopani responded to Vital Beverages Limited on 9 January 2024 denying liability and seeking to engage with Vital Beverages Limited to improve their water treatment processes, and is awaiting a response.

6.6. Historical Financial Information

Mopani's audited financial statements for the years ended 31 December 2020, 2021 and 2022 as well as their 2023 half-year financials are available for inspection at the offices of ZCCM-IH, KMP and Stockbrokers Zambia, the addresses of which are set out in the "**CORPORATE INFORMATION AND ADVISORS**" section on page 3 of this Circular.

6.7. Material Changes Statement

Mopani's controlling shareholder changed from Carlisa to ZCCM-IH on 31 March 2021 as a result of the transfer of 6,210,000 ordinary shares in Mopani from Carlisa to ZCCM-IH.

6.8. Mopani Prospects and Forecasts

Based on in 2024-2033 Strategic plan, total development meters at Mopani in 2024 are expected to rise to 47,272 meters whilst copper production is also expected to rise to 86,715 tonnes of copper.

According to the Mopani 2024-2033 Strategic Plan, Mopani's management plan to raise US\$350 million to complete the development and installation of Synclinorium, Mindola and Mufulira deep shaft projects and associated infrastructure by 2027. This will increase production efficiencies and allow for access to deeper new ore reserves that have the potential to extend the mine life for up to 25-30 years. These projects are currently on care and maintenance and their completion will be key to ensuring Mopani ramp up future production. In addition to completing developmental projects, Mopani will also fine tune the newly commissioned Synclinorium concentrator and expand smelter throughput up to the rated capacity of 850,000 tonnes per annum.

6.9. Material Contracts Statement

In addition to the material loans described within paragraph 6.3 above, the following are material contracts of Mopani as at the date of this Circular:

- Cathode and anode slimes offtake agreements dated 31 March 2021, as amended from time to time, between Carlisa, Glencore and Mopani.

7. RELATIONSHIP BETWEEN ZCCM-IH AND MOPANI

As at 31st March 2021 ZCCM-IH is the sole shareholder of Mopani. Previously ZCCM-IH only held 10% of issued shares in Mopani which it held since Mopani was incorporated in 2000, following the privatization of Zambia Consolidated Copper Mines Limited ("ZCCM"). Mopani is a combination of assets previously held under the Mufulira Division of ZCCM and some assets that were under the Nkana Division of ZCCM.

ZCCM-IH is the successor company to ZCCM following the privatization of ZCCM in 2000 and unbundling of its operating assets to create several successor companies that include Mopani, Konkola Copper Mines plc, Chambeshi Copper Mines plc, Chibuluma Copper Mines plc, amongst others.

8. KEY DETAILS AND TERMS OF THE TRANSACTION AGREEMENTS

8.1. Terms of the Transaction under the Investment Agreement

The terms and conditions of the Transaction are set out in the Investment Agreement which details, with effect from the Closing Date, that:

- Delta shall subscribe for 7,181,633 ordinary shares in Mopani, comprising 51% of the entire issued share capital of Mopani, at a total price of US\$ 620m being a price per share of 86.33 of which US\$ 85.33 per share is share premium;
- Delta shall procure that Mopani repay US\$19 million of the bridge facility agreement dated 20 January 2023, as amended and restated from time to time, and presently between ZCCM-IH as lender and Mopani as borrower; and

- Delta shall fund and effect the novation of facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani from Glencore to Delta.

Under the Investment Agreement, various parties have also provided various warranties:

- Mopani has warranted to Delta, Fundamental Warranties, Business Warranties and Tax Warranties (all as defined in the Investment Agreement) as at the date of the Investment Agreement;
- Mopani has warranted to Delta, Fundamental Warranties (as defined in the Investment Agreement) as at immediately prior to Closing;
- ZCCM-IH has warranted to Delta, ZCCM-IH Warranties (as defined in the Investment Agreement) as at the date of the Investment Agreement; and
- Delta has warranted and undertaken to ZCCM-IH and Mopani that the Investor Warranties (as defined in the Investment Agreement) as at the date of the Investment Agreement and as at Closing are / will be true and accurate and not misleading;

Under the Investment Agreement, ZCCM-IH has agreed to indemnify and hold harmless:

- Delta in respect of any losses incurred by Delta as a result of any breach of a warranty given by Mopani and ZCCM-IH relating to the basis and accounting principles on which the Management Accounts (as defined under the Investment Agreement) of Mopani have been prepared and that they give a fair view of the assets, liabilities and profit or loss and cash flow of Mopani, provided that this warranty is deemed to be qualified by ZCCM-IH's awareness at the time of giving such warranty; and
- Mopani (up to a maximum aggregate liability of US\$25 million) in respect of any losses incurred by Mopani as a result of any amounts which are or become payable to any claimants under a specific list of arbitration and legal proceedings involving Mopani, to the extent such amounts exceed (in aggregate) US\$18 million.

Under the Investment Agreement, Claims (as defined under the Investment Agreement) are capped in various ways for various parties:

- For Claims (as defined under the Investment Agreement) against Mopani, the latter is not liable for Claims (as defined under the Investment Agreement) unless the Claim Notice (as defined under the Investment Agreement) is received by Mopani (with a copy to ZCCM-IH) within 24 months following the Closing Date;
- For any ZCCM Fundamental Warranty Claim (as defined under the Investment Agreement) against ZCCM-IH, the latter is not liable unless a Claim Notice (as defined under the Investment Agreement) is received by ZCCM-IH within 3 years of the Closing Date;
- For any Warranty Claim (as defined under the Investment Agreement) other than a ZCCM-IH Fundamental Warranty Claim or a Tax Claim (both as defined under the Investment Agreement) against ZCCM-IH, the latter is not liable unless a Claim Notice (as defined under the Investment Agreement) is received by ZCCM-IH within 18 months of the Closing Date;
- For any Tax Claim (as defined under the Investment Agreement) against ZCCM-IH, the latter is not liable unless a Claim Notice (as defined under the Investment Agreement) is received by ZCCM-IH within 5 years of the Closing Date; and
- For any Claim (as defined under the Investment Agreement) other than a ZCCM-IH Fundamental Warranty Claim, Warranty Claim or a Tax Claim (all as defined under the Investment Agreement) against ZCCM-IH, the latter is not liable unless a Claim Notice (as defined under the Investment Agreement) is received by ZCCM-IH within 12 months of the Closing Date;
- Any Claim notified in a Claim Notice (both as defined under the Investment Agreement) shall be wholly barred and unenforceable and shall absolutely determine and cease if legal proceedings in respect of the Claim (as defined under the Investment Agreement) have not commenced against Mopani or ZCCM-IH by being properly issued and validly served by Delta:
 - In respect of an actual liability or a liability which is otherwise capable of being quantified within 9 months of the date of such Claim Notice (as defined under the Investment Agreement); and
 - In respect of a liability which is contingent only or is otherwise not capable of being quantified, within the earlier of: (i) 9 months from the date that such liability ceases to be contingent and becomes an actual liability or becomes capable of being quantified; and (ii) 12 months of the date of such Claim Notice.
- The maximum aggregate liability of ZCCM-IH shall not exceed, except in the event of fraud:
 - In relation to any ZCCM-IH Fundamental Warranty Claims (as defined under the Investment Agreement), an amount equal to 50% of US\$620 million;
 - In relation to any Tax Claims, Business Warranty Claims, Indemnity Claims and claims for breach of the interim covenants set out in the IA, an amount equal to 25% of US\$620 million; and
 - In relation to all Claims (as defined under the Investment Agreement), an aggregate amount equal to 100% of US\$620 million.

- No liability shall attach to Mopani or ZCCM-IH in respect of any Tax Claim or Warranty Claim (both as defined under the Investment Agreement) unless the aggregate liability of Mopani or ZCCM-IH, as relevant, in respect of:
 - Such Tax Claim or Warranty Claim (both as defined under the Investment Agreement) exceeds US\$1.5 million; and
 - All Tax Claims and Warranty Claims exceeds US\$7.5 million.

8.2. Terms of the Transaction under the Shareholders' Agreement

The rights and obligations between Mopani and ZCCM-IH are currently governed by Mopani's articles of association. At Closing, the Shareholders' Agreement in Agreed Form shall be executed and take effect and Mopani's current articles of association will be replaced by new articles of association.

With effect from the Closing Date, under the terms of the Shareholders Agreement:

- GRZ special share: The GRZ, as a result of its special ordinary share in Mopani, shall hold a number of key rights to be notified and receive certain pieces of information in relation to Mopani;
- Distribution Policy: Delta shall have the right to share in 70% and ZCCM-IH 30% of any declared distributions from Mopani until 31 December 2033, decreasing to 65% and 35% respectively until 31 December 2038, decreasing to 60% and 40% respectively until 31 December 2043 and then decreasing to 51% and 49% respectively from 1 January 2044 onwards;
- Appointment of Directors: Mopani's board shall consist of 9 directors, including: (i) 5 directors appointed by Delta of which at least 1 of the Delta appointed directors must be is resident in Zambia; (ii) 3 directors appointed by ZCCM-IH, who must all be Zambian residents; and (iii) 1 director appointed by the GRZ;
- Appointment of Management Team: Delta shall have the ability to select the CEO and CFO of Mopani with any other senior management appointed by ordinary majority vote of the shareholders of Mopani;
- Reserved Matters: The Shareholders' Agreement also includes a number of Reserved Matters (as defined under the Shareholders' Agreement) for which all shareholders of Mopani shall procure that none of these matters can be undertaken without the prior approval of both ZCCM-IH and Delta. These matters include a number of actions (such as changing the articles of association of Mopani or its name), accounting (such as the appointment and removal of Mopani's auditors), commercial (such as any material change in the nature or geographical scope of the Mopani business), employment (such as determination of the remuneration, if any, of Mopani's directors) and insolvency (the making of any compromise or arrangement with Mopani's creditors) matters;
- Lock-up period: ZCCM-IH cannot dispose of any security in Mopani to any person during a period of twenty years from the date of the Shareholders' Agreement and Delta cannot do the same prior to the earlier of the PDP Completion Date or payment by it of the Deferred Subscription Price (as defined under the Investment Agreement). This does not inhibit disposals by Delta where it has become impermissible for it to continue to hold securities in Mopani under applicable law or reasonably expects this will be the case in the next 6 months, Delta is subject to sanctions or other fines or reasonably expects this will be the case in the next 6 months. Any shareholder in Mopani may also continue to transfer securities in Mopani where the transfer is to a Permitted Transferee or with the prior written consent of all other shareholders of Mopani;
- ZCCM-IH Royalty Option: Delta has agreed to consider in good faith, at any time after the PDP Completion Date and at ZCCM-IH's election, the conversion of part of the economic rights associated with ZCCM-IH's shares in Mopani into a royalty on commercial terms to be discussed and agreed between the shareholders of Mopani (such terms to be in line with then current international market practice), with any such conversion to reflect the fair market value of the relevant rights to be converted; and
- Pre-emption rights: Any non-transferring shareholder of Mopani will have the right of first refusal in the event of any transfer by an existing shareholder of Mopani of any securities or interests in Mopani.

8.3. Terms of the Transaction under the Disclosure Letter

As per the Investment Agreement, all Warranties (as defined under the Investment Agreement) are qualified by any disclosures made in the Disclosure Letter. Under the Disclosure Letter, there are a number of specific disclosures made against specific warranties given by ZCCM-IH and Mopani as well as several general disclosures including: (i) all contents of the Data Room (as defined under the Investment Agreement); and (ii) correspondence between Mopani, ZCCM-IH and its advisers or Glencore, Carlisa and its advisers and Delta and its advisers.

8.4. Terms of the Transaction under the Completion Disclosure Letter

As per the Investment Agreement, all Warranties (as defined under the Investment Agreement) given as at the Closing Date are qualified by any disclosures made in the Completion Disclosure Letter. Under the Completion Disclosure Letter, a number of specific disclosures shall be made against specific warranties given by ZCCM-IH and Mopani.

8.5. Terms of the Transaction under the Investor Letter

As per the Investor Letter, the Investor Guarantor guarantees the following payment obligations of Delta under the Investment Agreement and Shareholders' Agreement:

- US\$220 million to be paid on the Closing Date by Delta to Mopani as part payment for subscription and issue of the Investor Shares;
- US\$400 million of the share premium for subscription and issue of the Investor Shares to be paid to be paid by Delta to Mopani when certain milestones under the Project Development Programme are met in accordance with the Investment Agreement; and
- An amount equal to the Standby Credit (as defined under the Shareholder's Agreement), to be paid by Delta to Mopani.

8.6. Terms of the Transaction under the Investor Glencore Letter

As per the Investor Glencore Letter, the Investor Guarantor confirms it has available funds, committed capital or access to committed funding, which will be committed by it to fund Delta in an amount sufficient to meet Delta's obligations to pay the Glencore Amount (as defined under the Investment Agreement) on the Closing Date.

8.7. Terms of the Transaction under the Tripartite Consent to the Transaction

Under the Tripartite Consent to the Transaction, Glencore agrees to waive any claims for breach of or events of default triggered by execution of the IA arising under the existing facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani.

8.8. Terms of the Transaction under the Tripartite Consent to the IFA

Under the Tripartite Consent to the IFA, Glencore agrees to waive any claims for breach of or events of default triggered by signing of the Interim Funding Agreement arising under the existing facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani.

8.9. Terms of the Transaction under the IRH ACRA

Under the IRH ACRA, Delta shall amend, consolidate and restate the existing facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani immediately following the novation of such facilities from Glencore to Delta. Whilst executed prior to Closing, the IRH ACRA will only take effect on the Closing Date and as part of the consolidation of these facilities Delta has agreed to reduce the aggregate amount of the facilities to US\$400 million which shall carry an annual interest rate of SOFR plus 5%, as per the appended Investor Loan Agreement set to act as the restated terms of the facilities.

8.10. Terms of the Transaction under the ZCCM ARA

Under the ZCCM ARA, ZCCM-IH shall amend and restate the existing bridge facility agreement dated 20 January 2023, as amended and restated from time to time, presently between ZCCM-IH as lender and Mopani as borrower. Whilst executed prior to Closing, the ZCCM ARA will only take effect on the Closing Date and as per the Investment Agreement US\$19 million of the existing bridge facility agreement shall be repaid on the Closing Date, with the remaining principal funds borrowed carrying an annual interest rate of SOFR plus 1%, as per the appended ZCCM Shareholder Loan Agreement set to act as the restated terms of this bridge loan facility.

8.11. Terms of the Transaction under the Investor Loan Agreement

As per the IRH ACRA, the Investor Loan Agreement shall be appended to the IRH ACRA and represent the terms of the amended, consolidated and restated existing facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani immediately following the

novation of such facilities from Glencore to Delta. On the Closing Date, the Investor Loan Agreement shall represent a loan from Delta to Mopani of US\$400 million bearing interest on an annual basis at SOFR plus 5%.

8.12. Terms of the Transaction under the ZCCM Shareholder Loan Agreement

As per the ZCCM ARA, the ZCCM Shareholder Loan Agreement shall be appended to the ZCCM ARA and represent the terms of the amended, consolidated and restated bridge facility agreement dated 20 January 2023, as amended and restated from time to time, and presently between ZCCM-IH as lender and Mopani as borrower immediately following repayment of US\$19 million of the bridge facility by Mopani on the Closing Date. In accordance with the terms of the ZCCM Shareholder Loan Agreement, any remaining funds loaned under the agreement will accrue interest at a rate of SOFR plus 1%.

8.13. Terms of the Transaction under the Intercreditor Agreement

Under the terms of the Intercreditor Agreement, any proceeds from the enforcement of the Investor Loan Security Agreement shall be applied to repay the Investor Loan Agreement and ZCCM Shareholder Loan Agreement *pari passu*.

8.14. Terms of the Transaction under the Glencore Novation Deed

Under the Glencore Novation Deed, on the Closing Date and following the payment of the Glencore Amount (as defined under the Investment Agreement) from Delta to Glencore, Glencore shall novate the facility agreements originally dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and presently between Glencore and Mopani, to Delta.

8.15. Terms of the Transaction under the Finance Documents Release Deed

Under the Finance Documents Release Deed, the:

- security interests related to the facility agreements originally dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and presently between Glencore and Mopani, shall be released; and
- a side letter dated 20 January 2023 between ZCCM-IH, Glencore and Carlisa to the bridge facility agreement dated 20 January 2023, as amended and restated from time to time and presently between ZCCM-IH as lender and Mopani as borrower, shall be terminated.

8.16. Terms of the Transaction under the Offtake Deed of Termination

Under the Offtake Deed of Termination, following subscription and issuance of the Investor Shares to Delta on the Closing Date, the cathode and anode slimes offtake agreements dated 31 March 2021, as amended from time to time, and presently between Carlisa, Glencore and Mopani, shall be terminated.

8.17. Terms of the Transaction under the Delta Trading Offtake Agreement

Under the Delta Trading Offtake Agreement, Mopani shall sell and Delta or an affiliate of Delta shall purchase offtake products (including copper cathodes).

8.18. Terms of the Transaction under the Interim Funding Agreement

Under the terms of the Interim Funding Agreement, Delta has offered Mopani a pre-Closing facility to drawdown funds up to a maximum of US\$130 million, with Delta having the ability to set-off any funds drawn-down against its responsibility to fund Mopani with US\$220 million on the Closing Date under the terms of the Investment Agreement. The facility is repayable in full upon Closing. Should Closing not occur, the facility will become repayable in full upon the Longstop Date under the Investment Agreement or if the Investment Agreement terminates prior to the Longstop Date, on the termination date of the Investment Agreement.

8.19. Terms of the Transaction under the Investor Loan Security Agreement

Under the Investor Loan Security Agreement, Mopani shall grant a charge, effective as of the Closing Date, in favour of Delta over all assets of Mopani as security for Mopani's obligations under the Investor Loan Agreement.

8.20. Terms of the Transaction under the Glencore Royalty Agreement

Under the Glencore Royalty Agreement, if the price of copper per metric ton exceeds US\$12,000 in any calendar month from the date of the Glencore Royalty Agreement till 30 June 2036 or when the Glencore Royalty Agreement is terminated by mutual agreement of Mopani and Glencore, Glencore shall receive a royalty of 10% of any such excess.

8.21. Terms of the Transaction under the Glencore Payment Covenant

Under the Glencore Payment Covenant, US\$150 million (plus interest at SOFR plus 5%) shall be paid to Glencore at or following the Closing Date as part consideration for the Glencore Novation Deed, Glencore Royalty Agreement and Offtake Deed of Termination.

Such payment and any associated interest will be paid on a monthly basis over a five-year period by an intermediary bank to Glencore, and the GRZ will make equivalent payments to the intermediary bank.

9. EFFECTS OF THE TRANSACTION

Upon Closing of the Transaction, ZCCM-IH will hold 49% of the ordinary shares in issue of Mopani and Delta will own the remaining 51% through its subscription of the Investor Shares. The shareholding of Mopani post-Closing will be as follows:

Name of Shareholders	Class of Shares	Number of Shares	Par Value Per Share	Nominal Value (US\$)	Percentage
ZCCM INVESTMENTS HOLDINGS PLC	Ordinary	6,900,000	1	6,900,000.00	49%
DELTA MINING LIMITED	Ordinary	7,181,633	1	7,181,633.00	51%

Of the up to US\$1.1 billion invested by Delta,

- US\$620 million of new equity capital will be allocated towards Mopani's capital projects, and to stabilise the working capital position of the business as well as repayment of the bridge facility agreement dated 20 January 2023 of US\$19 million, as amended and restated from time to time, and presently between ZCCM-IH as lender and Mopani as borrower.
- Approximately US\$400 million will be provided as a shareholder loan to Mopani by way of novation of the Glencore debt, of which:
 - US\$300 million will be used as part of the consideration (together with the Glencore Payment Covenant and Glencore Royalty Agreement) to settle the original Glencore transaction debt of US\$1.5 billion plus accrued interest
 - The remaining US\$100 million will be used to settle existing third-party letters of credit secured by Glencore for Mopanifollowing these settlements, there shall be no indebtedness between Glencore (as lender) and Mopani (as borrower).
- Further capital of up to US\$80 million may be made available to Mopani as shareholder loans, if required, based on the future working capital requirements of the business.

10. FINANCIAL EFFECTS OF THE TRANSACTION (ON ZCCM-IH)

The table below sets out the proforma financial effects of the Transaction based on the audited financial statements of ZCCM-IH for the financial year ended 2022.

The audited proforma financial effects set out below have been prepared to assist ZCCM-IH 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 audited proforma financial effects have been prepared in accordance with the LuSE Listings Rules and the Guide on Proforma Financial Information issued by the Zambia Institute of Chartered Accountants and that are consistent with those applied in the published audited financial statements of ZCCM-IH for the financial year ended 31 December 2022. These audited proforma financial effects are the responsibility of the Board.

The audited pro forma financial effects set out below should be read in conjunction with the audited financial position as at 31 December 2022 and the statement of comprehensive income for the year ended 31 December 2022 that are set out in **ANNEXURE II: INDEPENDENT REPORTING ACCOUNTANT'S REPORT** on page 54 of this Circular.

The pro-forma financial effects of the Proposed Transaction on ZCCM-IH are expected to be as follows:

	Before	Pro Forma Adjustments	After	Percentage change (%)
EPS (ZMW)	(23.54)	92.37	68.83	392.38%
HEPS (ZMW)	(23.54)	55.27	31.72	234.76%
NAV per share	49.18	94.23	143.42	191.59%
Ordinary Shares in issue	160,800	160,800	160,800	0.00%
Shares in issue	160,800	160,800	160,800	0.00%
Weighted average number of Ordinary Shares in issue	160,800	160,800	160,800	0.00%

PROFORMA INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

	31 Dec 2022 (Actual)	Proforma adjustment	31 Dec 2022 (Proforma)
	K'000	K'000	K'000
Revenue	12,110,131	(11,854,038)	256,093
Cost of sales	(14,709,114)	14,565,499	(143,615)
Investments and Other Income	237,131	(78,004)	159,127
Other Income	(213,731)	5,966,748	5,753,017
Administration Expenses	(749,743)	(24,965)	(774,708)
Net Finance Income/ (Cost)	(1,813,846)	1,982,947	169,101
Share of profit/(loss) of equity accounted investees	1,603,143	4,295,423	5,898,566
Income tax (expense) credit	(249,504)	-	(249,504)
Profit/(Loss) after Tax	(3,785,533)	14,853,610	11,068,077

PROFORMA STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	31 Dec 2022 (Actual)	Proforma adjustment	31 Dec 2022 (Proforma)
	K'000	K'000	K'000
Investments in associates	15,174,862	3,339,713	18,514,575
Other long-term investments	20,286,644	(17,542,646)	2,743,998
Total Non-Current Assets	35,461,506	(14,202,933)	21,258,573
Cash & Cash equivalents	329,173	(159,584)	169,589
Other Current Assets	13,128,160	(5,389,584)	7,738,576
Total Current Assets	13,457,333	(5,549,168)	7,908,165
Total Assets	48,918,839	(19,752,101)	29,166,738
Retained earnings	7,908,807	15,152,329	23,061,136
Total Equity	7,908,807	15,152,329	23,061,136
Total Current liabilities	12,129,165	(8,843,122)	3,286,043
Non-Current liabilities	28,880,867	(26,061,308)	2,819,559
Total liabilities	41,010,032	(34,904,430)	6,105,602
Total Equity and liabilities	48,918,839	(19,752,101)	29,166,738

11. EXCHANGE CONTROLS

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

12. 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.

The authorised and issued share capital of ZCCM-IH, before and after, the Transaction is set out below:

BEFORE THE IMPLEMENTATION OF THE TRANSACTION		ZMW
Authorised Share Capital (All Classes)		
200,000,000 Shares of ZMW 0.01 each		2,000,000
Issued share capital		
160,800,286 Ordinary Shares of ZMW 0.01 each		1,608,003
AFTER THE TRANSACTION		ZMW
Authorised Share Capital (All Classes)		
200,000,000 Shares of ZMW 0.01 each		2,000,000
Issued share capital		
160,800,286 Ordinary Shares of ZMW 0.01 each		1,608,003

13. WORKING CAPITAL STATEMENT

The directors have considered the position of ZCCM-IH 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 this Circular;
- 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 this Circular;
- 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 Circular;
- The working capital available to ZCCM-IH is sufficient for the 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.

14. MATERIAL LOANS

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

15. CONTROLLING AND MAJOR SHAREHOLDERS:

ZCCM-IH has over 4,200 shareholders. As at 31 December 2023, the top five largest shareholders of the Company were as follows:

Shareholder	Class	Number of Shares	Holding (%)
Industrial Development Corporation Ltd	A	96,926,669	60.28%
Minister of Finance on behalf of GRZ	B	27,593,883	17.16%
National Pension Scheme Authority	B	24,120,043	15.00%
Euroclear France*	B	10,602,377	6.59%
KCM Pension Trust Scheme	B	244,953	0.15%
Total Holding of Top 5 Shareholders		159,487,925	99.18%

*Note: most of the minority Shareholders are represented under Euroclear France as "Nominee".

16. DIRECTORS' INTEREST IN ZCCM-IH

As at 31 December 2023, the interests of Directors (direct and indirect) in ZCCM-IH's shares, as recorded in the register and on the LuSE, were as follows:

Name	Number of Ordinary Shares	Direct Holding. %
Taussac Philippe Georges	126,204	0.07

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

17. DIRECTORS' INTERESTS IN THE TRANSACTION

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

18. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are set out on page 15 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Circular in relation to ZCCM-IH 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 Listings Requirements and the Companies Act.

19. DIRECTORS' OPINIONS, FAIRNESS STATEMENT AND RECOMMENDATIONS

The ZCCM-IH Directors consider the terms of the Transaction to be fair and reasonable based on their independent review of (i) the Competent Persons Report produced by SRK Consulting (UK) Limited; and (ii) the Reporting Accountant report prepared by BDO Zambia. This is in addition to the commercial assessments by the ZCCM-IH 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 believes the Transaction to be in line with the 2020 to 2026 Strategic Plan of ZCCM-IH and in 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.

20. DIRECTORS' REMUNERATION, SERVICE CONTRACTS AND EMOLUMENTS

- No Director has a service contract with ZCCM-IH and accordingly, no basic salary is paid to any Director by ZCCM-IH.
- The total aggregate remuneration and benefits paid to directors of ZCCM-IH in the financial year ended 2023 was **ZMW10,510,840**.
- No management, consulting, technical or other fees, directly or indirectly, including payments to management companies have been paid to any Directors of ZCCM-IH. There are no commissions, gains, or profit-sharing arrangements payable to any of the Directors.
- The remuneration of directors, in their capacity as the Board, 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:
 1. fees for services as a Director;
 2. 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;
 3. basic salaries;
 4. bonuses and performance-related payments;
 5. sums paid by way of expense allowance;
 6. any other material benefits received;
 7. contributions paid under any pension scheme;
 8. any commission, gain or profit-sharing arrangements;
 9. any shares issued and allotted in terms of a share purchase/option scheme for employees.
- The company has not entered any contracts relating to the directors' and managerial remuneration, secretarial and technical fees, and restraint payments.

21. PROSPECTS

The Board is confident about the prospects of ZCCM-IH. As set out in its 2020-2026 Strategic Plan, ZCCM-IH is focused on making further investments in the mining industry in Zambia which will have long-term benefits for the Company and its Shareholders. The Company has implemented and will continue to implement various strategic initiatives to sustain growth and will continue to focus on efficiency to deliver superior and sustainable economic returns to Shareholders in the short, medium, and long term. Forecasts for the year ending 2024 are set out under Paragraph 10: Financial Effects of this Section of the circular.

22. 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 29th September 2023 the date of the last published audited financial statements of the Company and set out in the Independent Reporting Accountants' Report on the Historical Financial Information of the Company as set out in **Annexure II** on page 54 of this circular.

23. MATERIAL CONTRACTS

Since the last reporting date, being the Annual Report for the financial year ended 2022, save for the Investment Agreement, Disclosure Letter, Tripartite Consent to the Transaction, Tripartite Consent to the IFA and Interim Funding Agreement, no material contracts have been entered into by ZCCM-IH other than in the normal course of business.

24. DIRECTORS DECLARATION

None of the directors mentioned above have:

- 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;
- Except for Mr. Taussac's public censure, in 2021, as part of the previous board of ZCCM-IH, no director 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; and
- ever been convicted in any jurisdiction for any criminal offence.

SIGNED BY THE DIRECTORS IN LUSAKA ON 26th JANUARY 2024

KM

Kakenenwa Muyangwa

NAME

SIGNATURE



Mubita Akapelwa

NAME

SIGNATURE



Philippe G. Taussac

NAME

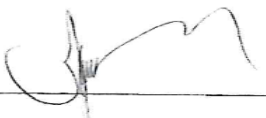
SIGNATURE



Moses S Nyirenda

NAME

SIGNATURE



Muyangwa Muyangwa

NAME

SIGNATURE



Bishop John H Mambo

NAME

SIGNATURE



Masitala Mushinga

NAME

SIGNATURE



Ndoba Joseph Vibetti

NAME

SIGNATURE

2. GENERAL INFORMATION

1. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection during normal business hours between 2nd February 2024 and 23rd February 2024 from the registered office of the Company, the offices of the Transfer Secretary and the office of the Sponsoring Broker. The addresses of which are set out in the **CORPORATE INFORMATION AND ADVISORS** section on page 3 of this Circular:

- The Transaction Agreements, namely:
 - Investment Agreement;
 - Shareholders' Agreement;
 - Disclosure Letter;
 - Completion Disclosure Letter;
 - Investor Letter;
 - Investor Glencore Letter;
 - Tripartite Consent to Transaction;
 - Tripartite Consent to IFA;
 - IRH ACRA;
 - ZCCM ARA;
 - Investor Loan Agreement;
 - ZCCM Shareholder Loan Agreement;
 - Intercreditor Agreement;
 - Glencore Novation Deed;
 - Finance Documents Release Deed;
 - Offtake Deed of Termination;
 - Delta Trading Offtake Agreement;
 - Interim Funding Agreement;
 - Investor Loan Security Agreement;
 - Glencore Royalty Agreement; and
 - Glencore Payment Covenant,
- The Articles of Association of the Company, the Certificate of Incorporation, and the Certificate of Share Capital.
- The audited annual reports of ZCCM-IH for the fiscal years ended 2020, and 2021, and 2022.
- The audited annual reports of Mopani for the last 3 fiscal years ended 2020, 2021, and 2022.
- Signed copy of the Report of the Independent Reporting Accountant.
- Competent Person's Report on Mopani.
- The written consents of the Competent Person, Transfer Secretary, Legal Advisor, International Legal Advisor, Transaction Advisor, 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 ("SBZ"), Transfer Secretary ("Corpserve Transfer Secretaries"), Transaction Advisor (Rothschild & Co), Competent Person ("SRK"), Independent Reporting Accountant ("BDO Zambia"), Legal Advisor ("CCO") and International Legal Advisor ("BM") 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

ZCCM-IH 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 and the Chief Executive Officer on the other. Barring the Chief Executive Officer the other seven (7) Directors on the Board as listed in this document are Non-

Executive Directors. Company activities are further streamlined by the full utilisation of the existing Audit, Remuneration, and Investments Committees.

4. PRELIMINARY EXPENSES AND ISSUE EXPENSES

The total estimated cost incurred by ZCCM and/or Mopani in respect of consummation of the Transaction, which includes but is not limited to the preparation of this Circular and negotiation of Transaction Agreements, and which includes advisor fees, regulatory costs, filing costs, advertising and printing costs is estimated at ZMW K441,649,438.95.

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

DETAILS	ZMW
Sponsoring Broker	K3,045,000.00
Reporting Accountant	K609,000.00
Transaction Advisor*	K282,745,001.95
Competent Person	K9,816,100.00
Legal Advisor	K531,454.00
International Legal Advisor	K144,394,341.20
Printing and Public Relations	K241,375.00
Transfer Agent Fees	K203,000.00
SEC Scrutiny Fees	16,666.80
LuSE Scrutiny Fees	47,500.00
Total	K441,649,438.95

**Transaction Advisor fees are inclusive of a success fee of US\$9,000,000 which is contingent on the successful Closing of the Transaction*

5. LITIGATION

ZCCM-IH's material legal and/or arbitration proceedings as at 31st December 2023 are listed below;

- ZCCM-INVESTMENTS HOLDINGS PLC V KONKOLA COPPER MINES PLC (LUSAKA HIGH COURT)**

On 21st May 2019, ZCCM Investments Holdings plc (ZCCM-IH) filed a petition to wind up Konkola Copper Mines plc (**KCM**) pursuant to Section 57 (g) of the Corporate Insolvency Act, 2017 on the ground that it was just and equitable to do so.

The matter is currently stayed pending the hearing of the arbitral proceedings commenced by Vedanta. Resources Limited. ZCCM -IH and Vedanta Resources Limited are in ex curia settlement discussions with the view of resetting the relationship by and between them with respect to KCM. The intention is to withdraw the winding up petition as part of the larger discussions which involved the execution of an Implementation agreement and a new shareholders agreement on 6th November 2023.

- VEDANTA RESOURCES HOLDINGS LIMITED AND VEDANTA RESOURCES LIMITED V ZCCM INVESTMENTS HOLDINGS PLC**

On 3rd July 2019 ZCCM-IH was served by Vedanta Resources Holdings Limited and Vedanta Resources Limited with a notice of motion for an urgent application issued out of the High Court of South Africa in Johannesburg. Their reason for instituting the action in South Africa is that by virtue of the KCM shareholders agreement, all disputes arising therefrom are to be resolved by arbitration in South Africa and therefore the South African courts have jurisdiction.

