



Notice of the Annual General Meeting

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 THE BINGU INTERNATIONAL CONFERENCE CENTRE ON THURSDAY 22ND JUNE 2023 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 2023 Annual General Meeting ('AGM') be a hybrid general meeting. A hybrid general meeting is held at a physical location with simultaneous participation enabled via electronic platform.

Shareholders who wish to participate electronically either in person or by proxy are therefore required to contact custodymalawi@standardbank.co.mw, call or send a WhatsApp Message to Investor Services on **+265 888 301903** no later than **14th June 2023** for assistance on how they can participate in the AGM. Shareholders 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 14th June 2023.

The Business to be transacted shall be as follows:

A. ORDINARY BUSINESS

1. Financial Statements

To receive the audited financial statements for the year ended 31st December 2022 together with the reports of the Directors and Auditors thereon.

2. Dividend

To declare a final dividend of MK51.14 per share or MK12 billion as recommended by the Directors.

A first interim dividend of MK5 billion (or MK21.31 per share) was paid in June 2022. A second interim dividend of MK3 billion (or MK12.78 per share) was paid in January 2023.

If the proposal to pay a final dividend is approved, the total dividend for the year will be MK20 billion or MK85.23 per share.

The share register will be closed from 7th July 2023 to 10th July 2023 both dates inclusive and no transfers will be registered during that time. Members whose names shall appear in the share register as at close of business on 7th July 2023 will be eligible for the final dividend payable on 21st July 2023.

3. Directors' Appointments, Re-election and Retirement

(i) To appoint Christopher Kapanga to fill an existing vacancy.

Mr. Kapanga is a qualified Associate of the Chartered Insurance Institute and a Chartered Insurer (CII, UK). He holds a Master of Business Administration degree from the University of Cape Town and a Diploma in Business Management. Mr. Kapanga has vast experience in insurance, strategic leadership, and finance, and has served in various executive roles as chief executive officer and other executive roles. Mr. Kapanga has served on various companies' boards as a non-executive board member, inclusive of the role of chairperson of the board.

(ii) To Appoint Mrs. Christina Chithila to fill an existing vacancy.

Mrs. Chithila is a qualified chartered accountant. She holds a Master's degree in Business Administration obtained from the University of Derby, UK and a Bachelor's degree in Accounting obtained from the University of Malawi. She has served in various roles both in the public and private sector in key executive roles and as company secretary. Mrs. Chithila sits on various boards as a non-executive director. Mrs. Chithila is an entrepreneur currently running her own business.

(iii) To Appoint Mr. Maziko Sauti-Phiri to fill an existing vacancy

Mr. Sauti-Phiri is a qualified legal practitioner who holds a Bachelor of Laws (Honours) degree from the University of Malawi and a Master of Laws degree awarded by the University of Bristol.

Mr. Sauti-Phiri is an Associate of the Institute of Chartered Secretaries & Administrators and currently serving as a partner of a law firm. He has served in various legal advisory roles, executive roles, and has served as a non-executive director on boards of companies, inclusive of the role of chairperson.

(iv) To note the retirement of Dr. Ngeyi Kanyongolo from the Board of Standard Bank PLC.

(v) To note the retirement of Mr. Alan Chinula, SC from the Board of Standard Bank PLC.

(vi) To note the retirement of Mrs. Catherine Mtonda from the Board of Standard Bank PLC.

4. Executive Director's Remuneration

To authorize Directors to determine the remuneration of Executive Directors.

5. Non-Executive Directors' Fees and Sitting Allowances

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

5.1 Directors Fees

Chairperson: MK12,850,000.00 from MK10,619,242.50 per annum payable quarterly in arrears.

Other Non-Executive Directors: MK10,100,000.00 from MK8,346,000.00 per annum payable quarterly in arrears.

5.2 Sitting Allowances

Chairperson: from MK400,000.00 to MK484,000.00 per sitting.

Other Non-Executive Directors: from MK375,000.00 to MK453,750.00 per sitting.

6. Appointment of External Auditors and Determination of their Remuneration

To re-appoint PricewaterhouseCoopers as auditors for the ensuing year and to authorize the Directors to fix their remuneration.

DATED: 29th May 2023

BY ORDER OF THE BOARD

**Norah Nsanja
COMPANY SECRETARY**

Registered Office
Standard Bank Plc
Standard Bank Centre
African Unity
P.O Box 30380
Capital City
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 2022 (i.e. the full 2022 Annual Reports)
- Minutes of the Annual General Meeting held on 23rd June 2022
- 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.