GB Holdings Limited

Abridged Audited Financial Results

For the year ended 31 December 2025

CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

Introduction
It is my pleasure to present to you the results for the year ended 31 December 2025. The company adopted the United States Dollars (USD) as its functional currency in 2025.

In its bid to entrench itself as a world power, the United States unleashed multiple tariff structures that upset the global economies culminating in a recalibration of terms of trade. The recent Iran US war has set forth fuel and energy price increases whose inflationary impact will be global, Zimbabwe included. To ameliorate the impact of the war, trade routes have been reshaped resulting in increased logistical costs, erosion of margins and competitiveness.

Despite the worsening middle East crisis and tariff onslaught on economies, the country remained steadfast in its pursuit of an upper-middle income economy by 2030 having launched NDS2 in 2025. Policy announcements to date have been resilient with minimal negative impact on the macroeconomic fundamentals in the country. Further economic targets on inflation and exchange rates have been achieved culminating in price stability in the year underpinned by improved export earnings from a bullish mining sector performance, tourism and a satisfactory rainy season. However, limited credit expansion inadvertently affected aggregate demand and competitiveness of local products in the economy as the market preferred cheap imports.

The company was resolute in delivering a commensurate value proposition to its customers through enhanced customer consolidation strategies and improved product offering at the rubber division. Further the improved access to foreign currency at the auction market widened market reach and offered pricing flexibility opportunities. Although the Chemicals Division recorded a dip in turnover due to working capital constraints it recorded significant growths in its traditional markets as it benefited from the marketing forays initiated post the COVID pandemic.

Group Performance
The total volumes at 779 metric tonnes were 19% lower than the comparable period's 953 due to working capital constraints and reduced aggregate demand in the economy.

The decline in volumes notwithstanding, total turnover at USD 4.284 million increased by 43% when compared with the prior year's restated USD 2.990 million due to a product mix. As a result, gross profit at USD 1.756 million was 26% up on the comparable period's restated USD 1.394 million due to a favourable product mix and significant growth at the rubber division. Despite the increased dollarization and USD inflation in the economy costs were 8% lower than the prior year's restated USD 1.794 million attributable to cost reduction initiatives in the year.
A resultant operating profit of USD 39 000 was recorded against a prior year restated profit of USD 1.029 million.

Divisional performance

General Beltings
Total volumes at the rubber division at 301 metric tonnes declined by 21% from the comparable period's 379 due to the reduced product demand in the energy sector. Despite volumes down turn, divisional turnover at USD 2.922 million was 81% up on the comparable period's restated USD 1.616 million due to market recovery in other rubber related product supplied to the mining sector.

Cernol Chemicals
Cernol Chemicals volumes at 478 metric tonnes were 17% lower than the comparable period's 574 due to working capital constraints. However turnover at USD 1.363 million was in line with the prior year's restated USD 1.373 million.

Environmental Social Sustainability & Governance
The company regularly reviews its comprehensive waste water treatment procedures which are aimed at ensuring that discharges are not harmful to the downstream ecosystem and aquatic life. The company collaborates and cooperates with the Environmental Management Agency (EMA) and complies with all regulations in this regard. Raw materials for both divisions are sourced from environmentally conscious partners. Formulations strive to eliminate any substances that have been shown to harm the environment.

Dividend Declared
Notice is hereby given that a dividend of USD 0.0112 per share was declared by the Board on the 536 588 624 Ordinary shares in issue on 27 March 2026 in respect of the year ended 31 December 2025. The dividend is payable to Shareholders, registered in the books of the Company at the close of business on Friday 17 July 2026. The shares of the Company will be traded cum-dividend on the Zimbabwe Stock Exchange up to the market day 15 July 2026 and ex-dividend as from 16 July 2026. Dividend payment will be made to Shareholders on or about 30 July 2026. The full year dividend distribution for 2026 amounted to USD 60 000.00

Outlook
The projected economic growth of 6% presents business opportunities anchored on the continued mining sector buoyancy and incentivised targeted sectors expected to drive the NDS2 (National Development Strategy 2). In particular the deliberate strategy to invest in the energy and power infrastructure is expected to drive the demand for conveyor belts while increased arrivals will favour the Chemicals Division volume growths. Agriculture growth momentum is expected to continue in the year and demand from the Dairy sector is expected to grow through market consolidation at Cernol Chemicals.

