

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document is neither a prospectus nor an invitation to the public to subscribe for shares in GetBucks Microfinance Bank Limited ("GetBucks" or "the Company"). The Circular seeks to give information regarding an offer, by the Company, to registered shareholders of GetBucks, to subscribe for the issue of future ordinary shares in the share capital of GetBucks on the terms and conditions contained herein. The information contained in this Circular is current only as of its date. Post this date, certain information may be subject to updating, revision, further clarification and amendment.

Action required:

If you are in any doubt as to the action you should take in relation to this Circular, please consult your banker, accountant, attorney or other professional advisor who specializes in the acquisition of shares and other securities immediately.

No person has been authorised to give information, or make any representations, in connection with the Renounceable Rights Offer or the Company other than as contained in this document and, if given or made, such information or representation must not be relied upon as having been authorised by the Company or its Directors.

The opinion of the Directors on the resolutions under consideration in the Annual General Meeting noted in paragraph 2.9 of the Chairman's Letter, report the personal opinions of the Directors based on their knowledge of the Company and its operations, and their business and general expertise. Shareholders are strongly advised to seek professional advice with respect to this Circular and the options available hereunder, including the effect of the proposed Transaction on a shareholder's investment portfolio, personal financial plan, income tax situation, as well as other issues and their related legal implications.



Microfinance Bank

GetBucks Microfinance Bank Limited

Incorporated in Zimbabwe on 17 January 2012 and converted to a public company limited by shares on 4 November 2015
(Registration number 322/2012)

CIRCULAR TO SHAREHOLDERS

Regarding to and seeking approval for:

A Renounceable Rights Offer of 3,489,355,131 ordinary shares of a nominal value of ZWG0.0000001 each, at a Rights Offer price equivalent to US\$0.0029 per share, on the basis of 3 (three) Rights Offer Shares for every 1 (one) Ordinary Share held as at the Record Date

Notice Convening an Annual General Meeting was published on the 8th of March 2025

Date of issue of this Circular: 17 March 2025

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CORPORATE INFORMATION AND PROFESSIONAL ADVISORS

Directors	Innocent Chagonda (Chairman) Edwin Tamuka Chavora (Managing Director) Gabriel Christopher Chiome (Finance Director) Shaleetha Mahabeer (Non-Executive) Gamuchirai Nyamuzinga (Non-Executive)
Company Secretary	Muchineripi Chigwendere 1 st Floor Unity Court, 64 Kwame Nkrumah Avenue Harare Zimbabwe
Registered Offices	GetBucks Microfinance Bank Limited 1 st Floor Unity Court, 64 Kwame Nkrumah Avenue Harare Zimbabwe

INTERPRETATION AND DEFINITIONS

In this Circular, unless otherwise stated or the context otherwise requires, the words in the first column have the meanings stated opposite them in the second column, words in the singular shall include the plural and vice versa and words importing natural persons shall include juristic persons, whether corporate or incorporate and vice versa:

“AGM”	The 7 th Annual General Meeting of GetBucks shareholders to be held virtually on Monday, 7 April 2025;
“Articles”	The Articles of Association of GetBucks;
“Board” or “the Directors”	The Board of Directors of GetBucks;
“Chairman”	The Chairman of the Board of Directors of GetBucks;
“Circular” or “Circular to Shareholders”	This Circular to GetBucks’ shareholders dated, Monday, 17 March 2025 setting out the terms and conditions of the Rights Offer and incorporating the Annexures hereto and all Letters of Allocation relating thereto;
“Closing Date”	The date on which the Rights Offer closes, being 1600 hours on, Wednesday, 30 April 2025;
“Companies Act” or “the Act”	The Companies and Other Business Entities Act [Chapter 24:31] in force in the Republic of Zimbabwe, including all regulation promulgated under that Act;
“Conditions Precedent”	The conditions precedent stated in the Letter from the Chairman contained in Section 2 of this Circular;
“Crowe”	Crowe Chartered Accountants (Zimbabwe) Registered Public Auditors and the Independent Reporting Accountants to GetBucks;
“Directors”	The executive and non-executive directors of GetBucks;
“GBDT”	Gold Backed Digital Token;
“DTMFI”	Deposit Taking Microfinance Institution;
“GetBucks Microfinance Bank Limited”, “GetBucks” or “the Company”	a company with limited liability incorporated and domiciled in Zimbabwe with company registration number 322/2012 and registered as a microfinance bank by the Reserve Bank of Zimbabwe;
“Last Practicable Date”	The last practicable date of updating for events and circumstances for the purposes of finalising this Circular being 14 March 2025;
“Nominal Value”	The nominal value of each share as set out in the Articles;
“Non-Resident Shareholder(s)”	GetBucks Shareholders with non-resident status in terms of Exchange Control Regulations of Zimbabwe;
“Notice”	The Notice to Shareholders containing the Resolutions published on the Company’s website on the 8 March 2025 and set out on Annexure (II) of this Circular;
“Opening Date”	The date the Rights Offer opens, that is 14 April 2025
“Ordinary Shares”	The ordinary shares of GetBucks;
“Proxy Form”	The form published on 8 March 2025 and also accompanying this Circular, which provides for GetBucks shareholders to appoint a proxy to attend the AGM and vote on their behalf on the Resolutions;
“RTGS”	Real Time Gross Settlement;
“Record Date”	The date on which the register of GetBucks shareholders will be closed to determine GetBucks shareholders’ participation in the Rights Offer, which date is expected to be the close of business on 3 April 2025;
“Renounceable Rights Offer” or “Rights Offer”	The Proposed Renounceable Rights Offer of 3,489,355,131 Ordinary Shares of a nominal value of ZWG\$0.0000001 each, at a price equivalent to US\$0.0029 per Rights Offer Share, on the basis of 3 (three) Rights Offer Shares for every 1 (one) ordinary share held at the Record Date;
“RBZ”	The Reserve Bank of Zimbabwe;
“Resolutions”	The resolutions to be considered and if deemed fit, passed by GetBucks shareholders as set out in the Notice convening the AGM, to give effect to the Rights Offer;
“Rights Offer Ratio”	The ratio of 3 (three) Rights Offer Shares for every 1 (one) Ordinary Share held;
“Rights Offer Share”	3,489,355,131 Ordinary Share of nominal value of ZWG\$0.0000001 each, to be offered to GetBucks shareholders registered as such on the Record Date, and subscribed for by such shareholders pursuant to the Rights Offer;
“Shareholders” or “Shareholder”	Holder or a holder of ordinary shares in the issued share capital of GetBucks, as the case may be;

<i>“Shares” or “the Shares” or “Ordinary Shares” or “Existing Ordinary Shares”</i>	Ordinary shares with a nominal value of ZWL0.0000001 each, in the issued share capital of GetBucks;
<i>“Subscription Price”</i>	ZWG equivalent of US\$0.0029 per Rights Offer Share at the date of subscription;
<i>“the Transaction”</i>	The proposed renounceable Rights Offer to GetBucks shareholders, in terms of this Circular to Shareholders;
<i>“United States Dollar” or “US\$”</i>	The lawful currency of the United States of America and allowable trading currency under the multicurrency trading system in Zimbabwe;
<i>“ZWG” or “Zimbabwean gold”</i>	The lawful currency of Zimbabwe;
<i>“ZSE”</i>	Zimbabwe Stock Exchange Limited.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Circular to Shareholders, other than historical facts constitute forward-looking statements. Forward-looking statements are preceded by, followed by or include the words believe, expects, estimates, anticipates, may, should, could, intends, plans, seeks, or words of similar import. Such forward-looking statements involve risks, uncertainties, and other factors which may cause the actual results, performance or achievement of GetBucks or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such risks, uncertainties and other factors, include among others, technical analysis, general economic and business conditions, industry trends, competition, changes in Government regulations, interest rate fluctuations, currency fluctuations, changes in business strategy and other risks. In making their considerations, shareholders are advised to make their own independent assessments and, in this regard, to consult their own professional advisors.