The arbitral proceedings were commenced but currently stand suspended by agreement of the parties who are in ex curia settlement discussions with the view of resetting the relationship by and between them with respect to KCM. The intention is to withdraw the proceedings as part of the larger discussions which involved the execution of an Implementation agreement and a new shareholders agreement on 6th November 2023.

3. INFORMATION RELATING TO THE DIRECTORS AND SENIOR MANAGEMENT OF ZCCM-IH AND ITS SUBSIDIARIES

1. DIRECTORS OF ZCCM-IH

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

Name	Qualifications and Summary Profile
Mr Kakenenwa Muyangwa (Zambian) Chairperson and Non-Executive Director	<p>Mr. Kakenenwa Muyangwa is a business professional with a wealth of experience spanning over 35 years. His areas of expertise are in business transaction negotiations, business planning and strategy, corporate recoveries, turnarounds, audits, as well as metals and concentrates trading and financing.</p> <p>His valuable experience was gained during his tenures as Chief Internal Auditor, Administration Manager, and Sales and Marketing Manager at Konkola Copper Mines Plc ("KCM"). Mr. Muyangwa later ventured into regional metal marketing and mining investment management for firms in Madagascar, South Africa, and Botswana, and spent several years in Audit and Business Advisory services with PricewaterhouseCoopers ("PWC") in Zambia and the United Kingdom ("UK").</p> <p>Mr. Muyangwa has represented ZCCM-IH on the Mopani Copper Mines Plc ("MCM"), CNMC Luanshya Copper Mines Plc, and Kariba Minerals Limited ("KML") Boards of Directors. He is currently engaged as a long-standing consultant of the Abidjan, Cote d'voire-based special operations unit of the African Development Bank ("ADB"), and also sits on the First National Bank Zambia Limited ("FNB") Board of Directors as a Non-Executive Director.</p> <p>Mr. Muyangwa is also a mining expert whose association with the industry dates back to 1987. He served as a Senior Assistant Mining Engineer at the former Nchanga Division of the Zambia Consolidated Copper Mines ("ZCCM") for several years.</p> <p>Mr. Muyangwa holds a Bachelor's Degree in Mining Engineering from Imperial College of Science and Technology in London and is a Fellow of the Association of Chartered Certified Accountants ("ACCA").</p>
Mr Mubita Akapelwa (Zambian) (Vice Chairperson- Non-Executive Director)	<p>Mr Akapelwa has a rich experience in the mining, energy, retail, and distribution sectors. He has served in top leadership roles as the Regional Manager for Chevron Central and Southern Africa (Retail), presiding over Zambia, Botswana, Namibia, Malawi and Zimbabwe, and as Chief Executive Officer of Engen Petroleum Tanzania Limited. Has strong analytical and interpersonal skills, and is firmly grounded in strategy formulation, project evaluation, and business processes. Has wide exposure and experience in dealing with public and private sector stakeholders in the East African Community (EAC) and Southern Africa Development Community (SADC) regions. He began his career as a Senior Assistant Engineer at the Tailing Leach Plant (TLP) of Nchanga Division (ZCCM).</p> <p>Mubita is a past Chairman of the Board of the Tanzania Association of Oil Marketing Companies and served on the Board of Directors of the Petroleum Importation Coordinator Limited (PICL) during the transition from an own importation system to the more structured and sustainable Bulk Procurement System (BPS).</p> <p>Mubita is an Independent Non-Executive Board Member of ABSA Zambia plc, serves as the Lead Consultant for an energy advisory firm and is a Director of Mukuyu Energy Limited. He has volunteered on the advisory Board of St Ignatius College, a co-educational Jesuit secondary school located in Lusaka, for the past five years.</p> <p>Mubita has a BSc (Eng) degree in Mechanical Engineering from the University of London (King's College), and an MBA (Corporate Finance) from the University of Lincoln, UK. Mubita is a member of the Institute of Directors of Zambia (IODZ), and an Associate of the Chartered Institute to Arbitrators (UK).</p>
Mr Muyangwa Muyangwa (Zambian) (Non-Executive)	<p>Mr Muyangwa (Director General of NAPSA) has over thirty (30) years' experience in financial services, customs and revenue administration and capacity building. He is a holder of a Master's Degree in Business Administration with Fiscal Management from Bath University in the United Kingdom and Bachelor of Business Administration from the Copperbelt University. He recently worked as Senior Economist at the International Monetary Fund. Mr Muyangwa has helped countries in Sub-Saharan Africa and the Caribbean to improve domestic revenue mobilisation capacities through developing and implementing medium term revenue strategies and supporting reforms. Prior to that, he contributed to domestic revenue mobilisation in Zambia through various roles, including as Commissioner for Value Added Tax and Customs Services at the Zambia Revenue Authority.</p>
Mr Moses Smart Nyirenda (Zambian)	<p>Mr Nyirenda is the Director – Human Resource and Administration at the Ministry of Mines and Minerals Development (MoMMD). He holds a Master of Sciences-Human Resource (HR) Management, a Bachelor of Sciences – Human Resource Management and a Diploma in</p>

<p>(Non-Executive Director on the Board of ZCCM-IH)</p>	<p>Personnel Management. He is a member of the Zambia Institute of Human Resource Management. Mr Nyirenda has 33 years of civil service experience specialising in public administration.</p> <p>Mr Nyirenda has vast experience at senior management level. Prior to his appointment at Director level, he held positions of Assistant Director – HR and Administration and Administrative Officer, amongst other.</p> <p>Mr Nyirenda has served in various capacities in other Ministries either on secondment or attachment on special duties which included the secondment to Medical Stores Ltd as a Government Liaison Officer to oversee the restructuring of medical stores to a management contract company from a government run parastatal. During his career, Mr Nyirenda has sat on various Ministerial Committees and Committees of parastatal companies such as ZAMTEL and Zambia Railways Ltd.</p>
<p>Bishop John Hardy Mambo (Zambian) (Non-Executive)</p>	<p>Bishop Mambo is a multi-lingual, dynamic leader within Zambia and beyond. He holds a Master's in Business Administration from Langwith College, University of York in England. His career includes pastoral, community and public service with corporate experience. He has more than twenty-five years devoted to spreading the word of God whilst being deeply involved in caring for vulnerable and orphaned children in the rural communities.</p> <p>Bishop Mambo has served in various capacities which include amongst others, Board Chairman for the Programme against Malnutrition, General Manager for Chekos Group (Zambia) and as Assistant Air Traffic controller for the Department of Civil Aviation. He has also served in various public appointments which include the Chairman of Foresight Investments in 2019, the board of Mulele Mwana Old People's village as well as Chairperson for Civic Society for Constitutional Agenda (CISCA) in 2017, amongst others. He has also held various public service appointments which include Commissioner on the Mun'gomba Constitutional Review Commission (2002-2005), Board member on the Zambia Privatization Agency (ZPA) amongst others. He has further served on peace and mediation missions to several countries which include Congo DRC, Angola, Mozambique and South Africa.</p> <p>Bishop Mambo has received several honours and awards in his distinguished service.</p>
<p>Mr Philippe Georges Taussac (French) (Non-Executive)</p>	<p>Mr Taussac was appointed as a Non-Executive Director to the ZCCM-IH Board on 21 March 2014. He represents the minority Shareholders on the ZCCM-IH Board. He has been a ZCCM-IH shareholder since early 2000. Mr Taussac brings to the Board many years of Business Management experience. He was Chief Executive Officer for ABC Informatique an IT Services Company based in France where he worked from 1985 to 2023. He also worked as Managing Director for ALTISOFT, a software engineering company for 10 years from 1994 to 2004 and was a Managing Director for three (3) real Estate Companies for 25 years.</p> <p>He holds a Mechanical-Electrical Engineering Degree. He is a Fellow of the "Grande Ecole d'Ingénieurs" Ecole Spéciale des Travaux Publics de Paris.</p>
<p>Mrs Masitala N Mushinga (Zambian) (Non-Executive Director)</p>	<p>Mrs Mushinga's experience spans over a decade in public debt policy formulation, implementation, and external debt management. Mrs Mushinga is Acting Director- Investment and Debt Management at the Ministry of Finance and National Planning. Previously she served in various roles within the Ministry of Finance and National Planning including as Principal Economist- External Debt, Investment and Debt Management and Senior Economist among others. Mrs Mushinga holds a Bachelor's Degree- Development Studies, Major and Economics Minor and a Master's Degree in Economic Policy Management all from the University of Zambia.</p>
<p>Dr Ndoba Joseph Vibetti (Zambian) (Chief Executive Officer- Executive Director)</p>	<p>Dr Vibetti joined the Company on 1st February 2023. Dr. Vibetti has over 35 years of experience in the mining, finance, investment, and academia sectors. He has spent the greater part of his career with the Industrial Development Corporation of South Africa ("IDCSA") where he held various senior roles. Roles held at IDCSA include Senior Projects Manager, Subject Matter Expert in Mining and Industrial Development, and most recently Mining and Metals Consulting Dealmaker where he led the Corporation's investment efforts in the Democratic Republic of Congo ("DRC").</p> <p>Dr. Vibetti's finance and investment experience comes from various senior roles held at Standard and ABN Amro Banks, while his experience in academia comes from his tenures at the University of Zambia ("UNZA") in Lusaka, and the University of the Witwatersrand in South Africa. He lectured extensively in geology and authored several articles during his tenures at both learning institutions.</p>

	Dr. Vibetti holds a Bachelor's Degree in Mineral Science from UNZA, a Master's Degree in Business Administration ("MBA") from the University of the Witwatersrand, and a Doctor of Philosophy ("PhD") from the University of Western Ontario in Canada.
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1.1. Directors' declarations

None of the directors mentioned above have:

- ever been convicted of an offence resulting from dishonesty, fraud or embezzlement;
- ever been declared bankrupt or sequestered 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;
- Except for Mr. Taussac's public censure, in 2021, as part of the previous board of ZCCM-IH, no director 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. ZCCM-IH SENIOR MANAGEMENT

Brief profiles of the members of the ZCCM-IH management committee are set out in the table below.

Name, Nationality, and position	Qualifications and summary profile
Dr Ndoba Joseph Vibetti (Zambian) (Chief Executive Officer- Executive Director)	See profile above.
Mr Tisa R Chama (Zambian) (Chief Technical Officer)	<p>Mr Chama is a Mining Engineer with over 25 years of work experience in the mining industry, having worked in various technical and operational roles. He has worked at operating mines in Zambia, Namibia, East Africa, and West Africa. He has worked for ZCCM, KCM, Rio Tinto, AGA, and Barrick as Planning Manager.</p> <p>Prior to joining ZCCM-IH in November 2020, Mr. Chama worked as Senior Principal Mining Engineer at AGA, Africa Region based at the corporate office in Johannesburg, South Africa. Mr. Chama has worked as a consultant on various projects from concept to feasibility levels of study covering various commodities. He has delivered on projects including Greenfield and Brownfield projects. He has a background of working in developing countries, having worked in different African countries providing project management and lead mining technical roles. His experience covers a range of commodities including copper, cobalt, uranium, and gold.</p> <p>Mr Chama is a Registered Engineer with the Engineering Institution of Zambia (EIZ) and is a member of the Southern African Institute of Mining and Metallurgy (SAIMM). He holds a Bachelor of Mineral Sciences in Mining Engineering from the University of Zambia and an MBA from the Free State University (South Africa)</p>
Mr Brian Musonda (Zambian) (Chief Investments Officer)	<p>Mr Musonda has over 17 years of working experience in both the private and public sector, with particular proficiency in investments analysis, treasury management and Finance.</p> <p>He is a Fellow of the Association of Chartered Certified Accountants (ACCA) and Zambia Institute of Chartered Accountants (ZICA) and holds an MBA in Finance and Accounting.</p> <p>Prior to joining ZCCM-IH on 5th October 2020, Brian served as Head Treasury and Investments for National Pension Scheme Authority (NAPSA) (from 2016), the largest Pension Scheme in Zambia both by membership and asset base, where he structured a number of unique transactions across</p>

	all sectors. Before joining NAPSA, Brian worked for the Workers Compensation Fund Control Board for over 8 years in the Investments Directorate as (served in various roles including that of a Senior Investments Analyst and Revenue and Investments Accountant).
Mr Lombe Mbalashi (Zambian) (Chief Legal Officer)	<p>Mr Mbalashi has in excess of 15 years of progressive legal experience in Corporate and Commercial Law (Law Firm setting as well as in-house Counsel). His expertise includes Commercial Transactions, Mergers and Acquisitions, Stock Exchange Listings, International Arbitration, Mining Law, Contract Negotiations, Commercial Litigation, as well as Conveyancing and Liaising with Governmental Departments and Regulators.</p> <p>Mr. Mbalashi joined ZCCM-IH as a Legal Officer in 2009. He was promoted to the position of Property Manager in the Company's Investments Department in 2015, and later took up the role of Legal Manager in 2017. In 2023 he was promoted to his current role as the Company's Chief Legal Officer. Prior to joining ZCCM-IH, Mr. Mbalashi held various legal roles at Lewis Nathan Advocates where he was employed from 2005 to 2009.</p> <p>Mr. Mbalashi holds a Bachelor of Laws Degree, as well as a Master of Laws Degree with Corporate and Commercial Law focuses. He is also an Advocate of both the High Court and Supreme Court of Zambia.</p>
Ms Chilandu Sakala (Zambian) (Chief Financial Officer)	<p>Ms. Sakala is a Fellow Chartered and Certified Accountant ("FCCA") and Fellow of the Zambia Institute of Chartered Accountants. She has over 16 years of work experience. Before joining ZCCM-IH in September 2018, Mrs. Sakala was Audit Senior Manager at KPMG, an international audit firm where she led teams on various assignments and projects since September 2003. She has vast experience in Accounting, Finance and Auditing. Her clients included organisations in a number of sectors including financial services, telecommunications, mining, energy and not-for-profit entities.</p>
Mr Shepherd Mwanza (Zambian) (Chief Internal Audit Officer)	<p>Mr Mwanza is an Audit and Risk Management executive with over 15 years of both local and international experience. His experience has been gained through various leadership roles he has held in building and leading teams. He has competencies in Internal Audit, External Audit, Financial Reporting, Risk Management and Revenue Assurance.</p> <p>He is a Fellow member of the Association of Chartered Certified Accountants (ACCA) and Zambia Institute of Chartered Accountants (ZICA). He also holds a Master of Business Administration (MBA), Certificate in Management Development, and Bachelor of Laws (LLB, Commercial Law). Prior to joining ZCCM-IH on 3 May 2021, Mr Mwanza served as Chief Audit Executive in Banking for over 8 years where he held the roles of Head Internal Audit for First Capital Bank Zambia and also had responsibility for Treasury Audits across the Group and Country Head Internal Audit for Ecobank Zambia. He also served as Manager Revenue Assurance & Fraud Management at ZAMTEL, Audit Supervisor at KPMG Zambia and Senior Accountant at KPMG South Africa seconded from KPMG Zambia.</p>
Mrs Loisa Mbatha (Zambian) (Corporate Affairs Manager)	<p>Ms Mbatha is a communication and media professional with over 13 years of experience in her field. She has a strong educational and academic background in journalism and communications, having graduated with a bachelor's degree in Mass Communication from the University of Zambia in 2007. She later got the prestigious Beit Trust Scholarship to study for her Master's degree in Journalism and Media Studies at Rhodes University in South Africa in 2010.</p> <p>Ms. Mbatha has a wealth of experience working in Zambia's mainstream broadcast media, having worked as an anchor, Television Producer and as Assistant Executive Producer at the national public broadcaster, the Zambia National Broadcasting Corporation (ZNBC) for 7 years. She also worked as a Communications Specialist at the Indaba Agricultural Policy Research Institute (IAPRI) in 2015, before joining ZCCM-IH as a Public Relations Manager in 2016.</p>
Ms Betty Meleki (Zambian) (Human Resources and Administration Manager)	<p>Ms Meleki is a Human Resource expert with over 20 years of experience in both the Private and Public sector. Most of her working career has been with large financial institutions in the Financial and Banking Sectors both locally and internationally as well as in the Pension Sector. Prior to joining ZCCM-IH, she worked as Director Human Resource and Administration for the National Pension Scheme Authority (NAPSA); Senior HR Business Partner at Barclays Bank Zambia plc and Project Manager for diversity and Inclusion at Barclays Bank Emerging Markets Regional Office, United Arab Emirates. She also did a short stint at Zambia Revenue Authority (ZRA) as HR Manager Employee Relations. She started her HR career at Zambia State Insurance Corporation (ZSIC).</p> <p>She has a Master's degree in Business Administration from the Management College of Southern Africa, a Bachelor of Arts Degree with a major in Public Administration and a minor in Development</p>

	Studies from the University of Zambia and a post-graduate diploma in Management Studies from the Management College of South Africa. She is a Certified Strategic Human Resource Professional (CSHRP) accredited by QUALIFI (UK). She is also a Chartered Pension Analyst Manager (CPAM) and a Fellow of the Zambia Institute of Human Resource Management (ZIHRM).
Ms Mwaka Mwamulima (Zambian) (Risk Manager)	<p>Ms Mwamulima is a risk management and finance professional with over 10 years of experience in banking, and microfinance. Expertise in credit, enterprise risk, compliance management, fraud management, business continuity, and information security.</p> <p>Prior to joining ZCCM-IH, Ms. Mwamulima worked in the banking sector where she held the roles of Risk Management Expert for Access Holding Microfinance AG, Risk Manager for AB Bank Zambia and was a sought-after freelance Risk Management Consultant.</p> <p>Ms Mwamulima holds a Bachelor of Agricultural Science Degree, a Master's Degree in Business Administration ("MBA") Specialising in Finance and Accounting and is a certified Risk Management Expert.</p>
Mr. Charles Mjumphi (Zambian) (Company Secretary)	<p>Mr Mjumphi has a decade of experience in ZCCM-IH, having joined the company as a Corporate Officer in the office of the Company Secretary in 2013. He has since held various management roles within the company including Corporate Services Manager, Strategy Manager, and most recently Acting as the ZCCM-IH Company Secretary. During his tenure as Strategy Manager, he was also Zambia Gold Company Ltd Acting Chief Executive Officer on a secondment basis.</p> <p>Prior to joining ZCCM-IH, Mr. Charles Mjumphi held the role of Project Development Coordinator/Advisor for Concern World from 2008 to 2012, and Business Research and Development Manager at Corporative League of United States of America from 1999 to 2004. Mr. Charles Mjumphi holds a first Master's Degree in Business Administration, and a second Master's Degree in Business Administration with specialty in Strategy. He also holds a Business Practice Diploma, a Business Management/Administration and Marketing Diploma, as well as an Association of Chartered Certified Accountants ("ACCA") Diploma in Financial Management. Mr Mjumphi is a fully Certified Governance Professional/Chartered Secretary and a member of the Chartered Governance Institute of the United Kingdom ("UK").</p>

3. DIRECTORS AND SENIOR MANAGEMENT OF ZCCM-IH SUBSIDIARIES

3.1. Limestone Resources Limited ("LRL")

3.1.1. Board of Directors

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

Name	Qualifications and Summary Profile
Mr. Sarudzai Mulendema (Zambian)	<p>Mr Mulendema is a Finance and Investments Management professional with 12 years of continuous experience in Fund Management, Financial Analysis, Corporate Finance, and Portfolio Management. He's a holder of an MBA Finance degree from the University of Zambia, and a Bachelor of Accountancy degree from the Copperbelt University. He is a licenced Stockbroker and Investment Advisor, and has recently earned a Certificate in Sustainable Investing (ESG) from Harvard Business School.</p> <p>Mr. Mulendema is currently employed as a Portfolio Analyst at ZCCM Investments Holdings plc (ZCCM-IH) and has been responsible for the portfolio management of some of ZCCM-IH's key assets including Kansanshi Mining plc, Konkola Copper Mine plc (KCM), Lubambe Copper Mine (Lubambe), LRL, Copperbelt Energy plc, CNMC Luanshya Copper Mines, among others. His role involves performance analysis and attribution as well identification of business and efficiency improvement opportunities across the portfolio, to achieve and enhance sustainable investment returns. Over the years, he has been a key part of teams that have successfully motivated for the ZCCM-IH Board to approve the following transactions; Royalty Transaction with First Quantum Minerals on Kansanshi; Lubambe's Extension Project licence carve out and formation of Mingomba Mining Limited; restructuring of Ndola Lime Company Limited (in Liquidation) and the formation of Limestone Resources Limited.</p> <p>Prior to joining ZCCM-IH, Mr Mulendema spent 4.5 years at African Life Financial Services where he was part of the front office team responsible for managing pension fund assets worth in excess of USD330 million. He started his career as an Audit Associate with Deloitte in Kitwe, predominantly focussed on mining companies.</p>

Mrs. Rachel Zyambo (Zambian)	<p>Mrs Zyambo is Assistant Director Project Development & Promotions at MoF. She has over 30 years of experience in the accountancy profession and is a fellow of the ZICA.</p> <p>Mrs Zyambo has vast experience in board representation and has recently served on the board of Mopani Copper Mines plc, first as a GRZ representative through the Ministry of Finance and National Planning (MoFNP) and then later as representative for ZCCM-IH.</p>
Mrs. Chilandu Sakala	Profile as above

3.1.2. Senior Management

Brief profiles of the LRL senior management team are set out in the table below.

Name	Qualifications and Summary Profile
Mr Kennedy Mwandama (Zambian) Chief Executive Officer	<p>Mr Mwandama was seconded to LRL to act as Chief Executive Officer from ZCCM-IH in August 2021, where he is substantively the Manager Non-Mining Projects.</p> <p>Mr. Mwandama is a seasoned Mineral Processing Engineer, with 33 years' experience covering different metallurgical operations (mineral dressing, smelting, refining, hydrometallurgy, sulphuric acid production). He also has experience of large-scale capital projects (he was the Construction Coordinator of the KCM Nchanga Smelter – a US\$400m project). He also has metal marketing experience, having headed the KCM metal marketing function, and was responsible for sales of around US\$800m per annum, at the time. He has held various Managerial positions in ZCCM-IH Limited, ZCCM-IH Smelterco Limited, Konkola Copper Mines. His international experience includes working at African Copper's Mowana Mine in Botswana as Technical Consultant and Technical Lead for the acquisition of the asset by ZCI under the auspices of I-Capital Limited and as the Technical Consultant for the Nimura Hill Project in Likasi in the Democratic Republic of Congo (DRC).</p> <p>Mr Mwandama holds a Master of Engineering (Meng) degree from Imperial College of the University of London, United Kingdom, is an Associate of the Royal School of Mines (ARSM), a Registered Engineer (Reng) and a Member of the EIZ (MEIZ)</p>
Mr. Feliximba (Zambian) Commercial Director	<p>Mr Zimba is the Commercial Director. He joined LRL on 1st September, 2020 as the Acting Commercial Director/Procurement Manager.</p> <p>He holds a bachelor's degree in Business Administration. Prior to joining LRL, Mr. Zimba worked as Company Secretary and Contracts Administrator for Ndola Lime Company Ltd which he joined on 1st February, 2008. Mr. Zimba has also held the positions of Area Inspector – NAPSA and VAT Inspector – ZRA.</p> <p>Mr. Zimba has experience in commercial transactions and contract management, company secretarial work, value chain supply management, public pensions, taxation, and public prosecutions.</p>
Mr John Ngoma (Zambian) Acting Head of Procurement	<p>Mr Ngoma is the Acting Head of Procurement of LRL. He joined LRL on 1st September 2020 as the Senior Procurement Officer.</p> <p>He holds a Graduate Diploma and Professional Diploma in Supply Chain Management (CIPS) and is a member of the Zambia Institute of Purchasing and Supply (ZIPS). Prior to joining LRL, Mr. Ngoma worked as Act. Supply Manager at Ndola Lime Limited (now called LRL) from 2014 to 2020. From 2011 to 14 worked as Senior Procurement Officer at Ndola Lime Company Ltd. From 2009 to 2011 he worked as Senior Stores Controller at Ndola Lime Ltd. From 2008 to 2009 worked as Stock Controller at Ndola Lime Company Ltd. From 2007 to 2008 worked as Perpetual Inventory Officer at Ndola Lime Co. Ltd. From 2003 to 2007 worked as Perpetual Inventory Officer at Zambia Sugar (Illovo Group of Companies). From 2000 to 2003 worked as Stores Officer at Zambia Sugar (Illovo Group of Companies). From 1995 to 2000 worked as Stock Controller at Mazabuka Marketing Co. Ltd.</p> <p>Mr. Ngoma has vast experience in Supply Chain Management (Inventory Management and Procurement).</p>
Mr. Joseph Saragado (Zambian)	<p>Mr Saragado is the Human Resource & Occupational Health Manager. He joined the company on 21st September 2020.</p> <p>He holds a master's degree in Business Administration, a Bachelor's Degree in Social Studies, a Higher Diploma in Human Resource Management, a Diploma in Personnel Management and</p>

Human Resource and Occupational Health Manager	<p>Industrial Relations, diploma in Bookkeeping and Accounts, a Diploma in Emotional Intelligence, a Certificate in Job Evaluation, certificate in Teaching (Trainer of Trainers), a certificate in Internal Auditing (SHEQ) and various developmental programs. He is a member of Zambia Institute of the Human Resource Management and a member of the Institute of Directors of Zambia. Currently he is a Board Member of Mukuba Pension Trust.</p> <p>He has 30 years working of experiences in various companies in Human Resource and Administration in providing organisational change leadership, integrate and align employees, processes, culture and various strategies in order to enhance optimal utilisation of human capital and achieve attractive profit margins for shareholders.</p> <p>He has not experienced any labour unrest and he has good strategies of talent management and retention of key manpower for the growth of the organization.</p>
<p>Mrs Misozi Banda Masaninga (Zambian)</p> <p>Sustainability Manager</p>	<p>Mrs Banda-Masanninga is the sustainability Manager. She Joined Limestone Resources Limited in October 2020.</p> <p>She holds a Master's Degree in Sanitation and a Bachelor's Degree in Chemical Engineering. She is a member of the International Water Association and Global Sanitation Graduate School. Prior to joining LRL. Mrs Masanninga worked for Lafarge Cement Zambia as Country Environmental Manager. Mrs Masanninga also held the position of Inspector of Mines at Mines Safety Department in the Ministry of Mines and Mineral Development.</p> <p>Mrs Masanninga has experience in environmental management, occupational health and safety, stake holder management, and water and sanitation.</p>
<p>Mr. Kenneth Kaunda Chisembele (Zambian)</p> <p>Plant Director</p>	<p>Mr Chisembele is the Plant Director for LRL. He joined the Company in September 2020 shortly after its formation.</p> <p>He holds a Bachelor's Degree in Mechanical Engineering. He is a Professional Member of the Engineering Institution of Zambia (EIZ) and is a Registered Engineer with the Engineering Registration Board (ERB).</p> <p>Mr. Chisembele has 36 years experience spread over the mining, power generation/distribution and lime processing industries i.e., ZCCM-IH Power Division, CEC and Ndola Lime. Mr. Chisembele has served as Engineering Superintendent (ZCCM), Engineering Manager (CEC), Senior Project Engineer (Ndola Lime) and provided consultancy services to numerous companies through MJN Consult and PMDC Consultancy.</p>
<p>Mr. Stephen Bwalya (Zambian)</p> <p>Chief Financial Officer</p>	<p>Mr Bwalya is the Chief Financial Officer, he is a Fellow member of the Zambia Institute of Chartered Accountants. He joined LRL on 1st September 2020 as Chief Financial Officer. Prior to joining Limestone Resources Ltd, he worked as Finance Manager for Ndola Lime Company Limited a company, he joined in 2013. In addition, he has experience in the external audit and pension fund industry having held a number of roles.</p> <p>Mr. Bwalya has experience in areas of Corporate Finance, end-to-end business modelling, Financial Management and Reporting.</p>
<p>Mrs Linda Chilanga (Zambian)</p> <p>Head of Support Services</p>	<p>Mrs Chilanga is Head of Support Services at LRL, responsible for ICT, Security, Infrastructure and Logistics departments. She joined Limestone as Head of Support Services on 1st September 2020. She is pursuing a Bachelor of Business Administration (2021-2024) with Amity University, India. Holds a Diploma in Computer Studies is a member of the ICTZ and a certified QMS Systems Lead Auditor.</p> <p>Prior to that, Mrs Chilanga worked for Ndola Lime Company Ltd for 27 years, as ICT Manager from 2010 to 2020, Software Engineer from 2006 to 2010, Systems Analyst from 1994 to 2006 and Computer Programmer from 1992 to 1994. Her first job of Computer Operator was at Photocopy and Office Machines in 1992.</p> <p>Mrs Chilanga has over 10 years IT Professional experience and over 10 years in Managing IT environments experience.</p>

3.2. Misenge Environmental and Technical Services Limited ("Misenge")

3.2.1. Board of Directors

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

Name	Qualifications and Summary Profile
Mr. Paul Kaluba (Zambian) Non-Executive Director Chairman	<p>Mr Kaluba is an accomplished, high energy Senior Business and Marketing Executive with 27 years' of leadership experience in the FMCG sector.</p> <p>Mr Kaluba possesses a strong African experience having worked for the Coca Cola Company for 17 years in senior challenging roles spearheading various products, sales and routes to marketing strategies in Swaziland and Lesotho as Operating Marketing Manager, South Africa as Senior Operations Marketing Manager and Zambia, Botswana and Namibia as Country Manager.</p> <p>Mr. Kaluba sits on various boards as Chairman of large financial services companies and has a strong track record in corporate governance with an established track record in spearheading various initiatives that grow sales, enhance profitability, market share, quality and business sustainability. He holds a Master's Degree in Business Leadership from UNISA.</p>
Ms. Jennifer Mukuka Njelesani (Zambian) (Non-Executive Director)	<p>Ms Njelesani is a Finance Professional with over 30 years' of experience in multisector. She has 22 years of managerial experience and 12 years' of experience at a strategic level. Ms. Njelesani is an experienced turnaround strategist particularly in the Public Sector sphere. She is a strategic leader with advanced technical skills who has led diverse teams to performance excellence achievements. Ms. Njelesani serves as the Director of Special Duties (Finance and Economic Development) at the Cabinet Office of the GRZ. She previously worked as Senior Manager (Interim Chief Financial Officer) at the office of the Auditor General of South Africa (AGSA)</p> <p>Ms. Njelesani has served on a number of Boards and specialises in adding value in the areas of Finance, Audit and Risk.</p> <p>Ms. Njelesani has an MBA from the University of Roehampton (United Kingdom) and is a Fellow of the Association of Chartered Certified Accountants.</p>
Mrs. Yendeka Banda (Zambian) (Non-Executive Director)	<p>Mrs Banda is the Finance Manager at ZCCM-IH Investments Holdings plc. She joined ZCCM-IH Investments Holdings plc. (ZCCM-IH) as an Accounts Assistant in September 2002.</p> <p>Mrs. Banda holds a Master's Degree in Business Administration from the University of Greenwich, and holds a bachelor's degree in Accounting.</p> <p>Mrs. Banda is a member of the Chartered Institute of Management Accountants and a member and registered Accountant of the Zambia Institute of Chartered Accountants (ZICA).</p>

3.2.2. Senior Management

Brief profiles of the Misenge senior management team are set out in the table below:

Name	Qualifications and Summary Profile
Mr. William Musonda (Zambian) Chief Executive Officer	<p>Mr. Musonda was appointed Chief Executive Officer of Misenge Environmental and Technical Services Limited in March 2021 having been seconded from ZCCM-IH Investments Holdings plc with effect from 1st September 2019 to act in the position until his substantive appointment.</p> <p>William is a professionally qualified and experienced Civil Engineer. His experience has mainly been in the field of hydraulics, dams, earthworks, construction, roads and storm water drainages. He started his career in 1995 with ZCCM-IH as a Senior Assistant Engineer at Technical Services in Kalulushi. He later joined the World Food Program as District Engineer responsible for Chingola and Luanshya projects from 1998 to 2000. He had a short stint with Knight Piesold Consulting Engineers in 2003 before joining the World Bank funded Copperbelt Environmental Project as a Civil/Geotechnical Engineer from 2003 to 2012 under the auspices of the Ministry of Finance and National Planning. The unit was taken over by ZCCM-IH in 2012 where he was appointed to the position of Resident Engineer.</p> <p>Mr. Musonda is also a Director on the Board of Rembrandt Properties Limited.</p> <p>He holds a B.Eng degree in Civil Engineering from the University of Zambia and an MSc degree in Civil Engineering (specialising in Water Resources Engineering) from Katholieke University of Leuven and Vrije University of Brussels in Belgium. His other qualifications include a Certificate in Environmental Management from Eastern and Southern African Management Institute in Namibia and has skills in project planning, design, construction supervision and project management. He is a Member of the Engineering Institution of Zambia.</p>
Ms. Sandi Namwinda (Zambian)	<p>Ms Namwinda is the Company Secretary/Legal Counsel of METS. She joined METS in February 2013 as the Company Secretary/Legal Counsel.</p> <p>She holds a bachelor's degree in Law and is a member of the Law Association of Zambia. Prior to joining METS, Ms. Namwinda worked as a Legal Officer at ZCCM-IH which she joined in 2002. Ms. Namwinda has held the positions of Assistant Advocate and Legal Aid Counsel at Chali, Chama &</p>

