



Standard Bank

28th
ANNUAL
GENERAL
MEETING

TABLE OF CONTENTS

SECTION	PAGE
1. NOTICE OF THE 28TH ANNUAL GENERAL MEETING	3
ORDINARY BUSINESS	3
1. Financial Statements	3
2. Dividend	3
3. Directors' Appointments and Retirement	3
4. Non-Executive Directors' Fees and Sitting Allowances	5
4.1. Directors Fees	5
4.1. Sitting Allowances	5
5. Executive Director's Remuneration	5
6. Appointment of External Auditors and Determination of their Remuneration	5
Notes	5
2. MINUTES OF THE ANNUAL GENERAL MEETING	7
1. Commencement of the Meeting	8
2. Business Transacted	8
A. Passed as Ordinary Resolutions	8
B. Passed as Special Resolutions	9
C. Passed as Ordinary Resolutions	9
3. PROPOSED RESOLUTIONS	11
4. PROXY FORM	13
5. HOW TO ACCESS THE VOTING APP	17

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS AND DIRECTORS OF STANDARD BANK PLC THAT THE ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT AMARYLLIS HOTEL, BLANTYRE ON THURSDAY, 25th JUNE 2026 AT 09:00 HOURS (OR SOON THEREAFTER).

Pursuant to Article 29 of the Company's Articles of Association, the Board of Directors of Standard Bank PLC resolved that the 28th Annual General Meeting ('AGM') be a hybrid general meeting. A hybrid general meeting is held at a physical location with simultaneous participation enabled via an electronic platform.

Shareholders who wish to participate electronically either in person or by proxy are therefore required to contact custodymalawi@standardbank.co.mw, or call or send a WhatsApp Message to Investor Services on **+265 888 301903** no later than 19th June 2026 for assistance on how they can participate in the AGM.

Shareholders attending via the electronic platform will be provided with a link to enable them to access the AGM. Shareholders wanting to participate physically are further advised to register their intention to custodymalawi@standardbank.co.mw no later than 19th June 2026.

The Business to be transacted shall be as follows:

ORDINARY BUSINESS

1. Financial Statements

To receive the audited financial statements for the year ended 31st December 2025 together with the reports of the Directors and Auditors thereon.

2. Dividend

To declare a final dividend of MK 15.47 per share or MK 18.16 billion as recommended by the Directors.

An interim dividend of MK 16.7 billion (or MK 14.23 per share) was paid in March 2026.

If the proposal to pay a final dividend is approved, the total dividend for the year will be MK 34.9 billion or MK 29.70 per share.

The share register will be closed from 10th July 2026 to 13th July 2026 both dates inclusive and no transfers will be registered during that time. The Company's shares will trade ex-dividend from 8th July 2026. Members whose names shall appear in the share register as at close of business on 10th July 2026 will be eligible for the final dividend payable on 24th July 2026.

3. Directors' Appointments and Retirement

(i) To appoint Ms. Priscilla Sani-Chimwele (40) to fill an existing vacancy as an independent Non-Executive Director.

Priscilla Sani-Chimwele is 40 years of age and currently the Chief Executive and founder of Wala Limited, a renewable energy social enterprise focused on the productive use of solar energy, particularly in agriculture. She is a development practitioner with over a decade's experience working with the United Nations and other international development organisations in Malawi and beyond. Her experience spans across renewable energy, social entrepreneurship, development programming, and practical people centred innovation.

Ms. Sani-Chimwele holds a Master of Arts in Development Management from Ruhr University of Bochum, Germany, a Certificate in Social Entrepreneurship from the University of Oxford, a Certificate in Design, Installation, and Management of Solar Photovoltaic and Wind Systems, from Mzuzu University, and a Bachelor of Social Science from the University of Malawi.

(ii) To appoint Mr. Ronald Ngwira (52) to fill an existing vacancy as an independent Non-Executive Director.

