

NOTICE OF THE 2022 ANNUAL GENERAL MEETING (AGM)

To all Shareholders & Directors of Standard Bank: the AGM will be held on **Thursday 23rd June 2022.**



Sunbird Mount Soche Hotel



09:00 Hours



Pursuant to Article 29 of the Company's Articles of Association, the Board of Directors of Standard Bank PLC resolved that the 2022 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 **+265 888 301 903** not later than 15th June 2022 for assistance on how they can participate in the AGM. Shareholders will be provided with a link to provide them access to the AGM.

Shareholders wanting to participate physically are further advised to register their intention to custodymalawi@standardbank.co.mw not later than 15th June 2022.

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 2021 together with the reports of the Directors and Auditors thereon.

2. Dividend

To declare a final dividend of MK8.52 per share or MK2 billion as recommended by the Directors.

An Interim Dividend of MK6.7 billion (or MK28.55 per share) was paid in September 2021.

If the proposal to pay a final dividend is approved, the total dividend for the year will be MK8.7 billion or MK37.07 per share.

The share register will be closed from 8th July 2022 to 11th July 2022 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 8th July 2022 will be eligible for this dividend payable on 22nd July 2022.

3. Directors' Appointments, Re-election and Retirement

- i. To appoint Margareth Ann Chirwa to fill an existing vacancy.

Mrs. Chirwa is a qualified Fellow of the Association of Chartered Certified Accountants (FCCA) and a member of the Institute of Certified Accountants in Malawi (ICAM). She is also a Certified Information Systems Auditor (CISA). Mrs. Chirwa has over 15 years' experience in accounting and financial management, serving on public and private companies in key executive roles and as a non-executive board member.

Mrs Chirwa holds a Bachelor of Science Degree majoring in Mathematics obtained from the University of Malawi, Chancellor College and a Bachelor of Science Honours Degree in Applied Ac-

counting obtained from Oxford Brookes University. Mrs. Chirwa currently works as the Financial Controller for Alliance One Tobacco (Malawi) Limited.

- ii. To Appoint Mr. Gladson Kuyeri to fill an existing vacancy.

Mr. Kuyeri is a qualified Fellow and Chartered Marketer (UK Chartered Institute of Marketing) and Chevening Alumnus with a background in Telecoms and ICT Industry and Fintech. Mr Kuyeri has held key executive roles and non-executive board positions in private and public companies. Mr. Kuyeri currently sits on the board of Sunbird Tourism PLC as a non-executive director.

Mr Kuyeri holds a Master's in Communication Management and a bachelor's degree in Business Administration. Mr Kuyeri is currently working as the Chief Commercial Officer for Malawi Telecommunications Limited (MTL).

- iii. To Appoint Mr. Patrick Mweheire to fill an existing vacancy.

Mr. Mweheire was appointed as Regional Chief Executive- East Africa Regions responsible for the strategic direction for the East African franchises in Kenya, Uganda, Tanzania, Ethiopia, South Sudan, and Malawi. Mr. Mweheire joined the Standard Bank Group in 2012 and has since served in various positions within the Standard Bank Group including the roles of Executive Director- Head of Corporate & Investment Banking and thereafter as Chief Executive for Stanbic Uganda. Mr. Mweheire holds a Master's Degree in Business Administration awarded by the Harvard University Graduate School of Business Administration

- iv. To re-elect as Director, Mr. David Pinto, who retires by rotation but being eligible has offered himself for re-election.

- v. To re-elect as Director, Mr. Shadreck Ulemu, who retires by rotation but being eligible has offered himself for re-election

- vi. To note the retirement of Mr. Andrew Chioko from the Board of Standard Bank PLC.

- vii. To note the retirement of Mr. Jayesh Patel 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: MK10,619,242.50 from MK8,849,368.75 per annum payable quarterly in arrears. Other Non-Executive Directors:

MK8,346,000.00 from MK6,955,000.00 per annum payable quarterly in arrears.

5.2 Sitting Allowances

Chairperson: from MK375,000.00 to MK400,000.00 per sitting
Other Non-Executive Directors: from MK356,000.00 to MK375,000.00 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: 31st May 2022

BY ORDER OF THE BOARD

Norah Nsanja
COMPANY SECRETARY

Registered Office
Standard Bank Plc
Standard Bank Centre
African Unity Avenue
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 2021 (i.e. the full 2021 Annual Reports)
 - Minutes of the Annual General Meeting held on 24th June 2021
 - Proxy Forms
 - Proposed resolutions.
2. All questions and comments pertaining to the AGM should be channelled to custodymalawi@standardbank.co.mw or via WhatsApp on **+265 888 301 903** not later than the 14th June, 2022. The consolidated questions shall then be published on the Company's website and social media platforms.
3. The Board of Directors shall communicate its responses to the questions at the Annual General Meeting and on the Company's website.
4. 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.