ZIMPLOW

ENGINEERING PERFORMANCE

Annual Report 2025

Our Mission, Vision, Brand Promise and Values

Our Mission

To provide agricultural, mining and infrastructural engineering solutions through internationally acclaimed brands.

Our Vision

To be the dominant supplier of choice for quality and innovative equipment solutions.

Our Brand Promise

We promise reliability of our premium brands, people and financial strength so that our customers can focus on their core business whilst we take care of their equipment and maintenance needs.

Our Values

- **Integrity**
  We act honestly and ethically.
- **Respect**
  We respect people for who they are.
- **Teamwork**
  We trust, support and motivate each other.
- **Excellence**
  We deliver quality in our service, react quickly and positively in our interaction with our stakeholders.

About This Report

Zimplow Holdings Limited is pleased to present its Annual Report for the period ending 31 December 2025. This report provides our stakeholders with the information needed to assess our performance, impacts, and contributions to the economy, environment, society, and sustainable development in Zimbabwe.

It includes an overview of the operations of Zimplow Holdings Limited within Zimbabwe. All references to 'our', 'we', 'us', 'Zimplow', and 'the Group' throughout this report refer to Zimplow Holdings Limited.

Reporting Frameworks

This report has been prepared with consideration of the following:

- Companies and Other Business Entities Act [Chapter 24:31];
- International Financial Reporting Standards (IFRS) Accounting Standards;
- Securities and Exchange (Victoria Falls Stock Exchange Listings Requirements) Rules, 2020; and
- Global Reporting Initiative (GRI) Standards (2021);

The report includes elements of IFRS Sustainability related disclosures (IFRS S1 and S2) applied in the identification of material sustainability and climate related risks and opportunities. Although these standards are not yet mandatory in Zimbabwe, the Group, took a proactive forward looking approach by aligning selected disclosures for an anticipated implementation of the Public Accountants and Auditors Board (PAAB) of Zimbabwe roadmap.

Sustainability Data

The report was prepared using a combination of qualitative and quantitative data from Group policy documents, records, and personnel responsible for the key issues discussed. In some cases, estimates were made and validated to ensure alignment with the Group's operational activities. Some of the sustainability data was updated as a result of improvement in measurements.

Assurance

The financial information was audited by Grant Thornton Zimbabwe, in accordance with the International Standards on Auditing (ISAs), with the independent auditors' report included alongside the financial statements on pages 90 to 122. The sustainability data was verified for compliance with the GRI Standards by the Institute for Sustainability Africa (INSAF), an independent expert in the field. A GRI Content Index is available on pages 127 to 129. The sustainability information in this report has not been externally assured.

Report Declaration

The Directors accept responsibility for ensuring that this report has been prepared with reference to the GRI Standards (2021), as issued by the Global Sustainability Standards Board (GSSB).

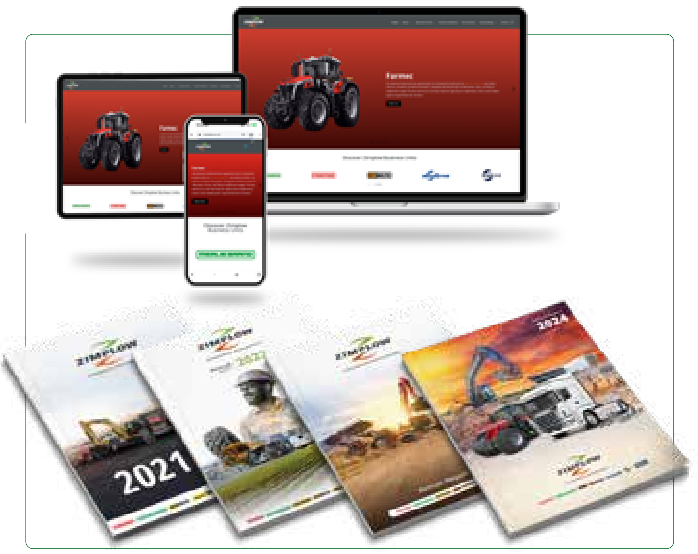
All financial information is presented in US$.

Forward Looking Statements

This report may contain forward-looking statements about the Group's future performance and prospects. However, these statements do not guarantee future outcomes, as they are subject to various known and unknown risks and uncertainties. Stakeholders are advised not to place undue reliance on these forward-looking statements. We are committed to providing updates on any revisions to these statements in response to events or circumstances that arise after the publication of this report, whether expected or unexpected.

Online Copy

A copy of this report can be accessed at **https://zimplow.co.zw/**



Feedback

We value and welcome your feedback on how we can enhance our reporting. If you have any enquiries or suggestions, please share your comments with Sharon Manangazira at **smanangazira@zimplow.co.zw**

B. N. Kumalo	**W. Swan**
Chairman	Group Chief Executive Officer
31 March 2026	31 March 2026

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Welcome To
MEALIE BRAND

How Our Annual Report Aligns with the GRI Standards

Mission | Vision | Values

Climate
Read about our climate change initiatives.
see page 64

Explore our approach to climate-related risks and opportunities.
see page 64

Learn about our efforts to reduce greenhouse gas emissions.
see page 67

Materiality
The topics that we found most material to us. Read more about our materiality identification and determination process.
see page 52

Our Materiality Assessment is discussed in detail on pages 51 to 52 of the report, highlighting key areas of focus, including stakeholder input, identification of significant economic, environmental, social and governance topics, and how these align with our long-term strategy and sustainability goals.
see page 51

Stakeholder Engagement
Stakeholder engagement is outlined in the 'Engaging Our Stakeholders' section on page 49 and is integrated throughout our report.
see page 49

ESG Pillars

Economic
The key highlights for the economic pillar, including economic performance, tax practices, competition and benchmarking, and the business operating environment.
see pages 80 to 82

Environment
The environmental pillar, highlighting our water conservation, energy efficiency, and waste reduction efforts through recycling and responsible disposal.
see pages 58 to 67

Social
Our key efforts focus on strengthening community ties, promoting fair employment, and ensuring workplace safety.
see pages 75 to 77

Governance
Key areas focus on leadership structure and our strong governance standards. Read the Group CEO'S Statement found on page 10.
see pages 28

Value Creation

How do we add value?
Read about our value creation model.

Our value creation model is detailed in the 'Corporate Overview' section on page 24 - 25 and is discussed throughout the report.
see page 24

Chairman's Statement

INTRODUCTION

It is my pleasure to present you with the Group's audited financial statements for Zimplow Holdings Limited ("the Group") for the full year ended 31 December 2025.

OPERATING ENVIRONMENT

The financial year 2025 was largely characterised by relative currency stability on the back of a solid monetary policy framework and improved foreign currency inflows. As at 31 December 2025, the weighted annual inflation rate stood at 13.3% as determined by ZIMSTATS.

Over and above the factors mentioned, the recovery of the Zimbabwe economy was anchored by an improved 2024/2025 cropping season due to favourable weather conditions and a strong mining output owing to record high global gold prices and rebound in PGM prices.

GROUP PERFORMANCE

The Group witnessed an 85% reduction in loss before tax to US$492,180 against a loss of US$3,437,388 that was recorded in the prior year. The agriculture-related business units demonstrated a marked improvement as Farmec and Mealie Brand swung to profitability at US$418,923 and US$275,165 respectively against a loss in the same period last year. Current year losses attributed to TPS, Trentyre and Powermec stood at US$866,962 and this weighed down the Group owing to supply chain issues and the loss of the Develon franchise. Total comprehensive income for the year was US$1,948,634 emanating from revaluation of plant, land and buildings amounting to US$3,068,900.

In compliance with the applicable IFRS (International Financial Reporting Standards), there are two matters that contributed to the current year loss, being impairment adjustments to goodwill and treasury bills which amounted to US$219,439.

The Group's profit performance is discussed in greater detail by the Group Chief Executive Officer (GCEO) in his report.

SIGNIFICANT MATTERS

Cancellation of disposal of commercial property

On 6 February 2026, the Group cancelled the Agreement of Sale relating to the disposal of an immovable property being Stand 30001, Willowvale, Harare, valued at US$3.2 million. The property disposal had been approved by the Shareholders through an Extraordinary General Meeting (EGM) that was held on 11 December 2025. The property has been classified under Assets held for sale and placed in the open market. Management is actively engaging potential buyers. Shareholders and stakeholders will be advised once a sale is concluded.

Chairman's Statement (continued)

Tax

Differing interpretations of the law with Zimbabwe Revenue Authority (ZIMRA) regarding currency of settlement for tax and approach in tax computations, ZIMRA raised an additional income tax and VAT assessment for the period 2019 to 2022. From the assessment, ZIMRA raised an additional tax obligation of US$1.4 million and ZWG231,616. The tax assessment was received in January 2026 and engagements with ZIMRA for a review on the assessment are underway.

Litigation

Tractive Power Holdings (formerly Barzem) has an on-going court case with former employees wherein the employees are claiming underpayment of salaries and payment of retrenchment package amounting to US$985,359 and US$500 000 respectively. In the case of underpayment of salaries, the Labour Court of Zimbabwe dismissed the claim on 12 February 2026. However, the court awarded the claim by former employees for the payment of retrenchment packages. An appeal has since been lodged at the Supreme Court.

Since all matters arose after the reporting date, they have been fully disclosed as Subsequent events.

DIRECTORATE

The Board continued to exercise rigorous oversight over governance, risk management and strategic execution in line with VFEX requirements, ensuring that the Group remained resilient amidst these operating challenges. Mr Grant Pio resigned as a Non-Executive Director of the Board of Directors on 31 March 2025. Mr Pio served on the Board since May 2020, during which time he made invaluable contributions to the Group. The Board would like to express its sincere gratitude for his services.

Mr Willem Swan was confirmed as the substantive Group Chief Executive Officer (GCEO) with effect from 31 March 2025. Prior to his appointment, Mr Swan was the Group Chief Operating Officer (GCOO) and had been Acting GCEO since 1 April 2024. The Board, Management and Staff wish him success in his new role.

DIVIDEND

The Board will not declare a dividend as the Group is focused on returning to profitability.

OUTLOOK

The Group looks forward to an improved financial performance in 2026 anchored by the agriculture related business units on the back of an encouraging 2025/2026 weather pattern. Mealie Brand and Farmec are the key flagship businesses within the Group. The 2025/2026 weather pattern is projected to be normal to above normal. Furthermore, the Board identified a renowned global brand for a distributorship to cover the mining and infrastructure equipment supply in replacement of the Develon franchise. The Board is encouraged that this strategic initiative will see the Group reclaiming its foothold in the mining and infrastructure equipment supply segment.

The Board is closely monitoring the effects of the Middle East conflict considering fuel price escalations and supply chain disruptions resulting in increased lead times and downstream inflationary pressures. The Group if needed, will take appropriate measures to ensure the Group's balance sheet is preserved.

APPRECIATION

I would like to extend my appreciation to Management and Staff for their hard work during the period under review. I would also like to thank my fellow Board members for their continued commitment and guidance and to our valued stakeholders for their support.

B. N Kumalo
Board Chairman

31 March 2026

ZIMPLOW HOLDINGS LIMITED IN FOCUS

Our Performance In Review

Sustainability Highlights

Financial Highlights

TOTAL ASSETS (US$)

2025	42,845,517
2024	41,155,933

OPERATING PROFIT (US$)

2025	(118,513)
2024	(3,164,552)

REVENUE (US$)

2025	33,544,323
2024	29,778,706

CASH GENERATED FROM OPERATIONS (US$)

2025	(179,178)
2024	(58,976)

Social Highlights

TOTAL EMPLOYEES (Headcount)

2025	460
2024	356

AVERAGE TRAINING HOURS

2025	1.37
2024	1.41

LOST TIME INJURY

2025	8
2024	7

Environmental Highlights

ELECTRICITY (kWh)

2025	2,050,500
2024	1,438,650

OIL (Litres)

2025	18,325
2024	15,060

GROUND WATER (Litres)

2025	481,975
2024	382,879

WASTE DIRECTED TO DISPOSAL (LANDFILL) (Tons)

2025	68
2024	9

*Ground water and waste directed to disposal-by-disposal operation (Landfill) figures are based on estimates.

Review of Operations: Chief Executive Officer's Statement

The Group recorded revenue growth of 13%, achieving total revenue of US$33,544,323 compared to US$29,778,706 in the prior year. Despite this growth, the Group posted a loss before tax of US$492,180, a significant improvement from the prior year loss of US$3,437,388, reflecting enhanced cost management measures and ongoing efforts to enhance overall operational efficiency.

This improved performance is particularly notable given the pressures of liquidity constraints in the broader economy, supply chain delays, and the inflationary cost environment. Despite this, our teams remained steadfast in driving value, protecting margins, and enhancing customer service.

Our balance sheet also strengthened meaningfully, with gearing reduced to 2%, well below our 5% target, improving financial resilience and giving us the flexibility required for continued operational investment.

Mealie Brand

The business unit delivered positive financial performance, supported by strong demand across both local and export markets and underpinned by a proactive inventory strategy. The year reflected a recovery trajectory, with an operating loss incurred in the first half of the year but offset by a return to profitability by year end at US$275,165 profit before tax, driven by strategic initiatives including the introduction of lower-priced second-tier products, enhanced procurement efficiencies, improved factory performance, and concerted cost containment. Volumes grew significantly across key product lines, with implements increasing by 88% (local) and 81% (export), and spares by 73% (local) and 32% (export), while hoes exceeded expectations due to improved availability and strong brand preference.

Growth was further supported by increased participation from formal distributors following improved regulatory enforcement, alongside competitive pricing. Two-wheel tractor volumes rose by 39% year-on-year, reflecting a shift towards mechanised farming among smallholder farmers. The business unit also established a foothold in the mining segment, achieving encouraging initial offtake and strengthening stakeholder relationships.

Farmec

The business achieved solid revenue growth of 13%, underpinned by strong execution anchored on the availability of MF200 series tractor units, which accounted for 78% of total tractor volume sales. The units were procured by way of a line of credit that was secured through a local financial institution, ensuring a consistent supply. Parts sales recorded a strong recovery, generating total revenue of US$2.16 million, which was 20% above the prior year, driven by effective supply chain management. In addition, efforts to improve response rates and enhance customer experience resulted in a 47% increase in service hours during the period under review. The Business Unit closed the year with a commendable profit before tax of US$418,923, reversing the prior year's loss position.

The implements, parts, and workshop divisions each delivered commendable growth, with workshop hours up 47% and parts revenue increasing by 20% over prior year. While inventory holdings remain high, particularly in high horsepower tractor stock, We have liquidation plans for FY2026 and improved debtor management strategies already showing results.

CT Bolts

The Business Unit matched its prior year performance in terms of revenue, closing the year at US$1.2 million. Revenue growth was hampered by long lead times experienced during the year under review. On a positive note, the business unit margins improved slightly, reaching a full-year average of 53% compared to the prior year's average of 52%. Management is focused on improving the stock pipeline in the coming year to support revenue growth. Furthermore, Management interventions including stricter debtor enforcement, and refreshed pricing strategies are already underway to restore momentum.

TPS

The Business Unit experienced a challenging trading period, with the termination of the Develon Distribution Agreement in December 2024. This adversely affected stock availability and the long-term sustainability of the business. Overall, revenue declined by 35% compared to the prior year, and the business recorded a year-end loss of US$366,200 before tax. Following the closure, the FAW business was transferred to another business unit within the Group to ensure continuity and seamless service provision to customers.

Review of Operations: Chief Executive Officer's Statement (continued)

Powermec

The Business Unit recorded a 2% negative variance in turnover compared to the prior year, mainly due to stock gaps caused by delayed shipments of generator containers. As a result, sales volumes lagged behind prior year, closing 3% lower. Although the business unit managed to secure stock regionally to bridge the gap, this impacted overall profitability, as the margins were suppressed. Consequently, the business recorded a loss before tax of US$92,446 for the year. Management has intensified efforts to grow the solar line of business to mitigate the fluctuations experienced in the genset segment, which is influenced by national grid stability. During the year under review, solar revenue grew by 193% compared to the prior year. The unit has strategically positioned itself to elevate the business to a higher level in 2026.

Trentyre

Trentyre recorded a 19% decline in revenue compared to the previous year, largely attributable to reduced sales volumes in new tyres. This performance was primarily impacted by supply chain disruptions, with extended container lead times, coupled with congestion at the Beira Port, resulting in intermittent stock shortages. During the period, the competitive landscape intensified as informal market participants gained direct access to tyre manufacturers, enabling procurement at source and exerting downward pressure on prices. In response, Trentyre realigned its pricing strategy to remain competitive, placing additional strain on margins. Amid these challenges, the business has strategically pivoted towards the Off-The-Road (OTR) segment. Encouragingly, this shift began to yield positive momentum toward the close of the 2025 financial year, positioning the Business Unit for improved performance in 2026. Notwithstanding the revenue pressures, Trentyre maintained strong financial discipline, achieving a 28% reduction in operating expenses compared to the prior year

Scanlink

The business unit recorded a profit before tax of US$248,477 against a prior year performance of US$65,533. Truck and bus volumes increased by 47% compared to the prior year, reflecting the benefits of sustained demand for Scania products. This encouraging performance in vehicle sales underscores the resilience of the market and the effectiveness of the BU's operational execution. Parts revenue declined marginally by 1% during the period, largely due to increased availability of aftermarket parts, which intensified competition in this segment. Despite this pressure, the business maintained its market presence through a disciplined and responsive approach to pricing and customer engagement. Service hours grew by 5% year-on-year, supported by continued efforts to enhance response times and elevate the overall customer experience. This improvement highlights the Business Unit's focus on strengthening aftersales capabilities and delivering consistent value to customers. Looking ahead, the Business Unit is well positioned to sustain profitability while driving further growth in both vehicle sales and aftersales. Continued focus on operational efficiency, customer service excellence, and market responsiveness will remain key to delivering improved performance in the coming year.

OUTLOOK AND STRATEGIC FOCUS

Our priorities for 2026 are as follows:

1. **Deepen Focus on the Agricultural Sector:**
   Agriculture remains our most profitable and stable segment. We will continue to invest in product availability, after-sales support, regional expansion, and cost-efficient procurement, whilst strengthening the infrastructure equipment repairs portfolio to reduce exposure to weather related adverse conditions.
2. **Restore Margin and Operational Discipline Across Mining & Logistics:**
   Turnaround programs in CT Bolts and Trentyre will be executed with urgency, while Powermec and Scanlink will be positioned for sustainable growth.
3. **Strengthen Cash Generation and Working Capital Cycles:**
   Debtor management and inventory rightsizing will be aggressively pursued to protect cashflows.
4. **Enhance Group-Level Capital Structure and Cost Efficiency:**
   With gearing at just 2%, we have room to optimize capital allocation while continuing to streamline overheads.
5. **Driving Customer-Centric Excellence:**
   By fostering a company-wide culture that deeply understands and anticipates customer needs, leveraging real-time feedback and data to provide personalised, high-quality, and proactive experiences at every touchpoint.

W. Swan
Group Chief Executive Officer

31 March 2026

Awards, Memberships and Certifications

MEALIE BRAND

Award

Top Exporter Award in the Agricultural Implements Awarded by ZIMTRADE

Leading local brand in agricultural equipment production at the Zim Brands Awards 2025.

Certifications

ISO 9001:2015 Quality Management System (QMS) (Mealie Brand).

Memberships

- ADMA
- CZI

C.T. BOLTS

Award

Gold Winner for Outstanding Construction Material Supplier by the Zimbabwe CEO's Network.

Memberships

Association of Mine Managers

Memberships

FARMEC	POWERMEC	TrenTyre ZIMBABWE	SCANLINK
ADMA	Renewable Energy Zimbabwe	Motor Industry Association of Zimbabwe	Motor Industry Association of Zimbabwe

Professional Memberships

- Association of Chartered Certified Accountants (ACCA)
- Institute of Chartered Accountants (ICAZ)
- Institute of People Management Zimbabwe (IPMZ)
- Institute of Internal Auditors (IIA)
- Zimbabwe Institute of Engineers (ZIE)
- Zimbabwe Institute of Occupational Health and Safety (ZIOSH)
- Institute of Marketing Management (IMM)
- Chartered Institute of Management Accountants (CIMA)
- Law Society of Zimbabwe (LSZ)
- Institute of Directors of Zimbabwe (IoDZ)

CORPORATE OVERVIEW

Corporate Overview

Group Profile

Legacy

Zimplow Holdings Limited is a leading distributor of globally recognised brands across Zimbabwe and a regionally recognised manufacturer of small scale farming implements. With 8 decades of experience, the Group has established a strong reputation for delivering reliable equipment solutions and comprehensive after-sales support.

The Group represents various brands including FAW, Scania, Massey Ferguson, Valtra, Perkins, Monosem, Mealie Brand, and CT Bolts. Zimplow operates through divisions such as Mealie Brand, Farmec, Powermec and CT Bolts, as well as subsidiaries including Trentyre, Scanlink, Tractive Power Holdings, Manica Road Investments, and Birmingham Investments.

Zimplow remains committed to sound corporate governance, sustainability, and long-term value creation for stakeholders.

Ownership

Zimplow is listed on the Victoria Falls Stock Exchange (VFEX). The following is an outline of the Top Ten (10) Shareholders for Zimplow Holdings Limited:

28.73%	Chepstow Investments Limited
16.22%	Stanbic Nominees (Private) Limited
8.46%	Pioneer Development Company (Private) Limited
8.15%	Essential Proposition Properties
7.24%	Kencor Holdings (Private) Limited
5.73%	Charter Mining (Private) Limited
5.34%	Clan Services (Private) Limited
4.58%	Unifreight Africa Limited
3.80%	Yumiko Investments (Private) Limited
2.13%	Barloworld Equipment UK Limited

Corporate Structure

AGRICULTURAL

FARMEC

100%

Mechanised Equipment

- Tractors
- Combine Harvesters
- Implements
- Parts
- Service

- Massey Ferguson
- Falcon
- Agromaster
- Monosem
- Valtra
- Baldan
- Kverneland

MEALIE BRAND

100%

Farming Equipment

- Ploughs
- Implements
- Small scale
- Service

- Master Farmer
- Mealie Brand

MINING AND INFRASTRUCTURE

POWERMEC

100%

Industrial and Domestic

- Generators
- Engines
- Solar
- Parts
- Service

- Perkins
- Aiko
- Solis
- Sunwoda
- Longi
- Kodak
- Pylontech
- Deye
- Sunsynk

C.T. BOLTS

100%

Fasteners

- Nuts and Bolts
- Specialised Fasteners

- CT Bolts

LOGISTICS AND AUTOMOTIVE

TrenTyre ZIMBABWE

100%

Tyres

- TBR
- PCR
- RETREADS
- OTR
- Service

TBR:
- Honsway
- Sunful
- Aelos

PCR:
- Dunlop
- Goodyear
- Onyx
- Sava
- GTX

OTR:
- JK
- Seyoun
- Marcher
- Techking

SCANLINK

100%

Industrial and Commercial Vehicles

- Trucks
- Buses and coaches
- Parts
- Generators
- Engines
- Service

- Scania
- FAW

Our Brands

FARMEC

MASSEY FERGUSON

MONOSEM

BALDAN

Kverneland

agromaster

FALCON
Est. 1985
works for you!

VALTRA

MEALIE BRAND

MEALIE BRAND

Master Farmer

C.T. BOLTS

POWERMEC

Perkins

solis

SUNWODA ENERGY

JinKO Solar

SCANLINK

SCANIA

FAW

TrenTyre ZIMBABWE

Tractive Power Holdings T/A TPS (Formerly Barzem Enterprises)

MANICA ROAD
Investments

Our Business Units

FARMEC

Farmec, a wholly owned division of Zimplow Holdings Limited, is the Group's flagship brand for mechanised agricultural equipment. The division holds franchise agreements for leading global brands including Massey Ferguson and Valtra tractors, as well as combine harvesters, and distributes implement ranges such as Monosem, Vicon, and Falcon.

With branches strategically located in key agricultural regions across Zimbabwe, Farmec provides farmers with equipment, parts, and technical support, serving both small-scale and large commercial farming operations.

Bulawayo
Corner Falcon and Wanderer Street
Tel: +263 772 720 759, 08677 007184
Email: sales@farmec.co.zw

Chiredzi
54 Chironga Road
Tel: +263 772 720 759, 08677 007184
Email: sales@farmec.co.zw

Harare
36 Birmingham Road, Southerton
Tel: +263 024 2754612/9, 08677 007184
Email: farmec@farmec.co.zw.
Website: www.farmec.co.zw

Marondera
19 Smithfield way
Tel: +263 772 609 357, 08677 007184
Email: sales@farmec.co.zw

Mutare
12 Aerodrome Road
Tel: +263 712 978 789, 08677 007184
Email: sales@farmec.co.zw

MEALIE BRAND

A 100% owned division of Zimplow Holdings Limited, Mealie Brand is Zimbabwe's largest manufacturer and distributor of animal-drawn agricultural implements, including ploughs, harrows, rippers, and planters. The division supplies land preparation, cultivation, and planting equipment across Sub-Saharan Africa.

Certified under the ISO 9001:2015 Quality Management System, Mealie Brand maintains high manufacturing standards that meet both local and export market requirements. Guided by its slogan, "From Generation to Generation," the brand is renowned for producing durable small-scale farming equipment that supports subsistence farmers across Zimbabwe and the region through an extensive distribution network.

Bulawayo
39 Steelworks Road, Heavy Industrial Sites
Tel: +263 029 2880667/71363-4, 08677 007184
Email: sales@zimplow.co.zw

Harare
36 Birmingham Road, Southerton
Tel: +263 024 2754612-9, 08677 007184
Email: sales@zimplow.co.zw

Our Business Units (continued)

POWERMEC

Powermec is a fully owned division of Zimplow Holdings Limited and serves as the authorised supplier of Perkins engines, spare parts, and related services in Zimbabwe. The division offers a range of solar solutions, from domestic to industrial applications, including installations, solar panels, inverters and batteries.

As the official distributor of Perkins engines, Perkins-powered generators, and genuine aftermarket spares, Powermec provides high-quality products and reliable services to its customers, ensuring that their power and energy needs are consistently met.

Bulawayo
Corner Falcon Street and Wanderer Avenue, Belmont.
Tel: + 263 9 471591-4/467746, 08677 007184
Email: powermec@powermec.co.zw

Harare
36 Birmingham Road, Southerton.
Tel: + 263 024 2754612/9, 08677 007184

10 Harrow Road, Msasa, Harare, Zimbabwe
Tel: + 263 024 2754612-9
Email: powermec@powermec.co.zw

C.T. BOLTS

CT Bolts, a 100% owned division of Zimplow Holdings Limited. The Company is a leading distributor of mild steel and high tensile bolts, nuts, nails, threaded rods, wire nails, and a wide range of fasteners, including specialised products for the mining, construction, agriculture, and infrastructure sectors. CT Bolts plays a vital role in the economy, as its products are essential across a broad spectrum of industries, from the most basic to the most advanced sectors.

Harare
36 Birmingham Road, Southerton
Tel: + 263 024 2754612-9, 08677 007184
Email: sales@ctbolts.co.zw / buyer@ctbolts.co.zw
Website: www.ctbolts.co.zw

10 Harrow Road, Msasa, Harare, Zimbabwe
Tel: + 263 024 2754612-9

Bulawayo
Corner Falcon Street and Wanderer Avenue, Belmont.
Tel: + 263 9 471591-4/467746, 08677 007184
Email: sales@ctbolts.co.zw

Our Business Units (continued)

Scanlink Scanlink (Pvt) Ltd, a 100% owned subsidiary of Zimplow Holdings Limited, was established in 2004 and incorporated into Zimplow in 2021. The Company is the sole distributor of Scania products in Zimbabwe, offering both vehicle sales and after-sales support for Scania vehicles in the country.

Bulawayo
15 Plumtree Road, Belmont, Bulawayo
Tel: + 263 766 655656 / +263 767 676956
Email: info@scanlink.co.zw

Harare
3001 Dagenham Road, Willowvale, Harare, Zimbabwe
Tel: +263 8677009732
Email: info@scanlink.co.zw

Tredcor Zimbabwe (Private) Limited, trading as Trentyre Zimbabwe, is a 100% owned subsidiary of Zimplow Holdings Limited, established in 1996 and incorporated into Zimplow in 2021. The Company is the authorised distributor for the Goodyear brand of tyres in Zimbabwe. Trentyre Zimbabwe offers a variety of services, including re-treading solutions, fleet tyre management, tyre fitting services, and the distribution of various brands of new vehicle tyres.