To complement the growth prospects, strategic partnerships and critical skills retention programmes will be enhanced to remain competitive in an increasingly competitive environment as the African Continental Free Trade Area (AfCFTA) has become a reality. Focus on the delivery of a commensurate value proposition to customers will remain anchored on offering timely solutions to the diverse customer base while at the same time meeting stakeholder expectations.

Appreciation
I remain grateful for the sacrifice by our employees and management whose belief in the company remains strong. I thank you my fellow Directors for your continued wise counsel during the year and I look forward to your support in the ensuing year.

T. MABEZA
Chairman

Auditor's Statement
These abridged company financial statements have been derived from the audited company financial statements of GB Holdings Limited for the financial year ended 31 December 2025. They should be read in conjunction with the complete set of audited financial statements for the year. The financial statements were audited by Grant Thornton Chartered Accountants (Zimbabwe) and the auditor's report signed by Trevor Mungwazi, Registered Public Auditor 0622.

An unmodified audit opinion was issued, stating that the company financial statements presented fairly, in all material respects, the financial position of the company as at 31 December 2025, and its financial performance and cash flows for the year then ended, in accordance with IFRS Accounting Standards.

The auditor's report includes a section on key audit matters outlining matters that in the auditor's professional judgement, were of most significance in the audit of the financial statements. The key audit matters were in respect to revenue recognition and adequacy of expected credit loss.

The auditor's report on the financial statements and the full set of the audited financial statements, are available for inspection at the company's registered office and the auditor's report has been lodged with the Zimbabwe Stock Exchange.

DIRECTORS' RESPONSIBILITY STATEMENT
The directors are required by the Companies and other Business Entities Act (Chapter 24:31) to maintain adequate accounting records and are responsible for the content and integrity of the Company's full year abridged financial statements and related financial information included in this report. It is their responsibility to ensure that the Company's full year abridged financial statements fairly present the state of affairs of the Company as at the end of the year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards.

Abridged Statement of financial position
as at 31 December 2025

	Notes	2025 USD	2024 USD
ASSETS			
Non-current assets			
Property, plant and equipment	6	3 898 890	4 198 093
Current assets			
Inventories	7	429 814	185 739
Trade and other receivables	8	1 024 588	816 702
Cash and cash equivalents	9	290 290	25 669
		1 744 692	**1 028 110**
Total assets		**5 643 582**	**5 226 203**
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital		95 541	95 541
Share options reserve		3 419	3 419
Non distributable reserve		(1 787 098)	(1 787 098)
Revaluation reserve		2 121 976	2 392 342
Retained earnings		2 371 760	2 224 664
		2 805 598	**2 928 868**
Non-current liabilities			
Deferred tax		947 759	963 512
Current liabilities			
Trade and other payables	10	1 712 854	1 216 815
Corporate tax payable		177 371	117 008
		1 890 225	**1 333 823**
Total liabilities		**2 837 984**	**2 297 335**
Total equity and liabilities		**5 643 582**	**5 226 203**

Mabeza T.
Chairman

Gunda J.
Managing Director

Abridged Statement of profit or loss and other comprehensive income
for the year ended 31 December 2025

	Notes	2025 USD	2024 USD
Revenue	11	4 284 841	2 989 747
Cost of sales		(2 528 901)	(1 595 428)
Gross profit		**1 755 940**	**1 394 319**
Other (loss) / income	12	(24 886)	1 444 112
Operating expenses		(1 647 494)	(1 793 930)
Profit from operations		**83 560**	**1 044 501**
Profit before tax		83 560	1 044 501
Income tax expense	13	(44 610)	(14 993)
Profit for the year		**38 950**	**1 029 508**
Other comprehensive income; net of tax		-	-
Total comprehensive income for the year		**38 950**	**1 029 508**
Number of shares in issue		536 588 624	536 588 624
Basic earnings/(loss) per share (cents)		0.0001	0.002
Diluted earnings/ (loss) per share (cents)		0.0001	0.002
Headline earnings/(loss) per share (cents)		0.0001	0.002

