FMBcapital HOLDINGS plc

30 YEARS SINCE 1995

2024 INTEGRATED REPORT

Click to enter

Belief comes first.

Contents

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Interactive content

Introduction

We aim to be the leading transactional banking partner for businesses across our sub-Saharan Africa footprint, providing exceptional service while meeting our clients' local and cross-border needs, where BELIEF COMES FIRST.

Our purpose

Our strategic purpose is to grow sustainable value for the benefit of all our stakeholders.

Our vision

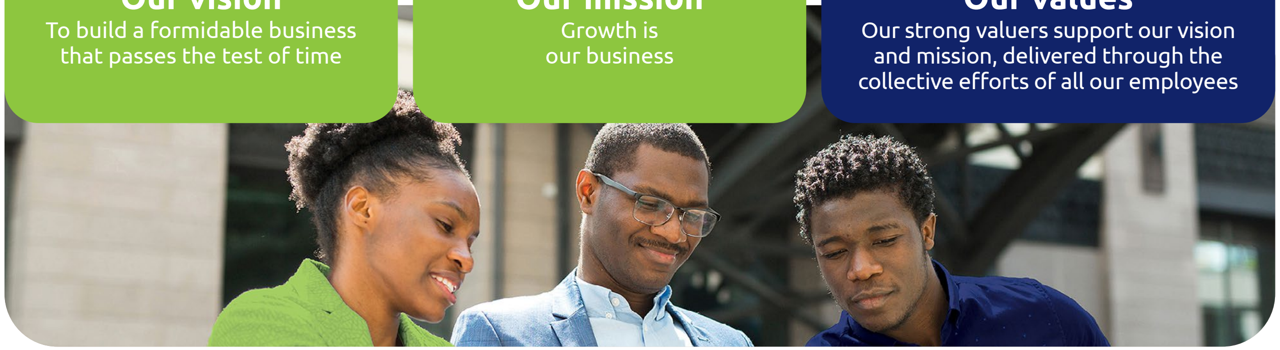
To build a formidable business that passes the test of time

Our mission

Growth is our business

Our values

Our strong valuers support our vision and mission, delivered through the collective efforts of all our employees



- Our service is our pride
- We have shared responsibility for our business
- We value time and deliver quickly
- We are open and honest, but respectful
- We find simpler ways of doing things
- Integrity and reputation are our wealth

Strategic objectives and goals

FMBCH's strategy aims to ensure its strong regional footprint delivers growth and creates value for the Group's employees, customers, shareholders, communities and other stakeholders through ethical and compliant businesses practices underpinned by good governance.

Our strong values underpin the delivery of our five critical success factors:

We are a trusted and respected brand

- We are recognised as a leading financial services provider for businesses in the region
- We are the primary bank for our customers

We enable service excellence

- We are responsive and accountable to our customers
- We continuously improve our processes

We solve problems through our strategic alliances

- We create new revenue lines
- We are the primary bank for our customers
- Broaden our Sub-Saharan African Footprint
- Improve our efficiencies

We maximise long-term value for our stakeholders

- We grow our market share
- Our ROE is in the top three in each market we operate
- Everyone shares in the growth we deliver

Our people drive the business

- We attract and retain talent
- We grow our people to be the best
- Our people are committed to delivering the strategy
- Our culture reflects our values

About this report

This report provides an overview of the strategy, risks and performance of FMBcapital Holdings Plc (FMBCH or the Group) to its stakeholders for the financial year under review from 1 January 2024 to 31 December 2024.

Scope and boundary

This report covers the material information about the financial, economic, social and environmental performance of the Group and all its operating companies in Botswana, Malawi, Mozambique, Zambia and Zimbabwe, as well as the support provided by a shared services centre in Mauritius. Where applicable and relevant, information after this date and up to the date of Board approval has been included. Unless otherwise specified, all monetary values in this report are expressed in United States Dollars (USD or US$).

We provide insights into matters of importance to our stakeholders, highlighting how the Group is governed, the material matters we identified and the risks and opportunities that could impact our business. We show how these factors influence our business model, strategic objectives and future plans to create and sustain value for our stakeholders in the short, medium and long term.

Navigation

The online PDF version of this report incorporates digital navigation capabilities to assist in moving between sections and to improve the readability and connectivity of information across the report. Icons to navigate this report can be found on each page and within the report to refer readers to information elsewhere in this report or other reports and information online.

Refers readers to a **page** where more information can be found in this report.

Refers readers to information available online at **www.fmbcapitalgroup.com**

This integrated report and previous annual reports are available for download from our website at **www.fmbcapitalgroup.com**

Feedback on this report

We are committed to improving this report and welcome constructive feedback.
Please email your comments to **communications@fmbcapitalgroup.com**

Reporting principles and frameworks

The content of this report has also been informed by:

- International Integrated Reporting Framework (<IR> Framework) of the IFRS Foundation
- The Mauritius Companies Act, as amended (Companies Act)
- The National Code of Corporate Governance for Mauritius 2016 (Mauritius Code)
- Listing requirements of the Malawi Stock Exchange
- Code of Best Practice for Corporate Governance in Malawi (Malawi Code II)
- International Financial Reporting Standards (IFRS®)
- United Nations Sustainable Development Goals (SDGs)
- International Sustainability Standards Board (ISSB)
- Global Reporting Initiative (GRI)
- Sustainability Accounting Standards Board (SASB)

The Group continues to monitor developments in corporate reporting and is reviewing its alignment with the International Sustainability Standards Board's sustainability-related (IFRS S1) and climate change-related (IFRS S2) standards for capital markets. The Group remains committed to an ongoing journey that supports the pragmatic application of sustainability-related disclosures as global and local standards evolve.

Materiality and determination

FMBCH applies integrated thinking and a pragmatic approach in defining material matters, which form an integral part of our strategic planning activities. Our determination of materiality in integrated reporting is based on the guidelines of the <IR> Framework.

Management is not aware of the unavailability of any reliable information or any legal prohibitions to the disclosure of any material information, although information considered to be competitively sensitive will not be disclosed.

Time horizons

The report content focuses on matters that materially impact our ability to create and sustain value over the short term (up to one year), medium term (two to five years) and long term (more than five years).

Process disclosure

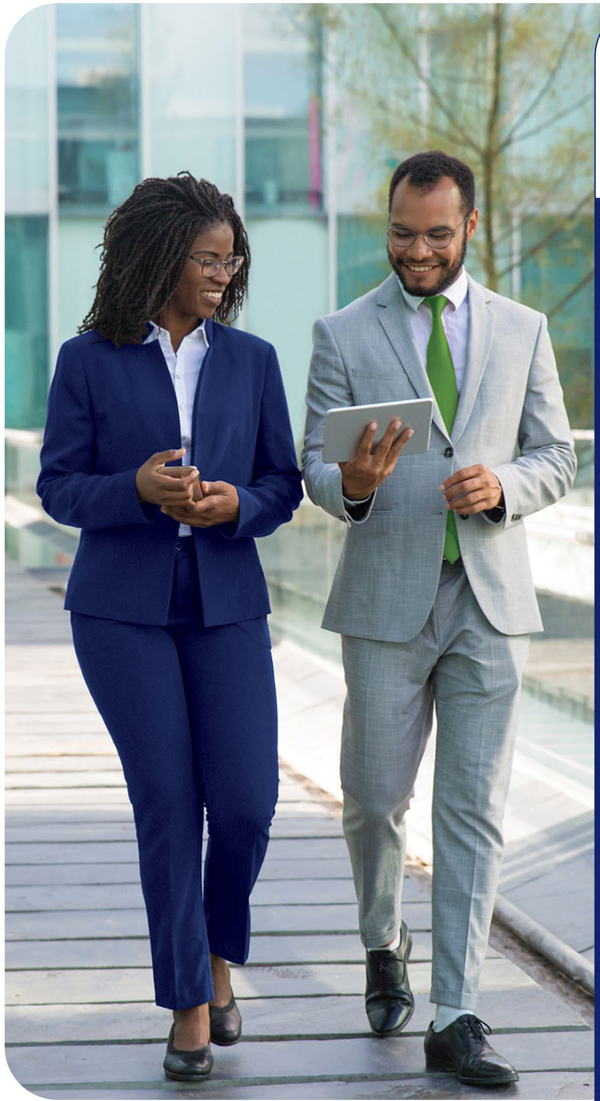
A dedicated process, led by the Group Chief Financial Officer (CFO), is followed in the preparation and approval of this report. Information contained in the report is derived from the Group's internal resources and information available in the public domain. Board sub-committees play a role in reviewing various sections of the annual financial statements to ensure their integrity and recommend them to the Board for approval.

Forward-looking statements

All forward-looking statements are based on beliefs and assumptions relative to information currently available to FMBCH's management. There can be no assurance that such statements will be accurate and actual results and future events could differ materially from those anticipated in such statements.

For purposes of this report, the words 'believe', 'anticipate', 'estimate', 'expect', 'intend', and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to certain risks, uncertainties and assumptions. These risks include, but are not limited to, general market conditions, our ability to manage growth, performance and changes in the regulatory environment, among others.

FMBCH undertakes no obligation to update forward-looking statements to reflect subsequently occurring events or circumstances or to reflect unanticipated events or developments.



Assurance

An independent audit of the Group's annual financial statements was performed by Ernst & Young (EY) Mauritius.

Board approval

The Board and its sub-committees acknowledge their responsibility for overseeing the integrity and completeness of this report. The Board confirms that it has collectively reviewed the contents, preparation and presentation of this report.

Furthermore, it believes that it has appropriately considered the accuracy and completeness of the material matters as well as the reliability of all data and information presented herein.

The Board approved the integrated report on 31 July 2025.

On behalf of the Board,

Terence Davidson	*Chairman*
Hitesh Anadkat	*Non-executive Director*
Priscilla Balgobin-Bhoyrul	*Non-executive Director*
Gavin Chapman	*Non-executive Director*
Christo Els	*Non-executive Director*
Mahendra Gursahani	*Non-executive Director*
Busisa Moyo	*Non-executive Director*
Kamal Taposeea	*Non-executive Director*
Shaun Anadkat	*Non-executive Director*
Diana-Elena Cazacu-Jamieson	*Non-executive Director*
Samuel Jacobus Viljoen	*Executive Director*

Signatures were removed from the digital report for security and privacy reasons.

Who we are

FMBcapital Holdings Plc (FMBCH or the Group) is a Mauritius-based banking and financial services holding company of the FMBCH Group.

It is listed on the Malawi Stock Exchange and has banking and finance operations in five Southern African Development Community (SADC) countries, namely Botswana, Malawi, Mozambique, Zambia and Zimbabwe.

Growth is our business

With a solid track record of financial strength and stability, we aim to be a leading provider of financial services in the country by:

- Prioritising customer service
- Efficient relationship banking
- Offering flexibility in products
- Deploying advanced information technology (IT) delivery platforms
- Providing strong leadership and management

The Group has consolidated its position as a leading regional corporate transactional bank that serves the cross-border banking needs of businesses operating in the sub-Saharan region, with a growing market share across its SADC footprint.

Assets of US$ 2.1 billion
2023: US$ 1.5 billion

Customer deposits US$ 1.5 billion
2023: US$ 1.1 billion

Employees 2 031
2023: 1 948

Company structure

FMBCH is registered with the Mauritius Financial Services Commission (FSC) as a Global Business Licence Company (GBC). FMBCH is listed on the Malawi Stock Exchange.

First Capital Bank	Botswana	38.6%	Read more: page 49
First Capital Bank	Malawi	100%	Read more: page 51
First Capital Bank	Mozambique	80%	Read more: page 53
First Capital Bank	Zambia	49%	Read more: page 55
First Capital Bank	Zimbabwe	52.49%	Read more: page 57
First Capital Shared Services Ltd	Mauritius	100%	Read more: page 59

FCSSL provides back office and IT support services for the entire Group.

Our regional footprint

First Capital BANK

The Group serves the cross-border banking needs of businesses under the franchise brand First Capital Bank, operating in five countries in the sub-Saharan region.

Branches, agencies and loan centres	Onsite banking	Automated teller machines (ATMs)	Employees	Point-of-sale (POS) devices	Customers
80	**31**	**92**	**2 031**	**4 211**	**658 169**
2023: 84	2023: 41	2023: 96	2023: 1 948	2023: 4 204	2023: 614 490

Botswana | **38.6%** | 1

First Capital Bank Botswana

We provide a range of corporate, commercial and personal banking services and have a strong focus on servicing small to large-scale independent businesses. The bank has branches in Gaborone, Francistown, Maun and Mogoditshane.

For more information, see **www.firstcapitalbank.co.bw**

Zambia | **49%** | 4

First Capital Bank Zambia

We offer a range of corporate and commercial banking, comprehensive portfolio of lending, transactional banking and investment products that serve the needs of the corporate, commercial, and retail markets. With a strong corporate customer base, the bank has branches in Lusaka, Ndola and Kitwe.

For more information, see **www.firstcapitalbank.co.zm**

Malawi | **100%** | 2

First Capital Bank Malawi

We are a full-service commercial bank offering financial products and services to the corporate, retail and personal markets. With its diverse product offering, the bank caters for the needs of all segments of the Malawi market and has one of the most extensive branch and agency distribution networks in the country.

For more information, see **www.firstcapitalbank.co.mw**

Mozambique | **80%** | 3

First Capital Bank Mozambique

The bank is headquartered in Maputo and has branches in Nampula and Beira. We provide a full range of banking services and have established a strong, loyal customer base in the corpoerate, retail and SME sector.

For more information, see **www.firstcapitalbank.co.mz**

Zimbabwe | **52.49%** | 5

First Capital Bank Zimbabwe

We operate one of the biggest and oldest commercial banking networks in Zimbabwe. The bank offers a full range of financial products and services to the corporate, commercial and personal markets. It has branches in all large commercial centres, with an extensive network of ATMs. First Capital Bank Zimbabwe is listed on the Victoria Falls Exchange.

For more information, see **www.firstcapitalbank.co.zw**

Our history

The Group has grown from a single branch in Malawi to a regionally focused banking group with 80 branches across five countries. Under the franchise brand, First Capital Bank, we provide a range of services to suit customer needs as a trusted, reliable financial partner in our markets.

1995

Our first branch opens in Blantyre as **First Merchant Bank**

1997

We acquired **Leasing and Finance Co. of Malawi**

2008

Established in Botswana

2009

FMB (as the standalone bank) first listed on the **Malawi Stock Exchange**

2013

International Commercial Bank in Malawi, Mozambique and Zambia acquired

2016

FMBcapital Holdings Plc established in Mauritius

Opportunity International Bank of Malawi acquired and merged with First Merchant Bank Limited

2017

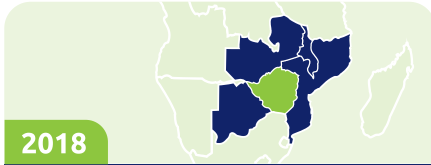
Merger of First Merchant Bank Limited with Leasing and Finance Company

2018

The Group rebrands to **First Capital Bank** in all its markets

2018

Formation of **First Capital Shared Services** Ltd in Mauritius as a service centre for the Group banks



2018

FMB expands to include **Zimbabwe** in its regional footprint

2018

Bank of India in Botswana acquired and merged (November)

2020

We celebrated **25 years** in business in Malawi

2020

We celebrated **10 years** in Zambia and Mozambique

10 years

2023

FCB Zimbabwe listed on the Victoria Falls Stock Exchange

2023

We celebrated **15 years** in Botswana

2025

FMBCH celebrating **30 years** in business in Malawi

Our value creating investment case

Economic Value Added

Value creation for the Group lies in generating sustainable economic profit above our cost of capital. We measure this through economic value added (EVA), our core metric for long-term growth. EVA represents the true economic surplus delivered to shareholders after accounting for all capital costs.

EVA supports both internal performance management and transparent external reporting. It is a core principle in both GRI (GRI201) and the ISSB sustainability frameworks. It allows us to measure value in economic terms – not just through profit growth, but through disciplined capital deployment that delivers returns exceeding risk-adjusted expectations.

2020–2024: A five-year trajectory of value creation

From recovery to resilience

FMBcapital Holdings plc (FMBCH) has delivered a five-year trajectory of sustainable value creation, underpinned by disciplined capital stewardship and market-driven growth. Between 2020 and 2024, our EVA improved from a loss of US$ 3.5 million to a record high of US$ 80.8 million. This performance affirms our ability to generate returns above our full cost of capital.

Key Highlights

Over the period, cumulative EVA exceeded **US$ 210 million**, translating into a **52% compound annual growth rate**, and a **more than tenfold increase in share price** from 2.95 to 32.01 US cents.

Year	NOPAT (US$)	Cost of capital %	EVA (US$)	Listed value per share (US cents)	Dividend per share (US cents)	Cumulative EVA impact
2020	21 276 051	21%	(3 468 454)	2.95	0.08	Sub-economic returns amid COVID-19 headwinds and high capital costs
2021	40 446 006	15%	22 851 732	9.81	0.10	Recovery and growth as NOPAT expands and capital cost moderates
2022	61 194 804	17%	40 798 131	10.80	0.15	
2023	91 743 919*	19%	69 041 359	18.71	0.43	Sustained earnings, stronger operating leverage, and capital discipline
2024	**103 516 276**	**19%**	**80 829 213**	**32.01**	**0.21**	

EVA = Net operating profit after tax (NOPAT) – (cost of capital × capital invested)

Cost of capital is given as a composite of cost of equity (CoE) + preference share capital + subordinated debt costs.

** The comparative information for the year ended 31 December 2023 has been restated to reflect the revised adoption date of the US dollar (USD) as the functional currency for the Group's Zimbabwean subsidiaries. The change, initially applied from 1 January 2023, has been amended to take effect from 31 December 2023.*

Our business

Interactive content

Terence Davidson
Chairman

"The Group delivered strong results for 2024, underpinned by sound strategy, disciplined execution and prudent risk management. We increased our market share in every market, supported by top-line growth, disciplined cost control and a low loan loss ratio relative to peers."

Group Chairman's report

Navigating complexity through discipline and focus

I am pleased to present the Integrated Annual Report and Condensed Financial Statements of FMBcapital Holdings Plc (the Group) for the year ended 31 December 2024.

Despite persistent global economic volatility, regional inflationary pressures, and geopolitical tensions across all our markets, the Group delivered strong results, underpinned by sound strategy, disciplined execution, and prudent risk management.

Highlights for the year include:

- Total operating income of USD 278.3 million, representing an 11% increase year-on-year, driven by a 22% rise in net interest income and rise in net interest income, partly offset by a decrease in non-interest income year-on-year.
- Profit after tax of USD 103.5 million, up 13% from 2023.
- Loans and advances to customers grew by 8% to USD 772 million.
- Customer deposits increased by 38% to USD 1.5 billion.
- Credit loss ratio on customer advances improved to 0.73% (2023: 2.02%), reflecting sound credit risk management.
- Non-performing loans remained among the lowest in the region at 2.6% of the USD 787.8 million gross advances portfolio.
- Return on equity reached 41%, positioning us as a regional leader.

