

**ECOBANK TRANSNATIONAL INCORPORATED**

**RESOLUTIONS ADOPTED AT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING AND  
AN EXTRAORDINARY GENERAL MEETING OF MAY 28, 2025  
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, 2024. 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, 2024.

**2. Appropriation of the profits**

The General Meeting approves the appropriation of the Company's profits for the year ended December 31, 2024, of USD 471 million as follows:

<b>Profit for the year:</b>	<b>USD 471 million</b>
<b>Profit Distributable:</b>	<b>USD 471 million</b>
<b>Transfer to Retained earnings:</b>	<b>USD 471 million</b>

**3. Renewal of mandates of Directors**

- a) The General Meeting notes that Mrs. Aichatou Agne Pouye has completed her term of office and renews her mandate for a term ending on the ninth anniversary of her appointment.
- b) The General Meeting notes that Dr. Aasim Qureshi has completed his term of office and renews his mandate for a term ending on the ninth anniversary of his appointment.

**4. Election of a Director**

The General Meeting hereby appoints Ms. Esther Chibesa to the Board as a director for a term of three (3) years ending at the Annual General Meeting that will approve the accounts of the 2027 financial year.

**5. Appointment of an additional Auditor**

The General Meeting hereby authorizes the appointment of HLB Togo, represented by Dr. Yawo Félix Djidotor as an additional auditor of the Company for a term of six (6) years ending on the day of the Annual General Meeting that will approve the accounts for the 2030 financial year. The General Meeting authorizes the Board of Directors to fix the remuneration of the additional auditor.

## II – Extraordinary General Meeting Resolutions

### 1. Fund raising

The Extraordinary General Meeting hereby authorises the directors to raise up to US\$250,000,000 (Two Hundred and Fifty Million United States Dollars) in additional Tier 1 (AT1) capital qualifying instrument.

The AT1 shall be available for subscription, (i) with first-order priority to a maximum of one hundred (100) shareholders on a first-come, first-served basis, and (ii) with second-order priority to any other interested investors.

The conversion price of this AT1 instrument shall be the higher of:

- i. the 5-day VWAP (Volume Weighted Average Price) on the Nigerian Exchange (“NGX”), on the
- ii. conversion date, converted into US\$ at the Prevailing Exchange Rate and the Floor Price on the Conversion Date of US\$0.01 per Ordinary Share.

### 2. Amendment of the Articles

The Extraordinary General Meeting resolves to amend the Company’s Articles of Association as follows:

**a) To insert the following paragraph under Article 8.10(b):**

The above Article 8.10(b) shall not apply in the event of acquisition of shares arising from the conversion of securities issued with the approval of shareholders.

Lome, May 30 2025



Madibinet Cisse  
Company Secretary