Abridged Statement of changes in equity
for the year ended 31 December 2025

	Share capital USD	Share options reserve USD	Non Distributable reserve USD	Revaluation reserve USD	Retained earnings USD	Total USD
Balance at 1 January 2024	**95 541**	**3 419**	**-**	**2 392 342**	**1 195 156**	**3 686 458**
Effects of change in functional currency	-	-	(1 787 098)	-	-	(1 787 098)
Total comprehensive income for the year	-	-	-	-	1 029 508	1 029 508
Balance at 31 December 2024	**95 541**	**3 419**	**(1 787 098)**	**2 392 342**	**2 224 664**	**2 928 868**
Effects of change in functional currency				(270 366)	108 146	(162 220)
Total comprehensive income for the year	-	-	-	-	38 950	38 950
Balance at 31 December 2025	**95 541**	**3 419**	**(1 787 098)**	**2 121 976**	**2 371 760**	**2 805 598**

Abridged Statement of cash flows
for the year ended 31 December 2025

	Notes	2025 USD	2024 USD
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		83 560	1 044 501
Adjusted for:			
Depreciation charge for the year	6	139 786	301 993
Profit on disposal of assets		(2 541)	(6 883)
Operating cash inflows before working capital changes		**220 805**	**1 339 611**
Changes in working capital			
(Increase) / decrease in inventories		(244 075)	576 795
(Increase) / decrease in trade and other receivables		(207 886)	212 813
Increase / (decrease) in trade and other payables		496 039	(756 504)
Cash generated from operating activities		264 883	1 372 715
Net cash generated from operating activities		264 883	1 372 715
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of vehicles		13 960	6 913
Purchase of equipment	6	(14 222)	(16 726)
Net cash utilised in investing activities		(262)	(9 813)
Net increase in cash and cash equivalents		**264 621**	**1 362 902**
Effects of foreign currency translation		-	(1 428 101)
Cash and cash equivalents at the beginning of the year		**25 669**	**90 868**
Cash and cash equivalents at the end of the year	**9**	**290 290**	**25 669**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2025

1 General information
1.1 Nature of business
The main business of the company, which is incorporated in Zimbabwe (Registration Number 510/68), is that of producing rubber and chemical products.

2 Material accounting policy information
The material accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

2.1 Basis of preparation
The financial statements of GB Holdings Limited have been prepared with an aim to comply with IFRS Accounting Standards and in the manner required by the Zimbabwe Companies and Other Business Entities Act (Chapter 24:31).

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

2.1.1 Determination of functional currency
Given the context of the environment, management has assessed if there has been a change in the functional currency of the Company. In doing so, management considered the regulatory framework and parameters set in IAS 21 and made the judgements as follows;

a. The currency that mainly influences the sales prices for goods and services
For the year ended 31 December 2025, turnover was raised in both USD and ZWG currency. The overall composition of sales was dominated with USD sales, which were 86% of the total turnover. However, prices to customers continue being quoted in both USD and ZWG, where customers give their preference based on the market liquidity prevalent. The Company projects to continue earning revenue in both currencies.

b. The currency of the competitive forces and regulations that mainly determines the selling prices of goods and services.
Zimbabwe is a multi-currency economy. Nonetheless, it is largely supplied by imports and there is increasing demand for foreign currency. However, according to the 2025 Monetary Policy Statement issued in February 2025, the statement was issued at a time when the economy was experiencing relative inflation and exchange rate stability. Prior, the Reserve Bank had extensive stakeholder engagements and consultations to leverage critical feedback and inputs required in mapping the monetary policy priorities for 2025. The consultative meetings revealed broad acceptance of the ZWG by the market.