These results reflect the strength and consistency of our business model under our unified brand. Our strategic promise – Growth is our Business – continues to drive momentum and unlock value across our operations.

First Capital Bank Malawi (previously First Merchant Bank Malawi), the founding bank of the Group and the original springboard for our expansion into Botswana, Mozambique, Zambia, and Zimbabwe, proudly marks 30 years of steady growth and continuous evolution. Its enduring strength and performance have made a significant contribution to the Group's strong results this year.

Regional footprint supported by unified governance

The Group operates through a Mauritius-based holding company with six subsidiaries, including five commercial banks across the SADC region and a group shared services centre in Mauritius. All entities operate under a unified governance and risk management framework that maintains a careful balance between enabling entrepreneurial drive and maintaining regulatory compliance.

Each country operation made a positive contribution to Group performance, reinforcing the resilience and scalability of our regional model. I am particularly pleased that we increased our market share in every market, supported by top-line growth, disciplined cost control, and a low loan-loss ratio relative to peers.

Balance sheet strength and liquidity resilience

Strong growth in customer and interbank deposits – up 37% to USD 1.6 billion – has further enhanced our balance sheet. This growth, primarily in current and savings accounts, reflects rising customer confidence and our ability to sustain strong liquidity despite persistent regional foreign exchange challenges.

Regulatory and financial reporting developments

In 2024, we restated our FY23 consolidated financial statements to reflect a change in the functional currency for our Zimbabwean operations, in accordance with IAS 21. This adjustment, while minor in impact, reflects our commitment to ensuring that our financial reporting remains accurate and compliant with evolving regulatory expectations.

In Mauritius, the Financial Services Commission requires the application of IFRS, including IAS 29 on hyperinflationary economies. While our directors concluded that Malawi did not meet the criteria for hyperinflation as of 31 December 2024, our external auditors' judgement differed and they issued a modified opinion on that basis. However, under the Malawi Stock Exchange (MSE) Listing Rules and guidance from the Institute of Chartered Accountants of Malawi (ICAM), the application of IAS 29 is prohibited for listed entities. Accordingly, the same financial statements received an unmodified audit opinion for MSE purposes.

As a Board, we remain committed to carefully assessing all relevant and material factors in determining the most appropriate basis of measurement and reporting for our Malawi operations. Any decisions made at a Group level regarding the reporting framework for the Malawi subsidiary will comply with all applicable regulations, and we will proactively communicate these to shareholders and other stakeholders as transparently as possible.

YEARS
SINCE 1995

Our people are our foundation for sustainable growth

In a year of complexity and change, our people have remained our greatest asset. The Group's performance is a direct result of the dedication, professionalism, and resilience of our teams across the region.

We continued to invest meaningfully in talent development, leadership capability, and succession planning. These efforts are essential to sustaining our momentum and enabling our people to lead effectively in an increasingly dynamic environment.

Looking ahead: growth with purpose

Our strategic direction remains unchanged. We will pursue responsible growth across all our existing markets, while selectively exploring new opportunities that align with our long-term vision.

Corporate and business banking remains our core, but we are expanding our consumer banking offering through digital platforms to meet evolving customer needs. We also remain vigilant to global policy shifts – particularly the erosion of preferential trade access under the African Growth and Opportunity Act (AGOA) – which will very likely accelerate the need for stronger intra-African trade and economic diversification in our core markets: Botswana, Malawi, Mozambique, Zambia, and Zimbabwe.

Appreciation

On behalf of the Board, I express my sincere gratitude to our Group Managing Director, Jaco Viljoen, for his outstanding leadership, and to all our people across the Group for their dedication and contribution to these excellent results.

We thank our customers for their trust, our regulators for their collaboration, and our shareholders for their continued support. I also extend my appreciation to my fellow directors for their insight, commitment, and stewardship throughout the year.

With this solid foundation, our clear and focused strategy, strong leadership, and a robust governance framework, the Group is well positioned for continued growth and resilience in 2025 and beyond.

Terence Davidson
Chairman

Our leadership team

Board of directors

The Board is composed of directors with extensive experience across different sectors. Each director draws on their professional background and expertise to collectively and positively contribute to the Board's activities.

BOARD COMMITTEES
- Risk
- Appointments and Remuneration
- Audit
- Technology

Chairman

Terence Davidson

Chairman, Non-executive Director

Appointed 2017

Terence is a veteran banker with over three decades of experience with Citibank, including serving as regional head for East and Southern Africa. He was also the Chief Executive Officer (CEO) of Kenya Commercial Bank, a regional East African bank. Terence was a founder member of the Kenya Capital Markets Authority, a member of the Kenya Capital Markets Tribunal, the Kenya Deposit Protection Fund, Chairman of the Kenya Bankers Association and past council member of the University of Nairobi. He works as an independent consultant and is on the boards of various companies, including Prime Bank Kenya Limited and Asilia Limited.

Board attendance 4/4

Non-executives

Hitesh Anadkat

Non-executive Director

Appointed 2006

MBA (Cornell University), BSc (Hons) Economics (University of London)

Before returning to Malawi to establish First Capital Bank (originally FMB Malawi), **Hitesh** worked in corporate finance in the USA, specialising in mergers, acquisitions and valuations, initially with a global investment bank, thereafter, setting up his own firm.

Hitesh founded FMB Malawi in 1995. He was also Vice Chairman of Malawi's largest telecommunications provider, TNM, serving for 14 years through to 2021. Hitesh is a philanthropist and, through his family foundation, has contributed substantively to education, health and prison reform causes. He holds directorships in five commercial banks (part of FMBcapital Holdings Group) and in other sectors of the Malawi economy.

Board attendance 4/4

Priscilla Balgobin-Bhoyrul

Non-executive Director

Appointed 2021

Various leadership programmes, Higher Diploma Law (Inns of Court School of Law), LLB (Hons), Admitted to the Bar of England and Wales, Admitted to the Bar of Mauritius, Member of the Mauritius Bar Association, Member of Middle Temple, United Kingdom

Priscilla is a Barrister at Law and Founder Partner of Dentons Mauritius LLP. Her main areas of focus are corporate, private equity, employment and compliance. She also has a keen interest in fintech and ESG matters. She has practised at the Mauritian Bar since 1999 and appeared before all the courts of Mauritius, as well as before the Judicial Committee of the Privy Council in the United Kingdom (UK). She has also sat for numerous years as a member of the Public Bodies Appeal Tribunal, a Tribunal set up to hear appeals on appointment decisions made by the Public Service Commission and Local Government Service Commission in Mauritius. Priscilla is presently the Chairperson of the Mauritius Bar Association.

Board attendance 3/4

Gavin Chapman

Non-executive Director

Appointed 2021

Fellow of the Institute of Chartered Accountants of England and Wales (FCA) and the Institute of Corporate Treasurers (FCT)

Gavin is a senior finance professional with direct financial services experience across multiple disciplines in large, world-class, complex organisations and a track record of building and running successful businesses, managing complex change and implementing strategic growth or turnaround plans to the benefit of multiple stakeholders. He is currently the Managing Director, Co-Head of Barclays Principal Investments and has held several senior roles within the Barclays Group.

Board attendance 4/4

Christo Els

Non-executive Director

Appointed 2019

BLC, LLB with distinction (Pretoria), LLM with distinction (Unisa), Executive Education programme on Leading Professional Services Firms (Harvard Business School)

Christo is a senior partner of Webber Wentzel. He specialises in mergers and acquisitions (M&A), corporate finance, equity capital markets and securities regulation law. He has advised on a number of large, transformational and cross-border transactions in sub-Saharan Africa. He has over 25 years of experience in the areas of corporate law as well as in M&A. His expertise has been recognised by various international research organisations including Chambers Global, IFLR1000, Legal 500, Who's Who and DealMakers Magazine.

Board attendance 4/4

Our leadership team (continued)

BOARD COMMITTEES

Risk · Appointments and Remuneration · Audit · Technology

Non-executives

Mahendra Gursahani

Non-executive Director

Appointed 2019

ACA – Institute of Chartered Accountants in England and Wales

Mahendra is an experienced CEO and board director with over 30 years of multinational experience in the banking and financial services industry. Mahendra's experience spans India, Australia, Singapore, the UK, UAE, the Philippines and Malaysia, giving him a deep understanding of Asia and the Middle East. Mahendra is an accomplished leader in corporate banking, audit, risk, special asset management, project management, retail banking and general management. Apart from leading FMBCH Group as Interim Group Managing Director, Mahendra was recently Chief Operating Officer (COO) of Noor Bank based in Dubai, as well as CEO of Standard Chartered Bank (Philippines and Malaysia).

Board attendance 4/4

Busisa Moyo

Non-executive Director

Appointed 2021

BAcc (Unisa), MBA (IESE Business School, Spain)

Busisa is a business leader, industrialist and entrepreneur with over 20 years of experience. He completed his articles with the Institute of Chartered Accountants of Zimbabwe under Deloitte in 1999. He is the CEO of United Refineries. He serves on several public sector institutions and boards and is currently the Chairman of the Zimbabwe Investment and Development Agency, the Zimbabwe International Trade Fair and Bitumen World.

Board attendance 4/4

Rajkamal Taposeea

Non-executive Director

Appointed 2017

LLB (University of Buckingham), Barrister-at-Law (Inner Temple), LLM (VUB)

Kamal has over 30 years of professional experience extending to diverse sectors, including law, financial services, financial regulations, media and airlines, and tourism. He currently holds non-executive directorships in various financial services companies and global funds. Kamal has been a member of the Monetary Policy Committee of the Bank of Mauritius, non-executive Chairman of Air Mauritius, General Manager (Investment Banking Group) of Al Rajhi Bank in Saudi Arabia, Regional Managing Director at Standard Bank Mauritius, Managing Director at Barclays Bank PLC Mauritius and Commercial Director of Cedel Bank. Kamal started his banking career with JP Morgan in 1985.

Board attendance 4/4

Shaun Anadkat

Non-executive Director

Appointed 2024

MA Economics and International Relations (University of St Andrews)

Shaun began his career at The Abraaj Group in London, focusing on global credit, before moving to Nigeria to concentrate on healthcare investments. He then joined Jefferies in London, specialising in UK public M&A, where he advised on several high-profile transactions. Most recently, Shaun co-founded and served as CEO of Akorn, a digital payment platform and wallet designed to assist international students with tuition payments and essential services before their arrival in the UK. Crizac Limited, a global edtech company, successfully acquired Akorn in September 2024.

Board attendance 4/4

Diana Cazacu

Non-executive Director

Appointed 2025

Bachelor of Science in Management from the University of London (UK), Master of Business Administration from the University of Delhi (India)

Diana has over 25 years of financial sector experience in emerging economies, serving as COO at three institutions in Kenya and Mozambique, and CTO for Africa at Opportunity International Network across ten countries. She founded a consulting company in the Netherlands in 2013 and has completed 80+ strategic projects for financial service providers globally. Diana serves on boards of financial institutions and agritech companies, and as Digital Advisor for an impact investment fund in Norway. A certified Lean Six Sigma Master Black Belt, she is passionate about expanding financial access for smallholder farmers, women, youth, and small entrepreneurs.

Executive

Jaco Viljoen

Executive Director

Appointed 2021

MBA from Oxford Brookes University (UK), degrees from the University of Stellenbosch and University of Orange Free State, Certificate in Coaching from the University of Cambridge

Jaco is an accomplished banker with more than 27 years of senior management experience working in various African countries, including South Africa and Nigeria, for Standard Bank and Barclays. He joined the FMBCH Group in 2013 as CEO of First Capital Bank Botswana, following which he was appointed as CEO of First Capital Bank Malawi. In 2022, he was appointed Group Managing Director of FMBCH. A natural leader and strategic executive, Jaco has vast banking experience across multiple functions, products and segments, including middle markets, retail, corporate and high net worth.

Board attendance 4/4

Group Executive management

The deep experience and skills of our leadership underpin the deliberate execution of our strategic priorities. The executive team is entrusted with the day-to-day running of the Bank.

Jaco Viljoen

Group Managing Director

Appointed 2013

MBA from Oxford Brookes University (UK), degrees from the University of Stellenbosch and University of Orange Free State, Certificate in Coaching from the University of Cambridge

Jaco is an accomplished banker with more than 27 years of senior management experience working in various African countries, including South Africa and Nigeria, for Standard Bank and Barclays. He joined FMBCH in 2013 as CEO of First Capital Bank Botswana, after which he was appointed CEO of First Capital Bank Malawi. In 2022, he was appointed Group Managing Director of FMBCH. A natural leader and strategic executive, Jaco has vast banking experience across multiple functions, products and segments, including middle markets, retail, corporate and high net worth.

Mythri Sambasivan-George

Group Chief Finance Officer

Appointed 2022

Fellow of ACCA, Fellow of BICA, Associate of CIMA, Chartered Global Management Accountant (CIMA)

Mythri is a chartered accountant with over 20 years of experience in professional services and pan-African banking and financial services. She previously worked for the Letshego Group in a number of Group executive roles, spanning a decade. Mythri trained with Moores Rowland and Grant Thornton, before joining KPMG, from where she joined the Letshego Group. Prior to joining FMBCH, Mythri founded Vetri Consulting, a strategy and ESG consulting firm, and chairs a non-profit organisation, Angel Network Botswana.

Willium Masamba

Group Head of Compliance

Appointed 2017

Certified Professional Risk Manager (PRM) with PRMIA, US, Certified Anti-Money Laundering Specialist (CAMS) by ACAMS, US, Master of Commerce Banking and Finance from Griffith University, Australia, BAcc from University of Malawi

Willium is a finance and risk specialist. His focus and expertise is in financial and investment analysis, quantitative analytics, strategic problem-solving, compliance and financial crime risk management. Willium has 18 years of banking sector regulation experience with the Reserve Bank of Malawi. He joined FMBCH as Group Head of Compliance in 2017 and brings with him a strong understanding of regional banking prudential frameworks and applications.

Thomas Kadantot

Group Head of Trade and Financial Institutions

Appointed 1995

MBA in Finance and Accounting, post-graduate Diploma in Business Administration, BS in Physics, Mathematics and Statistics from Bombay University, CAIIB from India Institute of Bankers

Thomas has been with the Group since 1997, serving in various roles. He was appointed to his current role in 2016. A professional banker with over 31 years of experience, Thomas has handled various assignments in strategy planning, new bank and branch set-ups, foreign currency management, dealing, treasury and ALCO. Thomas has a proven track record of establishing and restructuring systems and procedures, thereby contributing significantly towards augmented growth and profitability levels.

Joanne Liddle

Group Head of Human Resources

Appointed 2022

Bachelor of Commerce – Human Resources and Industrial Relations (UWS Sydney), Masters of Labour Relations and Law (UWS Sydney)

Joanne has more than 20 years of experience in financial services across the globe. Prior to joining FMB Capital, she worked for PRA Group, a global financial services firm, and prior to that, she worked at Barclays in various roles and locations for 10 years, including Barclays Africa. In these roles, she has led global Human Resources (HR) functions, including learning and development, organisational design, communications and engagement, talent management, diversity and inclusion, reward and HR systems and data.

Shwetank Singhvi

Group Chief Operating Officer and Mauritius Country Manager

Appointed 2013

MBA from the International Management Institute (IMI), Bachelor of Engineering from Jawaharlal Nehru Engineering College

Shwetank a seasoned banker with 20 years of experience in retail, private, commercial, and broking domains across front, middle and back offices. He has previously worked for HDFC Bank, HSBC and Barclays, and he has experience in India and Malawi. Shwetank also serves on the Board of First Capital Shared Services Limited.

Steven Opio

Group Head of Risk

Appointed 2020

Fellow of ACCA (FCCA), MBA in Finance (Hautes Etudes Commerciales), Bachelor of Statistics (Honours) from Makerere University, Certified PRINCE2 Project Methodology Practitioner

Steven is a seasoned banker with over 15 years of pan-African experience in end-to-end client management, including risk management. Steven has a track record of successfully leading both front- and back-end teams in the delivery of operational and strategic objectives. He is currently a Level 3 Candidate in the CFA Programme. In his current role as Group Head of Risk, Steven oversees enterprise risk, including strategic, operational and credit risk.

Edgar Kalanga

Group Head of Internal Audit

Appointed 2019

MBA from Heriot-Watt (UK), B Acc from University of Malawi, Fellow of ACCA, CA Malawi, Certified Information Systems Auditor

Edgar joined First Capital Bank Malawi as Head of Internal Audit in 2019. Previously, he worked for 10 years with Deloitte in Malawi, the Middle East and the UK in various capacities, from Audit Trainee to Engagement Manager in Audit and Assurance. Edgar has experience in banking, micro-finance, insurance, private equity investments and funds management.

Our leadership team (continued)

Suruj Nawosah

Group Head of Information Technology

Appointed 2022

Bachelor of Business Administration from Management College of Southern Africa

Suruj joined FMBCH in October 2022 with extensive experience in driving business strategy with a focus on innovation and technological change, managing transformation projects, IT applications, digital channels, and data platforms. Infrastructure and core banking systems. He most recently held the role of Head of IT at AfrAsia Bank in Mauritius and previously held various leadership roles in technology and projects at Standard Bank in Mauritius, Botswana, Nigeria, South Africa, Namibia and Côte d'Ivoire.

Bhavya Shah

Group Head of Retail and Products

Appointed 2024

Bachelor of Science in Management from the University of London (UK), Master of Business Administration from the University of Delhi (India)

Bhavya has a wealth of experience and expertise in retail banking and products. He served as Head of Personal Financial Services at Bank One Limited in Mauritius and has over 20 years of global experience, having worked for the HSBC Group in the UK, Channel Islands USA and India.

Edward Molenaars

Group Head of Transformation

Appointed 2025

Master of Economics, University of Groningen, Netherlands

Edward has over 30 years of experience in the banking sector across Europe and Africa. He has served as an independent consultant for prominent institutions such as ING and Rabobank in Europe, as well as for several banks in East and Southern Africa. His expertise spans diverse domains, including securities trading, operations, IT, private banking, advisory services for emerging markets, and project management. Additionally, Edward has extensive experience in innovation and digitisation, as well as leading transformation initiatives.

Alakh Kohli

Group Head of Corporate and Institutional Banking

Appointed 2025

BSc in Economics (Cardiff University, UK)

Alakh is a seasoned banker with over 23 years of experience in C-Suite leadership roles and transformational growth. As the youngest CEO of a Commercial Bank in Kenya and most recently Head of Corporate and Investment Banking at Standard Bank Group, he doubled business performance and scaled the balance sheet to over USD 2 billion with profitability exceeding USD 100 million in three years. He brings deep expertise in corporate finance, strategic leadership, risk management, and digital innovation across diverse markets.

Our leadership team (continued)

Country Heads

Our on-the-ground, in-country leadership is responsible for delivering our strategy – Growth is our Business.