Originally established as a partnership between the multinational tyre distribution and re-treading subsidiary of the globally renowned Goodyear Tire and Rubber Company and the local Company Clan Services (Private) Limited, Trentyre Zimbabwe has become a key player in the country's tyre industry.

Bulawayo
Factory: 15 Plumtree Road, Belmont, Bulawayo
Tel: +263 8677009732
Email: sales@Trentyre.co.zw

Harare
- Head Office and Accounts
3001 Dagenham Road, Willowvale, Harare, Zimbabwe
- Willowvale Branch and Retread Factory
177 Erith Road, Willowvale
Tel: +263 8677009732
Email: sales@Trentyre.co.zw

Our Business Units (continued)

Property Holding Companies

Manica Road Investments

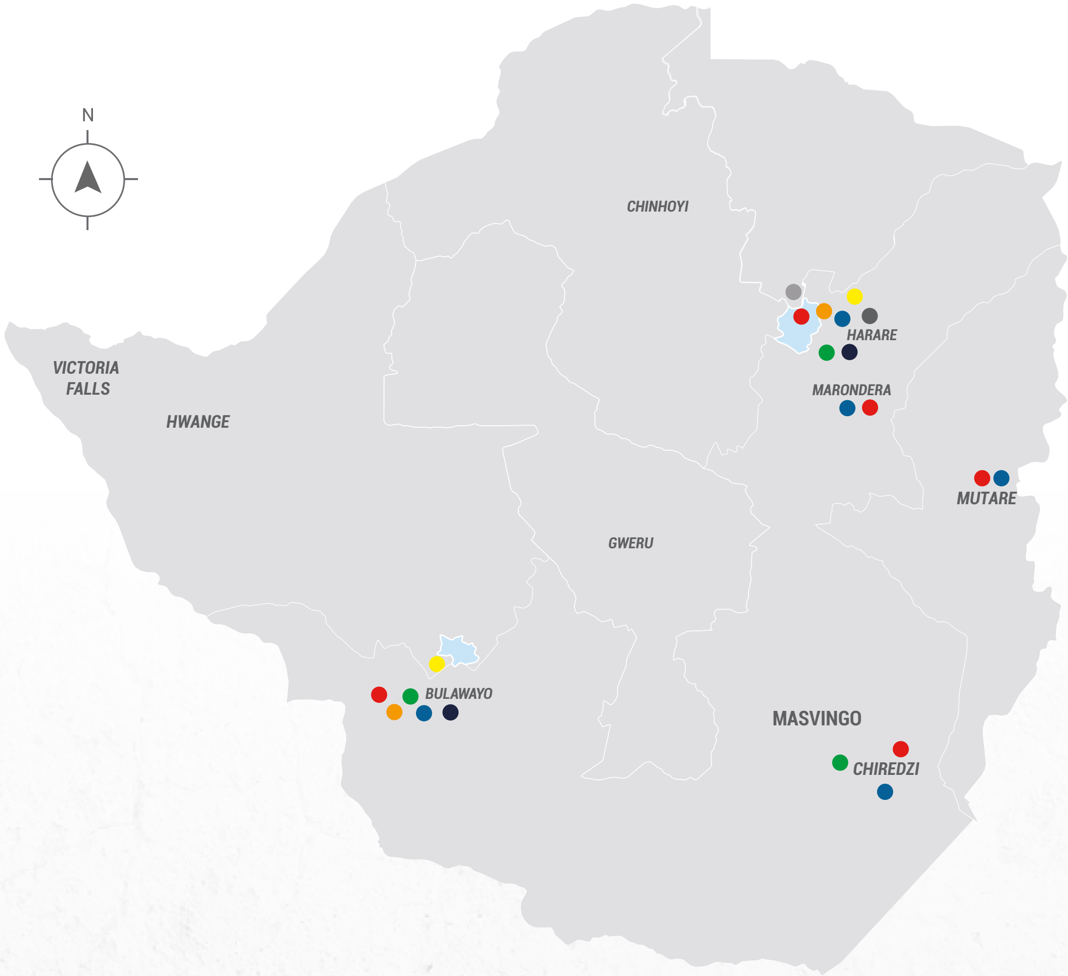
Manica Road Investments is a 100% owned subsidiary of Zimplow Holdings Limited. The Company is a property holding investment entity that owns the property used by Zimplow for office accommodation, showrooms, and workshops.

Tractive Power Holdings T/A TPS (Formerly Barzem Enterprises)

Tractive Power Holdings T/A TPS (Formerly Barzem Enterprises) is a 100% owned subsidiary of Zimplow Holdings Limited.

Our Geographical Distribution Channels

Our Group's SBU's cover a large proportion of Zimbabwe.
Our branches are spread out across all the country's provinces.



Harare	Chiredzi	Marondera	Mutare	Bulawayo
Headquarters	Farmec	Farmec	Farmec	Mealie Brand
Powermec	Powermec	Powermec	Trentyre	Scanlink
CT Bolts	Mealie Brand			Trentyre
Farmec				CT Bolts
Mealie Brand				Powermec
Scanlink				
Trentyre				

*We have sales representatives that undertake regular visits to existing and new customers across the country.

Our Timeline Story

1939

FOUNDED
The Company is founded.

1951

STOCK EXCHANGE
The Company is listed on the Stock Exchange.

2006

CT BOLTS
The Company enters the fasteners market through the acquisition of CT BOLTS.

2008

TASSBURG
The Company acquires TASSBURG to consolidate its position in the fasteners market.

2011

AFRITRAC
Acquisition of African Traction and Associated Technologies. (AFRITRAC).

2013

RESTRUCTURING

Group Restructuring. Disposal of Puzey and Payne. Disposal of Tassburg. Delisting of Tractive Power Holdings. New corporate identity.

TPH

Purchase of Tractive Power Holdings.

2015

STRATEGY REFINEMENT

Rationalisation and restructuring strategy for all business units.

US$5 million Rights issue. Exit from CASE franchise.

2021

ACQUISITION

Scanlink, Trentyre and Birmingham Properties.

2022

TPS

Resuscitation of Tractive Power Holdings now trading as Tractive Power Solutions.

2023

MAJOR CAPITAL MARKETS SHIFTS

Delisted from the Zimbabwe Stock Exchange (ZSE) and relisted on the Victoria Falls Stock Exchange (VFEX) adopting the US dollar reporting requirements

2024

STAFF RATIONALISATION

To further improve operational efficiencies

Our Value Creation Model

INPUTS

Capital

Component of Capital

Financial

Finance
- Appropriate debt/equity funding
- Optimal divisional capital structures
- Access to capital

Manufactured

Infrastructure and facilities
- Geographic footprint
- Workshop and storage facilities
- Training facilities

Intellectual

OEM and Intellect
- Captive brands
- State of art operating systems
- Premium customer solutions

Human

People
- Human capital
- Skilled workforce

Social and relationship

Building long term relationships
- Stakeholder engagement

Natural

Natural resources
- Land
- Water
- Clean energy

BUSINESS ACTIVITY

Activities that add value

SOURCE
Plant and equipment from OEMs and own products.

PLACE
Our products and sales (of plant and equipment), services, maintenance and repair, storage, and solutions (supply chain optimisation) at the disposal of our customer.

GROW
Our customer base and demand for our products.

OUTCOMES

Impact on stakeholders

SHARED VALUE
Long-term value creation for all our stakeholders including the communities in which we operate.

IMPACT ON CAPITAL

- Optimised intellectual capital
- Improved social and relationship capital
- Developed human capital
- Consumed natural capital

OUTPUTS

Key products, solutions and impact

Flexible, value adding, innovative customer solutions in:

- Earthmoving mining and infrastructure.
- Power systems and electric power.
- Material handling and lift trucks.
- Agricultural equipment.
- Solar.

Training and development

- Skills development.
- Required talent pool.
- Increase performance and productivity.


FARMEC
MEALIEBRAND
BOLTS
POWERMEC
SCANLINK

OUR BUSINESS PRACTICES

OUR GOVERNANCE

Board of Directors

Benjamin N. Kumalo
Chairman
(Independent)

Tenure: 5 years 1 month

Key Skills:
Business Management in the manufacturing, tourism and automotive industries.

Other Commitments:
Doves Life Assurance and Zimbabwe Revenue Authority

***Willem Swan**
Group Chief Executive Officer

Tenure: 1 year 6 months

Key Skills:
Agribusiness Management.

Lance Kennedy
Non-Executive
(Non-Independent)

Tenure: 11 years 6 months

Key Skills:
Agribusiness Management.

* Willem resigned from the Board with effect from 1 May 2026

Board of Directors (continued)

Hamish Rudland
Non-Executive
(Non-Independent)

Tenure: 1 year 5 months

Key Skills:
Business Management in the transport, logistics, agriculture, agro-processing, distribution and property sectors.

Other Commitments:
TSL Limited, Pioneer Development Company (Private) Limited, and Unifreight Holdings Limited

Angeline Vere
Non-Executive
(Independent)

Tenure: 2 years 6 months

Key Skills:
Corporate governance, Compliance, Legal Risk Management, Business Management.

Other Commitments:
Zimbabwe Gender Commission.

Dr. Kalpesh Patel
Non-Executive
(Non-Independent)

Tenure: 10 years 3 months

Key Skills:
Business Management in the steel industry.

Other Commitments:
MP Shah Hospital (Kenya) and Mayfair Insurance (DRC). Steelmakers Zimbabwe.

Benjamin Burr
Non-Executive
(Non-Independent)

Tenure: 1 year 9 months

Key Skills:
Property development and Associated consultancy services.

Other Commitments:
Unifreight Limited, Umfurudzi Park, Chisipite Junior School.

Executive Management

Willem Swan
Group Chief Executive Officer

Charles Chaibva
Group Commercial Director

Sharon Manangazira
Group Corporate Services Executive

Gladys Machawira
Group Risk Audit and Compliance Executive

Heino Detering
Group Procurement Executive

Hatson Chimutsasha
General Manager – Scanlink

Eddington Buranga
General Manager - Farmec

Vinay Doolabh
General Manager - Mealie Brand

**** Dumisani Masuku**
Business Head - Trentyre

Vincent Chidindi
Business Head - Powermec

Brian Munodawafa
Business Head - CT Bolts

**Dumisani Masuku resigned as BU Head for Trentyre on the 31st of December 2025

Corporate Governance

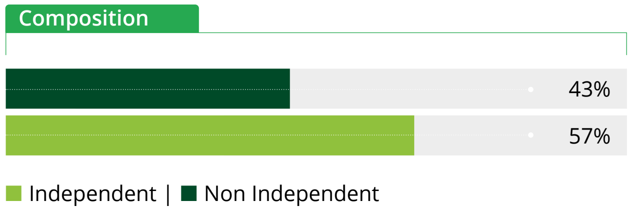
The Board

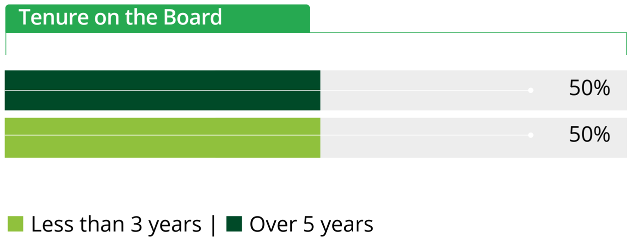
The Board operates in the best interests of the Group and upholds its fiduciary responsibility to act honestly, with appropriate care and attention. It carries out its duties while considering the interests of various stakeholders, including but not limited to current and future investors, potential clients, business partners, employees, and the communities in which it operates. Strong reporting and accountability practices play a vital role in enabling the Board to monitor the Group's Management team effectively. The Board is governed by a charter that outlines its accountability, responsibilities, and obligations to the Group. The Group adheres to the National Code of Corporate Governance Zimbabwe, which outlines the corporate governance standards that businesses in Zimbabwe are expected to follow.

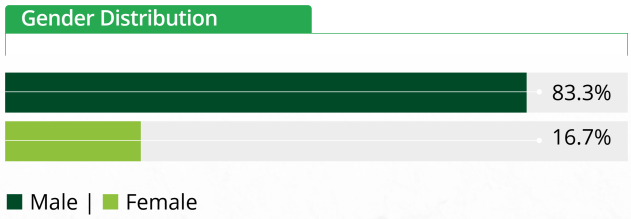
Board Composition

Our Board of Directors includes a non-executive Chairperson, five non-executive Directors and one executive Director. The Board is made up of one female and six male members.

The following data presents the composition of the board, highlighting key metrics such as tenure, age, and gender distribution. This breakdown provides insight into the diversity and experience within the board, showcasing the balance between long-standing expertise and fresh perspectives.







Evaluation of the Board, its Committees and Individual Directors

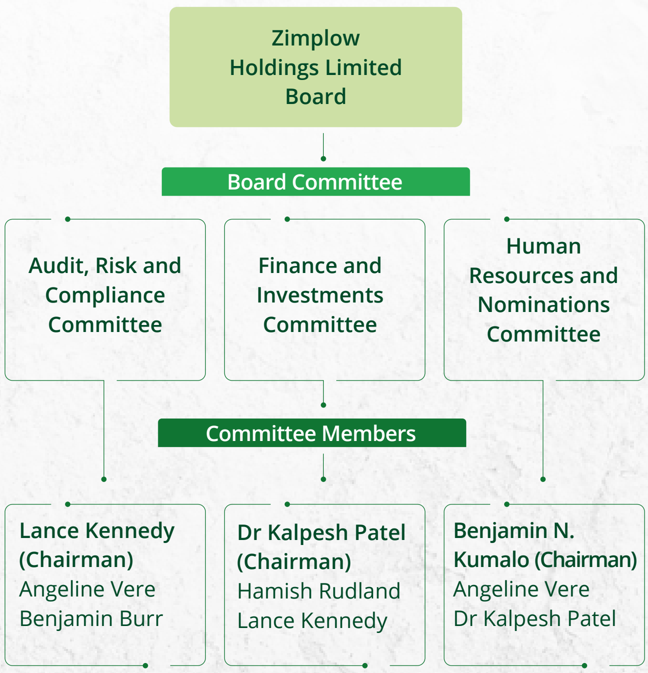
The Board has a framework to assess its performance and that of its committees and their effectiveness. The evaluation process includes a peer review of the Directors' performance. The Board evaluation occurs annually, with any issues identified being referred to the Human Resources and Nominations Committee for review and the development of resolutions to enhance the Board's oversight function.

Conflict of Interest

Board members are required to complete a Conflict-of-Interest Declaration Form every quarter. These forms are distributed as part of the Board pack for each meeting. Any new developments that may affect a Director's independence are highlighted in these forms and submitted either at the meeting or, if the Board is not convening, to the Group Company Secretary. The Board takes the necessary and appropriate actions upon disclosure of any conflict of interest.

Board Meetings

The Board holds at least four scheduled meetings each calendar year. To ensure the effective performance of its duties and responsibilities, the Board established three committees which are depicted below:



Corporate Governance (continued)

Board Committees

The following is an outline of the Board's Committees:

Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee offers independent guidance to Executive Management regarding the suitability of the Group's financial and performance reporting, risk oversight and management systems, and internal control mechanisms, while ensuring adherence to statutory and regulatory obligations.

The Committee convenes at least four times a year. The Group's internal and external auditors assess compliance with financial reporting requirements, evaluate the appropriateness of accounting policies, and review the effectiveness of internal control systems. It examines the findings of both the internal and external auditors. Our auditors are granted unrestricted and/or direct access to the Audit, Risk and Compliance Committee, safeguarding their independence and the impartiality of their reports. This Committee is responsible for overseeing the Group's Economic, Environmental, Social, and Governance (EESG) initiatives. Further, our management team ensures that sustainability standards are enforced and regularly reviewed within the Group.

Human Resources and Nominations Committee

The Human Resources and Nominations Committee comprises three non-executive Directors and is required to meet at least four times a year. This Committee is responsible for determining the remuneration of the Group's executive Directors and approving guidelines for the Group's pay reviews, as well as other matters relating to employees, including employee benefits.

The Committee oversees the implementation of performance-related incentives linked to achieving specified targets in accordance with the Group's performance management system. Additionally, the Committee handles the nomination and assessment of potential Board members, ensuring the Board possesses the right mix of skills and experience relevant to the Group's diverse functions and operations. Key considerations include educational background, leadership qualities, sound judgment, business experience, and familiarity with the Group's activities. The Committee oversees the promotion of diversity within the Board, including factors such as professional background, experience, expertise, perspective, age, gender, and ethnicity.

Finance and Investments Committee

The Finance and Investments Committee is composed of three non-executive Directors and is required to meet four times a year. The Committee supports the Board in evaluating the Group's policies, strategies, transactions, and performance related to investments, divestments, and disposals.

The Committee's mandate covers reviewing proposals concerning loans, borrowings, and capital expenditure. Further, it is responsible for setting, approving, and overseeing the overall borrowing limits for the Group and the individual companies within it. The Committee reviews the Group's annual budgets and business plans, alongside conducting half-year reviews of these plans. It is tasked with the formulation, implementation, and review of the Group's capital and liquidity planning. Additionally, the Finance and Investments Committee provides guidelines for the Group's financing and internal capital management.

Corporate Governance (continued)

Board Meeting Attendances

For the year 2025, the Board and its Committees' attendance at meetings is below:

	Main Board				Audit, Risk and Compliance				HR and Nominations				Finance and Investments			
Director	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Benjamin N. Kumalo	✓	✓	✓	✓	N/A	N/A	N/A	N/A	✓	✓	✓	✓	N/A	N/A	N/A	N/A
** Grant Pio	✓	N/A	N/A	N/A	✓	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Angeline Vere	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A	N/A
Dr Kalpesh Patel	✓	✓	✓	✓	N/A	N/A	N/A	N/A	✓	✓	✓	✓	✓	✓	✓	✓
Benjamin Burr	✓	✓	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Hamish Rudland	✓	✓	✓	✓	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	✓	✓	✓	✓
Lance Kennedy	✓	✓	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A	N/A	✓	✓	✓	✓

KEY

✓- Attended
X- apologies
N/A – Not Applicable

Q1 - Quarter 1
Q2 - Quarter 2
Q3 - Quarter 3

Q4- Quarter 4
** Mr Grant Pio tendered his resignation from the Board of Directors on 27 March 2025.

Board Oversight on Sustainability

The Board is responsible for developing, implementing and overseeing sustainability strategies within the group through the Audit, Risk and Compliance Committee. A governance structure was established to define roles and responsibilities in sustainability reporting, with oversight from designated individuals to ensure accountability and transparency. Standardised procedures for data collection, validation, and storage were implemented to maintain consistency. Ongoing training programs equip employees with knowledge of best practices and regulatory requirements, while stakeholder engagement mechanisms allow for feedback on sustainability initiatives, fostering transparency. A formal management review process ensures that reports are comprehensive and accurate before publication.

A feedback loop facilitates continuous improvement in reporting practices, ensuring alignment with evolving best practices. Through these measures, the Group aims to enhance the credibility and integrity of its sustainability reporting, building trust with stakeholders and demonstrating a commitment to responsible corporate governance.

The Group aims to report on sustainability issues on a quarterly basis to the main Board. Once the annual report is prepared, the Audit, Risk and Compliance Committee should review and send it to the main Board for approval if the Committee is satisfied.

Communication of critical concerns

Our stakeholders are valuable to our operations and existence; therefore we established platforms for them to engage directly with the Board. This allows stakeholders to communicate their needs and expectations and ensure decision making is done with a deliberate aim to meet them. The engagement platforms in place include Annual General Meetings (AGM) and press releases.

Compliance Statement

The Group is governed by legal and regulatory frameworks, with the following being the most important:

- Companies and Other Business Entities Act [Chapter 24:31];
- Income Tax Act [Chapter 23:02];
- Labour Act [Chapter 28:01], as amended by the Labour Amendment Act No.11 of 2023; and
- Securities and Exchange (Victoria Falls Stock Exchange Listings Requirements) Rules, 2020.
- Finance Acts (with annual updates).
- Cyber and Data Protection Act [Chapter 12:07];
- Environmental Management Act (Chapter 20:27);
- Competition Act [Chapter 14:28];
- Factories and Works Act [Chapter 14:08]

During the 2025 reporting period, the Group did not face any fines or penalties for failing to comply with relevant laws and regulations. Due to its strong Legal and Regulatory Risk Management Framework, the Group maintains a zero-tolerance policy towards non-compliance with applicable legal and regulatory requirements. The Directors are not aware of any significant instances of non-compliance within the Group's operations other than those disclosed under note 34.

BUSINESS CONDUCT AND ETHICAL STANDARDS

Business Conduct and Ethical Standards

Business Ethics and Compliance

Zimplow Holdings Limited is committed to maintaining corporate governance, ethical conduct, and regulatory compliance. As a company listed on the Victoria Falls Stock Exchange (VFEX), the Group adheres to the VFEX Listing Requirements and Corporate Governance Guidelines, as well as applicable statutory frameworks in Zimbabwe.

The Group's governance framework is supported by internal policies including the Ethics & Compliance Policy, Procurement Policy, Risk Management Policy, and Human Resources Policy. These policies guide ethical decision-making, transparency, and accountability across the organisation.

The Group Risk, Audit & Compliance function provides independent assurance over financial, operational, and compliance risks. Operating independently from management, the department reports directly to the Board's Audit, Risk and Compliance Committee, strengthening oversight and governance processes.

In line with international reporting practices, the Group's governance and compliance approach aligns with recognised sustainability frameworks, including GRI 2: General Disclosures (2021) relating to governance structures, ethics, and integrity.

Upholding Human Rights

Zimplow is committed to respecting and protecting human rights in accordance with the Constitution of Zimbabwe, national labour legislation, and internationally recognised principles such as the United Nations Guiding Principles on Business and Human Rights (UNGPs) and the International Labour Organisation (ILO) Core Conventions.

The Group promotes fair labour practices, including equitable remuneration, safe working conditions, and respect for employees' freedom of association. Employee well-being is supported through medical aid schemes, training and development programmes, and professional development initiatives.

Policies including the Remuneration Policy, Industrial Relations Policy, Medical Aid Scheme Policy, and Training and Development frameworks reinforce the Group's commitment to workplace fairness and employee development.

These initiatives align with sustainability disclosure standards including GRI 401: Employment, GRI 403: Occupational Health and Safety, and GRI 404: Training and Education, which guide the Group's approach to employee welfare and development.

Addressing Corruption

Zimplow maintains a zero-tolerance approach to bribery, corruption, and unethical conduct. The Group recognises the significant legal, financial, and reputational risks associated with corruption and has implemented robust internal controls to mitigate such risks.

The Anti-Bribery and Corruption Policy govern conduct across all Group operations and applies to employees, suppliers, customers, and other stakeholders. The policy aligns with statutory regulations and VFEX governance expectations and supports ethical business conduct across both public and private sector engagements.

Employee awareness and training programmes reinforce the importance of ethical behaviour and compliance with Group policies. Risk-based audits, procurement controls, segregation of duties, and monitoring of related-party transactions further strengthen the Group's governance framework.

Zimplow's anti-corruption efforts align with internationally recognised sustainability standards including GRI 205: Anti-Corruption, which focuses on corruption risk assessments, employee training, and prevention measures.

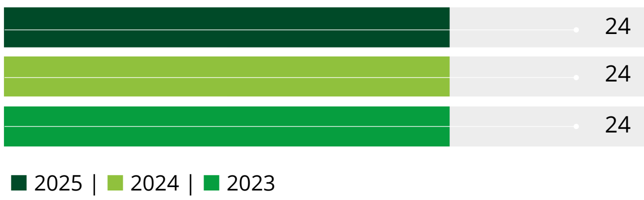
The Group remains committed to continuous improvement in governance and transparency and maintained zero reported incidents of corruption during the reporting period.

ZIMPLOW
ENGINEERING PERFORMANCE

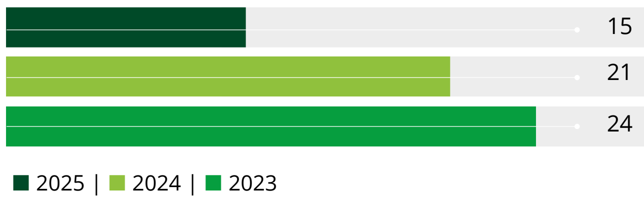
Business Conduct and Ethical Standards (continued)

Statistics on anti-corruption were as follows:

Operations Assessed for Corruption Risk
Count



Management and Executives Trained on Anti-corruption
Count



Diversity and Inclusion

Zimplow remains committed to building a diverse and inclusive workplace that values different perspectives, backgrounds, and experiences. The Group recognises that a diverse workforce strengthens innovation, improves problem-solving, and contributes to stronger organisational performance. Creating an inclusive environment also enhances employee engagement, satisfaction, and retention, as individuals feel respected and empowered to contribute meaningfully.

To support this commitment, Zimplow has implemented policies and frameworks designed to promote equality, fairness, and mutual respect across the organisation. These include the Gender-Based Violence Policy, which protects all employees and ensures a safe working environment; the Recruitment and Selection Policy, which promotes fair and unbiased hiring practices; and the Employment Code of Conduct, which guides respectful and professional workplace relationships.

The Succession and Development Policy further supports diversity by providing equal opportunities for career growth and leadership development, helping the Group cultivate a broad and inclusive talent pipeline.

In addition to policy frameworks, the Group has adopted practical initiatives to strengthen diversity and inclusion across its operations. These include:

- Facilitating Workers' Committees and Women's Forums to provide platforms for dialogue, representation, and support.
- Promoting equal access to training, mentorship, and professional development opportunities across all levels of the organisation.
- Encouraging inclusive recruitment and promotion practices that prioritise merit, capability, and diversity.
- Conducting workplace awareness programmes that promote respect, cultural understanding, and collaboration among employees.

While diversity provides significant benefits, the Group recognises that differences in perspectives and cultural backgrounds can sometimes present challenges if not managed effectively. Zimplow therefore promotes open communication, structured engagement platforms, and clear workplace policies to address potential misunderstandings and foster constructive collaboration.

Through continuous policy review, employee engagement, and practical inclusion initiatives, Zimplow remains committed to creating a workplace that values diversity and harnesses it as a driver of innovation, productivity, and long-term organisational success.

Cybersecurity and Privacy Protection

Cybersecurity and data privacy remain strategic priorities for the Company, underpinning operational resilience, customer trust, and regulatory compliance. During the reporting period, the Company strengthened its security posture through a layered defence approach, including the deployment of enterprise-grade firewalls, endpoint detection and response (EDR), and continuous infrastructure monitoring to mitigate cyber threats in real time. Access to critical systems is governed by role-based controls and multi-factor authentication, ensuring that information is accessed strictly on a need-to-know basis. The Company has implemented robust data protection measures, including encryption of sensitive information, regular system patching, and secure backup and disaster recovery processes. In addition, periodic vulnerability assessments, security audits, and user awareness training were conducted to reduce human-related risks and reinforce a strong cybersecurity culture across the organisation. These initiatives collectively demonstrate the Company's ongoing commitment to safeguarding information assets, protecting personal data, and maintaining compliance with applicable data protection and privacy regulations.

Business Conduct and Ethical Standards (continued)

Security Practices

Zimplow remains committed to safeguarding its employees, customers, assets, and information through a comprehensive security framework that integrates governance, technology, physical safeguards, and employee awareness. Security is recognised as a critical component of our operational resilience and long-term sustainability, and oversight is provided at the highest levels of the organisation. The Board of Directors and Audit Committee receive regular updates on security risks, while the Audit Risk and Compliance Executive lead the implementation of security policies and controls across the Group.

Our cybersecurity program is designed to protect the confidentiality, integrity, and availability of data. This includes the use of multi-factor authentication, role-based access controls, encryption of sensitive information, and continuous monitoring of networks and systems. A resolute Information Technology team operates around the clock to detect and respond to potential threats, supported by regular penetration testing and vulnerability assessments.