c. The currency that mainly influences labour, material and other costs of providing goods and services (normally the currency in which such costs are denoted and settled)
"The currency that mainly influences labour, material and other costs of providing goods or services will often be the currency in which those costs are denominated and settled. During the year, the below are the compositions of transacting currencies on respective expenditures: -fabric and related reinforcement materials – procured on a ratio of USD 100%; -rubber and chemical inputs – procured on a ratio of USD 95% and ZWG 5%; -other key raw material inputs – procured on a ratio of USD 100%; -electricity – USD 100% and water 100% ZWG; and -staff related costs - incurred at 100% USD basis.This composition of currency, however, fluctuated monthly in response to market liquidity."

d. The currency in which funds from financing activities are generated; and the currency in which receipts from operating activities are usually retained.
Financing activities refers to the issuing of debt and equity instruments. The Company did not utilise any bank facilities or issue equity in the current year.The company utilizes receipts from its operations to fund working capital receipts which are predominatly in USD. The Company retains receipts from operating activities in both currencies.

"As discussed above, the Company's revenue and costs have been denominated in USD currency as it appears to have been indicators that suggest a change in functional currency during the year.It is management's view that the Company's functional currency be changed from the local currency, ZWG to USD.Based on the above factors, the Company concluded there was a change in functional currency from ZWG to USD effective 1 January 2025."

Conversion from Zimbabwe Gold to United States Dollar
"The Company changed its functional and presentation currency from Zimbabwe Gold (ZWG) to United States Dollars (USD) effective 1 January 2025. The change in functional currency was applied prospectively. The change in functional currency entails all amounts, including comparatives being translated from ZWG to USD in accordance with (IAS 21) - The Effects of Changes in Foreign Exchange Rates. The Company's previous functional currency (ZWG) was a currency of a hyperinflationary economy, as such IAS 21 requires that the ZWG inflation adjusted amounts for the period prior to the change in functional currency and the previously stated comparative inflation adjusted financial statements, be translated to USD at the closing exchange rate at the date of change in functional currency. Inaccordance with (IAS 29) - Financial Reporting in Hyperinflationary Economies, the Company restated its historical financial statements to reflect effects of hyperinflation. The prior year comparative numbers were translated to USD using the closing rate of USD1:ZWG25.7985 as at 31 December 2024."

3 New standards adopted at 1 January 2024
There are no accounting pronouncements which have become effective from 1 January 2025 that have a significant impact on the Company's abridged audited financial results.

4 Significant accounting policies
The abridged Financial statements results have been prepared in accordance with the accounting policies adopted in the Company's most recent annual financial results for the year ended 31 December 2025.

5 Estimates and judgements
When preparing the abridged financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the abridged interim financial results, including the key sources of estimation uncertainty, were the same as those applied in the Company's last annual financial results for the year ended 31 December 2024. The only exceptions are the estimate of income tax liabilities which is determined in the abridged reviewed financial results using the estimated average annual effective income tax rate applied to the pre-tax income of the interim period.

Historical Cost

		Audited 31 Dec 2025 USD	Audited 31 Dec 2024 USD
6	**Property, plant and equipment**		
	Opening carrying amount	4 198 093	4 483 390
	Additions to property and equipment	14 222	16 726
	Effects of change in functional currency	(162 220)	-
	Disposals	(18 260)	(46)
	Disposals depreciation	6 841	16
	Depreciation Charge	(139 786)	(301 993)
	Closing carrying amount	**3 898 890**	**4 198 093**
7	**Inventories**		
	Raw materials	283 482	141 177
	Finished goods	146 332	34 495
	Work in progress	-	10 067
		429 814	**185 739**
8	**Trade and other receivables**		
	Trade receivables	1 135 729	935 200
	Less: Allowance for credit losses	(114 658)	(122 718)
	Trade receivables - net	1 021 071	812 482
	Other receivables	3 517	4 220
	Financial assets other than cash and cash equivalents classified as loans and receivables	1 024 588	816 702

The fair value of trade and other receivables classified as loans and receivables is as follows:

