

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Company will be held virtually coordinated from Sunbird Mount Soche, Soche International Conference Centre, Blantyre on Friday, 18th June 2021 at 15:30 hours.

PROCESS OF HOLDING THE VIRTUAL AGM

1. ALL shareholders should register their up to date email addresses and phone numbers using the channels in paragraph 2 below.
2. The AGM pack is available at www.sunbirdmalawi.com and can be provided through email or WhatsApp by contacting the company secretary, Mr Allan Hans Muhome through allan@sunbirdmalawi.com or sunbirdshareholders@natbankmw.com or +265 888 304 274. Hard copies can be collected from the Sunbird Corporate Office (behind Sunbird Mount Soche Hotel).
3. The contents of the AGM pack are as follows: -
 - (a) Notice of AGM
 - (b) Previous Minutes
 - (c) Proxy Form
 - (d) Voting Form
 - (e) Financial Statements 2020
4. All AGM questions and comments should be channelled to the email and phone number in paragraph 2 above from Friday 28th May 2021 to Friday 4th June 2021. The consolidated questions shall be shared via email and website to shareholders by Wednesday 9th June 2021.
5. The answers to the questions shall be communicated to shareholders during the AGM.

6. The AGM shall be held online and a link shall be provided to shareholders through their registered email addresses or WhatsApp numbers.

AGENDA OF THE AGM

1. APPROVAL OF MINUTES

To consider and if deemed appropriate to approve the Minutes of the 32nd Annual General Meeting held on 19th June 2020.

2. FINANCIAL STATEMENTS

To consider and if deemed appropriate to approve the audited financial statements for the year ended 31st December 2020 together with the reports of the Auditors and Directors therein.

3. DIVIDEND

To consider that in view of the loss that the company suffered in the year 2020, no dividend should be paid in respect of the year 2020.

4. DIRECTORS' APPOINTMENTS AND RE-ELECTION

4.1 CONFIRMATION OF DIRECTORS

To confirm the appointment of directors

- a) **Mrs Maureen Kachingwe (55)** - Mrs Kachingwe is a legal practitioner with an LLB (Hons) from the University of Malawi and MBA from the University of Hull (UK). She is the current Company Secretary for Illovo Sugar (Malawi) plc since 2017. Before joining Illovo, Mrs Kachingwe served as Director of Legal and Corporate Affairs as well as company secretary for Sunbird Tourism plc for a total of 23 years. She is specialized in corporate governance, in house legal practice, employment law, commercial transactions and business strategy.

- b) Dr Bernadette Malunga (40)** - Dr Malunga holds a PhD in Law from the University of Nairobi, School of Law, Kenya. She also holds a Masters in Women's Law as well as an LLB (Hons) obtained from Chancellor College, University of Malawi. She is currently a lecturer in law at the Chancellor College, teaching Company Law and other commercial law related subjects. She previously served as a Resident Magistrate and State Advocate in the Ministry of Justice. She has about 15 years of post-graduate experience in legal research focusing on women, gender and economic rights.
- c) Mr Vilipo Munthali (48)** - Mr. Munthali is a seasoned chartered accountant. He holds a bachelor's degree in accountancy from the University of Malawi and MBA from Management College of Southern Africa, Gaborone, Botswana. He is a Fellow of Association of Chartered Certified Accountants - FCCA. He is the Managing Consultant at Swift Resources. He has previously held the position of Chief Finance Officer for Ecobank Malawi Limited and First Capital Bank plc both in Malawi and Botswana. He has over 20 years' experience in the banking sector.
- d) Mr. Chauncy Simwaka (55)**– Mr Simwaka is the current Secretary to Treasury (ST) since July 2020. As ST, he is the principal financial adviser to the Government of Malawi and administrative head of the Ministry of Finance. He is an Economist with thirty years' experience in Economic Analysis, Policy Analysis, Strategic Planning, Project Planning and Management, Monitoring and Evaluation Techniques, and Research/Survey Design and Methodology. He is a career civil servant. He holds a Master's degree in MSc. (Economics) obtained from the University of Wales, Swansea, United Kingdom. He also holds a Postgraduate Diploma (Development Economics) which he obtained from the University of Bradford, England and he holds a Bachelor of Social Science (Economics) from Chancellor College, University of Malawi.

- e) **Mr Cornelius Majawa (51)** - Mr Majawa is a seasoned chartered accountant. He holds a bachelor's degree in accountancy from the University of Malawi and a Master's Degree in Strategic Management from the University of Derby, UK. He has vast experience in microfinance and has served in various boards including the National Economic Empowerment Fund (NEEF). He is an established consultant on microfinance.

4.2 DIRECTORS' RE-ELECTION

To re-elect director Gladson Kuyeri who retires by rotation in accordance with the terms of the Company's Articles of Association, however, being eligible, has offered himself for re-election.

4.3 DIRECTORS' RETIREMENT

To note the retirement of the following Directors: -

- a) Mr Phillip Madinga
- b) Mr Anderson Kulugomba
- c) Mr Charlie Msusa
- d) Mrs Violette Santhe and
- e) Mr Cliff Chiunda

5. DIRECTORS' REMUNERATION

To consider that directors' remuneration for the year 2021 be maintained as that of 2020 as follows: -

5.1 Fees

- Chairperson K4,544,800 per annum.
- Other Directors K3,778,900 per annum.

5.2 Sitting Allowances

- Chairperson K239,600 per sitting.
- Other Directors K191,400 per sitting.

6. APPOINTMENT OF EXTERNAL AUDITORS

To appoint Grant Thornton, Certified Public Accountants, as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

7. VIRTUAL SHAREHOLDERS' MEETINGS

To consider and, if deemed fit, to pass with or without modification the following special resolution:

To adopt a new article 35(3) of the company to incorporate the holding of virtual Shareholders' General Meetings. The proposed article is as below:

"The meetings of the Company may be conducted virtually."

The adoption of this article will neither reduce nor affect any shareholding.

8. ANY OTHER BUSINESS

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

Dated: 17th May 2021

By order of the Board

SIGNED

Allan Hans Muhome
COMPANY SECRETARY

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

Notes

1. 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.
2. 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, 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.