



ZCCM INVESTMENTS HOLDINGS PLC

[Incorporated in the Republic of Zambia]

Company registration number: 771

Share Code: ZCCM-IH

ISIN: ZM0000000037

["ZCCM-IH" or "the Company"]

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary Meeting of the Shareholders of ZCCM-IH Investments Holdings Plc will be held on Friday, 31st March 2023 at 10:00 hours Zambian time at Garden Court Hotel, Kitwe, Zambia 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 the proposed conversion of the dividend rights and certain economic rights attached to ZCCM-IH's 20% shareholding in Kansanshi Mining PLC ("**KMP**") to a 3.1 percent life-of-mine gross revenue Royalty pursuant to the Royalty Agreement and the related variation of the rights ascribed to ZCCM-IH's Class A shares in KMP (the "**Transaction**"). The proposed Transaction is to be implemented by the following steps outlined in the Framework Agreement and circular:

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 9th March 2023 (the "**Circular**") outlining the Transaction, of which this notice convening the general meeting forms part.

The Circular includes:

- Salient terms of the Transaction;
- Extracts of a Competent Persons Report prepared by FQM;
- An Independent Reporting Accountant's Report.

The Circular will be available to shareholders electronically on the following link: https://zccm-ih.financifi.com/news-and-media/jhkwsh_weldf/ from 9th March 2023. The Circular will also be available from 9th March 2023 until 31st March 2023 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 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 Transaction Sponsoring Broker "Stockbrokers Zambia's" office at 32 Lubu road, Longacres Lusaka;
- The Sponsoring broker "Pangaea Securities" office at Pangaea Office Park, first floor, Great East Road, Lusaka, Zambia 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 the directors of the Company (the "**Directors**") be and are hereby authorised to:

- (a) 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); and
- (b) 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.

- 2. Seek the approval of the shareholders of ZCCM-IH for the Company to issue corporate guarantees in relation to group capital requirements to a limit of US\$ 200 million.

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

THAT the directors of the Company (the "**Directors**") be and are hereby authorised to:

- (a) Issue corporate guarantees to support group capital requirements up to a maximum total value of US\$200 million.

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.

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 28th February 2023 and automatically close at the commencement of the Meeting on 31st March 2023. Registration will commence at 08:00 hours on the day of the meeting. A shareholder who does not register before the start of the meeting will not be able to do so when the meeting starts.
- v. After registering, a shareholder will be allowed to join the meeting.
- vi. The voting at the General Meeting will be conducted electronically <https://eagm.creg.co.zw/eagm/login.aspx>
- vii. To fully participate, virtually in the EGM, a shareholder must have a reliable internet connection.
- viii. Queries on how to log into the Meeting, registration or on the voting process can be channelled to the Corpserve Transfer Agents on info@corpservezambia.com.zm or james@Corpservezambia.com.zm: Or phone **0950968435, 0977982877, 0979946143**
- 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

Acting Company Secretary

Issued in Lusaka, Zambia on 9 March 2023



T | +260-211-232456
E | advisory@sbz.com.zm
W | www.sbz.com.zm



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