

## NOTICE OF SPECIAL MEETING

**Notice is hereby given to all Shareholders, directors, secretary and company auditor that a Special Meeting of the Company will be held virtually on Friday, 23<sup>rd</sup> May 2025 as from 14:00 hours Central African Time.**

The BOARD has determined that the Special Meeting be held virtually on Friday 23<sup>rd</sup> May 2025 from 14:00hrs through a link that will be provided to all shareholders and in accordance with the procedures set out below.

### PROCEDURES FOR HOLDING THE MEETING:

- A. The Special Meeting Pack consisting of the Notice, Agenda, a Proxy Form, and a copy of the new Constitution will be distributed to all Shareholders through their registered addresses and will also be made available on the company's website ([www.fmbcapitalgroup.com](http://www.fmbcapitalgroup.com)) from 14<sup>th</sup> April 2025 onwards.
- B. Shareholders who wish to have copies of the Special Meeting Pack sent to them via email must do so by contacting the Transfer Secretaries as follows:  
  
By email: [ekhulamba@natbankmw.com](mailto:ekhulamba@natbankmw.com)  
By phone: T: +265 (0) 1 820 622 | C: +265 (0) 888 168 635
- C. Shareholders can raise any questions on the agenda item by addressing them to the Transfer Secretary (through the contacts listed above) by email or phone no less than forty-eight (48) hours before the time scheduled for the meeting.
- D. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his or her stead. The proxy need not be a member of the Company. Proxy forms should be sent to the Company's registered office, to reach there not later than forty-eight (48) hours before the time scheduled for the meeting, in default of which, the instrument of the Proxy shall be treated as invalid.

### SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING:

1. Revocation of the Company's current Constitution and adoption of a new Constitution as a special resolution, pursuant to section 42(3) and 44 of the Companies Act 2001.

To consider and, if deemed fit, to revoke the current constitution of the Company and pass, with or without modification, a new Constitution of the Company as a special resolution, pursuant to section 42(3) and 44 of the Companies Act 2001, that has been prepared to align with the Model Articles of a Public Company in Malawi and to further enhance and protect the rights of the Company's valued Shareholders.

It is **RESOLVED** that the following special resolutions be passed:

- i. The current Constitution of the Company be revoked and a new Constitution (as per the attached draft constitution) be adopted; and
- ii. Any one director of the Company or the secretary be authorised to do all such acts including filing with the Registrar of Companies to give effect to the above resolution.



**JTC Fiduciary Services (Mauritius) Limited**  
**Corporate Secretary**  
**Dated: 4<sup>th</sup> April 2025**