

Press Statement

Further to the Cautionary Statements issued on 17 September 2025, 8 October 2025 and 29 October 2025, the Directors of First Capital Bank Limited (the "Company" or "the Bank") wish to advise all shareholders and the investing public that the Company and its co-shareholder First Capital Bank Staff Pension Fund ("The Fund") (hereinafter collectively referred to as "the Existing Shareholders" or "The Sellers" as the context requires) have signed a share purchase agreement with a potential investor, ASB Hospitality LLC (hereinafter referred to as "The Purchaser"), regarding the proposed disposal of their respective shareholdings in Makasa Sun (Private) Limited ("the Sale Shares"), in its capacity as the Target company.

Transaction Particulars

The Sellers have entered into a binding agreement with ASB Hospitality LLC ("the Purchaser"), a foreign investment holding company registered in the United Arab Emirates, for the sale of all issued ordinary shares and redeemable preference shares in Makasa Sun (Private) Limited. Upon conclusion of the transaction, the Purchaser will become the ultimate beneficiary, acquiring 100% of the issued share capital of Makasa Sun.

Effective Date

To be confirmed upon satisfaction or waiver of all conditions precedent, or such other date as agreed in writing by the parties.

Conditions Precedent

The transaction is subject to regulatory approvals, including:

- Reserve Bank of Zimbabwe Exchange Control approval;
- Approval by the COMESA Competition and Tariff Tribunal in conjunction with the Competition and Tariff Commission (Zimbabwe);
- Capital Gains Withholding Tax Clearance by the Zimbabwe Revenue Authority.

Business Description of the Listed Company

First Capital Bank Limited is a registered commercial bank in Zimbabwe and is Listed on the Victoria Falls Stock Exchange. The Bank provides a comprehensive range of banking services, including retail and corporate banking, treasury operations, and financial solutions to individuals, businesses, and institutions throughout Zimbabwe. Its business activities encompass deposit-taking, lending, foreign exchange, payment solutions, and investment products.

Consideration and Payment Terms

The total consideration for the sale of all issued shares ("Sale Shares") in Makasa Sun is USD 30,000,000 (Thirty Million United States Dollars), payable as follows:

- A Deposit of USD 3,000,000 (Three Million United States Dollars) has been settled and placed in Escrow pending Completion; and
- The Balance of USD 27,000,000 (Twenty-Seven Million United States Dollars) – is to be paid in full on completion date against the Transfer of the Sale Shares.

Net Asset Value and Pro Forma Effects

The net assets subject to the transaction comprise all ordinary and preference shares representing 100% of Makasa Sun's issued share capital, including the hotel, jointly held by First Capital Bank Limited and First Capital Bank Pension Fund. As at 31 October 2024, the consolidated net asset value attributable to Makasa Sun amounted to USD 27,978,445. First Capital Bank Limited holds a 50% interest in Makasa Sun and does not fully consolidate its financials. The transaction will result in the full disposal of Makasa Sun from the Bank's consolidated group.

Significant Pro Forma Effects

The disposal of Makasa Sun will replace its recorded assets with cash proceeds of an equivalent amount. As a result, the Bank's net asset value and net tangible assets per share are not expected to materially change, except for adjustments related to transaction costs, taxes, and subsequent application of proceeds.

Earnings and Pro Forma Effects

As Makasa Sun has been classified as a dormant entity, the transaction is not expected to have a significant pro forma effect on the Bank's historical earnings or headline earnings per share.

Transaction Rationale

The rationale for the transaction is to unlock shareholder value through divestment of the non-core hospitality asset, enabling the Bank to focus on core banking and financial services activities. The sale to ASB Hospitality LLC, a renowned international hotel owner which is supported by Global Hotel operator brands, is anticipated to enhance the strategic positioning of Makasa Sun Hotel and support further investment in the Zimbabwean hospitality sector.

Application of Sale Proceeds

Proceeds from the sale will be applied by the Sellers as follows:

- Settlement of capital gains tax obligations to ZIMRA;
- Distribution of net proceeds to the Bank and the Fund in accordance with their respective shareholdings;
- Reinvestment in core business activities and pension fund obligations;
- No securities are being received as consideration for the disposal; the transaction is for cash only.

Transaction Categorisation

As at 17 September 2025, being the date of issuance of the first Cautionary Statement, the market capitalisation of the Bank was USD 134,000,000 (One Hundred and Thirty-Four Million United States Dollars). The Bank's 50% equity interest in Makasa Sun (Private) Limited is valued at USD 15,000,000 (Fifteen Million United States Dollars). Consequently, the planned disposal represented 11.19% of the Company's market capitalisation. In terms of the VFEX Listings Requirements, such a transaction qualifies as a Category 3 transaction and the Company will comply with all applicable disclosure requirements.

Conclusion and Caution

Shareholders and investors are advised to continue exercising caution when dealing in the Bank's securities until full details of progress towards conclusion of the transaction are published as additional information becomes available and regulatory approvals are obtained. Completion of the transaction remains subject to regulatory approvals and satisfaction of conditions precedent.

By order of the Board



Sarudzai Binha
Company Secretary
19 November 2025



Broker and
Transaction Advisor
to First Capital Bank
and the Pension
Fund



SCANLEN & HOLDERNESS
SOLICITORS SINCE 1894

Legal advisors to First Capital Bank & the Pension Fund



Sponsoring
Broker for
First Capital
Bank Limited



Legal Advisors to ASB Hospitality LLC



Silverbase Investments
(Private) Limited
Financial Advisor to ASB
Hospitality LLC



Grant Thornton

Financial Advisors to ASB Hospitality LLC

Go for it

Botswana • Malawi • Mozambique • Zambia • Zimbabwe

First Capital Bank is a Registered Commercial Bank & a member of the Deposit Protection Scheme

Belief comes first.