

NOTICE OF THE 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of the Company will be held at Sunbird Mount Soche, Soche International Conference Centre, Blantyre on Monday, 29th June 2026 at 15:00 hours to transact the following business:

1. APPROVAL OF MINUTES

To consider and if deemed appropriate to approve the Minutes of the 37th Annual General Meeting held on 1st July 2025.

2. FINANCIAL STATEMENTS

To consider and if deemed appropriate to approve the audited financial statements for the year ended 31st December 2025 together with the reports of the Auditors and Directors therein.

3. DIVIDEND

To declare a final dividend of K3.018 billion representing K11.54 per share in respect of the financial year ended 31st December 2025 as recommended by the Board of Directors. An interim dividend of K732 million representing a dividend per share of K2.80 was paid in October 2025. This will bring the total dividend for the year to K3.750 billion representing K14.34 per share. In 2024, total dividend paid amounted to K3.401 billion.

4 DIRECTORS' RETIREMENT AND APPOINTMENT

4.1 DIRECTORS' RETIREMENT

To note the retirement of directors Mr. Vilipo Munthali, Ms. Neema Chambalo, Mr. Godfrey Mtongola, Mr. Chipiliro Phiri, Ms. Pirira Ndaferankhande, Mr. Chauncy Simwaka, Mr. Hetherwick Njati and Dr. Betchani Tchereni.

4.2 CONFIRMATION OF DIRECTORS

To confirm the appointment of the following directors:

- (a) **Mr. Luciano Miceus (40)** – Mr. Miceus is a seasoned lawyer. He is a holder of a Bachelor of Law (Honours) degree from the University of Malawi and is a Member of the Malawi Law Society. He is a member of various Boards and Governance Committees including being chairperson of the Labour Law Practice Division of Malawi Law Society and member of the Finance and Administration Committee of Football Association of Malawi.

Mr. Miceus is currently the Managing Partner at Micklaw and Company (Law Firm) and is the chief legal counsel to the Archdiocese of Blantyre of the Roman Catholic Church. He has previously worked with Joe and Max Chambers, Malawi Legal Aid Bureau and Savjani and Company. He has over 14 years' experience in the legal profession.

The Board recommends his confirmation.

- (b) **Mr. Harold Jiya (55)** – Mr. Jiya is a seasoned leader with over 25 years of experience in financial services and strategic leadership. He currently serves as Chief Executive Officer for National Bank of Malawi (NBM) plc, Malawi's leading financial services group, where he has been an Executive Director for the past 9 years.

He is an alumnus of the Advanced Management Leadership program of the prestigious Insead Business School in France and Oxford University's Said Business School. He holds a Master of Business Administration (MBA) from Exeter University, UK, a Bachelor of Commerce (Accounting) degree from the University of Malawi, Polytechnic, and an ACIB/BSc (Honors) from the UK. He sits on several boards locally and in the southern Africa region.

The Board recommends his confirmation.

- (c) **Mr. Andy Koloko (48)** – Mr. Koloko is an accomplished civil engineer and supply chain management professional with over 23 years of experience across large-scale government and donor-funded programs. He has held senior roles providing strategic oversight in procurement and supply chain management, governance, financial management, and policy implementation across the roads, education, energy, agriculture, and health sectors.

He has provided advisory services to the Ministry of Health as the Procurement Oversight Agent for the Health Services Joint Fund and served as

Procurement Director at Millennium Challenge Account Malawi II. He has also previously worked with the Roads Authority, European Union-funded projects, Malawi University of Science and Technology, Electricity Supply Corporation of Malawi Limited, and the Agricultural Commercialization Project, contributing to the successful delivery of complex infrastructure and development initiatives. He is the Managing Director of Anek Construction.

He holds a Bachelor's degree in Civil Engineering from the Malawi University of Business and Applied Sciences and a Master's degree in Supply Chain Management from the University of Bolton.

The Board recommends his confirmation.

- (d) **Mr. Wiskes Nkombezi (47)** – Mr. Nkombezi is the current Secretary for Industrialization, Business, Trade and Tourism in the Ministry of Industrialization, Business, Trade and Tourism (PS). As PS, he is the Controlling Officer of the Ministry, overseeing and leading implementation of Government policy on industrialization, business and entrepreneurship, trade, investment, tourism, cooperative societies development and value addition programmes in Malawi. He also leads trade and investment negotiator for the Ministry in regional integration, investment and trade negotiations and with development partners that deal with trade, investment, tourism and enterprises development such as World Bank, African Development Bank and others.

He holds a Master of Public Policy specializing in Economic Policy (Australian National University); Bachelor of Business Administration (University of Malawi, The Polytechnic); Diploma in Advanced Trade Policy (WTO Institute of Training and Technical Cooperation (ITTC) Geneva, Switzerland) and a Graduate Diploma in Public Administration (Australian National University).

The Board recommends his confirmation.