Ronald Ngwira is 52 years of age and currently the Managing Director of Illovo Sugar Malawi Plc, having previously served as Managing Director of Pyxus Agriculture Malawi. He is an experienced agribusiness executive with extensive leadership experience in Malawi's agricultural sector, including agricultural value

chains, sustainability, stakeholder engagement, and transformation operations.

Mr. Ronald Ngwira holds a Master's Degree in Project Management from the University of Bolton in the United Kingdom, a Bachelor of Science in Statistics and Computer Science from the University of Malawi and has undertaken the Global Executive Master Class – Group Executive Talent Development program with Red Point Consulting.

(iii) To appoint Mrs. Phyllis Bowazi Manguluti (52) to fill an existing vacancy as an independent Non-Executive Director.

Phyllis Manguluti is 52 years of age and currently the Managing Director of Optimus Office Solutions, a business solutions and digital transformation enterprise. She is a seasoned business leader with experience in technology enabled business solutions, digital transformation, customer experience, leadership and effectiveness, having previously worked for Telekom Networks Malawi Plc as its Chief Customer Officer and held other executive positions.

Mrs. Manguluti holds a Master of Business Administration and MBA Foundation Advanced Certificate from the Management College of Southern Africa, South Africa, and a Post-graduate Diploma in Electrical and Electronic Engineering from City & Guilds Institute, United Kingdom.

(iv) To appoint Mr. Keith Gregory Fuller (64) to fill an existing vacancy as a Non-Executive Director.

Keith Fuller is 64 years of age and is a former senior executive of Standard Bank Group, having retired at the end of December 2024 after a career of approximately 37 years with the Group. His experience includes senior risk leadership roles, including Chief Risk Officer responsibilities within the Africa Regions and Offshore. He brings extensive financial services, banking, risk management, governance, and group level executive leadership experience.

Mr. Fuller holds a Master of Agricultural Management (cum laude) from the University of KwaZulu-Natal, a Bachelor of Agricultural Management (Honours) from the University of KwaZulu-Natal and has undertaken executive management programs at leading institutions including the University South Africa Graduate School of Business Leadership, the Gordon Institute of Management and Technology, and the Thunderbird Business School, USA.

(v) To appoint Dr. Joshua Oigara (50) to fill an existing vacancy as an Executive Director

Dr. Joshua Oigara is 50 years of age and was appointed as Regional Chief Executive - East Africa Regions, Standard Bank Group, responsible for the strategic direction of the East African franchises in Kenya, Uganda, Tanzania, Ethiopia, South Sudan, and Malawi in September 2025.

Dr. Oigara previously served as Chief Executive of Stanbic Bank Kenya Limited. Prior to joining the Standard Bank Group, he served as Group Chief Executive Officer and Managing Director of KCB Group for close to ten years. Dr. Oigara has over the past decade been instrumental in driving the growth and development of the banking sector.

Dr. Oigara holds an honorary Doctor of Humane Letters from Kibabii University, a Master of Business Administration in International Business Management from Edith Cowan University, Australia, a Bachelor of Commerce degree from the University of Nairobi, and has undertaken executive management programs at leading institutions including INSEAD, Duke University's Fuqua School of Business, IMD Business School, Switzerland, and he is a Certified Public Accountant of Kenya.

(vi) To note the retirement of Mr. Shadreck Ulemu (66 years) from the Board of Directors of Standard Bank Plc.

(vii) To note the resignation of Mr. Patrick Mweheire (55 years) from the Board of Directors of Standard Bank Plc.

(viii) To note the resignation of Mrs. Sharon Taylor (57 years) from the Board of Directors of Standard Bank Plc

(ix) To note the retirement of Mr. David Pinto (52 years) from the Board of Directors of Standard Bank Plc

4. Non-Executive Directors' Fees and Sitting Allowances

To fix the fees and sitting allowances of the Chairperson and other Non-Executive Directors as follows:

4.1 Directors Fees

Chairperson: MK 27,291,938.00 from MK21,833,550.00 per annum payable quarterly in arrears

Other Non-Executive Directors: MK 21,500,375.00 from MK 17,200,300.00 per annum payable quarterly in arrears.