Company Secretary/Legal Counsel	<p>Company and the Legal Aid Department in the Ministry of Legal Affairs (now renamed as the Ministry of Justice) respectively.</p> <p>Ms. Namwinda has experience in the areas of civil litigation, commercial transactions and company secretarial work.</p>
<p>Mr Brighton Zulu (Zambian)</p> <p>Business Development Manager.</p>	<p>Mr Zulu joined Misenge Environmental and Technical Services Limited on 9 August 2021. Brighton Zulu started his career in 2007 and has experience in business and marketing management which include development and implementation of corporate strategies, business plans, strategic marketing plans and business development plans. He also has experience in identifying business opportunities and turning them into business and undertaking marketing campaigns and risk assessments for mining and services companies as well as developing and executing business continuity plans for business continuity.</p> <p>He has worked in the financial sector, mining and extractive sector and service/consultancy sectors which has given him a broader understanding of the business environment and the associated risks and mitigating measures.</p> <p>Mr Zulu holds a Master of Business Administration (MBA) from Northrise University, a Bachelor of Business Administration (BBA) from the Copperbelt University and a Professional Diploma in Marketing from the Chartered Institute of Marketing (CIM). He also holds certification in Risk Assessment from the Chartered Institute of Environmental Health (CIEH). He is an associate member of the Zambia Institute of Marketing.</p>
<p>Ms. Nalolo Shezongo Chibwe (Zambian)</p> <p>Analytical Services Specialist</p>	<p>Mrs Chibwe is the Analytical Services Specialist of Misenge Environmental and Technical Services Limited (METS). She joined Misenge Environmental and Technical Services Ltd on 14 February 2022. She is responsible for the overall development of Quality Management systems in the laboratory. Nalolo is a qualified and seasoned Chemist. Her experience has mainly been in the Mining and Cement manufacturing sectors.</p> <p>She started her career in 2007 with Konkola Copper Mine plc as Senior Chemist at the Analytical Services Laboratory in Chingola. She also served as Sectional Chemist in various sections at the laboratory. She later joined Lafarge Cement Zambia as Works Chemist in 2013 and was responsible for producing high quality cement that met international standards. She was also responsible for alternative fuels to replace fossil fuels. She left Lafarge Cement Zambia as Quality Manager in 2020. She holds a B.Sc degree in Chemistry from the University of Zambia and a Masters degree in Sustainable development (specialising in Development management) from University of London. Her other qualifications include a Certificate as Lead auditor of ISO 9001 Management systems from BSI in India and was management representative responsible for ISO 9001(QMS) and a Certified implementor in General requirements for competence in testing and calibration laboratories (ISO 17025).</p> <p>She has skills in laboratory management and validation methods. She is a Member of the Chemical society of Zambia.</p>
<p>Dr Ikukumbuta Mwandawande. (Zambian) (Environmental and Radiation Services Manager)</p>	<p>Dr Mwandawande is a graduate of the University of Zambia with a Bachelor of Mineral Sciences (B.Min.Sc) Degree in Geology. He also holds a Master's Degree in Environmental Engineering and Sustainable Infrastructure from the Royal Institute of Technology (KTH) in Sweden and a PhD in Chemical Engineering from Stellenbosch University in South Africa. He joined the Company in March 2023.</p> <p>Dr Mwandawande has broad experience in mining geology, mineral exploration, environmental management, and university lecturing. He has previously worked with Laureates Mining Ventures (LMV) and African Mining Consultants (AMC) as an Environmental Consultant where he gained experience in Environmental Scoping Studies, Environmental Impact Assessments (EIA), Environmental Project Briefs (EPBs) and Environmental Auditing with particular focus on mineral exploration and mining projects. He has also worked as a lecturer in Environmental Engineering at the Copperbelt University and as Senior Lecturer and Head of the Environment and Tourism Department at Livingstone International University of Tourism Excellence and Business Management (LIUTEBM). Dr. Mwandawande is also up to date with recent developments and trends in Environmental, Social and Governance (ESG) reporting.</p> <p>In Geology, Dr. Mwandawande has experience in different commodities including copper, uranium, nickel and gold. He has worked as a Senior Technical Advisor in Geology, Environment and Mineral</p>

	Processing at PEXA Mineral Services Limited, Production Geologist at Konkola Copper Mines (KCM) and as Exploration Geologist at Albidon Zambia Ltd and African Energy Resources Limited.
Mr. Ezra K. Chisenga (Zambian) (Company Accountant)	<p>Mr. Chisenga is the Company Accountant of METS having joined the company in March 2016. His joining the company in that year was a movement within the group coming from Mawe Exploration and Technical Services Ltd where he held the position of Company Secretary/ Accountant. He has also been on secondment to Ndola Lime Limited as a Company Secretary.</p> <p>His previous engagements were Chief Finance Officer and Company Secretary at TAP (Zambia) Limited as the last position held. He joined TAP as Finance Manager and was later appointed Manager Financial and Market Analyst. Before joining TAP he worked as the Chief Accountant for York Farm Limited. The rest of his time, he was with KPMG and Deloitte and Touche.</p> <p>He holds a Master degree In Business Administration (MBA) from the Management College of South Africa (MANCOSA) and has been a fellow of both the Association of Chartered and Certified Accountants (FCCA) and the Zambia Institute of Chartered Accountants (FZICA) since 2005 and 2007 respectively.</p>

3.3. Nkandabwe Coal Mine Limited (“Nkandabwe”)

3.3.1. Board of Directors

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

Name	Qualifications and Summary Profile
Mr. Moses Chilambe (Zambian)	<p>Mr Chilambe has served as Technical Manager of ZCCM-IH since March 15, 2016. Prior to that, Moses was the Technical Manager at Mawe Exploration and Technical Services Limited (a subsidiary of ZCCM-IH), from October 2013 following the transformation of the then Technical Department within ZCCM-IH into a subsidiary company. Before then, he had acted as a Technical Manager at ZCCM-IH from August 2012 to September 2013. Eng. Chilambe joined ZCCM-IH as Mining Engineer in 2008. Before joining ZCCM-IH, Mr. Chilambe had worked in the Zambian hard rock mining industry under ZCCM-IH, which he joined in 1983 as Senior Assistant Mining Engineer and rose through the ranks to the positions of Mine Manager and General Manager/Vice President in charge of Mining Operations at Konkola Copper Mines plc. (KCM). Mr. Chilambe holds a Bachelor of Mineral Sciences Degree in Mining Engineering. He is a fellow of the Southern African Institute of Mining and Metallurgy (FSAIMM); a Member and Registered Engineer of the Engineering Institution of Zambia (EIZ); a Member of the Society for Mining Engineers (SME) of 4 AIMME and Member of the World of Mining Technology Society.</p>

3.4. Kariba Minerals Limited (“Kariba”)

3.4.1. Board of Directors

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

Name	Qualifications and Summary Profile
Prof. Francis Tembo (Zambian)	<p>Professor Tembo is currently the Deputy vice chancellor of Kwame Nkrumah University in Kabwe and prior to that position he was the CEO and founder of the Zambian Institute of Earth Sciences and Resource technology which is a private research and training institute.</p> <p>He is a holder of a BMinSc in Geology, Master of Mineral Science in Geology and Doctor of Science in Geology. Professor Tembo has vast experience and Knowledge on Zambia Geology having undertaken numerous research and consultancy work spanning the fields of basic geology, mineral deposit, exploration geology and geochemistry.</p> <p>Prof. Tembo has served in several boards and expert committees appointed by the Government of the Republic of Zambia.</p>
Mr Joseph Lungu (Zambian)	<p>Mr Lungu is currently the Chief Executive Officer of Zambia Gold Company (ZGCL). Prior to joining ZGCL, he was the Capital & Money Markets Manager at ZCCM-IH. Other companies Mr. Lungu has worked for include Intermarket Securities Ltd, and United Kingdom based media firms among them News Corporations plc, Royal Mail plc, Virgin Media Ltd and SAGE plc.</p> <p>Mr. Lungu holds a Bachelor’s degree in Mechanical Engineering from the University of Manchester and also has an MBA Essentials Qualification from the London School of Economics and Political Science.</p>

	He is also currently a Director on the Board of Kabundi Resources Ltd, a manganese focused company and wholly owned subsidiary of ZCCM-IH.
Ms Loisa Mbatha (Zambian)	See CV above

3.4.2. Senior Management

Brief profiles of the Kariba senior management team are set out in the table below.

Name	Qualifications and Summary Profile
Mr. Peter Phiri (Zambian) General Manager	Mr Phiri holds a Bachelor's Degree in Mining Engineering (B.MinSc), and a Masters of Business Administration (MBA). He is also certified in various other Technical, Safety, Engineering and Business courses both locally and abroad. Mr Phiri is a professional mining engineer with local and international experience in mining operations. Prior to joining Kariba Minerals Ltd in 2018, he worked as the Snr. Technical Manager at Solar Explochem (Zambia, DRC, East Africa), Alternate Mine Manager and Technical Services Superintendent for African Minerals Ltd (Sierra Leone -West Africa) and as Mine Planning and Technical Services Manager for Konkola Copper Mines plc (Zambia).
Mr. Jordan Sinkende (Zambian) Finance Manager	Mr Sinkende is a Certified Chartered Accountant and Management Specialist with 12+ years' experience in both public and private sectors. He is a fellow of both the Zambia Institute of Chartered Accountants (ZICA) and the Chartered Institute of Management Accountants (CIMA). Specializing in financial reporting, management accounting external audit, pensions accounting, microfinance, financial modelling and tax planning. Professional, creative, flexible with proven analytical and presentation skills.
Mr. Fenso Simwaza (Zambian) Mine Manager	Mr Simwaza is a Mining Engineer with experience in metalliferous and Gemstone mining operations. He has extensive knowledge of underground / open pit mine planning, design / scheduling and due diligence Studies. Proficient user of Surpac and Minesched in preparation of short, medium and life of mine design and schedules for reserve estimation and budgeting. Prior to joining Kariba Minerals Ltd, he worked for Mopani, Chibuluma Mines PLC and Global Human Benefit Zambia. He is a Mining Engineer with experience in Project start-up through to commissioning, well braced with Mining, Explosives Regulations and environmental policies pertaining to mining/community
Ms. Wamusheke Simenda Kasinsa (Zambian) Head of Human Resources	Ms Kasina holds a Master of Business Administration and Bachelor of Human Resources. She has over 10 years of work experience in providing Recruitment and Selection, Performance Management, Organizational Development, Training and Development, Policy and Procedures Development, Employee Welfare and Human Resource planning and Payroll Administration.
Ms. Chimwemwe Kabamba (Zambian) Manager – Internal Audit	Ms Kabamba possess a Bachelor's Degree in Computer Science from Greenwich University UK. She is an Audit and IT specialist with over 15 years' work experience in the banking and mobile sector. Having lead and conducted various audits of varying complexity and scope. She recently joined Kariba Minerals on 15 th May, 2023.

3.5. Investrust Bank plc ("Investrust")

3.5.1. Board of Directors

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

Name	Qualifications and Summary Profile
Mr. Peter H. Banda (Zambian) Non-Executive Chairman	Mr Banda is an Economist and Banking professional with over 30 years of experience. He holds a Bachelor of Arts in Economics from the University of Zambia and a master's degree in Economics from New Mexico State University in the United States of America. Mr. Banda has held various senior positions at the Bank of Zambia including the post of Senior Director responsible for Monetary Policy. He has been responsible for a number of developments in the Zambian financial markets, including reforms in the areas of government securities, foreign exchange and monetary operations. Over the course of his career he has worked closely with the

	IMF, World Bank and COMESA on various projects in the financial sector. Mr. Banda held the statutory position of Deputy Registrar of Banks and Financial Institutions for almost two decades, and also served on various boards including the Securities and Exchange Commission.
Mr. Siakamwi Chikuba (Zambian) Non-Executive	Mr Chikuba is a legal practitioner and holder of a Bachelor of Laws Degree (LLB) from the University of Zambia. He has more than 10 years of experience working as a lawyer. He is the Managing Partner of Paul Norah Advocates, which is a Law Firm and a member of 152 local accounting and law firms in 160 Cities in 63 Countries across the Europe, Africa, Asia Pacific, and America regions. Notably, he has been involved in setting up the Pan African Exchange, which trades in Government Bonds and Commodities. He has also been involved in founding and setting up Africa's first modular workshop under CLA Commercial Vehicles Limited, a dealership that runs the MAN and VW Brands for Trucks and Buses in the Republic of Zambia. He has substantial experience in Commercial Law Advisory, property related work, securities, managing Receiverships and Liquidation, and has been regularly involved in national and international commercial activity ranging from Mergers and Acquisitions to dispute resolution. He also has vast experience in running various businesses.
Mr. Situmbeko C. Mubano (Zambian) Non-Executive	Mr Mubano is an Economist and Investment Management professional with over 18 years' of experience. He started his career in 2001 at the Lusaka Securities Exchange and later joined Intermarket Securities as an Investments Analyst. In May 2007, he joined ZCCM-IH as an Investments Financial Analyst and is currently a Portfolio Manager at ZCCM-IH. He has experience in treasury management, investment appraisal and due diligence and investments portfolio management comprising mining and energy assets. He holds a Bachelor of Arts Degree (Economics/Statistics) from the University of Zambia, a Bachelor of Laws Degree from the Zambia Open University, and an MSc Economics & Finance candidate at the ZCAS University. He also holds an ACI – Dealing Certificate from the ACI Financial Markets Association.
Mrs Deophine M. Luswili (Zambian) Non-Executive	Mrs Luswili holds a bachelor's degree in Accounting and Finance (B. Acc.) and is a fellow of the Chartered Institute of Management Accountants (FCMA) and the Zambia Institute of Chartered Accountants (FZICA). As well as being a member of the Zambia Institute of Directors (IODZ), Mrs Luswili is a Chartered Global Management Accountant (CGMA) with over 20 years of experience in Accounting, Budget Planning and Control, Treasury, Risk management, Electricity Energy Accounting, Project Financing, Policy formulation and Tax advisory.

3.5.2. Senior Management

Brief profiles of the Investrust senior management team are set out in the table below.

Name	Qualifications and Summary Profile
Mr Simangolwa Shakalima (Zambian) Managing Director	Mr Shakalima has over 18 years' of experience in banking with functional expertise in Retail Banking. He started his Banking career at Finance Bank Zambia in 1999 before joining Barclays Bank Zambia in 2001 where he served in various portfolios which include being the Head of Retail Expansion, Head of Affluent Segment and Chief of Staff & Head of Strategy for Southern Africa covering Zambia, Zimbabwe and Botswana. In 2009, he was appointed Retail Director for Barclays Bank Zambia and served for 5 years before going on to Ghana to serve as Consumer Banking Director for Barclays Bank Ghana in 2014. In 2016, he joined First National Bank Zambia as Head of Retail before being appointed as the Managing Director for Investrust. He holds a Bachelor of Arts degree in Economics from the University of Zambia and an Executive MBA from ESAMI/Maastricht.
Mrs Matongo G. Syamujaye (Zambian) Finance Director	Mrs. Syamujaye is a Fellow member of the Zambia Institute of Chartered Accountants and a Fellow of the UK's Association of Chartered Certified Accountants with 16 years' of experience in the Financial Services in Senior Management positions.
Mr Brian Msidi (Zambian) Company Secretary	Mr Msidi holds a Bachelor of Laws Degree (LL. B) from the University of Zambia, a Practising Certificate as an Advocate of the High Court for Zambia (LPQE), a Master of Laws in Commercial and Corporate Law from the University of Lusaka and a Certificate in Company Secretarial & Share Registration Practice (CGIUKI) from the Kensington College of Business. Mr Msidi also holds a Certificate in Introduction to Domestic and International Arbitration courtesy of the Chartered Institute of Arbitrators (UK). Most recently, he also acquired a Diploma in Sports Law from the Johan Cruyff Institute (Spain). Mr Msidi has been Company Secretary and Legal Counsel of the Investrust since 2019. Prior to that he worked as Assistant Legal Counsel in charge of litigation, legal compliance and corporate debt recoveries. He has extensive experience as a lawyer in Commercial and Corporate Law spanning a period of over 13 years. Prior to joining the Investrust, he had a stint in private practice where he worked for about 2 years, mainly dealing with corporate advisory, securitization, conveyancing, corporate debt recovery and commercial litigation.

Mr. Richard M. Mutukwa (Zambian) Director Corporate & Investment Banking	Mr Mutukwa has over 16 years' experience in finance and banking. Prior to joining Investrust, he was the Head of Asset Finance at Barclays Bank Zambia plc. He also worked for Deloitte as a Management Consultant. He holds an MBA from Cardiff University in the UK, an Honours Degree in Exploration Geology from Cardiff University and a Degree in Applied Accounting from Oxford Brookes University. He is a Chartered Accountant (FCCA), a member of The Zambia Institute of Chartered Accountants (FZICA).
Mr. Crispin Daka (Zambian) Director Credit	Mr. Daka holds an MSc in Accounting and Finance from the Aberdeen Business School at Robert Gordon University, Scotland, further to this he is a Fellow Chartered and Certified Accountant (FCCA) and a Fellow of the Zambia institute of Chartered Accountants (FZICA). He is an experienced Credit Risk Management Practitioner with over 14 years banking experience. Before joining Investrust, he worked at Stanbic Bank Zambia as a Senior Manager within the Credit Department., his experience spans across the areas of Finance, Corporate banking and Credit Risk Management
Mr. Ziche Makukula (Zambian) Director Treasury	Mr Makukula has over 25 years in the Zambian Banking Industry. He has spent most of his banking career in the Treasury Front Office, and is an accomplished professional in the financial markets, specializing in Treasury Management, Foreign Exchange & Money Markets, International Trade & Services, Investment Banking and Corporate Banking. He started his banking career with Finance Bank Zambia limited where he held various positions including Manager General Banking (2000), Manager Foreign Department (2002), Foreign Exchange Dealer (2003) and Senior Dealer (2004). In 2006, he joined Investrust and in 2013, he was elevated to the position of Senior Manager Treasury. In 2016, he left Treasury Department for a position in Corporate and Investment Banking. In February, 2019 he moved back to Treasury Department as Acting Head Treasury. He holds a Bachelor of Arts Degree in Economic & Public Administration from the University of Zambia, a Certificate in Financial Markets (ACI), Certificate in International Trade and other qualifications in Investments and Financial Markets.
Mr. Geoffrey Ndaba (Zambian) Director Retail & Business Banking	Mr Ndaba over 25 years' experience in banking, with two years in Telecommunications. Prior to joining Investrust, he was the Head of Business and SME banking at First National Bank Zambia. He also worked for Barclays Bank Zambia plc in various positions including Head of Local Business, Regional Manager- North and as Country Retail Manager at Zamtel. He holds an MBA (International) from Edith Cowan University, Australia. Certified Digital Finance Practitioner from Digital Frontiers Institute and a member of the Zambia Institute of Bankers.
Gertrude Kamwanga (Zambian) (Director Risk and Compliance)	Ms. Kamwanga holds an MBA specialising in Corporate Strategy and Economic Policy from the Maastricht School of Management and a Bachelor of Arts degree from the University of Zambia. She is a Certified Governance, Risk and Compliance Manager (CGRCM) and a Certified Enterprise Risk Manager (CERM) from the International Academy of Business and Financial Management (IABFM) and has key skills that include the ability to align business strategies with Enterprise Risk Management (ERM) aimed at managing portfolios of risks faced by organisations in an integrated manner. She has vast experience in banking attained through working in various key units that included Branch Operations, Credit, Debt Recovery, Marketing and Product Development. Her last two job portfolios were Head of Internal Audit and Head of Operational Risk at Zambia National Commercial Bank PLC.
Mr. Leviticus Nkata (Zambian) (Director Technology & Operations)	Mr. Nkata is an Information Communication Technology (ICT) professional with over 20 years work experience in ICT. His qualifications include an Master of Science in Information Systems Management, an MBA, and Bachelor of Science degree in Computer Science. His work experience is broad in both ICT and Operations having worked for various firms, most notably FIDUCIA services, Botswana as Head Information Technology from 2019 up until his departure to join IBP; Zambia Electronic Clearing House as Chief Executive Officer between 2018 and 2019; AON Botswana as Chief Information Officer for several years from 2005 to 2017, to mention but a few portfolios held over the years.

3.6. Zambia Gold Company Limited ("Zambia Gold")

3.6.1. Board of Directors

The full names, qualifications, nationalities, addresses and occupations of the directors of ZCCM-IH Gold are set out below:

Name	Qualifications and Summary Profile
Dr. Ndoba Vibetti (Zambian) Non-Executive Director	See profile above.

<p>Mr. Joseph Lungu (Zambian)</p> <p>Executive Director</p>	<p>Mr. Lungu joined Zambia Gold as Investments Manager in 2021. Prior to joining Zambia Gold, he was the Capital & Money Markets Manager at ZCCM-IH. Other companies Mr. Lungu has worked for include Intermarket Securities Ltd, and United Kingdom based media firms among them News Corporations plc, Royal Mail plc, Virgin Media Ltd and SAGE plc.</p> <p>He holds a Bachelor's Degree in Mechanical Engineering from the University of Manchester and also has an MBA Essentials Qualification from the London School of Economics and Political Science.</p> <p>Current roles include Director on the Board of Kabundi Resources Limited, a manganese focused company and wholly owned subsidiary of ZCCM-IH. He is also a Director on the Board of Kariba Minerals Limited, another ZCCM-IH wholly owned subsidiary.</p>
<p>Mr. Brian Musonda (Zambian)</p> <p>Non- Executive Director</p>	<p>See profile above.</p>
<p>Mr. Cornwell Muleya (Zambian)</p> <p>Non-Executive Director</p>	<p>Mr Muleya is the Chief Executive Officer of the Industrial Development Corporation (IDC). Mr Muleya brings with him over 34 years of financial and operational experience and business analysis, with demonstrated technical and leadership skills in various top management roles he has held.</p> <p>He started his career at Deloitte and Touché, later he moved to DHL, PriceWaterCoopers (Zambia and Kenya) where he was responsible for financial and audit assignments. He then joined Air Botswana, where he started as Financial Accountant and rose to the position of Director Finance and subsequently CEO of the Company.</p> <p>In the Aviation industry Mr Muleya focused on business solutions, capital raising, turn around strategies, re-organisation and restructuring, whilst rising to the position of CEO in Zambia, Botswana, Kenya and Uganda.</p> <p>His previous position was Chief Executive Officer at Uganda National Airlines Company Limited, based in Uganda, where he successfully set up the new national airline as the consultant and later appointed to be CEO to lead the launch of operation and implementation of the Business Plan.</p> <p>He is a Chartered Accountant, Chemical Engineer and Airline Executive who holds a BSc (Hons) Chemical Engineering from Bath University, UK and Fellow of the Chartered Institute of Certified Accountants (FCCA UK).</p>
<p>Mr Mulele Maketo Mulele (Zambian)</p> <p>Non- Executive Director</p>	<p>Mr Mulele is the Director (Economic Management Department) at Ministry of Finance, the position he has held since January 2020. Prior to this, he held various positions in the Ministry of Education, Ministry of National Development Planning, and Cabinet Office. Among the positions held are Director (Development Planning) at Ministry of National Development Planning, Assistant Director (Economic Affairs) in the Office of the Secretary to Cabinet, and Principal Economist (Economic Forecasting and Modelling) in the Economic Management Department of the Ministry of Finance and National Planning.</p> <p>He holds B.Sc. from University of Zambia, MHS from Osaka University (Japan), and he is currently a candidate for DBA at Binary University (Malaysia).</p> <p>Mr. Mulele is a Board Member for Securities Exchange Commission (SEC).</p>
<p>Mr Guy Phiri (Zambian)</p> <p>Non-Executive Director</p>	<p>Mr Phiri is currently at Kyalami Property Investments Ltd as a Proprietor/Executive director. Mr Phiri has an MBA in Chemical Engineering and Chemical technology. Professional qualifications include being an Associate member of City and Guilds institute in London, Member of the Institution of Chemical Engineering U.K, Member if the Zambia Institute of Directors and Member of the Engineering Institute of Zambia.</p> <p>He has extensive experience in the corporate governance oversight of statutory, private and publicly listed entities. He also has business management experience as he has served over 10 years as the CEO of an international petroleum company. Mr Phiri has also worked for ZCCM as a metallurgical engineer.</p>

Mr Andrew Muyaba (Zambian) Non-Executive Director	Mr Muyaba has 23 years of banking experience in Corporate and Investment Banking gained in specific Areas of treasury management, Corporate Coverage and Investment Banking. He has worked at Stanbic Bank Zambia Limited as the head of global sales, First National Bank Zambia initially as the head of global market sales and then Head of public sector Banking and he is now at ZANACO as the current head of Corporate and Investment Banking. Mr Muyaba is a holder of a Bachelor of Arts Degree, an MBA and a Master of Commerce. He is a full member of the Zambia Institute of Marketing, an Associate member of the Chartered Institute of Marketing (UK), full member of the Institute of Directors and a Board member of LuSE.
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3.6.2. Senior Management

Brief profiles of the Zambia Gold senior management team are set out in the table below.

Name	Qualifications and Summary Profile
Mr Joseph Lungu (Zambian) Chief Executive Officer	See profile above.
Mrs Mutale Heroine Kabo Chika (Zambian) Company Accountant/Acting Company Secretary	<p>Ms Chika is an accounting professional with over 7 years of senior management leadership in multinational organisations such as Goodyear Zambia Limited and Hybrid Poultry Farms Zambia Limited. Mrs. Mutale Kabo Chikampa has a proven record of over 20 years continuous work experience in forecasting, budgeting, cash management, financial analysis, reporting, cost accounting, inventory management, accounts receivable and accounts payable. Her work experience also includes that of Tax planning and handling complex tax audits with ZRA for various tax types. At senior management level, she has the ability to implement company strategic plans, formulation of company financial guidelines and policies that enhance company controls whilst focusing on risk management.</p> <p>She holds a Master of Science in Finance (University of Leicester -UK), a Fellow Member of Zambia Institute of Chartered Accountants (FZICA), and a Fellow Member of the Association of Certified Chartered Accountants (FCCA).</p>
Mr Moses Siyanda (Zambian) Mine Manager	<p>Mr. Siyanda is a result-oriented and experienced mining engineer with 18 years' experience in both surface and underground mining. He also has 11 years of expatriate work experience having worked for 3 years with Rio-Tinto (Rossing Uranium Mine) in Namibia, 2 years with Barrick Gold -Buzwagi Open Pit Gold Mine in Tanzania, 2 years in Sudan with Orshab Gold Mine and 3 years with Saudi Comedat Mining Company (Phosphate/Gold) in Saudi Arabia. Mr. Siyanda also worked for Konkola Copper Mines and Lumwana Mine.</p> <p>He holds a Bachelor's Degree in Mining Engineering from the University of Zambia and is currently pursuing an MBA at the Copperbelt University. Mr. Siyanda is a member of Engineering Institute of Zambia (EIZ).</p>
Mr. Alex Mubita (Zambian) Procurement Officer	<p>Mr. Mubita has over 10 years working experience in both private and public sector supply chains, with particular proficiency in Stores and Procurement Management. He is a full Member of the Zambia Institute of Purchasing and Supply (ZIPS) and the Chartered Institute of Procurement and Supply (CIPS) of UK.</p> <p>Prior to joining Zambia Gold, Mr. Mubita served as Procurement Officer for Workers Compensation Fund Control Board (WCFCB), a statutory social security scheme. Before joining Workers Compensation, he worked for Zambian Breweries plc for over 2 years in the Supply Chain Directorate as Stores Controller.</p> <p>He holds a Diploma in Purchasing and Supply from the University of Zambia, Professional Diploma in Procurement & Supply from the Chartered Institute of Purchasing & Supply (CIPS) UK, and is currently pursuing a Masters in Procurement, Logistics and Supply Chain Management with the University of Lusaka.</p>

3.7. Kabundi Resources Limited ("Kabundi")

3.7.1. Board of Directors

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

Name	Qualifications and Summary Profile
Dr Irene Banda (Zambian) Chairperson	<p>Dr Banda is founder, primary investor and CEO of TUCUZA Associates Ltd, a Zambian private enterprise concerned with social investment and business development with a bias for long term sustainability.</p> <p>She has over 20 years' experience in retail banking, micro finance and development in senior managerial positions. She has served as Executive Director of ECLOF International, a global microfinance network based in Geneva Switzerland.</p> <p>Dr Banda holds a doctoral degree, Master of Arts degree in Theology and development studies and a post graduate certificate in cross sectoral partnerships.</p>
Mr Jetty Lungu (Zambian) Non-Executive Director	<p>Mr Lungu is a business and financial management consultant with over 20 years' worth of experience. He has held various roles such as being a senior CEO, Financial Director, Strategy manager and he has consulted in various industries including the mining sector, telecoms, banking, and financial services. Mr Lungu has a membership in the following professional bodies, Zambia Centre for Accountancy studies, and CIMA. Mr Lungu has more than 15 years of board and committee experience in more than 5 firms which include Media institute of Southern Africa (MISA), FINCA, ZICAM, CIMA United Kingdom/Zambia and the RDA.</p>
Mr Joseph Lungu (Zambian) Non-Executive Director	<p>See profile above.</p>

3.7.2. Senior Management

Brief profiles of the Kabundi senior management team are set out in the table below.

Name	Qualifications and Summary Profile
Mr. Paul Mukuka (Zambian) Project Manager	<p>Mr Mukuka holds a Master's Degree in Mining Engineering from Imperial College, University of London and a Post Graduate Diploma and Masters of Business Administration from the Copperbelt University.</p> <p>Mr Mukuka is a professional mining engineer with the Engineering Institute of Zambia (EIZ) and Engineering Registration Board (ERB).</p> <p>Professional experience includes:</p> <ul style="list-style-type: none"> • Project Manager— Kabundi Resources Limited (a subsidiary of ZCCM-IH). June 2019 – To date • Senior Mining Engineer— ZCCM-IH, Zambia. July 2014 – June 2019 • Senior Production Engineer— Acacia Mining, Buzwagi Gold Mine, Tanzania. August 2011 – July 2013 • Senior Drill & Blast Engineer— Barrick Gold Corporation, Lumwana Copper Mine, Zambia. July 2010 – August 2011 • Senior Mining Engineer— First Quantum Minerals, Kansanshi Copper/Gold Mine, Zambia. June 2004 – September 2008 • Planning Engineer – Drill & Blast — Konkola Copper Mines, Nchanga Open Pits, Zambia. May 2003– June 2004 • Management Trainee — Konkola Copper Mines, Zambia. November 2001– May 2003

3.8. Mopani Copper Mines (“Mopani”)

3.8.1. Board of Directors

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

Name	Qualifications and Summary Profile
Mr Mukela Muyunda (Zambian) Board Chairperson; Non-Executive Director	<p>Mr Muyunda is a business and finance professional who has practiced for over 31 years having worked as the CEO of ZCCM-IH, Managing Director and Finance Director of Zambia Telecommunications Company Limited (ZAMTEL), Director of Finance & Corporate Services of Zambia Wildlife Authority (ZAWA) now Department National Parks and Wildlife (DNPW), Manager: Budgetary Control, Finance manager and Financial Analyst of Zambia Sugar plc.</p> <p>Mr Muyunda holds a Bachelor of accountancy degree and a Master of Science: Accounting & Finance Degree. He is an Associate member of the Chartered Institute of Management Accountants (ACMA), a Chartered Global Management Accountant (CGMA) and a fellow of the Zambia Institute of Chartered Accountants (FZICA).</p>

	<p>Mr Muyunda has served on numerous boards such as being the member of the board of directors of Nkana Alloy Smelting Ltd, member of the finance & Investments committee of the ZSIC Limited, Board Chairman for Ndola Lime Company and Board member for Konkola Copper Mines. He is currently the President of the Mazabuka Chamber of Commerce and Industry, and a member of the Board of Directors of Chibuluma Mines plc.</p>
<p>Prof Stephen Simukanga (Zambian)</p>	<p>Prof. Simukanga is a Doctor of Philosophy in Process Metallurgy, holder of Master of Mineral Sciences in Metallurgy and Mineral Processing and has a Bachelor of Mineral Sciences in Metallurgy and mineral processing.</p> <p>Prof. Simukanga is currently the Director General at Higher Education Authority Zambia. He served the University of Zambia for 23 years where he started off as a lecturer/researcher in the school of mines, then rose to being a professor in metallurgy and mineral processing before becoming the Vice-Chancellor at the University of Zambia.</p> <p>He is a fellow of the Institute of Materials, minerals and mining (IMMM) and Chartered Engineer of the Engineering council of the United Kingdom. Prof. Simukanga is also a fellow of both the South African Institute of Mining and Metallurgy (SAIMM) and the Engineering Institute of Zambia (EIZ).</p>
<p>Mr Tisa Chama (Zambian)</p> <p>Non-Executive Director</p>	<p>See profile above.</p>
<p>Mr Charles Sakanya (Zambian)</p> <p>Executive Director</p>	<p>Mr Sakanya has over 35 years of engineering experience in the mining industry in Zambia, Canada, South Africa, South America, Australia and Kazakhstan. Prior to his appointment as CEO of Mopani, he was Chief Engineer and had worked at Mopani for over ten years. In his career, Mr Sakanya has worked at Konkola Copper Mines, Hudson Bay Mining and Smelting Company (Canada), Nkana Mine, Chibuluma Mine and Chambishi Mine. He holds a Bachelor of Engineering with Management (Hons) from the University of Liverpool and a Diploma in Mechanical Engineering and brings a vast knowledge of experience to the management team.</p>
<p>Ms Diana Kangwa (Zambian)</p> <p>Non-Executive Director</p>	<p>Ms Kangwa is currently the Chief Operations Officer of Zambia National Commercial Bank plc. She holds a BEng in telecoms and Electronics, MSc in communication and Information systems and an MBA.</p> <p>Her key skills include strategic business planning and execution, supply chain management etc.</p>
<p>Mr Brian Musonda (Zambian)</p> <p>Non-Executive Director</p>	<p>See profile above.</p>
<p>Mr Charles Mpundu (Zambian)</p> <p>Non-Executive Director</p>	<p>Mr Mpundu is has over 30 years of experience with a unique blend of diversified expertise and successful track record of excellent achievements in both private and public sectors. Expertise includes actuarial work and risk management, stockbroking and investments advisory, pension administration and fund management, governance training and general management. Solid network of senior-level contacts locally and internationally.</p> <p>Mr Mpundu has an MBA (Finance) - Durham Business School, Durham University, United Kingdom and a Bachelor's Degree Actuarial Sciences (Honours), City University, London, United Kingdom.</p> <p>He has been an independent consultant from 2015. He previously served as Director General - National Pension Scheme Authority (NAPSA), Managing Director - Integral Initiatives Company, Commissioner and CEO - Workers' Compensation Fund Control Board and General Manager - Cavmont Merchant Bank / Cavmont Securities Limited.</p> <p>Currently serves as Director / Trustee on Boards that include:</p> <ul style="list-style-type: none"> · Chairman - Zambia Statistics Agency (ZAMSTATS) · Director - Centre for Infectious Diseases and Research in Zambia. He also serves as Co-opted member of ZCCM-IH's Investment Committee.