1. SALIENT FEATURES OF THE RIGHTS OFFER

This summary presents the salient information in relation to the Renounceable Rights Offer, the detailed terms and conditions of which are more fully set out in this Circular. The Circular should accordingly be read in its entirety for a full appreciation of the rationale for and the implications of the Renounceable Rights Offer, as well as the action required to be taken by Shareholders.

1.1 DETAILS OF THE RIGHTS OFFER

The Board is proposing a Renounceable Rights Offer to recapitalize GetBucks by way of a rights offer of 3,489,355,131 (Three Billion Four Hundred And Eighty Nine Million Three Hundred And Fifty Five Thousand One Hundred and Thirty One) ordinary shares of a nominal value of ZWG0.0000001 (one Zimbabwe cent) each, at a ZWG Rights Offer subscription price equivalent to US\$0.0029 per share, on the basis of three (3) new ordinary shares for every ordinary share held as at the Record Date. The Rights Offer shares represent 75% of the Company's enlarged ordinary share capital post the proposed Rights Offer.

1.2 EXPECTED TIME TABLE FOR THE RIGHTS OFFER

The attention of GetBucks Bank Shareholders is drawn to the important events and dates of occurrence stated below.

Event	Date
Last Practicable Date	14 March 2025
Notice of AGM published	8 March 2025
Circular to Shareholders published	17 March 2025
Last Date for lodging forms or Proxy relating to the AGM (by 1630hrs)	3 April 2025
Record Date for purposes of being entitled to vote in the AGM	3 April 2025
AGM of GetBucks Bank shareholders at 1630hrs.	7 April 2025
Announcement and publication of AGM results	8 April 2025
Last day to register for the Rights Offer	9 April 2025
Mailing of Letters of Allocation to Shareholders	11 April 2025
Rights Offer Opens at 0900hrs	14 April 2025
Latest time for splitting letters of allocation at 1200 hours	23 April 2025
Rights Offer closes at 1600 hours	30 April 2025
Last day of receiving postal acceptances	30 April 2025
Allocation of Rights Offer Shares	2 May 2025
Results of Rights Offer published	5 May 2025
Rights Offer Share Certificates collection	4 July 2025

Notes:

- The dates set out herein are expected dates and may change. Any significant changes to these dates will be announced as per GetBucks usual shareholder communication channels either electronically or by publication on the website.
- If you have any questions on any aspects of this Circular, please contact your stockbroker, accountant, banker, legal practitioner or other professional advisor.

1.3 TERMS OF THE RIGHTS OFFER

ZWG Subscription Price per Rights Offer Share	US\$0.0029 equivalent
Number of Issued Ordinary Shares pre the Rights Offer	1,163,118,377
Proposed number of Rights Offer Shares	3,489,355,131
Number of Issued Ordinary Shares post the Rights Offer	4,652,473,508
Percentage of enlarged Ordinary Share Capital available under the Rights Offer	75%
ZWG Gross Rights Offer proceeds	US\$10,119,129.88 equivalent

Notes:

The Rights Offer Shares will, following the Renounceable Rights Offer, rank *pari passu* in all respects with all other Ordinary Shares, including the right to receive all dividends or other distributions thereafter declared, made or paid on the issued Ordinary Share capital of GetBucks.

1.4 GETBUCKS SHARE CAPITAL STRUCTURE PRE AND POST THE RIGHTS OFFER

As at Friday, 14 March 2025, being the last practicable date before the publication of this Circular to Shareholders dated Monday, 17 March 2025, the capital structure of the Company was as follows:

Share Capital Structure Pre- Rights Offer	
Authorised: 20,000,000,000 ordinary shares of nominal value ZWG\$0.0000001 each	20,000,000,000
Issued and Fully Paid Up: 1,163,118,377 ordinary shares of nominal value ZWG\$0.0000001 each	1,163,118,377
Share Capital Structure Post Rights Offer	
Authorised: 20,000,000,000 ordinary shares of nominal value ZWG\$0.0000001 each	20,000,000,000
Issued and Fully Paid up: 4,653,473,508 ordinary shares of nominal value ZWG\$ 0.0000001 each	4,653,473,508

1.5 BASIS OF RIGHT ISSUE PRICE

Unaudited ZWG\$ Net Asset Value as at 31 December 2024	ZWG85,559,668.55
Exchange rate as at 31 December 2024	25.7985
US\$ Equivalent Net Asset Value as at 31 December 2024	US\$3,316,459.04
Number of shares in issue	1,163,118,377
Derived Price per share in US\$	US\$0.0029

2. LETTER FROM THE CHAIRMAN



Microfinance Bank

GetBucks Microfinance Bank Limited

("GetBucks Bank" or the "Company")

(Incorporated in Zimbabwe under Registration Number 322/2012)

Directors: I. Chagonda (Board Chairperson). S. Mahabeer. G. Nyamuzinga. E. Chavora* (Managing Director).
G. Chiome* (Finance Director) *(Executive)

Address: 1st Floor Unity Court, 64 Kwame Nkrumah Avenue, Harare, Zimbabwe

17 March 2025

Dear Shareholder,

BACKGROUND

In terms of the RBZ regulations, the minimum regulatory capital required for all DTMFI's is ZWG equivalent of US\$5 million. GetBucks has not been compliant with this provision since 2020. The massive devaluation of the Zimbabwe Dollar since its reintroduction in 2018 decimated GetBucks balance sheet and eroded its capital to levels of non-compliance. As a regulated entity GetBucks must comply with the minimum regulatory capital required by the regulatory.

Noncompliance presents the following challenges to GetBucks.

- Negative perception in the market place. The RBZ discloses compliant and non-compliant Institutions to the market and this is already affecting GetBucks ability to secure trading limits with commercial banks.
- The level of capitalization affects the size of loans an Institution can underwrite. With low levels of capitalization GetBucks is restricted to underwriting loans of lesser value making it difficult to attract blue chip clients who have larger funding requirements.
- The risk of potential sanctions for non-compliance from the regulator.

Following from the above, it is therefore imperative that GetBucks is compliant before 30 April 2025. The deadline for all DTMFIs to meet the regulatory minimum capital requirement was 31 December 2024.

THE RIGHTS OFFER

The Directors of GetBucks have resolved that the Company be authorized to raise additional capital by way of a Rights Issue, subject to shareholder approval. The Rights Offer seeks to raise ZWG equivalent to US\$10,119,129.88 through the offer of 3,489,355,131 Rights Offer Shares at a Subscription Price equivalent of US\$0.0029 per Rights Offer Share. This works out a ratio of 3 (three) Rights Offer Shares for every 1(one) Ordinary Share held.

The Rights Offer Shares will, following their issue rank *pari passu* in all respects with all other Ordinary Shares, including the right to receive all dividends and/or other distributions thereafter declared, made or paid out on the issued ordinary share capital of GetBucks Microfinance Bank.

THE RATIONALE FOR A RIGHTS OFFER

The overarching rationale for a Rights Offer is for GetBucks to be compliant with the minimum regulatory capital. Compliance will result in the following benefits:

- Improve the standing of the Institution in the market which is essential for customer acquisition.
- Increase in the size of loans offered to clients.
- Improved profitability.

RECAPITALIZATION OF GETBUCKS MICROFINANCE BANK

The recapitalization will allow GetBucks to:

- Comply with minimum regulatory capital requirements
- Have a positive standing in the market place
- Increase the size and volume of loans underwritten
- Enhance profitability
- Improve liquidity

ALTERNATIVES CONSIDERED BY THE BOARD

The Board had considered the possibility of recapitalizing the Company using Internally Generated Resources. However, this option was discounted on the basis of the following:

- It would take an unacceptable long time for the Company to get to the minimum regulatory capital through this method. Which time the Company does not have because it is in breach of the minimum capital requirement as set out by the regulator.
- The Company failed to meet the initial deadline of 31 December 2023 for capitalization. The deadline extended to 31 December 2024 by the RBZ and again, the Company failed to meet the deadline.

Consequently, this option was discounted.

RECORD

It is recorded that this Rights Offer is not underwritten. The Directors accordingly recommend shareholders to follow their rights in full so that GetBucks can access the required capital so that it complies with minimum regulatory capital.

