



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FDH BANK PLC WILL BE HELD ON THURSDAY, 4TH JUNE 2026, 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 18th Annual General Meeting of the Bank held on 30th May 2025.

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 2025.

3. DIVIDEND

To declare a nil final dividend, making a total dividend of K57.071 billion (K8.27 per share) in respect of the year 2025, having already paid a first interim dividend of K7.039 billion (K1.02 per share) on 4th September 2025 and a second interim dividend of K50.032 billion (K7.25 per share) on 12th February 2026. This represents an increase of 174.84% from the total dividend of K32.642 billion (K4.73 per share) paid by the Bank in respect of the year 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

a. To note the retirement of Mrs. Maria Msiska, Mrs. Pilirani Chuma and Mr. James Diverias Luka Kamsesa whose tenures of office expired in September 2025 and have since left the Board.

b. To confirm the appointment of Mrs. Emily Makuta SC(57) who was appointed during the year to fill a casual vacancy.

Mrs. Emily Makuta is a distinguished legal, governance and compliance professional with over three decades of experience. She holds a Master of Laws (LLM) in International Economic Law from the University of Warwick, an international qualification in compliance from the International Compliance Association in association with Manchester Business School, and is a Chartered Governance Professional with the Chartered Governance Institute (UK and Ireland). She previously served as Group General Counsel and Group Head of Compliance at NICO Holdings plc and, prior to that, as Group Company Secretary and General Counsel at Indebank Limited. She commenced her career in private legal practice before transitioning into the corporate sector. Mrs. Makuta's experience spans legal practice, corporate governance, regulatory compliance, commercial transactions, negotiations, legal drafting and advisory work, corporate restructuring and reorganisation, legal risk management, and the provision of strategic legal and regulatory support across a broad range of businesses, including institutions operating in almost every sector of the financial services industry. She possesses extensive subject matter expertise and practical experience across these sectors. Mrs. Makuta has also served on a number of corporate boards, giving her significant experience in board governance and strategic oversight.

c. To confirm the appointment of Mrs. Vera Yamikani Zulu (49) who was appointed during the year to fill a casual vacancy.

Mrs. Vera Zulu is a highly experienced finance and corporate governance executive. She is a Fellow of the Association of Chartered Certified Accountants (FCCA), a Chartered Accountant (CA Malawi), and holds an MBA from the University of Derby. With over 20 years in the financial sector, she currently

serves as Group Chief Finance Officer at Old Mutual Malawi Limited. She previously held executive roles including Chief Finance Officer at NBS Bank plc and Executive Director at Nedbank (Malawi) Limited, bringing significant expertise in financial strategy, treasury management, risk oversight, and regulatory compliance. She serves on several boards including Old Mutual Unit Trusts, Old Mutual Pension Services Company Limited, and the National Planning Commission.

d. To confirm the appointment of Mr. Daniel Nii Kwei-Kumah Sackey (63) who was appointed during the year to fill a casual vacancy.

Mr. Daniel Nii Kwei-Kumah Sackey is a seasoned pan-African banking executive with over 30 years of experience, including senior leadership positions across multiple jurisdictions. He holds an MBA in International Banking and Finance from the University of Birmingham and a Bachelor of Science degree in Administration from the University of Ghana. He previously served as Managing Director of Ecobank Ghana, Ecobank Zimbabwe and Ecobank Rwanda, and as Regional Executive for Anglophone West Africa, overseeing Ecobank's operations in The Gambia, Sierra Leone, Liberia and Guinea. He also served as SADC Cluster Head for Ecobank from February 2011 to August 2026, with responsibility for the Group's operations in Zambia, Malawi, Mozambique and the Democratic Republic of Congo. Mr. Sackey has extensive expertise in corporate strategy, risk management, digital transformation and stakeholder engagement. He currently serves as Chairman of CalBank in Ghana and brings significant board and corporate governance experience across the African financial services sector.

e. To re-appoint Mrs. Judith Chirwa (70), who has attained the age limit of seventy (70) years in terms of Section 164 (2) (b) and 169 (4) of the Companies Act 2013, to hold office until the next Annual General Meeting in line with Section 169 (6) (a) of the Companies Act, 2013.