	He previously served and chaired various boards/trustees including Barclays Bank plc Pension Trust Scheme, East and Central African Social Security Association (ECASSA) and Pan African Building Society plc.
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3.8.2. Senior Management

Brief profiles of the Mopani senior management team are set out in the table below.

Name	Qualifications and Summary Profile
Mr Charles Sakanya (Zambian) Chief Executive Officer	See profile above.
Mr Jacob Banda (Zambian) General Manager Mining & Technical Services	Mr. Banda first started working at Mopani over than 20 years ago and leads the Technical Services Department, which provides planning, survey, ventilation, engineering rock mechanics, geological, environmental services and analytical and quality services to the two mine sites at Nkana and Mufulira mines. He possesses a deep understanding of the geology and operations of Mopani, where he has prior to his current position, held several senior management positions including Manager Mining Technical Services, Mine Manager at Holder Nkana Mines and Underground Manager. With over 37 years' experience in the mining industry, Mr. Banda has in the past worked at Chibuluma Mine, Albidon Nickel Mine and Luanshya Copper Mine.
Mr Justin Ndhlovu (Zambian) Chief Services Officer	Mr. Ndhlovu is an eminent administrator with almost 2 decades of experience in human capital management covering all functional verticals with vast experience in the Zambian mining sector and beyond. A member of the Zambia Institute of Human Resource Management (ZIHRM), Mr. Ndhlovu has a proven track record in setting up human resources operations, organisation restructuring, union relations, and human resource strategy formulation. Prior to joining Mopani, he held various senior Human Resources positions at Metorex's Chibuluma Mines plc, Konkola Copper Mines plc and Western Cluster Limited in Liberia.
Mr John Chiwele (Zambian) Chief Financial Officer	<p>Mr Chiwele is a successful executive professional with a working career of almost 3 decades and experience in corporate decision-making at the highest level. He has vast experience in strategic and business planning, capital investment appraisals and implementation, corporate finance, controllership, treasury and working capital management, risk management, taxation as well as system design and implementation, among other fields.</p> <p>A FZICA and FCCA-UK accredited professional, Mr. Chiwele has overseen the financial investment appraisal and implementation of Mopani's ongoing long-term capital projects in excess of US\$2 billion. These include the smelter upgrade, the sinking and equipping of the Nkana Synclinorium Shaft, the Mindola Deeps Shaft, Mufulira Henderson Shaft and the setting up of the Nkana Synclinorium concentrator.</p> <p>Mr. Chiwele has been with Mopani since 2001 and has served in various capacities among them as Board Director, Acting Chief Executive Officer and a number of other senior roles within the Finance Department.</p> <p>He has held various board positions for several organisations, including the Zambia Chamber of Mines, Absa Bank Zambia Limited, the Zambian Government's Tax Appeals Tribunal, Kalulushi Trust School, Focus General Insurance, and Saturnia Regna Pension Fund Apex Board.</p>
Mr David Chisupa (Zambian) Financial Manager	Mr Chisupa has 20 years' of experience in Assurance, Financial Management, Business Strategy, Corporate Governance and Risk Management. He has worked in key industries including mining & metals, INGO, banking and external audit practices. Prior to joining Mopani to take on the role of Controller of Business Planning and Financial Analytics, he held senior management roles in Zambia, Botswana, Nigeria and South Africa in multinational entities such as PwC, KPMG, Standard Chartered Bank and ActionAid International. He is a fellow of the Association of Chartered Certified Accountants of the United Kingdom and the Zambia Institute of Chartered Accountants and holds a Bachelor's Degree in Accounting and Finance from the Copperbelt University.
Mr. Maambo Chooye (Zambian) General Manager Processing	Mr Chooye is an accomplished metallurgical engineer with almost 2 decades of industrial experience in smelters, refineries, solvent extraction, leaching, and electro-winning plants. He is a result-oriented professional with a proven ability in strategic planning, managing projects, and improving the efficiency of operations, team building, and detailing project information to determine effective processes for operations. He has held various senior-

	level positions, with the most recent being Mopani's Smelter & Refinery Operations Manager.
Mr. Douglas Bbela (Zambian) General Manager Engineering & Asset Management	<p>Mr. Bbela is a veteran mechanical engineer with a proven track record of developing partnerships and tactical plans for managing various types of assets across all levels of an organisation. With a working career of nearly four decades in the mining industry, he has vast knowledge in underground mine dewatering, winding plant systems and maintenance of underground mine systems.</p> <p>Mr. Bbela has been part of Mopani since pre-privatisation, having joined as a trainee Graduate at Nkana Division under the Zambia Consolidated Copper Mines Limited in 1983 and rising through the ranks to his current position of General Manager Engineering and Asset Management.</p> <p>He has held several middle and senior management positions in the Company; Engineering Manager (2010 – 2021), Engineering Superintendent (2000 – 2010), Assistant Engineering Superintendent (1991 – 2000), and Sectional Engineer (1987 – 1991), among others.</p> <p>Mr. Bbela holds a Bachelor of Science Degree in Mechanical Engineering from the University of Zambia.</p>
Mr. Alick Gondwe (Zambian) Company Secretary	<p>Mr Gondwe is a trained lawyer and legal practitioner of over 9 years' of experience and with an audience before all the superior Courts of Judicature for Zambia. He holds a Bachelor of Laws Degree (LLB) from the University of Zambia. He also holds a Post Graduate Certificate from the Zambia Institute of Advanced Legal Education (ZIALE). Prior to joining Mopani in 2014, Alick Gondwe worked as an Associate at Corpus Legal Practitioners the largest full-service corporate law firm, in the departments of energy mining and infrastructure, corporate advisory, dispute resolution and banking and finance. Whilst at Corpus Legal Practitioners, Mr Gondwe had been part of the teams, advising on various complex commercial matters and transactions. He possesses extensive experience in mining law, pension law, banking and finance, corporate finance, capital markets, employment law including pension scheme regulation and operation, taxation, commercial transactions, insurance law, consumer law, contract law, mergers and acquisitions, retail law and commercial litigation. Prior to his appointment as Company Secretary in April, 2021, Mr Gondwe worked as Legal Counsel for Mopani for 7 years. His major roles involved the provision of legal advisory services to the Company and undertaking an array of litigation matters in which the Company was involved. He is also currently Board Secretary of the Board of Trustees of Mopani Copper Mines plc Pension Scheme.</p>
Mr Chikusi Banda (Zambian) Manager Tax	<p>Mr Banda is a Fellow of the Association of Chartered and Certified Accountants (ACCA), the Zambia Institute of Chartered Accountants (ZICA) and holder of Bachelor of Accountancy Degree from the Copperbelt University. He also holds an Advanced Diploma in Business English from Business Training UK. Prior to joining Mopani in 2006, he worked for KMP as Manager Tax, Deloitte & Touche Tax Consultant, Zambia Revenue Authority as Inspector of Taxes and the Ministry of Finance as an Internal Auditor. Between 2003 and 2009, he lectured to undergraduate students at the Copperbelt University and Zambia Institute of Business & Industrial Practice in Principles of Auditing, Managerial Finance and Taxation on a part-time basis. Chikusi has served on the boards for Zambia Extractive Industry Transparency Initiative (ZEITI), Saturnia Regna Pension Fund Registered Trustees, Zambia Institute of Chartered Accountants Council, Occupational Health and Safety Institute (Member Finance Committee), Zambia Chamber of Mines (Member of Finance Committee) and Real Estate Investments Zambia plc.</p>
Mr. Gershom Tanga (Zambian) Supply Chain Manger.	<p>Mr. Tanga is an enterprising leader and planner with professional work experience in cost and management accounting, projects, business operations and management, change management, system implementation, risk management, internal audit, leadership, mentorship and board committees. Mr. Tanga is a Fellow of the Association of Chartered and Certified Accountants (ACCA), the Zambia Institute of Chartered Accountants (ZICA) and holder of Masters of Business Administration with a specialisation in Strategic Planning from Edinburg Business School (United Kingdom). In addition, he holds a number of certifications in leadership, security, risk, and audit from ISACA. He is also a candidate of the Chartered Governance Institute (United Kingdom & Ireland). He has held various positions in Mopani prior to his current position as Finance Manager – Operations, among them; Business Controller, Financial Systems Manager and Internal Audit Manager. Prior to joining Mopani in 2007, he worked for Konkola Copper Mines plc in the finance and internal audit departments.</p>

ANNEXURE I: COMPETENT PERSON'S REPORT ON MOPANI

Below are extracts (Mineral Resources and Reserves Statements) from the Competent Person's Report. The full report is available for inspection at the offices of ZCCM-IH, Stockbrokers Zambia and Mopani whose addresses are set out in the “CORPORATE INFORMATION AND ADVISORS” section of this circular.

Nkana: SRK Audited Mineral Resource Statement as at 1 January 2023

Area	Measured Mineral Resources				Indicated Mineral Resources				Inferred Mineral Resources				Total Mineral Resources			
	Tonnage (Mt)	TCu (%)	ASCu^{1} (%)	TCo (%)	Tonnage (Mt)	TCu (%)	ASCu^{1} (%)	TCo (%)	Tonnage (Mt)	TCu (%)	ASCu^{1} (%)	TCo (%)	Tonnage (Mt)	TCu (%)	ASCu^{1} (%)	TCo (%)
Nkana South	140.7	2.04	-	0.10	27.1	1.86	-	0.09	25.5	1.86	-	0.09	193.4	1.99	-	0.10
Mindola	36.2	2.23	-	0.15	9.5	2.36	-	0.14	7.8	2.38	-	0.2	53.5	2.27	-	0.16
Subvertical (MSV)	1.9	1.83	-	0.14	3.5	2.88	-	0.16	0.6	1.57	-	0.07	6.0	2.41	-	0.14
Mindola North																
Sub-total Sulphide	178.8	2.08	-	0.11	40.1	2.07	-	0.11	33.9	1.97	-	0.11	252.8	2.06	-	0.11
Area J	4.2	2.58	1.38	0.0	0.5	2.22	1.05	0.0	0.6	1.85	0.79	0.0	5.3	2.46	1.28	0.0
Area K and Nose	3.3	1.97	1.29	0.08	0.8	1.73	0.97	0.09	0.7	1.58	0.79	0.07	4.9	1.87	1.16	0.08
West Limb	0.3	1.47	0.42	0.04	0.1	1.51	0.43	0.04	0.2	1.48	0.39	0.04	0.7	1.48	0.41	0.04
Sub-total Oxides	7.8	2.28	1.30	0.04	1.4	1.86	0.94	0.06	1.6	1.67	0.73	0.04	10.8	2.14	1.17	0.04
Total	186.6	2.08	0.05	0.11	41.5	2.06	0.03	0.11	35.5	1.96	0.03	0.11	263.6	2.06	0.05	0.11

^1: ASCu only reported for oxide Mineral Resources. Totals include weighted average of combined oxide and sulphide material.

Nkana north SRK audited ore reserve estimate 1 January 2023

Category	Tonnes Mt	Cu Grade %	Co Grade %	Copper kt	Cobalt Kt
VCR	17.61	2.05	0.14	361.7	24.3
SLC	4.56	1.91	0.13	87.1	5.9
Proved	22.17	2.02	0.14	448.8	30.2
VCR	5.55	2.12	0.13	117.5	7.1
SLC	0.62	2.04	0.12	12.7	0.8
Probable	6.18	2.11	0.13	130.2	7.9
VCR	23.16	2.07	0.14	479.1	31.4
SLC	5.18	1.93	0.13	99.8	6.7
Total	28.34	2.04	0.13	578.9	38.1

Nkana south SRK audited ore reserve estimate 1 January 2023

Category	Tonnes Mt	Cu Grade %	Co Grade %	Copper Kt	Cobalt Kt
VCR	4.37	1.94	0.07	84.7	2.9
SLC	29.83	1.87	0.07	557.7	22.3
Pillar					
Proved	34.2	1.88	0.07	642.4	25.3
VCR	0.04	1.73	0.05	0.7	0.0
SLC	5.22	1.65	0.05	86.3	2.8
Pillar	4.65	1.90	0.08	88.5	3.6
Probable	9.91	1.77	0.07	175.4	6.5
VCR	4.41	1.94	0.07	85.4	2.9
SLC	35.06	1.84	0.07	644.0	25.2
Pillar	4.65	1.90	0.08	88.5	3.6
Total	44.11	1.85	0.07	817.8	31.8

SRK Audited Mufulira Mineral Resource Statement as at 1 January 2023

Project Area		Measured Mineral Resources			Indicated Mineral Resources			Inferred Mineral Resources			Total Mineral Resources		
		Tonnage (Mt)	Tcu (%)	ASCu^{1} (%)	Tonnage (Mt)	Tcu (%)	ASCu^{1} (%)	Tonnage (Mt)	Tcu (%)	ASCu^{1} (%)	Tonnage (Mt)	Tcu (%)	ASCu^{1} (%)
Main Mining Areas (Sulphide)													
Mufulira Central	A	0.23	2.39		0.04	1.16		0.01	0.83		0.28	2.17	
	B	5.34	2.97		4.46	2.94		5.73	1.69		15.53	2.49	
	C	16.32	2.35		5.55	2.71		9.2	2.54		31.07	2.47	
14 Shaft	B	1.13	1.81		0.41	1.53		0.34	1.46		1.87	1.69	
	C	2.15	0.90		0.75	0.63		0.63	0.80		3.53	0.82	
Subtotal		25.16	2.33		11.21	2.61		15.91	2.14		52.28	2.34	
Historical Blocks (Sulphide)													
Remnant 47	C46_51	0.31	2.79								0.31	2.79	
Remnant 50_51	C46_51	0.17	3.14								0.17	3.14	
Safety Pillar	B	0.16	3.85		0.03	3.90		0.03	4.27		0.22	3.91	
	C	0.21	2.04		0.04	2.49		0.03	2.34		0.28	2.13	
C 480_660		0.19	2.27		0.21	1.87		0.23	2.28		0.63	2.14	
Subtotal		1.04	2.76		0.27	2.15		0.29	2.48		1.60	2.61	
UG Oxides													
Mufulira East	B	0.59	1.88	1.00	0.01	0.71	0.62	0.00	0.76	0.57	0.60	1.85	0.99
	C	0.88	2.43	1.62	0.03	1.86	1.08	0.02	1.74	1.12	0.93	2.40	1.59
Mufulira West	D	7.31	0.99	0.59	1.93	0.89	0.55	1.30	0.80	0.51	10.55	0.95	0.57
Subtotal		8.78	1.19	0.72	1.97	0.90	0.56	1.32	0.81	0.52	12.07	1.10	0.67
Surface Oxides													
Luansobe		3.03	1.81	0.50	1.85	1.80	0.48	1.29	1.76	0.39	6.18	1.80	0.47
Subtotal		3.03	1.81	0.50	1.85	1.80	0.48	1.29	1.76	0.39	6.18	1.80	0.47
Total Oxides and Sulphide		38.01	2.04	0.21	15.3	2.29	0.13	18.8	2.03	0.06	72.1	2.09	0.15

^1: ASCu only reported for oxide Mineral Resources. Totals include weighted average of combined oxide and sulphide material.

Mufulira SRK audited ore reserve estimate 1 January 2023

Category	Tonnes Mt	Cu Grade %	Co Grade %	Copper kt	Cobalt Kt
AOB	0.06	2.92		1.7	
BOB	2.89	3.13		90.4	
COB	7.07	2.33		164.7	
Proved	10.02	2.56		256.7	
AOB					
BOB	2.51	3.08		77.2	
COB	3.61	2.32		83.8	
Probable	6.12	2.63		161.0	
AOB	0.06	2.92		1.7	
BOB	5.40	3.11		167.6	
COB	10.68	2.33		248.5	
Total	16.14	2.59		417.8	



MOPANI COPPER MINES PLC

Company Registration No. 44139
CORPORATE OFFICE
KITWE

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2020, 31 DECEMBER 2021, 31 DECEMBER 2022 AND PERIOD ENDED 30 JUNE 2023

The Companies Act of Zambia requires the Directors of Mopani Copper Mines Plc to prepare financial statements for each financial period that give a true and fair view of the state of affairs of Mopani Copper Mines Plc as at the end of the financial period and of its financial performance. It also requires the Directors of Mopani Copper Mines Plc to ensure that the Company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company. They are also responsible for safeguarding the assets of the Company. The Directors of Mopani Copper Mines Plc are further required to ensure the Company adhere to the corporate governance principles or practices contained in Sections 82 to 122 of Part VII of the Companies Act of Zambia.

The Directors of Mopani Copper Mines Plc accept responsibility for the management accounts for the period ended 30 June 2023 and the audited annual financial statements for the years ended 31 December 2020, 31 December 2021 and 31 December 2022, which have been prepared using appropriate accounting policies supported by reasonable estimates, in conformity with International Financial Reporting Standards and the requirements of the Companies Act of Zambia.

The Directors of Mopani Copper Mines Plc further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of management accounts and annual financial statements, and for such internal controls as the directors determine necessary to enable the preparation of management accounts and annual financial statements that are free from material misstatement whether due to fraud or error.

The Directors of Mopani Copper Mines Plc are of the opinion that the annual financial statements for the years ended 31 December 2020, 31 December 2021, 31 December 2022 and the unaudited financial results for the period ended 30 June 2023 set out in this Circular give a true and fair view of the state of the financial affairs of Mopani Copper Mines Plc and of its financial performance in accordance with International Financial Reporting Standards and the Companies Act of Zambia. The Directors of Mopani Copper Mines Plc further report that they have implemented and adhered to the corporate governance principles or practices contained in Sections 82 to 122 of Part VII of the Companies Act of Zambia.

Nothing has come to the attention of the Directors of Mopani Copper Mines Plc to indicate that the Company will not remain a going concern for at least twelve months from the date of this statement.

Signed on behalf of the Board of Directors

Director

Date:

Director

Date:

Central Street, Nakara West
P.O. Box 22000, Kitwe, Zambia
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Rhodes Park
P O Box 35139
Lusaka, Zambia

02 February 2024

The Directors

ZCCM Investments Holdings Plc
ZCCM-IH Office Park
Stand No. 16806, Alick Nkhata Road
Mass Media Complex Area
P O Box 30048
Lusaka, 10101
Dear Sirs,

INDEPENDENT PRACTITIONERS REVIEW REPORT ON THE THREE YEAR AND SIX MONTH HISTORICAL FINANCIAL INFORMATION OF MOPANI COPPER MINES PLC

Report on the Financial Statements

We have reviewed the accompanying financial statements of Mopani Copper Mines Plc (“the Company”), which comprise the statement of financial position as at 31 December 2020, 31 December 2021, 31 December 2022 and 30 June 2023, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period(s) then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the International Financial Reporting Standards and the Companies Act of Zambia and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner’s Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2400 (Revised), Engagements to Review Historical Financial Statements. ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing.

Accordingly, we do not express an audit opinion on these financial statements.



Emphasis of matter - Unaudited financial statements for the six-month period ended 30 June 2023

Without modifying our opinion, we draw to your attention to the fact that we carried out a review of the unaudited six-month period ended 30 June 2023 for Mopani Copper Mines Plc as required by clause 8.7 of the listing rules. Our review was conducted in accordance with International Standard on Review Engagements 2400 (Revised) and the results are presented in an abridged format in the statement of comprehensive and other income, statement of financial position and statement of cash flows. No detailed notes have been presented in relation to the six-month period ended 30 June 2023 as most of the financial reporting close procedures are carried out at the year end. The notes in this report relate only to the audited financial periods ended 31 December 2020, 31 December 2021 and 31 December 2022 for Mopani Copper Mines Plc.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements and management accounts do not present fairly, in all material respects, the financial position of Mopani Copper Mines Plc as at 31 December 2020, 31 December 2021, 31 December 2022 and 30 June 2023 and of its financial performance and cash flows for the years then ended, in accordance with the International Financial Reporting Standards and the Companies Act of Zambia.

Report on Other Legal and Regulatory Requirements

The Companies Act of Zambia requires that in carrying out a review, we consider whether or not a company has kept the accounting records and registers as required by this Act. We confirm that in our opinion the accounting records, other records and registers required by the Companies Act of Zambia 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.

A handwritten signature in dark ink, appearing to read 'D G A Ironside', is written over a faint, light blue circular stamp.

BDO Zambia Audit Services

A handwritten signature in dark ink, appearing to read 'D G A Ironside', is written over a faint, light blue circular stamp.

D G A Ironside

Partner

AUD/F000094

Lusaka

Date: 30 January 2024

MOPANI COPPER MINES PLC

HISTORICAL FINANCIAL INFORMATION

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

US\$'000	Note(s)	Unaudited 30-Jun 2023P	Audited 31 Dec 2022A	Audited 31 Dec 2021A	Audited 31 Dec 2020A
Revenue from contracts with customers	6	314,551	720,990	877,378	726,606
Mineral royalty	7	(10,634)	(30,771)	(39,352)	(18,162)
Net revenue		303,917	690,219	838,026	708,444
Cost of sales - as restated	8	(365,215)	(769,588)	(804,506)	(791,528)
Gross (loss) / profit		(61,298)	(79,369)	33,520	(83,084)
Other income/ (expenses)		(3,753)	4,575	9,890	14,624
Other gains and losses		-	-	-	(54,189)
Administration expenses	8	(28,331)	(70,209)	(48,603)	(74,435)
Realisation costs and marketing fees		(11,034)	(25,738)	(22,880)	(22,153)
(Loss) before finance costs		(104,416)	(170,741)	(28,073)	(219,237)
Finance costs	10	(91,228)	(121,809)	(52,450)	(1,656)
Operating (loss) before impairment (loss)/reversal and gains on loan modification		(195,644)	(292,550)	(80,523)	(220,893)
Gains on loan modification				3,183,177	
Impairment (loss)/reversal - as restated	14	-	(300,000)	801,432	(1,252,896)
(Loss)/profit before tax		(195,644)	(592,550)	3,904,086	(1,473,789)
Income tax expense	11	-	-	-	(6,855)
(Loss)/profit for the year		(195,644)	(592,550)	3,904,086	(1,480,644)
Other comprehensive income/(loss)			-	-	-
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Change in terminal benefit obligation	21	-	11,972	(5,647)	(1,101)
Total comprehensive (loss)/income for the year		(195,644)	(580,578)	3,898,439	(1,481,745)
Basic and diluted (loss)/profit per share - as restated	12	-	(85.88)	565.81	215.00

MOPANI COPPER MINES PLC
HISTORICAL FINANCIAL INFORMATION
STATEMENT OF FINANCIAL POSITION

US\$'000	Note(s)	Unaudited 30 Jun 2023	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
ASSETS					
Non-current assets					
Property, plant and equipment	14	936,878	975,591	1,299,884	549,760
Long term assets	17	62,209	17,012	33,197	86,837
Environmental protection fund	15	5,231	5,231	5,231	5,231
Total non-current assets		1,004,318	997,834	1,338,312	641,828
Current assets					
Inventory	16	195,260	228,191	212,248	185,420
Trade and other receivables	17	85,192	127,575	182,198	14,383
Amounts due from related parties	22.2	125	357	451	6,332
Bank and cash balances		4,291	8,840	4,711	61
		284,868	364,963	399,608	206,196
Total assets		1,289,186	1,362,797	1,737,920	848,024
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital	18	6,900	6,900	6,900	6,900
Share premium	19	48,160	48,160	48,160	48,160
Revenue Reserves brought forward		-	-	-	-
Accumulated loss/Retained earnings		(976,115)	(780,471)	(199,893)	(4,098,332)
Total Shareholders Surplus (Deficit)		(921,055)	(725,411)	(144,833)	(4,043,272)
Non-current liabilities					
Long term provisions and accruals	20	62,460	61,967	60,981	65,577
Borrowing due to related parties		69,115	-	-	-
Retirement benefits	21	9,831	9,620	5,164	10,974
Borrowings due to third parties	23	1,622,877	1,569,936	1,521,474	4,683,176
Total non-current liabilities		1,764,283	1,641,523	1,587,619	4,759,727
Current liabilities					
Trade and other payables	24	376,549	392,000	252,658	90,254
Retirement benefits	21	340	7,707	14,649	-
Bank overdraft	25	41,578	37,607	3,949	26,496
Amounts due to related parties	22	27,491	9,371	23,878	8,077
Current tax liabilities	11	-	-	-	6,742
Total Current liabilities		445,958	446,685	295,134	131,569
TOTAL LIABILITIES		2,210,241	2,088,208	1,882,753	4,891,296
TOTAL EQUITY AND NON-LIABILITIES		1,289,186	1,362,797	1,737,920	848,024
Check		-	-	-	-

MOPANI COPPER MINES PLC
HISTORICAL FINANCIAL INFORMATION
STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Retained earnings	Total
Balance at 31 December 2019	6,900	48,160	(2,616,587)	(2,561,527)
Loss for the year	-	-	(1,480,644)	(1,480,644)
Other comprehensive income	-	-	(1,101)	(1,101)
	-	-		
Balance at 31 December 2020	6,900	48,160	(4,098,332)	(4,043,272)
Comprehensive income				
Profit for the year - as stated	-	-	4,297,086	4,297,086
Correction of error	-	-	(393,000)	(393,000)
Profit for the year - as restated	-	-	3,904,086	3,904,086
Other comprehensive income	-	-	(5,647)	(5,647)
	-	-	3,898,439	3,898,439
Balance at 31 December 2021 - restated	6,900	48,160	(199,893)	(144,833)
Comprehensive income				
Profit for the year - as stated	-	-	(592,550)	(592,550)
Correction of error	-	-	-	-
Profit for the year - as restated	-	-	(592,550)	(592,550)
Other comprehensive income	-	-	11,972	11,972
	-	-	(580,578)	(580,578)
Balance at 31 December 2022	6,900	48,160	(780,471)	(725,411)
Comprehensive income				
Loss for the year - as stated	-	-	(195,644)	(195,644)
Other comprehensive income	-	-	-	0
Total comprehensive income/loss for the year	6,900	48,160	(976,115)	(921,055)
Balance as at 30 June 2023	6,900	48,160	(976,115)	(921,055)

MOPANI COPPER MINES PLC
HISTORICAL FINANCIAL INFORMATION
STATEMENT OF CASH FLOWS

US\$'000	Note(s)	Unaudited 30 Jun 2023	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
Cash flows from operating activities					
Profit for the year		(195,644)	(592,550)	3,904,086	(1,480,644)
Adjustments for:					
Depreciation of property, plant and equipment	14	50,201	101,638	90,410	64,339
Depreciation of right of use assets	29	-	-	-	86
Impairment loss / (reversal) - as restated	14	-	300,000	(801,432)	1,252,896
Loss (gain) on loan modification	23	-	-	(3,183,177)	54,189
Interest expense	10	74,965	120,822	47,200	780
Unwinding of discount in respect of environment restoration provision	10	986	986	986	876
Loss (gain) on disposal and retirement of property, plant and equipment and right-of-use assets		-	-	-	621
Lease liability derecognised in the current year		-	-	-	(427)
Income tax expense	11	-	-	-	6,855
		(69,492)	(69,104)	58,073	(100,429)
		^^	^^	^^	^^
<u>Changes in working capital:</u>					
Inventory		32,931	(15,943)	(26,828)	133,542
Trade and other receivables		(2,582)	67,685	(49,759)	106,063
Trade and other payables		(15,451)	139,342	108,577	(26,801)
Changes in amounts due to third parties		(18,120)	14,507	15,801	(138,971)
Cash generated from operations		(72,714)	136,487	105,864	(26,596)
Income taxes paid	11	(63,196)	(88,598)	(39,564)	(780)
Interest paid		-	-	-	-
		(135,910)	47,889	66,300	(27,376)
Cash flows from investing activities					
Purchase of property, plant and equipment	14	97,859	(77,420)	(39,101)	(87,779)
Restricted cash		-	-	-	-
Net cash used in investing activities		97,859	(77,420)	(39,101)	(87,779)
		^^	^^	^^	^^
Cash flows from financing activities					
Repayment of leases		-	-	-	(20)
Proceeds from borrowings	23	-	-	-	216,777
Repayments of borrowings	23	-	-	-	(101,793)
Net cash used in financing activities		-	-	-	114,964
Net increase / (decrease) in cash and cash equivalents		(38,051)	(29,531)	27,199	(191)
At start of year		764	764	(26,435)	(26,244)
At end of year		(37,287)	(28,767)	764	(26,435)

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

1. GENERAL INFORMATION

Mopani Copper Mines PLC (“Mopani” or the “Company”) is engaged in mining, production and marketing of copper in the Kitwe and Mufulira areas of the Copperbelt province of Zambia. These activities are conducted principally in Zambia.

The Company is incorporated in Zambia under the Companies Act, 2017 of Zambia as a public limited company, and is domiciled in Zambia. The registered Company address is:

Central Offices,
Central Street,
Nkana West,
Kitwe.

2. ADOPTION OF NEW AND REVISED STANDARDS

2.1 New and amended Standards that are effective for the current year

The Company has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2022:

Annual improvements cycle 2018 -2020

IFRS 1, ‘First time adoption of IFRS’ has been amended for a subsidiary that becomes a first-time adopter after its parent. The subsidiary may elect to measure cumulative translation differences for foreign operations using the amounts reported by the parent at the date of the parent’s transition to IFRS.

IFRS 9, ‘Financial Instruments’ has been amended to include only those costs or fees paid between the borrower and the lender in the calculation of “the 10% test” for derecognition of a financial liability. Fees paid to third parties are excluded from this calculation.

Amendments to IAS 37 Onerous Contracts—Cost of Fulfilling a Contract - The amendment clarifies which costs an entity includes in assessing whether a contract will be loss-making. This assessment is made by considering unavoidable costs, which are the lower of the net cost of exiting the contract and the costs to fulfil the contract. The amendment clarifies the meaning of ‘costs to fulfil a contract’. Under the amendment, costs to fulfil a contract include incremental costs and the allocation of other costs that relate directly to fulfilling the contract.

IFRS 16, ‘Leases’ COVID-19-Related Rent Concessions Amendment -The IASB has provided lessees (but not lessors) with relief in the form of an optional exemption from assessing whether a rent concession related to COVID-19 is a lease modification, provided that the concession meets certain conditions. On 31 March 2021, the IASB published an additional amendment to extend the date of the practical expedient from 30 June 2021 to 30 June 2022. Lessees can elect to account for such rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concession as variable lease payments in the period(s) in which the event or condition that triggers the reduced payment occurs. The March 2021 amendment will only be available if an entity chose to apply the May 2020 optional practical expedient.

Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use

The amendment to IAS 16 prohibits an entity from deducting from the cost of an item of PPE any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly). The proceeds from selling such items, together with the costs of producing them, are recognised in profit or loss.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

Amendment to IFRS 3, 'Business combinations', Asset or liability in a business combination clarity. - The Board has updated IFRS 3, 'Business combinations', to refer to the 2018 Conceptual Framework for Financial Reporting, in order to determine what constitutes an asset or a liability in a business combination. In addition, the Board added a new exception in IFRS 3 for liabilities and contingent liabilities. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying IFRS 3 should instead refer to IAS 37, 'Provisions, Contingent Liabilities and Contingent Assets', or IFRIC 21, 'Levies', rather than the 2018 Conceptual Framework.

The Board has also clarified that the acquirer should not recognise contingent assets, as defined in IAS 37, at the acquisition date.

The Company is yet to perform the assessment of the impact of the above changes and amendments. The above standards are expected not to have a material impact on the Company.

At the date of authorisation of these financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Amendments to IAS 17	Insurance Contracts
Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 12	Definition of Accounting Estimates
Amendments to IAS 8	Deferred Tax related to Assets and Liabilities arising from a single transaction.

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods.

IFRS 17, 'Insurance contracts'

The IASB issued IFRS 17, 'Insurance contracts', and thereby started a new epoch of accounting for insurers. Whereas the current standard, IFRS 4, allows insurers to use their local GAAP, IFRS 17 defines clear and consistent rules that will significantly increase the comparability of financial statements. For insurers, the transition to IFRS 17 will have an impact on financial statements and on key performance indicators.

Under IFRS 17, the general model requires entities to measure an insurance contract at initial recognition at the total of the fulfilment cash flows (comprising the estimated future cash flows, an adjustment to reflect the time value of money and an explicit risk adjustment for non-financial risk) and the contractual service margin. The fulfilment cash flows are remeasured on a current basis each reporting period. Whereas the current standard, IFRS 4, allows insurers to use their local GAAP, IFRS 17 defines clear and consistent rules that will significantly increase the comparability of financial statements. For insurers, the transition to IFRS 17 will have an impact on financial statements and on key performance indicators.

Under IFRS 17, the general model requires entities to measure an insurance contract at initial recognition at the total of the fulfilment cash flows (comprising the estimated future cash flows, an adjustment to reflect the time value of money and an explicit risk adjustment for non-financial risk) and the contractual service margin. The fulfilment cash flows are remeasured on a current basis each reporting period. The unearned profit (contractual service margin) is recognised over the coverage period.

