

# Proxy Form

For use at the Annual General Meeting (“AGM”) of First Capital Bank Limited to be held virtually on Friday the 29th of May 2026 at 12:00 hours.

I / We .....

Of.....  
(Address)

Being member/members of First Capital Bank Limited (“The Company”)

Being the registered holder(s) of ..... shares in the company

Hereby appoint:.....

Of.....  
(Address)

Or failing him or her .....

Of.....  
(Address)

As my/our proxy to vote for me/us on my/our behalf at the AGM of the Company to be held on Friday, 29 May 2026, at 1200 hours and at any adjournment thereof, for the purpose of considering and, if deemed fit passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions:

ORDINARY BUSINESS:				
#	Resolutions	For	Against	Abstain
1	To receive, consider and adopt the Financial Statements and Reports of the Directors and Auditors for the financial year ended 31 December 2025.			
2	To confirm the payment of an interim dividend of US0.31 cents per shares in September 2025 and a final dividend of US0.59 cents per share in April 2026, giving a total dividend of US0.90 cents per share for the financial year ended 31 December 2025.			
#	Resolutions	For	Against	Abstain

**Go for it**

<b>3</b>	<b>Retirement and Re-election of Directors:</b>			
<b>3.1</b>	To note the retirement of Mrs. A. Chinamo 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.			
<b>3.2</b>	To approve the re-election of a director. Mrs N. Dube, who was appointed as an Independent Non-Executive Director by the Board of Directors on 20 April 2026, will be retiring. Being eligible in terms of Article 109 of the Articles of Association, Mrs N. Dube offers herself for re-election.			
<b>4</b>	To approve directors' fees and remuneration for the year ended 31 December 2025.			
<b>5</b>	<b>Auditors' fees and Appointment of Auditors</b>			
<b>5.1.</b>	To approve the remuneration of the External Auditor, Messrs Ernst & Young Chartered Accountants (Zimbabwe) for the year ended 31 December 2025			
<b>5.2.</b>	To re-appoint Messrs Ernst & Young Chartered Accountants (Zimbabwe) as the External Auditor for the Company for the ensuing year until the conclusion of the next Annual General Meeting.			
<b>SPECIAL BUSINESS</b>				
<b>6</b>	Amendment to Article 51 of the Articles of Association: That the article be repealed and substituted by the following; "Pre-emptive rights to new issues 1. Where the company issues shares which rank equally with or in priority to existing shares as to voting or distribution rights, those shares, whether newly issued or previously offered shares that remain unsubscribed, will be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders. 2. An offer under sub-clause (1) shall remain open for a reasonable period which shall not be less than 14 (fourteen) days. 3. Notwithstanding sub-clauses (1) and (2), the shareholders may, by ordinary resolution, specifically authorize the directors to dispose of any unsubscribed shares as the directors in their discretion may think fit as long as such disposal occurs within a period of 12 (twelve) months from the date of such authorization"			

Signed this ..... day of ..... 2026

.....  
Signature(s) of member

**Go for it**

## Notes to proxy

### Instructions for signing and lodging this form of proxy

It is important that this information is read before completing the Proxy Form.

- i. In terms of Section 171 of the Companies and Other Business Entities Act (Chapter 24:31), members are entitled to appoint one or more proxies to act in the alternative and to attend and vote and speak in their place. A proxy need not also be a member of the Company. A Director or Officer of the Company shall not be appointed as a proxy for a Shareholder.
- ii. Article 81 of the Company's Articles of Association provides that the instrument appointing a proxy shall be deposited at the registered office of the Company addressed to the Company Secretary or at the office of the Transfer Secretaries not less than 48 hours before the time appointed for the holding of the AGM.
- iii. Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the Form of Proxy in a representative capacity; this authority must take the form of a resolution of the corporate body.
- iv. The Chairman shall be entitled to decline the authority of a person signing the proxy form:
  - a. under a power of attorney
  - b. on behalf of a company
  - c. in a representative capacity which is completed and received other than in accordance with these notes.
- v. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space provided. The person whose name appears first on the form of proxy will, unless his/her name has been deleted, be entitled to act as a proxy to the exclusion of those whose names follow.
- vi. A Shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate space/s provided as well as by means of a cross whether the Shareholder wishes to vote, for, against or abstain from the resolutions. Failure to comply with the above will be deemed to authorize the proxy to vote or abstain from voting at the AGM as he/she deems fit in respect of all the Shareholder's votes exercisable thereat. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by his/her proxy or cast them in the same way.
- vii. Deletion of any printed matter and the completion of any blank spaces need not be signed or initialed. Any alteration or correction must be initialed by the signatory or signatories. The proxy form must be signed and dated for it to be valid.
- viii. When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
- ix. The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
- x. Please ensure that name(s) of the member(s) on the form of proxy and the voting form are the same as those on the share register.

### Transfer Secretaries

Corpserve Registrars (Private) Limited  
2nd Floor ZB Centre  
Cnr 1st and Kwame Nkrumah Avenue  
Harare  
+263-242-758193,750711/2

### Registered Office

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