Trade receivables	1 021 071	812 482
Other receivables	3 517	4 220
	1 024 588	**816 702**

9	**Cash and cash equivalents**	
	For the purposes of statement of cash flows, cash and cash equivalents consist of:	
	Cash at bank	289 292	20 298
	Cash in hand	998	5 371
		290 290	**25 669**
10	**Trade and other payables**	
	Trade payables	806 911	769 653
	Other payables	84 123	68 710
	Total financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost	891 034	838 363
	Statutory obligations	821 820	378 452
	Total trade and other payables	**1 712 854**	**1 216 815**
11	**Revenue**	
	Sale of chemicals	362 699	1 373 347
	Sale of rubber	2 922 142	1 616 400
		4 284 841	**2 989 747**
12	**Other income**	
	Realised exchange (losses) / gains	(73 973)	1 428 303
	Profit on disposal of assets	2 541	6 883
	Sundry revenue	46 546	8 926
		(24 886)	**1 444 112**
13	**Income tax expense**	
	Current tax	60 363	-
	Deferred tax	(15 753)	14 993
		44 610	**14 993**

14 Going concern considerations
During the year ended 31 December 2025, the Company's current liabilities exceeded its current assets by USD 145 533.
The Board has assessed the current negative performance of the Company and have put in place measures to correct the adverse performance through the 2026 strategic plan which is set to implement corrective measures to grow the top line through a number of initiatives including but not limited to the following:
- Strengthen revenue through confirmed orders from key customers in mining sector.
- Improve production efficiency and overhead recovery through repairs to machinery.
- Secure and optimizing external working facilities.
- Strengthen operational resilience and risk mitigation.

In assessing the going concern assumptions, the Board has undertaken a rigorous assessment of the forecast outturns and assessed identified downside risks and mitigating actions. The downside risks include a number of severe but plausible scenarios, incorporating underperformance against the business plan, unexpected cash outflows and customer attrition and unwillingness to award the Company new contracts and extensions to existing arrangements.
Based on management's assessment, management is confident of the entity's ability to continue as a going concern and have accordingly prepared the financial statements on a going concern basis. This basis assumes that the entity will realise its assets and settle its liabilities in the ordinary course of business.

15 Events after reporting period
No adjusting or significant non-adjusting events have occurred between the 31 December 2025 reporting date and the date of authorisation.

SUPPLEMENTARY FINANCIAL INFORMATION

Statement of financial position
as at 31 December 2025

	2025 ZWG	2024 ZWG
ASSETS		
Non-current assets		
Property, plant and equipment	101 295 891	109 069 395
Current assets		
Inventories	11 166 869	4 825 629
Trade and other receivables	26 619 513	21 218 490
Cash and cash equivalents	7 541 937	666 899
	45 328 319	**26 711 018**
Total assets	**146 624 210**	**135 780 413**
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	2 482 222	2 482 222
Share options reserve	88 828	88 828
Non distributable reserve	(46 430 057)	(46 430 057)
Revaluation reserve	55 130 422	62 154 720
Retained earnings	61 619 992	57 798 328
	72 891 407	**76 094 041**
Non-current liabilities		
Deferred tax	24 623 442	25 032 716
Current liabilities		
Trade and other payables	44 501 138	31 613 706
Corporate tax payable	4 608 223	3 039 950
	49 109 361	**34 653 656**
Total liabilities	**73 732 803**	**59 686 372**
Total equity and liabilities	**146 624 210**	**135 780 413**

Mabeza T.
Chairman

Gunda J.
Managing Director

Statement of profit or loss and other comprehensive income
for the year ended 31 December 2025

	2025 ZWG	2024 ZWG
Revenue	111 323 169	77 675 720
Cost of sales	(65 702 618)	(41 450 336)
Gross profit	**45 620 551**	**36 225 384**
Other (loss) / income	(646 556)	37 519 041
Operating expenses	(42 803 047)	(46 607 557)
Profit from operations	**2 170 948**	**27 136 868**
Profit before tax	2 170 948	27 136 868
Income tax expense	(1158 993)	(389 529)
Profit for the year	**1 011 955**	**26 747 339**
Other comprehensive income; net of tax	-	-
Total comprehensive income for the year	**1 011 955**	**26 747 339**