Aside from this general model, the standard provides, as a simplification, the premium allocation approach. This simplified approach is applicable for certain types of contract, including those with a coverage period of one year or less.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

For insurance contracts with direct participation features, the variable fee approach applies. The variable fee approach is a variation on the general model. When applying the variable fee approach, the entity's share of the fair value changes of the underlying items is included in the contractual service margin. As a consequence, the fair value changes are not recognised in profit or loss in the period in which they occur but over the remaining life of the contract.

IFRS 17, Insurance contracts Amendments

In response to some of the concerns and challenges raised, the Board developed targeted amendments and a number of proposed clarifications intended to ease implementation of IFRS 17, simplify some requirements of the standard and ease transition. The amendments relate to eight areas of IFRS 17, and they are not intended to change the fundamental principles of the standard or unduly disrupt implementation already underway.

Narrow scope amendments to IAS 1 'Presentation of Financial Statements', Practice statement 2 and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'

The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish changes in accounting policies from changes in accounting estimates.

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

Amendments to IAS 1 - Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements - Disclosure of Accounting Policies (continued)

The amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023, with earlier application permitted and are applied prospectively. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

The definition of a change in accounting estimates was deleted. However, the Board retained the concept of changes in accounting estimates in the Standard with the following clarifications:

- a) A change in accounting estimate that results from new information or new developments is not the correction of an error.
- b) The effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.

The amendments are effective for annual periods beginning on or after 1 January 2023 to changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

Amendments to IAS 12, Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendment clarifies that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. A number of requirements are required to be met in conjunction with this amendment.

3. SIGNIIFICANT ACCOUNTING POLICIES

3.1 Statement of compliance

The annual financial statements of Mopani Copper Mines Plc have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS and with the requirements of the Companies Act, 2017 of Zambia. The annual financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB).

Basis of preparation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, at the end of each reporting period as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2.1 Going concern

The financial statements have been prepared on a going concern basis, which assumes the continuity of normal business activity and the realization of assets and the settlement of liabilities in the normal course of business. During the year ended 31 December 2022, the Company made a loss after tax of US\$593 million (2021: Restated profit US\$3,904 million). As at 31 December 2022 the Company had accumulated loss of US\$780 million (2021: Restated Retained losses of US\$ 200 million) whilst the Company's total liabilities exceeded its total assets by US\$725 million (2021: Restated Net liabilities of US\$144 million). As at 31 December 2022, the Company's current liabilities exceeded its current assets by US\$ 82 million.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

At the time of acquisition by ZCCM-IH, Mopani owed Glencore more than US\$4.3 billion in shareholder loans. This debt was unsustainable for Mopani and was negotiated down to US\$1.5 billion. The facility is secured by a charge on Mopani shares, assets and is guaranteed by ZCCM-IH. At the date of this report, there had been no default on the loan and related agreements and Management has continued engaging Glencore to ensure compliance with all the covenants. There is no non-compliance of covenants forecasted for the next financial year. In the worst case scenario of failure, Management will engage Glencore with the option of restructuring the debt.

Production and financial projections have been done as part of evaluation of going concern assumptions through Life of mine modelling.

The Life of Mine of the Company has a positive Net Present Value of US\$1.9 billion and to realize this, a total of US\$350 million is required to complete Expansion Projects over three years. The shareholder has engaged consultants, Rothschild & Company, to support the process of raising capital and so far, the work is ongoing. The consultant is also involved in the process of finding an equity partner for recapitalization of the Company.

The key assumptions are:

- Average selling price of copper at US\$8,039 and copper sales tonnages of 105,585 tonnes for the year 2023.
- Costs incurred in local currency (Zambian Kwacha) have been converted to US\$ at a rate of ZMW18 in 2023.
- Forecast medium- and long-term copper prices of above US\$8,000 per tonne of copper reflect that the Company will return to profitable trading operations.
- There are no known plans to close down operations in the short and/or medium term as the Company is considered to operate in a strategic industry of the Country. Mopani's capital is currently being restructured with the engagement of Rothschild & Company appointed by ZCCM-IH. The Equity Partner will be expected to inject a total of US\$600 million fresh capital while efforts to renegotiate the quantum of the transaction debt are progressing.

The Company is confident that it would be able to source the required funding as indicated above. This funding will address the risk of any material uncertainty regarding significant doubts on the Company's ability to continue as a going concern.

The Directors consider the going concern basis for preparation of the financial statements to be appropriate based on forecast cash flows. The copper price and foreign exchange assumptions used in the forecast have taken into account management's best estimate of current market conditions.

The principal accounting policies are set out below:

3.3 Revenue recognition

The Company recognized revenue from the following major sources;

- Sale of copper cathodes
- Sale of copper concentrates
- Sale of sulphuric acid
- Sale of anode slimes
- Revenue is measured based on the consideration to which the company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognized revenue when it transfers control of a product or service to a customer.

Revenue is measured based on the consideration to which the company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognized revenue when it transfers control of a product or service to a customer.

Export sales - Copper cathodes, slimes and sulphuric acid.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

The Company sells copper cathodes, slimes and sulphuric acid to both related and third party customers. For export sales, revenue is recognized when control of the goods has transferred, being when the goods have crossed the Zambian border. A receivable is recognized by the Company when the goods have crossed the border as this represents the point in time at which the right to consideration becomes unconditional.

Local sales - Copper cathodes, Concentrates and Sulphuric acid.

For sales of Copper cathodes, Concentrates and Sulphuric acid locally, revenue is recognized when control of goods has transferred, being at the point the customer takes goods from the Company's premises.

3.4 Foreign currencies

Items included in the annual financial statements are measured in United States Dollars, being the currency of the primary economic environment in which the Company operates ("the functional currency"). The annual financial statements are presented in US Dollars ("US\$") which is the Company's presentation and functional currency.

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (other currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in other currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in other currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historic cost in a foreign currency are not retranslated. Exchange differences are recognised in the profit or loss in the period in which they arise except for:

- exchange differences on other currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those other currency borrowings; and
- exchange differences on transactions entered into in order to hedge certain other currency risks.

3.5 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current Income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from accounting profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Income tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be recognized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset recognized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.6 Financial instruments

The Company's financial instruments consist of cash and cash equivalents, restricted cash, deposits held by related parties, trade receivables, trade payables and derivative instruments. Financial assets are classified as measured at amortised cost, fair value through other comprehensive income ("FVOCI") and fair value through profit and loss ("FVTPL"). Financial liabilities are measured at amortised cost or FVTPL.

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instruments.

Cash and cash equivalents comprise cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Restricted cash comprises cash deposits used to guarantee letters of credit issued by the Company or held for escrow purposes.

Cash and cash equivalents and restricted cash are measured at amortised cost.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are measured subsequently in their entirety amortised cost.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

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ACCOUNTING POLICIES

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

(i) Amortised cost and effective interest method (cont'd)

For purchased or originated credit-impaired financial assets, the Company recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired. Interest income is recognised in profit or loss.

(ii) Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss;
- for debt instruments measured at FVTOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss. Other exchange differences are recognised in other comprehensive income in the investment's revaluation reserve;
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve.

(iii) Impairment of financial assets

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(iv) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the company compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the company's core operations.

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ACCOUNTING POLICIES

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligation.

Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(v) Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Company)

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 90 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(vi) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

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ACCOUNTING POLICIES

(vii) Write-off policy

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the trade receivables has crossed the law of limitation period past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(viii) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Company's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

The Company recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(ix) Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. recognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity

(i) Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) Equity instruments

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ACCOUNTING POLICIES

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(iii) Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at fair value through profit and loss (FVTPL).

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gains and losses' line item in profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3.7 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

The Company provides for depreciation on the following basis:

Leasehold land and buildings	Life of mine (LOM)
Plant and machinery	10 years-15 years or Life of mine
Motor Vehicles	20% straight line
Fixtures and fittings	20% straight line
Office equipment	20% straight line
Information technology equipment	33 1/3% straight line
Mineral properties	Units-of-production method
Mine development	Units-of-production method

Expenditure on assets under construction is initially shown as capital work in progress and is transferred to the relevant class of property, plant and equipment when commissioned.

Renewal of mine licence is done once it falls due and hence the use of LOM.

Capital work in progress is not depreciated and is carried at cost less impairment.

Asset Impairment

Assets are tested for impairment on a regular basis to prevent overstatement on the balance sheet. Assets that are mostly tested for impairment includes accounts receivable, as well as long-term assets and fixed assets.

When an impaired asset's value is written down on the statement of financial position, there is also a loss recorded on the profit or loss.

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ACCOUNTING POLICIES

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use all assets are considered to be a single cash generating unit. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in the profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, where it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.8 Mine development costs

Exploration and associated costs relating to non-specific projects or properties are expensed in the period in which they are incurred. Significant property acquisition costs and development costs relating to specific properties for which economically recoverable reserves are believed to exist are deferred until the project to which they relate is sold, abandoned or placed into production. No costs are deferred on a property believed to be impaired in value.

Mine development and property acquisition costs, including costs incurred during production to expand ore reserves within existing mine operations, are deferred and amortised over the life of the mines.

Reviews are undertaken regularly to evaluate the carrying values of operating mines and development properties. If it is determined that the net recoverable amount is significantly lower than the carrying value, and the impairment in value is likely to be permanent, a write-down to the net recoverable amount is made by a charge to profit or loss.

3.9 Employee pensions, retirement and termination benefits

Employee benefits

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ACCOUNTING POLICIES

Short-term obligations

- (i) Liabilities for wages and salaries, including non-monetary benefits and accumulating leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.
- (ii) Retirement benefit obligations

Employees are registered with the statutory retirement benefits pension scheme. A retirement benefits scheme is a pension plan under which the company pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees' benefits relating to employee service in the current and prior periods.

For the retirement benefits scheme, the Company makes mandatory contributions to the National Pension Scheme Authority. These contributions constitute net periodic costs and are charged to the profit and loss as part of employee benefits expense in the year to which they relate. The Company has no further obligation once the contributions have been paid.

- (iii) Other entitlements

The estimated monetary liability for employees' accrued annual leave entitlement at the statement of financial position date is recognized as an expense accrual.

Certain employees are entitled to a gratuity when they complete a two-year contract with the Company. An accrual is made for the estimated liability for such entitlement as a result of services rendered by these employees up to the statement of financial position date. The Company recognizes a liability and an expense for bonuses, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments.

The Company recognizes a provision where contractually obliged or where there is past practice that has created a constructive obligation.

The Company makes contributions alongside employees to an externally managed retirement benefits contribution pension scheme. The Company also contributes alongside qualifying employees to the National Pension Scheme Authority which is a statutory retirement benefits contribution pension scheme.

The company also pays short term employee benefits to qualifying employees.

In addition to the above contributions employees are entitled to retirement benefits under a collective agreement or the terms of their conditions of service. A liability is raised for past service on the basis of present conditions and earnings. All contributions made by the Company are dealt with in the profit or loss for the period in which they arise.

The Company also contributes to Saturnia Pension Fund, a retirement benefits contribution pension scheme.

For retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined liability or asset. Retirement benefit costs are recognized as follows:

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ACCOUNTING POLICIES

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The retirement benefit obligation recognizes in the company's financial position represents the actual deficit or surplus in the Company's retirement benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognizes at the earlier of when the company can no longer withdraw the offer of the termination benefit and when the company recognizes any related restructuring costs.

3.10 Inventories

Finished and Process metal inventories are valued at the lower of cost and estimated net realization value. Cost represents average production cost and includes overhead, administration and selling expenses. Net realization value is determined after the deduction of anticipated realization expenses.

Consumable stores inventories are valued at cost. A provision is made for excess, slow moving and obsolete items. Cost is determined on a continuous average cost basis and includes all direct costs incurred up to delivery at mine.

3.11 Environmental restoration

Provision is made for costs associated with the restoration and rehabilitation of mining sites as soon as the obligation to incur such costs arises. Such restoration and closure costs are typical of the extractive industry and are normally accrued to reflect the Company's obligations at that time.

The costs are estimated on the basis of mine closure plans and the estimated costs of dismantling and removing these facilities and the costs of restoration are recognized when incurred reflecting the Company's obligations at that time. A corresponding provision is created on the liability side. The recognized asset is charged to the profit or loss over the life of the asset through depreciation over the life of the operation and the provision is reviewed annually.

Management estimates are based on local legislation and the work of an independent expert. The actual costs and cash outflows may differ from estimates because of changes in laws and regulations, changes in prices, analysis of site conditions and changes in restoration technology.

Changes in the estimated timing of rehabilitation or changes to the estimated future costs are dealt with prospectively by recognized an adjustment to the rehabilitation liability and a corresponding adjustment to the asset to which it relates, if the initial estimate was originally recognized as part of an asset measured in accordance with IAS 16.

Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the statement of profit or loss and other comprehensive income as part of finance costs.

For closed sites, changes to estimated costs are recognized immediately in the statement of profit or loss and other comprehensive income.

The Company is required to make contributions to the Government for future rehabilitation work relating to its production activities. The contributions are based on an environmental assessment that is performed by environmental auditors.

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

Provision is made for costs associated with the restoration and rehabilitation of mining sites as soon as the obligation to incur such costs arises. Such restoration and closure costs are typical of the extractive industry and are normally accrued to reflect the Company's obligations at that time.

The costs are estimated on the basis of mine closure plans and the estimated costs of dismantling and removing these facilities and the costs of restoration are recognized when incurred reflecting the Company's obligations at that time. A corresponding provision is created on the liability side. The recognized asset is charged to the profit or loss over the life of the asset through depreciation over the life of the operation and the provision is reviewed annually. Management estimates are based on local legislation and the work of an independent expert. The actual costs and cash outflows may differ from estimates because of changes in laws and regulations, changes in prices, analysis of site conditions and changes in restoration technology.

Changes in the estimated timing of rehabilitation or changes to the estimated future costs are dealt with prospectively by recognized an adjustment to the rehabilitation liability and a corresponding adjustment to the asset to which it relates, if the initial estimate was originally recognized as part of an asset measured in accordance with IAS 16.

Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the statement of profit or loss and other comprehensive income as part of finance costs.

For closed sites, changes to estimated costs are recognized immediately in the statement of profit or loss and other comprehensive income.

The Company is required to make contributions to the Government for future rehabilitation work relating to its production activities. The contributions are based on an environmental assessment that is performed by environmental auditors.

3.12 Share capital

Ordinary shares are classified as 'share capital' in equity. Any premium received over and above the par value of the shares is classified as 'share premium' in equity.

3.13 Dividends

Dividends on ordinary shares are charged to equity in the period in which they are declared. Proposed dividends after end of the year are only disclosed as part of related dividend notes.

3.14 Cash and cash equivalents and restricted cash

Cash and cash equivalents comprise cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Restricted cash comprises cash deposits used to guarantee letters of credit issued by the Company or held for escrow purposes.

Cash and cash equivalents and restricted cash are measured at amortised cost.

3.15 Trade and other Receivables

Except for provisionally priced receivables which are recognized at fair value through profit or loss, all trade and other receivables are recognized initially at their invoice value which represents fair value and do not bear interest and are subsequently carried at amortised cost, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Company will not be able to collect all the amounts due according to the original terms of receivables. The amount of the provision is

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

the difference between the carrying amount and the present value of expected cash flows. The amount of the provision is recognized in profit or loss.

Prepayments are initially recognized at cost of consideration paid once it meets the criteria for a prepaid expense and are subsequently carried at cost less amortised amounts.

3.16 Trade payables and other Liabilities

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

The amounts are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

4.1 Critical judgements in applying accounting policies

During the preparation of annual financial statements in terms of IFRS, the Company's management is required to make certain judgments, estimates and assumptions that may materially affect reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reported year and related disclosures. The estimates and judgments are based on historical experience, current and expected future economic condition and factors. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4.2 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4.2.1 Income taxes

The tax charged to the profit or loss is subject to agreement with the Zambia Revenue Authority ("ZRA"). When the final tax outcome upon agreement of assessments differs from the amounts initially recorded, such differences are adjusted in subsequent periods. Where the actual assessment differs from management's estimates, the Company would need to increase or decrease the tax charge to the profit or loss by the resulting difference.

In addition, deferred tax assets are recognized for deductible temporary differences and unused tax losses only if it is probable that future taxable profits are available to recognized those temporary differences and losses, and tax losses continue to be available having regard to the nature and timing of their origination and compliance with tax legislation. Assumptions are also made about the application of income tax legislation. These assumptions are subject to risk and uncertainty and there is a possibility that changes in circumstances will alter expectation which may impact the amount of deferred tax assets and deferred tax liabilities recorded on the statement of financial position and the amount of deferred losses and timing differences not yet recognized. In these circumstances the carrying amount of deferred tax assets and liabilities may change, resulting in an impact on the earnings of the Company.

Deferred tax

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

There was no deferred tax asset balance at the end of the year (2021:US\$976 million). However, due to uncertainty of having sufficient taxable income to recognized tax losses before they expire, all previously recognized assets have been reversed and none have been carried forward. Current year assessed losses have not been recognized.

Uncertain tax positions

As part of the share purchase Agreement (SPA) between ZCCM-IH and Glencore International AG, the Company's loans/debt with Glencore were amended and restated as at 31 March 2021 to US\$ 1.5 billion. This loan modification was in fulfilment of the Agreement for the Government of the Republic of Zambia through ZCCM-IH to buy Glencore's 90% shareholding in return for US\$1.00 consideration and US\$ 1.5 billion debt. This transaction thereby gave rise to a loan modification gain that has been recorded in the income statement in the prior year. The tax treatment for this gain is uncertain on the basis that the Zambian Income Tax does not have an express provision that directly deal with the matter. There is equally no judicial precedence from the Tax Appeals Tribunal or a higher court where concrete guidance can be found. The Directors have consulted widely in this transaction related gain and have not accrued for the estimated US\$590 million tax that would arise in the unlikely event that the transaction was interpreted as taxable.

4.2.2 Fixed asset impairment review

Impairment tests on property, plant and equipment are only done if there is an impairment indicator. Future cash flows are based on management's estimate of future market conditions.

These cash flows are then discounted and compared to the current carrying value, and, if lower, the assets are impaired to the present value of the cash flows. Impairment tests are based on information available at the time of testing. These conditions may change after year-end.

4.2.3 Exploration and evaluation expenditure

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgement to determine whether future economic benefits are likely, from either future exploitation or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves.

4.2.4 Estimation and assumptions relating to the timing of VAT receivables

In addition to the recoverability of VAT receivables being a key judgement, calculating the present value of these recoveries also includes assumptions regarding the timing of recoveries. Changes to the timings could materially impact the amounts charged to finance costs. The carrying amount of the Company's VAT receivables is disclosed in note 19.

4.2.5 Estimation and assumptions relating to timing of Expansion Capital availability

In assessing the going concern status of the company, management relied on the Life of Mine which has been reviewed by SRK Mining Consultants and in which a Competent Person's Report was issued. The qualification in the CPR was that the Life of Mine is viable subject to availability of Expansion Capital flows. Assertions by the Shareholder indicate the timing of these cashflows is before the end of 2023.

4.2.6 Impairment of Financial Assets

Expected credit losses ("ECL") are recognized for financial assets held at amortised cost. This is based on credit losses that result from default events that are possible within a 12-month period, except for trade receivables, whose ECLs are on a simplified lifetime basis, and any financial assets for which there has been a significant increase in credit risk since initial recognition, for which ECLs over the lifetime are recognized. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit

MOPANI COPPER MINES PLC

ACCOUNTING POLICIES

risk characteristics and the days past due. The company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2022 or 1 January 2022 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

4.2.7 Other

Other critical judgements and sources of estimation uncertainty include the following:

- (a) Legal claim contingency (see details under note 13(a) to the financial statements;
- (b) Transfer pricing case (see details on note 13 (b) to the financial statements
- (c) Estimates of mineral resources and ore reserves. Such estimates relate to the category for the resources (measured, indicated or inferred), the quantum and the grade.

5. RISK MANAGEMENT OBJECTIVES AND POLICIES

In the normal course of its operations the Company is exposed to commodity price, currency, interest rate, liquidity and credit risk. In order to manage these risks, the Company has developed a comprehensive risk management process to facilitate control and monitoring of these risks and has since appointed a competent Risk Manager.

5.1 Interest rate risk

Fluctuations in interest rates impact on the value of short-term investment and financing activities, giving rise to interest rate risk. The Company's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings at fixed rates expose the Company to fair value interest rate risk. During 2021 and 2022, the Company's borrowings at variable rates were denominated in US Dollar.

In the normal course of business, the Company receives cash proceeds from its operations and is required to fund working capital and capital expenditure requirements. The cash is managed to ensure that surplus funds are invested to maximise returns whilst ensuring that capital is safeguarded to the maximum extent by only investing with top financial institutions.

5.2 Fair value of assets and liabilities

Fair value is the amount at which assets and liabilities can be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by a quoted market price, where one exists. The estimated fair values of assets and liabilities have been determined by the Company using available market information and appropriate valuation methodologies. However, judgment is necessarily required to interpret market data to estimate fair values. Accordingly, the estimates are not necessarily indicative of the amounts the Company could realise in a current market exchange. The carrying amounts of the assets and liabilities approximate their fair values.

5.3 Operational risk

All policies, procedures and limits are properly documented in each department within the Company and updated occasionally to take account of the changes to internal controls, procedures and limits.

5.4 Strategic risk

The Company's strategic plan is comprehensive in all aspects with particular emphasis on compliance with legal and market conditions and senior management effectively communicates the plan to all staff levels and allocates resources in line with the laid down procedures.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
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6. REVENUE

The Company derives its revenue from contracts with customers for the transfer of goods at a point in time in the following major product lines.

Disaggregation of revenue

a) Revenue by product line

Copper Cathodes	645,480	852,800	557,707
Copper Concentrate	37,314	4,531	54,028
Sulphuric Acid	21,647	10,111	47,301
Copper Blisters	-	-	34,354
Copper Anodes	5,333	4,050	23,764
Slimes	11,216	5,886	9,452
Total Revenues	720,990	877,378	726,606

b) Analysis by local and export sales

Export to Glencore International AG -

Switzerland

Local Sales

624,208	752,187	593,286
96,782	125,191	13,320
720,990	877,378	606,606

7. MINERAL ROYALTY

Mineral Royalty rate changed from a sliding scale of between 5.5% to 10% in 2022 to a graduated system of bands between 4% to 10% depending on the London Metal Exchange (LME) monthly average. This change is effective in 2023.

(30,771)	(39,352)	(18,162)
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8. EXPENSES BY NATURE

The Company expenses comprise the following:

COST OF SALES

Concentrates and Metal Purchases	(350,920)	(383,113)	(292,976)
Mining	(218,783)	(243,966)	(209,802)
Metal inventories valuation write (down) up	10,375	27,002	(117,903)
Depreciation and Amortization	(101,638)	(90,410)	(64,339)
Processing	(88,439)	(79,727)	(79,833)
Other Cost of Sales	(20,183)	(34,292)	(26,675)
	(769,588)	(804,506)	(791,528)
	^^	^^	^^

ADMINISTRATIVE EXPENSES

Corporate and general administration costs	(60,729)	(68,240)	(31,097)
Net foreign exchange (loss) profits	(9,480)	19,637	(43,338)
	(70,209)	(48,603)	(74,435)
	^^	^^	^^

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
OTHER (EXPENSES) INCOME			
Impairment	-	801,432	(1,252,896)
Realization Charge	(25,738)	(22,880)	(22,153)
	<u>(25,738)</u>	<u>778,552</u>	<u>(1,275,049)</u>
 Total operating costs - as restated	 <u>(865,535)</u>	 <u>(74,557)</u>	 <u>(2,141,012)</u>

9. LOSS BEFORE FINANCE COSTS AND TAX

Loss before finance costs and tax is stated after charging:

	(300,000)	801,432	(1,252,896)
Depreciation and Amortization	(101,638)	(90,410)	(64,339)
Staff Costs	(108,704)	(121,419)	(96,654)
Exchange losses	(9,480)	-	(57,973)
Executive management emoluments	(3,225)	(3,479)	-
Pension contributions	(4,130)	(3,084)	5,258
Donations	(1,824)	(1,252)	(750)
Directors' emoluments as Directors of the Company	(229)	(250)	(15)
Loss of vehicle write-offs	(264)	-	-
 After Crediting			
Sundry Income	4,575	3,577	14,624
Exchange Gains	-	19,637	14,635

10. FINANCE COSTS

Arising on:

Interest on bank overdrafts	(76,826)	(36,622)	(746)
Interest on Glencore finalisations	(7,473)	(5,871)	-
Interest on letter of credits	(12,359)	(4,707)	-
Interest on lease liabilities	-	-	(34)
Withholding tax on interest expense	(24,165)	-	-
	<u>(120,823)</u>	<u>(47,200)</u>	<u>(780)</u>
Withholding tax on interest expense	-	(4,264)	-
Unwinding of discounts on environmental provisions	(986)	(986)	(876)
	<u>(121,809)</u>	<u>(52,450)</u>	<u>(1,656)</u>

11. TAXATION

Income tax at 30% (2021:35%) (2020: 35%)	-	-	-
 <i>Current tax</i>	-	-	-
Prior year over/(under) provision	-	-	(6,855)
 Income tax expense	 <u>-</u>	 <u>-</u>	 <u>(6,855)</u>

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
<i>Included under current liabilities/assets</i>			
Receivables in respect of previous year	-	-	113
Prior year under provision	-	-	(6,855)
	-	-	(6,742)

Tax Reconciliation

Accounting (loss) / profit before tax- as restated	(592,550)	3,904,086	(1,473,789)
Taxation @ 30% (2021: 35%) (2020: 35%)	(177,765)	1,171,226	(442,137)

Timing and Permanent Differences:

Capital gain on loan modification	-	(956,627)	
Impairment/(Reversal of loan impairment)- as restated	90,000	(240,430)	
Timing Differences	85,835	(4,110)	436,026
Prior year under provision	-	-	6,855
Mineral Royalty Tax	-	11,806	5,449
Costs disallowed	1,930	18,135	2,841
Hedging losses	-	-	(2,182)
Non-cash benefits	-	-	-
	177,765	(1,171,226)	448,989
	-	-	6,855

Actual tax expense

The Company has estimated accumulated tax losses amounting to US\$ 2,978 million (2021: US\$2,658 million), which are subject to agreement with the Zambia Revenue Authority. Tax losses can be carried forward for a maximum period of ten years from the year in which they are incurred for set off against future profits from the same source. The losses arose from the following financial years:

2022 to expire in 2032	319,947	-	
2021 to expire in 2031	230,397	230,397	
2020 to expire in 2030	419,678	419,678	419,678
2020 hedging losses to expire in 2025	43,644	43,644	43,644
2019 to expire in 2029	512,110	512,110	512,110
2019 losses on disallowed interest to expire in 2024	153,352	153,352	153,352
2018 to expire in 2028	470,286	470,286	470,286
2017 to expire in 2027	281,514	281,514	281,514
2016 to expire in 2026	269,986	269,986	269,986
2015 to expire in 2025	236,513	236,513	236,513
2013 to expire in 2023	41,012	41,012	41,012
	2,978,439	2,658,492	2,428,095

No deferred tax asset have been recognised.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
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12. BASIC AND DILUTED LOSS PER SHARE

The calculation for the basic and diluted loss per share is based on the total comprehensive loss for the year of US\$ 583 million (2021: Profit of US\$ 3,904 million) and the weighted average number of ordinary shares in issue of 6,900,000 (2021: 6,900,000).

-	(85.88)	565.81	215.00
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13. COMMITMENTS AND CONTINGENCIES

(a) Legal claim contingency

Glencore International AG (the previous majority shareholder) made a decision on 8 April 2020 to place the Mopani operations under care and maintenance in the wake of the COVID-19 situation and other persistent operational challenges. This resulted in termination of contracts with all contractors.

As a result of these terminations, three of the contractors commenced action against the Company in the International Court of Arbitration of the International Chamber of Commerce. The estimated payout is US\$19 million should the actions be successful. The Directors are of the view that material losses may arise in respect of these claims at the date of these financial statements and a provision has been made.

(b) Transfer pricing case (2012 to 2017)

In October 2020, the Company received a report from the Zambia Revenue Authority (ZRA) relating to assessments for alleged transfer pricing breaches for sales between 2012 to 2017. The report highlighted additional tax to be paid by Mopani amounting to K917 million (US\$50.62 million).

In November 2020, Mopani responded to ZRA and objected to the additional tax indicated in the audit report. Following this objection and discussions management had with ZRA, the amount for additional tax to be paid was reduced to K640 million (US\$35.33 million).

On 7 April 2021, ZRA issued an assessment to the amount of K281 million (US\$15.51 million) to which Mopani has formally objected through their tax experts. On this basis, Directors believe that no provision is required as at 31 December 2022 as the matter is currently in progress with ZRA for resolution.

(c) Capital commitments

Amounts authorised and contracted for:

16,751	6,526	120,000
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The capital commitments will be funded from internally generated cash flows and borrowings from third parties as the need arises.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings US\$ '000	Plant and Machinery US\$ '000	Motor Vehicle US\$ '000	Fixtures and Fittings US\$ '000	Mine Development US\$ '000	Capital work-in- progress US\$ '000	Total US\$ '000
COST							
At 1 January 2020	110,258	1,063,959	278,979	18,434	1,444,551	900,187	3,816,368
Additions	-	-	-	-	-	87,779	87,779
Adjustments to decommissioning Assets	-	-	-	-	1,387	-	1,387
Transfers from CWIP	3,562	223,051	7,083	3,146	169,548	(406,390)	-
Disposals/write-offs	(3,672)	(48,505)	(57,662)	(923)	(39,690)	-	(150,452)
Reclassifications	375	(107,218)	3,971	(9)	102,881	-	-
At 31 December 2020	110,523	1,131,287	232,371	20,648	1,678,677	581,576	3,755,082
Additions	-	-	-	-	-	39,101	39,101
Transfers from CWIP	-	128	1,725	-	17,128	(18,981)	-
Disposals/write-offs	(324)	-	(10,029)	-	-	-	(10,353)
At 31 December 2021 - Restated	110,199	1,131,415	224,067	20,648	1,695,805	601,696	3,783,830
Additions	-	-	-	-	-	77,420	77,420
Transfers from CWIP	6,833	4,550	11,413	2,720	39,237	(64,753)	-
Disposals/write-offs	-	-	(264)	-	-	-	(264)
At 31 December 2022	117,032	1,135,965	235,216	23,368	1,735,042	614,363	3,860,986

ACCUMULATED DEPRECIATION AND IMPAIRMENT

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

At 1 January 2020	28,299	741,728	241,545	17,483	939,965	69,415	2,038,435
Charge for the year	2,967	41,327	11,322	814	7,909	-	64,339
Impairment	60,955	22,053	31,421	2,208	669,866	466,393	1,252,896
Disposal/write-offs	(3,618)	(48,437)	(57,664)	(923)	(39,706)	-	(150,348)
Reclassifications	-	-	-	-	1,690	(1,690)	-
At 31 December 2020	88,603	756,671	226,624	19,582	1,579,724	534,118	3,205,322
Charge for the year	6,096	52,884	7,802	4	23,624	-	90,410
<i>Impairment restatement</i>							
Original impairment amount	(57,319)	(19,230)	(22,340)	(4)	(656,551)	(438,987)	(1,194,431)
Restatement	-	-	-	-	345,000	47,998	392,998
Impairment reversal - restated	(57,319)	(19,230)	(22,340)	(4)	(311,551)	(390,989)	(801,433)
Disposal/write-offs	(324)	-	(10,029)	-	-	-	(10,353)
At 31 December 2021 - Restated	37,056	790,325	202,057	19,582	1,291,797	143,129	2,483,946
Charge for the year	5,757	36,825	12,995	3,786	42,275	-	101,638
Impairment- Current Year Adjustment	-	-	-	-	300,000	-	300,000
Disposal/write-offs	-	-	(189)	-	-	-	(189)
At 31 December 2022	42,813	827,150	214,863	23,368	1,634,072	143,129	2,885,395
Carrying amount							
At 31 December 2022	74,219	308,815	20,353	-	100,970	471,234	975,591
At 31 December 2021 - Restated	73,143	341,090	22,010	1,066	404,008	458,567	1,299,884
At 31 December 2020	21,920	374,616	5,747	1,066	98,953	47,458	549,760

The directors consider that the carrying value of property, plant and equipment does not exceed their fair values.

The register showing the details of buildings and land, as required by the Section 30 of the Companies Act, 2017 of Zambia, is available during business hours at the registered office of the company.

Mine development includes the environmental restoration costs and details are disclosed in note 15. The assets have been pledged as security up to their carrying values.

Impairment Reversal

MOPANI COPPER MINES PLC

NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

In 2020, following challenging trading and economic conditions, disruptions in supply chains and fluctuations in copper prices due to COVID 19 pandemic, a decision was made by Glencore International AG, to place the Company operations on extended care and maintenance subject to Government approval. Accordingly, an impairment loss amounting to US\$1,253 million was recognised in the financial statements. The operations specific discount rate used in the calculations was 10.5%.

On 31 March 2021, the Government of the Republic of Zambia through ZCCM-IH completed the 100% acquisition of Mopani following negotiations with Glencore. The new owners abandoned the previous decision to place Mopani operations on care and maintenance. The Company's operations under the new owners were stabilized and production volume increased in excess of care and maintenance levels as well as above budget amounts from 31 March 2021. The global economy recovered with the prices of copper and other commodities surging to record levels amid accelerating demand and lingering supply constraints. Management therefore reassessed its estimates and reversed the impairment recognised in the prior year. The total amount reversed amounted to US\$ 801 million.