Reinette van der Merwe

Chief Executive Officer – First Capital Bank Botswana

Appointed 2019

Chartered Accountant (SA), Associate Certified Professional Accountant. Masters in Business Management: Finance and Marketing from the University of North-West (South Africa), Associate of the Botswana Institute of Chartered Accountants, Advisory committee member – Jameel Index for Food Trade and Vulnerability

Reinette has 31 years of banking and financial services experience covering internal audit, retail and corporate banking across the African continent. Prior to joining First Capital Bank Botswana, Reinette was with Absa Bank (formerly Barclays) where she held a number of senior roles, including Head of Internal Audit for Africa and Managing Director for Barclays Bank of Botswana.

Agness Jazza

Chief Executive Officer – First Capital Bank Malawi

Appointed 2023

Master of Business Administration – Management College of Southern Africa (MANCOSA), Executive Development Program - Stellenbosch University

Agness is a seasoned business leader and banking executive with over 25 years of experience at First Capital Bank Malawi, where she began her career after completing her studies. She has held various executive roles within the Bank, including in branch banking, credit as well as corporate banking and has been instrumental in the development of wholesale banking and the rationalisation of key business processes within the Bank.

Agness also serves as Second Vice President of the Bankers Association of Malawi, helping shape the strategic direction of the country's banking sector.

Shwetank Singhvi

Group Chief Operating Officer and Mauritius Country Manager

Appointed 2013

MBA from the International Management Institute (IMI), Bachelor of Engineering from Jawaharlal Nehru Engineering College

Shwetank is the Group COO and the Country Head for Mauritius. Shwetank is a seasoned banker with 21 years of experience in retail, private, commercial, and broking domains across front, middle and back offices. He has previously worked for HDFC Bank, HSBC and Barclays, and he has experience in India and Malawi. Shwetank also serves on the Board of First Capital Shared Services Limited.

João Rodrigues

Chief Executive Officer – First Capital Bank Mozambique

Appointed 2021

Degree in Business Administration (Concentration in Finance) from the Instituto Superior das Ciências do Trabalho e da Empresa (ISCTE) in Lisbon

Throughout his career, **João** worked in audit firms, as well as commercial and investment banks, gaining experience in a wide range of financial services, from banking to insurance, hedge funds and corporate finance. João joined FMBCH in May 2018 as the Group Head of Internal Audit. He transitioned to the CEO of First Capital Bank S.A. (Mozambique) in 2021. He has over 20 years of experience in external and internal audits across different markets, including Portugal, Angola, South Africa, Mozambique, the DRC, and Côte d'Ivoire. João also serves on the Board of First Capital Shared Services Limited.

André Potgieter

Chief Executive Officer – First Capital Bank Limited Zambia

Appointed 2024

Master in Financial Management, Hons Business Management and an Agricultural economics degree

André has 27 years of banking experience in various African markets. He joined First Capital Bank in March 2019 as COO in Botswana, where he oversaw the bank's commercial growth strategy, onboarding of key clients and the corporate client value proposition. André has specific exposure to small, medium and micro enterprises as well as business and corporate clients. His experience is in relationship banking, credit, structuring of deals, formulating and implementing strategy and working with teams in order to execute on strategy. Andre also serves as the Group Head of Corporate and Agriculture of FMBCH.

Tapera Mushoriwa

Chief Executive Officer – First Capital Bank Zimbabwe

Appointed 2023

BSc, Hons in Computer Science, Master of Business Administration (MBA) from the University of Gloucester, UK

Tapera was appointed CEO of First Capital Bank Zimbabwe in September 2023. He brings years of extensive local and international banking expertise as well as a proven track record in financial markets and fintechs. He has held executive leadership roles at Cassava Fintech International, Standard Chartered Bank, Steward Bank and, most recently, Managing Director of the National Building Society.

Our business model

First Capital Bank offers a comprehensive range of products and services that are both relevant and of value to the different market segments it serves.

Capitals and resources

	Financial	Manufactured	Human	Social and relationship	Intellectual	Natural
	The pool of funds supporting business operations, including equity finance and debt	*The facilities and general infrastructure that support business operations (tangible assets)*	*The skills and experience of our people enable us to implement our strategy and deliver our products and services*	*The key long-term relationships we have nurtured with stakeholders and service providers*	*The intangibles that sustain the quality of our offering and provide competitive advantage, including our innovations, systems and reputation*	*The natural resources that we carefully manage*
INPUTS	Equity: **US$ 295 million** Customer deposits: **US$ 1.5 billion**	IT infrastructure, other property and equipment: **US$ 75 million** Physical access: ATMs: **92** Branches, agencies and centres: **80** POS devices: **4 211**	Employees: **2 031** Experienced leadership Deep intellectual property	Customers serviced: **658 169** Partnerships with leading financial services brands, including Visa and MasterCard	Intangible assets: **US$ 7.9 million** Internal systems, processes and procedures Strong brand and reputation	We do not directly use significant natural resources in our operations

Business activities

We offer a comprehensive range of financial products and services that serve the banking needs of our customers.

Our in-country businesses provide business functions (Corporate, Retail, Consumer Lending and Treasury), supported by support functions (Credit, Finance, Human Resources, Legal and Marketing), enabled by service delivery functions (Operations, IT and Administration) and oversight from control functions (Audit, Compliance and Risk).

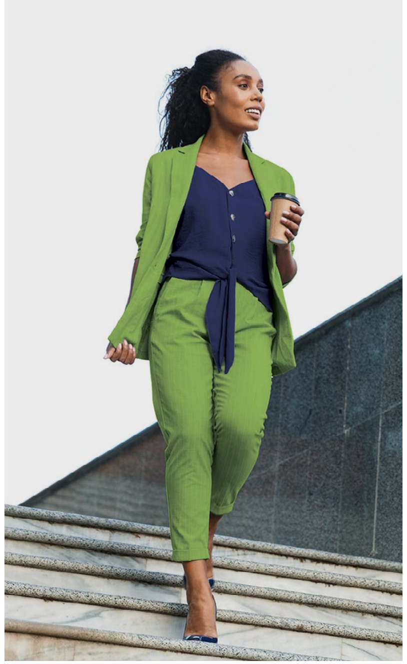
	Financial	Manufactured	Human	Social and relationship	Intellectual	Natural
OUTPUTS	Profit after tax: **US$ 103.5 million** Total operating income: **US$ 278 million** Total assets: **US$ 2.1 billion** ROE: **41%**	Premises and equipment costs: **US$ 17.54 million** Leasehold improvements: **US$ 7.35 million** (leasehold right-of-use assets) Capital work in progress: **US$ 8.3 million**	Staff costs and training spend: **US$ 63.3 million** Employee retention rate: Above **86%**	Up to **1%** of prior year post-tax profits invested in intiatives that meet community needs	Range of products and services Ongoing investment to improve systems and user experience of customers and employees	Practical solutions to reduce our impact, including investing in green buildings using renewable energy sources

Desired outcomes

Financial	Manufactured	Human	Social and relationship	Intellectual	Natural
▪ A well-capitalised Group that delivers sustainable growth in earnings and profit distributions	▪ Secure and productive working environments ▪ Strategically located branches and electronic banking services that offer convenient customer access ▪ Leading IT platforms offering affordable digital banking solutions	▪ Skilled and experienced workforce motivated to deliver our strategy ▪ Ongoing employee development and training ▪ A well-organised performance management and labour relations framework that enables fair remuneration	▪ Products and services to facilitate financial inclusion across all market sectors for broader society ▪ Ongoing community support, with a focus on health, education and sport	▪ Full legal and regulatory compliance ▪ Efficient, effective delivery of products and services to customers ▪ Strategic brand and marketing initiatives	▪ Responsible use of natural resources ▪ Maintain Green Star and Net Zero Carbon Rating (Level 1: Building Emissions) from the Green Building Council South Africa, where relevant

Our products and services

Through our banking operations, the Group offers a comprehensive range of financial solutions that are relevant and valuable to the customers that we serve.



Treasury and foreign exchange

Bank guarantees	Documents under collection	Foreign exchange services	Letters of credit	Trade finance

Channels and access

ATMs		Internet banking	Mobile banking app	Unstructured supplementary service data (USSD)	
Call centre	ewallets (Simpo-cash)	Branches (including Prestige and Premier with extended banking hours)		Agencies and loan centres	POS devices

Loans and overdrafts

Working capital finance	Leasing and asset finance	Personal finance

Transactional accounts

Current accounts	Savings accounts	Foreign currency accounts

Payments, cash management and other services

Bill payments	Bulk electronic payments	Cash-in-transit services	Cashiering services and cash management	Electronic fund transfers (EFT)
Payroll solutions	Real-time gross settlement	Tax payment services	Vendor payments	Remittances

Investments

Fixed deposits	Call deposits

Bancassurance*

Credit life	Short-term

* In some markets.

Cards

Visa debit cards	USD gold card	Pre-paid Mastercard

Our operating context

Interactive content

Our business environment – material matters

Our material matters are the issues that have the most impact on our ability to create sustainable value for our stakeholders and influence our business model. Our leadership team has considered all the matters that affect the Group or may affect our ability to continue creating value and, from these, identified the following matters described below as most material:

Critical success factors that are underpinned by our values.

- We are a trusted and respected brand
- We solve problems through our strategic alliances
- We enable service excellence
- We maximise long-term value for our stakeholders
- Our people drive the business

MATERIAL MATTERS

Country macro-economic risk

Southern Africa has strong economic growth potential, making the region attractive for long-term investment. Structural trends include strong population growth, a rising middle class supporting urbanisation and infrastructure development, and increasing technology usage and abundant natural resources.

Risks from shorter-term cyclical trends balance these structural trends. These include rising inflation and volatility in foreign exchange across the different markets, which impact our business liquidity, and the operating risks where a catastrophic event in one country can have a causal effect across the region.

Our response

We leverage our strategic positioning across diverse economies for resilience against challenging events.

Our diverse footprint provides protection for the Group from the potential effect of regional economic downturns caused by market fluctuations, political shifts, social unrest or regulatory changes.

Counter-cyclical upturns in better performing economies provide opportunities to defend profits by benefitting from the portfolio effect of our footprint.

Opportunities arising

- We have the resources to offer opportunities for growth to our clients.
- We adequately manage foreign exchange risk and inflation to support our customers from the negative impact of liquidity constraints.
- We are well-positioned for growth as economies and markets stabilise.

Related critical success factors

- We are a trusted and respected brand
- We maximise long-term value for our stakeholders

MATERIAL MATTERS

Digital adoption

Technological advancements have the potential to change many aspects of our services and create new opportunities. These include including digitalising financial services, improving client experiences, developing new products and services, and evolving internal processes.

These changes require new employee skills as the workforce evolves. In addition, cybercrime poses an ongoing risk as the threat of disruption to critical information and digital systems, including unauthorised access to data and customer information, grows.

Our response

The Group has invested heavily in developing a sophisticated IT platform and digital channels to ensure uninterrupted banking services, facilitating and encouraging our customers to use our digital channels wherever possible.

We continue to develop efficient internal process that support our digital and mobile client interactions while enhancing our cybersecurity capabilities.

Opportunities arising

- Ongoing enhancement of our multi-channel customer experience through accelerated digital capabilities
- Proactively managing cyber risk, including continuous training and sensitisation of our people and customers as they engage through digital channels.

Related critical success factors

- We solve problems through our strategic alliances
- We enable service excellence
- Our people drive the business

MATERIAL MATTERS

Increased competition

New entrants to the financial services sector are increasing competition. These technology disruptors are revolutionising the banking experience for customers but may struggle to achieve the necessary scale to ensure financial sustainability.

With access to multiple options available, cost and customer loyalty become stronger considerations, and any lapses in business continuity could lead to decreased customer loyalty. The Group must distinguish its brand and deliver excellent services and solutions to drive customer loyalty.

Our response

We are in an organic growth phase in our business evolution, and the Group is clarifying its value proposition for the middle and SME markets to leverage our strengths in these segments.

We believe our customer base is loyal, and we provide a better service and personalisation approach than our competitors.

Opportunities arising

- Continue to deliver the best customer service and experience
- Harness digital capabilities to drive clear competitive differentiation in product and service offerings
- Robust brand building to ensure consistency and enhance our reputation across all countries

Related critical success factors

- We are a trusted and respected brand
- We solve problems through our strategic alliances
- We enable service excellence
- We maximise long-term value for our stakeholders
- Our people drive the business

MATERIAL MATTERS

Evolving workforce

Globally, competition for critical competencies is rising, particularly in technology and digital-related roles.

Skills shortages are challenging across Africa, where talent attraction and retention are key to business growth.

Our response

The Group needs agile leaders who understand the dynamics of the countries in which we operate.

Our continued success and long-term sustainability require a skilled and energised workforce with the right resources.

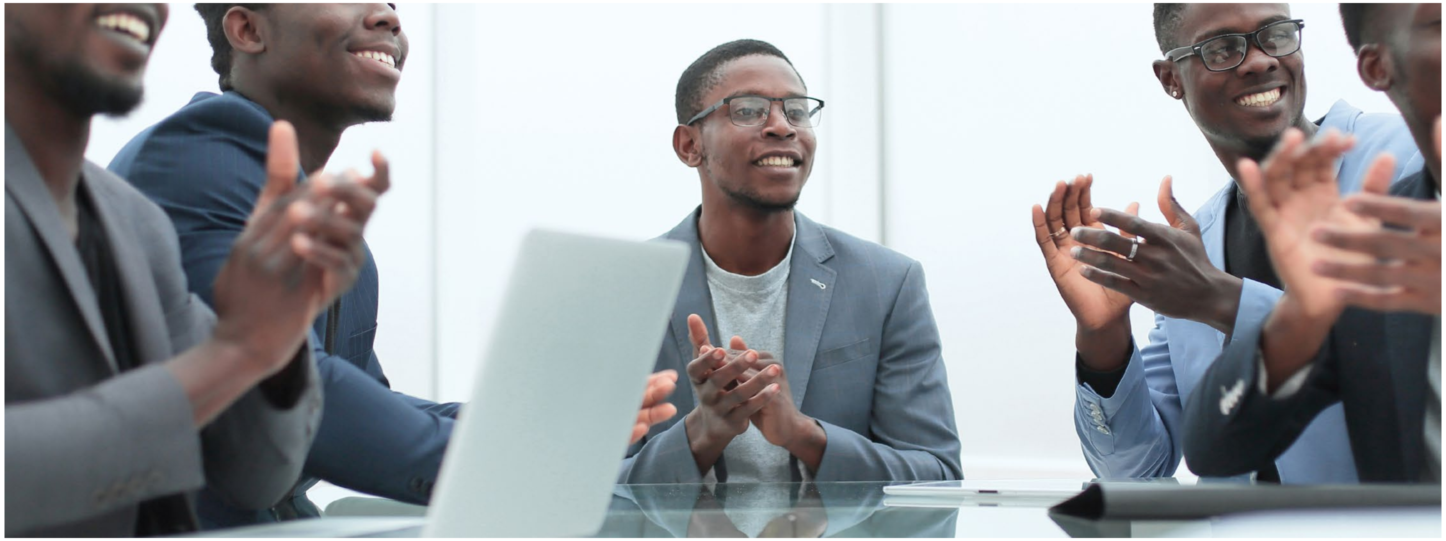
Opportunities arising

- Continue building a strong and inspiring culture supported by a comprehensive set of values
- Reskill and upskill employees for emerging roles and invest in talent retention
- Recruit high-calibre, high-talent individuals
- Maintain our robust succession plans

Related critical success factors

We are a trusted and respected brand

Our people drive the business



Our stakeholders' interests

Our ability to deliver value depends on our relationships and the contributions and activities of our stakeholders. By providing for their needs and meeting their expectations, we create value for our clients, our people, our other stakeholders as well as the Group.

KEY STAKEHOLDERS

Customers

658 169
customers
(2023: 614 490)

We strive to understand our customers so that we can speak to them in a relevant way and offer them products that suit their needs.

Our engagement

- Customer feedback, surveys
- Communications
- Hosting events

Their expectations

- Convenient and affordable banking solutions meeting diverse financial needs
- Efficient and effective delivery of financial products and services with ease of access to funds
- A risk-free environment in which to transact
- Reliability, trustworthiness and integrity from a financial services provider

Our response

- Ongoing review and enhancement of banking solutions based on customer feedback
- Deploying technology to enable efficient product and service delivery

Outcomes

- Successfully servicing customer needs
- Convenient access to banking through increasingly digital channels
- Excellent customer service supported by stable and secure IT systems
- Customers who are engaged and connected to our brand
- Deposits of US$ 1.5 billion and Loans and advances of US$ 770 million

Related critical success factors

- We are a trusted and respected brand
- We enable service excellence
- We maximise the long-term value for our stakeholders

Our stakeholders' interests (continued)

KEY STAKEHOLDERS

Our people

2 031
employees
(2023: 1 948)

We attract, develop and retain high-performing people and reward their contributions fairly and commensurately.

Our engagement

- Employee surveys, training and development, formal and informal meetings and engagements
- Internal communications
- Hosting events
- Team building initiatives

Their expectations

- Excellent employee experience
- Career, learning and development opportunities
- Strong leadership that instils trust and confidence
- Fair remuneration and incentives
- Safety (physical and psychological)

Our response

- Positive culture driven by our values
- Training and development offerings to embrace technological changes, further employee careers and improve our services and products
- Market-related remuneration
- Culture of integrity to provide psychological safety
- Robust and engaging onboarding process

Outcomes

- A skilled, competent and stable workforce who are enabled to meet client needs
- Culture and value alignment with our people
- Ongoing assessment and improvement of safety (physical and psychological)
- We paid a total of US$63 million in staff and training costs

Related critical success factors

- We are a trusted and respected brand
- We enable service excellence
- Our people drive the business

KEY STAKEHOLDERS

Community and the environment

Our success as a business is influenced and supported by the communities around us where we maintain a visible presence.

Our engagement

- Continuous engagement
- Financial literacy programmes
- Robust solutions offered through digital and physical channels

Their expectations

- Partnership and support to respond to social and environmental issues
- Simple and practical financial advice
- Easy access to financial products and solutions

Our response

- Corporate social responsibility (CSR) efforts that are responsive to the dynamic needs of the community
- Participation in activities that advance financial literacy

Outcomes

- Financial product and service offering with a positive social impact
- Generating economic value within the community
- Advanced synergies with economic and social stakeholders
- We invest up to 1% of prior-year post-tax profits in initiatives that support community needs

Related critical success factors

- We are a trusted and respected brand
- We maximise the long-term value for our stakeholders
- Our people drive the business

Our stakeholders' interests (continued)

KEY STAKEHOLDERS

Shareholders

We engage with our shareholders to build their confidence in us and ensure access to equity and debt funding.