Physical security remains equally important in protecting our facilities and employees. Access to Zimplow premises is restricted through secure identification systems and visitor management protocols, while CCTV surveillance and alarm systems provide additional layers of protection deterring unauthorised intrusion. Critical infrastructure and sensitive materials are stored in controlled environments, and emergency preparedness plans are regularly evaluated through fire drills, disaster recovery exercises, and evacuation procedures. Random spot checks and night patrols are conducted to safeguard the group's resources.

These measures are designed to ensure the safety of personnel and the continuity of operations under a range of scenarios.

Recognising that people are the first line of defence, the Group invests heavily in employee safety and security awareness and training. Clear reporting channels are in place to encourage the prompt escalation of suspected incidents, reinforcing a culture of accountability and vigilance.

Compliance with international standards and regulatory requirements highlights our security practices. Zimplow aligns its framework with recognised benchmarks such as ISO 27001 and ISO 27002 which provides guidance on risk assessment, compliance credibility and implementing security controls. Periodic assessments are conducted to validate the effectiveness of controls. Findings from these assessments are reported to management and the Board, with remediation tracked to completion. This ensures transparency and continuous improvement in our security posture.

Zimplow acknowledges that security is a dynamic challenge requiring ongoing investment and adaptation. Emerging technologies such as artificial intelligence-driven threat detection are being evaluated and deployed to strengthen defences, while collaboration with industry partners, contracted security companies and government security agencies enhances our ability to anticipate and respond to evolving risks. Through this integrated approach, we strive to maintain a secure environment that protects stakeholder interests and supports sustainable growth.

ADAPTIVE STRATEGY

Adaptive Strategy

Strategic Positioning

Zimplow Holdings Limited continues to strengthen its position as a leading provider of equipment and support solutions across the agriculture, mining and infrastructure, logistics, and automotive sectors. The Group's strategy is anchored on leveraging globally recognised brands, a well-established distribution network and strong after-sales capabilities to deliver sustainable growth and long-term value to shareholders and stakeholders.

Business Operating Environment

The Group operates within a dynamic environment shaped by macroeconomic conditions, regulatory developments, technological advancements, and evolving customer requirements across the sectors it serves. Economic factors such as inflationary pressures, constrained liquidity, and fluctuations in foreign investment continue to influence market demand and business performance.

In response to these conditions, Zimplow maintains a disciplined and adaptive strategic approach that prioritises operational efficiency, financial prudence, and alignment with customer needs. Continuous monitoring of the operating landscape, supported by stakeholder engagement and market intelligence, enables the Group to remain responsive to changes in the external environment and identify opportunities for growth.

Business Model Resilience

To support long-term sustainability, Zimplow has embedded resilience into its operating model through structured risk management processes and proactive strategic planning. A comprehensive risk matrix, supported by periodic internal audits and management oversight, assists the Group in identifying potential disruptions, assessing their impact, and implementing appropriate mitigation strategies.

The Group's resilience is further strengthened by its diversified business portfolio, strong global brand partnerships, and integrated after-sales service capabilities. These elements provide operational stability, enhance customer confidence, and support the continuity of the Group's value proposition.

Zimplow continues to focus on the following strategic priorities to strengthen its operating model and drive sustainable growth:

- Strengthening market leadership across key sectors through strategic partnerships and strong brand representation.
- Enhancing operational efficiency and cost discipline to sustain profitability in a challenging economic environment.
- Expanding after-sales services to deepen customer relationships and generate recurring revenue streams.
- Maintaining strong governance, risk management, and compliance frameworks to support responsible business practices.
- Driving sustainable growth while delivering long-term value to shareholders and stakeholders.

Through disciplined strategy execution and continuous monitoring of the operating environment, Zimplow remains well positioned to navigate the current macro economic environment.

Adaptive Strategy (continued)

Competition and Benchmarking

Zimplow actively engages in industry benchmarking through its participation in associations such as the Agricultural Dealers and Manufacturers Association (ADMA), which provides valuable retail statistics on market share, unit sales, and product performance across the agricultural equipment sector. These insights enable us to assess its market positioning and make data-driven strategic decisions.

Additionally, Zimplow collaborates with Government entities such as the Ministry of Lands, Agriculture, Fisheries, Water and Rural Development through initiatives like the Agricultural Mechanisation Development Alliance (AMDA), which publishes detailed reports on national mechanisation trends, uptake levels, and regional demand statistics. We conduct customer and stakeholder surveys at every trade show, exhibition, and field day it participates in. These surveys gather feedback on customer satisfaction, brand perception, pricing competitiveness, and product performance. The data is compiled and analysed quarterly, forming part of a broader benchmarking and continuous improvement process.

Furthermore, the Group monitors competitor activity through regular participation in agricultural expos, tracking competitor product launches, pricing strategies, and service offerings. Informal benchmarking also takes place through direct feedback from dealer networks, customer visits, and on-site demonstrations, giving Zimplow valuable real-time insights into market shifts and operational best practices.

Tracking our Targets

Strategic Target	Target	Performance Achieved
Brand recognition	▪ 20% increase in market awareness	66% awareness recorded among surveyed respondents.
Social media following	▪ 15% annual growth in followers	Growth achieved across key platforms, with Farmec recording 30% and Mealie Brand 20% growth.
Customer Advocacy	Improve Net Promoter Score (NPS)	NPS of +15 reflecting a stable base of promoters.

The insights gained through benchmarking and stakeholder engagement continue to inform the Group's competitive strategy. Key focus areas going forward include strengthening customer experience, expanding digital engagement platforms, leveraging customer testimonials and brand ambassadors, and increasing participation in industry exhibitions and field demonstrations.

Through disciplined benchmarking and continuous monitoring of market developments, Zimplow remains committed to enhancing its competitiveness while delivering value-driven solutions to customers across its core sectors.

RISK MANAGEMENT

Risk Management

Enterprise Risk Management

Zimplow adopts a proactive approach to risk management through regular risk assessments, operational audits, and continuous monitoring of internal controls across its business units. Findings are reviewed with management and escalated where necessary to ensure timely corrective action and strong oversight by the Group Audit, Risk & Compliance Committee. The Group also promotes risk awareness through training initiatives and ongoing collaboration with internal and external assurance providers to strengthen its control environment and operational resilience. The Board holds ultimate accountability for risk management and evaluating the effectiveness of the business units' risk management and internal control systems through Audit Risk Committee group.

Approach to Managing Financial Risks

The Group recognises the inherent risks associated with the use of financial instruments, specifically liquidity risk, market risk, and credit risk. The following is a summary of our approach to financial risks:

Risk	Mitigation process
Financial and Operational	Carry out risk analysis and audits at all operations as agreed with the Group Risk, Audit & Compliance Executive, identifying risks and evaluating controls.
Financial and Operational	Discuss the risk control programme and problems with the Business Unit Head/ General Manager and official responsible for risk if different, during each visit and agree recommendations and implementation dates.
Financial and Operational	Submit survey and audit issues reports to the Group Management, who will review the recommendations for their implementation and forward action plan to the CFO, CEO and Group Risk Audit & Compliance Committee.
Financial	Assist in investigation of major loss incidents.
Strategic	Discuss with the CFO/CEO where necessary on high-risk areas whose control environment needs high level oversight
Strategic and Operational	Give guidance on the implementation of risk control standards and specific recommendations.
Strategic and Operational	Assist management with seminars and lectures to promote risk control awareness and staff training
Governance	Review of all Group Policies for compliance with law & regulation.

Risk Management (continued)

Sustainability – related Risks and Opportunities (SRO)

Approach to Managing Sustainability Risks

Sustainability-related risks arise from Economic, Environmental, Social, and Governance (EESG) factors that may influence the Group's operations, reputation, and long-term financial performance. These risks include regulatory changes, climate-related impacts, resource constraints, and evolving stakeholder expectations. At the same time, sustainability presents opportunities for the Group to improve operational efficiency, strengthen brand reputation, and develop innovative products and services that respond to emerging market and environmental needs.

Zimplow actively identifies and evaluates sustainability-related risks across its operations, supply chain, and regulatory environment. Identified risks are assessed based on their likelihood and potential impact, enabling the Group to prioritise mitigation actions. The Group implements targeted strategies that promote responsible environmental practices, enhance social responsibility initiatives, and ensure compliance with relevant sustainability standards. Continuous monitoring, supported by stakeholder engagement and regular performance reviews, enables Zimplow to adapt to emerging ESG trends while supporting sustainable long-term growth.

Our significant sustainability-related risks and opportunities in the reporting period were as follows:

Employee Health and Safety

Our commitment to OHS focuses on creating a safe and healthy work environment for all employees and stakeholders by implementing policies and systems that prevent injuries, illnesses, and accidents, while ensuring compliance with legal and regulatory standards.

Opportunity

- Regular safety talks, upgraded workshop standards, and consistent safety training are in place to reduce downtime.

Financial Implications

- Medical expenses for treatment of injured employees increase operating costs.
- Employees' compensation claims increase operating costs.
- Expenses associated with safety training and awareness programs, thereby increasing operating costs.

Risk

- Potential hazards that can adversely affect the well-being of employees, these risks include physical hazards, such as accidents from machinery, slips, trips, and falls, which can lead to serious injuries or fatalities, reducing productivity.

Risk Management (continued)

Waste Management

Our waste management commitment focuses on minimising environmental impact by responsibly handling, recycling, and disposing of waste, while ensuring compliance with relevant regulations and promoting sustainability.

Opportunity

- Waste segregation and recycling programs.
- Waste management training for employees.
- Investing in cost-effective waste reduction technologies.
- Engaging in community outreach to improve public perception and establish partnerships for resource recovery.

Financial Implications

- Expenses associated with cleaning up contaminated sites and restoring ecosystems, which can be substantial.
- Non-compliance with environmental regulations can result in significant fines, legal fees, and sanctions.
- Extra income from recycling and waste recovery initiatives.

Risk

- Improper waste management poses significant risks, including environmental degradation, health hazards, and regulatory compliance issues, which might have negative impacts on the reputation of the business

Gender Balance and Accommodation

This relates to fostering an inclusive work environment by promoting equal opportunities, supporting diversity, and providing accommodations to ensure all employees are treated fairly and equitably.

Opportunity

- Developing and enforcing policies that promote gender equality, such as anti-discrimination policies and equal pay initiatives. This ensures that teams are equipped with diverse talent and skills, which contribute to high productivity.

Financial Implications

- Investing in targeted recruitment strategies to attract diverse talent may incur additional expenses, which will have an impact on our income.
- Increase in productivity leads to improved financial performance.

Risk

- Homogeneous teams may lack diverse perspectives, limiting creativity and problem-solving capabilities.

Risk Management (continued)

Anti-corruption

This relates to maintaining the highest ethical standards by preventing bribery, fraud, and unethical practices, ensuring transparency and integrity in all our business operations.

Opportunity

- Providing anti-corruption training to foster a culture of integrity and ethical behaviour.
- Leveraging technology, such as blockchain and data analytics, can enhance monitoring and reporting mechanisms to detect corruption.

Financial Implications

- Legal fees, fines, and penalties associated with corruption cases increase the operating costs.
- Establishing anti-corruption programs may require upfront investments in training, technology, and compliance systems, which increase operating costs. Investment in technologies can improve the financial position.

Risk

- The risk of corruption includes bribery, fraud, and unethical practices that can compromise the integrity of business operations.

SUSTAINABILITY

Sustainability

Sustainability Approach

Zimplow remains committed to creating sustainable long-term value by aligning its operations with the needs and expectations of its stakeholders. As a key participant in Zimbabwe's key economic sectors, the Group balances strong economic performance with responsible social and environmental stewardship. Its sustainability approach focuses on supporting long-term business growth while promoting responsible business practices, improving operational efficiency, supporting local economic development, and minimising environmental impact. Through continuous investment in innovation and partnerships, Zimplow aims to contribute positively to the industries and communities it serves while strengthening resilience and sustainable value creation.

Stakeholder Relationships

Zimplow recognises that strong stakeholder relationships are essential to sustainable growth and long-term value creation. The Group maintains ongoing engagement with key stakeholders to understand their expectations and incorporate their perspectives into decision-making, supporting responsible business practices, resilience, and enhanced shareholder value.

Purpose for Conducting Stakeholder Engagement

Stakeholder Engagement Approach

Zimplow engages with its stakeholders to build transparent, constructive, and mutually beneficial relationships with individuals and organisations that influence or are affected by its operations. Through ongoing dialogue, the Group seeks to understand stakeholder expectations, identify emerging risks and opportunities, and ensure that its strategies remain aligned with the needs of key stakeholders.

Effective stakeholder engagement supports informed decision-making, strengthens trust, and enhances accountability across the business. By maintaining open communication and collaboration, Zimplow aims to improve operational performance, promote responsible business practices, and contribute positively to the economic and social environments in which it operates.

Stakeholder Engagement Process

To identify stakeholders, we begin by compiling a list of all parties that could either influence or be affected by our operations.

↓

Subsequently, we assess their needs, expectations and pertinent concerns.

↓

Stakeholders are then classified according to their levels of influence and interest in our business activities.

Sustainability (continued)

Engaging Our Stakeholders

While the Group remains focused on delivering sustainable value for shareholders, Zimplow recognises the importance of maintaining strong relationships with all stakeholders that contribute to the success of the business. The Board and Management consider stakeholder interests in their decision-making processes, ensuring that the Group operates responsibly and balances the needs of its various stakeholder groups.

Our Stakeholders are categorised as follows:

Internal Stakeholders

- Employees
- Shareholders
- Management

External Stakeholders

- Suppliers
- Customers
- Local Communities
- Government and Regulators
- Financial Institutions

Through our stakeholder engagement, we identified the need to enhance customer sharing across Zimplow's various divisions. These needs could relate to emerging business opportunities or be integrated into existing customer solutions.

Sustainability (continued)

Our stakeholder engagement for FY2025 is presented below:

Stakeholder Group	Key Interests / Expectations	Engagement Methods	Frequency of Engagement
Shareholders	Financial performance, return on investment, transparency, sound governance	Annual General Meetings (AGMs), annual and financial reports, shareholder communications	Annually / Periodically
Board of Directors	Strategic oversight, governance, risk management, long-term sustainability	Board meetings, committee meetings, strategic reviews	Quarterly / As required
Management	Operational performance, strategy execution, resource allocation	Management meetings, performance reviews, strategic planning sessions	Ongoing
Employees	Fair remuneration, job security, career development, safe working environment	Internal communications, training programmes, employee engagement initiatives	Ongoing
Customers	Product quality, reliability, value for money, strong after-sales support	Customer visits, service support, demonstrations, marketing platforms	Ongoing
Suppliers	Fair procurement processes, long-term partnerships, timely payments	Supplier meetings, procurement processes, contracts	Periodic
Government and Regulators	Regulatory compliance, industry development, responsible business conduct	Regulatory submissions, meetings with authorities, compliance reporting	As required
Financial Institutions	Financial stability, credit performance, responsible financial management	Financial reporting, meetings with lenders and banks	Periodic
Local Communities	Economic contribution, employment opportunities, responsible environmental practices	Community engagement initiatives, outreach programmes, corporate social responsibility activities	Periodic

Sustainability (continued)

Sustainability Materiality Assessment

Our strategy focuses on addressing material impacts and understanding where they occur within the business value chain. Material issues are those that reflect our economic, environmental, and social impacts, and which influence stakeholders' decisions regarding the business.

Identifying what matters

Our sustainability reporting framework is based on a materiality process that identifies key topics related to Economic, Environmental, Social, and Governance (EESG) issues within our operations. To ensure thorough reporting, we follow the Global Reporting Initiative (GRI) Standards and the Sustainability Accounting Standards Board (SASB) guidelines, tailored to our industry. The assessment process involves several stages, identification, prioritisation, validation, and generation of a matrix. We conduct surveys to accurately identify and rank material issues. This method offers valuable insights into various sustainability topics and their significance to both our business and stakeholders. Management played a vital role in prioritising the list of material issues, informed by their assessment of stakeholder interests and alignment with the Group's strategic goals.

The Group's materiality process is managed through a structured approach, where business units identify key issues within their operations. These topics are then presented to the Management for discussion and assessment. The Management evaluates these matters and recommends appropriate actions. If a matter requires strategic direction, it is escalated to the Board of Directors for a decision.

Zimplow conducted an evaluation of sustainability factors to identify and prioritise the key EESG issues significant to its operations. To facilitate comprehensive reporting, we adhere to the GRI Standards, which are underpinned by the principle of double materiality. We mapped relevant indicators using the SASB standards and undertook benchmarking against peers within our industry. To determine material issues, we considered the perspectives and expectations of external stakeholders, informed by insights from internal departments. This assessment enabled us to identify critical EESG issues that may influence our business performance, financial standing, reputation and long-term value creation, while considering their potential impacts on the society and the environment in both the short and long term. These issues encompass a broad range of EESG elements that are vital to the sustainability of our operations.

The materiality process for FY2025 was conducted as follows:

Materiality Process

Identification

The Group carried out an internal sustainability materiality assessment by identifying significant topics and benchmarking against other companies within our industry.

Prioritisation

Identified topics are prioritised as material issues according to their significance to the business and the interests of stakeholders, as assessed by senior management across all departments.

Validation

The Group Executives validate and approve the final topics by evaluating their alignment with business activities.

Matrix Generation

These topics are presented in a matrix that illustrates their significance to both the business and stakeholders

Sustainability (continued)

The identified topics were categorised into EESG as presented below:

Economic	Environmental	Social	Governance
Topics that cover the flow of capital among different stakeholders, and the main economic impacts of the business.	Topics that cover the effects of our operations on both living and non-living elements of the ecosystem	Topics that cover the impacts on the communities, socie-ties, and individuals affected by our activities.	Topics that cover the effects on the system of practices, and processes that guide and govern our operations.
▪ Tax ▪ Economic Performance ▪ Responsible Sourcing and Supply Chain Management ▪ Materials Sourcing and Efficiency	▪ Water and Effluents ▪ Waste ▪ Energy ▪ Greenhouse Gas Emissions ▪ Climate Change ▪ Circular Economy ▪ Air Quality	▪ Diversity and Inclusion ▪ Human Rights ▪ Employment ▪ Employee Relations ▪ Occupational Health and Safety ▪ Talent Attraction, Development and Retention ▪ Community Engagement	▪ Business Ethics and Compliance ▪ Anti-corruption ▪ Data Privacy and Security ▪ Security Practices ▪ Product Quality and Innovation

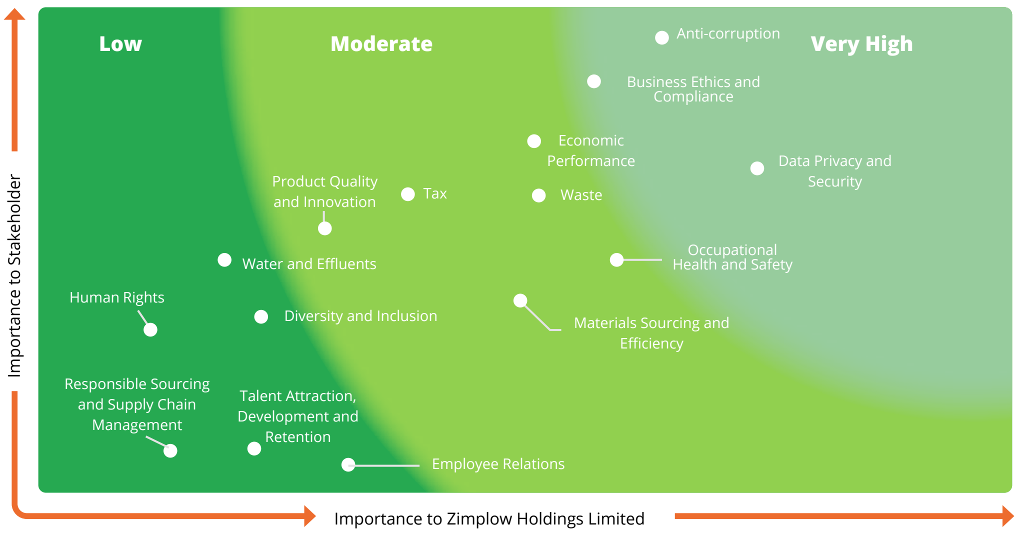
Materiality Matrix

To gain a deeper understanding of the Group's needs and those of our stakeholders, we conducted an internal and external materiality assessment to determine the most significant sustainability material topics. This process enabled us to align our overall objectives with stakeholder priorities by identifying issues that are highly valued by our stakeholders.

Importance to Stakeholders - These are matters that can influence stakeholders' decisions regarding our operations due to their effects on society and the environment.

Importance to Zimplow - These are matters that have the potential impact on our operations, financial performance, access to capital and business opportunities.

Below is the 2025 materiality matrix presenting outcomes of the assessment:



Very High

Topics with potential significant risks and opportunities for Zimplow and stakeholders.

Moderate

Topics where action is taken to manage potential risks and opportunities.

Low

Topics whose impact is under management control with negative impacts considered minimal.

VALUE-DRIVEN PRACTICES

Sustainability (continued)

Customer Welfare

Zimplow prioritises customer welfare as a key driver of sustainable growth and long-term value creation. Across its agricultural, mining, construction, logistics, and alternative power businesses, the Group is committed to delivering reliable products, responsive service, and strong after-sales support. Maintaining long-term customer relationships remains central to the Group's strategy, supporting customer retention, brand loyalty, and operational resilience.

To enhance customer satisfaction, Zimplow maintains active engagement with its customers through direct sales interactions, service support, field demonstrations, and customer feedback mechanisms. Business units regularly conduct product demonstrations and technical engagements with farmers, mining operators, and transport customers to ensure equipment performance and operational efficiency. Customer feedback is also captured through surveys and service interactions to improve product offerings and service delivery.

During the reporting period, the Group strengthened after-sales support and customer engagement across its business units. For example, Farmec continued to support farmers through parts availability, service level excellence and equipment demonstrations, Powermec expanded engagement with customers seeking solar and power solutions, and Scanlink maintained close engagement with transport operators through service and parts support. These initiatives support Zimplow's objective of maintaining a strong and sustainable customer base.

Marketing Practices

Zimplow's marketing practices are guided by transparency, integrity, and a customer-centric approach. The Group's marketing strategy focuses on understanding market dynamics, strengthening customer engagement, and leveraging digital platforms to enhance brand visibility across its sectors.

Operating across multiple industries allows Zimplow to create cross-sector synergies by promoting complementary solutions. For example, Powermec's alternative power solutions supports mining and agricultural operations, while a brand like Farmec offers equipment solutions supported by parts and service offerings. This integrated approach positions Zimplow as a comprehensive solutions provider while increasing customer lifetime value.

To ensure responsible marketing practices, Zimplow maintains clear governance processes including internal review and approval of marketing materials, guidelines on gifts and hospitality, management of conflicts of interest, and whistleblowing mechanisms. Marketing communications are designed to accurately present product capabilities, pricing, and benefits, ensuring transparency and compliance with ethical standards.

Customer Satisfaction and Service Performance

Zimplow recognises that consistent service delivery and responsive customer support are essential to maintaining strong customer relationships and sustaining long-term business performance. The Group places significant emphasis on after-sales service, technical support, and parts availability to ensure that customers can maximise the productivity and lifespan of their equipment.

Sustainability (continued)

Across its business units, the Group maintains dedicated service teams that provide technical support, maintenance, and genuine parts to customers in the agricultural, mining, construction, and transport sectors.

For example, Farmec supports farmers through the availability of genuine implements, parts and service, Powermec provides service support for generators and solar solutions, while Scanlink and Trentyre maintain service and parts support for transport and logistics operators.

Customer satisfaction is monitored through several performance indicators, including customer feedback, service response times, repeat business, and customer retention levels. Engagement with customers through demonstrations, service visits, and industry events also provides valuable insights into customer needs and operational challenges.

During the reporting period, the Group continued to strengthen service support and improve response times to customer queries and technical issues. Zimplow remains committed to continuously improving service standards and strengthening customer relationships as part of its broader objective of delivering sustainable value to its customers and stakeholders.

Sustainability (continued)

Product Quality and Innovation

Tracking our Progress and Targets

Metrics	Targets
Reduction in defect rates	• 3%
Increasing the innovation pipeline	• Development of 10 new products in 12 months
Improving customer satisfaction to 90%	• 90%

Innovation plays a significant role in enhancing our brand reputation, credibility, and trust, offering a competitive advantage by differentiating products from competitors and driving market leadership. Through capturing new opportunities, like the small scale 2-row planter that can be ox drawn or 2- wheel tractor drawn, innovation contributes to increased customer retention, revenue growth via premium pricing, and attraction of top talent.

Zimplow is committed to ISO 9001:2015 Quality Management Systems (QMS) certification, aligning its QMS with business objectives through leadership commitments. Management ensures that the QMS supports our overall strategy, and the Integrated Management System (IMS) policy outlines key commitments. The focus is on customer satisfaction, process performance, continuous improvement, and effective communication internally and externally. Data-driven decisions and risk management practices guide our operations, while regular reviews and performance monitoring ensure ongoing improvement. Research and development, and innovation are central to the Group's strategy, with creativity encouraged through brainstorming sessions, prototype development, and pilot testing. Cross-functional collaboration ensures alignment across departments, leveraging expertise in production, marketing, and quality. Additionally, our digital transformation strategy enhances quality and innovation, utilising data analytics and technology to streamline processes. Leadership maintains a strong commitment to quality and innovation, supported by a governance structure and resource allocation to foster continuous improvement and learning. Key performance indicators (KPIs) track quality metrics such as defect rates, customer satisfaction, and cycle times, while regular audits ensure compliance with ISO 9001:2015 Quality Management Systems (QMS) standards. Customer feedback is collected and analysed to drive continuous improvements, and employee suggestions are encouraged to enhance quality and processes. Innovation is managed through defined metrics, including idea generation, prototype development, and post-launch evaluations. Innovation focuses on enhancing customer experience, increasing revenue from innovative products, and fostering collaboration through strategic partnerships.

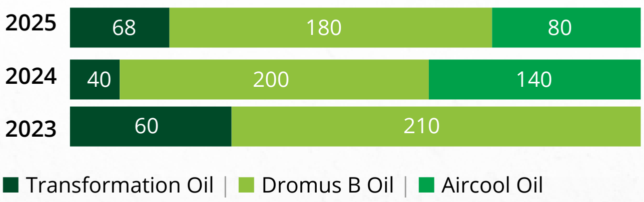
GREEN OPERATIONS

Green Operations

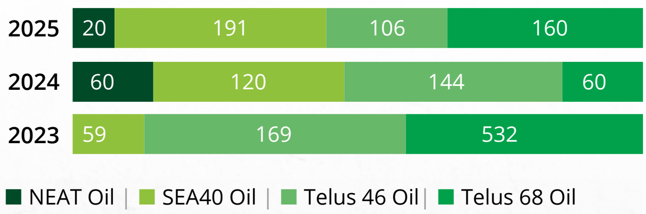
Materials

Zimplow continues to strengthen its material management practices to improve environmental performance and operational efficiency. The Group focuses on reducing waste, improving resource utilisation, and supporting circular economy principles through responsible material handling. Key initiatives include recycling and repurposing non-renewable materials such as scrap metal, which is returned to suppliers on a tonne-for-tonne basis where possible. Structured material management processes are in place to track material usage, monitor waste levels, and ensure appropriate disposal and collection practices. While these initiatives contribute to cost efficiency and environmental stewardship, the Group recognises that implementing circular economy systems requires continued investment and technological advancement to maximise their long-term impact.

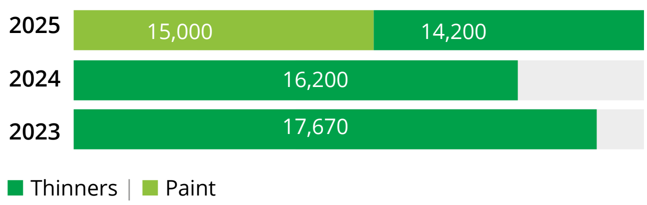
Industrial Oils (Associated process materials) (Tons)



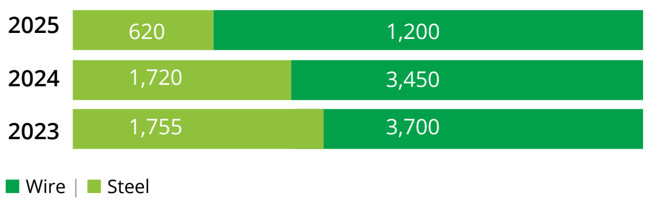
Lubricating Oils (Associated process materials) (Tons)



Coating Materials
(Associated process materials (Tons)



Metal Materials (semi-manufactured parts) (Tons)



Our Commitment to Air Quality

Zimplow's environmental impact, particularly in terms of air quality and greenhouse gas emissions, plays a crucial role in its overall sustainability efforts and public perception. Improving air quality and reducing greenhouse gas emissions can significantly benefit the environment and health. Reduction in air pollutants helps to minimise respiratory and cardiovascular diseases, benefiting employees and surrounding communities. Moreover, adhering to air quality standards prevents legal risks and can reduce fines, further enhancing the Group's credibility as an environmentally responsible leader. Investments in air quality improvements can spur innovation, create green job opportunities, and support broader sustainability goals. However, increased emissions, particularly from the Group's coal-fired furnaces, contribute to global warming and climate change, which could damage ecosystems and impact health.