GENERAL

The Directors may agree or consent before or at the Annual General Meeting, to any amendment, variation or modification of the resolutions to be decided. A certificate signed by any Director stating that all the conditions of the Annual General Meeting have been fulfilled and that the resolutions have been passed shall be binding on GetBucks Bank and its shareholders.

FUTURE PROSPECTS

The conclusion of this capital raising exercises into the Company will allow management to focus on the key strategic pillars of the business of the Company.

DIRECTOR'S OPINIONS AND VOTING RECOMMENDATIONS

The Directors are conscious of their obligations, both in terms of the common law and the provisions of the Companies and Other Business Entities Act at all times to –

- act fairly as between shareholders, or different classes of shareholders;
- to ensure that the affairs of the company are not conducted in a manner which is oppressive towards, or unfairly prejudicial to, any shareholders or category of shareholders; and
- generally, to act in the best interests of the Company.

The Directors believe that this Rights Offer is in the best interests of GetBucks and its shareholders. Accordingly, the Directors recommend that GetBucks shareholders vote in favour of the AGM resolutions.

INSTRUCTION AND AUTHORITIES

It is proposed that the Directors be entitled and be granted the authority to sign, on behalf of GetBucks Bank, all documents required to carry out the Rights Issue.

APPRECIATION

I would like to express my appreciation to all our stakeholders, fellow board members, management and staff for your continued support to the Company.

Innocent Chagonda
Chairman
(Signed on Original)

2.1 COMPANY PROFILE

2.1.1 BACKGROUND

GetBucks Bank commenced operations in 2012 as a credit only microfinance institution and has since grown and transformed into one of the leading microfinance banks in Zimbabwe. The Company was licenced by the RBZ to operate as a deposit taking microfinance institution on 15 July 2015 and listed on the ZSE on 15 January 2016. Through a voluntary termination of listing, GetBucks was delisted from the ZSE on 18 September 2023 after six years of trading on the exchange.

GetBucks Bank is owned 99.16% by Ever Prosperous Worldwide Limited, a company registered in the British Virgins Island and the remaining balance is owned by various pension funds and individuals.

GetBucks Bank employs 47 people and operates 3 branches in major cities and towns in Zimbabwe. The branches are strategically located in town centres where there are large concentrations of formally employed people. The Company currently services over 50,000 clients countrywide.

2.1.2 OPERATIONAL OVERVIEW

GetBucks operates as a deposit-taking microfinance institution in terms of the Microfinance Act [Chapter 24:29].

2.1.3 PRODUCTS AND SERVICES

GetBucks is a specialist lender to low- and middle-income earners offering the following short term credit facilities to individuals:

- 1 to 12 months consumer loans – these are instalment loans targeted at government employees and other salaried individuals where a secure deduction method is in place to ensure successful collection; and
- SME Loans – GetBucks offers facilities such as Order Financing, Receivables Financing, Contract Financing, Invoice discounting, and Promissory note discounting to SME's secured by receivables or other assured cash-flows. These "ring-fenced" loans ensure that repayments are successfully collected, for example invoice discounting.
- Vehicle and Asset Finance.
- Agriculture Finance – GetBucks Bank offers funding for farmers in the form of receivables financing, working capital loans, and capital expenditure loans.

The International Banking department handles the bank's foreign currency denominated banking business and manages the bank's relationships with correspondent banks. Services on offer include:

- imports and exports facilitation
- exchange control and advisory services
- structured trade finance deals
- offshore financing facilities
- correspondent banking relationships
- documentary letters of credit
- international payments

2.1.4 MARKET AND FINANCIAL INCLUSION

As part of its growing customer base, GetBucks also serves financially marginalised individuals and businesses who are unable to access financial services from mainstream financial institutions. One of the key selling points for the Company is its quick turnaround on individual and company loan applications. The main market for personal loans is salaried individuals in particular civil servants through direct deduction at source arrangements with the Government paymaster.

2.1.5 IT AND TECHNOLOGY

The Company's vision is to enable financial inclusion through technology. GetBucks uses a proprietary IT System ("FinCloud") that enables fast and automated disbursements of loans. The system is cloud based and integrated into a variety of payment solutions. Security is provided through a myriad of encryption technologies. In addition, the Company utilises a core banking system Br.net that allows for accurate and timely processing of client transactions in their bank accounts.

GetBucks' investment in technology has enabled the Company to pioneer electronic delivery systems that make loans and other financial products available to customers almost instantly upon application. The front end of the process is currently manual due to limitations in access to technology for most of the customers. The backend process, however, is automated.

2.1.6 DISTRIBUTION CHANNELS

Digital Channels

The Company has developed a mobile application downloadable on smartphone devices with Android and iOS, providing inter-account and RTGS transfers, bank-to-wallet transfer, mobile airtime and pre-paid electricity purchasing, as well as balance inquiry service.

The Company also developed a USSD platform to cater for those with low budget cell phones and for those in remote areas to enable them perform banking transactions. By dialling *256# on their phones, users can access all the services of the mobile application as outlined above.

Physical Branches

GetBucks Bank operates 3 branches located in Harare, Gweru and Masvingo. GetBucks continues to serve its customers located in other parts of the country through its agents as well as the use of ICT.

2.1.7 GROWTH STRATEGY AND PROSPECTS

Growth Strategy

People

- For its people, GetBucks aims to stimulate innovation and human infrastructure competitiveness. Human talent is the focus of its investment because people are key to superior business performance.

Process

- GetBucks will build a technology and systems driven business model. The internal processes and policies guarantees the Company will deliver success in a professional ethical manner.

Markets

- GetBucks will exploit untapped markets of banked and under-banked through innovation and technology in order to service current and future needs. The product and service offering is informed by both business instinct and research.

Finance

- GetBucks will ensure continued long term real growth in assets and profitability. The bottom-line will always be a result of how well the Company leads in the 3 stated strategic drivers.

2.1.8 PROSPECTS

GetBucks is expected to enhance the availability of funds for on-lending as well as reduce its costs of funds.

GetBucks Microfinance Bank as a deposit taking MFI has rolled-out the following products:

- A debit card appropriately branded, through which customers have access to financial services, the ability to transact utilising a state-of-the-art debit card with “wallets” allocated to specific life needs such as education or shopping;
- Agricultural finance products; and
- A mobile application providing inter-account and RTGS transfers, bank-to-wallet transfer, mobile airtime and pre-paid electricity purchasing, as well as balance inquiry.

2.2 RATIONALE FOR THE TRANSACTION

The overarching rationale for a Rights Offer is for GetBucks to be compliant with the minimum regulatory capital. Compliance will result in the following benefits:

- Improve the standing of the Institution in the market which is essential for customer acquisition.
- Increase in the size of loans offered to clients.
- Improved profitability

2.3 CONDITION PRECEDENT

The Renounceable Rights Offer contemplated herein is subject to the following Condition Precedent:

- Approval by the members of GetBucks of the Resolutions at the AGM to be held on Monday, 7 April 2025, in terms of the AGM Notice which was published on the Company's website on the 8th of March 2025 and set out in Annexure (II) of this Circular.

2.4 CONSEQUENCES OF NOT IMPLEMENTING THE RENOUNCEABLE RIGHTS OFFER

Failure to implement the Rights Offer could have a material adverse effect in that GetBucks will continue operating without the required capitalization threshold as required by the RBZ. The deadline for all DTMFIs have since lapsed on the 31st of December 2024.

On behalf of the Board, we recommend that shareholders participate in this recapitalisation that we consider to be in the Company's best interests.