Our engagement

- Publication of corporate updates and annual reports
- Annual general meeting (AGM)

Their expectations

- Long-term stability
- Consistent financial performance, growth in asset value and dividend payments
- Sound governance
- Regular reporting and transparent disclosure

Our response

- Strong liquidity and capital ratios in all our markets
- Sound business strategies aimed at delivering growth and value
- Conservatively managed balance sheet
- Strong corporate governance structures and embedded practices

Outcomes

- Continuous and sustained growth in earnings and asset value
- Optimal capital allocation
- Proactive balance sheet management and capital optimisation
- Dividend returns of US$ 15.7 million

Related critical success factors

- We maximise the long-term value for our stakeholders

KEY STAKEHOLDERS

Governments and regulators

Includes:

Central banks and government agencies and departments, Financial intelligence agencies, Non-bank financial institution regulators, Company registrars, Mauritian Financial Services Commission, Malawi and Victoria Falls stock exchanges, Tax and revenue authorities

In the highly regulated banking sector, engagement with governments and regulatory authorities builds confidence and trust, and enhances brand reputation and ease of doing business.

Our engagement

- Regular contact and interaction with regulators
- Participation in relevant meetings and conferences
- Provision of accurate and timely audited reports, compliance, risk and business management reports

Their expectations

- Capital adequacy and liquidity
- Risk and cybersecurity management
- Integrity and ethics in interaction and reporting
- Adherence to minimum regulatory standards and guidelines

Our response

- Performing above the minimum regulatory and prudential standards
- Being a better corporate citizen
- Mitigating risk across the business
- Aligning to local and international financial reporting standards

Outcomes

- Positive approval from regulators in all markets
- Banking licences remain in force
- We enjoy a good reputation and standing in the region
- A total of US$ 49.6 million paid in taxes

Related critical success factors

- We are a trusted and respected brand
- We solve problems through our strategic alliances
- We enable service excellence
- We maximise the long-term value for our stakeholders
- Our people drive the business

Our stakeholders' interests (continued)

KEY STAKEHOLDERS

Business partners

Includes:
Technology and infrastructure
Fintechs
Data and security services
Corporate services

We engage with business partners to enhance our service offering and products, accelerate our digitisation efforts and ultimately support the achievement of our strategic objectives.

Our engagement

- Entrepreneurial engagement
- Regular business interactions and engagements
- Non-disclosure agreements
- ESG and cybersecurity vetting
- Service level agreements

Their expectations

- Mutual benefit
- Profitability and business growth
- Ethical business practices
- Transparency and adherence to agreements

Our response

- Partnering with global and regional financial institutions and working closely with development institutions
- We ensure partners are aligned with our strategy and purpose through robust screening and due diligence before engagement
- We work with partners with whom we can maximise synergies across our countries

Outcomes

- Enhanced product and service experience for our customers
- Mutual benefit and long-term partnership
- Value to our partners and stakeholders
- Cost-to-income ratio improvement

Related critical success factors

We solve problems through our strategic alliances

We enable service excellence

We maximise the long-term value for our stakeholders

Our material risks

Risk and compliance processes are an integral part of the banking operations within the Group.

The roll-out of a comprehensive Enterprise Risk Management Framework (ERMF) has set the Group on a journey of continuous improvement with a key focus on enabling its sustainability and long-term performance. The ERMF establishes the management focus areas to provide a structured awareness of material risks integrated across all day-to-day operations.

The operating environment within sub-Saharan Africa remains challenging, with many countries continuing to struggle with high inflation, high interest rates, and weakening domestic currencies (against the US Dollar), all of which make doing business quite formidable. The emergence of intense cyclonic weather in the region also adversely impacted economic activity, mainly in the agricultural sector, which is key in these economies. These realities have emphasised the importance of managing risks carefully and proactively.

The presence of an embedded ERMF has assisted the Group in responding to some of the material shocks that are impacting operations. The governance structure and awareness of risks have enhanced the state of readiness to deal with new and emerging challenges in the conduct of business.

Risk governance and the three lines of defence

The embedment of an ERMF has established a comprehensive governance structure for the effective oversight of risks across the Group. The governance structure ensures continuous enhancements to the active management of risks in all functions and among all employees.

The risk governance structure confers responsibility to all and mandates oversight to the subsidiary Boards. Each subsidiary Board is the sanctioning authority for all decisions made at an institutional level. This independence provides significant insulation for the individual banks against any risks emanating from other locations for which the subsidiary Bank has no appetite. Therefore, all risk participation arrangements are purely on a commercial, arm's length basis as deemed appropriate by subsidiary Board's and Executive Management.

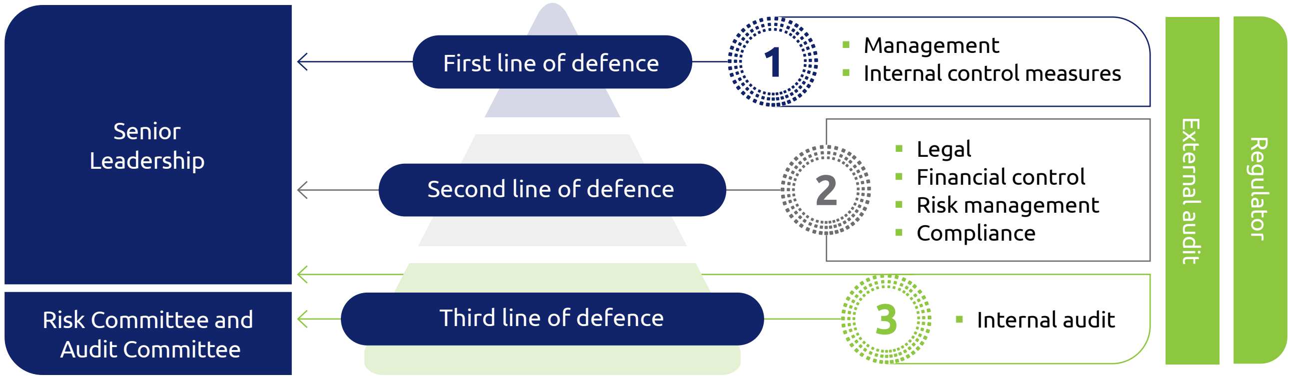
It is the responsibility of the subsidiary management to ensure robust and expedient implementation of strategic positions as approved by the subsidiary Board. All the Group banks have fully competent management teams with sufficient skills and capabilities to run the operations. The ability to attract and retain subject matter experts in various management positions has seen the Banks within the Group establishing themselves robustly in the markets within the region.

The subsidiary banks operate a model with separate Risk and Compliance functions within the second line of defence. The second line of defence provides for the oversight and control of the enterprise-wide risk management programme. The focus on enterprise-wide risk management has seen coordinated enhancements in managing risks and risk events across the Group. The active engagement of the second line of defence units has seen an increased and proactive focus on risks and their management for a smoother operating environment.

Another area of focus, as the Group expands, is the assurance of the robustness of the control environment within the operations of the Group banks. All banks in the Group have independent Internal Audit teams fully dedicated to ensuring continuous improvement in the control environment across all operations.

The second and third lines of defence must maintain their independence to effectively operate the oversight responsibilities. All second line of defence teams report to the Board Risk and Compliance Committee. In contrast, the third line, Internal Audit, maintains a direct reporting line to the Board Audit Committee on all operational responsibilities of the function. These governance and accountability structures enhance the robustness and independence of the second and third lines of defence.

The Group operates three lines of defence in risk management:

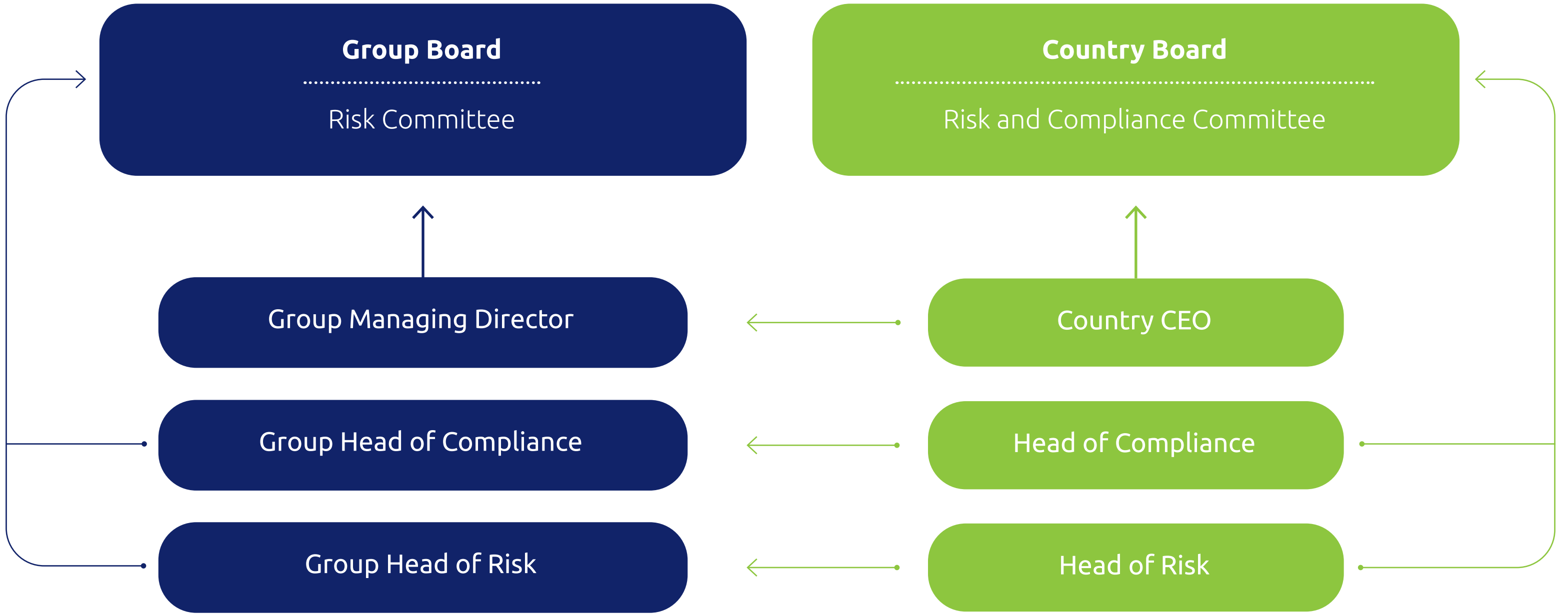


Risk and Compliance structure

The Risk management structure in the Group follows matrix reporting with local subsidiary teams supported by a Group Technical team. The Group resources provide technical oversight to ensure the implementation of best practice in all operations, researching international trends and facilitating specialised internal capacity building of the teams within the Group banks.

In this structure, all subsidiary Risk, Compliance and Internal Audit teams have indirect technical reports into Group functions, while the direct reporting is into their respective subsidiary Board sub-committees.

The second and third lines of defence support the business owners in developing and maintaining robust risk and compliance management governance and oversight, and enhancing the internal control environment. In this way, they collaborate with management teams to highlight focus areas and develop action plans.



Our top risks

We identify the top risks that pose a potential threat to the execution of our business strategy and assess them based on the impact and severity of the risk, should they materialise, and the likelihood of the risk occurring.

Regulatory changes	The acceleration of the regulatory and statutory landscape in the economies where the Group operates may have an impact on the Group's long-term strategic direction and performance. These changes including management of foreign currency, Basel III adoption and environmental risk. Many of these changes are in response to the macroeconomic challenges faced in these countries. The Group's ability to adequately adopt and ensure compliance with these changes will require upskilling and capacity building of its people.	The Group actively engages with regulators and other stakeholders on regulatory developments. In this way, the Group pursues the approach of Evaluate, Respond and Monitor (ERM) to proactively adapt to its strategy and operating model to achieve its goals. The Risk and Compliance teams actively monitor new and emerging regulatory trends to ensure that the Group remains compliant.
Sovereign risk	Many sub-Saharan African economies are characterised by significant sovereign debt levels, foreign exchange (FX) shortages and pressure on debt sustainability. In many instances, the regulatory changes responding to these economic challenges will have a significant impact on the Group's performance.	The Group actively manages sovereign risk and concentration in each of its countries of operation within regulatory frameworks.
Geopolitical changes	Geopolitical changes have the potential to intensify ongoing diplomatic tensions, worsen ongoing hostilities, and fuel transactional or multipolar trade blocs. Global supply chains and trade may be further disrupted by growing nationalism and protectionism, which might also have an impact on diplomatic ties, discourage investment, and increase uncertainty. These risks are heightened by the changing foreign policy of significant increase in international players.	The Group continues to pursue revenue and profit diversification across the markets and sectors (within each market). Management continues to have active discussions on plausible risk scenarios that could impact the delivery of strategic goals. This involves stress testing and active monitoring of identified triggers.
Concentration risk	The Group faces liability and asset concentration within some of its banking subsidiaries. The deposit concentration heightens the liquidity risk and increases interest costs, while the asset concentration may leave the subsidiary susceptible to regulatory capital breaches in the unlikely event of a significant increase in non-performing assets that necessitate bad debt provisioning.	The Group strategy remains one of diversifying both its asset and liability bases by providing more value-adding products to the client base underpinned by superior customer service. Careful consideration of concentration risk is part of the credit underwriting process.

Our material risks (continued)

Credit defaults	As the regulatory in response to macroeconomic challenges in the countries where the Group operates accelerates, the businesses to which we lend may come under heightened financial pressure. This increases the risk that businesses may increasingly struggle to meet their financial obligations to lenders, with only the most resilient and innovative firms thriving.	The Group continues to pursue a careful but tried and tested approach to credit underwriting. Significant effort goes into understanding the underlying business fundamentals of the firms we lend to and we continue to look out for niche opportunities amongst new economic players.
Climate change	Climate change is viewed as one of the most significant challenges of our time, reshaping economies, ecosystems, and communities worldwide. For the financial sector, it presents both risks and opportunities, necessitating responsible stewardship, strategic foresight, and collaborative action. At FMBCH, we recognise our responsibility in supporting the transition to a low-carbon economy. Climate-related risks are increasingly relevant in our regulatory risk frameworks. We are exploring ways to integrate environmental considerations into our lending practices, provide financing for sustainable infrastructure, and collaborate with clients to support greener business models.	As this is a relatively new area in our region, we are receiving technical support from our development finance partner institutions, such as the European Investment Bank, on how to establish a meaningful framework tailored to our operating environment. We remain committed to building a resilient and sustainable future for our clients, shareholders, and the communities we serve.
Technology and cybersecurity risk	The Group's growing reliance on digital infrastructure and cloud-based platforms increases its exposure to cyber threats, internal control failures, and system disruptions.	To manage this, the Group has enhanced its cybersecurity framework, rolled out tighter access controls, and aligned IT risk oversight across Group and subsidiary forums. Incident monitoring, recovery protocols, and regulatory compliance are key focus areas.

Our risk universe

The Group has deliberately positioned itself to proactively address emerging risks and support its strategy execution.

The independent risk function is responsible for embedding the Group's ERMF across the various risk areas for a more holistic positioning of risk in the business. The Group's risk management programme is focused on enhancing efficient capital deployment and the control environment for the delivery of customer services across the business.

The Group's risk universe outlines the principal risks in focus for the second line of defence. The principal risks in the Group's risk universe include:

1 Strategic risk

Strategic risk is defined as the risk of an adverse impact on the value of the Group due to business policy decisions, changes in the economic environment and failure to adapt thereto, and deficient or insufficient implementation of business decisions.

The Group is focused on ensuring that any adverse impact affecting the value of the Group arising from changes in economic environments is mitigated, thereby being able to adapt to changing environments.

The dynamic shifts in the global economy have resulted in significant market shocks to the region. The Group strategy focuses on ensuring continued growth in shareholder funds, focusing on capital, and business performance considering the prevalent country risks.

Capital risk

The Group's purpose is to deliver continued growth through adequate levels of capital and a mix of different components. Treasury and ALCO manage capital risk by continually assessing the demand for capital, both currently and with a forward-looking scenario-based lens, in addition to dynamically adjusting the Group's capital plan.

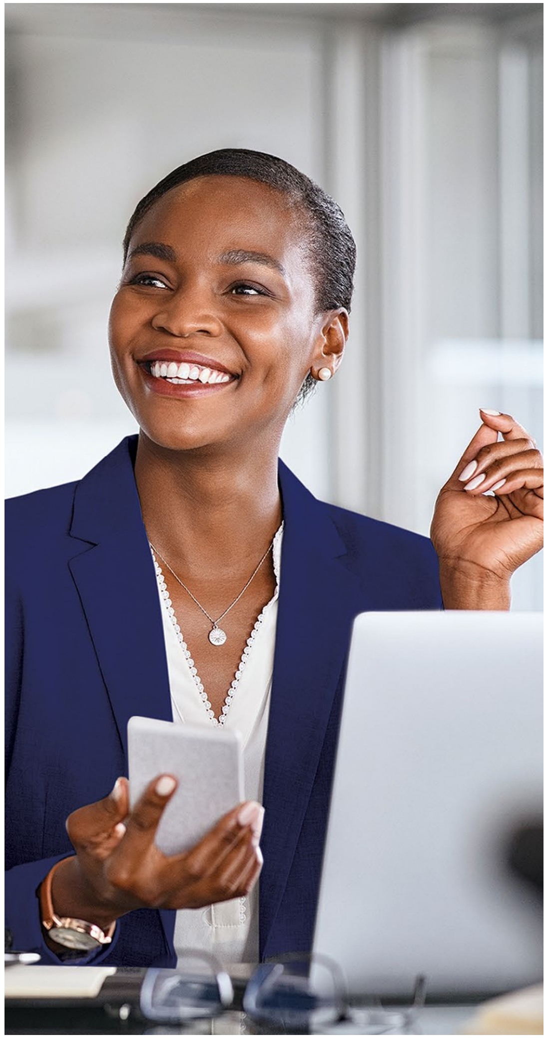
The Group's capital management ethos is to remain aligned with the business and regulatory environment. The risk that the Group has an insufficient level or composition of capital to support its normal business activities and to meet its regulatory capital requirements under normal operating environments or stressed conditions (both actual and as defined for internal planning or regulatory testing purposes). This also includes the risk from the Group's pension plans.

2 Credit risk

Credit risk remains the most significant financial risk for the Group. Credit risk is defined as the risk of loss from the failure of clients to fully honour their obligations, including the whole and timely payment of principal, interest, collateral and other receivables. It is constituted by counterparty risk and concentration risk.

3 Market risk

Market risk is the risk of losses in on and off-balance sheet positions arising from adverse movements in market prices. The Group subsidiary banks do not hold significant positions for trading aside from foreign currency positions. Therefore, the significant impact of market risk arises from changes in exchange rates vis-à-vis the positions on the balance sheet.



Our material risks (continued)

4 Reputational risk

Reputational risk is defined as the risk that an action, transaction, investment, or event will reduce trust in the Group's integrity and competence by clients, counterparties, investors, regulators, employees, or the public.

