



EXTRAORDINARY

GENERAL MEETING

2026

Forward Together

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CalBank

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Resolutions To Be Passed At The 2026 Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ('EGM') of CalBank PLC (the 'Company') will be held virtually at 10:00am on **Tuesday, July 14, 2026** to transact the following business:

AGENDA:

- 1. To consider and approve, as special resolutions, revisions to the Amended Constitution of the Bank, subject to Bank of Ghana approval.**
- 2. To consider and approve, as an ordinary resolution, the remuneration of the Non-Executive Directors of the Bank for the financial year ending 31 December 2026.**

Full details of all ordinary and special resolutions to be considered and voted on at the EGM can be accessed at <https://calbankegm.com> or <https://calbank.net/investor-relations/>

Dated June 15, 2026

BY ORDER OF THE BOARD

VERITAS ADVISORS LTD
Company Secretary

Resolutions to be passed

In accordance with Sections 158 and 324 of the Companies Act, 2019 (Act 992), this Extraordinary General Meeting is convened pursuant to a requisition by the following shareholders holding the percentages of issued shares of the Company respectively set against their names: Petra Advantage Pension Scheme (8.15%), Petra Opportunity Pension Scheme (12.27%), Arise B.V. (15.35%), and GES Occupational Pension Scheme (17.41%). Pursuant to the said requisition, the following resolutions are presented for the consideration and approval of shareholders:

Special Resolutions:

Approval of Constitutional Amendments

To consider and approve, as special resolutions, revisions to the Amended Constitution of the Bank, as follows;

■ A. Form of General Meetings (Hybrid and Electronic Participation)

Resolution 1

It is hereby resolved that a new clause be inserted between Clause 60 and Clause 61 of the Constitution of the Company as follows:

“The Company may hold general meetings physically, in hybrid form or, where lawful, wholly electronically. Shareholders and proxies participating electronically shall enjoy substantially equivalent rights to hear proceedings, speak or submit questions, appoint proxies, and vote in real time. Conduct of Meetings

■ B. Conduct of Meetings

Resolution 2

‘It is hereby resolved that clause 68(b) of the Constitution of the Company be amended to read:

“Every resolution at a general meeting shall be determined by poll. Polls may be conducted by paper or electronic methods, and the Company shall appoint an independent person or registrar to supervise tabulation. Show of hands voting shall be reserved exclusively for procedural matters such as adjournment or approval of the agenda. The Chairperson shall not exercise discretion to avoid or substitute poll voting on substantive business, nor to limit the use of electronic ballots where required to ensure shareholder participation.”

■ C. Voting Rules

Resolution 3

‘It is hereby resolved that Clause 72(a) of the Constitution of the Company be amended to read:

“Each Member present in person or by proxy shall have one vote for each share held by him. All resolutions shall be determined on a one-share one-vote basis. Show-of-hands voting shall not be applied.”

■ D. Conforming Amendments and Renumbering

Resolution 4

‘It is hereby resolved that, subject to and conditional upon the passing of Resolution 1, the Constitution of the Company be amended by:

- i. Renumbering all clauses, sub-clauses, and paragraphs as necessary to ensure consecutive numerical and alphabetical sequencing.
- ii. Updating all internal cross-references to reflect the new numbering system

With such amendments to be of a clerical nature to ensure the internal consistency of the Constitution without altering the substantive effect of the clauses.

Ordinary Resolution:

E. To consider and approve, as an ordinary resolution, the remuneration of the Non-Executive Directors of the company for the year ending 31 December 2026.

Resolution 5

'It is here by resolved that, pursuant to Section 185 of the Companies Act (Act 992), approval be and is hereby given for the remuneration of the non-executive directors of the Bank for the 2026 financial year, in accordance with the Bank's Directors Remuneration Policy, set at a maximum of the sixtieth (60th) percentile of non-executive director compensation for banks as determined through a market survey performed by a credible human resources company provided that such remuneration shall not exceed the maximum limits as particularly detailed in the Note to the Notice.