Restatement of financial statements/ Impairment adjustment

In 2022, ZCCM-IH, the parent company, engaged Stockbrokers Zambia (SBZ) to conduct a valuation of Mopani (the "Company") as at 31 December 2021 and 31 December 2022 respectively. The exercise was commissioned for purpose of a standard ZCCM-IH Consolidated financial statements process, to determine the equity value attributable to ZCCM-IH's stake in Mopani. The resultant valuation by SBZ amounted to a zero value of ZCCM-IH's 100% shareholding, both as at 31 December 2021 and 31 December 2022. This was deemed as an impairment indicator and management proceeded to perform an impairment assessment on Mopani.

Based on valuation analysis of Mopani by SBZ, the Discounted Cash flow (DCF) enterprise value was US\$1.3 billion as at 31 December 2021 and US\$976 million at 31 December 2022. Management deemed the enterprise value to represent the recoverable amount of Property, Plant and Equipment (PPE). As a result, the Company had written down the value of PPE by US\$393 million as at December 2021 and US\$300 million as at December 2022, to reflect the derived recoverable amounts at December 2021 and 2022 respectively.

The error has been corrected by restating each of the affected financial statement line items for the prior periods, note that the balances as at 1 January 2021 were not affected by the restatement.

Statement of Financial Position (Extract)

	31-Dec-21	Increase/ (Decrease)	Restated 31- Dec-21
Property, Plant and Equipment	1,692,884	393,000	1,299,884
Retained earnings/ (Accumulated Loss)	193,107	393,000	199,893

Statement of profit and loss and comprehensive income (extract)

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

Cost of Sales	1,197,506	(393,000)	804,506
Profit for the year	4,297,086	(393,000)	3,904,086

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
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15. ENVIRONMENTAL RESTORATION

At the beginning and end of the year 5,231 5,231 -

The mines and Minerals Regulations, 1998 (Statutory Instrument No. 102 of 1998) provide for the payment of contributions by mine owners into the Environmental Protection Fund designed to provide for environmental restoration of defunct sites. The company contributes into the Environmental Protection Fund and the contributions paid into the Fund are based on the environmental assessment carried out by environmental experts.

16. INVENTORIES

Process metals inventories	177,274	158,028	120,511
Copper Cathodes in Transit	11,328	15,754	25,554
Finished Inventories	2,754	7,200	7,914
Slimes Stock in Transit	1,494	2,218	2,108
Metal Inventory	192,850	183,200	156,087
Consumable stores	95,808	90,879	96,957
Provision for obsolescence	(60,467)	(61,831)	(67,624)
Net Consumable stores	35,341	29,048	29,333
At end of Year	228,191	212,248	185,420

The cost of consumable stores expensed during the year was U\$ 88 million (2021: U\$94 million) (2020: US\$ 141 million).

Movement in provision for obsolescence

At beginning of the year	61,831	67,624	68,716
(Decrease) Increase in the provision	(1,364)	(5,793)	(1,092)
At end of year	60,467	61,831	67,624

17. TRADE AND OTHER RECEIVABLES

Trade receivables	26,762	52,838	6,644
Sundry receivables	3,493	6,755	3,272
Impairment provision	(7,215)	(2,923)	(5,907)
	23,040	56,670	4,009
Non-Financial Assets			
VAT recoverable	188,003	246,078	169,272
Time value of money adjustments	(73,686)	(97,800)	(75,410)
	137,357	204,948	97,871
Trade and other receivables can be analysed as follows:			
Non - current	17,012	33,197	86,837
Current	120,345	171,751	11,034
	137,357	204,948	97,871

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
PREPAYMENTS			
Prepayments	3,190	6,900	2,874
Insurance prepaid	4,040	3,547	475
	7,230	10,447	3,349
	7,230	10,447	3,349
	127,575	182,198	14,383

Prepayments are done on goods or services and an asset under receivables is accounted for in our books. Once the goods are delivered or services rendered by the supplier, the prepayment is cleared from our books and cost recognized.

Prepayments are mostly done for long lead items and customer tailored items.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all the trade and sundry receivables. The Company's historical credit loss experience does not show significantly different loss patterns for the various customer segments. Therefore, the grouping of trade receivables is not disaggregated into further risk profiles other than days past due. The loss rates are derived using the Company's own historical credit loss experience and are based on the payment profiles of collections over a period of 90 days. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The entity writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. None of the trade receivables that have been written off is subject to enforcement activities.

Fair value on Initial recognition

The Company assesses the expected period over which trade and other receivables are likely to be recovered in order to assess the impact of time value of money on the carrying value of trade and other receivables.

The Company used observable discount rates which best reflects the risk and timing profile of the underlying receivable to determine its fair value. The fair value adjustment is likely to be realized as finance income over the period over which the related receivable will be recovered.

Included in Valued Added Tax ("VAT") recoverable balance of US\$188 million (2021: US\$246 million) are refunds amounting to approx. US\$98 million (K1,775 million) that have been withheld by the Zambia Revenue Authority ("ZRA") under the VAT rule eighteen (18) and relate to the period before February 2015.

Tax Audit assessment of output VAT amounting to US\$364 million (K6.6 billion) had been raised by ZRA. The assessment covers the years 2011, 2012 and the first quarter of 2013. The basis of assessment is that the Company has not provided all the evidence that was required under the old Rule 18 of the VAT (General) Rules to prove an export and in particular the requirement to submit customs import certificates from the country of final destination. As a consequence, all sales of metal that were zero rated in the returns have been standard rated in the ZRA assessment.

In 2015, VAT Rule 18 was subsequently amended to allow exporters to submit transit documents issued by the customs authority in the country of transit of the goods instead of import certificates from the country of final destination, as proof of export for purposes of VAT zero rating. The amendment was with effect from 23

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
---------------------------	---------------------------	---------------------------

February 2015. As a result, the Company has been able to claim and receive VAT refunds claimed after 1 March 2015.

The company has however suffered exchange losses on the outstanding VAT refunds.

The Company considers that the outstanding VAT claims are fully recoverable and has classified all VAT balances due based on the expected recovery period.

A US\$ 90 million (2021: US\$ 98 million) loss on Zambian VAT receipts was recognised in the year ended December 31, 2022, representing the expected phasing of recoverability of the receivable amounts.

A provision for impairment has not been raised in respect of the VAT recoverable, as management believe that the amount is fully recoverable, and discussions are ongoing with Government and the tax authorities.

18. SHARE CAPITAL

Authorised

200,000,000 ordinary shares of US\$1 each
(US\$ 200,000,000)

200,000	200,000	200,000
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Issued and fully paid up

6,900,000 ordinary Shares of US\$1 each
(US\$6,900,000)

6,900	6,900	6,900
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19. SHARE PREMIUM

The share premium relates to the excess of the purchase consideration paid over the nominal value of shares allotted. A share premium account is credited for money paid, or promised to be paid, by a shareholder for a share, but only when they pay more than the cost of a share.

20. LONG TERM PROVISIONS AND ACCRUALS

At beginning of the year

Unwinding of discount

Adjustment to provisions

At end of the year

60,981	65,577	63,314
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986	986	876
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-	(5,582)	(1,387)
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61,967	60,981	65,577
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Environmental and restoration costs

Rehabilitation provision represents the accrued cost required to provide adequate restoration and rehabilitation upon the completion of production activities. These amounts will be settled when rehabilitation is undertaken, generally, at the end of a project's life, which ranges in excess of twenty-five years with the majority of the costs expected to be incurred in the final year of the underlying mining operations. The assessment is done by Steffen, Robertson and Kirsten (SRK) Consultants of the United Kingdom.

21. RETIREMENT BENEFITS

(i) Defined contribution plan

A defined contribution plan is a pension plan under which the company pays fixed contributions into the fund. The company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
---------------------------	---------------------------	---------------------------

The company's contributions to the defined contribution schemes are charged to profit or loss in the year to which they relate. The Company has no further obligation once contributions have been paid.

The total expense recognized in the profit or loss of US\$4 million(2021:US\$3 million) represents contributions payable to these plans by the company.

(ii) Terminal benefits

Under the terms of employment, qualifying permanent employees of the Company are entitled to terminal benefits. The terminal benefits are in nature based on the members' length of service and their salary at the earlier of retirement or death or termination from employment. The benefits are paid for by the Company.

The terminal benefits are determined using an actuarial technique to determine the ultimate cost to the company and as such typically exposes the company to actuarial risks such as: interest risk, salary risk and liquidity risk.

Interest rate risk	The liabilities are calculated using a discount rate set with reference to Zambian government bond yields. A decrease in government bonds will increase the plan liabilities.
Salary risk	The present value of the terminal benefits liability is calculated by reference to the future salaries of employees. As such, an increase in the salary of employees will increase the liability.
Liquidity risk	Terminal benefits are unfunded. There is a risk that resources might not be available when needed to pay the benefits that have become due.

The most recent actuarial valuation of the present value of terminal benefits obligation was carried out on 31 December 2022 by Quantum Consultants & Actuaries. The present value of terminal benefit obligation, and the related current service cost and past service costs were measured using the projected unit credit method.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Discount rate:	27.75%	26.0%	29.5%
Salary increase:	10.0%	11.7%	11.7%

Amounts recognized in the profit or loss and other comprehensive income in respect to defined benefits

Current service cost	3,845	5,197	717
Settlement losses	-	27,882	-
Interest cost	1,240	2	1,781
Amounts recognized in profit or loss	5,085	33,081	2,498
Actuarial losses/(gains) arising on defined benefit liability	(11,972)	5,647	1,101
Total	(6,887)	38,728	3,599

Amounts recognized in the statement of financial position in respect to defined benefits

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
Present value of benefit obligation	5,355	5,196	8,893
	<u>5,355</u>	<u>5,196</u>	<u>8,893</u>

Movements in the present value of the defined benefit obligation are as follows:

At the beginning of the year	5,196	8,893	9,542
Service cost	3,845	5,197	717
Interest cost	1,240	2	1,781
Benefits paid	-	(43,946)	(1,010)
Settlement losses	-	27,882	(1,010)
Other gains/losses	7,239	2,415	(3,238)
Exit benefits	(193)	(894)	-
Actuarial loss/(gain) on obligations	(11,972)	5,647	1,101
At end of year	<u>5,355</u>	<u>5,196</u>	<u>7,883</u>

Significant actuarial assumptions for the determination of the future terminal benefits obligation are discount rate and expected salary increase. The sensitivity analysis below has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

Impact on present value of obligations from changes on:

Assumption	Percentage	Increase/ (decrease)	Increase/ (decrease)
Increase in discount rate	+1%	(232)	(254)
Decrease in discount rate	-1%	253	279
Increase in salary	+1%	293	314
Decrease in salary	-1%	(290)	(288)

Total retirement benefit obligation recorded on the statement of financial position.

Mopani terminal benefits

Mopani terminal benefits	17,327	19,814	-
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Analysed as:

Non - current	9,620	5,164	10,974
Current	<u>7,707</u>	<u>14,649</u>	<u>-</u>
	<u>17,327</u>	<u>19,813</u>	<u>10,974</u>

22. HOLDING COMPANY AND RELATED PARTY TRANSACTIONS

Until 31 March 2021, the Company was controlled by Carlisa Investments Corporation, incorporated in the British Virgin Islands, which owned 90% of the issued share capital with ZCCM Investments Holdings Plc owning the remaining 10%. Carlisa Investments Corporation is owned by Glencore Plc (formerly Glencore Xstrata Plc); and Skyblue Enterprise Incorporated (18.8)%, a wholly owned subsidiary of First Quantum Minerals Limited.

On 31 March 2021, a Share Purchase Agreement was reached whereby Carlisa Investments Corporation agreed to sell its 90% shares and ZCCM Investments Holdings Plc agreed to purchase the same for a debt consideration of US\$1,500,000,000 and a cash consideration of \$1.00.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
---------------------------	---------------------------	---------------------------

22.1 Trading transactions

a) Metal Sales

Glencore International AG	-	89,098	545,984
	-	89,098	545,984

b) Acid Sales

Kamoto Copper Company	-	2,025	-
Sable Zinc Kabwe Limited	-	108	-
ZCCM - Investments Holdings Plc	52	25	-
Katanga Mining Sprl Limited	-	-	43,192
Mutanda Mining Sprl Limited	-	-	-
	52	2,158	43,192

c) Realization Charge

Glencore International AG	-	2,832	22,153
	-	2,832	22,153

d) Purchases

Copperbelt Energy Corporation Plc	110,398	83,184	-
Kansanshi Mining Plc	-	84	-
Konkola Copper Mines Plc	-	28	-
	110,398	83,296	-

22.2 Year end balances

a) Amounts due from related parties

Glencore International AG	-	-	5,470
Mutanda Mining Sprl Limited	-	-	810
ZCCM - Investments Holdings Plc	-	16	52
Kamoto Copper Company Sprl	-	-	-
Kansanshi Mining Plc	309	354	-
Konkola Copper Mines Plc	34	45	-
Copperbelt Energy Corporation Plc	12	33	-
Lubambe Copper Mines	2	3	-
	357	451	6,332

b) Amounts due to related parties

Glencore International AG	-	-	8,077
Copperbelt Energy Corporation	9,370	23,818	-
Limestone Resources Limited	1	60	-
	9,371	23,878	8,077

Amount payable to and receivable from related parties are governed by individual agreements with a requirement to settle outstanding balances on a monthly basis.

All trade receivables from related parties are unsecured and credit period term is same as for third parties.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
---------------------------	---------------------------	---------------------------

None of the amounts receivable from related parties are past due or impaired and repayments have been received regularly and on time historically.

22.3 Compensation of directors and key management

Directors' emoluments as directors of the Company

229	250	-
3,225	3,479	-

Key management personnel

23. BORROWINGS DUE TO THIRD PARTIES

i) Glencore Finance (Bermuda) Limited

At beginning of the year	-	313,752	308,505
Assigned to Glencore International AG	-	(313,752)	-
Loss (Gain) on loan modifications	-	-	5,247
Interest charged on loan modifications	-	-	-
Withholding tax adjustment	-	-	-
Interest accrued	-	-	-
At end of the year	-	-	313,752

ii) Carlisa Investment Limited

At beginning of the year	31,219	96,097	95,711
Reclassified to third party borrowings	-	-	-
Loss (Gain) on loan modifications	-	(65,318)	386
Repayments	(840)	(296)	-
Withholding tax adjustments	-	-	-
Interest accrued	1,835	736	-
At end of the year	32,214	31,219	96,097

iii) Glencore Plc

At beginning of the year	1,490,255	4,273,327	4,109,787
Assignment Glencore Finance Bermuda	-	313,752	-
Proceeds from borrowing	109,848	35,156	216,777
		(3,117,859)	
Loss (Gain) on loan modifications	-	-	48,556
Repayments	(62,381)	(14,121)	(101,793)
At end of the year	1,537,722	1,490,255	4,273,327
Total borrowings due to related parties at year end	1,569,936	1,521,474	4,683,176

The third-party borrowing bear interest at the 3-month LIBOR rate plus 3%. These are term facility agreements between The company as borrower, Glencore International AG as lender and ZCCM-IH as guarantor and are payable on 31 December 2035 or any such late date as agreed amongst the parties in writing from time to time.

24. TRADE AND OTHER PAYABLES

Trade Payables

146,410	56,942	5,504
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Accruals and other liabilities

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
Accruals	154,126	142,915	64,685
Non-Financials Liabilities			
Mineral royalty tax	47,501	26,395	2,217
Employee liabilities	22,260	18,139	15,750
Pay As You Earn	21,703	8,267	2,098
Total Accruals and other liabilities	245,590	195,716	84,750
Total Payables	392,000	252,658	90,254

Accruals comprise mainly specific accruals for items delivered/consumed for which invoices have not been received or processed by the year end.

Employee liabilities relate to leave pay, life assurance and workers' compensation liabilities.

25. BANK OVERDRAFT

The Company has overdraft facilities with Zambia National Commercial Bank Plc (Zanaco) amounting to US\$10 million, Ecobank amounting to US\$15 million, Indo Zambia Bank amounting to US\$5 million, Atlas Mara Bank amounting to US\$10 million and Zambia Industrial Commercial Bank (ZICB) amounting to US\$2.8 million. The overdraft facilities are secured by unconditional corporate guarantee from ZCCM-IH Investment Holdings Plc. The overdraft facilities carry interest rate at 10%.

As at year end, Mopani had outstanding overdraft facilities with Zanaco amounting to US\$5.9 million, Indo-Zambia Bank amounting to US\$3.9 million, ZICB amounting to US\$ 2.7 million, Atlas Mara amounting to US\$9.9 million and Eco Bank amounting to US\$15 million.

At the financial year end, the amount drawn in overdraft facilities amounted to US\$37 million (2021:US\$3.90 million).

The Overdraft facilities with financial institutions will be renewed on the dates as per below:

Zambia National Commercial Bank	25 August 2023
Indo-Zambia Bank	15 June 2023
Zambia Industrial Commercial Bank	19 January 2024
Atlas Mara Bank	22 June 2023
Ecobank	29 September 2023

26. FINANCIAL INSTRUMENTS

(i) Capital Risk Management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance. The Company's overall strategy remains unchanged from the prior year.

The capital structure of the Company consists of debt, which includes the borrowings disclosed in note 23, cash and cash equivalents and equity attributable to equity holders, comprising issued capital, share premium and deficits on retained earnings.

The Company is not subject to any externally imposed capital requirements.

Gearing ratio

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
---------------------------	---------------------------	---------------------------

The company reviews the capital structure on an ongoing basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital.

	2022	2021	2020
Debt (i)	1,569,936	1,521,474	4,683,176
Add: Net cash and cash equivalents	(28,767)	764	(26,435)
Net debt	1,541,169	1,522,238	4,656,741
Equity (ii)	(725,411)	(144,833)	(4,043,272)

(i) Debt is defined as long term loan and bank overdrafts

(ii) Equity includes all capital and reserves of the company

(ii) Categories of instruments

Financial assets

	2022	2021	2020
<i>Loans and receivables</i>			
Amounts due to related parties	357	451	6,332
Trade and other receivables	23,040	56,670	4,009
Bank and cash	8,840	4,711	61
	32,237	61,832	10,402

Financial liabilities

<i>At amortised cost</i>			
Borrowings due to third parties	1,569,936	1,521,474	4,683,176
Trade and other payables	392,000	199,857	62,108
Bank overdraft	37,607	3,949	26,496
Amounts due to related parties	9,371	23,878	8,077
	2,008,914	1,749,158	4,779,857

The company may enter into futures contracts in order to hedge its exposure to fluctuations in mineral prices on specific transactions. The contracts are matched with anticipated future cash flows from mineral sales.

(iii) Price Risk Management

General corporate hedging unrelated to any specific project is not undertaken. The company also doesn't not issue or acquire derivative instruments for trading purposes.

(iv) Credit Risk Management

The company is exposed to credit risk arising from credit sales. In the opinion of the Directors the credit risk arising from credit sales is low. Proper appraisals are carried out for all credit customers and adequately documented before being forwarded for approval.

The company does not have a significant credit risk exposure to any single counter party or group of the counter parties with similar characteristics.

The credit risk on liquid funds is limited because counter parties are banks with high credit ratings.

The company's maximum exposure to credit risk is analysed as follows:

	2022	2021	2020
Trade and other receivables	23,040	56,670	4,009
Amounts due to related parties	357	451	6,332

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
Bank and cash balances	8,840	4,711	61
	32,237	61,832	10,402
	2022	2021	2020
Trade and other receivables	23,040	56,670	4,009
Amounts due to related parties	357	451	6,332
Bank and cash balances	8,840	4,711	61
	32,237	61,832	10,402

(v) Liquidity Management

The Company manages liquidity risk by maintaining cash and cash equivalent balances and available credit facilities to ensure that it is able to meet its short term and long-term obligations as and when they fall due. Company-wide cash projections are managed by the Finance Manager in collaboration with FQM Group and regularly updated to reflect the dynamic nature of the business and fluctuations caused by commodity price and exchange rate movements.

Contractually obligated cash flow requirements are as follows:

Year Ended 31 December 2022	Effective Interest Rate	1 month -3 months US\$'000	3 months-1 year US\$'000	1-5 years US\$'000	> 5 years US\$'000	Total US\$'000
Liabilities						
Trade and other payables	-	-	392,000	-	-	392,000
Bank overdraft	10.00%	-	37,607	-	-	37,607
Amounts due to third parties	-	-	9,371	-	-	9,371
Loans due to third parties	6.74%	-	-	-	1,569,936	1,569,936
		-	438,978	-	1,569,936	2,008,914

Assets

Trade and other receivables		23,040	-	-	-	23,040
Amounts due from related parties		357	-	-	-	357
Bank and cash balances		8,840	-	-	-	8,840
		32,237	-	-	-	32,237

31 December 2018

Trade and other payables (excluding statutory liabilities)	116,037	-	-	-	-	116,037
Asset retirement obligation	-	-	-	110,924	-	110,924
Derivative financial instruments	62	-	-	-	-	62
	116,099	-	-	110,924	-	227,023

Year Ended 31 December 2021	Effective Interest Rate	1 month -3 months US\$'000	3 months-1 year US\$'000	1-5 years US\$'000	> 5 years US\$'000	Total US\$'000
Liabilities						
Trade and other payables	-	-	199,857	-	-	199,857

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

			Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
Bank overdraft	2.21%	-	3,947	-	3,947
Amounts due to third parties	-	-	23,878	-	23,878
Loans due to third parties	4.26%	-	-	1,521,474	1,521,474
		-	227,682	1,521,474	1,749,156

Assets

Trade and other receivables	-	56,670	-	-	56,670
Amounts due from related parties	-	451	-	-	451
Bank and cash balances	-	4,711	-	-	4,711
		61,832	-	-	61,832

Year Ended 31 December 2020	Effective Interest Rate	1 month -3 months US\$'000	3 months-1 year US\$'000	1-5 years US\$'000	> 5 years US\$'000	Total US\$'000
Liabilities						
Trade and other payables	-	62,108	-	-	-	62,108
Bank overdraft	2.21%	26,496	-	-	-	26,496
Amounts due to third parties	-	8,077	-	-	-	8,077
Loans due to third parties	4.26%	-	-	-	4,683,176	4,683,176
		96,681	-	-	4,683,176	4,779,857

Assets

Trade and other receivables	-	4,009	-	-	-	4,009
Amounts due from related parties	-	6,332	-	-	-	6,332
Bank and cash balances	-	61	-	-	-	61

27. FAIR VALUE MEASUREMENTS

The information set out below provides information about how the company determines fair values of various financial assets and financial liabilities.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges (for example Lusaka Securities Exchange)

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly.

Level 3 - Inputs for the assets or liability that are not based on observable market data when available. This level includes equity investments and debt instruments with significant unobservable components.

The hierarchy requires the use of unobservable market data when available. The company considers relevant and observable market prices in its valuations where possible.

Fair value of the company's financial assets that are measured at fair value on a recurring basis:

There were no financial assets and liabilities that are measured at fair value on a recurring basis during the year.

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

Audited
31 Dec
2022

Audited
31 Dec
2021

Audited
31 Dec
2020

Fair value of financial assets and liabilities that are not measured at fair value on recurring basis (but fair value disclosures are required)

Except as detailed in the following in the following table, the directors consider that the carrying amounts of financial assets and liabilities recognized in the financial statements approximate their fair values.

	Carrying Amount 2022	Fair value 2022	Carrying Amount 2021	Fair value 2021
Financial Assets				
<i>Loans and receivables</i>			-	-
Trade and other receivables	23,040	23,040	56,670	56,670
Amounts due from related parties	357	357	451	451
Bank and cash balances	8,840	8,840	4,711	4,711
Total	32,237	32,237	61,832	61,832

Financial Liabilities

Financial liabilities measured at amortization

Borrowings due to third parties	1,569,936	1,569,936	1,521,474	1,521,474
Trade and other payables	392,000	392,000	199,857	199,857
Amounts due to related parties	9,371	9,371	23,878	23,878
Bank overdraft	37,607	37,607	3,947	3,947
Total	2,008,914	2,008,914	1,749,156	1,749,156

Fair value hierarchy as at December 2022

	Level 1	Level 2	Level 3	Total
Fair value hierarchy as at December 2022				
Financial Assets				
<i>Loans and receivables</i>				
Trade and other receivables	-	-	23,040	23,040
Amounts due from related parties	-	-	357	357
Bank and cash balances	8,840	-	-	8,840
Total	8,840	-	23,397	32,237

Financial Liabilities

Financial liabilities measured at amortization

Borrowings due to third parties	-	-	9,371	9,371
Trade and other payables	-	-	1,569,936	1,569,936
Amounts due to related parties	-	-	392,000	392,000
Bank overdraft	37,607	-	-	37,607
Total	37,607	-	1,971,307	2,008,914

Fair value hierarchy as at December 2021

	Level 1	Level 2	Level 3	Total
Fair value hierarchy as at December 2021				
Financial Assets				
<i>Loans and receivables</i>				

MOPANI COPPER MINES PLC
NOTES TO THE HISTORICAL FINANCIAL STATEMENTS

US\$'000

	Audited 31 Dec 2022	Audited 31 Dec 2021	Audited 31 Dec 2020
Trade and other receivables	-	-	56,670
Amounts due from related parties	-	-	451
Bank and cash balances	4,711	-	4,711
Total	4,711	-	61,832

Financial Liabilities

Financial liabilities measured at amortization

Borrowings due to third parties	-	-	23,878
Trade and other payables	-	-	1,521,474
Amounts due to related parties	-	-	199,857
Bank overdraft	3,947	-	3,947
Total	3,947	-	1,749,156

Fair value hierarchy as at December 2020

Fair value hierarchy as at December 2020	Level 1	Level 2	Level 3	Total
Financial Assets				
<i>Loans and receivables</i>				
Trade and other receivables	-	-	4,009	4,009
Amounts due from related parties	-	-	6,332	6,332
Bank and cash balances	-	-	61	61
Total	-	-	10,402	10,402

Financial Liabilities

Financial liabilities measured at amortization

Borrowings due to related parties	-	-	4,683,176	4,683,176
Trade and other payables	-	-	62,108	62,108
Amounts due to related parties	-	-	8,077	8,077
Bank overdraft	-	26,496	-	26,496
Total	-	26,496	4,753,361	4,779,857

The fair values of the financial assets and liabilities included in the level 2 and 3 categories above have been determined in accordance with generally accepted pricing models based on a discounted cashflow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

28. EVENTS AFTER THE REPORTING DATE

There are no material or significant events after the reporting date which would require adjustments or disclosure in the presented financial statements.



ZCCM Investments Holdings Plc
Incorporated in the Republic of Zambia

DIRECTORS' RESPONSIBILITIES STATEMENT

The Lusaka Securities Exchange (LuSE) Listing Rules require the Directors to prepare pro forma financial information. Pro forma financial information is to provide investors with information about the impact of the corporate action, the subject of the prospectus/pre-listing statement/circular, by illustrating how that corporate action might affect the reported financial information, had the corporate action been undertaken at the commencement of the period being reported on, or in the case of a pro forma balance sheet, at the date reported on. The pro forma financial information presented is not to be misleading, is to assist investors in analysing future prospects of the issuer and is to include all appropriate adjustments permitted by paragraph 8.30, of which the issuer is aware, and which are considered necessary to give effect to the corporate action as if the corporate action had been undertaken at the commencement of the period being reported on or, in the case of the pro forma balance sheet, at the date reported on.

The Directors accept responsibility for the proforma financial information, which have been prepared using appropriate accounting policies supported by reasonable estimates, in conformity with International Financial Reporting Standards and the requirements of the Companies Act of Zambia.

The Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of proforma financial statements or information, and for such internal controls as the directors determine necessary to enable the preparation of annual financial statements that are free from material misstatement whether due to fraud or error.

The Directors are of the opinion that the pro forma financial information has been compiled, in all material respects, on the basis of Section 8 of the Lusaka Securities Exchange (LuSE) Listing rules. The Directors further report that they have implemented and adhered to the corporate governance principles or practices contained in Sections 82 to 122 of Part VII of the Companies Act of Zambia.

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve months from the date of this statement.

Signed on behalf of the Board of Directors

Director

Date:

Director

Date:



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Lusaka, Zambia

02 February 2024

The Directors
ZCCM Investments Holdings Plc
ZCCM-IH Office Park
Stand No. 16806, Alick Nkhata Road
Mass Media Complex Area
P O Box 30048
Lusaka, 10101

Dear Sirs,

REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION OF ZCCM INVESTMENTS HOLDINGS PLC ("ZCCM-IH PLC") INCLUDED IN A PROSPECTUS

We have completed our assurance engagement to report on the compilation of pro forma financial information of ZCCM Investment Holdings Plc ("the Company") by the directors. The pro forma financial information consists of the pro forma statement of financial position as at 31 December 2022, the pro forma income statement for the period ended 31 December 2022, the pro forma cash flow statement for the period ended 31 December 2022 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 31 December 2022 and its financial performance and cash flows for the period ended 31 December 2022 as if the event or transaction had taken place at 31 December 2022. 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 31 December 2022, on which an audit report has been published.

Emphasis of matter - ZRA tax position

Without modifying our opinion, we draw to your attention that on 08 December 2023, the Zambia Revenue Authority (ZRA), responded to ZCCM-IH on various matters which included, whether there would be tax implications on the proposed transaction. It should be noted that ZRA confirmed that the transaction as presented through the transaction documents does not give rise to tax liabilities in relation to property transfer tax, income tax, value added tax and transfer pricing. ZRA further expressed a reservation of rights to change their position, if facts and actual implementation of the proposed transaction varied from the facts presented to them. As a result of the response from ZRA, no potential tax impact of the transaction has been quantified or reflected in the pro forma entries.

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 31 December 2022 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 the audited financial statements for the year ended 31 December 2022 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.

A handwritten signature in dark ink, appearing to read 'D G A Ironside', is written over a faint, light-colored circular stamp.

BDO Zambia Audit Services

A handwritten signature in dark ink, appearing to read 'D G A Ironside', is written over a faint, light-colored circular stamp.