The Group ensures that all exposures to its reputation are appropriately managed to avoid the destruction of the value of its business and sustainability. The Group believes it is in the business of trust and has reinforced this by including this aspect in its refreshed cultural values.

5 Liquidity risk

Liquidity risk is defined as the risk that the Group is unable to fund assets and meet obligations as they come due without incurring unacceptable losses. Liquidity risk, more generally, is the risk that the Group will be unable to continue operating as a going concern owing to a lack of funding, the consequences of which may be the failure to fulfil commitments to lend or repay borrowings/deposits and meet regulatory liquidity requirements in any of the jurisdictions where it operates.

6 Operational risk

Operational risk is defined as the risk of loss to the Group from inadequate or failed processes or systems, human factors or due to external events (for example, fraud) where the root cause is not due to credit or market risks.

The Group monitors the risk of loss arising from failure in processes, systems, people and external events. The significance of efficient and effective processes ensures reduced errors and losses.

7 Technology risk

This risk is mainly focused on systems used to service the business of the Group. With the prevalence of digital services and products, the significance of stable IT systems is invaluable. Cybersecurity has also attained a high level of focus in the Group. The Group has engaged in cybersecurity training for all employees, from the Board down. It also constantly reviews its routine and non-routine operations to enhance technological efficiency and robustness. This includes threat and vulnerability assessments of our card, POS, and other channel technologies.

8 People risk

People risk encompasses risks that the Group is exposed to by virtue of being an employer. People risk is further defined as failure to recruit and retain sufficient and appropriate people resources, failure to identify and manage people's capability and performance, failure to comply with employment and reward legislation and regulation and unavailability of sufficient staff to conduct business activities due to external disruption.

The Group operates in a service industry with material contribution and impact from its employees. People risk is the exposure to the Group's operations, which are dependent on the ability of its human resources to deliver services and products expediently and efficiently. The inability to attract, train, retain and deploy skilled and able people to deliver its business is a significant risk to sustainability. It is a key focus at the Board level as addressed by the Appointment and Remuneration Committee and delegated through the HR functions across the Group.

9 Compliance risk

The Group's compliance programme has a focus on three key risks:

Financial crime risk

This is defined as the risk of customers or other stakeholders using the channels and systems of the group to process proceeds of crime. This includes offences like money laundering, terrorist financing, bribery, corruption, and market abuse.

The risk is that its infrastructure can be used to facilitate and support money laundering or financing of terrorism. The Group closely monitors all customer relationships to ensure that its products, channels and systems are not abused for the facilitation of financial crime.

Regulatory compliance risk

This is the risk that the Group's actions may violate the requirements of the regulators in each jurisdiction. Regulators include the central banks, tax authorities, pensions authorities, securities authorities, etc.

The Group's business is subject to regulatory licences requiring compliance with regulations to maintain its operating licence. The Group focuses ensuring compliance to avoid any regulatory sanctions and penalties when delivering its services.

Conduct risk

The risk of detriment to customers, clients, market integrity, competition, or the Group from the inappropriate supply of financial services, including instances of wilful or negligent misconduct.

The inappropriate delivery of services and products to the detriment of the market players and customers or the Group exposes its business significantly in the long term. The Group is focused on ensuring fair treatment of customers and other players in the banking industry.

Delivering on our strategy

Interactive content

Jaco Viljoen
Chief Executive Officer

"The 2024 financial year demonstrates the strength and resilience of our growth strategy across our diverse footprint. Our financial performance reflects the successful implementation of our strategic priorities, with profit after tax growing by 13% to USD 103.5 million and a return on equity of 41%".

Group Managing Director's report

Balance sheet strength and digital transformation

Our approach to balance sheet management blends our growth ambitions with prudent risk management. The significant growth in both assets and liabilities reflects successful market share gains and our ability to attract customer deposits through service excellence.

Digital transformation remains a strategic priority across all our markets. Our investments in digital banking platforms have yielded significant improvements in customer experience and operational efficiency, with mobile banking users increasing substantially across the Group and internet banking volumes and values increasing with more than 70%.

Strategy in action: delivering consistent value across diverse markets

The 2024 financial year demonstrates the strength and resilience of our growth strategy across our diverse footprint. Our financial performance reflects the successful implementation of our strategic priorities, with profit after tax growing by 13% to USD 103.5 million and a return on equity of 41%. Notably, our earnings are now well diversified across the Group, with four of our five banks each delivering profit after tax above USD 20 million. This balanced contribution creates a resilient business model that can withstand local economic pressures while capturing growth opportunities.

Market-specific strategies and collaborative leadership

Our multi-country presence requires both Group-wide strategic alignment and market-specific tactical responses. Throughout 2024, country CEOs and I worked closely to ensure we remained agile in addressing the unique challenges and opportunities in each market:

- **In Botswana**, economic growth has been dampened by reduced natural diamond demand. Our focus has been on diversifying income streams and expanding corporate banking capabilities, resulting in a 45% increase in fee income.
- **In Malawi**, persistent high inflation exceeding 30% and foreign exchange shortages have created a challenging environment. Our team has implemented sophisticated pricing strategies and efficient balance sheet management to preserve value in USD terms.
- **In Mozambique**, the ongoing liquified natural gas (LNG) developments present significant opportunities. Our team has positioned the bank as a key financial partner in this growing sector, with our trade finance solutions supporting both international energy companies and local suppliers.
- **In Zambia and Zimbabwe**, our leadership teams have demonstrated remarkable agility in navigating complex economic transitions while continuing to support customers through these challenging conditions.

This approach, tailored to each market and combined with regular strategic reviews with country CEOs, ensures we remain responsive to local conditions while maintaining Group-wide strategic alignment.

Critical success factors driving performance

Our strategy continues to be anchored in five critical success factors that we drive consistently across all geographies:

1. **We are a trusted and respected brand:** Our aim is to be the top-of-mind Bank for every business in the region. Brand awareness initiatives were enhanced during 2024 focusing on airports, social media and traditional media in all countries.
2. **We enable service excellence:** In 2024, we enhanced our service offerings based on customer insights. The 38% growth in customer deposits demonstrates increasing customer confidence in our franchise. We further strengthened relationships with key payment providers and fintech innovators to expand our product and channel offerings.
3. **We solve problems through our strategic alliances:** We have maintained strong operational discipline while investing strategically in capabilities that enhance customer experience and create scalable platforms for growth. Our prudent approach to risk management has supported high quality growth across our markets by embedding risk awareness throughout our operations and maintaining strong credit underwriting standards.
4. **We maximise long-term value for all our stakeholders:** We have a holistic and sustainable approach to ensure a lasting value for all our stakeholders. In 2024, we achieved an excellent ROE, transparency in remuneration practices, impactful CSR initiatives. We also strengthened our partnerships with key payment providers and improved relationships with regulators. This supports our long-term vision for growth for shareholders, employees, communities, suppliers and regulators.
5. **Our people drive the business:** Our success is built on the talent, commitment, and growth of our people. Our continued investment in leadership development, technical capabilities, and embedding a high performance culture as well as enhancing our talent management frameworks enables us to identify and develop future leaders. This enabled us to fill a number of senior positions through internal promotions. We also refreshed our values to ensure our unique First Capital Bank culture is adopted across all our markets.

Recognition

Our robust performance and firm foundation for growth are the result of collaboration and dedication to continuous improvement by all executives in our senior leadership team, across our countries and at Group level.
I extend my appreciation to every one of them.

All the efforts of the senior leadership team have been supported by a highly effective Board governance body across our markets. We remain grateful to all our directors for their counsel and guidance.

Community investment and strategic outlook

Our commitment extends beyond financial services to the broader communities we serve. In 2024, our subsidiaries invested over USD 2.3 million in community development initiatives focused on education, healthcare, and environmental sustainability. Our financial literacy programmes reached over 50 000 individuals across our markets, supporting broader financial inclusion while developing future customers.

Looking ahead

We will continue focusing on executing our strategy with discipline and agility. The World Bank projects that African economies will grow by an average of 4.1% in 2025, presenting opportunities for continued expansion. However, challenges including inflation, foreign exchange volatility, and geopolitical tensions will require focused effort to carefully navigate.

Our strategic priorities for 2025 include:

1. **Continuing to invest in our people and culture to drive sustainable performance.**
2. **Accelerating digital transformation to enhance customer experience and operational efficiency.**
3. **Growing our active customers base and deepening the wallet share of transactional business we get from our existing customers.**
4. **Strengthening our control environment to ensure we mitigate risks.**

I remain confident in our ability to deliver on these priorities. The strength of our leadership teams across the Group, our clear strategic direction, and our proven ability to execute effectively in diverse market conditions position us well for continued success in 2025 and beyond.

Jaco Viljoen
Group Managing Director

Strategy in action:
Driving momentum into 2025 and beyond

The Group enters 2025 well-positioned to deliver on sustainable growth, operational excellence and enhancing stakeholder value. Our 2024 performance has laid a solid foundation, with strengthened market positions, increased digital adoption and a resilient balance sheet.

Looking ahead, we will continue executing with discipline and agility across the following strategic priorities:

1 People and culture – Driving sustainable performance

Our people remain central to our long-term success. We are committed to building a high-performance, future-ready organisation. In 2025, we will:

- Develop leadership depth across all business units.
- Ensure all employees have key performance indicators (KPIs) directly aligned to country and Group strategic objectives.
- Enhance our performance management framework to foster accountability, engagement, and growth.

These efforts will embed a results-driven culture and sharpen our execution across the Group.

2 Customer experience and digital transformation

Improving customer satisfaction and operational efficiency remains core to our growth agenda. In 2025, we will:

- Streamline onboarding journeys to reduce turnaround times and elevate service quality.
- Fully implement our enterprise resource planning (ERP) system to integrate it into operations and enhance business intelligence to enable data-driven decision-making.
- Deploy Smart Branch (Branch Portal) functionality to deliver seamless, digital-first interactions.

These initiatives will deepen customer engagement and strengthen service delivery across markets.

3 Business growth and market leadership

We are focused on growing profitable segments, optimising returns, and expanding customer relationships. In 2025, we will:

- Drive ROE through balance sheet optimisation and improved capital efficiency.
- Corporate and Investment Banking (CIB): Expand our active and primary customer base and grow CASA deposits.
- Retail Banking: Accelerate growth in consumer lending and Simpo Cash uptake, while expanding Premier and Private Banking to capture the mass-affluent segment.

This strategic mix will support consistent, profitable growth across geographies.

4 Control environment and risk management

A strong control environment and risk culture are essential to our sustainability and stakeholder trust. In 2025, we will:

- Conduct comprehensive risk and control self-assessments (RCSAs) across all entities.
- Embed and deepen the integration of risk and compliance into day-to-day operations to ensure resilience.

These actions will enhance governance, support regulatory alignment, and reinforce risk-informed decision-making.

Strategic outlook

Our 2025 strategy reflects a balanced and focused approach to performance by combining growth, digital innovation, empowered people and disciplined governance. With this foundation in place, we are well-positioned to navigate challenges, unlock new opportunities and deliver enduring value to all stakeholders.

We are a trusted and respected brand

FMBCH's 2024 performance not only confirms our sustainable profitability, but resilience and scalability in our business model. EVA-based management ensures capital allocation discipline, and our strategic focus on digital platforms, regional banking, and green finance supports future value creation.

As we continue embedding sustainability principles, the Group remains committed to delivering measurable, transparent, and responsible value to all stakeholders.

Our brand strength is built on performance, consistency, and trust. Across markets, our franchise is viewed as a resilient, transparent, and responsible financial institution – one that delivers not just profits, but sustainable positive impact.

- **Market confidence:** Sustained earnings growth and capital adequacy over 19% (for total capital elements against risk-weighted assets over the past three years) have driven investor trust (see earnings per share and diluted earnings per share graphs, showing steady growth).

  Refer to **page 47**
- **Regulatory alignment:** Consistent compliance and transparency reinforce institutional credibility, with very low to no instances of non-compliance, or fines and penalties.

  See more in the ESG data table on **page 78 - 90**
- **Social licence:** Our actions in local markets reflect our role as a long-term partner in development. This includes our financial inclusion solutions such as social cash transfers and our business-to-consumer mobile money and payments offering, among others, as well as supporting climate awareness in our country headquarters and branch buildings and customer agri-business support.

We maximise long-term value for our stakeholders

Key drivers of value creation

At the core of our model is a commitment to broad-based, inclusive, and sustainable value creation. Stakeholder outcomes are a direct reflection of our financial strategy and operational execution.

1

NOPAT growth

NOPAT grew by nearly 400% from US$ 21.3 million in 2020 to US$ 103.5 million in 2024. Growth was underpinned by:

- Expansion in non-interest income and lending activity.
- Strong cost containment discipline, especially in high-inflation environments.
- Deepening regional presence, with effective FX and risk management.

2

Cost of capital control

Despite operating in volatile African markets, FMBCH maintained a cost of capital between 15% and 21%, incorporating equity, preference shares, and subordinated debt:

- Optimised capital structure and currency matching.
- Investor confidence maintained with low dividend yields and retained earnings reinvested into growth.

3

Shareholder value and market capitalisation

FMBCH's share price grew from US$ 2.95 in 2020 to US$ 32.01 in 2024 – more than a 10x increase, driven by:

- Sustained earnings and ROE delivery.
- Increased transparency, liquidity, and market confidence.

4

Dividend efficiency

- Dividend per share (DPS) increased consistently from 2020 to 2023, peaking at 43 US cents.
- In 2024, the DPS was moderated to 21 US cents, while EVA still rose – reflecting disciplined capital retention for future growth.

Value delivered (2020–2024)

Employees

Growth in headcount, incentives, and development pathways

Clients

Broader access to financial services, innovation in digital platforms and diversified credit products

Shareholders

US$ 210 million+ in cumulative EVA, >10x share price growth, consistent dividends

Governments

Enhanced tax compliance and contributions with US$49.6 million paid in taxes in 2024 (2023:US$ 28.6 million)

Sustainability

Alignment to frameworks, including GRI 201, GRI 207 and early steps toward IFRS S1 and S2 integration

Detailed assessment of our value proposition to our key stakeholder groups is found in **Our stakeholders' interests**

Our people drive our business

We recognise that our people are the driving force behind our success. Over the past year, we have continued to invest in building a high-performing, purpose-driven workforce that is empowered to deliver value to our customers, shareholders, and communities.

As at 31 December 2024, FMBCH employed 2 031 people across its subsidiaries. Our workforce remains diverse, inclusive, and strategically positioned to balance experience with emerging talent. Our commitment to gender diversity is underpinned by female representation of 50.5% across all our operations.

The Group's employee age distribution reflects balanced representation across age and gender, supporting a strong pipeline of emerging leaders and a multi-generational workforce that brings together fresh perspectives and deep expertise.

- Nearly 39% of employees are aged 30–40, contributing to stability and leadership continuity
- Over 27% are under 30, indicating a strong investment in future talent and renewal
- Senior talent, aged over 40 years, represents ~34%, ensuring institutional experience and governance capacity.

Culture and engagement

At FMBCH, we believe a strong culture drives engagement. In 2024, we focused on strengthening how we work together – through open communication, regular check-ins, and visible leadership. We continued to embed our First Performance framework, launched in 2023, to support continuous feedback, recognition, and growth.

The goal of performance development is simple: to help everyone improve. It is built on the belief that exceptional performance comes from regular, forward-looking conversations rather than relying on retrospective annual reviews.
This shift toward a culture of continuous performance feedback has led to more meaningful manager-employee interactions, aligned around business outcomes, support, and development.

We also placed greater emphasis on values-led leadership, encouraging behaviours that foster trust, accountability, and collaboration across all levels of the business.

Values and behaviours refresh

In 2024, we undertook a comprehensive refresh of our organisational values, with a deliberate focus on making them relevant, actionable, and embedded in daily behaviours. This process was driven from the ground up – each country engaged employees at all levels in co-defining the behaviours that bring our values to life.

This inclusive approach ensured that the final set of behaviours is not only aligned with our strategic direction but also owned by employees. The values and behaviours were formally rolled out in every market, and are now reflected in our performance conversations, recognition systems, and day-to-day interactions. This marks a significant step in shaping a unified culture across all FMBCH operations.

Culture of ongoing development

In 2024, we took a foundational step toward creating a culture of learning and development across our subsidiaries by launching a Learning and Development (L&D) strategy. This marks a significant shift in how we invest in and grow our people, with a clear roadmap to build the FCB Learning Academy as a central platform for capability development across all countries.

Our aim is to embed learning into the fabric of how we work by making it accessible, relevant, and future-focused. The L&D strategy is built on five key building blocks:

- **System investment:** We selected a partner, Fuse, a modern learning experience platform (LXP), which will make online learning more accessible, engaging, and user-driven across our network.
- **People and resource investment:** We plan to strengthen our internal capacity to deliver learning through dedicated L&D roles and local support teams.
- **Learning content:** We will make available relevant, high-quality content that supports role-specific and enterprise-wide learning needs and personal development opportunities.
- **Technical curriculum:** We will be mapping and building technical learning pathways aligned to key banking functions, ensuring staff are equipped with the capabilities needed to deliver on our strategy.
- **Leadership curriculum:** We have commenced the design and development of our new leadership development programme, Lead with Impact, which will support leaders at all levels to lead effectively in a dynamic and fast-changing environment.

This year has laid the groundwork for the future. As we move forward, these building blocks will form the foundation of the FCB Learning Academy, ensuring that every employee can grow, perform, and thrive.

Talent

We are committed to developing the next generation of banking professionals through our Graduate Trainee Programs, which are now active in each of our operating countries. These programs are designed to attract, nurture, and retain high-potential young talent, equipping them with the skills and experiences needed to build successful careers within the Group.

Trainees rotate across distinct functions, gaining broad exposure to the business while receiving mentorship and structured development support. This investment not only strengthens our talent pipeline but also reinforces our commitment to local capacity building and long-term sustainability in each market we serve.

In 2024, 56 graduates were enrolled in the well-structured FCB Graduate Trainee Programme across our markets.

Looking ahead

As we look to the future, we are focused on evolving our people strategy to match the pace of transformation across our markets. We will continue to invest in capabilities, digital readiness, and leadership that inspire. With our people at the heart of everything we do, we are confident in our ability to build a resilient, agile, and high-impact organisation.