2.5 EFFECTS OF THE RIGHTS OFFER

2.5.1 SHARE CAPITAL

Share Capital before the Rights Offer

Set out below is an analysis of the authorised and issued share capital of GetBucks before the proposed Renounceable Rights Offer at the proposed ZWG nominal values:

	Number of Shares	Nominal value ZWG
Authorised share capital: Ordinary shares of a nominal value of ZWG0.0000001 each	20,000,000,000	ZWG0.0000001
Issued and fully paid share capital: Ordinary shares of a nominal value of ZWL\$0.0000001 each	1,163,118,377	ZWG0.0000001

Share Capital after the Rights Offer

Set out below is an analysis of the authorised and issued share capital of GetBucks after the proposed Renounceable Rights Offer at the proposed ZWG nominal values:

	Number of Shares	Nominal value ZWG
Authorised share capital: Ordinary shares of a nominal value of ZWG0.0000001 each	20,000,000,000	ZWG0.0000001
Issued and fully paid share capital: Ordinary shares of a nominal value of ZWL\$0.0000001 each	4,652,473,508	ZWG0.0000001

2.5.2 SHAREHOLDERS

Current Shareholding

The top 7 (seven) shareholders of GetBucks control 99.97% of the Company's issued share capital. The single largest shareholder holds 99.16% of the Company's issued share capital. As at 14 March 2025, (being the Last Practicable Date before the publication of the Circular), the top 7 GetBucks Shareholders were as follows:

Shareholder	Shares	% Shareholding
Ever Prosperous Worldwide Limited,	1,153,261,592	99.16
Hombasha Investments Pvt Ltd	7,936,989	0.68
Amai Grace Mugabe Mazowe Orphanage	877,192	0.80
FJHM Projects Zimbabwe	200,000	0.02
Old Mutual Life Ass Co Zim	180,267	0.02
Brands Africa PF-Invesci	125,543	0.01
Corpserve Nominees Pvt Ltd	73,153	0.01
Shares selected	1,162,654,736	99.97
Shares not selected	463,641	0.03
Total Shares Issued	1,163,118,377	100.00

Impact of the Renounceable Rights Offer on the Company's shareholding

Given approval of the proposed Renounceable Rights Offer at the AGM and assuming that all Shareholders follow their rights, there will be no change in the current percentage shareholding in the share capital of the Company.

The table below shows the resulting shareholding if other shareholders do not follow their rights:

Shareholder	Current shareholding		Shareholding post right offer			
	Shares	% Shareholding	New issue of Shares	Shares	% Shareholding	Dilutive effect
Ever Prosperous Worldwide Ltd	1,153,261,592	99.16	3,459,784,776	4,613,046,368	99.787	0.634%
Hombasha Investments Pvt Ltd	7,936,989	0.68	-	7,936,989	0.172	-0.511%
Amai Grace Mugabe Mazowe Orphanage	877,192	0.80	-	877,192	0.019	-0.056%
FJHM Projects Zimbabwe	200,000	0.02	-	200,000	0.004	-0.013%
Old Mutual Life Ass Co Zim	180,267	0.02	-	180,267	0.004	-0.012%
Brands Africa PF-Invesci	125,543	0.01	-	125,543	0.003	-0.008%
Corpserve Nominees Pvt Ltd	73,153	0.01	-	73,153	0.002	-0.005%
Shares selected	1,162,654,736	99.97	3,459,784,776	4,622,439,512	99.99	0.020%
Shares not selected	463,641	0.03	-	463,641	0.010	-0.020%
Total Shares Issued	1,163,118,377	100.00	3,459,784,776	4,622,903,153	100.00	100.000

Annexure (I) contains a Table of Entitlements for GetBucks Shareholders with respect to the Renounceable Rights Offer.

2.5.3 DIRECTORS

The Directors intend to vote in favour of the Resolutions with respect to their own shareholdings. Full details concerning the current Directors of GetBucks are more fully set out on page 14 of this Circular.

2.6 DIVIDEND POLICY

In accordance with the Company's Articles of Association, the Company may declare dividends in a general meeting, but no dividend shall be payable otherwise than out of the profits of the Company. The divided amount shall not exceed the amount recommended by the Directors. The Directors may, if they deem fit and if in their opinion the position of the Company justifies such payment, from time to time declare and pay an interim dividend.

2.7 DIRECTORATE

The Board consists of the following members:

NAME	DESIGNATION
I. Chagonda	Board Chairman
E. Chavora	Managing Director
G. Chiome	Finance Director
G. Nyamuzinga	Independent Non-Executive Director
S. Mahabeer	Non-Executive Director

2.8 DIRECTORS' INTERESTS

The Directors, as detailed above, had the following direct and indirect interests in GetBucks Shares as at the Last Practicable Date.

Name of Director	Direct Shareholding	Indirect	Percentage Holding
Innocent Chagonda	-	-	-
Edwin Chavora	100	-	0.00%
Gabriel Chiome	-	-	-
Gamuchirai Nyamizinga	-	-	-
Shaleetha Mahabeer	-	345,978,477	30.00%
Total	100	345,978,477	30.00%

2.9 DIRECTORS' SERVICE CONTRACTS AND REMUNERATION

With regard to the Directors of GetBucks, there will be no changes to their service contracts and remuneration as a result of the Renounceable Rights Offer. Non-Executive Directors are remunerated based on a pre-agreed rate defined for each committee paid per meeting.

2.10 CORPORATE GOVERNANCE

2.10.1 Board of Directors

The Company has a Board that comprises executive and non-executive Directors. The Directors bring to the Board a wide range of expertise as well as significant professional and commercial experience.

The Board of Directors is comprised of five (5) directors, two (2) of whom are executive directors and three (3) non-executive directors. Of the three (3) non-executive directors two (2) are independent non-executive directors. The Chairperson of the Board, as well as the respective chairpersons of all the Board committees, are non-executive directors. The Board meets regularly to review results, dictate policy, formulate overall strategy and approve the budgets. They have introduced structures of corporate governance, certain functions and responsibilities have been delegated to the following committees. Their terms of reference and composition are regularly reviewed. The board meets at least quarterly.

2.10.2 Remuneration & Nominations Committee

The committee discusses and advises on matters pertaining to human resources, staff retention, and remuneration of non-executive directors, executive directors and staff. The committee meets at least quarterly.

2.10.3 Audit & Risk Committee

The Committee oversees the Company's financial reporting process, monitoring the integrity and appropriateness of the Company's financial statements; evaluating the adequacy of the Company's financial and operational processes, compliance, internal controls and risk management processes and the selection, compensation, independence and performance of the Company's independent and internal auditors. The Committee meets at least four times a year. The Committee meets regularly with the Company's internal and independent auditors. Both the internal and independent auditors have unrestricted access to the Committee to ensure their independence and objectivity. The committee meets at least quarterly.

2.10.4 Loans Review

The Loans Review Committee assesses compliance of the loan book with the lending policy and regulations. The Committee conducts loan reviews independent of any person or Committee responsible for sanctioning credit. The committee meets at least quarterly.

2.10.5 Credit Committees

The Credit Committee's main responsibilities are to consider loan applications beyond the discretionary limits of the Executive Credit Committee and to direct the formulation of, review and monitor the credit principles and policies of the Company. The committee meets at least quarterly.

2.10.6 Nominations Committee

The Nominations Committee's mandate is to select and recommend for appointment Board members, Executive Directors and senior personnel. It is also entrusted with Board and Management succession planning. The committee meets at least quarterly.

2.10.7 Executive Committee

The Executive Committee is the operational management forum responsible for the delivery of the Company's operational plans. The Executive Committee acts as a link between the Board and management and is responsible for implementation of operational plans, annual budgeting and periodic review of strategic plans, as well as identification and management of key risks. The committee meets at least monthly.

2.10.8 Assets and Liabilities Committee ("ALCO")

The ALCO's objective is to derive the most appropriate strategy for the Company in terms of the mix of assets and liabilities given its expectations of the future and potential consequences of interest rate movements, liquidity constraints and capital adequacy within acceptable risk frameworks. The committee meets at least monthly.

2.10.9 Solvency, Liquidity and Working Capital Statement

The Directors are of the opinion that, post the Transaction, both the issued Ordinary Share Capital and working capital of GetBucks Bank will be adequate to finance operations on a sustainable basis going forward.

2.11 LITIGATION STATEMENT

On the 20th of August 2024, Al Shams Global Limited issued summons out of the High Court of Zimbabwe against the Company under case reference number HCHC596/24. The case involves a claim for US\$1,548,443.85 being unpaid loan which was advanced to GetBucks under a Memorandum of Agreement for Foreign Currency Auction Discounting Funding entered between GetBucks and the said Al Shams Global Limited. The facility was utilised by GetBucks to discount foreign currency amounts awarded to its customers on the foreign currency auction system by the RBZ pending settlement by the RBZ. However, the RBZ failed to avail funds from its auction currency system resulting in GetBucks failing to meet its obligations towards Al Shams Global Limited. In the circumstances, GetBucks has taken legal steps to join the RBZ to this matter. In the meantime, GetBucks was issued with Treasury Bills in lieu of the said US\$1,548,443.85 owed to it by the RBZ under the foreign currency auction system. The Board will endeavour to ensure that appropriate measures are taken to mitigate the impact of the case on the Company's business performance.