4.2 Sitting Allowances

Chairperson: MK 1,030,315.00 from MK 824,252.00 per sitting

Other Non-Executive Directors: MK 965,940.31 from MK 772,736.25 per sitting

5. Executive Director's Remuneration

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

6. Appointment of External Auditors and Determination of their Remuneration

To appoint Ernst & Young as auditors for the ensuing year and to authorize the Directors to fix their remuneration.

DATED: 1st June 2026

BY ORDER OF THE BOARD

**Norah Nsanja, FCG
COMPANY SECRETARY**

**Registered Office
Standard Bank Plc
Standard Bank Centre
African Unity Avenue
P.O Box 30380
Lilongwe 3**

NOTES:

1. The following documentation has been dispatched to all shareholders and can also be accessed on the following website www.standardbank.co.mw
 - Full audited financial statements for the Company for the year ended 2025 (i.e. the full 2025 Annual Reports);
 - Sustainability Report for the year ended 2025;
 - Minutes of the Annual General Meeting held on 26th June 2025;
 - Proxy Forms;
 - Proposed resolutions.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Representative (if it is a body corporate or unincorporated association), or proxy (or more than one proxy) to attend and vote in his or her stead. A proxy need not be a member of the Company.

The instrument appointing a proxy or a Representative, and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Company Secretary's office or sent to custodymalawi@standardbank.co.mw. not less than forty-eight hours before the time for holding the meeting and in default the instrument of proxy shall not be treated as valid. A copy of the proxy form can be downloaded from the Company's website.



**MINUTES OF THE
ANNUAL GENERAL
MEETING**



MINUTES OF THE ANNUAL GENERAL MEETING OF STANDARD BANK PLC HELD ON 26TH JUNE 2025 FROM 09:00 HOURS AT BINGU INTERNATIONAL CONFERENCE CENTRE IN LILONGWE

Shareholders Present:

1. Wilson Kuyokwa
2. James Tsonga
3. Frank Harawa
4. George Sambakusi
5. Purity Chitalo
6. Lilian Macheso
7. Prof. Brian Kampanje
8. Waaza K. Phiri
9. Daniel Dingiswayo Chipeta
10. Wakisa Phiri
11. Godfrey Sibale
12. Jayesh Patel
13. Elias Azele Malion

Proxies/ Representatives:

1. Lilian Macheso- Fund Lifeco. Unrestricted Pension
2. James Mbingwa- For CAM Nominees
3. Evans Maliro- Chitalo Purity Paschal
4. Patrick Mweheire proxy for Stanbic Africa Holdings Limited

In Attendance

Directors:

1. Mr. Christopher Kapanga
2. Mr. Shadreck Ulemu
3. Mr. Phillip Madinga
4. Mr. Alex Mkandawire
5. Mr. Gladson Kuyeri
6. Mrs. Margareth Anne Chirwa
7. Mr. Patrick Mweheire
8. Mrs. Christina Chithila
9. Mr. Maziko Sauti-Phiri
10. Mr. David Pinto

Company Secretary:

Mrs. Norah Nsanja

External Auditors:

Ernst & Young represented by Mr. Macdonald Kamoto

External Attorneys:

Singano, Purshotam Law Consultants represented by Ms. Reena Purshotam

Observers:

1. Sangwani Msofi
2. Thandiwe Muwalo Moyo
3. Ian Msusa
4. Prisca Liuma
5. Esther Misomali
6. Dorothy Khungwa
7. Katherine Kumilamba
8. Stan Kaunda
9. Blessings Katuya
10. Innocent Kawelama
11. Alinane Chalamba Tembo
12. Patience Kanzingeni
13. Chuma Silutongwe
14. Chikondi Gomani
15. Emmanuel Kaphamtengo
16. Mwayi Liomba
17. Patricia Chiwaula
18. Ethel Kalimbuka
19. Ethel Kalima
20. Elizabeth J. Chiwaula
21. Kenneth M'madi
22. Tafadzwa Mwawa
23. John Mhone
24. Alvin Alfonso
25. Frank Chantaya
26. R. Pir Shotaun
27. J. Kapyola
28. M. Kamoto
29. Douglas David Nyirenda
30. Armstrong Kamponi
31. Graham Chipande
32. Dorothy Masache
33. Catherine Matila
34. Lackson Thawale
35. Jelia Kulanda
36. Elaine Ali
37. Chikondi Kapyepye
38. Vanessa Masamba
39. Francis Mbewe
40. Elias Azele Malion
41. Eddah Khulamba
42. Jerome Nkhoma
43. Happy Thengolose