Our commitment to managing environmental impacts is reinforced by our Integrated Management System (IMS) Policy (IMS D01), which specifically addresses pollution. The Group is dedicated to reducing pollution and managing its environmental footprint by adopting the best practices that maximise economic and environmental benefits, while safeguarding health, safety, and welfare of all stakeholders. To ensure compliance and continuous improvement, the Group conducts quarterly air emissions inspections to measure pollutant levels, assess trends, and maintain adherence to air quality regulations. Regular audits are performed to monitor compliance and identify opportunities for further improvement. In addition, health screenings are conducted periodically for employees to address respiratory or health issues related to air quality. We remain proactive in working with regulators to stay ahead of potential future air quality regulations and to influence policies that promote cleaner air.

With a focus on zero environmental fines and lawsuits, the Group avoided regulatory fines, lawsuits, or work-related illnesses, including pneumoconiosis cases. Root cause analysis and continual improvement practices are implemented to enhance operational efficiency and prevent future challenges. To ensure consistency, we are committed to standardising procedures and maintaining accessible documentation of Standard Operating Procedures (SOPs). Further, existing policies and commitment statements were shared with stakeholders, and ongoing training and awareness sessions are held as needed to foster a culture of compliance and environmental responsibility across all levels.

Water and Effluent

As Zimplow, we recognise the critical importance of effective water management in our operations, as water is essential for human life, production, agriculture and power generation. We are committed to sustainable water practices that contribute to environmental conservation, enhance our business performance and ensure long-term resilience. Our efforts focus on reducing costs, protecting ecosystems, and complying with regulations while developing sustainable borehole water practices and improving access to clean drinking water for employees and surrounding communities. We are devoted to managing waste lubricants and ensuring awareness of waterborne diseases to maintain healthy employees and safeguard the environment. However, we acknowledge the challenges of borehole water, including contamination risks, depletion of groundwater and associated costs, and the environmental and health risks posed by waterborne diseases, pollution, and scarcity.

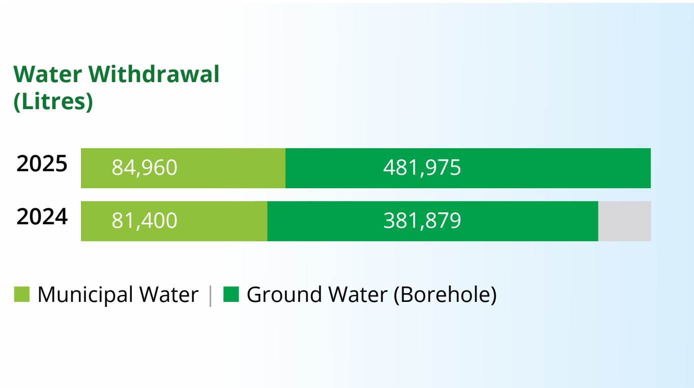
We are committed to the sustainable and responsible use of borehole water, ensuring minimal environmental impact and full compliance with relevant regulations across all facilities. We prioritise the provision of clean water, proper effluent disposal and the prevention of water pollution through the treatment and removal of pollutants. Regular monitoring ensures effluent meets regulatory standards, and we encourage practices such as closing taps after use and raising awareness within the Group and communities. We support advanced technologies to improve water efficiency, encourage recycling, and reduce environmental impact, while integrating broader sustainability efforts such as tree planting.

We conduct regular internal water audits to assess consumption and water quality, whilst identifying areas for improvement and ensuring effective water management. We train our employees on water and effluent management while tracking water usage.

Green Operations (continued)

Water withdrawal by the Group for the period under review was as follows:

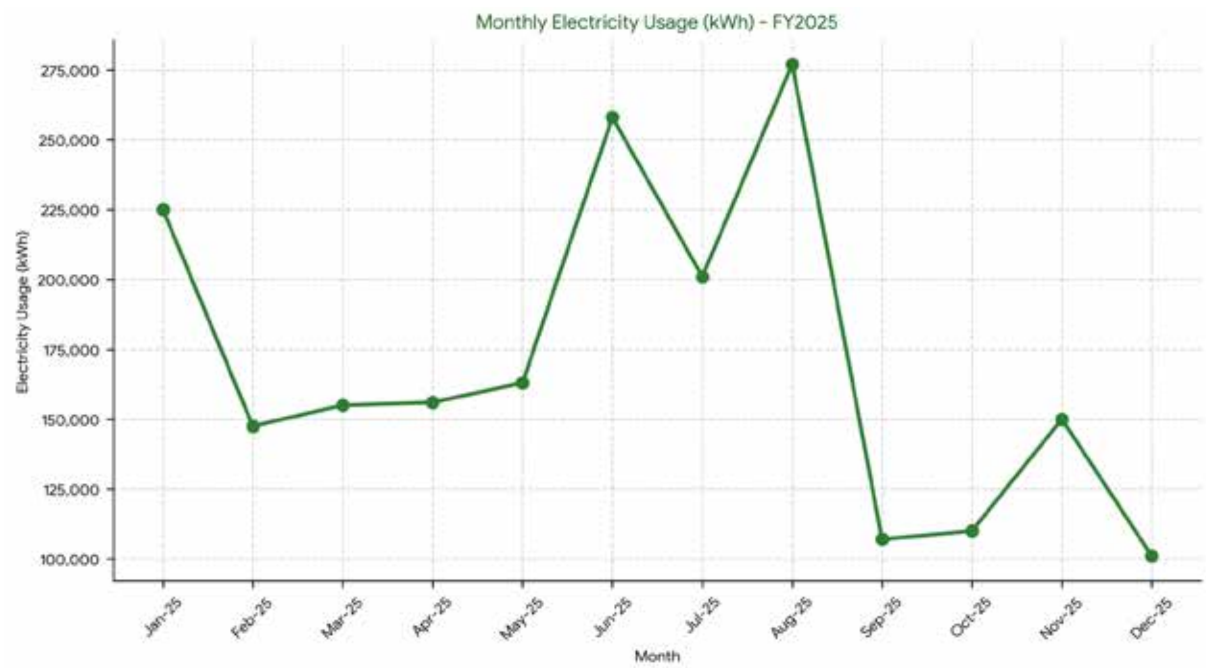
Water Withdrawal



Energy

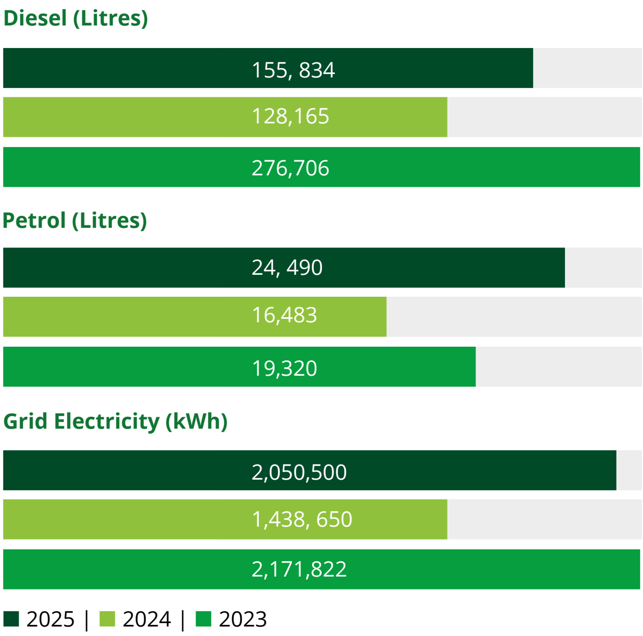
Tracking our energy impacts

Metric	Target	Achievement
Renewable Sources	Source 50% of energy from renewable sources by 2026	In progress
Energy Efficiency	Improve energy efficiency by 15% over five years	The Group is becoming efficient



Green Operations (continued)

Zimplow continues to strengthen its energy management practices in line with GRI 302: Energy, focusing on improving efficiency and increasing the adoption of renewable energy. During the reporting period, the Group recorded total electricity consumption of 2,050,500 kWh, with higher usage in June and August reflecting increased operational activity. In 2025, diesel consumption reached 155,834 litres and petrol consumption 24,490 litres, largely due to expanded logistics, distribution, and field operations. While energy usage increased in line with business activity, Zimplow remains committed to improving energy efficiency through initiatives such as solar installations, LED lighting upgrades, energy monitoring, and improved equipment utilisation, while maintaining compliance with Environmental Management Agency (EMA) regulations.



Green Operations (continued)

Waste

The Group continues to prioritise responsible waste management practices aimed at supporting environmental compliance, operational sustainability, and corporate accountability. During the year under review, total waste generated increased, this increase was largely influenced by heightened operational activity across mostly from our division Mealie Brand and reinforced the importance of accelerating waste reduction and recovery initiatives throughout the Group.

Despite the increase in waste volumes, the Group maintained its focus on improving waste management processes through ongoing monitoring, recycling initiatives, and operational efficiency measures. Some of the divisions such as Trentyre arranged for licensed recyclers to periodically collect materials such as rubber dust, plastics, and paper for recycling, thereby reducing the waste sent to landfills. Regular waste audits are conducted to identify sources of waste and opportunities for reduction, recycling, and reuse

Investment in innovative technologies and practices enhances the efficiency and sustainability of waste management, including advanced recycling technologies and smart waste management solutions. We established a waste management plan dedicated to identifying sources of waste, associated impacts, control measures, and evaluating the effectiveness of these measures. We continuously explore recycling opportunities to minimise landfill waste and are researching the chemical composition of coal rubble to determine its potential for reuse in other operational setups. Proper waste management techniques are integrated into the induction process to ensure all employees understand their roles in waste management.

Metric	Target	Achievement
Overall waste generation	Reduce overall waste by 5% by 2026	Lean manufacturing and process optimisation.
Waste recycled	Ensure 20% of waste is recycled by 2026	Increased recycling rates.

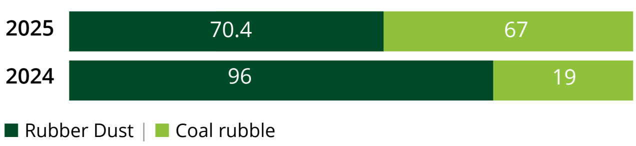
We conduct quarterly internal waste audits to assess the types and quantities of waste generated, identifying areas for improvement and implementing corrective measures. Key performance indicators (KPIs) related to waste management, such as waste generated per unit of production materials, are established and monitored. We implemented a systematic waste management system to manage waste generation, segregation, recycling, and disposal, ensuring compliance with regulations. Employee feedback on waste management initiatives is encouraged through regular surveys and feedback sessions, helping us identify improvement areas.

We are working towards achieving ISO 14001: 2018 Environmental Management Systems (EMS) certification to validate our waste management efforts and gain recognition for our achievements. Our recycling programs successfully increased recycling rates and diverted waste from landfills. Regular monitoring of waste generation and disposal allows us to identify inefficiencies and areas for improvement, reinforcing our commitment to sustainable waste management practices. Engaging and educating employees about waste management enhances the effectiveness of our initiatives, while consultations with stakeholders helped prioritise key areas of concern. As we continue to improve operations to meet waste management standards, frequent regulatory inspections ensure we maintain environmentally friendly practices.

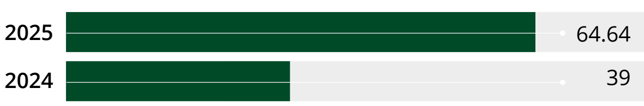
Waste statistics for the period under review were as follows:

Recyclable Waste (Tons)

Industrial Waste (Tons)



Scrap Steel (Tons)



Waste Directed to Disposal (Tons)

CLIMATE CHANGE

Climate Change

Climate Change

Climate change continues to present both risks and opportunities for Zimplow and the industries in which the Group operates. Prolonged droughts, water shortages, and unpredictable weather patterns continue to affect agricultural productivity and supply chains across agriculture, energy, and manufacturing sectors. In response, the Group continues to explore solutions that support climate resilience, including irrigation technologies, improved agricultural implements, and the adoption of renewable energy.

Zimplow also contributes to sustainable agriculture through the equipment and solutions it distributes and manufactures. Massey Ferguson tractors and equipment support efficient land preparation and precision farming practices, while Scania trucks offer improved fuel efficiency and lower emissions in logistics and transport operations. Locally manufactured implements from Mealie Brand further support smallholder and commercial farmers by promoting conservation agriculture and improving productivity with appropriate mechanisation.

During the year, Zimplow proudly participated in the Friends of the Environment (FOTE) 16th Edition Walkathon, held under the theme "Rooted in Action: From Footsteps to Forests." Zimplow employees joined other stakeholders in a 110km walk from Harare to Murombedzi, supporting environmental sustainability initiatives focused on tree planting, reforestation, and raising awareness on climate action and ecosystem conservation.

Through these initiatives, the Group continues to strengthen its environmental stewardship and contribute to climate resilience within the communities and industries it serves.

Climate – Related Risks and Opportunities (CRRO)

Our significant climate-related risks and opportunities for the reporting period were as follows:

Drought

Description

- The drought season resulted in reduced farming activities, profitability and ultimately reduced demand for farming equipment.

Physical Risk

Actions to Take

- Educating farmers on the importance of growing drought -resistant crops during the drought seasons.
- Introducing zero till equipment such as strip till, chisel ploughs and rippers.

Financial Impact

- Direct loss of sales revenue from decreased demand for farming equipment.
- Increased stockholding costs including storage and maintenance expenses.

Climate Change (continued)

Extreme Temperatures

Transitional Risk

Description

- Farmers have lost their livestock due to extreme temperatures, leading to reduced draught power and subsequently leading to a reduction in demand for traditional ox-drawn ploughs.

Actions to Take

- Investing in the development or acquisition of other modern farming tools that can cater to the needs of farmers facing livestock shortages.

Financial Impact

- Decline in sales of ox-drawn ploughs and related equipment, leading to decreased revenue.
- Costs associated with developing or acquiring modern farming tools to replace traditional methods, which may require significant capital investment.

Water Scarcity

Physical Risk

Description

- Stems from the El Niño-induced drought that led to significantly low water levels at Kariba Dam, resulting in reduced power

Actions to Take

- Investing in renewable energy options (solar power) to ensure a consistent energy supply during outages.
- Adjusting production schedules to align with periods of stable power supply, maximising efficiency when grid power is available.

Financial Impact

- Higher costs associated with implementing backup power solutions.
- Initial capital expenditure on renewable energy systems may strain budgets, although it can provide long-term savings and increased efficiencies.

Climate Change (continued)

Government's infrastructure development initiative

Description

- There was a significant increase in the demand for Off-The-Road (OTR) tyres among contractors due to the Government initiative to construct dams for water harvesting. Consequently, contractors are utilising heavy machinery that requires OTR tyres for their operations.

Physical Risk

Actions to Take

- Significantly increasing inventory of OTR tyres. This strategic investment aims to ensure adequate supply to meet the growing demand from contractors.

Financial Impact

- As contractors utilise heavy machinery for dam construction, the need for OTR tyres will rise, potentially leading to higher profit margins for suppliers.
- Increased inventory levels necessitate increased supply chain management practices, which may involve additional costs related to logistics, warehousing, and distribution to ensure timely delivery to contractors.

Climate Change (continued)

Greenhouse Gas Emissions

Tracking our Targets

	Target
CO^2 Emissions	Reduce CO^2 emissions by 10% by the first quarter of 2028

Greenhouse gas (GHG) emissions are a key environmental concern that contributes significantly to global climate change. As part of our commitment to reducing the causes and effects of climate change, we continuously monitor and assess our GHG emissions across all operations. This includes emissions from direct activities, such as energy use in our facilities, and indirect emissions from our supply chain. We are dedicated to reducing our carbon footprint through energy efficiency measures, transitioning to renewable energy sources, and adopting sustainable practices across all levels of the Group. Our goal is to actively contribute towards global effort to mitigate climate change by reducing GHG emissions and promoting a low-carbon economy.

Scope 1 Emissions (Direct Emissions):

These emissions are produced directly by sources that are owned or controlled by the Zimplow Holdings.

Scope 2 Emissions (Indirect Emissions):

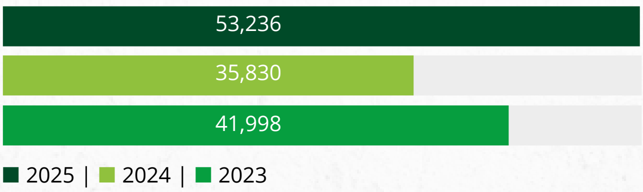
These emissions are generated from the production of the purchased energy, rather than from the Zimplow Holdings's operations.

Emission Factors and Methodology

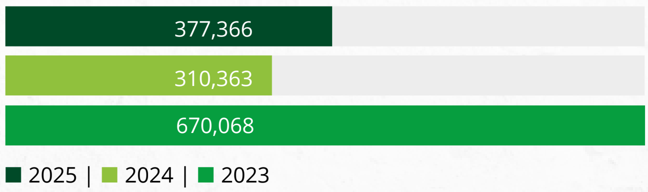
Scope 1 and 2 emissions were activity based and calculated by applying Greenhouse Gas (GHG) Protocol emissions factor to obtain carbon emission equivalence. Petrol emission factors were adjusted downwards by a 5% margin to suit the blending ratio that we use in Zimbabwe. Emission factors for grid electricity were adjusted upwards by a margin of 10% to account for our energy mix, which for Zimbabwe comprises thermal and hydro power. To apply GHG Emissions factors, diesel in litre was converted to density and then tonnes.

Our scope 1 and 2 emissions from fuel consumption within the Group are presented below:

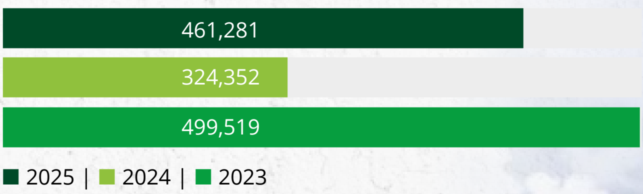
Scope 1: Petrol Emission
(Kg CO^2e/Litre)



Scope 1: Diesel Emissions
(Kg CO^2e/Tonnes)



Scope 2 Grid electricity
(Kg CO^2e/kWh)



SOCIAL

OUR EMPLOYEES

Our Employees

Management Practices

Zimplow's employment approach supports operational excellence by ensuring the Group recruits, develops, and retains employees with the skills and technical expertise required to meet customer needs across its divisions.

During 2025, the Group continued to strengthen its recruitment and workforce planning processes to ensure employment decisions align with operational requirements and business growth.

Key employment practices include:

- Structured recruitment processes guided by the Group's employment policy.
- Role-based recruitment where positions are filled based on operational necessity rather than vacancy replacement.
- Skills-based hiring, particularly in technical and engineering roles across agricultural, mining, and power divisions.

For example, technical recruitment within the Powermec, Farmec and Scanlink divisions focused on technicians and service specialists capable of supporting generator maintenance, solar installations, and heavy equipment servicing.

Despite these improvements, the Group continues to operate in a challenging economic environment. Competitive remuneration pressures and fixed-term contracts remain factors that may affect the attraction and retention of highly skilled personnel in specialised technical roles.

To support employee well-being and retention, the Group provides a range of benefits based on role and responsibility, including:

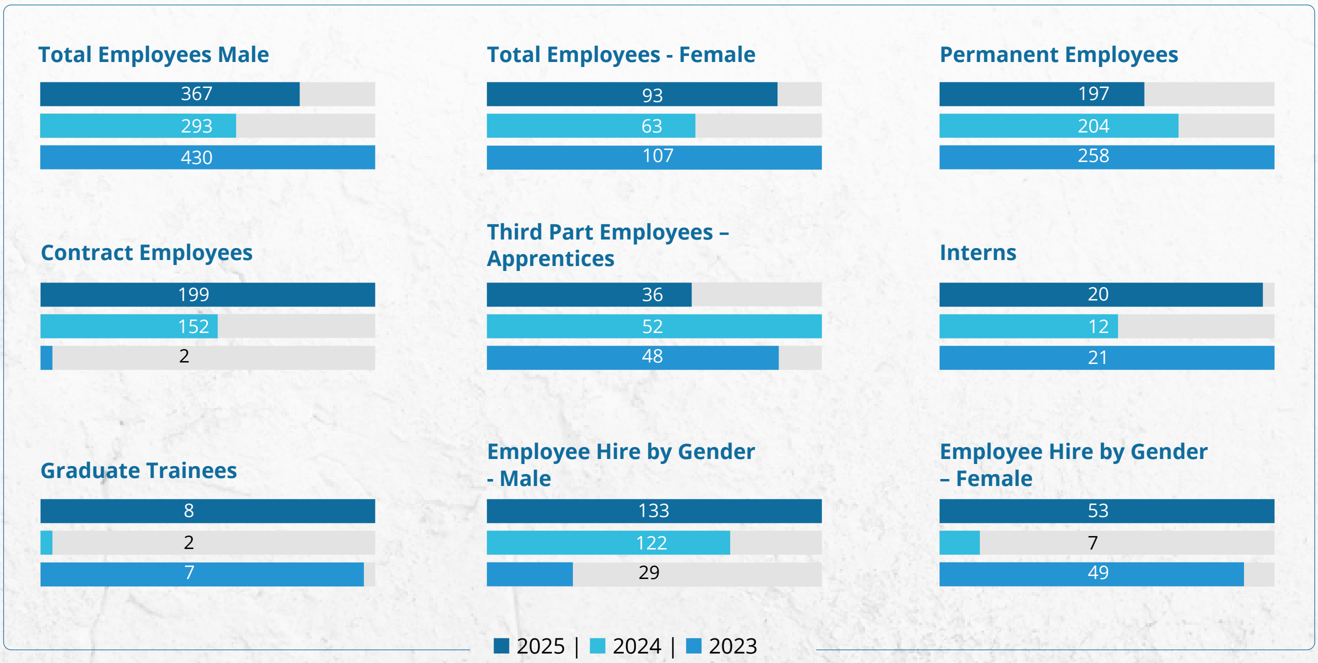
- Medical aid coverage
- Housing allowance
- Transport allowances
- Training and technical development opportunities

All employees receive formal offer letters following successful interviews, and personnel files are maintained to document employment contracts, job descriptions, and related records.

These files are reviewed during internal and external audits to ensure compliance with governance and employment standards.

Tracking our Targets

	Target	Achievement
Recruitment	Attract and retain high-calibre professionals	Maintained a low employee turnover



Our Employees (continued)

Employee Relations
Zimplow remains committed to maintaining positive employee relations and an inclusive workplace culture.

The Group continues to support open communication through Workers Committees, which serve as platforms for dialogue between management and employees. These committees help address workplace concerns, improve transparency, and strengthen employee engagement.

Additional employee engagement mechanisms include:
- Employee engagement surveys
- Performance appraisals
- Internal and external governance audits

These mechanisms allow the Group to assess employee satisfaction and identify areas for improvement.

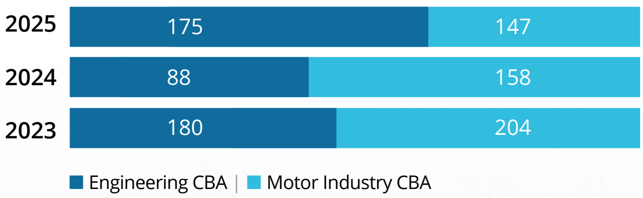
For example, employee engagement feedback in 2025 highlighted the importance of clearer internal communication and professional development opportunities. In response, several divisions increased internal briefings and technical training initiatives.

Despite these challenges, Zimplow remains focused on:
- Maintaining transparent communication with employees
- Addressing industrial relations matters promptly
- Ensuring fair treatment and workplace stability

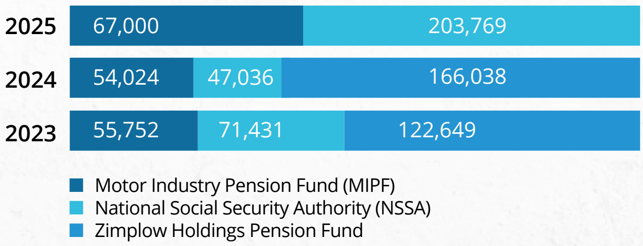
Workplace Culture and Targets
Zimplow's employee relations objectives include:
- Maintaining a peaceful and respectful working environment
- Strengthening employee engagement and communication
- Raising awareness of workplace policies on a quarterly basis
- Ensuring industrial relations cases are handled efficiently and fairly.

Freedom of Association and Collective Bargaining

Collective Bargaining Agreement
(Number of Employees)



Pension Contributions
(US$)



In FY2025, pension contributions were nil as the Group was granted a pension holiday by the Insurance and Pensions Commission (IPEC).

The Group is committed to maintaining fair, inclusive, and non-discriminatory practices in all aspects of employment, in alignment with our Code of Ethics, People Risk Policy, and applicable Collective Bargaining Agreements. We strongly believe in the fundamental rights of employees to freely associate, organise, and participate in collective bargaining processes. This commitment ensures all employees are provided with the opportunity to voice their concerns, negotiate for better working conditions, and collaborate with management in a constructive and mutually beneficial manner. We recognise that creating a culture of open dialogue and respect enhances trust, promotes a positive work environment, and supports the long-term success of our employees and the Group. Zimplow continues to create an environment where employees are empowered to actively contribute to the improvement of their working conditions and overall Group performance.

Parental Leave
All female employees are entitled to parental leave, however, for the period under review, we did not have any employees that took parental leave.

Our Employees (continued)

Occupational Health and Safety (OHS)

Zimplow remains committed to maintaining safe and healthy workplaces, particularly in operations involving manufacturing processes and manual handling where risks are higher. The Group emphasises hazard identification, regular SHEQ inspections, and ongoing safety training initiatives to strengthen safety awareness and compliance with occupational health and safety standards. Employees receive training on safe work practices and the correct use of protective clothing.

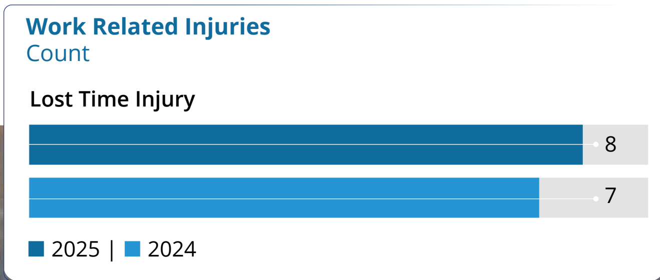
Key issues monitored include:

Workplace incidents, equipment-related risks, and employee overtime. Occupational Health and Safety Committees support risk management across sites. In FY2025, lost time injuries for FY2025 was 8, reinforcing the need for continued focus on preventative safety measures.

Current OHS Initiatives

- Employee safety training programmes focused on hazard identification, safe work practices, and correct use of personal protective equipment (PPE).
- Monthly workplace safety inspections to identify risks and implement corrective actions across operational sites.
- Regular toolbox talks and safety briefings to reinforce safety awareness and preventative workplace practices.