2.12 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of GetBucks, being, 1st Floor Unity Court, 64 Kwame Nkrumah Avenue, Harare, Zimbabwe from the Opening Date to the Closing Date, both days inclusive.

- this Circular,
- Certificate of Incorporation of GetBucks;
- Memorandum and Articles of Association of GetBucks;
- Share Register of GetBucks;
- the audited financial statements of GetBucks for the two financial years ended 31 December 2023 and 31 December 2024, and for the six months period ended 30 December 2023;

On behalf of the Board, I implore you to take your Company's interest into account and trust that you will participate in this capitalisation exercise.

Yours sincerely,

CHAIRMAN

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given as shown below, collectively and individually accept full responsibility for the accuracy of the information given in this Circular and certify that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement in this Circular false or misleading, that they have made all reasonable enquiries to ascertain such facts and that this Circular contains all such information required by law.

The Directors also confirm that this Circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) that investors and their professional advisors would reasonably expect to find, for purposes of making informed assessment of the assets and liabilities, financial position, profits and losses and prospects of GetBucks Bank in order to vote at the AGM.

Signed at Harare, on this 14th day March, 2025 by the following, being Directors of GetBucks:

NAME	DESIGNATE	SIGNATURES
Innocent Chagonda	Independent Non-Executive Chairman	<i>Signed on original</i>
Edwin Chavora	Managing Director	<i>Signed on original</i>
Gabriel Chiome	Finance Director	<i>Signed on original</i>
Gamuchirai Nyamuzinga	Independent Non-Executive Director	<i>Signed on original</i>
Shaleetha Mahabeer	Non-Executive Director	<i>Signed on original</i>

4. DETAILS OF THE RENOUNCEABLE RIGHTS OFFER

4.1 TERMS OF THE RENOUNCEABLE RIGHTS OFFER

3,489,355,131 Ordinary Shares in the authorised share capital of GetBucks are hereby offered to GetBucks Shareholders, registered as at the close of business on Thursday, 03 April 2025 being the Record Date, for subscription at a ZWG price equivalent to US\$0.0029 each, payable in full on acceptance, in the ratio of 3 (three) new Ordinary Shares for each Ordinary Share held.

The new Ordinary Shares being offered to members will rank *pari passu* with the existing Ordinary Shares of the Company from the date of their issue.

Renounceable Letter of Allocation

The renounceable Letter of Allocation to be collected by Shareholders from Friday, 11 April 2025 sets out the entitlement of the person to whom this Circular is addressed.

4.2 OPENING AND CLOSING OF THE RENOUNCEABLE RIGHTS OFFER

The Renounceable Rights Offer opens at 0900 hours on Monday, 14 April 2025 and will close at 1600 hours on Wednesday, 30 April 2025.

Postal acceptances received after 1600 hours on Wednesday, 30 April 2025 will not be accepted.

4.3 ALTERNATIVE ACTION TO BE TAKEN BY THE MEMBERS

4.3.1 Acceptance

Shareholders who wish to accept the Renounceable Rights Offer must return the Renounceable Letter of Allocation in accordance with the instructions contained therein, together with payment as required in paragraph 4.4 on page 18 of this Circular to the following address:

GETBUCKS MICROFINANCE BANK LIMITED

1ST FLOOR UNITY COURT
64 KWAME NKRUMAH AVENUE,
HARARE, ZIMBABWE

The completed Letter of Allocation must reach the above address by no later than 1600 hours on Wednesday, 30 April 2025. The application will be considered complete only when the relative payment has been received.

4.3.2 Renunciation

The Letters of Allocation will provide for renunciation of rights in favour of third parties and will contain detailed instructions in respect of renunciation.

4.4 PAYMENT PROCEDURES

Payment must be made by cash deposit or bank transfer, for the full amount in respect of the Shares for which Shareholders make application. For payments made via the RTGS system, acceptance of the Offer will be regarded as complete upon RTGS payment receipt confirmation by GetBucks.

Payments by cash deposits, Gold Backed Digital Tokens or bank transfers should be made to the following corresponding accounts:

Mode of payment/currency	Designated account details
US\$ cash / Transfer	Account name : Getbucks Microfinance Bank Account number : 001206000000497 Bank : Getbucks Microfinance Bank
ZWG	Account name : Getbucks Microfinance Bank Account number : 001203000000816 Bank : Getbucks Microfinance Bank
GBDT	Account name : Getbucks Microfinance Bank-Rights Issue Account number : 5650K143 Bank : Getbucks Microfinance Bank

4.5 EXCHANGE CONTROL REGULATIONS

Non-resident Shareholders of GetBucks are advised to consult their professional advisors or bankers regarding their individual exchange control position in relation to their participation in the Rights Offer described in this Circular to Shareholders.

4.6 DIVIDENDS

Rights Offer Shares will be eligible for participation in any dividends declared by the Directors with effect from date of issue.

4.7 RIGHTS OFFER SHARE CERTIFICATES

New Rights Offer share certificates will be posted as from Friday, 4 July 2025 (at the risk of the Shareholder) to the Shareholder's address as recorded on the Letter of Allocation unless written confirmation of any change of address is received on time.

5. FINANCIAL INFORMATION

Abridged financial statements

ABRIDGED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	INFLATION ADJUSTED		HISTORICAL COST	
	2023 ZWL	2022 ZWL	2023 ZWL	2022 ZWL
Interest income	11,745,260,654	1,115,009,523	9,995,917,653	727,138,889
Interest expense	(10,914,884,022)	(739,630,594)	(9,289,217,591)	(482,340,426)
Net interest income	830,376,632	375,378,929	706,700,062	244,798,463
Fee and commission income	12,291,666,861	407,682,174	10,460,941,939	265,864,602
Other income	19,759,570,781	1,105,560,455	20,167,276,434	822,060,260
Total net income	32,881,614,274	1,888,621,558	31,334,918,435	1,332,723,325
Operating expenses	(8,831,224,836)	(1,572,410,840)	(7,515,899,294)	(1,025,427,180)
Allowance for expected credit loss	(10,463,941,054)	(47,580,260)	(8,905,438,218)	(31,028,845)
Monetary gain	1,037,905,832	667,878,400	-	-
Profit before taxation	14,624,354,216	936,508,858	14,913,580,923	276,267,300
Income tax expenses	(4,791,349,997)	(47,457,331)	(4,077,724,746)	(30,948,678)
Profit for the year	9,833,004,219	889,051,527	10,835,856,177	245,318,622
Other comprehensive income:				
Revaluation gains on property and equipment	-	1,066,815,762	-	843,462,992
Tax on revaluation of property and equipment	-	(263,716,856)	-	(208,504,052)
Total comprehensive income for the year	9,833,004,219	1,692,150,433	10,835,856,177	880,277,562