D G A Ironside

Partner

AUD/F000094

Lusaka

Date: 30 January 2024

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

A. PRO FORMA STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

ZMW'000	Note / Ref	31 Dec 2022 Audited	Effects of transaction	Post transaction
Revenue from contracts with customers	Proforma Entry 1	11,959,354	(11,854,038)	105,316
Net interest Income from loans and advances/Financial Instruments				
Financial Instruments		110,779	-	110,779
Fees and Commissions		39,998	-	39,998
Cost of sales	Proforma Entry 1	(14,709,114)	14,565,499	(143,615)
Gross profit		(2,598,983)	2,711,461	112,478
Net investment income		47,893	-	47,893
Other income	Proforma Entry 1	189,238	(78,004)	111,234
		237,131	(78,004)	159,127
Gain on reclassification of Mopani	Proforma Entry 2	-	5,966,748	5,966,748
Fair value adjustment on financial assets at fair value through profit or loss		(205,600)	-	(205,600)
Impairment of goodwill on acquisition		-	-	-
Net impairment losses/(recovery) on financial assets	Proforma Entry 1	(8,131)	-	(8,131)
Administration expenses		(749,743)	(24,965)	(774,708)
Operating profit / (loss)		(3,325,326)	8,575,240	5,249,914
Finance income		452,441	-	452,441
Finance costs	Proforma Entry 1	(2,266,287)	1,982,947	(283,340)
Net finance income		(1,813,846)	1,982,947	169,101
Share of profit / (loss) of equity accounted investees	Proforma Entry 4	1,603,143	4,295,423	5,898,566
Profit / (loss) before tax		(3,536,029)	14,853,610	11,317,581
Income tax (expense) credit		(249,504)	-	(249,504)
Profit / (loss) from continuing operations		(3,785,533)	14,853,610	11,068,077
Loss from discontinued operations		-	-	-
Profit / (loss) for the year		(3,785,533)	14,853,610	11,068,077
Other comprehensive income				
Items that may or may not be reclassified to profit or loss				
Revaluation surplus on transfer of property, plant and equipment		12,480	-	12,480
Deferred tax on revaluation reserve		(3,746)	-	(3,746)
Remeasurement of post-employment benefit obligations	Proforma Entry 1	204,217	(204,123)	94
Deferred income tax on post-employment benefit obligations		(28)	-	(28)

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

ZMW'000

	Note / Ref	31 Dec 2022 Audited	Effects of transaction	Post transaction
Equity-accounted investees- share of OCI		11,123	-	11,123
Other comprehensive income for the year net of tax		224,046	(204,123)	19,923
Total comprehensive income for the year		(3,561,487)	14,649,487	11,088,000
		-	-	-
Items that are or may be reclassified to profit or loss				
Foreign currency translation differences - equity - accounted investees		1,361,754	-	1,361,754
Foreign currency translation differences - equity - Subsidiaries investees	Proforma Entry 1	(2,615,140)	2,615,140	-
		(1,253,386)	2,615,140	1,361,754
Other comprehensive income for the year net of tax		(1,029,340)	2,411,017	1,381,677
Total comprehensive income for the year		(4,814,873)	17,264,627	12,449,754
Profit/(loss) attributable to:				
Owners of the company		(3,759,520)	14,853,610	11,094,090
Non-controlling interests		(26,013)	-	(26,013)
Profit for the year		(3,785,533)	14,853,610	11,068,077
Total comprehensive income attributable to:				
Owners of the company		(4,788,860)	17,264,627	12,475,767
Non-controlling interests		(26,013)	-	(26,013)
Total comprehensive income for the year		(4,814,873)	17,264,627	12,449,754
Basic earnings per share (ZMW)		(23.54)	92.37	68.83
Diluted earnings per share (ZMW)		(23.54)	92.37	68.83
Weighted shares in issue		160,800	160,800	160,800

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

B. PRO FORMA STATEMENT OF FINANCIAL POSITION

ZMW'000	Note / Ref	31 Dec 2022 Audited	Effects of transaction	Post transaction
ASSETS				
Property, plant and equipment	Proforma Entry 1	12,484,907	(12,239,693)	245,214
Exploration and evaluation asset		51,437	-	51,437
Intangible assets	Proforma Entry 1	3,148,325	(3,144,804)	3,521
Investment property		200,751	-	200,751
Investments in associates	Proforma Entry 4	15,174,862	3,339,713	18,514,575
Financial assets at fair value through profit or loss		1,252,400	-	1,252,400
Trade and other receivables	Proforma Entry 1	2,931,539	(2,063,716)	867,823
Environmental Protection Fund	Proforma Entry 1	94,433	(94,433)	-
Deferred income tax assets		122,852	-	122,852
Total non-current assets		35,461,506	(14,202,933)	21,258,573
Inventories	Proforma Entry 1	4,921,366	(4,836,680)	84,686
Trade and other receivables	Proforma Entry 1	762,831	(552,904)	209,927
Term deposits		5,340,202	-	5,340,202
Cash and cash equivalents	Proforma Entry 1	329,173	(159,584)	169,589
Total current assets		11,353,572	(5,549,168)	5,804,404
Assets held for sale		2,103,761	-	2,103,761
TOTAL ASSETS		48,918,839	(19,752,101)	29,166,738
EQUITY AND LIABILITIES				
Equity				
Share capital		1,608	-	1,608
Share premium		2,089,343	-	2,089,343
Other reserves	Proforma Entry 1 & 4	17,800,836	1,520,739	19,321,575
Accumulated losses	Proforma Entry 1 & 2	(11,936,251)	13,631,590	1,695,339
Total equity attributable to shareholders		7,955,536	15,152,329	23,107,865
Non-controlling interests		(46,729)	-	(46,729)
		7,908,807	15,152,329	23,061,136
Liabilities				
Borrowings	Proforma Entry 1	27,476,859	(24,768,984)	2,707,875
Retirement benefits	Proforma Entry 1	182,940	(173,665)	9,275
Provisions for environmental rehabilitation	Proforma Entry 1	1,221,068	(1,118,659)	102,409
Total non-current liabilities		28,880,867	(26,061,308)	2,819,559
Borrowings	Proforma Entry 1	864,411	(608,882)	255,529
Bank Overdraft	Proforma Entry 1	688,120	(678,900)	9,220

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

ZMW'000	Note / Ref	31 Dec 2022 Audited	Effects of transaction	Post transaction
Trade and other payables	Proforma Entry 1 & 3	7,451,177	(7,039,778)	411,399
Provisions	Proforma Entry 1	487,689	(376,431)	111,258
Current income tax liabilities		190,143	-	190,143
Retirement benefits	Proforma Entry 1	139,131	(139,131)	-
Liabilities directly associated with assets classified as held for sale		9,820,671	(8,843,122)	977,549
Total current liabilities		2,308,494	-	2,308,494
Total liabilities		41,010,032	(34,904,430)	6,105,602
TOTAL EQUITY AND LIABILITIES		48,918,839	(19,752,101)	29,166,738
Check		-	-	-

ZCCM INVESTMENTS HOLDINGS PLC
PRO FORMA FINANCIAL INFORMATION
C. PRO FORMA STATEMENT OF CASH FLOWS

ZMW'000	Note / Ref	31 Dec 2022 Audited	Effects of transaction	Post transaction
Cash flows from operating activities				
Profit before tax	Proforma Entry 1	(3,536,029)	14,853,610	11,317,581
<i>Adjustments for:</i>				
Depreciation	Proforma Entry 1	1,769,302	(1,732,909)	36,393
Amortisation of intangible assets	Proforma Entry 1	66,813	(64,961)	1,852
Loss on disposal of property, plant and equipment		22	-	22
Profit on modification of investments	Proforma Entry 1	-	(5,966,748)	(5,966,748)
Impairment of assets		(351,898)	-	(351,898)
Interest income from related parties and term deposits	Proforma Entry 1	1,523,989	(1,523,975)	14
Interest expense		-	-	-
Exchange difference on borrowings		-	-	-
Impairment of goodwill on acquisition		339	-	339
Gain on debt write off		(3,995)	-	(3,995)
Change in fair value on financial assets at fair value through profit or loss		205,600	-	205,600
Fair value change on investment property		(8,465)	-	(8,465)
Retirement benefits expense	Proforma Entry 1	168,173	(165,019)	3,154
Share of profit of equity - accounted investees, net of tax	Proforma Entry 1	(1,603,143)	(4,295,423)	(5,898,566)
Unrealised foreign currency gain		39,851	-	39,851
		(1,729,441)	1,104,575	(624,866)
Change in:				
Inventories	Proforma Entry 1	(269,480)	271,828	2,348
Trade and other receivables	Proforma Entry 1	1,128,978	(971,316)	157,662
Trade and other payables and provisions	Proforma Entry 1	2,227,309	(2,423,384)	(196,075)
Held for sale assets		59,245	-	59,245
Provision for environmental rehabilitation	Proforma Entry 1	(20,977)	(16,811)	(37,788)
		1,395,634	(2,035,108)	(639,474)
Interest paid		(14)	-	(14)
Income tax paid		(46,217)	-	(46,217)
Dividends paid		(85,225)	-	(85,225)
Retirement benefits paid	Proforma Entry 1	(7,340)	3,299	(4,041)
Net cash flows from operating activities		1,256,838	(2,031,809)	(774,971)
Cash flows used in investing activities				
Interest received		253,191	-	253,191
Dividends received		4,868,317	-	4,868,317
Acquisition of property and equipment	Proforma Entry 1	(1,338,234)	1,320,011	(18,223)
Acquisition of intangible assets		(2,804)	-	(2,804)
Proceeds on disposal of property, plant and equipment		3,069	-	3,069
Acquisition of investment property		(59)	-	(59)
Cash from acquisition of subsidiary		-	-	-
Cash from asset write off		(3)	-	(3)

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

ZMW'000

	Note / Ref	31 Dec 2022 Audited	Effects of transaction	Post transaction
Investments in exploration and evaluation asset		(3,794)	-	(3,794)
Proceeds on term deposits		653,742	-	653,742
Acquisition of term deposits		(5,340,202)	-	(5,340,202)
Net cash flows generated from investing activities		(906,777)	1,320,011	413,234
Cash flows from financing activities				
Finance charges		-	255,529	255,529
Proceeds from borrowings		-	-	-
Repayment of borrowings	Proforma Entry 1	(698,833)	697,698	(1,135)
Net cash used in financing activities		(698,833)	953,227	254,394
Net decrease in cash and cash equivalents		(348,772)	241,429	(107,343)
Effect of movement in exchange rates on cash held		(39,851)	-	(39,851)
Effects of translation of cash and cash equivalents		(28,538)	-	(28,538)
Cash and cash equivalents at 1 Jan		336,101	-	336,101
Cash and cash equivalents at the end of the year		(81,060)	241,429	160,369
Included in the statement of financial position		(358,947)	519,316	160,369
Included in assets held for sale		277,887	(277,887)	-
Per Balance Sheet		(81,060)	241,429	160,369
Check		-	-	-

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

D. PROFORMA ENTRIES

ZCCM Investments Holdings Plc (“ZCCM-IH” or “the Company”) entered into an agreement with International Resources Holding RSC Limited (“IRH”) pursuant to which IRH has committed to invest a total of US\$1.1 billion into Mopani Copper Mines Plc (“MCM” or “Mopani”) as a Strategic Equity Partner (the “Transaction”), subject to the fulfilment of Conditions Precedent defined herein. Consequently, the relationship between Glencore International AG (“Glencore”) and MCM has been restructured.

Brief Particulars of the Transaction

- IRH to invest a total of US\$1.1 billion into MCM to fund MCM’s Project Development Plan (“PDP”), provide working capital and restructure certain existing Glencore liabilities as set out below:
 - US\$620 million will be provided in the form of new equity capital in return for a 51% stake in MCM, which will be used for MCM’s capital projects, and to stabilise the working capital position of the business;
 - US\$300 million will be provided as a Shareholder Loan to MCM, that will be used to fully settle the Glencore Transaction Debt of US\$1.5 billion plus interest;
 - Glencore’s existing debt will be written down to zero and its offtake agreement with MCM will be terminated;
 - The Glencore Super Senior debt of US\$100 million will also be settled at Closing;
 - Further capital will be made available to MCM as shareholder loans, if required, based on the future working capital requirements of the business.
- ZCCM-IH will retain a 49% equity stake in MCM at Closing;
- The executive management of MCM will be retained and will be supplemented by industry experts from IRH with the relevant skills and expertise to complete MCM’s capital projects and turnaround its operational performance;
- A new Board of Directors, reflective of the revised shareholding structure, will be constituted;
- IRH will provide up to US\$220 million in interim funding. This funding will be available to MCM prior to the Transaction Closing, to ensure that the business has sufficient liquidity until Transaction Close. The interim funding will form part of the US\$620 million new equity investment.

The effect of the transaction will be to change the nature of ZCCM’s investment in Mopani from 100% subsidiary to 49% associate resulting in a change in accounting from 100% consolidation to a 49% share of net assets and profit in accordance with IAS 28 recognition. The adjustments in ZCCM are mostly to reverse the consolidation of Mopani and revise the recognition from a subsidiary to an associate. The impact of the Transaction as detailed above, is significantly reflected in Mopani Copper Mines Plc and detailed under section E of this Report.

The effects of this Transaction in the financial statements of ZCCM Investment Holdings Plc assuming the Transaction was consummated on 1 January 2022, the 2023 and 2024 forecasts would be impacted as follows:

	US\$'000	ZMW'000	Exchange rates	
			Closing	18.05
Adjusted Mopani 2022 profit	514,144.78	8,766,169	Average	17.05
Adjusted Mopani 2022 OCI	11,972.00	204,123		
Adjusted Net assets	953,149.90	17,206,739		
ZCCM-IH Share @ 49% of:		ZMW'000	Fair value	
		49%	US\$'000	ZMW'000
Profit		4,295,423	185,000.00	3,339,713
OCI		100,020	Equity value	8,431,302
Net assets		8,431,302	Impairment	5,091,590

ZCCM INVESTMENTS HOLDINGS PLC
PRO FORMA FINANCIAL INFORMATION

Entries

	DR	CR
Investments in associates	8,431,302	
Share of profit		4,295,423
Share of OCI		100,020
Other reserves		4,035,859
Gain on reclassification	5,091,589.50	
Investments in associate		5,091,589.50

1. The pro forma statement of profit or loss and other comprehensive income, proforma statement of financial position and proforma statement of cash flows illustrates the effect of the transaction on the financial statements of ZCCM Investments Plc. The adjustments are shown below.

2. These statements been prepared for illustrative purposes only and as such may not fairly present ZCCM Investment Holdings Plc's financial position, changes in equity, results of operations or cash flows.

Proforma Entry 1		Debit	Credit
Revenue from contracts with customers - Sales of goods transferred at a point in time	Income statement	12,292,868	
Revenue from contracts with customers - Realisation charges	Income statement	(438,830)	
Sundry income	Income statement	78,004	
Borrowings - noncurrent	Balance sheet	27,476,859	
Retirement benefits - noncurrent	Balance sheet	173,665	
Provision for environmental rehabilitation	Balance sheet	1,118,659	
Borrowings - current	Balance sheet	864,411	
Bank overdraft	Balance sheet	678,900	
Trade and other payables	Balance sheet	7,245,750	
Provisions	Balance sheet	376,431	
Retirement benefits - current	Balance sheet	139,131	
Remeasurement of post-employment benefit obligations	Income statement	204,123	
Accumulated losses	Balance sheet	4,848,817	
Other reserves	Balance sheet	2,615,140	
Cost of sales			
<i>Inventory movements</i>	Income statement		5,806,305
<i>Mining and mineral processing cost</i>	Income statement		4,693,863
<i>Employee costs</i>	Income statement		1,742,805
<i>Depreciation</i>	Income statement		1,732,909
<i>Amortisation</i>	Income statement		64,978
<i>Other cost of sales</i>	Income statement		524,639
<i>Employee costs</i>	Income statement		110,594
<i>Corporate and administrative expenses</i>	Income statement		70,413
Finance income and finance costs			
<i>Interest on borrowings</i>	Income statement		1,523,975
<i>Exchange differences</i>	Income statement		549,482

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

<i>Unwinding of discount on site restoration</i>	Income statement	165,019	
Property plant and equipment	Balance sheet	12,239,693	
Intangible assets	Balance sheet	3,144,804	
Trade and other receivables - long term	Balance sheet	2,063,716	
Environmental Protection Fund	Balance sheet	94,433	
Inventories	Balance sheet	4,836,680	
Trade and other receivables - short term	Balance sheet	552,904	
Cash and cash equivalents	Balance sheet	159,584	
Accumulated losses	Balance sheet	14,981,992	
Foreign currency translation differences - equity - Subsidiaries investees	Income statement	2,615,140	
Total		<u>57,673,928</u>	<u>57,673,928</u>

Being reversal of consolidation adjustments

Proforma Entry 2		Debit	Credit
Accumulated losses	Balance sheet	13,766,212	
Gain on reclassification of Mopani	Income statement		13,766,212

Being gain on disposal of Mopani

Proforma Entry 3		Debit	Credit
Administration costs	Income statement	205,972	
Trade and other payables	Balance sheet		205,972

Being transaction costs accrued

Proforma Entry 4		Debit	Credit
Investment in associates	Balance sheet	8,431,302	
Share of profit/(loss) of equity accounted investees	Income statement		4,295,423
Other comprehensive income	Income statement		100,020
Other reserves	Balance sheet		4,035,859

Being resulting profit or loss on conversion of investment

Proforma Entry 5		Debit	Credit
Gain on change of investments	Income statement	2,707,875	

ZCCM INVESTMENTS HOLDINGS PLC
PRO FORMA FINANCIAL INFORMATION

Borrowings (Glencore)	Balance sheet	2,707,875
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Being borrowing recognition arising out of the Transaction Documents

Proforma Entry 6		Debit	Credit
Finance Cost	Income statement	255,529	
Borrowings	Balance sheet		255,529

Being interest recognition on the loan

Proforma Entry 7		Debit	Credit
Gain on change of investments	Income statement	5,091,590	
Investment in associates	Balance sheet		5,091,590

Being impairment adjustment for investment in associates

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

E. ENTRIES IN MOPANI COPPER MINES PLC

(i) Income statement

US Dollar '000		Published 2022	Adjustments	Restated 2022	BDO Comments
	NOTES				
Revenue from contracts with Customers	6	720,990	-	720,990	
Mineral royalties	7	(30,771)	-	(30,771)	
		690,219	-	690,219	
Cost of sales - as restated	8	(769,588)	(12,001)	(781,589)	BDO notes that this relates to royalties paid to Glencore as noted in the SPA with Glencore.
Gross (loss)/profit		(79,369)	(12,001)	(91,370)	
Other income		4,575	-	4,575	
Administration costs	8	(70,209)	(6,017)	(76,226)	These are transaction costs to be paid by Mopani to various Advisors
Realization costs and marketing fees		(25,738)	-	(25,738)	
Loss before finance costs	9	(170,741)	(18,018)	(188,759)	
Finance costs	10	(121,809)	83,239	(38,570)	This relates to reversal of interest accrued on the Glencore loan (\$1.5 billion) and recognition of interest on the new loan (\$480 mil) in line with the Transaction Agreements.
Operating loss before impairment (loss)/reversal and gains on loan modification		(292,550)	65,221	(227,329)	
Gains on loan modification		-	-	-	
Impairment (loss)/ reversal - as restated	14	(300,000)	-	(300,000)	
Gains/(Losses) on loan modification		-	1,041,474	1,041,474	This relates to write off of principal and interest accrued on the Glencore loan in line with the Transaction Agreements.
Profit before tax		(592,550)	1,106,695	514,145	
Income tax expense	11	-	-	-	
Profit for the year		(592,550)	1,106,695	514,145	
Other comprehensive income/(loss)					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Change in terminal benefit obligation	21	11,972	-	11,972	
Total comprehensive (loss)/income for the year - as restated		(580,578)	1,106,695	526,117	
Basic and diluted (loss)/profit per share - as restated	12	(US\$84.14)	US\$154.14	US\$37.37	

ZCCM INVESTMENTS HOLDINGS PLC

PRO FORMA FINANCIAL INFORMATION

(ii) Balance sheet

US Dollar '000		Published		Restated	
	NOTES	2022	Adjustment	2022	BDO Comments
ASSETS					
<i>Non-current assets</i>					
Property, plant and equipment	14	975,591	-	975,591	
Long term assets	17	17,012	-	17,012	
Environmental Protection Fund	15	5,231	-	5,231	
Other assets/Total non-current assets		997,834	-	997,834	
<i>Current assets</i>					
Inventories	16	228,191	-	228,191	
Trade and other receivables	17	127,575	-	127,575	
Amounts due from related parties	23	357	-	357	
Bank and cash balances		8,840	620,067	628,867	This entry is in relation to the total consideration which is split between equity and debt. This amount is made up of \$620 million equity.
Total current assets		364,963	620,067	984,990	
Total assets		1,362,796	620,067	1,982,824	
EQUITY AND LIABILITIES					
<i>Capital and reserves</i>					
Share capital	18	6,900	7,180	14,080	This entry relates to increase in share capital as a result of the Mopani transaction as referenced in the Transaction Agreements in exchange for \$620million. The \$620 million is split between share capital and share premium.
Share premium	19	48,160	564,868	612,846	
Accumulated loss / Retained earnings - as restated		(780,471)	1,106,695	326,225	This relates to the changes in the income statement relating to the Transaction
Total Shareholders surplus (deficit)		(725,411)	1,678,561	953,151	
<i>Non-current liabilities</i>					
Long term provisions and accruals	20	61,967	-	61,967	
Retirement benefits	21	9,620	-	9,620	
Borrowings due to third parties	23	1,569,935	(1,058,535)	511,400	This entry relates to write off of principal and interest accrued on the Glencore loan (\$1.5 billion) and accrual of \$ 400 million loan to be provided by IRH in line with the Transaction Agreements.
Total non-current liabilities		1,641,522	(1,058,535)	582,987	
<i>Current liabilities</i>					
Trade and other payables	24	392,000	-	392,000	
Retirement Benefits	21	7,707	-	7,707	
Bank overdraft	25	37,607	-	37,607	
Amounts due to related parties	22	9,371	-	9,371	
Total current liabilities		446,685	-	446,685	
Total liabilities		2,088,207	(1,058,535)	1,029,673	
Total equity and liabilities		1,362,796	620,027	1,982,824	



ZCCM Investments Holdings Plc
Incorporated in the Republic of Zambia

DIRECTORS' RESPONSIBILITIES STATEMENT

The Lusaka Stock Exchange (LuSE) Listing Rules requires the Directors to prepare forecast financial information. Forecast financial information relating to the future prospects of an applicant issuer, or an undertaking that is to become a material part of an applicant issuer's group, must be clear and unambiguous. The applicant issuer must determine in advance with its sponsoring broker whether such a statement of information will constitute a profit forecast or an estimate. Any profit forecast or estimate must be presented in an explicit manner and must be compiled using accounting policies applied by the applicant issuer.

The Directors accept responsibility for the proforma financial information, which have been prepared using appropriate accounting policies supported by reasonable estimates, in conformity with International Financial Reporting Standards and the requirements of the Companies Act, 2017 of Zambia.

The Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of proforma financial statements or information, and for such internal controls as the directors determine necessary to enable the preparation of annual financial statements that are free from material misstatement whether due to fraud or error.

The Directors are of the opinion that the Forecast financial information has been compiled, in all material respects, on the basis of Section 8 of the Lusaka Stock Exchange (LuSE) Listing rules. The Directors further report that they have implemented and adhered to the corporate governance principles or practices contained in Sections 82 to 122 of Part VII of the Companies Act, 2017 of Zambia.

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve months from the date of this statement.

Signed on behalf of the Board of Directors

Director

Date:

Director

Date:

02 February 2024

The Directors
ZCCM Investments Holdings Plc
ZCCM-IH Office Park | Stand No. 16806
Alick Nkhata Road, Mass Media Complex Area
P.O. Box 30048 | Lusaka | Zambia

Dear Sirs,

INDEPENDENT REPORTING ACCOUNTANTS REPORT ON THE FORECAST FINANCIAL INFORMATION OF ZCCM INVESTMENTS HOLDINGS PLC

We have examined the consolidated forecast financial information (collectively “the forecast”) of ZCCM Investment Holdings Plc (“the Company”) for the year ending 31 December 2023 and 31 December 2024 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 ZCCM Investment Holdings 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 ZCCM Investment Holdings 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 2022.

The forecasts of Investee Companies which were used to compile the consolidated financial information for ZCCM Investment Holdings Plc, were furnished to us by ZCCM Investment Holdings Plc. Our opinion, insofar as it relates to the financial contribution by Investee Companies to the consolidated forecast financial information, is based on the information provided to us relating to the individual Investee Companies by ZCCM Investment Holdings Plc.

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 2024, 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.

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 2022 (except for the changes in accounting policies wherever they may exist).

Emphasis of matter - ZRA tax position

Without modifying our opinion, we draw to your attention that on 08 December 2023, the Zambia Revenue Authority (ZRA), responded to ZCCM-IH on various matters which included, whether there would be tax implications on the proposed transaction. It should be noted that ZRA confirmed that the transaction as presented through the transaction documents does not give rise to tax liabilities in relation to property transfer tax, income tax, value added tax and transfer pricing. ZRA further expressed a reservation of rights to change their position, if facts and actual implementation of the proposed transaction varied from the facts presented to them. As a result of the response from ZRA, no potential tax impact of the transaction has been quantified or reflected in the pro forma entries.

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: 30 January 2024

ZCCM INVESTMENTS HOLDINGS PLC
FORECAST FINANCIAL INFORMATION

A. FORECAST STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

1. CONSOLIDATED INCOME STATEMENT FORECAST - 31 DECEMBER 2023

ZMW'000	Note	ZCCM IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Elimination	Forecast 2023
Revenue from contracts with customers	JE 9	-	-	-	13,220	30,643	1,095	90,566	38,281	173,805	(14,293)	159,512
Cost of sales		-	-	-	(3,409)	(20,958)	(1,366)	(108,808)	(29,851)	(164,393)	-	(164,393)
Gross profit / (loss)		-	-		9,811	9,685	(272)	(18,241)	8,430	9,412	(14,293)	(4,881)
												-3%
Investment income	JE 1	1,675,937	-	207,991	-	-	-	-	-	1,883,928	(569,091)	1,314,837
Investment expenses		(144,665)	-	(80,064)	-	-	-	-	-	(224,729)	-	(224,729)
Net investment income		1,531,272	-	127,927	-	-	-	-	-	1,659,199	(569,091)	1,090,108
Other income	JE 10	60,035	-	56,561	-	578	803	565	635	119,176	(849)	118,328
Net impairment losses on financial assets		-	-	(4,767)	-	-	-	-	-	(4,767)	-	(4,767)
Administration expenses	JE 10	(285,244)	-	(187,311)	(7,764)	(12,177)	(6,886)	(72,056)	(31,363)	(602,802)	(180)	(602,982)
Other expenses	JE 9	(14,293)	-	(3,018)	-	-	-	-	-	(17,311)	14,293	(3,018)
Operating profit / (loss)		1,291,769	-	(10,609)	2,046	(1,914)	(6,355)	(89,732)	(22,299)	1,162,907	(570,119)	592,787
Finance income	JE 11 & 13	2,484,017	-	-	-	-	28,647	-	1,303	2,513,968	(1,106)	2,512,862
Finance costs	JE 11	-	-	-	-	(6,030)	-	(12,703)	(3,772)	(22,506)	(733,059)	(755,564)
Net finance income		2,484,017	-	-	-	(6,030)	28,647	(12,703)	(2,469)	2,491,462	(734,164)	1,757,298
Share of profit of equity-accounted investees, net of tax	Sec C	-	-	-	-	-	-	-	-	-	724,811	724,811
Profit / (loss) before tax		3,775,787	-	(10,609)	2,046	(7,945)	22,293	(102,435)	(24,768)	3,654,369	(579,473)	3,074,896
Income tax (expense)/credit		(274,897)	-	-	-	-	(6,688)	-	-	(281,585)	-	(281,585)
Profit / (loss) for the year		3,500,890	-	(10,609)	2,046	(7,945)	15,605	(102,435)	(24,768)	3,372,784	(579,473)	2,793,311
Loss from discontinued operations		-	-	-	-	-	-	-	-	-	-	-
Profit / (loss) for the year		3,500,890	-	(10,609)	2,046	(7,945)	15,605	(102,435)	(24,768)	3,372,784	(579,473)	2,793,311

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

2. CONSOLIDATED INCOME STATEMENT FORECAST - 31 DECEMBER 2024

ZMW'000	Note	ZCCM IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Mushe Milling	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Elimination	Forecast 2024
Revenue from contracts with customers	JE 9	-	-	-	50,043	49,138	-	51,000	171,162	331,672	653,016	(9,957)	643,059
Cost of sales		-	-	-	(32,256)	(12,100)	-	(32,939)	(267,827)	(298,729)	(643,850)	-	(643,850)
Gross profit / (loss)		-	-		17,787	37,038	-	18,061	(96,665)	32,944	9,166	(9,957)	(791)
													0%
Investment income	JE 1	1,579,384	-	313,788	-	-	-	-	-	-	1,893,172	(547,127)	1,346,045
Investment expenses		-	-	(103,081)	-	-	-	-	-	-	(103,081)	-	(103,081)
Net investment income		1,579,384	-	210,707	-	-	-	-	-	-	1,790,090	(547,127)	1,242,964
Other income	JE 10	98,989	-	63,302	-	-	-	12,576	-	12	174,880	(849)	174,031
Net impairment losses on financial assets		-	-	(9,000)	-	-	-	-	-	-	(9,000)	-	(9,000)
Administration expenses	JE 10	(599,779)	-	(243,481)	(9,157)	(30,092)	-	(27,220)	(30,482)	(71,157)	(1,011,368)	(180)	(1,011,548)
Other expenses	JE 9	(9,957)	-	(3,941)	-	(3,000)	-	-	(32,787)	-	(49,685)	9,957	(39,728)
Operating profit / (loss)		1,068,636	-	17,587	8,630	3,946	-	3,417	(159,934)	(38,201)	904,082	(548,155)	355,927
Finance income	JE 11 & 13	193,844	-	-	-	-	-	-	-	-	193,844	201,363	395,207
Finance costs	JE 11	-	-	-	-	-	-	-	(1,305)	(1,153)	(2,458)	(743,224)	(745,682)
Net finance income		193,844	-	-	-	-	-	-	(1,305)	(1,153)	191,386	(541,862)	(350,475)
Share of profit of equity-accounted investees, net of tax	Sec C	-	-	-	-	-	-	-	-	-	-	684,462	684,462
Profit / (loss) before tax		1,262,480	-	17,587	8,630	3,946	-	3,417	(161,239)	(39,354)	1,095,469	(405,555)	689,914
Income tax (expense)/credit		(325,296)	-	-	(3,021)	-	-	(2,038)	-	(7,675)	(338,029)	-	(338,029)
Profit / (loss) for the year		937,184	-	17,587	5,610	3,946	-	1,380	(161,239)	(47,029)	757,439	(405,555)	351,885
Loss from discontinued operations		-	-	-	-	-	-	-	-	-	-	-	-
Profit / (loss) for the year		937,184	-	17,587	5,610	3,946	-	1,380	(161,239)	(47,029)	757,439	(405,555)	351,885

ZCCM INVESTMENTS HOLDINGS PLC
FORECAST FINANCIAL INFORMATION

B. FORECAST STATEMENT OF FINANCIAL POSITION

1. CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 202

ZMW'000	Note	ZCCM-IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Adjustments	Forecast 2023
ASSET												
Property, plant and equipment		136,745	-	52,617	11,966	25,529	57,528	101,286	134,276	519,946	-	519,946
Intangible assets		1,848	-	-	-	-	-	-	-	1,848	-	1,848
Investment property		206,101	-	-	-	-	-	-	-	206,101	-	206,101
Investment in subsidiary		1,019,576	-	-	-	-	-	-	-	1,019,576	(1,019,576)	-
Other long-term investments	JE 7	-	-	382,174	-	-	-	-	-	382,174	-	382,174
Investment in associates	JE2 & 5	5,967,097	-	-	-	-	-	-	-	5,967,097	(719,436)	5,247,661
Financial assets at fair value through profit or loss		13,897,400	-	-	-	-	-	-	-	13,897,400	-	13,897,400
Trade and other receivables		-	-	345,599	-	-	-	-	-	345,599	-	345,599
Environmental Protection Fund		-	-	-	-	-	-	-	-	-	-	-
Deferred tax assets		553,828	-	2,909	-	-	-	-	-	556,737	-	556,737
Goodwill		-	-	-	-	-	-	-	-	-	-	-
Non-current assets		21,782,595	-	783,298	11,966	25,529	57,528	101,286	134,276	22,896,479	(1,739,012)	21,157,467
Property, plant and equipment		-	-	-	-	-	-	-	-	-	-	-
Inventories		-	-	-	-	16,321	13,114	43,563	-	72,999	-	72,999
Trade and other receivables	JE 8, 12 & 13	3,803,408	-	1,748,942	4,803	5,564	5,797	20,460	721	5,589,695	(721,539)	4,868,155
Prepayments		-	-	-	-	-	-	-	-	-	-	-
Amounts due from related parties		-	-	-	-	-	-	-	15	15	(15)	-
Assets held for sale		-	-	-	-	-	-	-	-	-	-	-
Term deposit		2,852,124	-	-	-	-	-	-	-	2,852,124	-	2,852,124
Current tax receivables		-	-	102,244	1,505	-	-	-	-	103,749	-	103,749
Cash and cash equivalents	J 12	713,031	-	-	35,234	84,525	33,366	9,318	56,466	931,940	524,000	1,455,940
Current assets		7,368,564	-	1,851,186	41,542	106,411	52,276	73,342	57,202	9,550,522	(197,554)	9,352,967
Total assets		29,151,159	-	2,634,484	53,508	131,939	109,805	174,628	191,479	32,447,001	(1,936,566)	30,510,434

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

1. CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 202

ZMW'000	Note	ZCCM-IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Adjustments	Forecast 2023
EQUITY												
Share capital	JE 4	1,608	-	8,165	2,000	500	16	25	16	12,330	(10,722)	1,608
Share premium	JE 2	2,089,343	-	346,261	45,006	25,826	-	91,631	-	2,598,067	(508,724)	2,089,343
Shares awaiting allotment	JE 3	-	-	-	-	-	82,294	63,811	-	146,105	(146,105)	-
Other reserves	JE 2, 3, 4, 5, 7 & 13	15,806,397	-	17,604	-	17,066	-	-	-	15,841,066	(3,797,022)	12,044,044
Retained earnings	JE 13	9,808,443	-	(540,987)	(10,527)	30,857	7,354	(236,444)	(38,603)	9,020,093	(1,706,263)	7,313,831
Non-Controlling Interest		-	-	-	-	-	-	-	-	-	-	-
Equity attributable to shareholders		27,705,790	-	(168,958)	36,480	74,250	89,664	(80,977)	(38,587)	27,617,661	(6,168,836)	21,448,825
LIABILITIES												
Borrowings		-	-	-	-	-	-	-	-	-	4,574,809	4,574,809
Trade and other payables		-	-	2,803,442	-	34,632	-	-	-	2,838,074	-	2,838,074
Provisions		-	-	-	-	-	-	-	-	-	-	-
Related party loan	JE 8	-	-	-	-	13,615	-	-	203,043	216,658	(216,658)	-
Project Finance		-	-	-	-	-	-	-	-	-	-	-
Lease liabilities		-	-	-	-	-	-	-	-	-	-	-
Deferred tax liabilities		294,862	-	-	-	6,097	-	-	16,448	317,406	-	317,406
Retirement benefits		5,404	-	-	-	-	-	-	-	5,404	-	5,404
Borrowings		-	-	-	-	-	-	-	-	-	-	-
Provisions for environmental rehabilitation		39,357	-	-	-	-	-	60,209	-	99,566	-	99,566
Non-current liabilities		339,623	-	2,803,442	-	54,343	-	60,209	219,490	3,477,108	4,358,151	7,835,260
Bank overdraft		-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

1. CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 202

ZMW'000	Note	ZCCM-IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Adjustments	Forecast 2023
Trade and other payables		407,614	-	-	12,454	3,346	19,955	63,454	8,752	515,575	-	515,575
Related party payables		-	-	-	4,574	-	-	121,308	-	125,882	(125,882)	-
Liabilities associated with assets classified as held for sale		-	-	-	-	-	-	-	-	-	-	-
Lease liabilities		-	-	-	-	-	-	-	975	975	-	975
Provisions		89,910	-	-	-	-	-	10,634	847	101,391	-	101,391
Current tax liabilities		608,222	-	-	-	-	186	-	-	608,408	-	608,408
Retirement benefits		-	-	-	-	-	-	-	-	-	-	-
Provisions for environmental rehabilitation		-	-	-	-	-	-	-	-	-	-	-
Current liabilities		1,105,746	-	-	17,028	3,346	20,141	195,396	10,575	1,352,231	(125,882)	1,226,350
Total liabilities		1,445,369	-	2,803,442	17,028	57,690	20,141	255,605	230,066	4,829,340	4,232,269	9,061,609
Total equity and liabilities		29,151,159	-	2,634,484	53,508	131,939	109,805	174,628	191,479	32,447,001	(1,936,566)	30,510,435
		-	-	-	-	-	-	-	-	-	-	-

