

SUBSIDIARY GENERAL AND SPECIAL MEETING APPROVED RESOLUTIONS UP TO BALANCE SHEET DATE

Subsidiary	Meeting Date	Resolution	Details
FCB Botswana	14 June 2023	Approval of annual financial statements, annual report and the audit report	Annual financial statements, annual report, and the external audit report for the year ended 31 December 2022 were approved.
		Approval of dividend payment	Dividend of BWP 60,000,000 was approved for payment in respect for the profits for the year ended 31 December 2022.
		Appointment of directors	The re-election as Directors of Hitesh N. Anadkat, Hemantkumar K. Patel and Richard C. Wright who retired by rotation in accordance with Article 51 of the Constitution were approved for a further 3 years each. Lynette E. Armstrong, Mahube Mpugwa and Moemedi J. Tafa's appointments as a new non-executive director were ratified. Retirement of Non-executive Directors Messrs. Stephen D. Pezarro and Daniel Swabi had retired from the Board effective March 7, 2023 was noted and accepted.
		Approval of directors' remuneration	Director's fees for the financial year ended December 31, 2022, amounted to BWP 2,936,679 was approved.
		Approval of auditor's remuneration	Auditors fee amounting to BWP 2,002,781 for the financial year ended 31 December 2022 was approved.
		Appointment of external auditors	Appointment of EY Botswana as external auditor for the year ended 31 December 2023 was ratified.
FCB Zambia	22 March 2023	Approval of annual financial statements, annual report and the auditor's report	Annual financial statements, annual report, and the external audit report for the year ended 31 December 2022 were approved.
		Approval of dividend payment	Dividend of ZMW 54,812,500 was approved for payment in respect for the profits for the year ended 31 December 2022.
		Appointment of directors	Retirement of Director Hoi Guan Ghui at end of October was noted and accepted.
		Approval of directors' remuneration	The rates for directors' remuneration for the previous year were maintained.
		Appointment of external auditor	Appointment of EY (Zambia) as external auditor for the year ended 31 December 2023 was ratified.
		Approval of auditor's remuneration	Auditor's fee amounting to USD 72 760 for the financial year ended 31 December 2022 was approved.
FCB Zimbabwe	4 May 2023	Approval of annual financial statements, annual report and the auditor's report	Annual financial statements, annual report, the external auditor's report and director's report for the year ended 31 December 2022 were approved.
		Approval of dividend payment	Dividend in respect for the profits for the year ended 31 December 2022 was approved for payment.

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Registered Office:

C/O: JTC Fiduciary Services (Mauritius) Limited,
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19 Cybercity, Ebene – Mauritius

Branch office:

FMBcapital Holdings Plc
Livingstone Towers, Private Bag 122,
Glyn Jones Road, Blantyre - Malawi

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FCB Zimbabwe	4 May 2023	Appointment of directors	The re-election as Directors of Mrs A. Chinamo, Mrs. T Moyo, and Mr. H. Anadkat who retired by rotation in accordance was approved.
		Approval of directors' remuneration	Director's fees for the financial year ended December 31, 2022 was approved.
		Approval of auditor's remuneration	Auditors fee for the financial year ended 31 December 2022 was approved.
		Appointment of external auditors	Appointment of Deloitte Zimbabwe as external auditor for the year ended 31 December 2023 was ratified.
		Delisting of company shares	The delisting of company shares from the Main Board of the Zimbabwe Stock Exchange (ZSE) through the voluntary termination of the listing of the ZSE in terms of section 11 of ZSE Listing Requirements was approved.
		Listing of shares	Listing of company shares on Victoria Falls Stock Exchange (VFEX) was approved.
		Authorisation of directors to transact business	Shareholders authorised directors to do all such things as may be necessary delist the company on ZSE and list on VEFX.
FCB Malawi	12 April 2023	Approval of annual financial statements, and the auditor's report	Annual financial statements, directors' report and the external auditor's report for the year ended 31 December 2022 were approved.
		Approval of dividend payment	Dividend of MWK 9.135 billion was approved for payment in respect for the profits for the year ended 31 December 2022.
		Appointment of directors	The re-election as Director of T. Davidson who retired by age was approved. Members accepted retirements of Lekani Katandula effective 30 November 2022; Ronald Mangani effective 1 February 2023. Shareholders recognized the sad and untimely the deaths of Directors Willem Swart and Bharat Jani who passed away on January 1, 2023, and March 16, 2023, respectively, whilst serving on the Board of FCB. Shareholders confirmed the appointment of the following new directors: Benard Ndau, Enoch Chinyamunyamu, Paul Chikopa, and Bijl Bouke, as non-executive directors of First Capital Bank Plc.
		Approval of directors' remuneration	Shareholders ratified remuneration of executive directors for the year ended 31 December 2022 and authorized the non-executive directors to determine the remuneration of the executive directors for year ended 31 December 2023. Shareholders approved special remuneration paid to executive directors for the year ended 31 December 2022. Shareholders fixed annual remuneration of the Chairman and other Directors as follows: 1. Chairman – K 15 million. 2. Non-executive directors K 10 million.
		Approval of auditor's remuneration	Auditors fee amounting to MWK 158,464,000 for the financial year ended 31 December 2022 was approved.
		Appointment of external auditors	Appointment of EY Malawi as external auditor for the year ended 31 December 2023 was ratified.