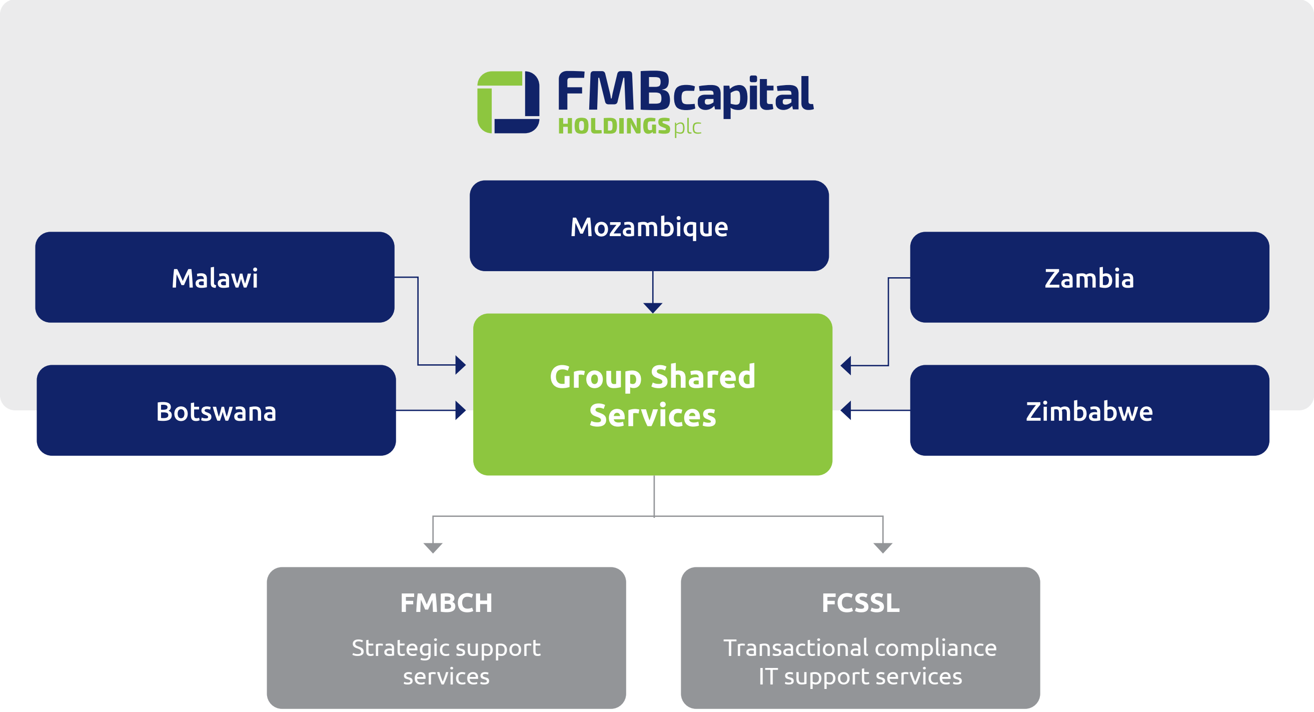
We enable service excellence

We drive service excellence by strengthening our responsiveness, embedding consistent controls, and leveraging Group-wide platforms to deliver more for our customers.

- **Customer focus:** The majority of customer queries were resolved within agreed turnaround times, reflecting a sustained commitment to responsiveness and service ownership at the front line.
- **Building capability:** Over 60% of staff received structured product and process training during the year, enabling better service delivery and operational consistency.
- **Strengthened controls:** 83% of internal audit outcomes were rated satisfactory or requiring only minor improvements. RCSAs were conducted across all entities, with remediation tracked to closure.
- **Operational resilience:** Operational risk losses remained immaterial, at less than 0.05% of total Group assets.
- **Process improvement:** 35 discrete service and operational enhancements were implemented, informed by customer insights and internal reviews.
- **Cost discipline:** The Group maintained a cost-to-income ratio of 46%, balancing ongoing investment in service delivery with prudent cost management.
- **Shared services leverage:** Our centralised shared services model – encompassing Technology, Risk, Audit, Compliance, HR and Finance – enables country teams to deliver with greater efficiency, while drawing on expertise and scale advantages across our footprint.

Enabling service excellence through group shared services

The Group Shared Services Centre (GSSC), headquartered in Mauritius and with IT shared services support provided from Mauritius and Malawi, plays a pivotal role in driving service excellence across the Group's footprint in Botswana, Malawi, Mozambique, Zambia, and Zimbabwe. With 145 full-time employees across Operations, Technology, Risk, Compliance, Audit, HR, and Finance, the GSSC enables country teams to deliver more efficiently and consistently.



Delivering value

Interactive content

Mythri Sambasivan-George
Group Chief Finance Officer

"The 2024 financial year has delivered exceptional results that reflect our integrated approach to value creation across the six capitals."

Group Chief Finance Officer's report

Financial Performance Through the Six Capitals Lens

The 2024 financial year has delivered exceptional results that reflect our integrated approach to value creation across the six capitals. Our profit after tax of USD 103.5 million, representing a 13% year-on-year increase, and an ROE of 41% demonstrate how effectively we have deployed our financial, manufactured, intellectual, human, social and relationship, and natural capitals across our six markets.

Financial capital

The strength of our financial capital is evident in our balance sheet growth and quality earnings. Total customer and interbank deposits grew by 37% to USD 1.6 billion, while income-generating assets increased by 33% to USD 1.26 billion. This growth has been achieved while maintaining strong asset quality, with our credit loss ratio improving to 0.73% (2023: 1.9%).

Our capital position remains robust, providing the foundation for sustainable growth while ensuring we meet regulatory requirements across all jurisdictions. The Group's capital adequacy ratios exceed regulatory minimums in all markets, providing flexibility for future expansion while protecting depositors and other stakeholders.

The 16% growth in profit attributable to FMBCH shareholders to USD 68.6 million reflects our commitment to delivering sustainable returns to our equity providers. The fact that shareholders' portion of total profit after tax increased to 66% (2023: 65%) demonstrates our focus on maximising returns to our shareholders while balancing the interests of all stakeholders.

Manufactured capital

Our investment in physical and digital infrastructure continued in 2024, with capital expenditure of USD 15.3 million focused on enhancing our service delivery capabilities. Significant investments were made in our core banking systems, digital channels, and physical infrastructure to support our growing customer base and transaction volumes.

The effectiveness of these investments is reflected in our efficiency metrics, with our cost-to-income ratio maintained at 46% despite inflationary pressures across our markets. This demonstrates our ability to scale operations efficiently while continuing to invest in future capabilities.

Intellectual capital

Our intellectual capital – comprising our knowledge, systems, processes, and governance frameworks – has been crucial to navigating the complex operating environments across our markets. In 2024, we made significant progress in standardising risk management frameworks, enhancing data analytics capabilities, and implementing advanced treasury management systems across the Group.

These initiatives have strengthened our ability to identify opportunities, manage risks, and optimise resource allocation. The improvement in our credit loss ratio to 0.73% exemplifies how enhanced credit models and portfolio management approaches are delivering tangible financial benefits.

Human capital

Our employees across the Group represent our most valuable asset. In 2024, we continued to invest in training and development programmes, focusing on technical skills, leadership capabilities, and digital competencies to support our growth strategy. This investment is reflected in improved productivity metrics and operational efficiency across our business.

We also strengthened our performance management and reward frameworks, ensuring alignment between individual objectives and Group strategic priorities. Our focus on employee engagement and talent development has supported our ability to attract and retain skilled professionals in competitive markets, which is essential for sustaining our performance trajectory.

Social and relationship capital

Our relationships with customers, regulators, suppliers, and communities are fundamental to our sustainable growth. The 38% increase in customer deposits reflects growing trust in our franchise and the effectiveness of our customer relationship management approach.

We maintained strong regulatory relationships across all markets, with no material compliance breaches or penalties during the year. This reflects our commitment to regulatory excellence and our proactive engagement with supervisory authorities.

Natural capital

While our direct environmental impact is relatively limited, we recognise our responsibility to minimise resource consumption and support environmentally sustainable practices. In 2024, we continued to implement energy efficiency initiatives across our operations as part of our ongoing commitment to reducing our environmental footprint.

We also enhanced our environmental and social risk assessment processes for lending activities, ensuring that our financing decisions consider potential environmental impacts. Our efforts to develop sustainable finance offerings continued throughout the year, demonstrating our commitment to supporting environmentally beneficial projects.

Financial risk management

Our financial risk management philosophy remains anchored in three core principles: proactive identification, effective measurement, and prudent mitigation. This approach has served us well in navigating the volatile economic conditions across our markets.

Foreign exchange risk management

Foreign exchange illiquidity and currency depreciation remained significant challenges in several of our markets during 2024. The International Monetary Fund (IMF) reported that currencies across sub-Saharan Africa depreciated by an average of 8.3% against the US dollar in 2024[1], creating potential translation and transaction risks for our operations.

Our approach to managing these risks combines structural and tactical measures:

1. **Balance sheet optimisation:** We maintain natural hedges where possible by matching assets and liabilities in the same currency.
2. **Liquidity management:** We maintain prudent foreign currency liquidity buffers to manage through periods of market illiquidity.
3. **Pricing strategies:** We incorporate expected currency movements and liquidity premiums into product pricing to protect margins.
4. **Diversification:** Our multi-country presence provides natural diversification against market-specific currency risks.

This multi-faceted approach has enabled us to navigate currency volatility while continuing to support our customers' cross-border banking needs.

Liquidity management

The Group maintained strong liquidity positions throughout 2024, with liquidity ratios exceeding regulatory requirements in all markets. Our advances and money market instruments to deposits ratio of 82% (2023: 85%) reflects our conservative approach to liquidity management while still deploying capital efficiently.

The 37% growth in customer and interbank deposits, predominantly in current and savings accounts, has strengthened our stable funding base. This has enabled us to support asset growth while maintaining appropriate liquidity buffers to manage market volatility.

Capital optimisation

Our capital management strategy focuses on optimising returns while maintaining sufficient buffers to support growth and absorb unexpected shocks. In 2024, we continued to refine our capital allocation processes, directing resources to businesses and markets that deliver the highest risk-adjusted returns.

The 41% ROE achieved in 2024 demonstrates the effectiveness of this approach. We have successfully balanced the sometimes-competing objectives of regulatory compliance, growth support, and shareholder returns.

Process automation and systems enhancement

Digitisation and automation of internal processes remained a key focus area in 2024. We continued to invest significantly in the stability and scalable performance of our core banking and channels technologies or systems across all six countries, ensuring robust platform capability to support our growing business volumes.

A major milestone was the successful implementation of an enhanced credit loan origination and collateral management system, which went live across all countries. This system enhances credit lifecycle management from application through approval to ongoing monitoring, standardising our approach to credit risk while improving efficiency and customer experience. Additionally, we made targeted investments in branch process automation for both front and back-office operations, streamlining customer service delivery while strengthening control environments.

Our financial reporting processes have been enhanced through the implementation of advanced analytics tools, enabling more timely and insightful management information.

1 *International Monetary Fund. (2024). World Economic Outlook. October 2024.*

Looking ahead

As we look to 2025, we anticipate continued economic challenges across our markets, with the IMF projecting inflation in sub-Saharan Africa to moderate but remain elevated at 6.8%[1]. Foreign exchange availability and currency stability will likely remain concerns in several markets, while competitive pressures are expected to intensify.

Against this backdrop, our financial priorities for 2025 include:

1. **Sustainable balance sheet growth:** We will continue to pursue quality growth in both assets and liabilities, maintaining our focus on stable funding sources and prudent risk management.
2. **Margin management:** In an environment of changing interest rates and competitive pressures, we will focus on optimising asset and liability pricing to protect margins while remaining competitive.
3. **Cost efficiency:** We will accelerate our automation and digitisation initiatives to improve operational efficiency and create capacity for growth without proportional cost increases.
4. **Capital optimisation:** We will further refine our capital allocation processes to maximise risk-adjusted returns while maintaining appropriate buffers for unexpected events.
5. **Liquidity management:** We will continue to strengthen our liquidity management capabilities, ensuring we can navigate market volatility while supporting customer needs.

The foundation we have built – comprising robust financial controls, efficient processes, advanced systems, and talented people – positions us well to deliver sustainable financial performance in 2025 and beyond. Our integrated approach to managing the six capitals will continue to guide our decision-making, ensuring we create value for all stakeholders in a balanced and sustainable manner.

Mythri Sambasivan-George
Group Chief Finance Officer

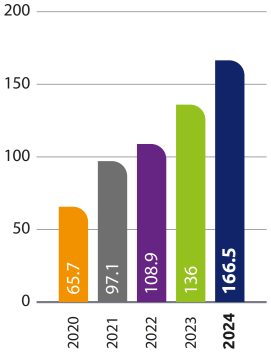
1 *International Monetary Fund. (2024). Regional Economic Outlook: Sub-Saharan Africa. October 2024.*

Group Chief Finance Officer's report (continued)

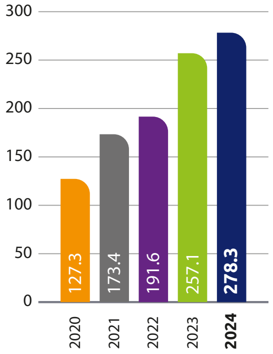
Financial highlights

The capital adequacy and liquidity ratios of the Group and all the Group Banks exceed the prescribed prudential minimum ratios in their respective territories, giving us the capacity to selectively grow our balance sheet.

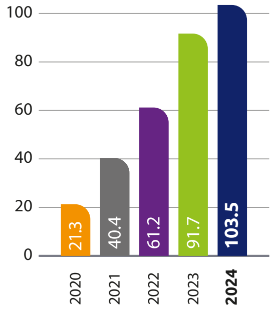
Net interest income
(US$ million)



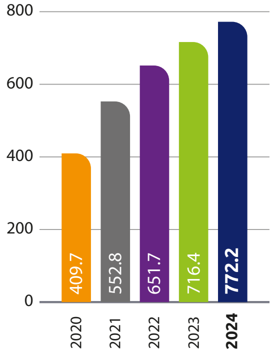
Total operating income
(US$ million)



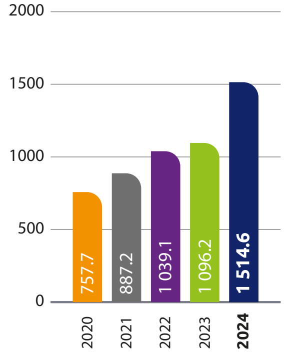
Profit after tax
(US$ million)



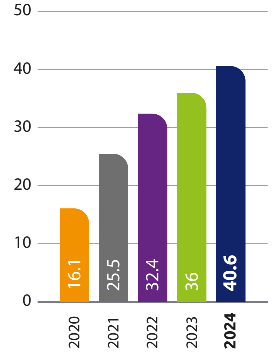
Loans and advances
(US$ million)



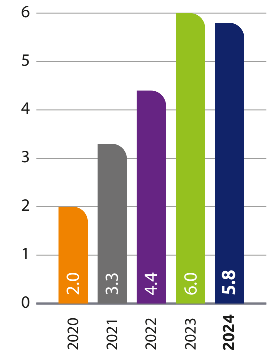
Customer deposits
(US$ million)



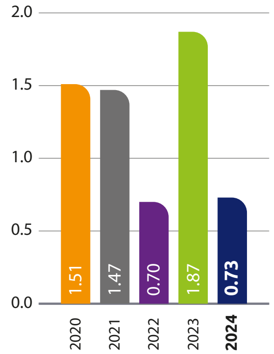
ROE
(%)



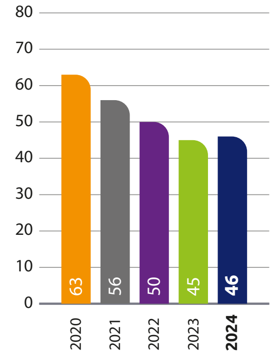
Return on assets (ROA)
(%)



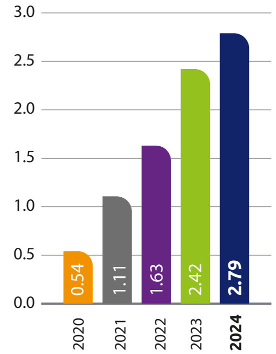
Credit loss ratio
(%)



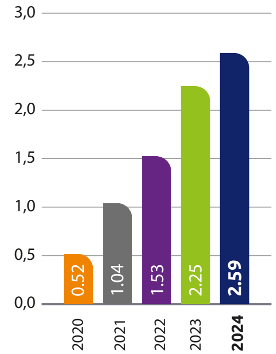
Cost-to-income ratio
(%)



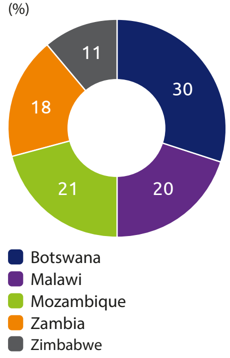
Basic earnings per share
(US$ cents)



Diluted earnings per share
(US$ cents)



Deposits from customers per country
(%)



2023 was restated to recognise a change in effective date applying the USD as FCB Zimbabwe's new functional currency.

Five-year review

US$	2020	2021	2022	2023*	2024
Net interest income	65 748 739	97 128 043	108 926 908	135 997 555	**166 518 447**
Total operating income	127 260 758	173 383 474	191 552 481	257 074 892	**278 301 797**
Profit after tax	21 276 051	40 446 006	61 194 804	91 743 919	**103 516 276**
Loans and advances	409 710 461	552 811 469	651 726 217	716 407 584	**772 177 845**
Customer deposits	757 728 556	887 233 383	1 039 069 966	1 096 024 327	**1 514 618 262**
ROE (%)	16%	27%	32%	45%	**41%**
ROA (%)	2%	3%	4%	6.31%	**5.77%**
Credit loss ratio (%)	2%	1%	1%	1.87%	**0.73%**
Cost-to-income ratio (%)	63%	56%	50%	45%	**46%**
Basic earnings per share	0.54	1.11	1.63	2.42	**2.79**
Diluted earnings per share	0.52	1.04	1.53	2.25	**2.59**

* *The comparative information for the year ended 31 December 2023 has been restated to reflect the revised adoption date of the USD as the functional currency for the Group's Zimbabwean subsidiaries. The change, initially applied from 1 January 2023, has been amended to take effect from 31 December 2023.*

Deposits from customers (per country)*	2024
Botswana	**449 634 643**
Malawi	**301 494 030**
Mozambique	**315 101 388**
Zambia	**274 613 950**
Zimbabwe	**178 382 810**

** Deposit balances exclude intercompany eliminations.*

Profit after tax contribution (per country)	2024
Botswana	**24 085 076**
Malawi	**27 420 405**
Mozambique	**26 122 587**
Zambia	**7 291 467**
Zimbabwe	**23 264 144**

Regional performance reviews

Botswana

Reinette van der Merwe
Chief Executive Officer

2024 country highlights

Branches 5 2023: 5	**POS devices** 419	**Consumer service centres** 6 2023: 6
Employees 249 2023: 229	**ATMs** 5 2023: 5	**Customers** 37 569 2023: 28 312

Operating environment

Botswana's economic performance in 2024 was shaped by a complex global and domestic environment. GDP growth moderated to an estimated 1%, largely due to contractions in the diamond sector and subdued activity in non-mining industries. Global geopolitical tensions – particularly the conflicts in Eastern Europe and the Middle East – continued disruption in supply chains and contributed to macroeconomic fragmentation, with knock-on effects across the region.

