

ANNUAL GENERAL MEETING

22ND JUNE 2023

PROPOSED RESOLUTIONS

Agenda Items

Resolutions

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| 1: Receipt of the audited financial statements for the year ended 31 st December, 2022 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, 2022 be received”.</i> |
| 2: Declaration of Dividend | <i>“The shareholders resolved that a final dividend of MK51.14 per share or MK12 billion as recommended by the Directors for the year ended 31st December, 2022 be declared as payable to all persons registered as shareholders as at close of business on 7th July, 2023.</i> |
| 3: Appointment and retirement of Directors | <i>i. “The shareholders resolved that Mr. Christopher Kapanga be appointed as a Director to fill an existing vacancy”.</i> <i>ii. “The shareholders resolved that Mrs. Christina Chithila be appointed as a Director to fill an existing vacancy.”</i> <i>iii. “The shareholders resolved that Mr. Maziko Sauti-Phiri be appointed as a Director to fill an existing Vacancy.”</i> <i>iv. “The shareholders noted the retirement of Dr. Ngeyi Kanyongolo from the Board of Standard Bank PLC”.</i> <i>v. “The shareholders noted the retirement of Mr. Alan Chinula, SC from the Board of Standard Bank PLC”.</i> <i>vi. “The shareholders noted the retirement of Mrs. Catherine Mtonga from the Board of Standard Bank PLC”</i> |

- 4 Remuneration of Executive Directors *“The Shareholders resolved that the Board be authorized to determine the remuneration of Executive Directors.”*
- 5: Approval of Directors’ Fees *“The shareholders resolved that the remuneration of the Chairperson and non-executive Directors be maintained as follows:*
- Fees**
- Chairperson*
- MK12,850,000.00 per annum payable quarterly in arrears*
- Other Non-executive Directors*
- MK10,100,000.00 per annum payable quarterly in arrears.*
- Sitting Allowances**
- Chairperson*
- MK484,000.00 per sitting*
- Other Non-executive Directors*
- MK453,750.00 per sitting*
- 6: Appointment of Auditors and Authorization of Directors to fix their Remuneration *“The Shareholders resolved that PricewaterhouseCoopers be re-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.*