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

2. CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2024

ZMW'000	Note	ZCCM-IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Adjustments	Forecast 2024
ASSETS												
Property, plant and equipment		165,700	-	93	45,198	26,895	90,264	184,311	161,506	673,967	-	673,967
Intangible assets		9,244	-	-	-	-	-	-	-	9,244	-	9,244
Investment property		230,502	-	-	-	-	-	-	-	230,502	-	230,502
Investment in subsidiary		1,333,976	-	-	-	-	-	-	-	1,333,976	(1,333,976)	-
Other long-term investments		-	-	-	-	-	-	-	-	-	-	-
Investment in associates		6,155,737	-	-	-	-	-	-	-	6,155,737	923,422	7,079,159
Financial assets at fair value through profit or loss		14,211,800	-	-	-	-	-	-	-	14,211,800	-	14,211,800
Trade and other receivables		209,600	-	551	-	-	-	-	-	210,151	-	210,151
Environmental Protection Fund		-	-	-	-	-	-	-	-	-	-	-
Deferred tax assets		553,828	-	-	-	-	-	-	-	553,828	-	553,828
Goodwill		-	-	-	-	-	-	-	-	-	-	-
Non-current assets		22,870,387	-	644	45,198	26,895	90,264	184,311	161,506	23,379,204	(410,554)	22,968,650
Property, plant and equipment		-	-	-	-	-	-	-	-	-	-	-
Inventories		-	-	-	-	15,996	15,755	47,284	-	79,036	-	79,036
Trade and other receivables		4,042,894	-	2,406	1,800	5,432	11,845	20,441	742	4,085,559	(528,791)	3,556,768
Prepayments		-	-	-	-	-	-	-	-	-	-	-
Amounts due from related parties		-	-	-	-	-	-	-	15	15	(15)	-
Assets held for sale		-	-	-	-	-	-	-	-	-	-	-
Term deposit		2,332,690	-	-	-	-	-	-	-	2,332,690	-	2,332,690
Current tax receivables		-	-	-	1,505	-	-	-	-	1,505	-	1,505
Cash and cash equivalents		583,172	-	-	1,642	2,000	25,129	13,637	205	625,784	524,000	1,149,784
Current assets		6,958,756	-	2,406	4,946	23,428	52,729	81,362	961	7,124,589	(4,806)	7,119,783
Total assets		29,829,143	-	3,050	50,144	50,323	142,993	265,673	162,467	30,503,793	(415,360)	30,088,433

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

2. CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2024

ZMW'000	Note	ZCCM-IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Adjustments	Forecast 2024
EQUITY												
Share capital		1,608	-	8	2,000	500	16	25	15	4,172	(2,564)	1,608
Share premium		2,089,343	-	688	45,006	25,826	-	479,392	-	2,640,255	(550,913)	2,089,343
Shares awaiting allotment		-	-	-	-	-	114,341	63,811	-	178,153	(178,153)	-
Other reserves		15,531,486	-	76	-	17,066	-	-	-	15,548,628	(2,081,607)	13,467,021
Retained earnings		10,745,627	-	(520)	(5,745)	(61,297)	8,636	(397,683)	(85,634)	10,203,385	(1,244,316)	8,959,069
Equity attributable to shareholders		28,368,063	-	252	41,261	(17,904)	122,993	145,546	(85,619)	28,574,593	(4,057,553)	24,517,040
LIABILITIES												
Borrowings		-	-	-	-	-	-	-	-	-	3,875,481	3,875,481
Trade and other payables		-	-	2,798	-	32,335	-	-	-	35,133	-	35,133
Provisions		-	-	-	-	-	-	-	-	-	-	-
Related party loan		-	-	-	-	14,854	-	-	203,043	217,897	(217,897)	-
Project Finance		-	-	-	-	-	-	-	-	-	-	-
Lease liabilities		-	-	-	-	-	-	11,692	-	11,692	-	11,692
Deferred tax liabilities		294,862	-	-	-	6,097	-	-	16,448	317,406	-	317,406
Retirement benefits		5,404	-	-	-	-	-	-	-	5,404	-	5,404
Borrowings		-	-	-	-	-	-	-	-	-	-	-
Provisions for environmental rehabilitation		39,357	-	-	-	-	-	60,209	-	99,566	-	99,566
Non-current liabilities		339,623	-	2,798	-	53,286	-	71,901	219,490	687,099	3,657,584	4,344,683
Bank overdraft		-	-	-	-	12,055	-	-	-	12,055	-	12,055
Borrowings		-	-	-	-	-	-	-	-	-	-	-
Trade and other payables		456,818	-	-	4,232	2,886	19,709	35,601	17,077	536,323	-	536,323
Related party payables		-	-	-	4,650	-	-	-	10,741	15,391	(15,391)	(0)
Liabilities associated with assets classified as held for sale		-	-	-	-	-	-	-	-	-	-	-

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

2. CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2024

ZMW'000	Note	ZCCM-IH	Mopani	Investrust Bank	Misenge	Kariba Minerals	Kabundi Resources	Limestone Resources	Zambia Gold	Total	Adjustments	Forecast 2024
Lease liabilities		-	-	-	-	-	-	10,998	-	10,998	-	10,998
Provisions		89,910	-	-	-	-	-	1,628	778	92,315	-	92,315
Current tax liabilities		574,728	-	-	-	-	291	-	-	575,019	-	575,019
Retirement benefits		-	-	-	-	-	-	-	-	-	-	-
Provisions for environmental rehabilitation		-	-	-	-	-	-	-	-	-	-	-
Current liabilities		1,121,456	-	-	8,883	14,941	20,000	48,226	28,595	1,242,101	(15,391)	1,226,710
Total liabilities		1,461,079	-	2,798	8,883	68,228	20,000	120,127	248,086	1,929,200	3,642,193	5,571,393
Total equity and liabilities		29,829,143	-	3,050	50,144	50,323	142,993	265,673	162,467	30,503,793	(415,360)	30,088,433
		-	-	0	0	(0)	(0)	0	0	0	(0)	0

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

B. ADJUSTMENTS

Adjustments relate to consolidation adjustments along with those aspects of the Transaction that affect the business going forward.

Transaction details are itemised below:

ZCCM Investments Holdings Plc (“ZCCM-IH” or “the Company”) entered into an agreement with International Resources Holding RSC Limited (“IRH”) pursuant to which IRH has committed to invest a total of US\$1.1 billion into Mopani Copper Mines Plc (“MCM” or “Mopani”) as a Strategic Equity Partner (the “Transaction”), subject to the fulfilment of Conditions Precedent defined herein. Consequently, the relationship between Glencore International AG (“Glencore”) and MCM has been restructured.

Brief Particulars of the Transaction

- IRH to invest a total of US\$1.1 billion into MCM to fund MCM’s Project Development Plan (“PDP”), provide working capital and restructure certain existing Glencore liabilities as set out below:
 - US\$620 million will be provided in the form of new equity capital in return for a 51% stake in MCM, which will be used for MCM’s capital projects, and to stabilise the working capital position of the business;
 - US\$300 million will be provided as a Shareholder Loan to MCM, that will be used to fully settle the Glencore Transaction Debt of US\$1.5 billion plus interest;
 - Glencore’s existing debt will be written down to zero and its offtake agreement with MCM will be terminated;
 - The Glencore Super Senior debt of US\$100 million will also be settled at Closing;
 - Further capital will be made available to MCM as shareholder loans, if required, based on the future working capital requirements of the business.
- ZCCM-IH will retain a 49% equity stake in MCM at Closing;
- The executive management of MCM will be retained and will be supplemented by industry experts from IRH with the relevant skills and expertise to complete MCM’s capital projects and turnaround its operational performance;
- A new Board of Directors, reflective of the revised shareholding structure, will be constituted;
- IRH will provide up to US\$220 million in interim funding. This funding will be available to MCM prior to the Transaction Closing, to ensure that the business has sufficient liquidity until Transaction Close. The interim funding will form part of the US\$620 million new equity investment.

Adjustments

The effects of this Transaction in the financial statements of ZCCM Investment Holdings Plc assuming the Transaction was consummated on 1 January 2022, the 2023 and 2024 forecasts would be impacted as follows:

ELIMINATION JOURNALS - RELATING TO 2023 FORECAST

DR

CR

Note: The 2023 forecast is based on actual results to September and forecast to December 2023

Journal Entry (JE) 1: Dividend received

Dr	Revenue - CNMC Dividend	233,568	
Dr	Revenue - CEC Dividend	335,523	
CR	Share of profit from associates		569,091
		569,091	569,091

Being: Share of profit from CNMC and CEC associates recognised in the year

Journal Entry (JE) 2: Share premium in subsidiaries

Dr	Share capital - Misenge	45,006
Dr	Share capital - Kariba	25,826
Dr	Share capital - Mopani	-
Dr	Share capital - Investrust	346,261

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

ELIMINATION JOURNALS - RELATING TO 2023 FORECAST

		DR	CR
Dr	Share capital - Limestone	91,631	
CR	Reserves		508,724
		<u>508,724</u>	<u>508,724</u>

Being: *Elimination journals of share premium for subsidiary businesses on consolidation*

Journal Entry (JE) 3: Funds awaiting allotment of shares from Investrust - Impaired in ZCCM IH

Dr	Funds awaiting allotment of shares	146,105	
CR	Reserves		146,105
		<u>146,105</u>	<u>146,105</u>

Being: *Elimination of funds awaiting allotment relating to Investrust financial statements*

Journal Entry (JE) 4: Share capital in subsidiaries

Dr	Share capital - Investrust	8,165	
Dr	Share capital - Misenge	2,000	
Dr	Share capital - Kabundi	16	
Dr	Share capital - Mopani	-	
Dr	Share capital - Zambia Gold	16	
Dr	Share capital - Limestone	25	
Dr	Share capital - Mushe	-	
Dr	Share capital - Kariba	500	
CR	Reserves		10,722
		<u>10,722</u>	<u>10,722</u>

Being: *Elimination journals of share capital for subsidiary businesses on consolidation*

Journal Entry (JE) 5: Investments in associates

This relates to investments in associates as they are recognised at fair value in the separate financials an adjustment must be passed to ensure that amounts are recognised using the equity method as per IAS 28.

Amount per share of net assets	5,967,097		
Fair Value of associates	<u>6,260,208</u>		
	(293,111)		
DR	Investments in associates	293,111	
CR	Reserves		293,111
		<u>293,111</u>	<u>293,111</u>

Being: *Reversal of fair value and recognition of associates using the equity method*

Journal Entry (JE) 6: Assets held for sale

Coy investment in Investrust Bank

Dr Reserves	12,994	
CR Assets held for sale		12,994

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

ELIMINATION JOURNALS - RELATING TO 2023 FORECAST

DR CR

12,994 12,994

Being: Reversal of assets held for sale relating to Investrust

Journal Entry (JE) 7: Investments in subsidiaries

DR	Reserves	1,019,576	
CR	Investments in Subs		1,019,576
		1,019,576	1,019,576

Being: Reversal of investments in subsidiaries on consolidation

Journal Entry (JE) 8: Subsidiary loans

Dr	Amounts due to holding Company - ZamGold	203,043	
Dr	Amounts due to holding Company - Kariba Minerals	13,615	
Dr	Amounts due to holding Company - Limestone	-	
Dr	Amounts due to holding Company - Mopani	-	
CR	Current trade receivables		216,658
		216,658	216,658

Being: Reversal of loans to subsidiaries on consolidation

Journal Entry (JE) 9: Consultancy fees charged by Misenge to ZCCM-IH

DR	Revenue - Misenge	14,293	
CR	Expenses - ZCCM IH		14,293
		14,293	14,293

Being: Reversal of fees from related party (Misenge) on consolidation

Journal Entry (JE) 10: Rental income

DR	Other income - ZCCM IH	849	
CR	Expenses - ZamGold		669
CR	Expenses - Misenge		180
		849	849

Being: Rental income from Zam Gold and Misenge recognised

Journal Entry (JE) 11: Interest income

DR	Interest income - ZCCM IH	20,224	
CR	Interest Expenses -LRL		14,194
	Interest Expenses - Kariba		6,030
	Interest Expenses - Zambia Gold		
		20,224	20,224

Being: Interest income from related parties recognised

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

ELIMINATION JOURNALS - RELATING TO 2023 FORECAST

DR CR

Journal Entry (JE) 12: Mopani Loan - Adjustment

DR	Cash and Bank	524,000	
CR	Trade and Other Receivable - Mopani Loan		524,000
		<u>524,000</u>	<u>524,000</u>

Being: Reversal of Mopani loan on consolidation

Journal Entry (JE) 13: Mopani Loan Interest - Adjustment

DR	Trade and Other Receivable - Mopani Loan Interest	19,118	
CR	Retained Earnings		19,118
		<u>19,118</u>	<u>19,118</u>

Being: Reversal of interest on Mopani loan on consolidation

ELIMINATION JOURNALS - RELATING TO 2024 FORECAST

DR CR

Note: The 2024 forecast is for a full year to 31 December 2024

Journal Entry (JE) 1: Dividend received

Dr	Revenue - CNMC Dividend	167,680	
Dr	Revenue - CEC Dividend	379,447	
CR	Share of profit from associates		547,127
		<u>547,127</u>	<u>547,127</u>

Being: Share of profit from CNMC and CEC associates recognised in the year

Journal Entry (JE) 2: Share premium in subsidiaries

Dr	Share capital - Misenge	45,006	
Dr	Share capital - Kariba	25,826	
Dr	Share capital - Mopani	-	
Dr	Share capital - Investrust	688	
Dr	Share capital - Limestone	479,392	
CR	Reserves		550,913
		<u>550,913</u>	<u>550,913</u>

Being: Elimination journals of share premium for subsidiary businesses on consolidation

Journal Entry (JE) 3: Funds awaiting allotment of shares from Investrust - Impaired in ZCCM IH

Dr	Funds awaiting allotment of shares	178,153	
CR	Reserves		178,153
		<u>178,153</u>	<u>178,153</u>

Journal Entry (JE) 4: Share capital in subsidiaries

Dr	Share capital - Investrust	8	
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ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

ELIMINATION JOURNALS - RELATING TO 2024 FORECAST

		DR	CR
Dr	Share capital - Misenge	2,000	
Dr	Share capital - Kabundi	16	
Dr	Share capital - Mopani	-	
Dr	Share capital - Zambia Gold	15	
Dr	Share capital - Limestone	25	
Dr	Share capital - Mushe	-	
Dr	Share capital - Kariba	500	
CR	Reserves		2,564
		<u>2,564</u>	<u>2,564</u>

Being: *Elimination of funds awaiting allotment relating to Investrust financial statements*

Journal Entry (JE) 5: Investments in associates

This relates to investments in associates as they are recognised at fair value in the separate financials an adjustment must be passed to ensure that amounts are recognised using the equity method as per IAS 28.

Amount per share of net assets	6,155,737		
Fair Value of associates	<u>6,713,840</u>		
	(558,103)		
DR	Investments in associates	558,103	
CR	Reserves		558,103
		<u>558,103</u>	<u>558,103</u>

Being: *Reversal of fair value and recognition of associates using the equity method*

Journal Entry (JE) 6: Assets held for sale

Coy investment in Investrust Bank

Dr Reserves

CR Assets held for sale

12,994	
	12,994
<u>12,994</u>	<u>12,994</u>

Being: *Reversal of assets held for sale relating to Investrust*

Journal Entry (JE) 7: Investments in subsidiaries

DR Reserves

CR Investments in Subs

1,333,976	
	1,333,976
<u>1,333,976</u>	<u>1,333,976</u>

Being: *Reversal of investments in subsidiaries on consolidation*

Journal Entry (JE) 8: Subsidiary loans

Dr Amounts due to holding Company - ZamGold

Dr Amounts due to holding Company - Kariba Minerals

Dr Amounts due to holding Company - Limestone

Dr Amounts due to holding Company - Mopani

203,043

14,854

-

-

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

ELIMINATION JOURNALS - RELATING TO 2024 FORECAST

DR

CR

CR Current trade receivables

	217,897
217,897	217,897

Being: Reversal of loans to subsidiaries on consolidation

Journal Entry (JE) 9: Consultancy fees charged by Misenge to ZCCM-IH

DR Revenue - Misenge

9,957

CR Expenses - ZCCM IH

9,957

9,957	9,957
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Being: Reversal of fees from related party (Misenge) on consolidation

Journal Entry (JE) 10: Rental income

DR Other income - ZCCM IH

849

CR Expenses - ZamGold

669

CR Expenses - Misenge

180

849	849
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Being: Rental income from Zam Gold and Misenge recognised

Journal Entry (JE) 11: Interest income

DR Interest income - ZCCM IH

11,743

CR Interest Expenses -LRL

9,028

Interest Expenses - Kariba

1,725

Interest Expenses - Zambia Gold

990

11,743	11,743
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Being: Interest income from related parties recognised

Journal Entry (JE) 12: Mopani Loan - Adjustment

DR Cash and Bank

524,000

CR Trade and Other Receivable - Mopani Loan

524,000

524,000	524,000
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Being: Reversal of Mopani loan on consolidation

Journal Entry (JE) 13: Mopani Loan Interest - Adjustment

DR Trade and Other Receivable - Mopani Loan Interest

213,106

CR Retained Earnings

213,106

213,106	213,106
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Being: Reversal of interest on Mopani loan on consolidation

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

C. NOTES TO FORECAST FINANCIAL FORECASTS

1. Share of profit of equity-accounted investees, net of tax

Share of profit for equity-accounted investees (relating to **Mopani Copper Mines Plc**), net of tax was calculated as follows:

2023 CALCULATION	US\$'000	ZMW'000	Exchange rates	
			Closing	25.75
Mopani 2023 profit	1,315,769	33,876,458	Average	25.75
Mopani 2023 Net assets	439,858	11,324,803		

Fair value

US\$'000

ZMW'000

ZCCM-IH Share @ 49% of:

ZMW'000

185,000.00

4,763,102.50

49%

Profit

16,599,464

Equity value

11,324,802.56

Net assets

5,549,153

Impairment

6,561,700.06

Entries

DR

CR

Investments in associates

(1,012,547)

Share of profit

(1,012,547)

Other reserves

-

Retained earnings

6,561,700.06

Investments in associate

6,561,700.06

2024 CALCULATION

US\$'000

ZMW'000

Exchange rates

Closing

26.42

Mopani 2024 loss

(56,075)

(1,481,513)

Average

26.42

Mopani 2024 Net assets

335,633

8,867,414

Fair value

US\$'000

ZMW'000

ZCCM-IH Share @ 49% of:

ZMW'000

185,000

4,887,700

49%

Profit

(725,941)

Equity value

8,867,414

Net assets

4,345,033

Impairment

3,979,714

Entries

DR

CR

Investments in associates

365,319

Share of profit

(725,941)

Other reserves

-

1,091,260

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

D. REVIEW OF FORECAST ASSUMPTIONS

(i) Overall

Our review of the 2023 and 2024 forecast assumptions has been performed to assess the reasonableness as required by International Standards on Assurance Engagements (ISAE) 3400 applicable to the review of forecast financial information.

(ii) Shareholding

The Group had the following interests in the undernoted companies as at 31 December 2022. The treatment in the forecast is as follows:

No.	Company	% held in 2021	Type going forward	Assumption Review	Further comment
1	Ndola Lime Company Limited	100.00%	Discontinued	No	Discontinued
2	Misenge Environmental and Technical Services Limited	100.00%	Subsidiary	Yes	Consolidated
3	Nkandabwe Coal Mine Limited	100.00%	Subsidiary	No	Not consolidated - Dormant
4	Kariba Minerals Limited	100.00%	Subsidiary	Yes	Consolidated
5	Kabundi Resources Limited	100.00%	Subsidiary	Yes	Consolidated
6	Mushe Milling Limited	100.00%	Subsidiary	Yes	Consolidated
7	Limestone Resources Limited	100.00%	Subsidiary	Yes	Consolidated
8	Investrust Bank Plc	71.40%	Discontinued	Yes	Consolidated
9	Rembrandt Properties Limited	49.00%	Associate	No	Reviewed under investment in associates
10	Maamba Collieries Limited	35.00%	Associate	No	Reviewed under investment in associates
11	Konkola Copper Mines Plc	20.60%	Associate	No	Reviewed investment in associates
12	Kansanshi Mining Plc	20.00%	Other - Royalty	Yes	Review of royalty per transaction
13	Copperbelt Energy Corporation Plc	24.10%	Associate	No	Reviewed under investment in associates
14	CEC Africa Investments Limited	20.00%	Associate	No	Reviewed under investment in associates
15	Lubambe Copper Mine Plc	20.00%	Associate	No	Reviewed under investment in associates
16	CNMC Luanshya Copper Mines Plc	20.00%	Associate	No	Reviewed under investment in associates
17	Copper Tree Minerals Limited	15.58%	Associate	No	Reviewed under investment in associates
18	NFC Africa Mining Plc	15.00%	Associate	No	Reviewed under investment in associates
19	Chibuluma Mines Plc	15.00%	Associate	No	Reviewed under investment in associates
20	Chambishi Metals Plc	10.00%	Associate	No	Reviewed under investment in associates
21	Mopani Copper Mines Plc	100.00%	Subsidiary	Yes	Reviewed under investment in associates

ZCCM INVESTMENTS HOLDINGS PLC

FORECAST FINANCIAL INFORMATION

22	Oranto Oil Block	10.00%	Associate	No	Reviewed under investment in associates
23	Nkana Alloy Smelting Company Limited	10.00%	Discontinued	No	Not consolidated - Sold
24	Zambia Gold Company Limited	51.00%	Subsidiary	Yes	Consolidated

(iii) Major assumptions

(a) ZCCM Investment Holdings Plc and group

- Revenue is from two main sources:
 - Dividend - Subsidiaries and Associates
 - Royalty - Kansanshi Mine Plc
 - Other income
- Other key assumptions used in the forecasts include:

Item	2024	2023	2022
USD/ZMW	26.42	25.75	18.00
GBP/ZMW	33.22	20.00	23.00
ZAR/ZMW	1.39	1.20	1.30
JPY/ZMW	5.55	1.00	0.80
EUR/ZMW	28.55	19.00	20.00
91 Days T-bills	10.00%	9.00	9.50
365 Days T-bills	15.45%	17.00	12.00
BOZ Policy Rate	10.00%	9.00%	9.00%
Inflation Rate	13.10%	8.00%	16.00%
Lending Rates	30.50%	26.50%	25.00%
Fixed term Deposit Rates (180 Days)	10.00%	10.00%	18.83%
Libor rate: Libor rate - US\$ (3 Months)	5.613%	3.00%	0.10%
Copper price expected average	US\$ 8,550	US\$ 8,039	US\$9,500
Corporate Income Tax (CIT)	30.00%	30.00%	30.00%
Kansanshi Mining Plc royalty income	Royalty	Royalty	Royalty

Share Capital

The authorized share capital of the Company is ZMW 200,000,000 divided into 120,000,000 "A" Ordinary Shares of ZMW 0.01 each and 80,000,000 "B" Ordinary Shares of ZMW 0.01 each.

The authorized share capital of the Company shall consist only of "A" Ordinary Shares of ZMW 0.01 each and "B" Ordinary Shares of ZMW 0.01 each.

Save as specifically provided in the Articles, the "A" Ordinary Shares and the "B" Ordinary Shares shall rank *Pari passu* in all respects.

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 resolution shall prescribe. All new shares shall be subject to the provisions of the Company's Articles of Association with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Issue of New Shares

All new 'A' and 'B' Ordinary Shares proposed to be issued shall before issue be offered to the members holding shares of the same class as the shares proposed to be issued in proportion to their then holdings of such shares (but so that fractions of a new share may be excluded). The Offer shall be made by Notice in writing and shall remain open for a period of 21 days. Any such offer shall entitle offerees to assign their right to accept such offer without restriction.

All unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons at such and on such terms as they think proper. The Company may on any issue of shares pay such brokerage or commission as may be lawful.

The Directors may at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

Alteration of Rights

The rights attached to any class of shares in the capital of the Company may, subject to the provisions of the Statutes be varied or abrogated only by the affirmative vote of the holders of not less than three-fourths of the issued shares of the Company at a General Meeting of which notice specifying the intention to propose the resolution has been duly given."

Director's Appointment and Retirement

The Company may have at least seven but not more than eight Directors in number. The Directors are Directors of the Company and not split into 'A' and/or 'B' Directors notwithstanding the continuing 'A' and 'B' Ordinary Shares structure of the Company.

Any provision of the Statutes which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment or election as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment or election of any Director over a specified age, shall not apply to the Company.

The office of a Director shall be vacated in any of the following events, namely, if the director:

- a) becomes prohibited by law from acting as a director;
- b) resigns and the Directors accept the director's resignation;
- c) has a receiving order made against the director or shall compound with the director's creditors generally;
- d) has a mental disorder and an order is made by a court claiming jurisdiction in that behalf on that ground (however formulated) for the director's detention or for the appointment of a guardian or for the appointment of a receiver of other person (by whatever name called) to exercise powers with respect to the director's property or affairs; or
- e) is removed from office as provided in these Articles.

Borrowing Powers

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property, and assets (present and future) and uncalled capital of the Company and to issue debentures and other securities whether outright or as collateral security for any debt, liability, or obligation of the Company or any third party.

The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relating to its subsidiaries (if any) so as to secure (but as regards subsidiaries only in so far as

by the exercise of such rights or powers control the Board can secure) that the aggregate amount from time to time outstanding of all borrowings by the Group to another member of the Group) shall not at any time without the previous sanction of a Special Resolution of the Company exceed US\$1 billion.

NOTICE OF EXTRAORDINARY GENERAL MEETING



ZCCM-INVESTMENTS HOLDING PLC

[Incorporated in the Republic of Zambia]

Company Registration Number: 119540000771)

Share Code: ZCCM-IH

ISIN: ZM0000000037

("ZCCM-IH" or "the Company")

Directors:

Mr. Kakenenwa Muyangwa (Chairperson),
Mr. Mubita Akapelwa (Vice-Chairperson),
Mr. Muyangwa Muyangwa,
Mr. Moses S Nyirenda,
Bishop John H Mambo,
Mr. Philippe G Taussac,
Mrs Masitala N Mushinga,
Dr Ndoba J Vibetti (Chief Executive Officer, Executive Director)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary Meeting of the shareholders of ZCCM-IH will be held on Friday, 23rd February 2024, at 10:00hrs at Mulungushi International Conference Centre, Kenneth Kaunda Wing, Banquet Hall Number 2 and virtually via Video Conferencing on the following link <https://eagm.creg.co.zw/eagm/Login.aspx>.

The Extraordinary Meeting is convened by ZCCM-IH to:

1. Seek the approval of the shareholders of ZCCM-IH for the transaction relating to up to a US\$1.1 billion investment by International Resources Holding RSC Limited ("IRH"), through its wholly owned subsidiary, Delta Mining Limited ("Delta"), for a 51% interest in Mopani Copper Mines plc ("Mopani"). This investment will comprise of US\$620 million in new equity capital and shareholder loans (the "**Transaction**"). The proposed transaction is to be implemented by the following steps outlined in and in accordance with the terms of the Transaction Agreements:
 - On the Closing Date (being the date at which completion of the subscription by Delta for the Investor Shares occurs), Mopani shall issue and Delta shall subscribe for 7,181,633 ordinary shares in Mopani, comprising 51% of the entire issued share capital of Mopani, at a total price of US\$620 million being a price per share of US\$86.33 of which US\$85.33 per share is share premium. Plc;
 - On the Closing Date, Mopani shall issue and the Government of the Republic of Zambia shall subscribe for 1 special ordinary share which, in accordance with the terms of the Shareholders' Agreement and Mopani's new Articles of Association, shall grant the bearer of such share certain special shareholder rights in respect of Mopani.
 - On the Closing Date, Mopani shall repay US\$19 million of the bridge facility agreement dated 20 January 2023, as amended and restated from time to time, and presently between ZCCM-IH as lender and Mopani as borrower and this bridge loan agreement shall be amended and restated in accordance with the terms of the ZCCM Amendment and Restatement Agreement into the ZCCM Shareholder Loan Agreement.
 - Prior to or on the Closing Date, Delta shall pay Glencore US\$400 million who shall also receive payment, in accordance with the terms of the Glencore Payment Covenant, of US\$150 million and the benefit of the Glencore Royalty Agreement, as a result of which the current debt owed by Mopani to Glencore shall be dealt with as follows:

- facility agreements dated 25 July 2013 and 31 March 2000 as consolidated, amended and restated from time to time and both presently between Glencore and Mopani, shall be novated from Glencore to Delta in accordance with the Glencore Novation Deed and amended, consolidated and restated effective as of the Closing Date in accordance with the terms of the IRH ACRA into the Investor Loan Agreement;
- cathode and anode slimes offtake agreements dated 31 March 2021, as amended from time to time, and presently between Carlisa, Glencore and Mopani will be terminated effective as of the Closing Date in accordance with the terms of the Offtake Deed of Termination;
- a charge over all assets of Mopani shall be granted by Mopani in favour of Delta as security for Mopani's obligations under the Investor Loan Agreement, in accordance with the terms of the Investor Loan Security Agreement; and
- Glencore shall release the following security it holds over Mopani in accordance with the Finance Documents Release Deed:
 - floating and fixed charges granted by Mopani in favour of Glencore dated 31 March 2021; and
 - a share charge agreement between ZCCM-IH, Mopani and Glencore dated 31 March 2021.
- With effect from the Closing Date, Mopani and Delta shall enter into the Delta Trading Offtake Agreement.

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 2nd February 2024 (the “**Circular**”) outlining the Transaction, of which this notice convening the general meeting forms part.

The Circular includes:

- a) Salient terms of the Transaction;
- b) A Competent Persons Report prepared by an independent consultant; and
- c) An Independent Reporting Accountants Report

The Circular will be available to Shareholders electronically on the following link : https://zccm-ih.financifi.com/download/zccm-ih_mopani_transaction_circular/ from 2nd February 2024. The Circular will also be available from 2nd February 2024 until 23rd February 2024 at the Company's registered office ZCCM-IH Office Park, Stand No. 16806, Alick Nkhata Road, Mass Media Complex Area, Lusaka.

Following the resolution passed at the 18th Annual General Meeting on 9th December 2022 concerning the distribution of hard copies of supporting documents; physical copies of the circular are only available upon request from the following offices:

- The Company's registered office;
- The Sponsoring Broker “Stockbrokers Zambia's” office at 32 Lulu road, Longacres Lusaka and
- The Transfer Secretary “Corpserve” office at 6 Mwaleshi Road, Olympia Park, Lusaka.

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 resolution below:

THAT the Transaction be and is hereby approved and:

- (a) 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);
- (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 conduct of each of the Directors that amounts to a breach of the Articles resulting from, arising out of or in relation to causing ZCCM-IH to enter into the Transaction and Transaction Agreements be and is hereby ratified and confirmed and ZCCM-IH hereby unconditionally and irrevocably waives, releases and discharges any and all claims or rights of action that it may have against each of the Directors resulting from, arising out of or in relation to the same.

Notes:

All Shareholders unable to attend in person are encouraged to make arrangements to participate in the Extraordinary 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 using the link below.

<https://eagm.creg.co.zw/eagm/Login.aspx>

- 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 5th February 2024 and automatically close at the commencement of the Meeting on 23rd February 2024. Registration will commence at 09:00 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 General Meeting will be conducted electronically via the following link
<https://eagm.creg.co.zw/eagm/Login.aspx>
- vii. To fully participate, virtually in the EGM, a Shareholder must have a reliable internet connection and a compatible electronic device (laptop, desktop, tablet, smartphone, etc).
- viii. Queries on how to log into the Meeting, registration or on the voting process can be channelled to Corpserve Transfer Agents on info@corpservezambia.com.zm or james@Corpservezambia.com.zm: Or phone **0950968435, 0979946143, 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 Proxy form has been included in the Notes and is available on the Company website www.zccm-ih.com.zm. The completed Proxy Form must be lodged at the Registered Office of the Company, ZCCM-IH Office Park, Stand No. 16806, Alick Nkhata Road, P.O. Box 30048, Lusaka or emailed to corporate@zccm-ih.com.zm before the commencement of the EGM.

By Order of the Board

Charles Mjumphi
Company Secretary



ZCCM-INVESTMENTS HOLDING PLC

[Incorporated in the Republic of Zambia]

Company Registration Number: **119540000771**

Share Code: **ZCCM-IH**

ISIN: **ZM0000000037**

("ZCCM-IH" or "the Company")

FORM OF PROXY

I/WE.....(Please use block capitals)
of..... Being (a) member (s) of ZCCM Investments Holdings plc,
hereby appoint Mr/Ms/Mrs.....of
.....or failing him/her Mr/Mrs/Ms 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 **23rd February 2024** and at any adjournment of that meeting.

Dated this.....Day of.....2024

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
1	<p>THAT the Transaction be and is hereby approved and:</p> <p>(a) 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);</p> <p>(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</p>			

	(c) that any and all conduct of each of the Directors that amounts to a breach of the Articles resulting from, arising out of or in relation to causing ZCCM-IH to enter into the Transaction and Transaction Agreements be and is hereby ratified and confirmed and ZCCM-IH hereby unconditionally and irrevocably waives, releases and discharges any and all claims or rights of action that it may have against each of the Directors resulting from, arising out of or in relation to the same.			
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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 Annual General Meeting (AGM) on the date of the AGM.

The Company Secretary

ZCCM Investments Holdings plc

ZCCM-IH Office Park, Stand No. 16806,

Alick Nkhata Road, Mass Media Complex Area,

P O Box 30048,

Lusaka, 10101, Zambia.

Telephone: +260 211 - 221023/ 388 000

Email: corporate@zccm-ih.com.zm