



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FDH BANK PLC WILL BE HELD ON FRIDAY, 30TH MAY 2025, AT 09:00 AM, AT THE THOMSON FRANK MPINGANJIRA CENTRE OF EXCELLENCE, MPEMBA, BLANTYRE

THE FOLLOWING BUSINESS WILL BE TRANSACTED AT THE MEETING:

A) AS ORDINARY BUSINESS:

1. MINUTES OF PREVIOUS MEETING

To approve the minutes of the 17th Annual General Meeting of the Bank held on 24th May 2024.

2. FINANCIAL STATEMENTS

To receive and consider the report of the Directors, the report of the Auditors and the audited financial statements for the year ended 31st December 2024.

3. DIVIDEND

To declare a final dividend of K4.555 billion (K0.66 per share), making a total dividend of K32.642 billion (K4.73 per share) in respect of the year 2024, having already paid a first interim dividend of K13.043 billion (K1.89 per share) on 22nd August 2024 and a second interim dividend of K15.044 billion (K2.18 per share), on 19th December 2024.

4. APPOINTMENT AND REMUNERATION OF AUDITORS

To re-appoint EY, Chartered Accountants, as Auditors for the ensuing year and to authorize the Directors to determine their remuneration.

5. RETIREMENT, APPOINTMENT AND RE-ELECTION OF DIRECTORS

- To note the resignation of Mr. Patrice Nkhono SC (59), who has served the Bank as a director since 2014.
- To confirm the appointment of Ms. Chikondi Annabel Mpinganjira (36) who was appointed during the year.

Miss Mpinganjira holds a Master of Arts Degree in Management (International Business) from the European Business School (London) and a Bachelor of Laws (Honors) degree from Kingston University (London). She has attended various professional development programs including Executive Development Programme from the Gordon Institute of Business and Science, Professional Development from Stellenbosch University Business School and Executive Management program from the London Business School where she obtained various professional development certifications. Currently, she is the Chief Executive Officer for Ekhaya Group of Companies, which is the parent company of various subsidiaries such as Ekhaya Farms and Ekhaya Foods, and has operations in various

sectors including retail, tourism, and agriculture. Miss Mpinganjira also holds various positions including Principal Officer for the Thomson and Barbara Mpinganjira Foundation, and director for the Blantyre International Cancer Center.

- To re-elect Dr. Nathan Mpinganjira (57) who retires by rotation in terms of Article 22(1) of the Company's Articles of Association but being eligible, has offered himself for re-election.

Dr. Nathan Mpinganjira has over 35 years of professional experience in leadership and strategic management in Malawi and South Africa. He is a Fellow of the Association of Chartered Certified Accountants and holds Doctor of Business Administration (DBA) and Master of Business Administration (MBA) Degrees from the University of Manchester, United Kingdom, and a Bachelor of Commerce (Accountancy) (with distinction) from the Polytechnic, University of Malawi. Dr. Mpinganjira is a consultant and has previously served with the South African Revenue Services as a Tax Specialist for ten years and as Director of Finance/Administration and Company Secretary for the Malawi Development Corporation (MDC). His previous directorships include Sunbird Tourism Limited, Indefund Limited, Portland Cement Limited, Malawi Institute of Tourism and Stockbrokers Malawi Limited.

- To re-elect Mrs. Charity Mseka (66) who retires by rotation in terms of Article 22(1) of the Company's Articles of Association but being eligible, has offered herself for re-election.

Mrs. Charity Mseka has over 35 years' experience in central banking. She has previously served as Director of Banking, Director of Accounting and Finance and Chief Accountant at the Reserve Bank of Malawi. Her previous directorships include those at National Integrated Technologies Limited (NITEL) and Export Development Fund Limited. Mrs. Mseka is a Member of the Chartered Institute of Management Accountants (CIMA). She holds a Master of Science Degree in Strategic Management from Manchester Metropolitan University, United Kingdom, and a Diploma in Business Studies from the Polytechnic, University of Malawi.

- To re-elect Dr. Ulemu Katunga (63) who retires by rotation in terms of Article 22(1) of the Company's Articles of Association but being eligible, has offered himself for re-election.

Dr. Ulemu Katunga has over 30 years professional experience and is the Chief Executive Officer of Medical Aid Society of Malawi (MASM). He previously served as Chief Financial Officer

and Board Secretary of MASM and Head Office Accountant for the National Insurance Company of Malawi. Dr. Katunga holds a PhD from Columbia Commonwealth University and an MBA and a Diploma in Management Studies from Management College of Southern Africa. He is a Fellow of the Association of Chartered Certified Accountants (FCCA).

6. NON-EXECUTIVE DIRECTORS' REMUNERATION

To approve the remuneration of the Chairperson and Non-Executive Directors with effect from 1st January 2025 as follows:

6.1 Directors' fees

- Chairman:** K23,000,000 per annum (2024: K20,012,000).
- Non-Executive Directors:** K17,000,000 per annum (2024: K14,710,000).

6.2 Directors' Sitting allowances

- Chairman:** K897,000 per sitting (2024: K780,000 per sitting).
- Non-Executive Directors:** K793,000 per sitting (2024: K689,000 per sitting).

7. REMUNERATION OF EXECUTIVE DIRECTORS

To authorize Directors to fix the remuneration of Executive Directors.

B) OTHER BUSINESS

To transact such other business as may be transacted at an Annual General Meeting of members of which prior notice should have been given to the Company Secretary not less than 21 days before the date of the Annual General Meeting.

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 Secretary by email to transfersec@nicoassetmanagers.com or actual delivery at the Company's registered office not later than forty-eight (48) hours before the time scheduled for the meeting, in default of which the instrument of Proxy shall be treated as invalid.

Dated: 24th April, 2025
By Order of the Board

Juliano Godfrey Kanyongolo
COMPANY SECRETARY