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FCB Mozambique	27 February 2023	Appointment of company secretary	Shareholders approved appointment of Mrs. Iara Fatima Perreira Grasso for 3-year term.
	21 April 2023	Appointment of board chairman	The re-election of Mr. Hitesh N. Anadkat, for a 3-year term as chairman of the board of directors was approved.
		Appointment of members of fiscal council	Appointments to the Fiscal Council of Andreia Monteiro Durao as Chairman, and Carlos Manuel de Sousa E Costa as a member until the next Ordinary General Meeting were approved.
		Approval of Terms of Reference for Board	The terms of reference for the Board of Directors and the Fiscal Council, drawn under the Articles of Association and legislation in force were approved.
		Approval of remuneration of directors	The annual remuneration of board of directors was approved as follows: <ul style="list-style-type: none"> 1. Chairman – USD 18 000 2. Non-executive directors – USD 12000 3. Independent non-executive directors USD 12,000 Additional remunerations of director Carlos Manuel Lopes Henriques and Antonio Manuel Santos de Sousa to the annual amount of USD 25 000 and USD 20 000 respectively were approved.
		Approval of annual financial statements, directors report and the auditor's report	Annual financial statements, the directors report and external audit report for the year ended 31 December 2022 were approved.
		Approval of transfer of amount from retained earnings to credit risk reserve	Transfer of the MZN 48,322,590 from the credit risk reserve to retained earnings approved.
		Approval of profit allocation	Shareholders approved allocation of profits as follows: <ul style="list-style-type: none"> 1. 30% (MZN 211 670 504.70) to the legal reserve. 2. 14.51% (MZN 102 407 187) to retained earnings. 3. 55.49% (MZN 391 490 657.50) for distribution to shareholders.
FCB Mozambique	16 June 2023	Appointment of a director	Re-election of Mr. António Manuel Santos de Sousa, as an Independent Non-Executive Director, for the three-year period of 2023-2026 was approved.
	14 August 2023	Change of company's Supervisory Body	Shareholders approved the change of the Company's Supervisory Body to consist of a Sole Fiscal with the current members remaining in office pending election of the Sole Fiscal.
		Partial amendment of Articles of Association	Shareholders approved partial amendment of the Company's Articles of Association, to comply with above resolution and the provision of the new Commercial Code approved by Decree-Law no 1/2022 of 25 May.

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FCB Mozambique	15 August 2023	Execution of Contract and Appointment of a representative to sign the Contract	<p>The execution of a Contract for the Issuance of Bank Guarantees with Banco Nacional de Investimentos, S.A., up to the maximum cumulative limit of MZN 200,000,000, subject to individual use and subject to compliance with regulatory prudential limits, for a period of 12 months, was approved.</p> <p>Shareholders approved appointment of Mr. Joao Ricardo Mendez Das Neves Gama E Teixeira Rodrigues to sign the agreement for the issuance of the Bank Guarantee.</p>
	13 October 2023	Appointment of sole auditor	<p>Shareholders approved appointment of sole auditor Mazars as company's single auditor with the mandate lasting until next Annual General Meeting subject to approval by Bank of Mozambique.</p> <p>Mr. Dipak Lalgi was approved to exercise functions conferred on Mazars subject to approval by Bank of Mozambique.</p>
		Approval of remuneration of single auditor	An annual remuneration of single auditor of USD 15 000 was approved.