ABRIDGED STATEMENT OF FINANCIAL POSITION

	INFLATION ADJUSTED		HISTORICAL COST	
	2023	2022	2023	2022
	ZWL	ZWL	ZWL	ZWL
ASSETS				
Cash and cash equivalents	28,245,514,511	694,902,616	28,245,514,511	549,415,054
Loans and advances to customers	11,391,660,922	1,930,921,152	11,391,660,922	1,526,655,858
Investment properties	21,651,840,004	653,903,916	21,651,840,004	517,000,004
Other assets	9,498,471,327	124,318,325	9,488,431,462	90,076,157
Intangible assets	30,294,620	6,227,173	24,219,700	3,736,866
Property and equipment	71,755,358	1,469,675,166	47,795,863	1,151,149,830
Right of use asset	135,495,653	24,215,373	110,318,627	15,612,468
Tax receivable	11,055,186	-	11,055,186	-
Total assets	71,036,087,581	4,904,163,721	70,970,836,275	3,853,646,237
EQUITY AND LIABILITIES				
Equity attributable to the owners:				
Share capital	250	250	116	116
Share premium	18,416,603	18,416,603	8,562,235	8,562,235
Revaluation reserve	1,144,937,493	1,144,937,493	793,886,312	793,886,312
Retained earnings	10,232,375,359	399,371,140	11,308,836,684	472,980,507
Total equity	11,395,729,705	1,562,725,486	12,111,285,347	1,275,429,170
Non-current liabilities				
Borrowings	36,963,670,515	53,725,529	36,963,670,515	42,477,340
Deferred tax liability	5,103,693,258	407,618,002	4,343,547,499	265,822,753
	42,067,363,773	461,343,531	41,307,218,014	308,300,093
Current liabilities				
Borrowings	5,118,502,293	1,722,337,374	5,118,502,293	1,361,742,005
Deposits from customers	8,570,996,566	798,751,028	8,570,996,566	631,521,352
Other financial liabilities	3,883,495,244	355,938,715	3,862,834,055	274,228,272
Tax payable	-	3,067,587	-	2,425,345
	17,572,994,103	2,880,094,704	17,552,332,914	2,269,916,974
Total equity and liabilities	71,036,087,581	4,904,163,721	70,970,836,275	3,853,646,237

STATEMENT OF CASHFLOWS

	INFLATION ADJUSTED		HISTORICAL COST	
	2023	2022	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before income tax	14,624,354,216	936,508,858	14,913,580,923	276,267,300
Adjustments for:				
Depreciation and amortisation	72,564,708	72,996,113	61,756,896	47,603,461
Fair value adjustments	(19,619,819,788)	(684,500,087)	(20,048,340,000)	(547,471,244)
Profit on disposal of non current assets	(13,361,436)	(53,172,948)	(11,371,379)	(34,676,043)
Net impairment	410,403,600	32,022,661	349,277,952	20,883,160
Interest income	(11,745,260,654)	(1,115,009,523)	(9,995,917,653)	(727,138,889)
Interest expense	10,914,884,022	739,630,594	9,289,217,591	482,340,426
Changes in working capital:				
Increase in loans and advances to customers	(9,460,739,770)	(2,065,688,225)	(9,865,005,064)	(1,347,111,581)
Increase in other assets	(9,374,153,002)	(79,622,881)	(9,398,355,305)	(51,925,021)
Increase in deposits from customers	7,772,245,538	846,871,551	7,939,475,214	552,276,215
Increase / (decrease) in other financial liabilities	3,527,556,529	(281,471,755)	3,588,605,783	(183,558,127)
Cash (utilised) in operations	(12,891,326,037)	(1,651,435,642)	(13,177,075,042)	(1,512,510,343)
Interest received	12,911,299,153	1,583,876,911	10,988,285,993	1,032,904,629
Interest paid	(6,291,813,711)	(244,177,833)	(5,354,708,899)	(159,237,383)
Income tax paid	(13,480,531)	-	(13,480,531)	-
Net cash flows utilised in operating activities	(19,176,647,163)	(1,963,172,206)	(7,556,978,479)	(638,843,097)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from disposal of property, plant and equipment	13,917,409	54,581,081	11,844,545	233,596,376
Purchase of property, plant and equipment	(46,180,707)	(26,245,115)	(39,302,537)	(17,115,409)
Additions to intangible assets	(28,932,762)	(5,168,410)	(24,623,507)	(3,370,510)
Purchase of investment property	-	(44,605,295)	-	(29,088,760)
Net cash (outflows) / inflows from investing activities	(61,196,060)	(21,437,739)	(52,081,499)	184,021,697
CASH FLOWS FROM FINANCING ACTIVITIES				
New borrowings	43,382,614,037	2,863,052,073	36,921,193,175	1,867,101,995
Repayments	(1,899,644,483)	(1,640,681,631)	(1,616,710,806)	(1,069,949,085)
Net cash flows generated from financing activities	41,482,969,554	1,222,370,442	35,304,482,369	797,152,910
Net increase / (decrease) in cash and cash equivalents	22,245,126,331	(762,239,503)	27,695,422,391	342,331,510
Cash and cash equivalents at the beginning of the year	694,902,616	408,394,724	549,415,054	207,083,544
Inflation effect on cash and cash equivalents	5,304,808,498	1,048,747,395	-	-
Cash and cash equivalents at the end of the year	28,244,837,445	694,902,616	28,244,837,445	549,415,054

6. ANNEXURES

6.1 ANNEXURE I: TABLE OF ENTITLEMENTS

Set out below is a table of entitlements for GetBucks Microfinance Bank Shareholders to the Rights Offer Shares Based on Rights Offer Ratio.

Shareholders	Shares Held	Shares Entitlements	US\$ Equivalent Cost of Entitlements
Ever Prosperous Worldwide Limited	1,153,261,592	3,459,784,776.00	10,033,375.85
Hombasha Investments Pvt Ltd	7,936,989	23,810,967.00	69,051.80
Amai Grace Mugabe Mazowe Orphanage	877,192	2,631,576.00	7,631.57
FJHM Projects Zimbabwe	200,000	600,000.00	1,740.00
Old Mutual Life Ass Co Zim Ltd	180,267	540,801.00	1,568.32
Brands Africa PF-Invesci	125,543	376,629.00	1,092.22
Corpserve Nominees Pvt Ltd	73,153	219,459.00	636.43
Gweza Edwin	30,120	90,360.00	262.04
Van Der Berg Facilities Management (Pvt) Ltd	30,000	90,000.00	261.00
Chiganze Masimba	29,860	89,580.00	259.78
Mandara Alfred	25,000	75,000.00	217.50
Nyapokoto Simon	20,000	60,000.00	174.00
Mswaka Simbarashe	20,000	60,000.00	174.00
Chirewa Tariro Tendai Michelle	15,000	45,000.00	130.50
Mswaka Tapiwa	15,000	45,000.00	130.50
Madamombe Marjorie	15,000	45,000.00	130.50
Dumba Osman	10,710	32,130.00	93.18
Lloyd Corporate Capital P/L	10,700	32,100.00	93.09
Tynos Chapfuwa Charingirah Trust	10,636	31,908.00	92.53
Karels Hugo	10,300	30,900.00	89.61
Other Minorities	221,315	663,945.00	1,925.44
Total	1,163,118,377	3,489,355,131	10,119,130

6.2 ANNEXURE (II): NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 7th Annual General Meeting (“AGM”) of the shareholders of GetBucks Microfinance Bank Limited (“GetBucks” or the “Company”) will be held virtually on the following link: <https://teams.live.com/join/9377301870332?p=JCKKAwhilpCtesBrOc> on Wednesday the 7th of April 2025 at 16:30pm for the purpose of transacting the following business:

TO CONSIDER and, if deemed fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

ORDINARY BUSINESS

1. Approval of Financial statements and Reports

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 December 2023 and 31 December 2024 together with the reports of the Directors and Auditor thereon.

2. Election of Directors

- i. To note the appointment of Mr. Gabriel Chiome as the Finance Director effective from 1 July 2023.
- ii. To note the appointments of Messrs. Innocent Chagonda and Gamuchirai Nyamuzinga as Non-Executive Directors effective 8 February 2024 and 25 September 2024 respectively.
- iii. To note the appointment of Ms. Shaleetha Mababeer as Non-Executive Directors 25 September 2024.

3. Approval of Directors’ Fees

To approve Directors’ Fees for 2023 as appears on Page 21 of the Abridged Financial Statements for the year ended 31 December 2023 and for 2024 as appears on Page 2 of the Abridged Financial Statements for the year ended 31 December 2024.

4. External Auditors

- i. Approve the appoint Crowe Chartered Accountants as the Company’s external auditor until the conclusion of the next Annual General Meeting.
- ii. To approve the remuneration of the auditors for 2023 and 2024 the reappointment of Crowe Chartered Accountants (Zimbabwe) as auditors of the Company for the current year.

