Notice of Annual General Meeting

Notice is hereby given that the Forty-Second Annual General Meeting of Shareholders of First Capital Bank Limited will be held virtually at https://eagm.creg.co.zw/eagmZim/login.aspx on
Thursday the 4th of May 2023, at 1500 hours for the purpose of transacting the following business:-

Ordinary Business
Shareholders will be requested to consider and if deemed fit to pass the following ordinary resolutions, with or without amendment: -

1. **Financial Statements and Statutory Reports**
   To receive, consider and adopt the Financial Statements and Report of the Directors and Auditors for the financial year ended 31 December 2022.

2. **Dividend**
   To confirm the payment of an interim dividend of 44.2 ZWL cents per share in September 2022 and a second interim dividend of 126.7 ZWL cents per share in April 2023, giving a total dividend of 170.9 ZWL cents per share for the financial year ended 31 December 2022.

3. **Directorate**

3.1 To approve the re-election of a director. Mrs T. Moyo retires as a director of the Company, in terms of Article 102 of the Articles of Association. Being eligible in terms of Article 104 of the Articles of Association, Mrs. T. Moyo offers herself for re-election.

3.2 To approve the re-election of a director. Mr. H. Anadkat retires as a director of the Company, in terms of Article 102 of the Articles of Association. Being eligible in terms of Article 104 of the Articles of Association, Mr. H. Anadkat offers himself for re-election.

3.3 To approve the re-election of a director. Mrs. A. Chinamo retires as a director of the Company, in terms of Article 102 of the Articles of Association. Being eligible in terms of Article 104 of the Articles of Association, Mrs. A. Chinamo offers herself for re-election.

4. **Director's Remuneration**
   To approve directors' fees and remuneration for the year ended 31 December 2022.

5. **External Auditors**
   To approve the remuneration of the auditors for the previous year and to re-appoint Messrs Deloitte & Touche Chartered Accountants as auditors for the current year.

(Note The Bank has adopted the requirements of the Companies and Other Business Entities Act (Chapter 24:31): Section 191 (11) and the ZSE Listing Requirements (SI 134/2019): Section 69 (6) from the date of enactment. Messrs Deloitte and Touche have been auditors to the Bank for a period of 4 years. The Bank is in compliance with the relevant laws and regulations.)

Notes
In terms of the Companies and Other Business Entities Act (Chapter 24.31), a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not be a member of the Company. Proxy forms must be lodged at the registered office of the company or at the registered office of the Company's Transfer Secretaries, Corpserve 2nd Floor, ZB Centre, Kwame Nkrumah Ave, or emailed to corpserve@escrowgroup.org not less than 48 hours before the time appointed for the meeting.

Meeting details
1. Members are hereby advised to contact our Transfer Secretaries Corpserve on +263772289768 and +263779145849 or corpserve@escrowgroup.org for assistance with any matter regarding the online eAGM processes.

Audited Financial Statements and Annual Report
The electronic copies of the Company's 2022 Annual Report, the financial statements and the Directors and Independent Auditors reports for the year ended 31 December 2022 are available on the Company's website www.firstcapitalbank.co.zw

By Order of the Board

Sarudzai Binha
Company Secretary

Barclay House
Cnr. First Street / Jason Moyo Avenue
Harare

13 April 2023

Profiles of Retiring Directors
Hitesh Anadkat – Non-Executive Director
Hitesh Anadkat holds an MBA from Cornell University and a BSc Economics (Hons) from the University of London. Before returning to Malawi to establish First Capital Bank (originally FMB Malawi), he worked in Corporate Finance in the USA specializing in mergers, acquisitions and valuations. He holds directorships in five commercial banks (part of FMBCapital Holdings Group) and in other sectors of the Malawi economy.

Tembiwe Moyo – Independent Non-Executive Director
Tembiwe Moyo is the former Chief Executive Officer of Beitbridge Bulawayo Railway (Private) Limited. She is an Accountant and Chartered Secretary by profession, and she holds a Master of Business Administration (Nottingham Trent University, UK). She is an Associate member of the Chartered Institute of Administrators and Secretaries (ACIS). She is the Chairperson and Trustee of the Women in Agri-business in Sub-Sahara Africa Alliance (WASAA), a director and immediate past President of the Southern Africa Railways Association (SARA), a shareholder representative of the NLPI Limited Group and a platinum member of PROWEB. Tembiwe is also a Trustee of the Zimbabwe Ladies Golf Union (ZLGU) and an independent non-executive director of NICOZ Diamond Insurance Company and has sat on other boards before.

Acquilina Chinamo - Non-Executive Director
Acquilina Chinamo is a qualified Chartered Accountant, who also holds a postgraduate diploma in applied accountancy from the University of Zimbabwe. She has more than 20 years working experience and has extensive exposure in leadership, people management and financial engineering. She is currently the Group Finance Director at Ariston Holdings Limited and has previously served as a non-executive director on the board of a commercial bank as well as manufacturing and agricultural companies.

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First Capital Bank is a Registered Commercial Bank and a member of the Deposit Protection Scheme. Terms and conditions apply.