



# NOTICE OF ANNUAL GENERAL MEETING

## NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FDH BANK PLC WILL BE HELD ON THURSDAY, 4TH MAY, 2023, AT 09:00 AM, AT MOUNT SOCHE HOTEL, 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 15th Annual General Meeting of the Bank held on 27th June, 2022.

#### 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, 2022.

#### 3. DIVIDEND

To declare a final dividend amounting to K4.0 billion (K0.58 per share) making a total dividend of K15.1 billion in respect of 2022 profits representing K2.19 per share, having already paid a first interim dividend of K5.1 billion (K0.74 per share) on 25th August 2022 and a second interim dividend of K6 billion (K0.87 per share) on 30th December 2022.

The register of shareholders will be closed from 19th May 2023 to 22nd May 2023 both dates inclusive and no transfers will be registered during that time. The dividend will be paid on 26th May 2023 to shareholders appearing in the register of the Company as at close of business on Friday, 19th May 2023.

#### 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. APPOINTMENT AND RE-ELECTION OF DIRECTORS

- a. **To confirm the appointment of Mrs. Juliana Chidumu Somba-Banda (40) who was appointed during the year to fill a casual vacancy.**

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. She has experience in various economic sectors and holds several certificates, including a Certificate in Agricultural Trade in Africa from the World Bank Institute at the University of Pretoria,

South Africa. Mrs. Somba-Banda has extensive experience in strategic management, corporate affairs, policy analysis, program implementation, foreign service, public relations, and project management. 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, Regional Coordinator and Head of Public Relations at the Tobacco Commission, and Program Associate with the Clinton Foundation (Clinton Hunter Development Initiative).

- b. **To confirm the appointment of Mr. Grey Nkungula (57) who was appointed during the year to fill a casual vacancy.**

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.

- c. **To re-appoint Dr. Eric James Sankhulani (73), who has exceeded the age limit of seventy (70) years in terms of Section 164 (2) (b) 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.**

- d. **To re-elect Mrs. Maria Brigitta Msiska (63) 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.**

- e. **To re-elect Mr. James Diverias Luka Kamsesa (62) 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.**

- f. **To re-elect Mrs. Pilirani Chuma (38) 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.**

#### 6. NON-EXECUTIVE DIRECTORS' REMUNERATION

To approve the remuneration of the Chairperson and Non-Executive Directors with effect from 1st January 2023 as follows:

- a). Directors' fees
- Chairperson: K17,710,000 per annum (2022: K15,400,000).
  - Non-Executive Directors: K13,018,000 per annum (2022: K11,320,000).
- b). Sitting allowances
- Chairperson: K690,000 per sitting (2022: K600,000 per sitting).
  - Non-Executive Directors: K609,500 per sitting (2022: K530,000 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](mailto: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: 12th April, 2023  
By Order of the Board

Juliano Godfrey Kanyongolo  
COMPANY SECRETARY

