

## **ECOBANK TRANSNATIONAL INCORPORATED**

### **RESOLUTIONS ADOPTED AT THE 36<sup>TH</sup> ANNUAL GENERAL MEETING AND AN EXTRAORDINARY GENERAL MEETING OF JUNE 6, 2024 HELD IN LOME, TOGO**

#### **I – General Meeting Resolutions**

##### **1. Approval of the Accounts**

The General Meeting approves, without any reservation, the accounts of the Company for the financial year ended December 31, 2023. The General Meeting discharges the Directors and the Auditors from all liabilities in relation to any act or action performed by them with respect to the affairs of the Company for the financial year ended December 31, 2023.

##### **2. Appropriation of the Profits**

The General Meeting approves the appropriation of the Company's profits for the year ended December 31, 2023, of USD 498.4 million as follows:

Profit for the year:	USD 498.4 million
Profit Distributable:	USD 498.4 million
Transfer to Retained earnings:	USD 498.4 million

##### **3. Renewal of mandates of Directors**

The General Meeting notes that Messrs. David O'Sullivan and Brian Kennedy have completed their terms of office and renews their mandates for another three (3) years ending on the ninth (9th) anniversary of their appointments as directors.

##### **4. Election of Directors**

The General Meeting hereby appoints Mr. Louis Adande, Mr. Papa Madiaw Ndiaye and Dr. Terence Gugulethu Sibiyi (a nominee of Nedbank Group) to the Board as directors for a term of three (3) years ending at the Annual General Meeting that will approve the accounts of the 2026 financial year.

## II – Extraordinary General Meeting Resolutions

### 1. Funding

The General Meeting hereby authorizes the board of directors to raise within a period of one year from the date of this meeting up to Six Hundred Million United States Dollars (US\$600,000,000) in senior-ranked debt, Tier 2-qualifying subordinated debt or a combination of these forms of instruments as the board of directors may deem appropriate.

### 2. Amendment of the Articles of Association

#### 1. Article 1(1)

**To add a paragraph to read as follows:** The Company shall also be bound by applicable banking regulations.

#### 2. Article 12.2

To delete Article 12.2 (First General Meeting) in its entirety.

#### 3. Article 26(1)

**That Article 26(1) be amended to read as follows:** “Subject to Article 26 (7) below, a Director shall normally be elected for a period of three (3) years which may be renewed.”

#### 4. Article 27- 2 b)

**That Article 27-2b) be amended to read as follows:** “A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested, as a shareholder or otherwise.”

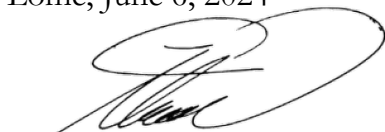
#### 5. Article 28(1)

**That Article 28(1) be amended to read as follows:** “The Board of Directors shall elect a Chairman and not more than two Vice Chairmen among its members and determine the period for which they shall hold office, provided that the aggregate terms of office of the Chairman shall not exceed six (6) years.”

#### 6. Article 29(6)

**That Article 29(6) be amended to read as follows:** “A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote”.

Lomé, June 6, 2024



**Madibinet Cisse**  
Company Secretary