

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Company will be held at Sunbird Mount Soche, Soche International Conference Centre, Blantyre on Thursday, 29th June 2023 at 15:30 hours to transact the following business:

1. APPROVAL OF MINUTES

To consider and if deemed appropriate to approve the Minutes of the 34th Annual General Meeting held on 17th June 2022.

2. FINANCIAL STATEMENTS

To consider and if deemed appropriate to approve the audited financial statements for the year ended 31st December 2022 together with the reports of the Auditors and Directors therein.

3. DIVIDEND

To declare a final dividend of K393 million representing K1.50 per share in respect of the financial year ended 31st December 2022 as recommended by the Board of Directors. An interim dividend of K131 million representing a dividend per share of K0.50 was paid in November 2022. This will bring the total dividend for the year to K524 million representing K2.00 per share. The company did not pay any dividend relating to the year 2021.

4. DIRECTORS' APPOINTMENTS AND RE-ELECTION

To re-elect directors Mr. Gladson Kuyeri, Mr. Cornelius Majawa, and Dr MacDonald Mafuta Mwale who retire by rotation in accordance with the terms of the Company's Articles of Association, however, being eligible, have offered themselves for re-election.

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, 2023 as follows: -

5.1 Fees

- Chairperson from K4,999,280 to K5,750,000 per annum.
- Other non-executive Directors from K4,156,790 to K4,780,000 per annum.

5.2 Sitting Allowances

- Chairperson from K263,560 to K310,000 per sitting.
- Other non-executive Directors from K210,540 to K260,000 per sitting.

6. APPOINTMENT OF EXTERNAL AUDITORS

To approve the appointment of Grant Thornton, Certified Public Accountants, as Auditors for the year ending 31st December 2023 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 office of the Company Secretary not less than 21 days before the date of the meeting.

Dated: 5th June 2023

By order of the Board

Barnet Gausi
COMPANY SECRETARY

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

- 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, 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.
- 3.** The AGM Packs will be sent to shareholders using their postal addresses and is also available on the company website (www.sunbirdmalawi.com).
- 4.** 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@natbankmw.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.