

# SENS ANNOUNCEMENT

(the "Announcement")

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## ISSUER

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The Bata logo is written in a bold, red, cursive script font.

**Zambia Bata Shoe Company PLC.**

Incorporated in the Republic of Zambia

Company registration number 2557

Share Code: BATA

ISIN: ZM0000000102

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## BROKER

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Pangaea Securities Limited

(a member of the Lusaka Securities Exchange)

Regulated and Licensed by the Securities and Exchange Commission Zambia

Telephone Number: +260 211 220707 | Website: [www.pangaea.co.zm](http://www.pangaea.co.zm)

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## AUTHORISATION

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Approval for this Announcement has been granted by:

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

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## DISCLAIMER AND RISK WARNING

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The announcement contained herein contains information that may be of a price sensitive nature.

Investors are advised to seek the advice of their investment advisor, stockbroker, or any professional duly licensed by the Securities and Exchange Commission of Zambia to provide securities advice.

**ISSUED ON: 13 June 2024**



Zambia Bata Shoe Company  
PLC.  
Incorporated in the Republic of Zambia  
Company Registration Number: 2557  
SHARE CODE: BATA  
ISIN: ZM0000000102

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## NOTICE OF THE 61<sup>st</sup> ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting of the shareholders of Zambia Bata Shoe Company Plc ("Bata Zambia") or the "Company") will take place at Neelkanth Sarovar Premiere on 4 July 2024 at 10:00AM, to consider the following agenda:

1. **Adoption of Agenda;**  
To adopt or vary this proposed Agenda
2. **Minutes;**  
To approve minutes of the 60<sup>th</sup> Annual General Meeting held on 27 March 2023 and consider any matters arising.
3. **Financial Statements:**
  - i. To receive the report of the Directors and audited accounts for the year ended 31 December 2023; and
  - ii. To adopt the report of the Directors and audited accounts for the year ended 31 December 2023.
4. **Appointment of Auditors:**  
To consider the appointment of auditors for the Company, to hold office from the conclusion of this Annual General Meeting and to authorize the Directors to determine their remuneration.
5. **Declaration of a Dividend:**  
To consider the declaration of dividend for the year ended 31 December 2023.
6. **Resolution Consideration:**  
To pass the resolutions summarised below and more particularly set out in the Form/Instrument of Proxy annexed to this Notice, pursuant to the Companies Act No. 10 of 2017 and the Articles of Association of the Company and any other applicable provisions:

**i. Resolution 1 (Ordinary Resolution): Approval Of The Royalty Agreement Between Zambia Bata Shoe Company PLC And Bata Brands SA (The “Royalty Agreement”)**

Approval for the execution of the newly proposed Royalty Agreement with Bata Brands SA, which entails an adjustment in the royalty fee from the current rate of 4% to a revised rate of 7% on the net sales, enabling Bata Zambia to continue utilizing the Bata Brand and realizing associated benefits thereof.

**ii. Resolution 2 (Ordinary Resolution): Directors Authority To Give Effect To The Royalty Agreement**

Approval of the Directors authority to be granted the full and unrestricted authority to execute, on behalf of the Company, any and all documents, instruments, and agreements necessary or incidental to the implementation and enforcement of the Royalty Agreement. This authority includes, but is not limited to, the execution, delivery, and performance of any amendments, supplements, or modifications to the Royalty Agreement as may be deemed necessary.

**iii. Resolution 3 (Ordinary Resolution): The Director’s Authority To Give Effect To All Future Royalty Transactions On Behalf Of The Company Not Exceeding 10% In Annual Royalty Fees**

To approve the authority of the Directors of Bata Zambia to renew or execute new Royalty Agreements on behalf of the Company, either on an annual basis or as required, for a term not exceeding five (5) years. Any extension of such authority shall be contingent upon obtaining prior approval from the shareholders. The royalty fees to be negotiated and entered into by the Directors on behalf of the Company shall not exceed ten percent (10%) per annum.

**7. Other Business:**

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

Note: A Member is entitled to appoint one or more proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company. Proxies must be lodged using the following email address: [gchama@abigailandchama.co.zm](mailto:gchama@abigailandchama.co.zm) or [nmbozi@abigailandchama.co.zm](mailto:nmbozi@abigailandchama.co.zm) within 48 hours before the time fixed for the meeting.

Members who wish to attend online can register by sending their details to [gchama@abigailandchama.co.zm](mailto:gchama@abigailandchama.co.zm) or [nmbozi@abigailandchama.co.zm](mailto:nmbozi@abigailandchama.co.zm) before the date of the AGM.

**Zambia Bata Shoe Company PLC - Form of Proxy**

I/We,

Of

Being a member/s of and the registered holder/s of..... shares in the above named Company, hereby appoint:

of

Or, in his/her absence, the Chairman of the Company

As my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the 4 July, 2024.

And at any adjournment of that meeting.

In favour of/against

In Favour

Against

Abstain

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shall be contingent upon obtaining prior approval from the shareholders. The royalty fees to be negotiated and entered into by the Directors on behalf of the Company shall not exceed ten percent (10%) per annum.				
Unless otherwise instructed, the proxy will vote as he/she thinks fit				
Signed:				
Name:				
Date:				
Witness by:		Signature:		
Name:				
Address:				

**Instructions to Shareholders:**

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

By Order of the Board of Directors  
Amicus Corporate Services Limited  
Company Secretary

Sponsoring Broker:



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

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***First Issued: 13 June 2024***