Mrs. Chirwa has more than 45 years of professional experience spanning banking, enterprise development, strategic management, education, and business advisory services, including 25 years dedicated to Micro, Small and Medium Enterprise (MSME) development. Over the course of her career, she has held several senior leadership and consultancy roles. She previously served as General Manager of the Development of Malawian Enterprises Trust (DEMAT), where she played a key role in enterprise support and development initiatives. She has also worked as a consultant for the Community Savings and Investment Promotion (COMSIP) programme and the Malawi Rural Development Fund (MARDEF), providing expertise in strategic planning and business development. She holds a Master of Strategic Management from the University of Derby in the United Kingdom and a Diploma in Education from the University of Malawi. Mrs. Chirwa also serves as a Board Member of the Independent Schools Association of Malawi, an organisation that promotes and monitors the provision of quality education by private schools in compliance with Government standards and requirements.

f. To re-elect Mrs. Juliana Chidumu Somba-Banda (43) 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. Somba Banda holds a Master of Science in Agricultural and Applied Economics from Egerton University, Kenya, and a Bachelor of Science in Agriculture from the University of Malawi (Bunda College of Agriculture). She is also an International Trade and Policy specialist trained at the University of Pretoria (South Africa). She has experience in various economic sectors and has undertaken several professional development programmes, including a Certificate in Agricultural Trade in Africa from the

World Bank Institute at the University of Pretoria, South Africa, as well as Soft Skills and Leadership training by the Scottish Qualifications Authority (SQA). Mrs. Somba-Banda has served in areas of International Trade, strategic management, corporate affairs, policy analysis, program implementation, public relations, international relations and foreign service. She has previously served as First Secretary (Trade and Investment) under the Ministry of Foreign Affairs, Executive Assistant to the President under the Office of the President and Cabinet, Public Relations at the Tobacco Commission, and Programs Manager for the Clinton Foundation (Clinton Hunter Development Initiative).

g. To re-elect Mr. Grey Nkungula (60), who retires by rotation in terms of Article 22(1) of the Company's Articles of Association but being eligible, has offered himself up for re-election.

Mr. Nkungula is a renowned information technology professional with more than thirty years' worth of enormous hands-on experience in the fields of Business Management, Systems Analysis and Design, Information and Communication Technology, Biometrics Identification Systems, Smartcards, Project Management, Enterprise Resources Planning (ERP) integrated systems and Payment Systems. He holds a Master of Science Degree (Analysis, Design and Management of Information Systems (ADMIS)) obtained from the University of London, United Kingdom, and a Bachelor of Social Science Degree from the University of Malawi. Mr. Nkungula has worked as the Chief Executive Officer of the Malawi Switch Centre (MALSWITCH) and as a consultant on many IT projects for clients in both public and private sectors in Malawi and abroad.

6. NON-EXECUTIVE DIRECTORS' REMUNERATION

To approve the remuneration of the Chairperson and Non-Executive Directors with effect from 1st January 2026 as follows:

6.1 Directors' fees

6.1.1 **Chairman:** K27,720,000 per annum (2025: K23,000,000).

6.1.2 **Non-Executive Directors:** K20,400,000 per annum (2025: K17,000,000).

6.2 Directors' Sitting allowances

6.2.1 **Chairman:** K1,100,000 per sitting (2025: K897,000 per sitting).

6.2.2 **Non-Executive Directors:** K950,000 per sitting (2025: K793,000 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 on his or her behalf. A proxy need not be a member of the Company. Duly completed proxy forms must be lodged with the Company Secretary either by email at transfersec@nicoassetmanagers.com or by physical delivery at the Company's registered office not less than forty-eight (48) hours before the time appointed for the meeting, failing which the proxy shall be deemed invalid.

Dated this 12th day of May 2026
By Order of the Board

Juliano Godfrey Kanyongolo
COMPANY SECRETARY

