



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FDH BANK PLC WILL BE HELD ON FRIDAY, 24TH MAY 2024, 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 16th Annual General Meeting of the Bank held on 4th May 2023.

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 2023.

3. DIVIDEND

To declare a final dividend amounting to K7.039 billion (K1.02 per share) making a total dividend of K22.635 billion in respect of 2023 profits representing K3.28 per share, having already paid a first interim dividend of K9.040 billion (K1.31 per share) on 24th August 2023 and a second interim dividend of K6.556 billion (K0.95 per share) on 21st December 2023.

The dividend will be paid on Thursday, 20th June 2024, to shareholders appearing in the register of the Company as at close of business on Friday, 14th June 2024. The Bank's shares will trade ex-dividend from Wednesday, 12th June 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 Dr. Eric James Sankhulani (74), who has served the Bank as a Director since 2009.
- b. To re-elect Mrs. Judith Chirwa (68) 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.
- c. To re-elect Mr. Harold Kuchande (65) 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.

- d. To re-elect Mr. Patrice Nkhono, SC, (58) 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.

6. NON-EXECUTIVE DIRECTORS' REMUNERATION

To approve the remuneration of the Chairperson and Non-Executive Directors with effect from 1st January 2024 as follows:

a) Directors' fees

- i. **Chairperson:** K20,012,000 per annum (2023: K17,710,000).
- ii. **Non-Executive Directors:** K14,710,000 per annum (2023: K13,018,000).

b) Sitting allowances

- i. **Chairperson:** K780,000 per sitting (2023: K690,000 per sitting).
- ii. **Non-Executive Directors:** K689,000 per sitting (2023: K609,500 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 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: 28th April, 2024

By Order of the Board

Juliano Godfrey Kanyongolo
COMPANY SECRETARY