Occupational Health and Safety statistics for work related injuries for FY2025 were as follows:



Work related hazards that pose a risk of high consequence injury are as follows:

Hazard	Hazard Identification	Mitigation
Burns and scabs	Baseline HIRA process; Daily and periodic inspections; Audit processes.	Rejection of substandard material, use of gloves and Supplier engagements to ensure material quality assurance.
Poor co-ordination amongst employees	Baseline HIRA process; Daily and periodic inspections; Audit processes.	On-the-job training to improve coordination amongst employees and rotating operators can reduce extended exposure to the hazard.
Extended time doing routine movements	Baseline HIRA process; Daily and periodic inspections; Audit processes.	Provision of eye protection through gear-clear safety goggles and installing a barrier to create a safe work distance between the employees' hand and the rotating drill bit.
Noise	Baseline HIRA process; Daily and periodic inspections; Audit processes.	Provision of hearing protection through earmuffs or ear plugs, installation of silencers and monitoring of noise levels.
Exposure to live current or electricity	Baseline HIRA process; Daily and periodic inspections; Audit processes.	Weekly visual inspections and insulating wires.

Our Employees (continued)

Occupational Health Services

We believe in fostering a safe and inclusive environment where employees can freely voice their concerns. Workers' meetings are held regularly and are separate from management, allowing employees to express their opinions without any influence. Any issues raised during these meetings are then sent to management anonymously for review and action. To further promote OHS, we conduct weekly safety talks, employee induction services, and wellness days, all of which serve as platforms for OHS awareness and hazard identification. Additionally, medical surveillance is carried out based on the exposure group and the nature of the activity's employees are involved in. Both internal and external training sessions are regularly organised to ensure all employees are equipped with the knowledge and skills needed to maintain a safe and healthy work environment.

Employee Training on Occupational Health and Safety

We prioritise continuous training and awareness to ensure a safe working environment. A health and safety committee were appointed to oversee and improve safety standards across the Group. Induction training is provided pre-employment to familiarise new hires with our safety protocols. In addition, we conduct specialised training sessions, including first aid and fire-fighting courses, to ensure employees are well-prepared for emergency situations. On-the-job OHS training is regularly conducted to reinforce safety practices in the workplace. These efforts contribute to creating a culture of safety and preparedness across all levels of the Group.

Promotion of Employee Health

The Group is committed to ensuring the health and safety of all our employees through our OHS programs. Our permanent employees receive medical aid coverage, and we partner with First Mutual for annual health screenings, offering a range of services to support employee health. We regularly inspect our premises, equipment, and workspaces, ensuring they meet safety standards, while servicing fire extinguishers every six months. With a clear evacuation plan and emergency preparedness, we engage stakeholders to identify and mitigate potential risks. Wellness days provide employees with access to various health services, such as diabetes, blood pressure, HIV and AIDS, and cancer screenings.

Employee Skills Development

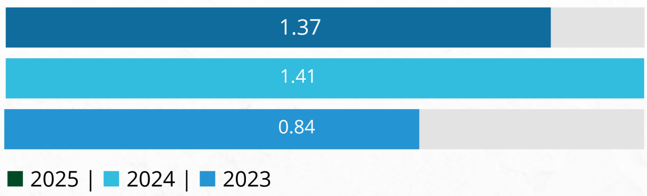
Zimplow is committed to enhancing human capital development as a significant component of its overall business strategy. Training of employees ensures that we operate in the most sustainable way thereby contributing to operational excellence.

We established several policies that promote education and professional development. The Induction Training Policy, Graduate Trainee Policy, and Professional Subscriptions Policy emphasise the right to education and aim to equip employees with the necessary skills and knowledge to thrive in their roles. Additionally, the Succession Planning and Career Development Policy ensures that employees are prepared for future leadership positions within the Group.

Zimplow is committed to reviewing training costs to maximise the effectiveness of its human capital development initiatives. The Group prefers to focus on internal training wherever possible, which reduces costs and fosters a culture of growth among employees. We implement balanced scorecards and performance appraisals to assess employee performance and align individual goals with the overall business objectives. The goals of Zimplow's human capital development strategy include achieving customer satisfaction, fostering high performance, and increasing productivity and revenue. By focusing on these areas, Zimplow aims to create an employee base that is skilled, engaged, and capable of driving the Group's success in a competitive market. Through these initiatives, we demonstrate our commitment to investing in employees, recognising that a well-developed human capital base is essential for overcoming challenges and seizing growth opportunities.

Training and education statistics were as follows:

Employee Average
Training Hours



Talent Attraction and Retention

The Group made significant efforts to improve customer services within the business units and retain skilled labour, contributing to sales growth and increased profitability. Investments in employee development programs, such as professional internships, graduate traineeships, and apprenticeships, are key strategies in attracting, developing, and retaining talent.

Zimplow is committed to attracting, developing, and retaining top talent by implementing a Training and Development Policy, which includes facilitating at least one training session per quarter and prioritising internal recruitment. Training needs are identified through departmental assessments and individual performance evaluations, with any skills gaps addressed accordingly. The effectiveness of training programs is continuously assessed, and refresher courses are provided to maintain skills development. Zimplow has a Succession Plan to fill future vacancies and prevent talent shortages. We offer a comprehensive benefits package, including medical aid, a pension scheme, and allowances (housing, transport, fuel) based on employee grades, ensuring skilled employees are retained.

OUR INVESTMENT IN COMMUNITY DEVELOPMENT

Our Investment In Community Development

11,640
CSR Man Hours

Initiative	SDG Aligned	Description	Impact
B. S Leon Golf Day Sponsorship	**SDG 1** – No Poverty	Partnership with B. S Leon Trust to sponsor a charity golf day aimed at raising funds for disadvantaged communities.	Mobilizes resources to directly support vulnerable groups.
The Friendlies Golf Tournament	**SDG 1** – No Poverty	Participation aimed at alleviating poverty for children between 4 to 18.	Direct contribution to poverty alleviation for disadvantaged youth.
Vulnerable girls' sanitary pads donation	**SDG 5** – Gender Equality & **SDG 1** – No Poverty	Collaboration with Child Protection Services to provide sanitary products to underprivileged girls.	Improves dignity, equality, and school attendance for girls.
Provision of Desks, Chairs, Plates, Cups and Groceries for Rural Community School	**SDG 4** – Quality Education & **SDG 2** – Zero Hunger	Support to a rural school to enhance learning environment and student welfare.	Improves classroom conditions, promotes attendance, addresses nutrition.
Zimplow Learning and Development Programme	**SDG 8** – Decent Work and Economic Growth	Structured training through internships, graduate trainee programme, and apprenticeships.	Builds long-term employee capacity, career growth, and sustainable productivity.
Farmer Training on Machinery Operation & Selection	**SDG 4** – Quality Education & **SDG 8** – Decent Work and Economic Growth	Training programmes for farmers on safe machinery operation, maintenance, and guidance on selecting the right equipment.	Builds farmer capacity, improves productivity, enhances safety and efficiency in agriculture.
Driver Training by Scanlink	**SDG 4** – Quality Education & **SDG 8** – Decent Work and Economic Growth	Professional driver training programmes provided by Scanlink to enhance road safety and vehicle efficiency.	Improves driver competency, reduces accidents, promotes safety culture and economic efficiency.
Farmec Free Equipment Health Check	**SDG 8** – Decent Work and Economic Growth & **SDG 12** – Responsible Consumption and Production	Free inspections and health checks for tractors and agricultural equipment offered by Farmec.	Ensures safe, efficient use of machinery, reduces breakdowns, and supports sustainable farming operations.
Powermec Free Generator & Solar Inspection	**SDG 7** – Affordable & Clean Energy & **SDG 12** – Responsible Consumption and Production	Powermec provides complimentary inspections of generators and solar systems to enhance reliability and energy efficiency.	Improves energy resilience for communities and businesses, promoting efficient and sustainable power use.

Our Investment In Community Development (continued)

Community Engagement

The Group recognises that sustainable business growth is closely linked to the well-being of the communities in which it operates. Our community engagement approach is guided by collaboration, transparency, and inclusivity, ensuring that our initiatives contribute meaningfully to economic and social development.

Through targeted programmes, the Group supports education, agricultural productivity, environmental stewardship, and road safety. These initiatives aim to strengthen local ecosystems, promote skills development, and improve the quality of life for vulnerable communities. Partnerships with government institutions, non-governmental organisations, and community groups enable us to design programmes that respond to genuine community needs.

The Group acknowledges that poorly designed initiatives may unintentionally create dependency or fail to deliver meaningful benefits. To mitigate this risk, we focus on initiatives that strengthen community resilience and promote long-term self-sufficiency. Regular community impact assessments are conducted to evaluate the effectiveness of our initiatives, supported by independent external reviews to ensure transparency and accountability. Feedback from community members, local authorities, and partner organisations is actively collected and used to refine our programmes.

Accessible grievance channels allow community members to raise concerns regarding our operations or those of our partners. Complaints are monitored and analysed to inform continuous improvement. In addition, our media and communications policy ensures transparent engagement with stakeholders on community-related matters.

Operational improvements, including efforts to reduce emissions and minimise environmental impact, further support responsible community engagement. Employee training on sustainability, ethical practices, and stakeholder engagement strengthens our ability to maintain positive relationships with the communities we serve.

Through continuous dialogue and collaboration, the Group aims to minimise its environmental footprint, promote inclusivity, and support sustainable community development.

Investment in Communities

The Group continues to invest in initiatives that promote education, environmental sustainability, road safety, and community well-being.

Through the Educational Excellence Support Initiative, the Group has supported high-performing students at institutions such as the University of Zimbabwe and Gwebi Agricultural College, providing financial assistance and recognising academic achievement. Our contributions to the School Nutrition Support Programme and partnerships with organisations such as the Child Protection Society of Zimbabwe have supported school feeding programmes and provided essential kitchen supplies, improving student health and learning conditions.

Environmental stewardship remains a key focus of our community investment. In partnership with Friends of the Environment, the Group supported ecosystem restoration efforts through tree planting and conservation initiatives that promote environmental awareness and climate resilience.

The Group also partnered with the Traffic Safety Council of Zimbabwe to promote road safety awareness and encourage responsible driving practices. In addition, Trentyre's Early Childhood Recreational Support Programme transformed used tyres into playground equipment, promoting recycling while improving early childhood learning environments.

While these initiatives have delivered positive outcomes, the Group recognises potential challenges such as the risk of dependency on corporate assistance or the unintended exclusion of vulnerable groups. As a result, our CSR strategy prioritises inclusive programmes that strengthen local capacity and encourage community self-sufficiency.

The Group works closely with government authorities, non-governmental organisations, and community leaders to complement existing development initiatives. This collaborative approach ensures that our programmes align with community priorities and contribute to sustainable development.

Transparency and accountability remain central to our CSR activities. Progress is monitored through internal reviews, board updates, and stakeholder engagements, while annual sustainability reporting provides a comprehensive overview of the Group's social impact.

Employee participation also strengthens the effectiveness of our community initiatives. Through volunteering and engagement programmes, employees contribute skills, ideas, and time to support community development.

Through these initiatives, the Group remains committed to creating sustainable value and delivering meaningful, long-term impact for the communities it serves.

Our Investment In Community Development (continued)

Community Impact Highlights 2025

8 CSR Initiatives implemented

Partnerships with NGOs, Government and Educational Institutions

Alignment with SDGs

11,640 Employee Community Engagement Hours

ZIMPLOW
ENGINEERING PERFORMANCE

ECONOMIC

OUR ECONOMIC IMPACTS AND VALUE CREATION

Our Economic Impacts and Value Creation

Responsible Sourcing and Supply Chain

	Target
Products	▪ Reduce costs of major products by at least 5% annually
Procurement	▪ Ensure local purchases comprise at least 60% of total procurement

Zimplow strengthened its supply chain in 2025 by enhancing supplier diversity, sustainability, and cost efficiency. The supplier base grew to 660 (2024: 563), while supplier assessments increased significantly to 441 (2024: 184), reflecting improved oversight and compliance.

Local procurement remains a key focus, with SME spend more than doubling to US$4.7 million, and youth-led supplier spend increasing to US$796,500. While spend on women-led suppliers declined to US$148,500, this remains an area for improvement. The Group's expenditure on foreign suppliers remains high due to the OEM-centric nature of the business, which relies heavily on imported products. However, we remain committed to supporting local suppliers and aim to increase local procurement by 20%, strengthening domestic partnerships and contributing to local economic growth.

Sustainability integration progressed, with 36 new suppliers screened against environmental criteria (2024: 14), supporting the Group's ESG commitments.

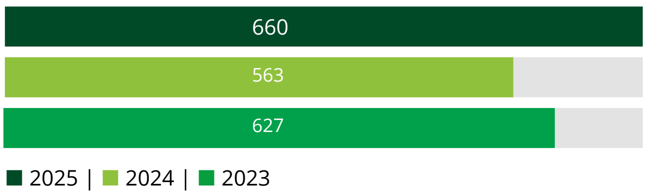
Operational efficiencies delivered over 5% cost reductions on key products, with a target of 10% further savings, driven by strategic sourcing, supplier negotiations, and recycling initiatives.

Zimplow maintains 99.8% supplier retention, supported by strong relationships, annual evaluations, and compliance with ISO 9001:2015 standards. Procurement practices prioritise responsible sourcing, quality assurance, and risk mitigation, while continued sourcing from local and international markets ensures supply continuity.

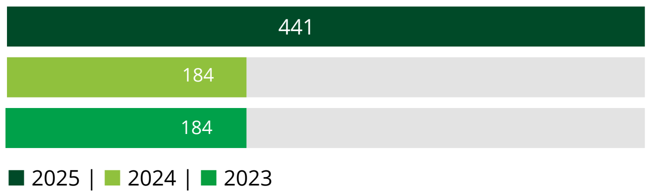
Through these initiatives, the Group continues to build a resilient, cost-effective, and sustainable supply chain that supports both business performance and broader socio-economic impact.

Procurement statistics for the period under review were as follows:

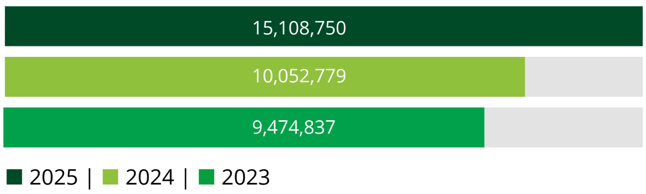
Number of suppliers



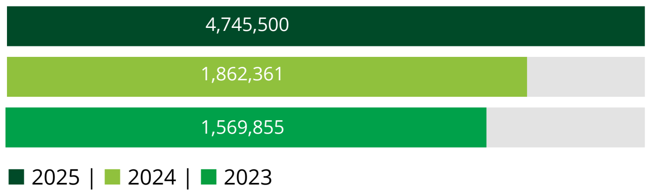
Number of Suppliers assessed



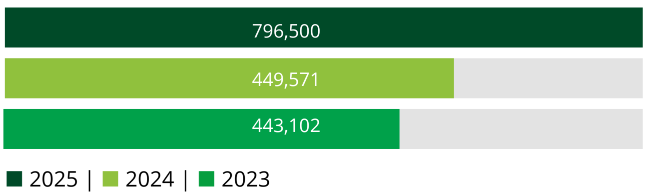
Spending on foreign suppliers - US$



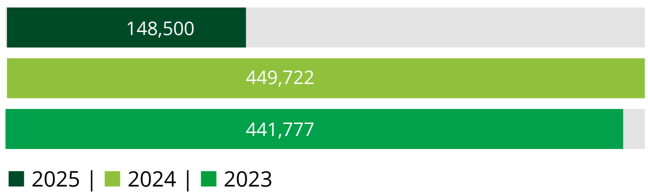
Spending on local suppliers – Small to medium Enterprise (SME) - US$



Spending on local suppliers- Youth lead suppliers - US$

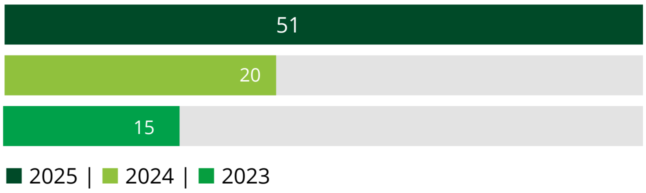


Spending on local suppliers- Women lead suppliers- US$

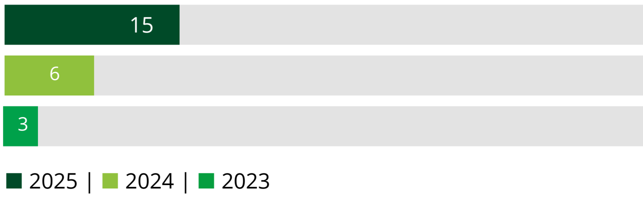


Our Economic Impacts and Value Creation (continued)

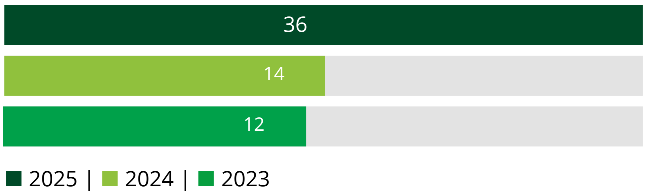
Suppliers that were screened using environmental criteria – Total new suppliers



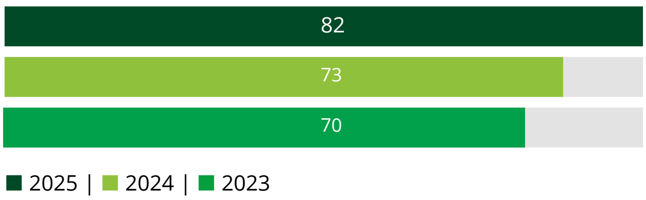
Suppliers that were screened using environmental criteria – New suppliers not screened



Suppliers that were screened using environmental criteria – New suppliers screened



Proportion of suppliers screened %



Economic Performance

Economic performance plays a crucial role in enhancing overall business success by driving sales and profitability. A strong economic performance contributes to business growth and generates positive returns for shareholders, reinforcing the importance of maintaining a focus on these areas. However, high operational costs and low performance levels could lead to a lack of profitability. To counteract these challenges, the business is committed to achieving sustainable profitability through the delivery of value-driven, durable, and world-class products.

Our policies emphasise efficiency in managing profitability, controlling costs, and achieving operational excellence. We implemented measures such as cutting costs and increasing operational efficiencies to ensure that we meet the set goals. Additionally, we are actively focused on reducing downtime and boosting marketing activities to drive revenue growth. The effectiveness of our actions is monitored through variance analysis compared to our budget. Our primary goals include achieving shareholder value, with specific targets focused on profitability. This includes aligning our operations with established targets and budgets to ensure consistency and focus. We are committed to a continuous process aimed at achieving our set targets. Clear outlining of responsibilities and targets will further enhance our performance, allowing the business to thrive. Stakeholders began to appreciate our economic performance, providing valuable insights into areas of improvement. This engagement strengthens our strategies and highlights the importance of collaboration in driving ongoing success.

The group participates in the export retention space, aimed at boosting our economic performance during the reporting period. The Reserve Bank of Zimbabwe (RBZ) implemented a policy requiring exporters to surrender 30% of their foreign currency earnings (reducing their retention to 70%) primarily to build foreign currency reserves, stabilize the local currency (ZiG), and support the interbank foreign exchange market. This policy, reinforced in the 2025 Monetary Policy Statement, forces the conversion of the surrendered 30% into the local currency (ZiG) at the prevailing official exchange rate. In the period FY25, the Group exported products worthy US$1,726,575 giving a surrender of US$517,972 translated to ZiG.

Our Economic Impacts and Value Creation (continued)

Tax Practices

Zimplow recognises the critical importance of effective tax management in ensuring compliance with tax regulations, which helps avoid penalties and garnishment of business accounts. By adhering to tax obligations, the Group mitigates risks and enhances its financial stability, allowing ample time to fulfil tax commitments and reduce errors. This approach contributes to future growth by creating a solid financial foundation.

Tax Strategy

Zimplow developed a Tax Strategy that involves regular monitoring and timely submission of tax returns. The governance of this strategy is overseen by the Group Chief Finance Officer, with reviews conducted on a monthly basis to ensure compliance and effectiveness. This approach not only aligns with Zimplow's business strategies but supports sustainable development by reducing tax risk, thereby maximising profitability and enhancing overall business performance.

Stakeholder Engagement regarding Tax Matters

Engagement with tax authorities is facilitated through continuous communication with account officers, allowing for an open dialogue about compliance and obligations. Written commitments further reinforce Zimplow's dedication to maintaining a transparent relationship with tax authorities. Public policy advocacy on tax issues is approached thoughtfully, ensuring that the Group aligns its practices with broader regulatory frameworks and community expectations. Zimplow is committed to a zero-tolerance policy regarding tax evasion, emphasising the importance of ethical practices in all financial dealings. The Group continuously monitors its tax obligations and payments to ensure compliance and mitigate risks. To empower employees, Zimplow provides tax training that keep employees informed of the latest tax regulations. Active engagement with Zimbabwe Revenue Authority (ZIMRA) officers further enhances understanding and compliance with tax requirements.

Zimplow conducts tax planning training sessions aimed at helping employees manage cash flow effectively while setting aside funds for tax obligations. This ensures that the Group is prepared to meet its financial responsibilities without jeopardising operational capabilities. Additionally, Zimplow maintains a focus on maximising available tax credits through ongoing monitoring of tax regulations, which can positively impact the Group's financial health.

Taxes paid in the period under review were as follows:

Taxes (US$)	FY 2025	FY 2024	FY2023	FY2022
Corporate Tax - Associates	-	-	13,534	-
Corporate Tax - Subsidiaries	40,305	109,783	220,176	146,019
Value Added Tax (VAT)	401,435	767,391	836,810	783,770
Import Duty	841,563	744,309	794,824	724,151
PAYE	1,182,190	838,017	827,168	814,391
Withholding Tax-10%	46,812	22,537	48,834	62,111
Withholding Tax-1/3	21,400	8,949	4,419	7,533
Fines	452,093	8,099	1,918	124
AIDS Levy	35,466	14,114	10,703	17,059
IMTT	166,767	126,450	108,710	168·131
Total	**2,346,468**	**2,639,649**	**2,867,096**	**2,723,288**

FINANCIAL REPORTS

ZIMPLOW
ENGINEERING PERFORMANCE

Directors' Report

Your Directors present their report together with the audited financial statements of Zimplow Holdings Limited (Zimplow) and its subsidiaries (together being "the Group") for the year ended 31 December 2025.

Principal activities

The Group is a diversified mining, construction, infrastructure and agricultural equipment manufacturer and distributor listed on the Victoria Falls Stock Exchange.

Share Capital

Authorised share capital

The authorised share capital of the Company remains unchanged at 400 000 000 (Four hundred million) shares at a nominal value of US$0.0004 each.

Issued share capital

The issued share capital of the company was 344,580,486.

Unissued share capital

Unissued ordinary shares of 55,419,514 remain placed under the control of Directors in terms of resolutions passed in Extra-Ordinary General Meetings by members.

Financial affairs

The Group and Company financial statements set out on pages 90 to 122 have been audited by Grant Thornton and depict the resilience of the business even with the constrained economic environment under which the company operates.

The Directors have determined and are implementing strategies that should see the company maintain value and ride out the tough economic wave in which it is operating.

While the economic outlook remains difficult and uncertain, the Directors believe that the company will continue to operate as a going concern in the foreseeable future.

Dividend

The Board has exercised prudence in its decision not to declare a dividend in respect to the year ended 31 December 2025.

Directorate

The names of Directors and secretary are those in office at the time of printing this notice.

Auditors

Messrs Grant Thornton remain in office until conclusion of the Annual General Meeting on 29 June 2026, at which members will be asked to fix their remuneration and appoint auditors for the ensuing year. Grant Thornton have indicated their willingness to continue in office.

For and on behalf of the Board of Directors

B. N. Kumalo
Chairman

W. Swan
Group Chief Executive Officer

The Directors' Statement of Responsibility

Accounting Records and Financial Statements

The Directors are responsible for the maintenance of adequate accounting records as well as the preparation and integrity of the Group and company financial statements and related information contained in the annual report in a manner that fairly presents the results of the Group's operations.

External Auditors' Role

The external auditors are responsible for carrying out an independent examination of the Group and company financial statements in accordance with International Standards on Auditing and reporting their findings thereon.

Systems of Internal Control

The Directors are also responsible for the Group's systems of internal financial control. These are designed to provide reasonable, but not absolute, assurance as to the reliability of the financial statements and to safeguard, verify and maintain accountability of assets and to prevent and detect misstatement and loss.

Nothing has come to the attention of the Directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

Going Concern

After reviewing the Group's budgets and related financial projections, the Directors have no reason, in all material respects, to believe that the Group will not continue to operate in the foreseeable future. Accordingly, these Group and company financial statements have been prepared on a going concern basis. Further information is provided under note 33, in relation to events after the reporting period.

Accounting Policies

In preparing the Group and company financial statements set out on pages 90 to 122 appropriate accounting policies have been applied, as have the relevant International Financial Reporting Standards, unless otherwise stated, and are supported, where necessary, by reasonable and prudent judgments and estimates. The Directors are of the view that the requirement to comply with the Statutory Instrument 33 of 2019 has created inconsistencies with International Accounting Standard (IAS) 21 (The effects of changes foreign exchange rates) as well as with the principles embedded in the IFRS Conceptual Framework, resulted in the accounting treatment adopted in the 2025 and 2024 Group and Company financial statements being different from that which the Directors would have adopted if the Group had been able to fully comply with IFRS. Consequently, the Group and company financial statements did not comply with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors for non-correction of the prior year non-compliance with IAS 21. These exceptions have also made full compliance with the Companies and Other Business Entities Act (Chapter 24.31) not possible since it requires the entities to prepare the financial statements in accordance with the General Accepted Accounting practice applicable to that entity which is IFRS.

Approval of Group and company financial statements

The Group and Company financial statements for the year ended 31 December 2025 have been approved by the Board of Directors and are signed on its behalf by the Board Chair and a member Director.

These Group and company financial statements were prepared by the finance department of Zimplow Holdings Limited under the direction and supervision of the Group Commercial Director, Charles Chaibva (PAAB No: 198683).

B. N. Kumalo
Chairman

W. Swan
Group Chief Executive Officer

Grant Thornton

Independent Auditor's Report

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To the members of Zimplow Holdings Limited and its subsidiaries

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Zimplow Holdings Limited and its subsidiaries set out on pages **90 to 122**, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of the Group's material accounting policies.

Basis of Opinion

In our opinion the consolidated financial statements present fairly, in all material respects, the financial position of Zimplow Holdings Limited and its subsidiaries as at 31 December 2025, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming an opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Opinion section, we have determined the matters described below are key audit matters to be communicated in our report:

Independent Auditor's Report (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
IFRS 15 - Revenue from Contracts with Customers • There is a presumed fraud risk with regards to revenue recognition as guided by International Standard on Auditing (ISA 240: Revised). There is a risk that the revenue is presented at amounts higher than what has been actually generated by the Group. This is a significant risk and accordingly a key audit matter.	Our audit procedures incorporated a combination of tests of the Group's controls relating to revenue recognition and the appropriateness of revenue recognition policies as well as substantive procedures in respect of testing the occurrence assertion. Our substantive procedures included but were not limited to the following: • Reviewed that revenue recognition criteria are appropriate and in line with the requirements of IFRS 15. • Tested design, existence and operating effectiveness of internals controls implemented as well internal as test of details to ensure accurate processing of revenue transactions. • We identified key controls and tested these controls to obtain satisfaction that they were operating effectively for the year under review. • Furthermore, we performed analytical procedures and assessed the reasonableness of explanations provided by management. • Performed cut-off tests on year end balances to ensure revenue is recognised in the correct period. • Inspected reversals and credit memos performed in the period subsequent to year end and established if they were for valid revenue transactions. Based on the audit work performed, we satisfied ourselves that the Group revenue recognition is appropriate and in compliance with the requirements of IFRS 15 -Revenue from Contracts with Customers.
Goodwill Impairment- IAS 36 Impairment of assets. • Goodwill arose from the acquisition of Farmec through Tractive Power Holding Limited and from the acquisition of Scanlink and lastly from the acquisition of Manica Road Investments (Private) Limited. • Farmec is a division which falls under farming segment, Scanlink is a subsidiary falls under the automotive segment and Manica is a subsidiary falling under properties segment in applying IAS 36. • The goodwill on acquisition for each of the above has been tested for impairment and an impairment has been recognized in the current year. • Due to the significant use of judgement involved in the impairment assessment and determination of the impairment loss, we consider this to be a key audit matter.	We performed the following procedures in response to the key audit matter identified: • We assessed management's process for the determination of key inputs into the impairment assessment. • Reviewed the accounting policy to ascertain whether it complied with IFRS. • We reviewed the reasonableness of management's key assumptions in the impairment assessment of the goodwill. • Verified the calculation of impairment to check the arithmetic accuracy. • Reviewed the disclosure made in the financial statements relating to the judgements involved in the impairment assessment. Based on the audit work performed, we satisfied ourselves that the Group goodwill recognition is appropriate and in compliance with the requirements of IAS 36 Impairment of assets.