Commencement of the Meeting

- A. Christopher Kapanga, Chairperson of Standard Bank PLC chaired the meeting and called the meeting to order at 09:00 hours.
- B. Upon confirmation of the quorum by the Company Secretary, the meeting was declared as duly constituted.
- C. The proxy instruments appointing representatives of shareholders were noted to be in order and the notice of the Annual General Meeting was taken as read.

Business Transacted

A. Passed as Ordinary Resolutions

Minute No. 01/2025

Adoption of the Minutes of the Last Annual General Meeting

The shareholders resolved to adopt the minutes of the Annual General Meeting held on 20th June 2024

Minute No. 02/2025

Directors and Auditors Reports and the Audited Financial Statements for the Year Ended 31st December 2024

The shareholders resolved that the Directors' and Auditors' Reports, and the Audited Financial Statements for the year ended 31st December 2024 be received.

Minute No. 03/2025

Declaration of Dividend

Shareholders resolved that a final dividend of MK70.31 per share or MK16.5 billion as recommended by the Directors for the year ended 31st December 2024 be declared as payable to all persons registered as shareholders as at close of business on 11th July 2025.

Minute No. 04/2025

Directors' Appointment and Re- election

- i The shareholders resolved that Gladson Kuyeri (54) who was to retire by rotation be re-elected as a Director
- ii The shareholders resolved that Margareth Anne Chirwa (44) who was to retire by rotation be re-elected as a Director.
- iii The shareholders resolved that Shadreck Ulemu (65) who was to retire by rotation be re-elected as a Director

Minute No. 05/2025

Non- Executive Directors' Fees and Sitting Allowances

The shareholders resolved that the remuneration of the Chairperson and non-executive Directors be increased as follows:

Fees Chairperson

Increased from MK16,833,500.00 per annum to MK21,833,550.00 per annum payable quarterly in arrears.

Other Non-executive Directors

Increased from MK 13,231,000.00 per annum to MK17,200,300.00 per annum payable quarterly in arrears.

Sitting Allowances Chairperson

Increased from MK634,000.00 to MK824,252.00 per sitting.

Other Non-executive Directors

Increased from MK594,412.50 to MK772,736.25 per sitting.

Minute

Executive Directors Remuneration

**No.
06/2025**

The shareholders resolved that the Board be authorized to determine the remuneration of Executive Directors

Minute

Appointment of Auditors

**No.
07/2025**

- i. The shareholders resolved that Ernst & Young be appointed as Auditors of the Company until the conclusion of the next Annual General Meeting.
- ii. The shareholders resolved that the Board be authorized to fix their remuneration.

B. Passed as Special Resolutions

**Minute
No.
08/2025**

Conversion of shares from par value to no par value

By way of special resolution the shareholders resolved that the company's existing par or nominal value shares be converted into no par or nominal value shares

**Minute
No.
09/2025**

Alteration of the Company's Articles of Association

By way of special resolution, the shareholders resolved that the articles of the Company be altered by revoking the present article 2.1

**Minute
No.
10/2025**

Amendment of Paragraph 5 of the Memorandum of Association

By way of special resolution, the shareholders resolved that the memorandum of the Company be amended by removing the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum by substituting it with the following new paragraph:

"The capital of the Company is MK8,726 million and there shall be no limit on the number of shares which may be issued."