Statement of changes in equity
for the year ended 31 December 2025

	Share capital ZWG	Share options reserve ZWG	Non Distributable reserve ZWG	Revaluation reserve ZWG	Retained earnings ZWG	Total ZWG
Balance at 1 January 2024	**2 482 222**	**88 828**	**-**	**62 154 720**	**31 050 989**	**95 776 759**
Effects of change in functional currency	-	-	(46 430 057)	-	-	(46 430 057)
Total comprehensive loss for the year	-	-	-	-	26 747 339	26 747 339
Balance at 31 December 2024	**2 482 222**	**88 828**	**(46 430 057)**	**62 154 720**	**57 798 328**	**76 094 041**
Effects of change in functional currency	-	-	-	(7 024 298)	2 809 709	(4 214 589)
Total comprehensive loss for the year	-	-	-	-	1 011 955	1 011 955
Balance at 31 December 2025	**2 482 222**	**88 828**	**(46 430 057)**	**55 130 422**	**61 619 992**	**72 891 407**

Statement of cash flows
for the year ended 31 December 2025

	2025 ZWG	2024 ZWG
CASH FLOWS FROM OPERATING ACTIVITES		
Profit before tax	2 170 948	27 136 868
Adjusted for:		
Depreciation charge for the year	3 631 738	7 845 990
Profit on disposal of assets	(66 017)	(178 825)
Operating cash inflows before working capital changes	**5 736 669**	**34 804 033**
Changes in working capital		
(Increase) / decrease in inventories	(6341 239)	14 985 538
(Increase) / decrease in trade and other receivables	(5401 024)	5 529 031
Increase / (decrease) in trade and other payables	12 887 439	(19654 503)
Cash generated from operating activities	**6 881 845**	**35 664 099**
Net cash generated from operating activities	**6 881 845**	**35 664 099**
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of vehicles	362 691	179 605
Purchase of equipment	(369 498)	(434 553)
Net cash utilised in investing activities	(6807)	(254 948)
Net increase in cash and cash equivalents	**6 875 038**	**35 409 151**
Effects of foreign currency translation	-	(37 103 064)
Cash and cash equivalents at the beginning of the year	**666 899**	**2 360 812**
Cash and cash equivalents at the end of the year	**7 541 937**	**666 899**

1 Basis of preparation
The Company's special purpose financial statements have been prepared in accordance with in accordance with the requirements of Regulatory Notice Number: SECZ070325 ; pursuant to paragraph 21 of the First Schedule of the Securities and Exchange Act [Chapter 24:25], paragraph 194 of the Monetary Policy Statement presented by the Reserve Bank of Zimbabwe Governor on 6 February 2025 and the Zimbabwe Stock Exchange Notice dated 12 March 2025. The ZWG financials are prepared based on the Company's USD audited financial statements for the year ended 31 December 2025. The underlying USD audited financial statements were prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and in a manner required by the Zimbabwe Companies and Other Business Entities Act (Chapter 24:31) of 2019.

1.1 Currency of reporting
The special purpose financial statements are presented in Zimbabwean Dollars ('ZWG'). However, the functional currency of the Company is the United States Dollar ('US$').

1.2 a. The currency that mainly influences the sales prices for goods and services
Accounting policies and critical judgements are consistent with those applied in prior year, except for the addition of a policy on returnable containers. The condensed financial results should be read in conjunction with the latest annual report of the Company.

Directors: Mr. Tichaona Mabeza (Chairman); Mr. Tapiwa Zhou; Mr. Toindepi Muganyi; Dr. Tariro Mushuku Mushayavanhu ; Mrs. Patricia Nyazenga; Mr. Davis Ndumiso Sibanda; Mr. Patrick Munyanyi (Finance Director); Mr. Joseph Gunda (Managing Director)