



AKIBA COMMERCIAL BANK PLC
benki kwa maendeleo yako

AKIBA COMMERCIAL BANK PLC

Company No. 22797

NOTICE FOR CONVENING AN EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF AKIBA COMMERCIAL BANK PLC SHALL BE HELD ON SATURDAY, 24TH MAY 2025 AT DAR ES SALAAM SERENA HOTEL AT 10:00 A.M. (EAT)

AGENDA:

- 1.0 NOTICE, CONFIRMATION OF QUORUM AND ADOPTION OF THE AGENDA
- 2.0 TO RECEIVE AND APPROVE THE CAPITAL PROPOSAL
- 3.0 TO RECEIVE AND APPROVE THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSED SPECIAL RESOLUTIONS TO BE PASSED:

That further for the purposes of considering and, if deemed fit, the Shareholders shall adopt with or without modification, the Resolutions set out below:

SPECIAL RESOLUTION NUMBER 1: CONVERSION OF 5,811,399 PREFERENCE SHARES TO ORDINARY SHARES

It is resolved that the Company convert 5,811,399 of the existing 11,622,798 perpetual non-cumulative participating preference shares of a par value of TZS 1,000 each to 5,811,399 ordinary shares of a par value of TZS 1,000 each.

SPECIAL RESOLUTION NUMBER 2: ISSUANCE AND ALLOTMENT OF ORDINARY SHARES TO THE NATIONAL BANK OF MALAWI PLC (NBM)

It is resolved that the Company to issue and allot to National Bank of Malawi Plc (NBM) Plc ordinary shares at par value of TZS 1,000 each at a total subscription price of USD 6,000,000 by 31 May 2025. The number of shares shall be determined at the time of allotment based on the Bank of Tanzania (BoT) ruling selling exchange rate between the US Dollar and Tanzanian Shilling.

SPECIAL RESOLUTION NUMBER 3: AMENDMENT OF THE ARTICLES OF ASSOCIATION

It is resolved that following the issuance and allotment of shares to the National Bank of Malawi Plc (NBM) at par value of TZS 1,000 each at a total subscription price of USD 6,000,000 and conversion of 5,811,399 of the existing 11,622,798 perpetual non-cumulative participating preference shares of a par value of TZS 1,000 each to 5,811,399 ordinary shares of a par value of TZS 1,000 each, the Articles of the Company be amended to reflect the changes. The proposed amendments to the Articles are attached to this Notice.

[ORDINARY] RESOLUTION NUMBER 4: GENERAL AUTHORITY

It is resolved that for the purpose of giving effect to the above Resolutions, the Shareholders hereby authorize the Board of Directors of the Company and/or the Company Secretary to do all such acts, sign all such documents and do all such other things as may be necessary, expedient, usual or proper to give effect to the above resolutions and that any and all such actions already taken by the Directors in connection therewith be and are hereby ratified.

NOTE:

A. PAPERS FOR THE MEETING

Papers for the meeting will be available for collection at the Bank's Registered Offices from Saturday, 17th May 2025 and at the meeting venue on the date of the meeting.

B. OPTION TO JOIN VIRTUALLY

Shareholders may join the meeting virtually if unable to attend physically, by sending an email to the Company Secretary to register their attendance and obtain meeting access by Tuesday, 20th May 2025. The meeting can be accessed virtually only by Shareholders who have registered their attendance in accordance with this notice.

C. ATTENDANCE BY PROXY

A Shareholder entitled to attend and vote at this meeting may, if unable to attend in person, appoint a proxy to attend and vote on his/her behalf in accordance with the provisions of the Articles of the Company.

The instrument appointing a proxy must be signed by the respective Shareholder.

The instrument appointing a proxy must be submitted to the Company Secretary at the Company's registered office or via email by 10.00 a.m. Thursday, 22nd May 2025.

D. TRAVEL AND ACCOMMODATION

Each Shareholder shall be responsible for the cost of their own travel and accommodation.

E. OTHER INFORMATION

Shareholders are reminded to confirm/update their personal information with the Company Secretary.

F. CONTACT DETAILS FOR COMMUNICATION

Company Secretary
Akiba Commercial Bank Plc
3rd Floor, Amani Place, Ohio Street
P.O. Box 669
Dar es Salaam

Tel: 0747 888 600 or 0717 743 637
Email: cs@acbtz.com or dwasonga@acbbank.co.tz

By Order of the Board

David Wasonga
Company Secretary
2nd May 2025

Distribution: Shareholders - Akiba Commercial Bank Plc

Invitees: Board of Directors - Akiba Commercial Bank Plc
Senior Management - Akiba Commercial Bank Plc
Directorate of Financial Sector Supervision - Bank of Tanzania