C. Passed as Ordinary Resolutions

**Minute
No.
11/2025**

Subdivision of the issued ordinary shares of the company

By way of ordinary resolution, the shareholders resolved that 234,668,162 issued ordinary shares of the Company be subdivided into 1,173,340,810 ordinary shares of no par or nominal value

**Minute
No.
12/2025**

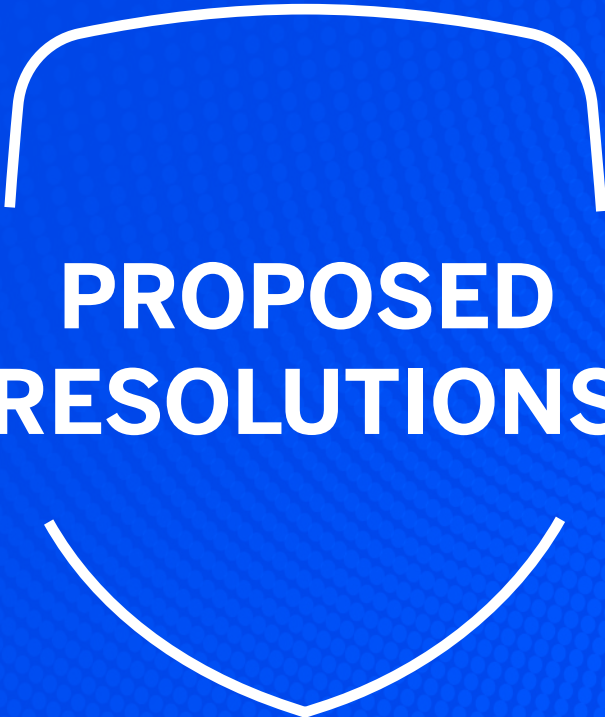
General Authority

- i. The shareholders resolved that any director of the Company be and is hereby authorised to sign, execute and deliver all documents, instruments and agreements, and to do all such acts, matters and things as may be necessary, expedient or desirable to give effect to the foregoing resolutions, including making any amendments to documents as may be required to comply with applicable law or regulatory requirements.
- ii. The shareholders resolved that subject to fulfilment of all legal and regulatory requirements, the Company Secretary be and is hereby authorised to do all such things and to file all such documents at the Companies Registry or with any relevant authority as may be required to give effect to the foregoing resolutions.

Termination :The Chairperson declared the meeting closed at 11:46 hours. Read and noted as a true record of the proceedings.

CHAIRPERSON.....

DATE.....



