

Notice of Annual General Meeting

Notice is hereby given that the Forty-Fifth Annual General Meeting of Shareholders of First Capital Bank Limited will be held virtually at <https://escrowagm.com/eagmZim/Login.aspx> on Friday the 29th of May 2026, at 1200 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 2025.

2. Dividend

To confirm payment of an interim dividend of US0.31 cents per share 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.

3. Directorate

- 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.
- To approve the re-election of a director. In accordance with Article 109 of the Company's Articles of Association, Directors appointed by the Board shall retire at the next Annual General Meeting. Consequently, 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.
- To note the retirement of a director. Mrs. Tembiwe Moyo retires from the Board at the conclusion of this AGM. Mrs. Tembiwe Moyo has served as a director for a period of 10 years, and in accordance with Section 19(3) of the Banking Act (Chapter 24:20), is not eligible for re-election.
- To note the retirement of a director. Mrs. Sara Moyo retires from the Board at the conclusion of this AGM. Mrs. Sara Moyo has served as a director for a period of 10 years, and in accordance with Section 19(3) of the Banking Act (Chapter 24:20), is not eligible for re-election.

4. Directors' Remuneration

To approve directors' fees and remuneration for the year ended 31 December 2025.

5. Auditors' fees and Appointment of Auditors

- To approve the remuneration of the External Auditor, Messrs Ernst & Young Chartered Accountants (Zimbabwe) for the year ended 31 December 2025.
- 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.

(Note – In terms of Section 41(4) of the Banking Act (Chapter 24:20) "a banking institution shall not appoint the same person or partnership as its auditor in Zimbabwe for a continuous period of more than five years in any eight-year period". Ernst & Young has been the auditor of the Company for two years. This requirement is also in compliance with Section 191(11) of the Companies and Other Business Entities Act (Chapter 24:31) and Section 70(6) of the VFEX listing rules)

SPECIAL BUSINESS

To consider, and if deemed appropriate, to pass with or without amendment, the following Special Resolution:

6. 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"*

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

Members are hereby advised to contact our Transfer Secretaries Corpserve on +263711711615 ; +263 77 196 0238; +263785194703;+263737594405; +263 77 228 3898 and +263 77 567 8338 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 2025 Annual Report, the financial statements and the Directors and Independent Auditors reports for the year ended 31 December 2025 are available on the Company's website www.firstcapitalbank.co.zw

By Order of the Board

Sarudzai Binha
 Company Secretary

First Capital House
 13 Breach Road
 Borrowdale
 Harare
 7 May 2026

PROFILES OF RETIRING DIRECTORS

Mrs. Acquilina Chinamo - Independent 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 of work experience and extensive exposure in leadership, people management and financial engineering. She has previously served as a non-executive director on the board of a commercial bank as well as retail, manufacturing and agricultural companies.

Mrs. Nomusa Dube - Independent Non-Executive Director

Nomusa Dube is a seasoned Chartered Accountant with over 20 years of working experience and has served as a Finance Executive in several companies, which has given her exposure to the manufacturing, distribution, and service sectors in the Southern African region. She serves as a non-executive director at a health insurance company and at a statutory regulatory authority.

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