- (e) **Ms. Gertrude Kawelama (43)** – Ms. Kawelama is a qualified professional in Logistics, Business Management and Entrepreneurship. She has a vast experience in sales and customer service and is an active entrepreneur. Her professional background includes roles at Glens Malawi Limited in Operations, Rab Processors as a Logistics Officer and Old Mutual where she joined as a Financial Advisor in Retail Bancassurance and ended as Retail Sales Bancassurance Manager. She is a founder and owner of Agriville Traders.

She holds an Advanced Diploma in Logistics from the Chartered Institute of Transport and Logistics and is currently studying for a Bachelor of Business Administration and Entrepreneurship.

The Board recommends her confirmation.

- (f) **Mr. Clement Kachemwe (54)** – Mr. Kachemwe is a finance professional with over 23 years of progressive experience gained from Malawi Post and Telecommunication Corporation as Financial Reporting Manager, Malawi Telecommunications Limited as Financial Reporting Manager and Head of Wholesale and Interconnection, Airtel Malawi as Business Planning and Analysis Manager and Airtel Mobile Commerce Limited as Head of Finance. He has proven expertise in developing and implementing financial control systems, managing internal and external audits, and driving strategic financial planning, enforcing regulatory compliance, revenue assurance, and leading finance teams to deliver sustainable business growth.

He is a holder of Master of Communications Management (MCM) – University of Strathclyde, Glasgow, Scotland UK; Chartered Management Accountant – CIMA, UK and Bachelor of Accountancy (University of Malawi) and is a Certified Public Accountant

The Board recommends his confirmation.

- (g) **Dr. Cliff Chiunda (63)** – Dr. Chiunda is the current Secretary to the Treasury (ST). As ST, he is the principal financial adviser to the Government of Malawi and administrative head of the Ministry of Finance, Economic Planning and Decentralisation. He holds a PhD in Economics, Master's degree in

Economic Development Policy with a credit from the University of Wales Swansea in the UK and a Bachelor's degree in Social Science majoring in Economics from the University of Malawi.

Prior to his appointment as the ST, he was the Principal Secretary (Administration) in the Office of the President and Cabinet (OPC) and he also served as a Principal Secretary in the Ministry of Industry, Trade and Tourism. He has also held senior positions in the ministries of Economic Planning and Development; Nutrition and HIV/AIDS; and Justice and Constitutional Affairs.

He previously served on the Board between 2019 and 2020.

The Board recommends his confirmation.

5. DIRECTORS' REMUNERATION

To consider and if deemed appropriate to approve that the remuneration of the Chairman and Directors be adjusted with effect from 1st January 2026 as follows: –

5.1 FEES

- Chairperson from K17,250,000 to K21,562,500 per annum.
- Committee Chairperson from K16,000,000 to K20,000,000 per annum.
- Other non-executive Directors from K15,000,000 to K18,750,000 per annum.

5.2 SITTING ALLOWANCES

- Chairperson from K700,000 to K875,000 per sitting.
- Committee Chairperson from K675,000 to K843,750 per sitting.
- Other non-executive Directors from K650,000 to K812,500 per sitting.

6. APPOINTMENT OF EXTERNAL AUDITORS

To approve the appointment of Deloitte, Certified Public Accountants, as Auditors for the year ending 31st December 2026 and to authorise the Directors to fix their remuneration.

7. ANY OTHER BUSINESS

To transact any other business prior notice of which should have been given to the Company Secretary not less than 21 days before the date of the meeting.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy (or more than one proxy) to attend and vote in his/her stead. The proxy need not be a member of the Company. Proxy forms should be forwarded to reach the Company's Registered Offices, whose address is provided above, or the Transfer Secretaries at National Bank of Malawi, 7 Henderson Street, Blantyre, not later than forty-eight hours before the time of holding the meeting and in default the instrument of proxy shall not be valid.

Dated: 4th June 2026

By order of the Board

Barnet Gausi
COMPANY SECRETARY

Registered Office:
Sunbird Corporate Office,
28 Glyn Jones Road,
P.O. Box 376,
BLANTYRE, MALAWI

Notes:

- The AGM Pack will be sent to shareholders using their postal addresses and is also available on the company website (www.sunbirdmalawi.com).
- Shareholders who have provided their email addresses to the Transfer Secretary will also be sent the AGM Pack electronically. Shareholders who wish to collect copies of the AGM Pack in person must do so by contacting the Transfer Secretary as follows: By email: ekhulamba@natbgnkwm.com; by phone: T: +265 (0) 1 820 622 (extension: 1342) | C: +265 (0) 888 168 635; in person: 7 Henderson Street, P.O. Box 945, Blantyre.

FOR BOOKING AND ENQUIRIES

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📱 [sunbirdtourismmw](https://www.sunbirdtourismmw)
✂ [sunbirdtourism](https://www.sunbirdtourism)



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