5. Dividend

To note that no dividend was declared by the Directors in 2023 and 2024

SPECIAL BUSINESS

1. As an Ordinary Resolution – Redenomination of issued share capital to ZWG

“That, subject to the approval of the Chief Registrar of Companies and Other Business Entities, the authorized share capital of the Company be redenominated from US\$2 000 comprising 20 000 000 000 ordinary shares of a nominal value of US\$0.0000001 each, to ZWG2 000 comprising 20 000 000 000 ordinary shares of a nominal value of ZWG0.0000001 each.”

2. As a Special Resolution – Approval for capital raising by way of a Renounceable Rights Offer

“That the Directors be and are hereby authorised to raise an equivalent of US\$10,119,129.88 (Ten million One Hundred And Nineteen Thousand One Hundred And Twenty Nine United States Dollars and Eighty Eight cents) by way of a Renounceable Rights Offer to all shareholders, pro rata to their existing shareholding, being the offer of 3,489,355,131 (Three Billion Four Hundred And Eighty Nine Million Three Hundred And Fifty Five Thousand One Hundred and Thirty One) new ordinary shares of a nominal value of ZWG0.0000001 each, at a ZWG Rights Offer subscription price equivalent to US\$0,0029 per share, on the basis of three (3) new ordinary shares for every ordinary share held.”

3. As an Ordinary Resolution – To place unissued shares under the control of Directors

“That, the balance of the authorised but unissued ordinary shares of the Company, be placed under the control of the Directors for an indefinite period, to be issued in compliance with the terms of the Memorandum and Articles of Association of the Company, provided that no issue will be made which would effectively transfer the control of the Company without the prior approval of the Shareholders in a general meeting.”

4. Directors' authority to give effect to the above resolutions

“THAT the Directors of the Company be and are hereby authorised to do any and all such things as may be necessary to give effect to the above resolutions.”

BY ORDER OF THE BOARD

Company Secretary

NOTES:

1. Voting eligibility
 - a) On a show of hands, every Shareholder who (being an individual) is present in person or by proxy at the AGM or which (being a company or body corporate) is represented thereat by a representative appointed as proxy, shall have one vote (irrespective of the number of shares held), and on a poll, every Shareholder who (being an individual) is present in person or by proxy at the general meeting or which (being a company or body corporate) is represented by proxy at the general meeting, shall have one vote for every Getbucks Microfinance Bank Limited share of which it is the holder.
2. Appointment of Proxies
 - a) In terms of Section 171 of the Companies and Other Business Entities Act (Chapter 24:31), members entitled to attend the above meeting may appoint one or more proxies, to act in the alternative, to attend, speak and vote on their behalf, including voting on a poll. A proxy need not be a member of the Company.
 - b) Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the Proxy Form in a representative capacity, unless previously recorded by the Company's transfer secretaries or waived by the chairperson of the AGM. This authority must take the form of a resolution of the corporate body.
 - c) Completion of a Proxy Form does not preclude a person from subsequently attending the AGM and voting in person.
 - d) Proxy forms must reach the Company's registered office not less than 48 hours before the meeting.
3. Company's Financial Statements
 - a) The electronic copies of the Company's Financial Statements and Directors' and Auditors' Report for the financial year ended 31 December, 2023 and 31 December, 2024 are available on the following link: <https://getbucksbank.com/>.
4. Results of the AGM
 - a) Results of the AGM will be published on the Company's website on the following link <https://getbucksbank.com/>

6.3 ANNEXURE (III): PROXY FORM FOR THE ANNUAL GENERAL MEETING

I/We
(Name in block letters)

of

being a holder of Shares in the above Company hereby appoint:

1.or failing him/her

2.or failing him/her

3. the Chairman of the AGM.

As my/our proxy to act for me/us at the AGM of shareholders to be held virtually at 16:30 pm on 7 April 2025 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name in accordance with the following instructions:

ORDINARY AGM BUSINESS RESOLUTIONS	For	Against	Abstain
1. Approval of Financial Statements and Reports To receive, consider and adopt the Financial Statements of the Company and the reports of Directors and Auditors for the year ended 31 December 2023 and 31 December 2024			
2. Election of Directors i. To note the appointment of Mr. Gabriel Chiome as the Finance Director effective from 1 July 2023. ii. To note the appointments of Messrs. Innocent Chagonda and Gamuchirai Nyamuzinga as Non-Executive Directors effective 8 February 2024 and 25 September 2024 respectively. iii. To note the appointment of Ms. Shaleetha Mababeer as Non-Executive Directors 25 September 2024			
3. Approval of Directors' fees To approve the fees paid to Directors of the Company in 2023 as appears on Page 21 of the Abridged Financial Statements for the year ended 31 December 2023 and in 2024 as appears on Page 2 of the Abridged Financial Statements for the year ended 31 December 2024.			
4. External Auditors i. To note the resignation of Grant Thornton (Zimbabwe) as the Company's external auditor with effect from 23 July 2023. ii. To approve the appointment of Crowe Chartered Accountants (Zimbabwe) as the Company's external auditor with effect from 8 February 2024. iii. To approve the remuneration of the Auditors for 2023 and for 2024. iv. To reappoint Crowe Chartered Accountants (Zimbabwe) as auditors for the current year.			
5. Dividend To note that no dividend was declared by the Directors in 2023 and 2024.			
SPECIAL BUSINESS RESOLUTIONS	For	Against	Abstain
1. Redenomination of issued share capital "THAT, subject to the approval of the Chief Registrar of Companies and Other Business Entities, the authorized share capital of the Company be redenominated from US\$2 000 comprising 20 000 000 000 ordinary shares of a nominal value of US\$0.0000001 each, to ZWG2 000 comprising 20 000 000 000 ordinary shares of a nominal value of ZWG0.0000001 each."			
2. Rights issue to all shareholders "THAT the Directors be and are hereby authorised to raise an equivalent of US\$10,119,129.88 (Ten million One Hundred And Nineteen Thousand One Hundred And Twenty Nine United States Dollars and Eighty Eight cents) by way of a			

Renounceable Rights Offer to all shareholders, pro rata to their existing shareholding, being the offer of 3,489,355,131 (Three Billion Four Hundred And Eighty Nine Million Three Hundred And Fifty Five Thousand One Hundred and Thirty One) new ordinary shares of a nominal value of ZWG0.0000001 each, at a ZWG Rights Offer subscription price equivalent to US\$0.0029 per share, on the basis of three (3) new ordinary shares for every ordinary share held.”			
3. To place unissued shares under the control of Directors “ THAT , the balance of the authorised but unissued ordinary shares of the Company, be placed under the control of the Directors for an indefinite period, to be issued in compliance with the terms of the Memorandum and Articles of Association of the Company, provided that no issue will be made which would effectively transfer the control of the Company without the prior approval of the Shareholders in a general meeting.”			
4. Director’s authority to give effect to the above resolutions “ THAT the Directors’ of the Company be and are hereby authorized to do all such things as may generally be necessary to give effect to the above Resolutions.”			

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

Every person present and entitled to vote at the AGM shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Signed at _____ on this _____ day of _____, 2025

FULL NAME.....

SIGNATURE.....

NOTES TO THE FORM OF PROXY

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and speak in his stead. The person appointed need not be a member.
2. Proxy forms should be lodged at the registered office of the Company by no later than 48 hours before the time of holding the meeting.
3. Any alterations or corrections made to this form of proxy (including the deletion of alternatives) must be initialed by the signatory/signatories.
4. Shareholders are requested to submit key questions in writing at least five days before the date of the meeting to enable comprehensive answers to be prepared. This will not preclude them from raising questions from the floor.
5. If two or more proxies attend the meeting then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
6. When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
7. The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
8. Please be advised that the number of votes a member is entitled to is determined by the number of shares recorded on the share register on the Record Date.

PHYSICAL AND POSTAL DELIVERY

REGISTERED OFFICE
Getbucks Microfinance Bank Limited
1st Floor Unity Court
64 Kwame Nkrumah Avenue
HARARE

6.4 ANNEXURE (IV): LETTER OF ALLOCATION

LETTER OF ALLOCATION

RENOUNCEABLE LETTER OF ALLOCATION (LA): Please read the instructions and notes contained in this letter of entitlement in conjunction with the Rights Offer document to which it relates. If you are in any doubt as to the action to be taken, you should contact your stockbroker, bank manager or other professional advisor.