Independent Auditor’s Report (continued)

Other information
The Directors are responsible for the other information. The other information comprises the 'Corporate information', 'Directors' report, 'Corporate governance', 'Chairman's report', and 'Chief Executive Officers' report', which we obtained prior to the date of this auditor's report. The other information does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Annual Financial Statements
Management is responsible for the preparation and fair presentation of the Consolidated annual financial statements in accordance with International Financial Reporting Standards (IFRSs), and for such internal control as management determines is necessary to enable the preparation of consolidated annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

Independent Auditor’s Report (continued)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements
In our opinion the consolidated annual financial statements have been properly prepared in compliance with the requirements of the Companies and Other Business Entities Act (Chapter 24:31).

The engagement partner on the audit resulting in this independent auditor's report is Farai Chibisa.

Grant Thornton

Farai Chibisa
Partner

Registered Public Auditor (PAAB No: 0547)

Grant Thornton **31 March 2026**
Chartered Accountants (Zimbabwe)
Registered Public Auditors

HARARE

Group and Company Statement of Financial Position

as at 31 December 2025

		Group		Company	
	Notes	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
ASSETS					
Non-current assets					
Property, plant and equipment	12	15,006,784	14,325,638	4,457,479	4,979,437
Intangible assets	13	36,245	52,996	22,699	35,670
Investment property	14	-	-	-	2,140,000
Investment in subsidiaries	16	-	-	20,920,453	21,739,005
Right of use assets	28.1	-	-	289,574	102,370
Deferred tax asset	9.3	-	-	587,294	-
Government treasury bills	20	400,990	462,572	87,245	107,294
Long term receivables	25	654,163	583,103	654,163	583,103
Goodwill	17	5,868,213	5,995,285	-	-
Total non-current assets		21,966,395	21,419,594	27,018,907	29,686,879
Current assets					
Inventories	18	10,022,358	10,145,270	7,965,515	6,899,723
Inter company receivables	27.3	-	-	3,455,852	1,886,221
Trade and other receivables	19	5,261,343	5,177,308	3,000,420	2,461,858
Prepayments	20.2	1,520,835	2,028,863	1,370,340	1,360,285
Investment in financial assets	20.1	14	38	14	38
Assets held for sale	30	3,280,000	1,093,000	2,520,000	-
Cash and bank balances	23	794,572	1,291,860	533,149	379,629
Total current assets		20,879,122	19,736,339	18,845,290	12,987,754
Total assets		42,845,517	41,155,933	45,864,197	42,674,633
EQUITY AND LIABILITIES					
Equity					
Share capital	8	137,832	137,832	137,832	137,832
Share premium		19,741,179	19,741,179	19,741,179	19,741,179
Revaluation reserve	24.1	6,422,210	3,983,872	2,963,011	3,254,475
Capital reserve	24.3	(194,451)	(194,451)	(194,451)	(194,451)
Foreign currency translation reserve	24.2	(3,714,283)	(3,714,283)	6,300,353	6,300,353
Retained earnings		7,986,985	8,476,689	5,892,653	5,236,966
Total equity		30,379,472	28,430,838	34,840,577	34,476,354
Non-current liabilities					
Lease liabilities	28	-	-	109,817	-
Inter company payables	27.3	-	-	2,791,730	2,978,107
Deferred tax liabilities	9.3	1,359,955	739,315	-	552,281
Total non-current liabilities		1,359,955	739,315	2,901,547	3,530,388
Current liabilities					
Trade and other payables	21	6,081,914	6,216,210	4,409,462	2,226,750
Provisions	21.2	893,786	930,647	175,881	181,435
Short term borrowings	22	475,317	852,731	414,295	852,731
Customer deposits	20.3	3,563,725	3,315,695	2,930,154	1,076,920
Lease liabilities	28.2	-	-	192,282	111,711
Current tax liabilities	9.5	91,348	670,497	-	218,344
Total current liabilities		11,106,090	11,985,780	8,122,073	4,667,891
Total liabilities		12,466,045	12,725,095	11,023,620	8,198,279
Total equity and liabilities		42,845,517	41,155,933	45,864,197	42,674,633

B. Kumalo
Chairman
31 March 2026

W. Swan
Group Chief Executive Officer
31 March 2026

Group and Company Statement of Profit or Loss and other Comprehensive Income

for the year ended 31 December 2025

		Group		Company	
	Notes	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
Sales of goods		30,346,612	27,209,724	19,552,170	16,228,720
Rendering of services		3,167,137	2,489,556	1,687,435	1,318,327
Investment property rental income		30,574	79,426	103,200	103,200
Revenue	**5**	**33,544,323**	**29,778,706**	**21,342,805**	**17,650,247**
Cost of sales	11	(25,147,514)	(22,241,368)	(15,123,379)	(12,980,741)
Gross profit		**8,396,809**	**7,537,338**	**6,219,426**	**4,669,506**
Other operating income	10	981,139	798,526	712,746	265,355
Selling and distribution expenses		(416,206)	(411,892)	(352,570)	(281,320)
Administrative expenses	6.1	(8,486,219)	(10,175,187)	(5,237,309)	(6,333,273)
Other operating expenses		(629,305)	(581,901)	(629,695)	(840,261)
Allowance for expected credit losses	19	35,269	(331,436)	39,455	(252,911)
Operating (loss)/profit		**(118,513)**	**(3,164,552)**	**752,053**	**(2,772,904)**
Finance costs	22.4	(392,582)	(276,972)	(230,604)	(192,952)
Finance income	22.3	18,915	4,136	6,416	4,081
(Loss)/profit before tax		**(492,180)**	**(3,437,388)**	**527,865**	**(2,961,775)**
Income tax credit	9	2,476	1,276,000	127,822	591,277
(Loss)/profit for the year		**(489,704)**	**(2,161,388)**	**655,687**	**(2,370,498)**
Other comprehensive income					
Other comprehensive income that may be recycled through profit or loss					
Revaluation of plant, land and buildings		3,068,900	(508,475)	(392,544)	(603,972)
Income tax expense		(630,562)	153,412	101,080	155,523
Total other comprehensive income/(loss) for the year, net of tax		**2,438,338**	**(355,063)**	**(291,464)**	**(448,449)**
Total comprehensive income/(loss) for the year		**1,948,634**	**(2,516,451)**	**364,223**	**(2,818,947)**
(Loss)/profit for the year attributed to:					
Owners of the parent		(489,704)	(2,136,772)	655,687	(2,370,498)
Non controlling interests		-	(24,616)	-	-
		(489,704)	**(2,161,388)**	**655,687**	**(2,370,498)**
Total comprehensive profit/(loss) for the year attributable to:					
Owners of the parent		1,948,634	(2,491,835)	364,223	(2,818,947)
Non controlling interests		-	(24,616)	-	-
		1,948,634	**(2,516,451)**	**364,223**	**(2,818,947)**
Earnings per share					
Basic earnings per share		(0.0014)	(0.0062)	0.0019	(0.007)
Diluted earnings per share		(0.0014)	(0.0062)	0.0019	(0.007)
Headline earnings per share		(0.0017)	(0.0066)	0.0017	(0.007)
Diluted headline earnings per share		(0.0017)	(0.0066)	0.0017	(0.007)

Group and Company Statement of Cash Flows

for the year ended 31 December 2025

		Group		Company	
	Notes	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
Cash flows from operating activities					
Operating (loss)/profit before tax		(492,180)	(3,437,388)	527,865	(2,961,775)
Adjusted to reconcile (loss)/profit before tax to net cash flows:					
Depreciation of property plant and equipment	12	674,799	759,873	462,504	458,308
Depreciation of right of use of assets	28.1	-	-	198,895	204,740
Amortisation of intangible assets	13	16,751	14,546	12,971	12,971
Net fair value adjustments	14	(57,000)	-	(359,946)	-
Net unrealised foreign exchange differences	6.2	(103,277)	98,861	(73,494)	12,954
Interest income	22.3	(18,915)	(4,136)	(6,416)	(4,081)
Interest expense	22.4	392,582	276,972	230,604	192,952
Movement in provisions	21.2	(36,861)	190,725	(5,554)	(1,124)
Loss/(profit) on disposal of property, plant and equipment		44,776	(143,360)	41,880	219,472
		420,675	(2,243,907)	1,029,309	(1,865,583)
Working capital changes					
Decrease/(increase) in inventories		122,912	1,398,050	(1,065,792)	2,418,023
(Increase)/decrease in trade and other receivables		(84,035)	(2,411,033)	(538,562)	145,169
Decrease/(increase) in prepayments		508,028	382,010	(10,055)	314,405
Increase in customer deposits		248,030	21,800	1,853,234	1,800
(Increase) in intergroup receivables		-	-	(1,569,631)	(1,271,673)
Decrease)/increase in intergroup payables		-	-	(186,377)	-
(Decrease)/increase in trade and other payables		(713,445)	3,244,279	2,182,711	189,757
		502,165	391,199	1,694,837	2,562,101
Interest received	21.3	18,915	4,136	6,416	4,081
Interest paid	22.4	(392,582)	(276,972)	(230,604)	(192,952)
Income tax paid	9.5	(307,676)	(177,339)	(218,344)	(141,323)
Net cash flow from/(used) in operating activities		(179,178)	(58,976)	1,252,305	2,231,907
Cash flows from investing activities					
Acquisition of subsidiaries and investments		-	(1,326,700)	-	(1,326,700)
Proceeds from sale of property, plant and equipment		228,559	2,150,998	137,985	111,212
Purchase of property, plant and equipment	12	(645,102)	(888,051)	(456,358)	(715,950)
Net cash flows used in investing activities		(416,543)	(63,753)	(318,373)	(1,931,438)
Cash flows from financing activities					
Repayments of borrowings	22.2	(1,027,483)	(368,980)	(938,436)	(368,980)
Proceeds from borrowings	22.2	650,069	-	500,000	-
Net cash flows used in financing activities		(377,414)	(368,980)	(438,436)	(368,980)
Net (decrease)/increase in cash and cash equivalents		(973,135)	(491,709)	495,496	(68,511)
Effects of exchange rate changes on cash and cash equivalents		475,847	519,734	(341,976)	(12,000)
Cash and cash equivalents at 1 January		1,291,860	1,263,835	379,629	460,140
Cash and cash equivalents at 31 December	23	794,572	1,291,860	533,149	379,629
Comprising of:					
Cash and cash balances		794,572	1,291,860	533,149	379,629

Group Statement of Changes in Equity

for the year ended 31 December 2025

	Share capital US$	Capital reserve US$	Share premium US$	Revaluation reserve US$	Change in ownership reserve US$	Foreign currency translation reserve US$	Retained earnings US$	Attributable to owners of the parent US$	Non-controlling interest US$	Total US$
Balance on 1 January 2024	137,832	(194,451)	19,741,179	4,338,935	(904,212)	(3,128,494)	6,649,535	26,640,324	6,123,869	32,764,193
Elimination of NCI on Barzem disposal	-	-	-	-	904,212	-	3,963,926	4,868,138	(6,099,253)	(1,231,115)
Effects of currency translations	-	-	-	-	-	(585,789)	-	(585,789)	-	(585,789)
Total comprehensive loss for the year	-	-	-	(355,063)	-	-	(2,136,772)	(2,491,835)	(24,616)	(2,516,451)
Balance at 31 December 2024	137,832	(194,451)	19,741,179	3,983,872	-	(3,714,283)	8,476,689	28,430,838	-	28,430,838
Elimination of NCI	-	-	-	-	-	-	-	-	-	-
Effects of currency translations	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	2,438,338	-	-	(489,704)	1,948,634	-	1,948,634
Balance at 31 December 2025	137,832	(194,451)	19,741,179	6,422,210	-	(3,714,283)	7,986,985	30,379,472	-	30,379,472

Company Statement of Changes in Equity

for the year ended 31 December 2025

	Share capital US$	Capital reserve US$	Share premium US$	Revaluation reserve US$	Foreign currency translation reserve US$	Retained earnings US$	Attributable to owners of the parent US$
Balance on 1 January 2024	137,832	(194,451)	19,741,179	3,702,924	6,820,191	7,607,464	37,815,139
Effects of currency translation	-	-	-	-	(519,838)	-	(519,838)
Total comprehensive loss for the year	-	-	-	(448,449)	-	(2,370,498)	(2,818,947)
Balance at 31 December 2024	137,832	(194,451)	19,741,179	3,254,475	6,300,353	5,236,966	34,476,354
Effects of currency translation	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(291,464)	-	655,687	364,223
Balance at 31 December 2025	137,832	(194,451)	19,741,179	2,963,011	6,300,353	5,892,653	34,840,577

Notes to the Consolidated Financial Statements

for the year ended 31 December 2025

1 NATURE OF OPERATIONS

The principal activities of the Group are manufacture and distribution of animal drawn implements, manufacture and distribution of metal fasteners for mining, construction and agricultural industries, distribution of tractors, generators and mechanized implements as well as the distribution of earthmoving and mining equipment.

Corporate information
The consolidated financial statements of Zimplow Holdings Limited and its subsidiaries collectively, the Group for the year ended 31 December 2025 were authorized for issue by the Board of Directors on 31 March 2026. Zimplow Holdings Limited, the Company, is a limited company incorporated and domiciled in Zimbabwe and whose shares trade on Victoria Falls Stock Exchange. The registered head office is located at 10 Harrow Road, Msasa in Harare, Zimbabwe.

2 GENERAL INFORMATION, STATEMENT OF COMPLIANCE WITH IFRS AND GOING CONCERN ASSUMPTION

The Group's financial results have been prepared under policies consistent with the requirements of the Companies and Other Business Entities Act (Chapter 24.31). The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and interpretations developed and issued by the International Financial Reporting Interpretations Committee (IFRIC).

The accounting policies are applied consistently throughout the Group. The consolidated financial statements are presented in United States dollars (USD) and all values are rounded to the nearest dollar except where otherwise stated. The consolidated financial statements are prepared under the historical cost convention, except for land and buildings (classified as property, plant and equipment) and factory plant and machinery which is carried using the revaluation model.

3 NEW OR REVISED STANDARDS OR AMENDED AND INTERPRETATIONS

3.1 New Standards adopted as at 1 January 2025

Other Standards and amendments that are effective for the first time in 2025 and could be applicable to the Group are:
- Amendments to IAS 21 - Lack of exchangeability

The Group is currently assessing the impact the amendments will have on its financial statements.

3.2 Standards issued but not yet effective

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Amendments to the classification and measurement of financial instruments - Amendments to FRS 9 and IFRS 7
Effective for annual periods beginning on or after 1 January 2026.

Effective for annual periods beginning on or after 1 January 2026
New guidance has been added to FRS 9 to specifically address when a financial liability should be derecognised when it is settled by electronic payment. Previously, an entity was required to wait until the settlement date of the transaction to discharge the liability, but the new guidance allows for the liability to be discharged before the settlement date if:
- the payment cannot be withdrawn, stopped or cancelled;
- the entity no longer has the practical ability to access the cash; and
- settlement risk associated with the electronic payment system is insignificant.

Presentation and disclosures in financial statements - IFRS 18
Effective for annual periods beginning on or after 1 January 2027.

The Standard is effective from annual reporting periods beginning on or after 1 January 2027. Early adoption of the Standard is permitted. It is important to note, IFRS 18 must be applied retrospectively, so restatement of all comparative information is required when the Standard is adopted, The main change introduced by FRS 18 is to the way in which reporting entities will structure their statement of profit or loss.

Firstly, the Standard introduces two new defined subtotals. These new required subtotals are intended to increase comparability by ensuring that information presented for investors is consistent across different entities. Additionally, the Standard requires an entity to classify all income and expenses into one of the following five categories:
- Operating
- Investing
- Financing
- Income taxes, and
- Discontinued operations

4 MATERIAL ACCOUNTING POLICIES

4.1 Basis of preparation

The Group's consolidated financial statements have been prepared on an accruals basis and under the historical cost convention as modified by the revaluation of properties, investments, and derivatives.

Monetary amounts are expressed in United States Dollars (USD).

4.2 Basis of consolidation

The Group's financial statements consolidate those of the parent company and all of its subsidiaries at 31 December 2025. All subsidiaries have a reporting date of 31 December. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

4.3 Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:
- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share - based payment arrangements of the acquiree are measured in accordance with IFS 2 at the acquisition date and;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests" proportionate share of the recognized amounts of the acquire's identifiable net assets. The choice of measurement basis is made on a transaction by-transaction basis.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in o business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity.

Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed.

4.4 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses (if any). For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss.

An impairment loss recognized for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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4.5 Revenue recognition

The Group is in the business of distributing mining and agricultural equipment and the related service for the same equipment. The equipment and services are sold both on their own in separate identified contracts with customers. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The Group recognises revenue at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Sale of agriculture and mining equipment and spares.

Revenue from sale of agriculture and mining equipment and spares is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment at the customer's location. The normal credit term is 30 days upon delivery.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties). In determining the transaction price for the sale of agriculture and mining equipment and spares, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration
If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved Some contracts with customers provide a right of return.

Rights of return
The Group uses the expected value method to estimate the goods that will be returned because this method better predicts the amount of variable consideration to which the Group will be entitled. The Group then applies the requirements on constraining estimates of variable consideration to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue. The group policy allows returns of products within 10 days. At year end, any such goods that would have been returned had their terms expired, Therefore, there is no impact on financial statements.

Warranty obligations
The Group generally provides for warranties for general repairs and does not provide extended warranties in its contracts with customers. These assurance-type warranties are accounted for as warranty provisions, which are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

Rendering of services
The Group's mining and mechanical agricultural equipment segments provides after sales service for equipment sold. These services are sold on their own in contracts with the customers. The Group accounts for the equipment and service as separate deliverables of bundled sales and allocates consideration between these deliverables based on relative stand-alone selling prices. Service revenue qualifies for overtime recognition, but given the short period of a service, no significant judgement is required in determining the pattern of revenue recognition.

Advances received from customers
Generally, the Group receives only short-term advances from its customers. They are presented as part of current liabilities and described as customer deposits. The Group does not receive long-term advances from customers. The Group determines whether there is a significant financing component in its contracts. The Group uses the practical expediency and will not adjust the promised amount of the consideration for the effects of a significant financing components in the contracts, where the Group expects, at contract inception, that the period between the Group transfer of a promised good or service to a customer and when the customer pays for that good or service will be one year or less. Therefore, for short term advances, the Group does not account for a financing component even if it is significant.

Based on the nature of the goods and services offered and the purpose of payment terms, the Group determined that for the vast majority of the contracts that require customers to pay in advance, the payment terms were structured primarily for reason other than the provision of finance to the Group, that is, advances are generally required from new customers, as well as customers with a history of late payments, they do not provide customers with an alternative to pay in arrears. In addition, the length of time between when the customer pays for the goods and the Group transfers goods to the customer is relatively short. Therefore, the Group has concluded that there is not a significant financing component in these contracts.

Presentation in financial statements
Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. A contract liability is presented in the statement of financial position where a customer has paid an amount of consideration prior to the entity performing by transferring the related good or service to the customer.

Dividend and interest income
Dividend income from investments is recognized when the shareholder's right to receive payment has been established. This generally happens when a provision has been made. Interest income from a financial asset is recognised when it is probable that the economic benefits will follow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income
The Group's policy for recognition of revenue from operating leases is described in note 4.6 below.

4.6 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee
The Group applies a single recognition and measurement approach for all leases, except for short term leases and leases of low value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use underlying assets.

Right of use assets
The group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of the right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land and Buildings	5 - 10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment as covered under section 3.13.

4.7 Lease Liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of the lease payments to be made over the lease term. The lease payments including in substance fixed lease payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual values guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. In calculating the present value of the lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in lease payments or a change in the option to purchase the underlying asset.

The Group as lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

4.8 Foreign currency transactions and balances

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:
- Exchange differences on foreign 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 foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks.
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation),

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which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated to United States Dollars using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

4.9 Employee Benefits

Retirement benefit costs and termination benefits
Payments to defined contribution retirement plans are recognised in profit or loss in the year of contribution. A liability for termination benefits recognised at the earlier of when the entity can no longer withdraw the offer of termination benefit and when the entity recognizes any related restructuring costs.

Short-term and other long-term employee benefits
A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

4.10 Share-based payment arrangements

Share-based payment transactions of the Company
Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share - based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counter-party renders the service.

4.11 Taxation

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

4.12 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax" as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally

recognised for all taxable temporary differences. Deferred tax assets are generally recognised 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 utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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.

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 realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time rather through sale.

4.14 Taxation

The directors of the Company reviewed the Group's investment property portfolios and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors have determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that a re-recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised 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.

4.15 Property, plant and equipment

Items of Property, plant and equipment is measured at cost less accumulated depreciation and impairment losses, if any. Land and buildings and plant and equipment are however measured at fair value, less accumulated depreciation and impairment losses, if any, recognised after the date of revaluation. Valuations, performed by the Group's Directors or independent external valuators, are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

When items of property, plant and equipment are revalued, any accumulated depreciation at the date of a revaluation is restated proportionately with the change in the gross carrying amount of the asset so that the carrying amount after revaluation equals its market value.

Any revaluation surplus (increase in the carrying amount of an asset as a result of a revaluation) is recognised in other comprehensive income and accumulated in equity (revaluation reserve) in the statement of changes in equity. The increase is recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss. If an asset's carrying amount is decreased as a result of a revaluation, the decrease shall be recognised in profit or loss. The decrease, however, is recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in equity as a revaluation reserve.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings. Subsequent costs are included in an asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will follow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss in the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

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Depreciation is calculated on a straight line basis over the estimated useful lives of the asset as follows:

- Buildings: 50 years;
- Plant and machinery: 5 to 50 years;
  Motor vehicles: 5 years;
- Office furniture and computer equipment: 4 to 10 years.
- Freehold land is not depreciated.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

The depreciation methods, useful lives and residual values of assets are reviewed and adjusted, if appropriate, at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, depreciation will cease to be charged on the asset until its residual value subsequently decreases to an amount below its carrying amount.

4.17 Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Transfers to and from investment property under the fair value model are accounted for as follows:

- Transfers from inventory: any difference between the fair value of the property at date of change in use and its previous carrying amount must be recognised in profit or loss. This treatment is consistent with the treatment of sales of inventories.
- Transfers to inventory or owner-occupation: the cost for subsequent accounting for inventories under IAS 2, or for owner-occupied property under IAS 16 or IFS 16, must be the property's fair value at the date of change in use. [IAS 40.60].
- Transfers from owner-occupation: IAS 16 will be applied for owned property and IFS 10 for property held by a lessee as a right-of-use asset up to the date of change in use. At that date, any difference between the carrying amount under IAS 16 or FRS 16 and the fair value must be treated in the same way as a revaluation under IAS 16. [IAS 40.61].

4.18 Intangible assets

Intangible assets acquired separately
Intangible assets with finite useful lives that are acquired separately are initially recognized at cost and subsequently carried at cost less accumulated amortization and accumulated impairment losses.

Amortization is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. The impairment assessment of these intangible assets with indefinite useful lives is done annually.

For intangible assets acquired in a business combination, the cost on initial recognition will be its fair value at the acquisition date. It will subsequently carried at that cost less amortization and accumulated impairment loss if it has a finite useful life and at cost less accumulated impairment losses if it has an infinite useful life.

De-recognition of intangible assets
An intangible asset is derecognized on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognized.

4.20 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible 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. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, 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 (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset for a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit in prior years. A reversal of an impairment loss is recognized immediately in 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.

4.21 Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition, are accounted for as follows:

- Raw materials - Purchase costs on weighted average cost.
- Consumable stores - Purchase costs on weighted average cost.

Whole goods, parts and work in progress - Direct material and labour cost, appropriate share of production expenses and where applicable, customs duty paid. Net realisable value is the estimated selling price in the ordinary course of the business, less estimated costs of completion and the estimated costs necessary to make the sale.

4.22 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised 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 (when 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 recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Warranties
Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation. The warrant is of short term in nature since it covers the sold products for a maximum period of twelve months.

4.23 Financial assets

Classification
Financial assets are classified into the following specified categories: amortized cost and fair value through profit or loss (FVPL. The classification is based on the measurement criteria. Under amortized cost, the asset is measured at the amount recognized at initial recognition minus principal repayments, plus or minus the cumulative amortization of any difference between that initial amount and the maturity amount, and any loss allowance. Interest income is calculated using the effective interest method and is recognized in profit and loss. Changes in fair value are recognized in profit and loss when the asset is derecognized or reclassified the financial assets and is determined at the time of initial recognition.

Trade and other financial assets are held to collect contractual cash flows and give rise to cash flows representing solely payments of principal and interest. These are classified as financial assets at amortized cost.

Measurement
Trade receivables, treasury bills and other receivables are measured at amortised cost. The assets mainly represent solely future contractual cash payments of principal and interest. These financial assets are short term in nature.

Impairment

Trade receivables
The group uses the simplified approach in calculating the ECL for trade receivables. The Group establishes a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The debt is written off when all reasonable steps to recover the debt have failed.

Other financial assets
The Group recognises an allowance for expected credit losses (ECLs) for all other financial assets. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The debt is written off when all reasonable steps to recover the debt have failed.
The Group considers a financial asset in default when

contractual payments are 30 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

A debt is considered to be uncollectible when it meets one of the following criteria:
All reasonable collection efforts have been exhausted.

- The cost of further collection action will exceed the amount recovered.
- The debt is legally without merit or cannot be substantiated by evidence.
- The debtor cannot be located.
- The available assets or income (current or anticipated) are insufficient.
- The debt was discharged in bankruptcy.
- The applicable statute of limitations for collection of the debt has expired.
- It is not in the public interest to pursue collection of the debt.

Derecognition of financial assets
The Group derecognizes a financial asset 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 party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g., when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

4.24 Financial liabilities and equity instruments

Classification as debt or equity
Debt and equity instruments issued by a group entity 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.

Equity instruments
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 a group entity are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities
Financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (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) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

4.25 Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short term deposits with a maturity of three months or less which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts.

4.26 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised 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.

Critical judgements in applying accounting policies.
The following are the critical judgements that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Inventory valuation
Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. An assessment is done by management regularly to assess the appropriateness of the assigned values of inventory.

Determining the lease term of contracts with renewal options - Group as lessee and the incremental borrowing rate
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset.

The Group included the renewal period as part of the lease term for leases of Land and buildings with shorter non-cancellable period (i.e., 3-5 years. The Group typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. The renewal periods for leases of Land and buildings with longer non-cancellable periods (i.e., 5 to 10 years are not included as part of the lease term as these are not reasonably certain to be exercised.

The Group also applies judgement in determining the incremental borrowing rate used to discount the lease payments in determining the lease liability and right of use asset at commencement of the lease.

Key sources of estimation and 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 may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment of trade and other receivables
IFRS 9 requires the Group to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group applies the simplified approach and record lifetime expected losses on all trade receivables and other financial assets. Zimplow incorporates forward looking information in the determination of expected credit losses. Management also regards GDP as a measure of wealth that best reflect the quality of the company's customers, who are mainly into capital goods investment, which we sell. Management has also considered the impact of Inflation (CPI) and Purchasing Power Parity (International dollars) as other measures, that reflects the quality of the Group customers.

Management uses a period of 5 years to forecast the impact of forward-looking information on the expected credit loss allowance. The 5-year period is aligned to the company's business plan forecasting process for strategic planning purposes.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ELs is a significant estimate. The amount of ELs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECs on the Group's trade receivables and contract assets is disclosed in Note 19.

Impairment of goodwill
Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise (refer to note 17 for additional information).

Useful lives of property, plant and equipment
The Group reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. The following factors are considered in estimating the useful life of an asset.

- Expected usage of the asset,
- Expected physical wear and tear which depends on how the asset is going to be used.
- Management also uses experience with the usage of the asset.