Domestically, fiscal and policy uncertainty, a shifting political landscape, and softer diamond revenues added further pressure. Liquidity conditions were uneven during the year: the first half saw a temporary surplus driven by pension fund inflows following Pension Fund Investment Rule (PFR2) implementation, while the second half was marked by tighter conditions as government borrowing absorbed market liquidity. The foreign exchange environment also remained volatile, shaped by both global factors and local developments.

Inflation averaged 2.9% in 2024, supported by lower transport costs, but is expected to rise slightly to 3.3% in 2025 due to base effects and a gradual adjustment in activity. Monetary policy remained supportive, with the rate held at 1.9% and the Primary Reserve Requirement reduced to zero to enhance stability. While economic conditions remain fluid, the financial sector continues to demonstrate resilience, underpinned by sound risk management and operational efficiency.

Operational highlights

Our strategic focus, "Growth is Our Business," delivered strong results in 2024. The Bank achieved solid financial performance, with profit after tax reaching P329 million (2023: P225 million). Net operating income increased to P693 million from P536 million supported by strong customer activity and banking operations. Disciplined cost management led to an improved cost-to-income ratio of 39%, while prudent credit oversight ensured impairment expenses remained well-contained. The Bank's financial position remains resilient, with loans and advances expanding by 12%, reflecting proactive lending strategies and strengthened customer confidence. Deposits also grew by 17% underscoring the effectiveness of our customer-focused mobilisation efforts. These results highlight our commitment to balancing growth with operational efficiency and delivering long-term value to stakeholders.

Liquidity and capital adequacy

- **Liquid asset ratio (LAR):** Closed at **26.91%**, well above the regulatory threshold of **10%**.
- **Capital Adequacy ratio (CAR):** Closed at **19.77%**, well above the regulatory benchmark of **12.5%**.
- **Tier 1 capital ratio:** Closed at **16.42%**, against the regulatory minimum of **7.5%.**

Outlook

The economic outlook for Botswana remains measured, with modest improvement expected in 2025. Structural challenges and global uncertainties persist. While recovery in diamond demand and ongoing policy efforts may support gradual economic stabilisation, the prospects for this seem muted at the time of writing.

In this context, the Bank remains committed to navigating change with resilience and strategic focus. Our priorities for 2025 include:

- Enhancing digital banking capabilities
- Expanding our presence in the retail and SME segments
- Maintaining prudent risk and capital management
- Deepening customer engagement through personalised service

By remaining agile and disciplined, the Bank is well-positioned to respond to shifting conditions while continuing to build long-term value for customers and stakeholders.

Financial performance

Net interest income:
Grew by **31%** largely driven by a **25%** growth in consumer lending loans.

Non-interest income:
Grew by **20%** supported by increased customer activity coupled with rollout of POS product.

Profit after tax:
A **47%** growth from P225 million to **P329 million**.

Total assets:
Grew by **25%** from P6.5 billion to **P8.1 billion**.

Loans and advances:
A **12%** growth from P4.2 billion to **P4.7 billion**.

Cost-to-income ratio:
Closed at **39%** from 40% in 2023.

Key indicators

BWP	2020	2021	2022	2023	2024
Net interest income	202 385 413	252 240 598	343 241 176	444 984 526	**584 519 888**
Non-interest income	63 206 309	59 926 313	84 849 001	90 690 340	**108 779 024**
Operating expenses	140 318 533	147 874 270	192 778 979	216 849 748	**269 425 461**
Profit after tax	69 724 470	102 994 875	169 313 203	224 597 301	**329 314 832**
Loans and advances	2 123 331 409	2 884 406 349	3 658 943 806	4 232 420 496	**4 737 989 828**
Total assets	3 916 925 737	5 175 170 574	5 443 234 572	6 454 052 092	**8 080 563 060**
Customer deposits	3 038 484 162	3 713 004 433	4 486 475 859	5 276 513 605	**6 168 088 020**
Shareholder funds	342 630 144	410 762 785	533 035 285	697 632 586	**941 119 830**

Malawi

Agness Jazza
Chief Executive Officer

2024 country highlights

Branches 5 2023: 6	**Agencies** 23 2023: 23	**POS devices** 1 060 2023: 682
Employees 688 2023: 683	**ATMs** 48 2023: 48	**Customers** 272 759 2023: 266 710

Operating environment

Global economic conditions slightly improved in 2024, with slower interest rate hikes, a 20% rise in stock markets, and narrowing borrowing spreads. The IMF projects global growth at 3.2% in 2024 and 3.3% in 2025, showing resilience despite inflation in services, trade tensions, and policy uncertainty. A stronger US Dollar could disrupt capital flows, and high rates may strain financial stability, especially in economies with weak fiscal adjustments.

Sub-Saharan Africa's economic growth is expected to rise to 3.7% in 2024 and 4.1% in 2025, up from 3.4% in 2023. The region faces financing challenges, such as high debt and limited revenue, leading to cuts in essential spending and increased sovereign risk. Low-income countries' external financing needs may exceed US$ 70 billion annually over the next four years. The region remains vulnerable to global shocks, political instability, and worsening climate risks, including droughts and El Niño conditions, with Malawi potentially experiencing additional strain from climate disruption.

Malawi's economy is recovering from COVID-19, with estimated growth of 1.8% in 2024, up from 0.9% in 2022, mainly due to improved performance in wholesale and retail trade. However, the growth forecast was revised down from 3.2% in November 2024, driven by weaker performance in key sectors, including agriculture, impacted by El Niño. Tight monetary policy, foreign exchange shortages, and rising inflation are expected to affect manufacturing, information and communication, and trade sectors. Inflation averaged 32.2% for 2024, driven by food inflation, while foreign reserves fell to 0.72 months of import coverage. Public debt remains high, and interest rates are rising, increasing financial stability risks, though the banking system remains profitable and liquid.

Operational highlights

First Capital Bank Malawi delivered a resilient performance in 2024, achieving strong financial results despite operating in a challenging economic environment characterised by high inflation, rising interest rates, foreign exchange shortages, and the disruptive effects of El Niño on agricultural production.

In terms of the performance, the bank achieved a cost-to-income ratio of 42%, reflecting efficient operational management. Liquidity coverage remained strong at an average of 45.1%, well above the 25% regulatory minimum, while the bank's Tier 1 capital ratio stood at 16.9%, comfortably exceeding the 10% requirement.

Profit after tax (PAT) increased by 63% year on year, rising from MWK29 billion in 2023 to MWK47 billion in 2024. This growth was driven by the increase in both interest and non-interest income supported by strategic investments in high yielding assets and from the strong performance in trading activities. Interest expenses were very well-controlled due to reduced reliance on high-cost deposits, compensated by a healthy growth in current and savings accounts both in the corporate and retail segments, contributing to a lucrative net interest income. Operating expenses rose to MWK54 billion, up 49% from the prior year due to the impact of inflation and currency devaluations.

On the balance sheet, total assets expanded by MWK205 billion, growing from MWK483 billion to MWK688 billion, largely on the back of money market investments across a range of liquidity buckets. While loans and advances declined by 11% to MWK165 billion, customer deposits surged by 46% to MWK518 billion, supported by a 5% growth in the customer base. These metrics underscore the bank's financial stability and prudent risk management, positioning it well for future growth despite ongoing economic challenges.

Liquidity and capital adequacy

- **Liquidity ratio:** averaged **45.1%**, well above the 25% regulatory minimum.
- **Tier 1 capital ratio:** averaged **16.9%**, well above the regulatory minimum of 10%.
- Capital ratios exceeded regulatory limits, and we anticipate maintaining capital adequacy ratios above regulatory thresholds following Malawi's adoption of Basel III on 1 January 2025.
- In 2024, FCB Malawi maintained a strong liquidity position, with liquidity ratios exceeding the 25% regulatory minimum. Both foreign and local currency credit to deposit ratios remained within regulatory limits.
- In 2024, FCB Malawi maintained a strong credit position, with credit risk remaining within targeted levels despite challenging conditions. Large exposures as a measure of core capital remained well below the 400% regulatory maximum.

Outlook

Looking forward, FCB Malawi has devised six strategic goals in line with the Group's mission, vision and guiding values. They are to:

- Establish FCB Malawi as the leading bank for farmers.
- Become the preferred banking partner for affluent customers.
- Expand market share in consumer lending.
- Unlock new revenue streams through the introduction of new products.
- Lead the market in digital corporate banking.
- Position FCB Malawi as the premier banking partner for large corporations.

Financial performance

Net interest income:
MWK75 billion

Non-interest income:
MWK57 billion

Profit after tax:
MWK47 billion

Total assets:
MWK688 billion

Loans and advances:
MWK165 billion

Cost-to-income:
42%

Customer deposits:
46% growth from MWK354 billion to **MWK518 billion**

Customer base:
5% growth

Key indicators

MWK'000	2020	2021	2022	2023	2024
Net interest income	20 671 967	25 108 701	31 296 934	45 785 474	**75 907 226**
Non-interest income	12 750 852	18 416 407	20 029 047	36 896 960	**57 640 727**
Operating expenses	21 135 134	23 139 677	26 541 887	39 808 198	**56 210 718**
Profit after tax	8 025 229	14 766 105	18 270 484	28 984 084	**47 119 525**
Loans and advances	79 077 559	101 043 385	127 331 876	184 826 160	**165 084 686**
Total assets	295 427 868	357 543 880	314 962 869	483 647 888	**688 209 203**
Customer deposits	157 402 033	172 901 302	229 814 668	354 465 388	**518 267 166**
Shareholder funds	37 553 891	47 719 996	61 363 407	77 553 011	**107 974 252**

Mozambique

João Rodrigues
Chief Executive Officer

2024 country highlights

Branches 5 (2023: 5)	**POS devices** 380 (2023: 336)	
Employees 180 (2023: 172)	**ATMs** 5 (2023: 7)	**Customers** 15 650 (2023: 14 650)

Operating environment

In 2024, Mozambique held presidential elections during the year under review, which culminated in a post-electoral crisis in quarter four of 2024, marked by widespread social unrest. This unrest resulted in the destruction of infrastructure, particularly within the industrial sector, and road blockages that disrupted the regular flow of goods and people. These events further strained an economy already under significant pressure from rising public debt levels.

Key developments:

- GDP contracted by 4.9% year-on-year, with annual growth reaching 1.9%, significantly below the government's projection of 5.5%.
- Inflation remained at historically low levels, closing at 4.15% in December 2024, reflecting a 115 basis points decrease year-on-year.
- The government's budgetary and liquidity operations faced disruptions, including delays in government bond repayments. This prompted Standard & Poor's to downgrade Mozambique's domestic debt rating to CCC-, with a further downgrade to Selective Default in March 2025.
- On another note, the reference interest rate (MIMO) had a cumulative cut of 450 basis points since December 2023, standing at 12.75% by December 2024. Similarly, prime lending rates and Treasury bill yields also declined by roughly the same margin.
- Cash Reserve Requirements (CRR) remained unchanged, at 39.0% for local currency (LCY) and 39.5% for foreign currency (FCY). These subsequently reduced to 295 and 29.5% respectively from January 2025.

Operational highlights

- **New head office project:** Construction contract signed for a new head office located on a prestigious and centrally positioned location in the heart of Maputo City.
- **Headquarters expansion:** Additional space secured at the current headquarters, now housing enhanced facilities for HR (including a dedicated training room) and the Marketing department.
- **Treasury application:** Deployment of a new treasury management system to enhance operational efficiency and control.
- **Commercial paper growth:** Significant expansion of our commercial paper portfolio, with new issuances in 2024 totaling up to MZN 3 billion – approximately 40% of the total listed volume of this debt instrument on the stock exchange.
- **Trade line partnerships:** Strengthened our trade finance network with new partners (IFC, TDB, and Proparco) and expanded exposure with existing ones (CAB, Afreximbank), including additional scope to incorporate funding lines support.

Liquidity and capital adequacy

- **Capital Adequacy Ratio (CAR)** stood at **19.1%** as of December 2024, representing a 20 basis point increase compared to 2023.
- **Regulatory capital** reached **MZN 2.03 billion**, well above the minimum requirement of MZN 1.7 billion.
- **Liquidity Ratio** was **46.5%** as of December 2024, indicating a strong liquidity position.

Outlook

Our strategic and operational priorities for 2025 include:

- Initiate construction of the new Head Office and launch the staff pension fund, marking two major institutional milestones.
- Implement cross-border payment solutions and enhanced e-Banking functionalities, aimed at increasing the active user base and driving transactional volume growth.
- Roll out a new credit workflow application by Moody's, along with a new Microsoft ERP system to support reporting, supply chain management, and other core functions.
- Continue to leverage FX market share to expand our active customer base, while onboarding new exporters.

Financial performance

Total assets grew by **63%** year-on-year, reaching **MZN 29.6 billion** (equivalent to over USD 463 million).

Customer resources, including deposits and commercial paper, rose to **MZN 23.2 billion**, a **92%** increase. Market share in customer resources climbed to **3.23%** as of December 2024, up from 1.91% in December 2023.

Profit After Tax (PAT) reached **MZN 1.67 billion,** reflecting a **36%** increase, primarily driven by a **38%** rise in net interest income – despite high CRR requirements and declining interest rates and a **22%** increase in fees and commissions, largely supported by the growth of the trade finance portfolio.

ROE improved to **45.2%**, compared to 43.2% in 2023, while the cost-to-income ratio decreased to **29.8%** from 32.4% the previous year.

The Non-Performing Loan (NPL) ratio remained low at **2.58%**, despite ongoing macroeconomic challenges, and continues to stand well below the market average. The impairment-to-loan portfolio ratio increased to **4.25%**, up from 3.35% in 2023.

Key indicators

MZN'000	2020	2021	2022	2023	2024
Net interest income	310 907	465 416	821 963	1 526 357	**2 110 293**
Non-interest income	296 704	303 085	926 703	1 375 356	**1 504 639**
Operating expenses	460 896	547 591	714 102	929 072	**1 072 363**
Profit after tax	127 558	94 369	705 568	1 225 661	**1 669 373**
Loans and advances	2 233 267	3 983 675	5 405 706	6 538 255	**5 938 380**
Total assets	7 714 692	7 683 623	12 645 371	18 137 278	**29 568 842**
Customer deposits	5 749 931	5 420 397	9 629 210	10 927 943	**20 138 130**
Commercial paper	–	–	–	1 117 813	**3 018 424**
Shareholder funds	1 592 883	1 687 253	2 392 821	3 226 991	**4 160 968**
Off-balance sheet					
Guarantees	2 017 906	1 582 022	5 991 892	7 536 462	**7 436 438**
Letters of credit	1 714 175	1 946 801	1 297 207	1 110 303	**2 327 370**

Zambia

André Potgieter
Chief Executive Officer

2024 country highlights

Branches 7 (2023: 7)	**Agencies** 1 (2023: 1)

Employees 205 (2023: 189)	**POS devices** 694	**ATMs** 9 (2023: 7)

Operating environment

In 2024, Zambia faced its most severe drought in decades, cutting maize output by 54% and causing widespread load-shedding from reduced hydroelectric supply. Alongside Kwacha depreciation and higher fuel prices, inflation rose to 16.70% in December 2024, up from 13.10% a year earlier.

Despite this, the economy showed resilience. Copper production grew 12% to 820 676 metric tons, driving GDP growth of 4.0%, with Q4 growth at 8.6%. Mining prospects remain strong, supported by major projects including FQM's US$1.25 billion S3 expansion, Barrick Lumwana's US$2 billion super pit, and Kobold Copper Mines' planned 600 000 metric ton increase by 2027.

Key developments:

- GDP growth of 4.0% in 2024, with strong Q4 performance.
- Inflation at 16.70% by year-end, driven by currency weakness, fuel costs, and food shortages.
- Main GDP contributors: ICT (1.8%), Mining & Quarrying (0.7%), Construction (0.6%), Financial Services (0.6%).
- Agricultural recovery expected in 2025 with above-normal rainfall.

Monetary and fiscal stability

The Bank of Zambia raised the policy rate from 11% to 14% and the statutory reserve ratio from 17% to 26% in February 2024. FX reserves rose to US$ 4.31 billion (4.6 months' import cover) from World Bank, IMF, and AfDB inflows. Fiscal discipline improved, with expenditure below budget, revenue above target, and an upgraded IMF outlook.

International support and debt progress

Zambia secured the World Bank's US$3.2 billion Country Partnership Framework (FY25–29) and advanced debt restructuring under the G20 Common Framework, reaching agreements with Eurobond holders and France. MSME and smallholder farmer initiatives delivered positive results. The energy deficit is creating opportunities for renewable projects and Power Pool integration, while COMESA and SADC membership supports regional trade growth.

Operational highlights

- **Head Office Launch:** Opening of green-rated First Capital House by the President of the Republic.
- **Mastercard Acquiring:** POS devices enabled for international debit card acceptance.
- **Wallet Payments:** POS acceptance expanded to mobile wallets from Airtel, MTN, Zamtel, Kazang.
- **FCB Tap:** Android-based contactless payment solution for merchants.
- **Onboarding App:** Instant account opening and debit card issuance via mobile app.
- **ZRA Payments:** USD and partial tax payment features added to ZRA integration.
- **Card Printing:** Seven in-branch machines for instant VISA debit card issuance.
- **Corporate Mobile App:** Enhanced corporate payment and cash management features.
- **Internet Banking Refresh:** Streamlined payment process and improved account view.
- **Premier Banking:** Launch of premium offering with Platinum Card, DragonPass, and preferential rates.

Liquidity and capital adequacy

- The Bank was able to meet liquidity requirements and maintained Core Liquid Asset Ratio at **44%** against the Regulatory requirement of 6%, despite the increase in the Statutory Reserve Ratio. Capital Adequacy Ratio remained above the regulatory requirement of 10% closing at **14.21%** at end of the year.
- The Bank continued with its strategic drive for Current and Savings Account (CASA) clients to mitigate the escalating cost of funds in 2024.

Outlook

- The Bank has a positive outlook over the medium term, supported by the expected growth in copper production as well as other mining activities.
- We continue to improve our people agenda to retain and attract talent.
- We will continue to seek ways to improve our customers' experience and demonstrate value.
- The focus is on supporting the mining sector and its value chain for new business growth across transactional banking, trade finance, FX and assets.
- The Tourism sector is also seen as a growth area for the Bank.
- Fixed income trading remains an area where we see opportunities.
- Increase in Trade, especially local currency income from specialist business networks and increasing wallet share from our existing client base.

Financial performance

PAT of ZWM185.27 million, representing a **4%** increase from 2023 of **ZWM178.89 million**. The low growth in profitability was primarily attributed to the increase in the cost of funds, resulting in high interest cost growth of 103%. Growth on non-interest income of 77% was generated.

Customer deposits increased by **48%** to **ZWM7.67 billion** from **ZWM5.19 billion.**

Total Assets increased by **39%** to **ZWM8.83 billion** from **ZWM6.36 billion.**

Loans and Advances increased by **33%** year-on-year from **ZWM2.63 billion** to **ZWM3.51billion.**

Cost to Income ratio gravitated upwards from **49%** in 2023 to **56%** in 2024.

