

**SENS ANNOUNCEMENT**  
(the “Notice” or “Announcement”)

**ISSUER**



**ZCCM INVESTMENTS HOLDINGS PLC (“ZCCM-IH”)**

[Incorporated in the Republic of Zambia]

Company registration number: 119540000771

Share Code: ZCCM-IH

ISIN: ZM0000000037

Authorised by: Charles Mjumphi – Company Secretary

**SPONSOR**



**Stockbrokers Zambia Limited**

[Founder Member of the Lusaka Securities Exchange]

[Regulated and licensed by the Securities and Exchange Commission of Zambia]

**APPROVAL**

The captioned Announcement has been approved by:

- i. the Lusaka Securities Exchange (“**LuSE**”)
- ii. the Securities and Exchange Commission of Zambia (“**SEC**”)
- iii. ZCCM Investment Holdings Plc (“**ZCCM-IH**”)

**RISK WARNING**

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

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



## ZCCM INVESTMENTS HOLDINGS PLC

[Incorporated in the Republic of Zambia]

Company registration number: 119540000771

Share Code: ZCCM-IH

ISIN: ZM0000000037

[“ZCCM-IH” or the “Company”]

## TRANSACTION ANNOUNCEMENT

### INTRODUCTION

ZCCM Investments Holdings Plc (“ZCCM-IH” or “the Company”) wishes to inform shareholders and the market that the Company in association with Ministry of Finance and National Planning (**MoFNP**) has incorporated a Special Purpose Vehicle (“SPV”) called Zambia National Energy Corporation Limited (**“ZNEC”**) on **12 December 2025**. ZNEC was established to undertake energy investments within Zambia. The first of these energy investments will be the implementation of the Presidential Constituency Energy Initiative (**“PCEI”**), following Cabinet approval granted on 24 November 2025.

### ABOUT ZNEC

ZNEC is a dedicated energy investment and delivery vehicle mandated to spearhead nationally significant energy initiatives through a structured, commercially disciplined, and transparent framework. The entity will be responsible for the end-to-end coordination of project identification, feasibility assessment, capital structuring, financing, execution, and oversight.

In executing its mandate, ZNEC will work closely with relevant Government institutions, financial institutions, independent power producers, and private sector participants to attract capital, mitigate project risks, and ensure efficient project delivery. The Corporation will adopt international best practice in project governance, financial management, and risk oversight, while remaining aligned with Zambia’s energy policy priorities and sustainability objectives.

### Transaction Details

In compliance with the requirements of Section 9 of the Listings Requirements of LuSE, the key features of the Transaction are as follows:

Investors	ZCCM-IH, Ministry of Finance and National Planning (MoFNP)
Business description	ZNEC will be responsible for the implementation of the Presidential Constituency Energy Initiative (“PCEI”), aiming to deploy renewable energy solutions across <b>all 156 constituencies in Zambia</b> , with an estimated <b>2 MW per constituency</b> , representing a total target installed capacity of <b>312 MW</b> .