Notes to the Consolidated Financial Statements (continued)
for the year ended 31 December 2025

Fair value measurements and valuation processes
Some of the Group's assets are measured at fair value for financial reporting purposes. The directors determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuators to perform the valuation. The directors work closely with the qualified external valuators to establish the appropriate valuation techniques and inputs to the model.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed under the following notes;
- Investment Property (note 13)
- Property, Plant and equipment (note 11)

4.27 Investment in subsidiaries

The company carries its investment in subsidiaries at cost less impairment. An assessment is done by management regularly to assess the appropriateness of the assigned values. Dividends from subsidiaries are recognised when the Company's right to receive is established, normally when the subsidiary declares the dividend. The dividends are recognised in the profit and loss section of the financial statements.

5. REVENUE

Analysis of Group revenue and results for the year

	Group		Company	
	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
Sale of goods: Domestic	28,620,037	26,123,304	17,825,595	15,142,300
Sale of goods: Export	1,726,575	1,086,420	1,726,575	1,086,420
Sale of services: Domestic	3,167,137	2,489,556	1,687,435	1,318,327
Investment property rental income	30,574	79,426	103,200	103,200
Total revenue from contracts with customers	**33,544,323**	**29,778,706**	**21,342,805**	**17,650,247**

All revenue is recognised at a point in time.

6. PROFIT/(LOSS) FOR THE YEAR

Profit/ (loss) for the year has been arrived after charging:

	Group 31-Dec-25 US$	Group 31-Dec-24 US$	Company 31-Dec-25 US$	Company 31-Dec-24 US$
6.1 Administrative expenses				
Salaries and employment costs	4,384,578	5,203,175	3,125,279	3,610,931
Motor, travel & accommodation	587,699	546,954	390,057	374,341
Rental and occupancy	541,272	489,439	190,284	142,058
Other administrative	2,972,670	3,935,619	1,531,689	2,205,943
	8,486,219	**10,175,187**	**5,237,309**	**6,333,273**
6.2 Foreign exchange gains/losses				
Realised Exchange gains/losses	52,982	204,738	19,324	130,298
Unrealised Exchange gain/losses	103,277	(98,861)	73,494	(12,954)
	156,259	**105,877**	**92,818**	**117,344**

7 SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the sector of the economy serviced and the type of goods or services delivered or provided. The directors of the Company have chosen to organize the Group around the differences in sectors of the economy and products or services. Specifically, the Group's reportable segments under IFRS 8:

7. SEGMENT INFORMATION (CONTINUED)

7.1 Segment information

	Agriculture	Mining and Infrastructure	Logistics and Automotive	Property	Other Segments	Total Segments	Adjustments	Consolidated
31 December, 2025								
Revenue	16,935,275	5,975,576	11,019,558	14,974	103,200	34,048,583	(504,260)	33,544,323
Segment operating profit	817,352	(335,073)	(436,665)	(74,358)	1,054	(27,689)	(90,824)	(118,513)
Other items								
Finance income	5,715	12,499	-	-	701	18,915	-	18,915
Finance costs	(69,712)	(37,257)	(197,574)	-	(88,040)	(392,582)	-	(392,582)
Income taxes	266,625	(84,384)	(127,383)	-	(41,796)	13,061	(10,585)	2,476
GROUP PROFIT AFTER TAX	**1,019,980**	**(444,214)**	**(761,622)**	**(74,358)**	**(128,080)**	**(388,295)**	**(101,409)**	**(489,704)**
Segment assets	14,805,696	10,819,734	5,082,618	7,179,105	33,825,958	71,713,110	(28,958,941)	42,754,169
Segment liabilities	(3,325,902)	(4,983,112)	(4,949,864)	(678,515)	(6,822,696)	(20,760,089)	8,385,392	(12,374,697)
Other segment information								
Depreciation and amortisation	297,267	107,014	108,032	-	96,710	609,022	65,777	674,799
Additions to non-current assets	346,426	10,514	184,590	-	103,572	645,102	-	645,102
Inventory provision	165,998	309,496	8,573	-	-	484,066	-	484,066
Impairment loss recognised on receivables	210,259	178,370	46,244	-	-	434,873	-	434,873
Impairment of goodwill	-	-	-	127,072	-	127,072	-	127,072
31 December, 2024								
Revenue	13,632,183	6,833,691	9,875,507	103,200	-	30,444,581	(665,875)	29,778,706
Segment operating profit	(2,001,508)	(378,424)	(683,789)	(118,479)	(238,564)	(3,420,764)	256,212	(3,164,552)
Other items								
Finance income	3,441	56	-	-	639	4,136	-	4,136
Finance costs	(119,724)	(46,296)	(110,952)	-	-	(276,972)	-	(276,972)
Income taxes	-	-	-	-	-	-	1,276,000	1,276,000
GROUP PROFIT AFTER TAX	**(2,117,791)**	**(424,664)**	**(794,741)**	**(118,479)**	**(237,925)**	**(3,693,600)**	**1,532,212**	**(2,161,388)**
Segment assets	13,676,960	9,932,196	6,963,616	6,400,797	30,299,381	67,272,980	(26,116,747)	41,155,933
Segment liabilities	(2,397,095)	(5,231,705)	(6,804,286)	(587,376)	(3,379,103)	(18,399,565)	5,674,469	(12,725,095)
Other segment information								
Depreciation	157,622	113,482	92,116	-	73,480	436,699	337,719	774,419
Additions to non-current assets	35,770	-	206,038	-	196,623	438,431	449,620	888,051
Inventory provision	450,780	309,496	79,206	-	-	839,481	-	839,481
Impairment loss recognised on receivables	210,007	219,395	40,739	-	-	470,142	-	470,141

The inter company assets and liabilities are eliminated on consolidation.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

		31-Dec-25 US$	31-Dec-24 US$
7.	**SEGMENT INFORMATION** (CONTINUED)		
7.1	**Segment reconciliation**		
7.2	**Segment profit**	**(388,295)**	**(3,693,600)**
	Depreciation of owner occupied at consolidation and other adjustments	(90,824)	256,212
	Taxation	(10,585)	1,276,000
	Profit after tax	**(489,704)**	**(2,161,388)**
	Segment assets	**71,713,110**	**67,272,950**
	Investment in subsidiaries	(20,920,453)	(21,739,005)
	Accumulated Depreciation owner occupied at consolidation	(1,571,323)	(961,128)
	Goodwill	(5,868,213)	(5,995,285)
	Reclassification adjustments	(598,952)	2,578,401
	Total assets	**42,754,169**	**41,155,933**
	Segment liabilities	**20,760,089**	**18,399,564**
	Reclassifications	(9,745,347)	(6,021,568)
	Deferred taxation	1,359,955	347,099
	Total liabilities	**12,374,697**	**12,725,095**
7.3	**Revenue from major products and services**		
	The following is an analysis of the Group's revenue from its major products and services:		
	Mining and construction equipment	1,205,180	2,224,178
	Animal drawn equipment	5,314,860	3,308,252
	Tractors and tractor drawn equipment	10,734,985	9,646,887
	Service of equipment	3,167,137	2,489,557
	Fasteners	1,212,742	1,219,326
	Property rentals	118,174	103,200
	Power systems	2,506,954	2,748,903
	Logistics and automotive	9,788,551	8,704,278
	Adjustments for intercompany transactions	(504,260)	(665,875)
	Total revenue	**33,544,323**	**29,778,706**

8. SHARE CAPITAL

Subject to Section 183 of the Companies and Other Business Entities Act (Chapter 24.31), and to the limitations of the Victoria Falls Stock Exchange, the unissued shares are under the control of the Directors.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
8.1	**Reconciliation of authorised and issued share capital**				
	Authorised share capital				
	Number of ordinary shares at the beginning of the year	400,000,000	400,000,000	400,000,000	400,000,000
	Number of ordinary shares at the end of the year	400,000,000	400,000,000	400,000,000	400,000,000
	Nominal value per share (US$)	0.0004	0.0004	0.0004	0.0004
	Total nominal value of shares (US$)	160,000	160,000	160,000	160,000
	Unissued shares under the control of the Directors	55,419,514	55,419,514	55,419,514	55,419,514
	Reconciliation of the number of shares in issue				
	Issued number of shares at the beginning of the year	344,580,486	344,580,486	344,580,486	344,580,486
	Number of shares in issue at the end of the year	344,580,486	344,580,486	344,580,486	344,580,486
	Issued and fully paid number of shares				
	Number of ordinary shares	344,580,486	344,580,486	344,580,486	344,580,486
	Nominal value per share (US$)	0.0004	0.0004	0.0004	0.0004
	Total nominal value of shares (US$)	**137,832**	**137,832**	**137,832**	**137,832**

		Year Ended 31-Dec-25	Year Ended 31-Dec-24
8.2	**At 31 December 2025, the Directors of the Group held directly and indirectly, the following shares:**		
	Name		
	Hamish Rudland	210,160,386	210,160,386
	G Manhambara	-	375
	L Kennedy	24,936,122	24,936,122
	K Patel	13,089,629	13,089,629
	Total	**248,186,137**	**248,186,512**

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
9.	**TAXATION**				
9.1	**Income tax expense**				
	Zimbabwe Income tax	94,313	-	-	-
	Deferred Tax relating to the origination and reversal of temporary differences	(96,789)	(1,276,000)	(127,822)	(591,277)
	Taxation	**(2,476)**	**(1,276,000)**	**(127,822)**	**(591,277)**
9.2	**Reconciliation of tax charge**	(492,180)	(3,437,388)	(527,865)	(2,961,775)
	Tax on profit before tax for the year at 25.75% (incl. Aids Levy)	(126,737)	(885,194)	135,926	762,657
	Tax effects on expenses that are not deductible in determining taxable profit	81,600	64,017	58,266	66,844
	Non taxable income**	(6,645)	(91,985)	3,696	(14,406)
	Change in deferred tax rate	49,306	(362,838)	(325,710)	118, 942
		(2,476)	**(1,276,000)**	**(127,822)**	**(591,277)**

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
9.3	Deferred tax				
	Key components of deferred tax:				
	Property, plant and equipment	2,551,477	2,528,810	923,094	1,073,355
	Investment property	266,600	12,400	126,000	428,000
	Provisions	(216,458)	(313,654)	(255,705)	(342,399)
	Net exchange gains/(losses)	(657,827)	(950,269)	(901,955)	(219,665)
	Assessed losses	(583,837)	(537,972)	(478,728)	(387,010)
	Net deferred tax liability/(asset)	**1,359,955**	**739,315**	**(587,294)**	**552,281**
	Reflected in the statement of financial position as follows:				
	Deferred tax liability/(asset)	**1,359,955**	**739,315**	**587,294**	**552,281**
9.4	Reconciliation of deferred tax (net)				
	Opening balance	739,315	2,015,315	552,281	1,143,557
	Movement of deferred tax balances	86,867	153,413	(910,673)	155,523
	Recognised in profit or loss	(96,789)	(1,275,999)	(127,822)	(591,276)
	Recognised in other comprehensive income	630,562	(153,413)	(101,080)	(155,523)
	Closing balance	**1,359,955**	**739,315**	**(587,294)**	**552,281**
9.5	Current tax liabilities				
	Opening Balance	670,497	687,900	218,344	310,003
	Current tax	94,313	-	-	-
	Tax paid	(307,676)	(177,339)	(218,344)	(141,323)
	Reclassification to VAT	(365,786)	159,936	-	49,664
		91,348	**670,497**	**-**	**218,344**
10.	OTHER INCOME				
	Commissions	634,783	408,286	98,432	99,650
	Bad debts recovered	1,083	101,327	1,083	428
	Scrap sales	133,747	62,708	83,923	62,708
	Exchange difference unrealised	103,277	(98,861)	73,494	(12,954)
	Profit on sale of property, plant and equipment items	-	143,360	-	(219,472)
	Fair value gain on investment property	57,000	-	359,946	-
	Other recoveries	51,249	181,706	95,868	115,523
	Total	**981,139**	**798,526**	**712,746**	**45,883**
11.	COST OF SALES				
	Wholegoods	14,745,073	12,933,292	9,347,731	8,656,452
	Purchases and direct material consumed	7,261,726	6,745,992	3,773,307	2,863,263
	Direct labour costs	3,140,715	2,562,084	2,002,341	1,461,026
		25,147,514	**22,241,368**	**15,123,379**	**12,980,741**

The Group classifies its products into three primary categories: whole goods (buses, tractors, ploughs and other agricultural implements), spares for these goods, and after-sales services (including labour and consumables). Cost of sales has been analysed and presented on a basis consistent with these classifications.

		Land and Buildings US$	Plant and Machinery US$	Motor Vehicles US$	and Computer Equipment US$	Total US$
12.	**PROPERTY, PLANT AND EQUIPMENT**					
12.1	Group					
	Cost/valuation					
	As at 01 January 2024	**12,863,895**	**4,247,436**	**2,989,011**	**1,288,817**	**21,389,159**
	Additions	-	571,745	205,518	110,788	888,051
	Disposals	(1,660,000)	(287,816)	(633,980)	(156,777)	(2,738,573)
	Transfers to asset held for sale	-	(1,287)	(351,732)	(12,299)	(1,210,318)
	Revaluation	86,960	(711,129)	-	133	(624,036)
	As at 31 December 2024	**11,290,855**	**3,818,949**	**2,208,817**	**1,230,662**	**17,704,283**
	Additions	-	25,524	507,573	112,005	645,102
	Disposals	-	(165,934)	(537,789)	(265,927)	(969,650)
	Transfers to asset held for sale	(2,175,000)	-	(12,984)	-	(2,187,984)
	Revaluation	3,222,953	(154,053)	-	-	3,068,900
	As at 31 December 2025	**12,338,808**	**3,524,486**	**2,165,617**	**1,076,740**	**18,260,651**
	Accumulated Depreciation					
	As at 01 January 2024	**(113,349)**	**(513,698)**	**(2,248,572)**	**(896,539)**	**(3,772,158)**
	Charge for the year	(131,815)	(210,061)	(293,352)	(124,645)	(759,873)
	Disposals	-	17,515	585,610	120,823	723,948
	Revaluation	-	115,694	-	(170)	115,524
	Transfers to asset held for sale	-	1,287	310,244	2,382	313,913
	As at 31 December 2024	**(245,164)**	**(589,263)**	**(1646,070)**	**(898,149)**	**(3,378,646)**
	Charge for the year	(131,815)	(193,539)	(225,446)	(123,999)	(674,799)
	Disposals	-	39,882	417,178	239,254	696,314
	Revaluation	52,401	-	-	-	52,401
	Transfers to asset held for sale	50,863	-	-	-	50,863
	As at 31 December 2025	**(273,715)**	**(742,920)**	**(1,454,338)**	**(782,894)**	**(3,253,867)**
	Carrying Amount					
	As at 31 December 2025	**12,065,093**	**2,781,566**	**711,279**	**293,846**	**15,006,784**
	As at 31 December 2024	**11,045,691**	**3,229,686**	**562,747**	**332,513**	**14,325,638**
12.2	Company					
	Cost/valuation					
	As at 01 January 2024	**1,670,000**	**3,670,864**	**2,324,753**	**964,750**	**8,630,367**
	Additions	-	484,628	172,204	59,118	715,950
	Disposals	-	(284,599)	(586,235)	(72,050)	(942,884)
	Revaluation	-	(719,665)	-	-	(719,665)
	Transfers to asset held for sale	-	(1,287)	(45,000)	(12,297)	(58,584)
	As at 31 December 2024	**1,670,000**	**3,149,941**	**1,865,722**	**939,521**	**7,625,184**
	Additions	-	21,544	346,588	88,226	456,358
	Disposals	-	(103,847)	(496,926)	(225,189)	(825,962)
	Revaluation	(254,529)	(138,015)	-	-	(392,544)
	As at 31 December 2025	**1,415,471**	**2,929,623**	**1,715,834**	**802,558**	**6,863,036**
	Accumulated Depreciation					
	As at 01 January 2024	**-**	**(441,681)**	**(1,801,969)**	**(716,110)**	**(2,959,760)**
	Charge for the year	(26,200)	(158,646)	(199,371)	(78,287)	(462,504)
	Disposals	-	17,247	546,516	61,891	625,654
	Revaluation	-	115,694	-	-	115,694
	Transfers to assets held for sale	-	1,287	31,500	2,383	35,170
	As at 31 December 2024	**(26,200)**	**(466,099)**	**(1,423,324)**	**(730,123)**	**(2,645,746)**
	Charge for the year	(26,200)	(178,992)	(177,933)	(75,183)	(458,308)
	Disposals	-	31,871	396,313	217,913	646,097
	Revaluation	52,400	-	-	-	52,400
	As at 31 December 2025	**-**	**(613,220)**	**(1,204,944)**	**(587,393)**	**(2,405,557)**
	Carrying Amount					
	As at 31 December 2025	**1,415,471**	**2,316,403**	**510,440**	**215,165**	**4,457,479**
	As at 31 December 2024	**1,643,800**	**2,683,842**	**442,398**	**209,398**	**4,979,437**

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
13.	**INTANGIBLE ASSETS**				
	Cost				
	At 01 January	148,610	129,709	129,709	129,709
	Additions	-	18,901	-	-
	At 31 December	148,610	148,610	129,709	129,709
	Amortisation and impairment				
	At 01 January	(95,614)	(81,068)	(94,039)	(81,068)
	Amortisation	(16,751)	(14,546)	(12,971)	(12,971)
	At 31 December	(112,365)	(95,614)	(107,010)	(94,039)
	Carrying amount at 31 December	**36,245**	**52,996**	**22,699**	**35,670**
	The group’s amortisation period for intangible assets is 5 - 10 years.				
14	**INVESTMENT PROPERTY**				
	Balance at 1 January	-	248,000	2,140,000	2,140,000
	Fair value adjustments	-	-	-	-
	Transfers to property, plant and equipment	-	-	-	-
	Transfers to held for sale	-	(248,000)	(2,140,000)	-
	Balance at 31 December	**-**	**-**	**-**	**2,140,000**

The Company's investment property balance for 2025 is nil, as the property located at 3001 Dagenham Road was reclassified as assets held for sale. In the prior year, the Group similarly reclassified residential stands in Harare, previously recognised as investment property, as held for sale.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
15	**CAPITAL COMMITMENTS**				
	Authorised but not yet contracted	988,571	1,071,213	988,571	1,071,213
	Authorised and contracted	(101,853)	405,868	(101,853)	405,868
	Total Capital Commitments	**886,718**	**1,477,081**	**886,718**	**1,477,081**

16.	**INVESTMENTS HELD IN SUBSIDIARIES**	**%**	**%**	**US$**	**US$**
	Investment In Barzem Enterprises (Private) Limited	100%	100%	7,908,078	7,908,078
	Investment In Manica Road Investments	100%	100%	4,785,194	4,785,194
	Investment In Scanlink	100%	100%	3,040,801	3,040,801
	Investment In Tredcor	100%	100%	4,178,109	4,178,109
	Investment In Birmingham Investments	100%	100%	1,008,271	1,826,823
	Total			**20,920,453**	**21,739,005**

The investments in subsidiaries are held under the cost model.

		Group	
		31-Dec-25 US$	31-Dec-24 US$
17.	**GOODWILL**		
	Balance at the beginning of the year	**5,995,285**	**5,995,285**
	Impairment of goodwill during the year	(127,072)	-
	Balance at year end	**5,868,213**	**5,995,285**

Goodwill arose from the acquisition of Farmec through Tractive Power Holding Limited and from the acquisition of Scanlink and Manica Road Investments in 2021. Farmec is a division which falls under farming segment, Scanlink is a subsidiary falling under the automotive segment and Manica Road Investments is a subsidiary falling under properties segment in applying IAS 36. The goodwill on acquisition for each of the above has been tested for impairment and an impairment was recognized in the current year for Manica Road Investments .

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
18.	**INVENTORIES**				
	Raw materials	365,609	471,451	313,243	295,535
	Finished goods	7,132,439	7,369,572	6,214,827	5,152,215
	Spare and components	2,561,868	2,882,286	1,636,753	1,932,118
	Other	446,509	261,442	239,387	243,332
	Provision for obsolescence	(484,066)	(839,481)	(438,695)	(723,477)
	Total Inventories at lower cost and net realizable value	**10,022,358**	**10,145,270**	**7,965,515**	**6,899,723**

At the year-end there was no inventory used as collateral on borrowings.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
19.	**TRADE AND OTHER RECEIVABLES**				
	Local trade receivables	3,233,104	3,702,228	1,693,100	1,660,436
	Foreign trade receivables	33,234	138,541	33,234	74,656
	Other receivables	2,429,878	1,806,680	1,537,650	1,029,785
	Allowance for credit losses (trade and other receivables)	(434,873)	(470,142)	(263,564)	(303,019)
	Total	**5,261,343**	**5,177,308**	**3,000,420**	**2,461,858**
	Ageing of receivables that are past due but not impaired				
	30-60 Days	1,065,964	811,125	735,785	376,730
	61-90 Days	438,571	884,381	229,373	146,445
	91-120 Days	243,625	263,649	57,539	46,078
	Over 120 Days	1,041,332	881,840	568,943	675,676
	Total	**2,789,492**	**2,840,995**	**1,591,640**	**1,244,929**

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

19. TRADE AND OTHER RECEIVABLES (CONTINUED)

The effects of IFRS 9 were considered by a re-computation of expected credit losses using an IFRS 9 compliant statistical regression analysis model. The resultant Expected credit losses have been analysed on the table below.

	Group		Company	
	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
Movement in the Allowance for Credit Losses				
Balance at the beginning of the year	**470,142**	**260,944**	**303,019**	**99,003**
Adjustment for effects of translations	-	(123,426)	-	(69,684)
Impairment losses recognised on receivables	(35,269)	331,436	(39,455)	252,911
Amounts written off during the year as uncollectible	-	58,576	-	20,789
Amounts recovered during the year	-	(57,388)	-	-
Balance at end of the year	**434,873**	**470,142**	**263,564**	**303,019**

The credit period on sale of goods and services is 30 days. Interest is charged on outstanding trade receivables. Before accepting any new customer, members of the Group's credit committee and sales administrators deliberate the prospective customer's credit worthiness. Members of the Group's credit committee and its sales administrators often meet prospective customers in order to conduct background and screening checks and attach a credit quality rating before accepting credit trading customers. Credit limits are defined for each customer and set by the credit committee team. Credit limits and customer quality are constantly reviewed.

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assesses impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
20	**INVESTMENT IN FINANCIAL ASSETS**				
	Government treasury bills	400,990	462,572	87,245	107,294
20.1	**Investment in financial assets**				
	Investment in paid up premium shares	14	38	14	38

The investment in financial assets is a fixed term deposit denominated in ZWG that is held with ZB and has not yet vested as at 31 December 2025.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
20.2	**Prepayments**				
	Prepayment to suppliers	1,520,835	2,028,863	1,370,340	1,360,285
20.3	**Customer deposits**				
	Short term advances for goods	3,563,725	3,315,695	2,930,154	1,076,920

The Group received customer deposits which were paid to the respective suppliers for the goods in transit at year end. The balances of deposits are short term in nature as at the end of the year and are shown in the table above.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
20	**INVESTMENT IN FINANCIAL ASSETS** (CONTINUED)				
20.4	Revenue from contracts with customers				
	Amounts included in contract liabilities at the beginning of the year	(3,315,695)	(2,460,040)	(1,076,920)	(1,267,122)
	Performance obligations satisfied in current year	3,315,695	2,460,040	1,076,920	1,267,122
	Performance obligations added during the year	(3,563,725)	(3,315,695)	(2,930,154)	(1,076,920)
		(3,563,725)	**(3,315,695)**	**(2,930,154)**	**(1,076,920)**
21	**TRADE AND OTHER PAYABLES**				
21.1	Trade and other payables				
	Local trade payables	2,090,989	830,608	1,051,370	378,899
	Foreign trade payables	335,376	2,398,731	166,719	348,746
	Other payables and accrued expenses	3,655,549	2,986,871	3,191,372	1,499,105
		6,081,914	**6,216,210**	**4,409,461**	**2,226,750**

Local trade payables
The average credit period on local purchases of key manufacturing inputs ranges between 7-60 days (from date of invoice).

Foreign trade payables
The average credit period on foreign purchases from suppliers is 30 days (from date of invoice). No interest is charged on trade payables. The Group has financial risk management policies in place to ensure that trade payables are paid within the pre-agreed credit terms. However it is noticeable that the proportion of foreign trade payables has decreased at Group level because of some OEMs insisting on prepayments or substantial up-front deposits in order to hedge against the prevailing risks of international payments. At Company level the increase in trade payables is due to a new trade facility with existing suppliers allowing a 60 day credit term which is interest free.

		Group			Company		
		Emp Benefits US$	Audit fees US$	Total US$	Emp Benefits US$	Audit fees US$	Total US$
21.2	Provisions						
	Opening balance 2024	**1,062,569**	**26,471**	**1,062,569**	**167,676**	**-**	**167,676**
	Charge to profit and loss	281,188	116,454	406,846	252,580	73,259	325,840
	Payments	(226,349)	(118,145)	(338,320)	(222,777)	(59,574)	(282,351)
	Closing Balance 2024	**904,175**	**26,472**	**930,647**	**154,964**	**26,470**	**181,434**
	Charge to profit and loss	113,212	116,453	229,665	118,352	72,864	191,216
	Payments	(148,381)	(118,145)	(266,526)	(118,211)	(78,559)	(196,770)
	Closing Balance 2025	**869,006**	**24,780**	**893,786**	**155,105**	**20,776**	**175,881**

Employee benefit provisions relate to provisions for bonus, leave pay and gratuity. These provisions fall due for settlement within the next 12 months.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
22.	**FINANCIAL LIABILITIES: INTEREST BEARING LOANS AND BORROWINGS**				
22.1	Borrowings				
	Short term borrowings				
	Bank loan	475,317	852,731	414,295	852,731
	Total short term borrowings	**475,317**	**852,731**	**414,295**	**852,731**
	Maturity profile of borrowings				
	Due within one year				
	0-3 months	414,295	425,516	414,295	425,516
	3-6 months	61,022	427,215	-	427,215
	Total due within one year	**475,317**	**852,731**	**414,295**	**852,731**

		Group	Company
		31-Dec-25 US$	31-Dec-24 US$
22.2	Movement in borrowings		
	As at 1 January 2024	**1,221,711**	**1,221,711**
	Paid during the year	(368,980)	(368,980)
	As at 1 January 2025	**852,731**	**852,731**
	Paid during the year	(1,027,483)	(938,436)
	Acquired during the year	650,069	500,000
	As at 31 December 2025	**475,317**	**414,295**

During the current financial year, the Group obtained additional short-term borrowings primarily for vehicle financing for Scanlink (Private) Limited.

In addition, the Group drew down a further US$500,000 from the existing loan facility of US$2,700,000 secured against property. The facility remains secured against a building valued at approximately US$5 million. The average cost of borrowings remained at approximately 12% per annum.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
22.3	Finance income				
	Other loans and receivables	18,915	4,136	6,416	4,081
22.4	Finance costs				
	Finance costs arising from				
	Short term facilities with financial institutions	392,582	276,972	195,008	166,020
	Lease liabilities	-	-	35,596	26,932
		392,582	**276,972**	**230,604**	**192,952**
23.	**CASH AND BANK BALANCES**				
	Cash in foreign bank accounts	225,898	35,088	152,505	35,088
	Cash at bank and on hand	568,674	1,256,772	380,644	344,541
	Total cash and cash equivalents	**794,572**	**1,291,860**	**533,149**	**379,629**

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
24.	**RESERVES**				
24.1	**Revaluation reserve**				
	Revaluation reserve	6,422,210	3,983,872	2,963,011	3,254,475

The Revaluation reserve arises on the revaluation of land and buildings and items of plant and machinery. When revalued assets are sold, the portion of the revaluation reserve that relates to that asset is transferred directly to retained earnings. Items of other comprehensive income included in revaluation reserve will not be reclassified subsequently to profit or loss.

Distributions from the revaluation reserve can be made where they are in accordance with the requirements of the Company's memorandum and articles of association, the Companies and Other Business Entities Act (Chapter 24.31) of Zimbabwe and relevant case law. Amounts may also be effectively distributed out of the revaluation reserve as part of a share buy-back or financing of bonus shares.