TO TAKE UP YOUR RIGHTS; Please complete and return this form in terms of instructions (3) below

A. Letter of Election number:	
B. Name and address of GetBucks Shareholder	
C. Number of fully paid GetBucks Shares registered in your name at the close of business on Wednesday, 09 April 2025:	
D. Number of GetBucks Shares which can be subscribed for at ZWG equivalent of US\$0.0029 per share	
E. Amount payable on the above number of GetBucks Shares offered in terms of the Rights Offer:	

F. ACCEPTANCE

If you wish to subscribe for these new GetBucks Shares which have been offered to you, simply return this letter of allocation to GetBucks Microfinance Bank Limited at 1st Floor Unity Court, 64 Kwame Nkrumah Avenue, Harare, Zimbabwe together with your bank-stamped RTGS form or cash deposit slip as proof of payment in favour of “GetBucks Rights Offer” by no later than 1600 hours on Wednesday, 30 April 2025. The corresponding bank details for payments are as follows:

Mode of payment/currency	Designated account details
US\$ cash / Transfer	Account name : Getbucks Microfinance Bank Account number : 001206000000497 Bank : Getbucks Microfinance Bank
ZWG	Account name : Getbucks Microfinance Bank Account number : 001203000000816 Bank : Getbucks Microfinance Bank
GBDT	Account name : Getbucks Microfinance Bank-Rights Issue Account number : 5650K143 Bank : Getbucks Microfinance Bank

G. FORM OF RENUNCIATION/SPLITTING

(To be completed by the Shareholder named above if the right to subscribe for Rights Offer Shares is to be renounced or if this letter is to be split)

TO: The Directors
GetBucks Microfinance Bank Limited

I/We, the Shareholder(s) named above, hereby renounce my/ our right to subscribe for the Rights Offer Shares allocated to me/us stated above in favour of the person(s) signing the registration application form (Section I) in relation to such Rights Offer Shares.

Signature..... Date.....

I/We, the GetBucks Shareholder(s) named above hereby request you to split my Letter of Allocation for the GetBucks Shares allocated to me/us stated above as follows:

1.
2.
3.
4.
5.

SignatureDate.....

H. REGISTRATION APPLICATION FORM

(To be completed by person(s) or his/her/their agent to whom the right has been renounced).

PLEASE PRINT

Surname/Name of Company and Physical Address	
First names in (full, if applicable)	
Title (Mr, Mrs, Miss, Ms, etc.)	

I/we, the person(s) named above, hereby confirm that I/we have the legal capacity to contract and request you to allot the Shares covered by this Letter of Allocation in my/our name(s). I/we authorise you to place my/our name(s) on the register of members of the Company in respect of the Shares so allocated, subject to the conditions set out overleaf and in the Memorandum and Articles of Association of the Company.

SIGNATURE (S).....DATE.....

1. TERMS OF THE RIGHTS OFFER

3,489,355,131 Ordinary Shares in the issued share capital of GetBucks Microfinance Bank Limited are hereby offered to GetBucks Microfinance Bank Limited Shareholders, registered as such on the close of business on Thursday, 03 April 2025, being the Record Date, for subscription in cash at a ZWG price of US\$0.0029 per Share, payable in full on acceptance, at a ratio of 3 (three) Rights Offer Shares for every GetBucks Microfinance Bank Limited Share currently held.

This Renounceable Letter of Allocation sets out the entitlement of the person to whom this Document is addressed.

2. TIME AND DATE OF OPENING AND CLOSING OF RIGHTS OFFER

The Rights Offer will open at 0900hrs on Monday, 14 April 2025 and close at 1600hrs on Wednesday, 30 April 2025.

3. COURSES OF ACTION

Set out below are the options available to GetBucks Microfinance Bank Limited shareholders with respect to their rights in terms of the Rights Offer:

3.1 Acceptance – SUBSCRIBE for all the Rights Offer Shares

The Shareholder who receives a Renounceable Letter of Allocation and wishes to take up their rights in terms of the Rights Offer, is required to complete the Renounceable Letter of Allocation in accordance with the instructions contained therein and forward it clearly marked – “GetBucks Microfinance Bank Limited Rights Offer”, together with proof of payment in accordance with paragraph 4 on page 30 of this section to the following address:

GETBUCKS MICROFINANCE BANK LIMITED, 1ST FLOOR UNITY COURT, 64 KWAME NKRUMAH AVENUE, HARARE, ZIMBABWE.

The completed Letter of Allocation and proof of payment must reach the above address no later than 1600hrs on Wednesday, 30 April 2025.

3.2 Splitting

A Shareholder who wants to take up some but not all of his rights should first apply to have the Letter of Allocation split by completing section G on the Letter of Allocation, and returning it by hand only (during normal business hours) to GetBucks Microfinance Bank Limited, 1st Floor Unity Court, 64 Kwame Nkrumah Avenue, Harare, Zimbabwe to be received by 1200 hours on or before Wednesday, 23 April 2025. The Shareholder should then deliver the split Letters of Allocation representing the Rights Offer Shares he/she wishes to accept together with a copy of proof of payment in favour of “GetBucks Microfinance Bank Limited Rights Offer”, to the addresses shown in clause 3.1 above, to be received by 1600 hours, Wednesday, 30 April 2025, being the closing time and date of the Rights Offer.

3.3 Renunciation – ELECT not to follow rights

The right to subscribe for the Rights Offer Shares in GetBucks, as detailed in this Document, to be renounced (nil paid) in favour of some other person is executed by completing the Letter of Allocation in accordance with the instructions contained therein. The duly completed Letter of Allocation with proof of payment from the person in whose favour the renunciation has been made should be forwarded clearly marked to GetBucks Microfinance Bank Limited, 1st Floor Unity Court, 64 Kwame Nkrumah Avenue, Harare, Zimbabwe to be received by 1600 hours on Wednesday, 30 April 2025, the closing date of the Rights Offer.

In the event that the Company does not receive a duly completed Letter of Allocation from a Shareholder by Wednesday, 30 April 2025, it will be presumed that the particular Shareholder has waived his rights.

4. PAYMENT

The amount due on acceptance is payable in the currencies of ZWG or US\$ or GBDT in respect of subscriptions and should be made payable to “GetBucks Microfinance Bank Limited”. Corresponding account details are as follows:

Mode of payment/currency	Designated account details
US\$ cash / Transfer	Account name : Getbucks Microfinance Bank Account number : 001206000000497 Bank : Getbucks Microfinance Bank
ZWG	Account name : Getbucks Microfinance Bank Account number : 001203000000816 Bank : Getbucks Microfinance Bank
GBDT	Account name : Getbucks Microfinance Bank-Rights Issue Account number : 5650K143 Bank : Getbucks Microfinance Bank

Copies of the RTGS instruction, and/or cash deposit slips and the completed Letters of Allocation should be lodged at the addresses shown in clause 3.1 above.

5. EXCHANGE CONTROL

Letters of Allocation by Shareholders whose registered address is outside Zimbabwe, will be endorsed “Non-Resident”. Non-resident Shareholders are encouraged to seek authority through their respective authorised dealers.

6. DIVIDENDS

The directors have resolved that there will not be any dividend declared in respect of the financial year ended 31 December 2024.

7. RIGHTS OFFER SHARE CERTIFICATES

The share certificates in respect of the Rights Offer Shares will be distributed to Shareholders within sixty (60) days from the date of closure of the Rights Offer.

8. DOCUMENTS

GetBucks reserves the right to call for documentary or other evidence that they may require in support of the acceptance.

9. SIGNATURE

All alterations to sections C and D must be authenticated by a full signature. Joint applications must be signed by all the applicants.

10. REGISTERED ADDRESS

Share certificates will be posted at the risk of the Shareholder within sixty (60) days from the date of closure of the Rights Offer to the Shareholder’s address as recorded overleaf, unless specific instructions to the contrary in writing and signed by the person(s) concerned are received by the Company.

BY ORDER OF THE BOARD

COMPANY SECRETARY