<b>ZNEC Investment Salient Features</b>	<ul style="list-style-type: none"> <li><b>Total Investment Cost: USD 202 million.</b></li> <li><b>Financing Structure:</b> <ul style="list-style-type: none"> <li>➤ 70% debt (<b>USD 141.4 million</b>)</li> <li>➤ 30% equity (<b>USD 60.6 million</b>)</li> </ul> </li> <li><b>ZCCM-IH Equity Contribution: USD 36.36 million</b></li> <li><b>MoFNP Equity Contribution: USD 24.24 million</b></li> </ul>
<b>ZNEC Shareholding Structure</b>	<ul style="list-style-type: none"> <li><b>ZCCM-IH: 60%</b></li> <li><b>MoFNP (GRZ): 40%</b></li> </ul>
<b>Conditions Precedent include:</b>	Not Applicable
<b>Effective Date/Incorporation Date</b>	12 <sup>th</sup> December 2025
<b>Transaction Categorization</b>	<ul style="list-style-type: none"> <li>As of 12 January 2026, using Boz mid-rate of <b>19.43</b> ZCCM-IH Market Cap = <b>USD 1,375.92 million</b> Transaction Consideration = <b>USD 36.36 million</b></li> <li>Accordingly, the percentage ratio of the consideration to the market capitalisation of ZCCM IH is <b>2.64%</b>.</li> <li>Due to MoFNP participating as an equity investor in the SPV while being a shareholder in ZCCM-IH; this transaction qualifies as a <b>Small Related Party Transaction</b> under Section 10 of the Lusaka Securities Exchange Listing Rules.</li> <li>As the transaction qualifies as a <b>small related party transaction</b>, the requirements to issue a circular and obtain shareholder approval <b>do not apply</b>. In line with Section 10, the Company may proceed with the transaction provided it issues an announcement and obtains written confirmation from an independent professional expert confirming that the transaction is fair to ZCCM-IH shareholders. Should the transaction be deemed unfair, the Company will be required to comply with the full requirements of Section 10, including obtaining shareholder approval.</li> </ul>
<b>Independent Fairness Opinion Confirmation</b>	<ul style="list-style-type: none"> <li>The Independent Expert (“the Expert”) has not yet undertaken the Independent Fairness Opinion. Accordingly, ZCCM Investments Holdings Plc (“ZCCM-IH” or the “Company”) sought and obtained a waiver from the Lusaka Securities Exchange (“LuSE”) permitting the deferment of the Independent Fairness Opinion in order for ZCCM-IH to conclude the procurement process of engaging an independent expert as contained in the Public Procurement Act. The Independent Fairness Opinion will be commissioned and made available to shareholders immediately upon issuance, and in any event within a period of six (6) months. Should the Independent Fairness Opinion conclude that the transaction is not fair to shareholders, the Company shall promptly seek shareholder approval in accordance with the LuSE Listings Rules and applicable regulatory requirements and take all necessary corrective measures.</li> </ul>
<b>Amendment of Articles of Association Confirmation</b>	<ul style="list-style-type: none"> <li>In accordance with Section 9.16 of the LuSE Listings Requirements, ZCCM-IH hereby confirms that, as the incorporation of ZNEC has resulted in it becoming a subsidiary company of ZCCM-IH as defined in the Act, in this regard the Articles of Association of ZNEC will be amended to conform to Schedule 10.</li> </ul>
<b>Related Party</b>	<ul style="list-style-type: none"> <li>Ministry of Finance and National Planning (MoFNP)</li> </ul>

<b>Rationale for the Transaction</b>	<p>The incorporation of ZNEC aligns with ZCCM-IH's mandate and strategic focus on investing in energy security and renewable energy expansion. The key benefits include:</p> <ul style="list-style-type: none"> <li>• Strengthening and expanding ZCCM-IH's footprint in the energy sector thereby increasing Zambia's renewable energy generation capacity</li> <li>• Enhancing energy security in underserved areas</li> <li>• Creating opportunities for local economic development</li> </ul>
--------------------------------------	---

#### **The Proforma effect of the Transaction**

	Before	Pro Forma Adjustments	After	Percentage change (%)
EPS (ZMW)	247.80	2.48	250.28	1.00%
HEPS (ZMW)	(29.07)	2.48	(26.59)	-8.54%
NAV per share (ZMW)	325.02	2.48	327.50	0.76%
Ordinary Shares in issue ('000)	160,800.29	-	160,800.29	0.00%
Shares in issue ('000)	160,800.29	-	160,800.29	0.00%
Weighted average number of Ordinary Shares in issue ('000)	160,800.29	-	160,800.29	0.00%

Accordingly, Shareholders are advised to exercise caution when dealing in the Company's securities.

#### **By Order of the Board**

**Charles Mjumphi**  
Company Secretary

**Issued in Lusaka, Zambia on 16 January 2026**

#### **Lusaka Securities Exchange Sponsoring Broker**



**T** | +260-211-232456

**E** | [advisory@sbz.com.zm](mailto:advisory@sbz.com.zm)

**W** | [www.sbz.com.zm](http://www.sbz.com.zm)

**Stockbrokers Zambia Limited (SBZ) is a member of the Lusaka Securities Exchange and is regulated by the Securities and Exchange Commission of Zambia**

**First Issued on 16 January 2026**