However, the payment of cash distributions out of the reserve is restricted by the terms of the Company's memorandum and articles of association. These restrictions do not apply to any amounts transferred to retained earnings. The directors do not currently intend to make any distribution from the revaluation reserve.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
24.2	**Functional Currency Translation Reserve**				
	Functional currency translation	(3,714,283)	(3,714,283)	6,300,353	6,300,353

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies into the Group's presentation currency (US$) are recognized directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency reserve are reclassified to profit or loss on disposal of the foreign operation.

Following the de-listing of Zimplow Holdings from the Zimbabwe Stock Exchange and the subsequent re-listing on the Victoria Falls Stock Exchange, the Group changed its functional and reporting currency from ZWG to US$ effective 01 July 2023. The net effect of the translation of the Group's balances and transactions was recognized directly in the foreign currency translation reserve.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
24.3	**Other capital reserves**				
	Other capital reserves	(194,451)	(194,451)	(194,451)	(194,451)

Other non-distributable reserves arose from head office treasury (Share buy back).

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for the year ended 31 December 2025

	Group		Company	
	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$

25. LONG TERM RECEIVABLES

	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
Opening balance	583,103	787,204	583,103	787,204
Transfer to short-term receivables	-	(175,883)	-	(175,883)
Exchange rate movements	71,060	(28,218)	71,060	(28,218)
Closing balance at 31 December	**654,163**	**583,103**	**654,163**	**583,103**

The long-term receivables relate to deposits tied up with distributorship agreements with key principal suppliers in AGCO and Total Zimbabwe. The AGCO receivable is Euro denominated and therefore generates exchange rate movements to the United States dollar. Long term receivables are classified as non current assets because these deposits are only released on expiry of the respective agreements.

26. GROUP INFORMATION

Information about subsidiaries

Details of the Group's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and business	Proportion of ownership interests and voting rights held by the Group	
			31-Dec-25	31-Dec-24
Barzem Enterprises (Private) Limited	Property rental and management	Zimbabwe	100%	100%
Manica Road Investments (Private) Limited	Property rental and management	Zimbabwe	100%	100%
Scanlink (Private) Limited	Sales, distribution and maintenance of trucks, buses and engines	Zimbabwe	100%	100%
Tredcor Zimbabwe (Private) Limited	Sales, distribution and maintenance of tyres	Zimbabwe	100%	100%
Birmingham Investments (Private) Limited	Property rental and management	Zimbabwe	100%	100%
Tractive Power Holdings	Sales and distribution of mining and earthmoving equipment	Zimbabwe	100%	100%

An analysis of Group subsidiaries with material non-controlling interests is as follows:

Name of subsidiary	Place of incorporation and business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit/(loss) allocated to non-controlling interests		Accumulated non-controlling interests	
		31-Dec-25	31-Dec-24	31-Dec-25	31-Dec-24	31-Dec-25	31-Dec-24
Barzem Enterprises (Private) Limited*	Zimbabwe	100%	100%	-	(24,616)	-	-

26. GROUP INFORMATION (CONTINUED)

Details of non-wholly owned subsidiaries with material non-controlling interests. The summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations is as follows:

	31-Dec-25 US$	31-Dec-24 US$
Barzem Enterprises (Private) Limited		
Summarised statement of financial position		
Current assets	1,961,249	1,288,534
Non-current assets	5,647,956	3,582,505
Current liabilities	(1,380,661)	(823,758)
Non-current liabilities	(1,096,026)	(681,859)
Total equity	**5,132,517**	**3,365,422**
Summarised statement of profit or loss		
Expenses and taxation	99,360	81,237
Profit for the year	(99,360)	(81,237)
Summarised statement of cash flows		
Net cash inflow from operating activities	10,249	(488,482)
Net cash outflow from investing activities	-	14,487
Net cash inflow/(outflow)	**10,249**	**(473,995)**

27. RELATED PARTY DISCLOSURES

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below;

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
27.1	Balances and transactions with companies controlled by Non-Executive Directors				
	Company Name				
	Amount owed to Steelmakers	(18,672)	(40)	(18,672)	(40)
	Amount receivable from Kencor Management Services	66,434	35,455	66,434	35,455

Balances payable or receivable from entities controlled by non-executive directors above are disclosed under trade and other receivables and payables in the statement of financial position.

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
27.2	Transactions with companies controlled by directors				
	Company and transactions				
	Steel Makers: Purchase of raw materials	1,018,600	654,010	1,018,600	654,010
	Kencor Management Services: Sale of good	284,517	120,603	284,517	120,603
	Steel Makers: Sale of goods	19,041	17,906	19,041	17,906
		1,322,157	**792,519**	**1,322,157**	**792,519**

Notes to the Consolidated Financial Statements (continued)
for the year ended 31 December 2025

27. RELATED PARTY DISCLOSURES

27.3 Transactions with companies controlled by Zimplow Holdings Limited

	Company	
	2025 US$	2024 US$
Intercompany Payables		
Barzem Enterprises (Private) Limited	(1,019,856)	(1,000,302)
Manica Road Investments (Private) Limited	(776,061)	(773,475)
Scanlink (Private) Limited	-	(208,487)
Birmingham Investments (Private) Limited	(995,813)	(995,843)
	(2,791,730)	**(2,978,107)**
Intercompany Receivables/(Payables)		
Tredcor Zimbabwe (Private) Limited	2,619,871	538,383
Tractive Power Solutions (TPS)	835,981	1,347,838
	3,455,852	**1,886,221**

Sales of goods to related parties were made at the Group's usual list prices with purchases being made at market prices. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received.

	Group		Company	
	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
27.4 Compensation to key management personnel				
Short term employee benefits	739,102	942,393	739,102	942,393
Termination benefits	20,000	144,448	20,000	144,448
Total	**759,102**	**1,086,841**	**759,102**	**1,086,841**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity directly or indirectly. The Group's Remuneration Committee having regard to the performance of individuals and market trends determines the remuneration of directors and key executives.

	Group		Company	
	31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
27.5 Directors fees and emoluments				
Directors fees	107,000	162,265	107,000	162,265

The remuneration of the executive director is included in the note 27.4, compensation to key management.

28 RIGHT OF USE ASSETS AND LEASE LIABILITIES

The Company leases property from Manica Road Investments (Private) Limited. The property is mainly used as office space, showrooms and to house workshops where repairs are undertaken. The Company has elected to present right-of-use assets and lease liabilities separately in the statement of financial position. Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

		Company	
		2025 US$	2024 US$
28.1	**Right of Use Assets**		
	Opening net carrying amount as at 1 January	102,370	307,110
	Remeasurement	386,099	-
	Depreciation	(198,895)	(204,740)
	Closing net carrying amount as at 31 December	**289,574**	**102,370**

Set out on the below are the carrying amounts of lease liabilities and the movements:

		Company	
		2025 US$	2024 US$
28.2	**Lease Liabilities**		
	As at 1 January	111,711	316,087
	Accretion of interest	35,596	26,932
	Payments	(231,308)	(231,308)
	Remeasurement	386,099	-
	As at 31 December	**302,098**	**111,711**
	Maturity analysis - contractual undiscounted cash flows		
	Less than one year	192,282	111,711
	One to five years	109,817	-
		302,099	**111,711**
28.3	**The following are the amounts recognised in profit or loss:**		
	Depreciation expense of right-of-use assets	(198,895)	(204,740)
	Interest expense on lease liabilities	(35,596)	(26,932)
		(234,491)	**(231,672)**

The Right of Use Asset pertains to buildings leased by Zimplow company divisions from Manica Road Investments which is a 100% owned subsidiary Zimplow Holdings.

29 CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing return to stakeholders through the optimization of the debt and equity balance. The Group's strategy remains unchanged from 2016. The capital structure of the Group consists of net debt (borrowings as detailed in note 22) offset by cash and bank balances and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests). The Group is not subject to any externally imposed capital requirements. The Group's risk management committee reviews the capital structure of the Group bi-annually. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. The Group aims to maintain a gearing ratio ceiling of 15% - 35% determined as the proportion of net debt to equity.

	Group	
	2025 US$	2024 US$
Debt (1)	(475,317)	(852,731)
Cash and Bank balances net of bank overdraft	794,569	1,291,860
Net cash/(debt)	319,252	439,129
Equity (2)	30,379,472	28,430,838
Net cash/debt to equity ratio (gearing)	1.1%	1.5%

(1) Debt is defined as long- and short-term borrowings.
(2) Equity includes all capital and reserves of the Group that are managed as capital.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

		Group		Company	
		31-Dec-25 US$	31-Dec-24 US$	31-Dec-25 US$	31-Dec-24 US$
30.	**ASSETS HELD FOR SALE**				
	Assets held for sale	3,280,000	1,093,000	2,520,000	-

During the year, the Board of Directors approved the disposal of certain non-core properties with a carrying amount of US$3,280,000 (2024: US$1,093,000). These properties have been classified as non-current assets held for sale as at 31 December 2025, as management remains committed to a plan to sell the assets and has engaged reputable real estate agents to facilitate the sale. The disposal is expected to be completed within 12 months of classification.

The non-core properties are measured at fair value less costs to sell. As at 31 December 2025, the carrying amount is lower than fair value less costs to sell and, accordingly, no impairment loss has been recognised (2024: fair value of US$1,232,800 and costs to sell of US$120,198).

As the properties were previously measured under the revaluation model, the related revaluation reserve has been transferred to retained earnings.

		Group		Company	
		31-Dec-25 USD	31-Dec-24 USD	31-Dec-25 USD	31-Dec-24 USD
31.	**EARNINGS PER SHARE**				
	Basic earnings per share	**(0.0014)**	**(0.0062)**	**0.0019**	**(0.007)**
	Diluted earnings per share	**(0.0014)**	**(0.0062)**	**0.0019**	**(0.007)**
	Headline earnings per share	**(0.0017)**	**(0.0062)**	**0.0017**	**(0.007)**
	Diluted headline earnings per share	**(0.0017)**	**(0.0062)**	**0.0017**	**(0.007)**
	The information below was used to calculate earnings per share:				
	Weighted average number of ordinary shares in issues				
	For the purpose of basic loss per share	344,580,486	344,580,486	344,580,486	344,580,486
	For the purposes of diluted earnings per share	344,580,486	344,580,486	344,580,486	344,580,486
	Profit for the year used in the calculation of basic and diluted earnings per share	(489,704)	(2,130,873)	655,687	(2,370,498)
	Profit for the year used in the calculation of basic and diluted Headline earnings per share	(317,856)	(2,130,873)	624,074	(2,357,544)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The company had no potential shares as at last year end and hence no dilutive effect on the year-end EPS of the company.

32. ACQUISITION OF NON CONTROLLING INTEREST IN BARZEM

Acquisition of non controlling interest in Barzem, increasing its ownership from 51% to 100%. Zimplow was exercising a call option per the provisions of the Shareholders Agreement. The consideration paid for the additional 49% was US$1,231,115. As a result of this transaction, the non controlling interest (NCI), previously recognised at US$6,099,253 was derecognised. The difference between the NCI and the consideration paid, amounting to US$4,868,138, was recognised in equity. The transaction did not result in any gain or loss as it was accounted for as an equity transaction with the NCI. Following its acquisition, Barzem is now a wholly owned subsidiary of the Group.

33. GOING CONCERN

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast significant doubt over this assumption. The Directors have satisfied themselves that the Group is in sound financial position and has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they are satisfied that it is appropriate to adopt the going concern basis in preparing the interim consolidated financial statements.

34. SUBSEQUENT EVENTS

Zimbabwe Revenue Authority (ZIMRA) Assessments - Group tax position
The Zimbabwe Revenue Authority (ZIMRA) has raised Value Added Tax (VAT) and Income Tax assessments on the basis that taxes arising from foreign currency transactions should have been settled in foreign currency.

The assessments cover the period from January 2019 to December 2022 and include penalties and interest, amounting to US$1.4 million and ZWG231,616. These relate to transactions that were settled in Zimbabwe dollars, which ZIMRA contends should have been exclusively in foreign currency.

Zimplow disputes the basis of assessments and has engaged ZIMRA for an appeal. The matter is currently under review by the ZIMRA Legal Office.

Notwithstanding the ongoing dispute, management has entered into a payment arrangement with the ZIMRA Debt Office to mitigate enforcement risk and ensure continued compliance with statutory obligations. The associated penalties and interest will be recognised in the 2026 financial year.

Contingent liability
On 12 February 2026, the Labour Court of Zimbabwe issued a ruling in favour of Tactive Power Solutions (Private) Limited (formerly Barzem) in a case brought by former employees. The claim amounted to US$985,359 in respect of alleged salary underpayments dating back to February 2019, arising from the implementation of Statutory Instrument 33 of 2019.

The Court held that the effects of Statutory Instrument 33 of 2019 represented a currency conversion impacting the broader economy and did not constitute a unilateral reduction in employee salaries by the Company, but rather compliance with prevailing legislation.

The former employees have filed an appeal with the Supreme Court, and the final outcome of the matter remains uncertain as at the date of approval of these financial statements.

As this matter arose after the reporting date and does not provide evidence of conditions that existed at 31 December 2025, no adjustment has been made to these financial statements.

Based on legal advice, management considers that it is not probable that an outflow of economic benefits will be required to settle the claim. Accordingly, no provision has been recognised. However, due to the uncertainty associated with the appeal, the matter has been disclosed as a contingent liability. The potential financial exposure is estimated at US$985,359.

Pending labour case
On the 12th of February 2026, a judgement was issued by the Labour Court in relation to a dispute between Tactive Power Solution (formerly Barzem) Enterprises (Private) Limited and its former employees regarding the circumstances of their separation from employment.

The Court ruled in favour of the former employees and determined that the employees have been retrenched. In terms of the judgement, the affected employees are entitled to a retrenchment package.

At the date of authorisation of these financial statements, the Group was still evaluating the judgment and its legal options as an appeal was lodged on the 13th of March 2026 with the Supreme Court. A provision to this effect had been captured in the Barzem financial statements at the time of separation from Barloworld in 2022.

Disposal of Dagenham property
During the year, shareholders of Zimplow Holdings Limited approved the disposal of the Dagenham property, being stand 30001 Willowvale Township, Willowvale Road, Harare, for a gross consideration of US$3,200,000 to the Hailing Family Trust. The approval was obtained at an Extraordinary General Meeting held on 11 December 2025.

Subsequent to the reporting date prior to the authorisation of these financial statements for the issue, the parties were unable to conclude the transaction as noted and the sale agreement was cancelled on 6 February 2026. In terms of the agreement between the parties, the deposit previously received was refunded to The Hailing Family Trust.

As the cancellation occurred before the financial statements were authorised for issue, management reassessed the substance of the transaction and reversed the disposal previously recognised during the year. The property has accordingly been reinstated in the Group's records.

Management remains committed to disposing of the asset and has initiated an alternative sale process. The property has therefore been classified as non current assets held for sale in accordance with IFRS 5 Non Current Assets Held for Sale and Discontinued Operations.

The adjustment resulted in the reinstatement of the property and the reversal of the related cash receipts previously recognised in the financial statements for the year ended 31 December 2025.

Shareholder Analysis

ZIMPLOW HOLDINGS LIMITED: ANALYSIS BY VOLUME AS AT : 31 DECEMBER 2025

Range	Shares	Shares %	Shareholders	Shareholders %
1-5000	1,124,534	0.33	1,344	80.19
5001-10000	701,468	0.20	97	5.79
10001-25000	1,495,204	0.43	92	5.49
25001-50000	1,290,244	0.37	37	2.21
50001-100000	2,974,688	0.86	40	2.39
100001-200000	3,454,855	1.00	24	1.43
200001-500000	4,261,034	1.24	13	0.78
500001-1000000	6,234,290	1.81	08	0.48
1000001 and above	323,044,169	93.75	21	1.25
Totals	**344,580,486**	**100.00**	**1,676**	**100.00**

ZIMPLOW HOLDINGS LIMITED: ANALYSIS BY INDUSTRY AS AT: 31 DECEMBER 2025

Industry	Shares	Shares %	Shareholders	Shareholders %
Local Companies	269,925,588	78.33	182	10.86
Local Nominee	56,874,500	16.51	90	5.37
Local Individual Resident	7,513,778	2.18	1,196	71.36
Pension Funds	7,401,632	2.15	26	1.55
New Non Resident	1,600,991	0.46	54	3.22
Trusts	431,412	0.13	18	1.07
Insurance Companies	283,326	0.08	11	0.66
Other Investments And Trust	182,605	0.05	50	2.98
Fund Managers	123,153	0.04	10	0.60
Foreign Nominee	118,794	0.03	03	0.18
Deceased Estates	67,633	0.02	20	1.19
Foreign Individual Resident	28,952	0.01	07	0.42
Charitable	18,293	0.01	08	0.48
Government / QUASI	9,829	0.00	01	0.06
Totals	**344,580,486**	**100.00**	**1,676**	**100.00**

ZIMPLOW HOLDINGS LIMITED TOP 20: SCHEDULE AS AT: 31 DECEMBER 2025

Rank	Names	Tax	Industry	Shares	%
1.	Chepstow Investments Ltd	ZIM	LC	99,007,141	28.73
2.	Stanbic Nominees (Pvt) Ltd	ZIM	LN	55,907,745	16.22
3.	Pioneer Development Company (Pvt) Ltd	ZIM	LC	29,143,239	8.46
4.	Essential Proposition Properties (Pvt) Ltd	ZIM	LC	28,090,650	8.15
5.	Kencor Holdings Pvt Ltd	ZIM	LC	24,936,122	7.24
6.	Charter Mining (Pvt) Ltd	ZIM	LC	19,745,346	5.73
7.	Clan Services (Pvt) Ltd	ZIM	LC	18,399,564	5.34
8.	Unifreight Africa Ltd	ZIM	LC	15,774,446	4.58
9.	Yumiko Investments Pvt Ltd	WNP	LC	13,089,629	3.80
10.	Barloworld Equipment UK Ltd	ZAM	LC	7,340,933	2.13
11.	Flame Lily Venture Capital Grp	ZIM	LC	4,054,625	1.18
12.	Tractive Power Holdings Workers Trust (Pvt) Ltd	ZIM	LC	3,683,201	1.07
13.	Public Service Pfund-Smartvest	ZIM	PF	2,684,581	0.78
14.	Mega Market (Pvt) Ltd	ZIM	LC	2,489,259	0.72
15.	Bernard Norman Chitepo	ZIM	LR	1,587,620	0.46
16.	Mining Industry Pension Fund	ZIM	PF	1,524,932	0.44
17.	Public Service Commiss PF-ABC	ZIM	PF	1,505,300	0.44
18.	Maxwell Chinorwadza	ZIM	LR	1,058,576	0.31
19.	CBZ Bank	ZIM	LC	920,000	0.27
20.	Box Cart (Pvt) Ltd	ZIM	LC	797,762	0.23
	Selected Shares			**332,122,498**	**96.38**
	Non - Selected Shares			**12,457,988**	**3.62**
	Issued Shares			**344,580,486**	**100.00**

Notice to Annual General Meeting (AGM)

NOTICE IS HEREBY GIVEN THAT the Seventy Sixth Annual General Meeting of Shareholders is to be held at the Zimplow Holdings Limited Head Office No.10 Harrow Road, Msasa, Harare at 1000hrs on 29 June 2026 as well as virtually via the link https://escrowagm.com/eagmZim/Login.aspx for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To approve the minutes of the Annual General Meeting held on 30 June 2025.
2. To receive, approve and adopt the audited Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 December 2025.
3. To re-elect Mr Benjamin Kumalo, who retires by rotation in terms of the Articles of Association and being eligible, offers himself for re-election. Mr Kumalo is retired and has extensive experience in the manufacturing, tourism and automotive industries. He is the Chairman of Zimplow Holdings Limited. He is a holder of a Bachelor of Accountancy (Hons) Degree and is a Chartered Accountant. He sits on boards of various institutions including but not limited to an entity carrying on business in the life assurance sector.
4. To re-elect Mr Benjamin Burr, who retires by rotation in terms of the Articles of Association and being eligible, offers himself for re-election. Mr Burr is a property professional with more than sixteen (16) years of experience in the property sector locally and within the region. In the course of his career, he held the position of Managing Director of CBRE Excellerate Zimbabwe for five years and currently consults for a number of listed and private limited companies as it pertains to the management and development of immovable properties, disposals and acquisitions. He also provides development management consultancy services for several significant projects under construction and in the pipeline. Mr Burr currently sits on a number of boards carrying on business in the logistics and environmental conservation sectors. He is a holder of a Bachelor of Commerce Degree from Rhodes University majoring in Business Management and Economics.
5. To re-elect Mr Kalpesh Patel, who retires by rotation in terms of the Articles of Association and being eligible, offers himself for re-election. Kalpesh is a seasoned executive in the Steel & Mining industry and is currently the Chief Executive Officer & Vice Chairman of Steelmakers Group and is in charge of its Sub- Saharan operations. He possesses a BSc in Economics and a BA in Political Science including a MSc in Economics from the London School of Economics. He sits on boards of various institutions including but not limited to companies carrying on business in the banking, insurance and healthcare sectors.
6. To approve the Directors' remuneration for the financial year ended 31 December 2025.
7. To fix the Auditors' remuneration for the year ended 31 December 2025.
8. To re-appoint Messrs Grant Thornton (Zimbabwe) as Auditors of the Company until the conclusion of the next Annual General Meeting. Grant Thornton (Zimbabwe) has served the Company for the past three (3) years.

ANY OTHER BUSINESS

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

APPOINTMENT OF PROXIES

In terms of the Companies and Other Business Entities Act [Chapter 24:31], a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not be a member of the Company. Duly completed proxy forms must be lodged at the office of the Company Secretary not less than 48 hours before the commencement of the meeting.

Members who may not physically be able to attend the meeting shall be able to do so via the eAGM platform and such members are requested to register using the link above, at least 48 (forty-eight) hours before the commencement of the meeting or to inform the Transfer Secretaries to make the appropriate arrangements.

By Order of the Board

Sharon Manangazira (Mrs)
Corporate Services Executive

Zimplow Holdings Limited
Head Office
No. 10 Harrow Road, Msasa,
Harare

26 May 2026

Proxy Form

I/ We ……………………………………………………………………………………………………Of………………………………………………………………………………………

Being member/members of the above Company , hereby appoint:

Mr. / Mrs. / Ms. / Dr ……Or failing

him/them……………………………………………………………………………………Of……………………………………………………………………as my/our

proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company and any adjournment thereof.

Signature…………………………………………………………Signed this……………………………………………Day Of……………………………………2026

Note

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 initialled 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.

Physical and Postal Delivery

Zimplow Holdings Limited
Head Office
No.10 Harrow Road,
Msasa
Harare

Email: headoffice@zimplow.co.zw

Shareholders' Diary

Seventy-Sixth Annual General Meeting	**29 June 2026**
Financial Year End	**31 December 2025**
Half-Year Financial Statements	**30 June 2026**
Quarterly Trading Updates	**15 May 2026**
Annual Report Published	**30 June 2026**

GRI Content Index

Statement of Use	Zimplow Holdings Limited has reported the information cited in this GRI content index for the period from 01 January to 31 December 2025 with reference to the GRI Standards (2021).
GRI used	GRI 1: Foundation 2021

GRI Standard	Disclosure	Page number	Omission		
			Part Omitted	Reason	Explanation
General Disclosures					
GRI 2: General Disclosures 2021	2-1 Organisational details	14-15, 130			
	2-2 Entities included in the organisation's sustainability reporting	14-15			
	2-3 Reporting period, frequency and contact point	2			
	2-4 Restatements of information	2, 36, 59, 61, 70			Improvement in measurement system
	2-5 External assurance	2			
	2-6 Activities, value chain and other business relationships	17-20			
	2-7 Employees	70			
	2-8 Workers who are not employees	70			
	2-9 Governance structure and composition	31			
	2-10 Nomination and selection of the highest governance body	31			
	2-11 Chair of the highest governance body	31			
	2-12 Role of the highest governance body in overseeing the management of impacts	31			
	2-13 Delegation of responsibility for managing impacts	32			
	2-14 Role of the highest governance body in sustainability reporting	32-33			
	2-15 Conflicts of interest	31			
	2-16 Communication of critical concerns	31			
	2-17 Collective knowledge of the highest governance body	28			
	2-18 Evaluation of the performance of the highest governance body	31			
	2-19 Remuneration policies	32			
	2-20 Process to determine remuneration	32			
	2-21 Annual total compensation ratio	Not Available			
	2-22 Statement on sustainable development strategy	33			
	2-23 Policy commitments	Not Available			
	2-24 Embedding policy commitments	Not Available			
	2-25 Processes to remediate negative impacts	42-45, 64-66			
	2-26 Mechanisms for seeking advice and raising concerns	49-50			
	2-27 Compliance with laws and regulations	33			
	2-28 Membership associations	12			
	2-29 Approach to stakeholder engagement	48			
	2-30 Collective bargaining agreements	71			

GRI Content Index (continued)

GRI Standard	Disclosure	Page number	Omission		
			Part Omitted	Reason	Explanation
GRI 1: Foundation 2021					
GRI 3: Material Topics 2021	3-1 Process to determine material topics	51			
	3-2 List of material topics	52			
	3-3 Management of material topics		See management approach for each topic		
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	81, 90-92			
	201-2 Financial implications and other risks and opportunities due to climate change	64-66			
	201-3 Defined benefit plan obligations and other retirement plans	71			
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	76			
	203-2 Significant indirect economic impacts	75			
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	80			
GRI 207: Tax 2019	207-1 Approach to tax	82			
	207-2 Tax governance, control, and risk management	82			
	207-3 Stakeholder engagement and management of concerns related to tax	82			
	207-4 Country-by-country reporting	82			
GRI 301: Materials 2016	301-1 Materials used by weight or volume	58-59			
	301-2 Recycled input materials used	58			
	301-3 Reclaimed products and their packaging materials	Not Available			
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	61			
	302-2 Energy consumption outside of the organisation	61			
	302-3 Energy intensity	Not Available			
	302-4 Reduction of energy consumption	Not Available			
	302-5 Reductions in energy requirements of products and services	Not Available			
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	59			
	303-2 Management of water discharge-related impacts	59			
	303-3 Water withdrawal	60			
	303-4 Water discharge	Not Available			
	303-5 Water consumption	Not Available			
GRI 304: Biodiversity 2016	304-1 Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	Not Available			
	304-2 Significant impacts of activities, products and services on biodiversity	Not Available			
	304-3 Habitats protected or restored	Not Available			

GRI Content Index (continued)

GRI Standard	Disclosure	Page number	Omission		
			Part Omitted	Reason	Explanation
GRI 1: Foundation 2021					
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	67			
	305-2 Energy indirect (Scope 2) GHG emissions	67			
	305-4 GHG emissions intensity	Not Available			
	305-5 Reduction of GHG emissions	Not Available			
	305-6 Emissions of ozone-depleting substances (ODS)	Not Available			
	305-7 Nitrogen oxides (NOx), sulphur oxides (SOx), and other significant air emissions	Not Available			
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	62			
	306-2 Management of significant waste-related impacts	62			
	306-3 Waste generated	62			
	306-4 Waste diverted from disposal	62			
	306-5 Waste directed to disposal	62			
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	70			
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	70			
	401-3 Parental leave	71			
GRI 402: Labor/ Management Relations 2016	402-1 Minimum notice periods regarding operational changes	1 month			
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	72			
	403-2 Hazard identification, risk assessment, and incident investigation	72			
	403-3 Occupational health services	73			
	403-4 Worker participation, consultation, and communication on occupational health and safety	72			
	403-5 Worker training on occupational health and safety	73			
	403-6 Promotion of worker health	73			
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	73			
	403-8 Workers covered by an occupational health and safety management system	73			
	403-9 Work-related injuries	72			
	403-10 Work-related ill health	Not Available			
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	73			
	404-2 Programs for upgrading employee skills and transition assistance programs	73			
	404-3 Percentage of employees receiving regular performance and career development reviews	Not Available			

GRI Content Index (continued)

GRI Standard	Disclosure	Page number	Omission		
			Part Omitted	Reason	Explanation
GRI 1: Foundation 2021					
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	31, 70			
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	71			
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	75			
	413-2 Operations with significant actual and potential negative impacts on local communities	76			

Corporate Information

Contact Details

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ZIMPLOW

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