

52nd ANNUAL GENERAL MEETING NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY SECOND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NATIONAL BANK OF MALAWI PLC WILL BE HELD VIRTUALLY AND PHYSICALLY FROM MOUNT SOCHE HOTEL IN BLANTYRE ON 27th JUNE 2024 AT 14:00 HOURS

A. PROCEDURES FOR THE SHAREHOLDERS ATTENDING THE AGM VIRTUALLY WILL BE AS FOLLOWS:

1. The AGM Pack, proxy form, and voting form will be sent to shareholders through their email addresses and can be accessed by texting on 0885 514 442 and visiting the Company's website (www.natbank.co.mw) from 31st May 2024. Printed copies will be made available to shareholders on request.
2. The meeting link for the AGM will be provided to shareholders through their registered email addresses or WhatsApp numbers.
3. A selection of questions and answers shall be read out and commented upon during the meeting.
4. Shareholders will be required to send the proxy forms and voting forms by 21st June 2024.

B. THE FOLLOWING BUSINESS WILL BE TRANSACTED AT THE MEETING:

ORDINARY BUSINESS:

1. **APPROVAL OF MINUTES**
To approve the Minutes of the 51st Annual General Meeting held on 20th July 2023
2. **FINANCIAL STATEMENTS**
To receive and consider the Directors' and Auditors' Report and the Financial Statements of the Company for the year ended 31st December 2023.
3. **DIVIDEND**
To declare a final dividend amounting to K23.0 billion making a total dividend of K48.0 billion in respect of 2023 profits representing K102.80 per ordinary share, having already paid a first interim dividend of K11.0 billion in September 2023 and a second interim dividend of K14.0 billion on 2nd April 2024.
4. **APPOINTMENT OF AUDITORS**
To reappoint Messrs. Ernst & Young- Certified Public Accountants as Auditors for the ensuing year and to authorize the Directors to determine their remuneration.
5. **DIRECTORS' APPOINTMENTS, RE-ELECTION AND RETIREMENT**
 - 5.1 To re-elect Mrs. Bessie Nyirenda who retires by rotation in terms of Article 63 of the Articles of Association but being eligible, has offered herself for re-election. Mrs. Nyirenda holds a Bachelor of Science Degree majoring in Economics, Statistics and Computer Science. A Master of Science Degree in Computing and a Master of Business Administration in International Global Economy. She is a qualified IT Specialist with over 30 years' experience.
 - 5.2 To re-elect Mr. Jim Nsomba who retires by rotation in terms of Article 63 of the Articles of Association but being eligible, has offered himself for re-election. Mr. Nsomba holds a Bachelor of Commerce (B.Com) Degree in Accountancy, is a Fellow of the Association of Chartered Institute of Certified Accountants (FCCA) and a Chartered Accountant (Malawi) with over 30 years' experience.
 - 5.3 To re-elect Mr. James Mhura who retires by rotation in terms of Article 63 of the Articles of Association but being eligible, has offered himself for re-election. Mr. Mhura holds a Bachelor's Degree in Accountancy and is a member of the Chartered Institute of Management Accountants. He also holds an MBA in Finance. He has over 25 years' experience in investment management.

6. EXECUTIVE DIRECTORS' REMUNERATION

To authorize the Non-Executive Directors to determine the remuneration of the Executive Directors.

7. NON-EXECUTIVE DIRECTORS' REMUNERATION

To approve an increase in the net fees and sitting allowances of the Chairman and Non-Executive Directors with effect from 1st January 2024 as follows:

DIRECTORS FEES

Chairman: K21,300,000.00 (2023: K17,032,356) per annum
Non-Executive Directors: K13,995,000.00 (2023: K11,195,250) per annum

SITTING ALLOWANCES

Chairman: K661,655.00 (2023: K529,324.40) per sitting
Non-Executive Directors: K590,000.00(2023: K470,136.00) per sitting

Dated the 21st day of May 2024

BY ORDER OF THE BOARD

ZUNZO E. MITOLE
COMPANY SECRETARY

Registered Office
National Bank of Malawi plc
7 Henderson Street
P O Box 945
BLANTYRE

The register of members will be closed from close of business on 19th July 2024 to 23rd July 2024 both dates inclusive, and no transfer will be registered during that time. Only members whose names shall appear in the register as at 19th July 2024 shall be eligible for the dividend, which will be payable on 2nd August 2024.

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. A proxy need not be a member of the company.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the Company Secretary's Office, not less than forty eight (48) hours before the time for holding the meeting and in default the instrument of proxy shall not be treated as valid.