Notes to Resolution 5

Resolution 5 : To approve the remuneration of the non-executive directors

In accordance with Section 185 of the Companies Act, 2019 (Act 992), the requisitioning shareholder proposes that the remuneration of the non-executive directors of the Bank for the 2026 financial year be determined in line with the Bank's Directors' Remuneration Policy, which requires benchmarking against a Ghana banking market survey.

The proposal is guided by the following principles;

- a. Benchmarking Basis: Fees for 2026 shall be determined by reference to the Ghana banking market survey, consistent with the Company's Directors Remuneration Policy.
- b. Percentile Positioning: Fees for 2026 shall be set at the 60th percentile of the Ghana banking industry to reflect the Company's current size and positioning
- c. Aggregate Ceiling: Total remuneration shall not exceed Six Million, Three Hundred and Fifty Thousand Ghana Cedis (GHS 6,350,000) for the 2026 financial year.
- d. Fee structure: The split between the Chairman's fees and those of other directors, as well as the balance between annual retainers and sitting allowances, shall be informed by the Ghana banking market survey.

PROXY FORM:

Extraordinary General Meeting to be held virtually at 10am on Tuesday, July 14, 2026.

I/We..... being a member(s) of CalBank PLC hereby appoint or failing him/her, the Chairman of the meeting as my/our Proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the company to be held on Tuesday, July 14, 2026.

Signed thisday of2026

Shareholders Name

Shareholders Signature

Special Resolutions	For	Against
1. Approval of Form of General Meetings (hybrid and electronic participation)		
2. Amendment of Clause 68(b) of the Constitution		
3. Amendment of Clause 72(a) of the Constitution		
4. Conforming Amendments and Renumbering of Constitution		
Ordinary Resolution		
5. To approve the remuneration of the non-executive directors		

Please indicate with an "✓" in the appropriate box how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

Submit Form

Print Form

Clear Form

NOTES:

1. Attendance at the EGM

Attendance and participation at the EGM shall be conducted **strictly virtually**. Shareholders may participate virtually in the meeting either directly or through their duly-appointed proxies.

2. Appointment of Proxies

A member entitled to attend and vote at the EGM may appoint a proxy to attend (virtually) and vote on his/her behalf. A proxy need not be a member of the Company.

3. Effect of Personal Attendance

The appointment of a proxy shall not prevent a member from subsequently attending and voting at the EGM virtually. Where a member participates in the meeting, the proxy appointment shall be deemed automatically revoked.

4. Submission of Proxy Forms

Proxy Forms may be downloaded from <https://calbankegm.com>. Completed forms should be submitted through any of the following channels:

- **Email:** info@csd.com.gh
- **Hand delivery:** Central Securities Depository (GH) Limited, 4th Floor, Cedi House, Accra
- **Post:** PMB CT 465, Cantonments, Accra

Completed Proxy Forms must be received **no later than 10:00 a.m. (GMT) on Friday, July 10, 2026**.

5. Voting

Voting at the EGM will be conducted virtually exclusively through the designated digital platform.

6. Access to the Virtual Platform

A unique token number will be sent to shareholders via email and/or SMS from **June 29, 2026** to enable access to the EGM platform.

Shareholders who do not receive their token are advised to contact the Registrar, Central Securities Depository (GH) Limited, using the details below, from **Monday, July 6, 2026 up to the date of the EGM:**

- **Email:** info@csd.com.gh
- **Telephone:** 0302 906576 / 054 582 2865 / 054 582 2920 / 054 582 3198

7. Virtual Participation and Electronic Voting

Shareholders may participate in the EGM by visiting <https://calbankegm.com> on July 14, 2026 and logging in with their unique token number.

Shareholders who have not submitted Proxy Forms prior to the meeting will still be able to vote electronically during the EGM using their token.

Detailed guidance on accessing the virtual meeting and voting procedures is available at: <https://calbankegm.com>.

For further information, please contact:

Central Securities Depository (GH) Limited

4th Floor, Cedi House, Accra

Tel: (233) 0302 906576 / 054 582 2865 / 054 582 2920 / 054 582 3198

Email: info@csd.com.gh