**PROPOSED
RESOLUTIONS**

ANNUAL GENERAL MEETING 25th JUNE 2026 PROPOSED RESOLUTIONS

Agenda Items	Resolutions
1: Receipt of the audited financial statements for the year ended 31 st December 2025 together with the reports of the Directors and Auditors thereon.	<i>"The shareholders resolved that the Directors' and Auditors' Reports and the Audited Financial Statements for the year ended 31st December, 2025 be received".</i>
2: Declaration of Dividend	<i>"The shareholders resolved that a final dividend of MK 15.47 per share or MK 18.16 billion as recommended by the Directors for the year ended 31st December 2025 be declared as payable to all persons registered as shareholders as at close of business on 10th July 2026.</i>
3: Appointment and Retirement of Directors	<ul style="list-style-type: none"> <i>i. "The shareholders resolved that Ms. Priscilla Sani-Chimwele be appointed as an independent non-executive director to fill an existing vacancy"</i> <i>ii. "The shareholders resolved that Mr. Ronald Ngwira be appointed as an independent non-executive director to fill an existing vacancy"</i> <i>iii. "The shareholders resolved that Mrs. Phyllis Bowazi Manguluti be appointed as an independent non-executive director to fill an existing vacancy"</i> <i>iv. "The shareholders resolved that Mr. Keith Gregory Fuller be appointed as a non-executive director to fill an existing vacancy"</i> <i>v. "The shareholders resolved that Dr. Joshua Oigara be appointed as an executive director to fill an existing vacancy"</i> <i>vi. "The shareholders noted the retirement of Mr. Shadreck Ulemu"</i> <i>vii. "The shareholders noted the resignation of Mr. Patrick Mweheire"</i> <i>viii. "The shareholders noted the resignation of Mrs. Sharon Taylor"</i> <i>ix. "The shareholders noted the retirement of Mr. David Pinto"</i>
4: Approval of Directors' Fees and Allowances	<p><i>"The shareholders resolved that the remuneration of the Chairperson and non-executive directors be increased as follows:</i></p> <p>Fees</p> <p><i>Chairperson</i> <i>MK 27,291,938.00 per annum payable quarterly in arrears</i></p> <p><i>Other Non-Executive Directors</i> <i>MK 21,500.375.00 per annum payable quarterly in arrears.</i></p> <p>Sitting Allowances</p> <p><i>Chairperson</i> <i>MK 1,030,315.00 per sitting</i></p> <p><i>Other Non-executive Directors</i> <i>MK 965,940.31 per sitting</i></p>
5: Remuneration of Executive Directors	<i>"The shareholders resolved that the Board be authorized to determine the remuneration of Executive Directors."</i>
6: Appointment of Auditors and Authorization of Directors to fix their Remuneration	<i>"The shareholders resolved that Ernst & Young be appointed as auditors of the Company until the conclusion of the next Annual General Meeting, and that the Board be authorized to fix their remuneration.</i>



PROXY FORM

I/Weof
.....
.....(address), being a
member/members of the above named company, hereby appoint.....
.....of.....or failing him/her
..... of.....
.....

.....as my/our proxy to vote for me/us on
my/our behalf at the Annual General Meeting of the Company to be held on the 25th June 2026
and at any adjournment thereof.

This form is to be used:

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

In favour of

*resolution..... no

Date Signed.....

*Strike out whichever is not desired.

A PROXY NEED NOT BE A MEMBER OF THE COMPANY



HOW TO ACCESS THE VOTING SYSTEM

1. Open your internet browser and open - <https://agmportal.standardbank.co.mw/>

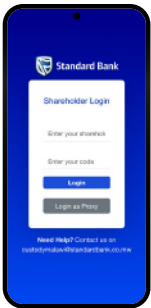
2. OR scan this QR code



To access the platform, you will need the following

- Shareholder ID
- Default passcode '123456'

HOW TO LOGIN

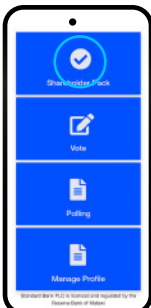


1 Login using your Shareholder ID and the default passcode

*If you are logging in as a proxy, use the unique proxy ID given to you



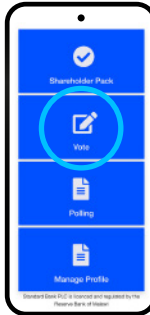
2 If this is your first time logging in, you will be prompted to change your passcode



3 Once logged in, you'll be able to access the AGM pack containing the Annual Report, Minutes, Proxy form etc.

You can also manage your profile here.

HOW TO VOTE

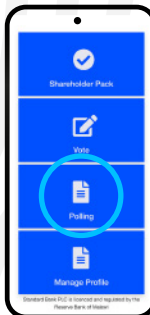


1 Login using your Shareholder ID and the default passcode

*If you are logging in as a proxy, use the unique proxy ID given to you



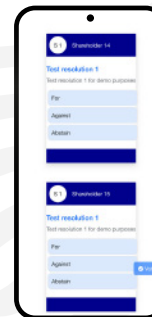
3 Once your vote has been casted, please wait for the next resolution that will automatically appear on the screen.



5 If a poll has been called on, click on **Polling** to participate.



2 Vote for each resolution by selecting the options provided.



4 If you are voting as a proxy, you will need to cast a vote for each Shareholder you are representing

If you encounter any problems, or need your password reset, contact Custody team on +265 888 301 903 or email custodymalawi@standardbank.co.mw



**Standard
Bank**