Key indicators

ZMW	2020	2021	2022	2023	2024
Net interest income	141 882 118	282 033 317	341 101 727	387 493 248	**418 195 348**
Non-interest income	78 235 829	86 056 368	99 016 810	108 400 187	**192 152 208**
Operating expenses	139 866 051	202 452 082	198 160 245	241 959 596	**336 217 104**
Profit after tax	42 451 569	93 516 110	168 988 900	178 889 737	**185 279 177**
Loans and advances	1 109 576 184	1 001 357 882	1 633 528 380	2 634 886 714	**3 505 918 522**
Total assets	2 456 479 614	2 822 305 943	4 010 110 534	6 362 015 901	**8 837 599 469**
Customer deposits	1 812 057 125	2 186 223 591	3 206 086 982	5 192 229 071	**7 668 594 545**
Shareholder funds	206 372 220	287 209 581	401 385 980	494 243 028	**679 522 205**

Zimbabwe

Tapera Mushoriwa
Chief Executive Officer

2024 country highlights

Branches	Customer service/ loan centres	POS devices
25	6	2 525
2023: 26	2023: 13	2023: 3 168

Employees	ATMs	Customers
438	24	453 074
2023: 527	2023: 25	2023: 342 229

Operating environment

The global economy continued to face challenges in 2024, characterised by elevated inflation, high interest rates and geopolitical tensions, which slowed economic growth. Compounded by the persistent drought, Zimbabwe's GDP growth for the year was reported as 2%, a significant drop from the 5.3% recorded in 2023.

Zimbabwe faced continued macroeconomic pressures in early 2024, driven by inflation and currency volatility. In response, the RBZ introduced the Zimbabwe Gold (ZWG) currency in April 2024, aiming to stabilise the monetary system. Market confidence remains in transition, with ZWG's impact hinging on fiscal discipline and market adoption.

Operational highlights

In 2024, we successfully embedded our optimal operating model, marking a pivotal shift in how we drive efficiency, governance and financial discipline. This transformation has strengthened our structural resilience, optimised cost frameworks and enhanced decision-making agility. With operations streamlined, we now focus on accelerating growth, strengthening market leadership and delivering sustained value to customers and stakeholders.

Our strategic priorities remain clear:

- Strengthening our capital base to support sustainable expansion.
- Accelerating digital banking transformation to enhance accessibility and convenience.
- Enhancing SME and corporate banking solutions to support key economic sectors.
- Reinforcing governance frameworks to ensure financial stability and long-term resilience.

From a governance standpoint, we continue to prioritise compliance, risk management and ethical leadership to maintain First Capital Bank's reputation as an institution of trust.

Liquidity and capital adequacy

Core capital grew 19% to USD 61 million, maintaining a strong buffer above the USD 30 million minimum. Capital adequacy stood at 29%, while a liquid assets ratio of 53% ensured the Bank remains well-positioned to support growth.

Financial performance

Total Deposits:
Increased by **45% to USD178 million** in 2024 reaffirming confidence in the brand and solutions.

Loan Portfolio:
Grew **31% to USD113 million** in 2024, supporting key sectors such as manufacturing, mining, tourism and agriculture. The Bank continued to expand the lines of credit which now total **USD50 million**.

Net Operating Income:
Despite an expanded customer base, increased wallet share, higher channel usage, and loan book growth, net operating income remained at **USD74 million**, constrained by fee caps and the impact of devaluation, coupled with a decline in foreign currency trading volumes.

Cost-to-Income Ratio:
Surged to **63%** in 2024, reflecting the cost of business realignment and transformational strategic activities. The ratio is expected to improve post-realignment.

Loan-Loss Coverage Ratio:
Decreased to **0.1%** in 2024 from 8% the prior year, reflecting enhanced loan book quality, embedment of loan monitoring and control activities coupled with continuous improvement in underwriting standards.

Outlook

The operating landscape and the rebounding GDP will continue to present opportunities and risks. The business realignment has configured the Bank to continue to harness the opportunities presented whilst managing the risks. The Bank will focus on investing in the brand, solutions and service for clients, people development and technology – all under the ambit of continuous strengthening of governance and risk frameworks to ensure long-term financial stability and investor returns.

Key indicators

USD'000	2020	2021	2022	2023	2024
Net interest income	6 847	13 428	18 393	22 436	**33 115**
Non-interest income	20 327	24 292	34 987	55 612	**41 230**
Operating expenses	16 169	21 877	30 038	42 451	**46 796**
Operational Profit after tax	3 797	16 776	12 212	29 734	**21 964**
Loans and advances	19 005	35 893	65 973	86 062	**113 114**
Total assets	115 981	151 309	233 943	236 947	**295 809**
Customer deposits	70 877	84 752	136 063	122 980	**178 384**
Shareholder funds	26 376	52 170	67 905	66 633	**77 229**

Mauritius and Shared Service Centre

Shwetank Singhvi
Group Chief Operating Officer and Mauritius Country Manager

2024 country highlights – GSSC

Employees
145
2023: 109

Operating environment

Established in 2018 in Mauritius, the Group Shared Services Center (GSSC), known as First Capital Shared Services Limited (FCSSL) has rapidly emerged as a centre of excellence, supporting core functions such as Technology, Back Office Operations, Treasury, Payments, Risk and Compliance Operations. Originally operating through a decentralised in-country functional model, the Group has progressively consolidated key processes within the GSSC. This strategic centralisation has enabled the development of a more robust, automated, and compliant service delivery framework – driving efficiency, consistency, and value across the organisation.

The FCSSL proudly employs over 145 full-time professionals, the majority of whom are specialists in their respective domains – significantly enhancing the operational and strategic capabilities of the First Capital Banks that it services. This growth in talent has been complemented by the physical expansion of the centre, marked by the inauguration of an additional workspace floor in 2024.

In line with its evolving mandate, FCSSL continues to work in close collaboration with the First Capital Banks in the FMBCH Group to effectively navigate shifting internal and external dynamics. This includes ensuring regulatory compliance, strengthening transparency, reinforcing a strong controls framework, and supporting the development and delivery of innovative banking products and services that meet the changing needs of our customers.

Operational highlights

Since 2024, several initiatives have been undertaken to strengthen operational efficiency, the control environment,s and to enhance service delivery across the Group. In addition to concluding the identified process migrations from across country operations into the GSSC, a Quality Control Desk was established for independent review of the Service Level Agreement (SLA) which ensures consistent and seamless support to First Capital Bank operations across FMBCH's footprints. The successful implementation of the Centralised Operations Backbone platform and bulk processing solutions across our country banks has contributed to improved turnaround times and elevated customer experience. In parallel, various banking applications and infrastructure upgrades were concluded; these were aimed at boosting overall system performance and scalability. The Group's push towards digitisation and promoting efficient, paperless and sustainable processes especially at the customer touch points has guided various projects which are currently in-flight and are expected to be rolled out during 2025/26.

Working in close alignment with the Group Banks, FCSSL functions bring in specialised expertise that supports the elevation of risk culture across the organisation. Their contributions ensure consistent adherence to both international standards and local regulatory requirements, reinforcing the Group's commitment to robust governance and operational excellence.

Financial performance

With its assets denominated in USD, the FCSSL benefited from the appreciation of the US dollar in 2024 and 2023, recording a **2%** increase over 2023 and reaching a total ROE of **4%** for 2024. Operating efficiency remained strong at **97%**, with the cost-to-income ratio maintained in line with the Group's Transfer Pricing Methodology.

The 2024 income to expenses or jaws ratio indicates balanced and steady growth across both income and expense streams. This was driven by effective cost recovery and disciplined expense management, resulting in a **1.38%** reduction in the ratio.

Outlook

In the past year, FCSSL embarked on several initiatives to:

- further enhance the operations processes,
- strengthen and update FMBCH Group's IT infrastructure; and
- ensure the robustness of connectivity and systems.

We have successfully built network resiliency between the country operations, and within countries as well; this has significantly improved response time and our customers' experience of systems and digital channels. Simultaneously, we rolled out enhanced monitoring and management of our IT systems, resulting in improved performance and reduced downtime. We have enhanced the underlying infrastructure of our transactional platforms, core banking systems thereby extending its operational longevity. The continuous improvement of our change management processes has enabled us to adapt swiftly to evolving business needs while minimising disruptions. These efforts underscore our unwavering commitment to delivering exceptional IT services and support to our organisation.

The GSSC remains a vital support pillar for the Group's expanding business, playing a significant role in driving the Group's growth throughout 2024 and further years to come.

Services extended to the five banking operations across Botswana, Malawi, Mozambique, Zambia and Zimbabwe by FCSSL leveraging its expertise to improve customer experience. These efforts have received positive feedback, emphasising FCSSL's contribution to boosting the FMBCH Group's operational efficiency and customer satisfaction.

Condensed consolidated financial statements

Statement of financial position

as at 31 December 2024

The consolidated financial statements were approved for issue by the Company's Board of Directors on 29 April 2025 and were signed on its behalf by:

Busisa Moyo
Director

Terence Davidson
Director

USD	Consolidated 2024	Restated[1] 2023	% change
ASSETS			
Cash and balances with banks[2]	**651 669 255**	439 430 074	48
Money market investments	**470 925 545**	219 450 296	115
Loans and advances to customers	**772 177 845**	716 407 584	8
Repurchase agreements	**5 026 164**	4 980 131	1
Derivative financial assets	**15 929 929**	6 210 281	157
Other financial investments	**32 687 946**	29 980 526	9
Intangible assets	**7 933 505**	6 650 491	19
Right-of-use assets	**7 345 708**	6 308 610	16
Property and equipment	**67 649 575**	58 865 593	15
Other assets	**35 303 539**	33 439 100	6
Total assets	**2 066 649 011**	1 521 722 686	36
LIABILITIES AND EQUITY			
Liabilities			
Balances due to other banks	**84 389 144**	70 274 518	20
Customer deposits	**1 514 618 262**	1 096 024 327	38
Derivative financial liabilities	**13 511 952**	4 845 227	179
Convertible preference shares	**10 786 747**	10 786 747	–
Other liabilities	**148 409 393**	125 221 376	19
Total liabilities	**1 771 715 498**	1 307 152 195	36
Equity			
Share capital	**117 409 081**	117 409 081	–
Reserves	**(113 817 999)**	(121 617 043)	6
Retained earnings	**186 197 073**	138 354 692	35
Total equity attributable to equity holders of the company	**189 788 155**	134 146 730	41
Non-controlling Interest	**105 145 358**	80 423 761	31
Total equity	**294 933 513**	214 570 491	37
Total equity and liabilities	**2 066 649 011**	1 521 722 686	36

1 *The prior period consolidated financial statements have been restated to reflect a revised adoption date for the change in functional currency from Zimbabwe Dollar (ZWL) to United States Dollar (USD) for Afcarme Holdings (Private) Limited and its subsidiaries.*

2 *The line item previously titled 'Cash and balances with central banks' has been renamed to 'Cash and balances with banks' to better reflect the nature of the underlying balances, with no impact on comparative balances.*

Condensed consolidated financial statements (continued)

Statement of profit or loss and other comprehensive income

for the year ended 31 December 2024

	Consolidated		
USD	2024	Restated[1] 2023	% change
Interest and similar income	**229 374 799**	191 558 193	20
Interest expense and similar charges	**(62 856 352)**	(55 560 638)	13
Net interest income	**166 518 447**	135 997 555	22
Total non-interest income	**111 783 350**	121 077 337	(8)
Total operating income	**278 301 797**	257 074 892	8
Staff and training costs	**(63 257 255)**	(57 987 651)	(9)
Premises and equipment costs	**(17 541 013)**	(17 322 881)	(1)
Depreciation and amortisation	**(11 540 281)**	(9 524 231)	(21)
Administration and general expenses	**(34 312 990)**	(31 786 288)	(8)
Impairment loss on financial assets	**(5 443 513)**	(12 791 775)	57
Operating profit	**146 206 745**	127 662 066	15
Net monetary loss	**–**	(67 776)	100
Share of (loss)/profit in joint venture	**(442 063)**	3 736 494	(112)
Profit before income tax expense	**145 764 682**	131 330 784	11
Income tax expense	**(42 248 406)**	(39 586 865)	(7)
Profit for the year	**103 516 276**	91 743 919	13
Total other comprehensive income/(loss) for the year[1]	**4 771 414**	(51 403 681)	109
Total comprehensive income for the year	**108 287 690**	40 340 238	168
Profit or loss attributable to:	**103 516 276**	91 743 919	13
Owners of the parent	**68 644 709**	59 430 742	16
Non-controlling interest	**34 871 567**	32 313 177	8
Total comprehensive income attributable to:	**108 287 690**	40 340 238	168
Owners of the parent	**71 428 898**	19 704 626	262
Non-controlling interest	**36 858 792**	20 635 612	79
Basic earnings per share (US cents)	**2.792**	2.418	15
Diluted earnings per share (US cents)	**2.591**	2.248	15

1 *The prior period consolidated financial statements have been restated to reflect the revised adoption date for the change in functional currency from the Zimbabwe Dollar (ZWL) to the United States Dollar (USD) for Afcarme Holdings (Private) Limited and its subsidiaries. While the change was initially applied from 1 January 2023, it has now been determined to be effective as of 31 December 2023. The comparative period exchange differences arising from the translation of foreign operations, reported as part of total other comprehensive income/(loss) for the year, have also been adjusted to incorporate the effects of hyperinflation.*

Condensed consolidated financial statements (continued)

Statement of changes in equity

for the year ended 31 December 2024

	Consolidated									
USD	Share capital	Restructuring reserve	Property revaluation reserve	Loan loss reserve	Other reserves	Foreign currency translation reserve	Retained earnings	Equity attributable to owners	Non-controlling interests	Total equity
Balance as at 31 December 2023 (as originally presented)	**117 409 081**	**(54 510 623)**	**13 319 772**	**5 084 373**	**6 624 168**	**(82 024 316)**	**131 548 887**	**137 451 342**	**78 403 157**	**215 854 499**
Impact of restatements	**–**	**–**	**1 427 509**	**(970 000)**	**2 320 302**	**(12 888 228)**	**6 805 805**	**(3 304 612)**	**2 020 604**	**(1 284 008)**
Restated total equity as at 31 December 2023/ Balance at 1 January 2024	**117 409 081**	**(54 510 623)**	**14 747 281**	**4 114 373**	**8 944 470**	**(94 912 544)**	**138 354 692**	**134 146 730**	**80 423 761**	**214 570 491**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**68 644 709**	**68 644 709**	**34 871 567**	**103 516 276**
Total other comprehensive income	**–**	**–**	**(1 867 833)**	**–**	**5 774**	**4 646 248**	**–**	**2 784 189**	**1 987 225**	**4 771 414**
Transfers within reserves	**–**	**–**	**–**	**(189 641)**	**5 760 587**	**–**	**(5 570 946)**	**–**	**–**	**–**
Transfer to collective impairment allowance	**–**	**–**	**–**	**–**	**(556 091)**	**–**	**556 091**	**–**	**–**	**–**
Dividends paid to owners of the parent	**–**	**–**	**–**	**–**	**–**	**–**	**(15 787 473)**	**(15 787 473)**	**–**	**(15 787 473)**
Dividends paid to non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(12 137 195)**	**(12 137 195)**
Balance as at 31 December 2024	**117 409 081**	**(54 510 623)**	**12 879 448**	**3 924 732**	**14 154 740**	**(90 266 296)**	**186 197 073**	**189 788 155**	**105 145 358**	**294 933 513**
2023										
Restated[1]										
Balance as at 1 January 2023	117 409 081	(54 510 623)	10 188 610	3 097 300	4 181 042	(50 593 932)	98 145 576	127 917 054	68 965 412	196 882 466
Profit for the year	–	–	–	–	–	–	59 430 742	59 430 742	32 313 177	91 743 919
Total other comprehensive income[1]	–	–	4 558 671	–	33 825	(44 318 612)	–	(39 726 116)	(11 677 565)	(51 403 681)
Transfers within reserves	–	–	–	1 017 073	3 759 576	–	(4 776 649)	–	–	–
Transfer to collective impairment allowance	–	–	–	–	970 027	–	(970 027)	–	–	–
Dividends paid to owners of the parent	–	–	–	–	–	–	(13 474 950)	(13 474 950)	–	(13 474 950)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	(9 177 263)	(9 177 263)
Balance as at 31 December 2023	117 409 081	(54 510 623)	14 747 281	4 114 373	8 944 470	(94 912 544)	138 354 692	134 146 730	80 423 761	214 570 491

1 *The prior period consolidated financial statements have been restated to reflect the revised adoption date of the US dollar (USD) as the functional currency for the Group's Zimbabwean subsidiaries. The functional currency change, initially applied from 1 January 2023, has been amended to take effect from 31 December 2023. Exchange differences arising from the translation of foreign operations, included in other comprehensive income, also reflect the effects of hyperinflation in accordance with IAS 29 Financial Reporting in Hyperinflationary Economies.*

Statement of cash flows

for the year ended 31 December 2024

USD	Consolidated 2024	Restated[1] 2023	% change
Cash flows from operating activities			
Interest and fees received	**323 197 878**	277 940 223	16
Interest paid	**(56 500 422)**	(51 943 834)	9
Cash paid to suppliers and employees	**(107 150 006)**	(111 529 333)	(4)
Changes in mandatory reserves at central bank	**(65 948 027)**	(39 390 955)	67
Increase in net customer balances	**381 717 324**	150 431 944	154
Cash generated from operations	**475 316 747**	225 508 045	111
Dividends received	**–**	183 597	(100)
Income taxes paid	**(49 634 624)**	(28 687 950)	73
Cash generated from operating activities	**425 682 123**	197 003 692	116
Cash flows from investing activities			
Purchases of money market investments	**(252 855 228)**	(102 143 766)	148
Purchases of repurchase agreements	**(193 292)**	(2 868 551)	(93)
Acquisition of property and equipment and intangible assets	**(19 172 653)**	(15 286 323)	25
Other investing activities	**4 982 983**	(2 886 626)	(273)
Net cash used in investing activities	**(267 238 190)**	(123 185 266)	117
Cash flows from financing activities			
Dividends paid to non-controlling interests	**(12 137 195)**	(9 177 263)	32
Dividends paid to owners	**(15 787 473)**	(13 474 950)	17
Net proceeds from short and long term borrowings	**40 222 440**	48 125 861	(16)
Other financing activities	**(6 758 549)**	(2 975 352)	127
Net cash generated from financing activities	**5 539 223**	22 498 296	(75)
Net increase in cash and cash equivalents	**163 983 156**	96 316 722	70
Cash and cash equivalents at beginning of year	**392 721 951**	376 787 540	4
Effect of changes in exchange rate[1]	**(17 416 059)**	(80 382 311)	(78)
Cash and cash equivalents at 31 December[2]	**539 289 048**	392 721 951	37

1 *The prior period consolidated financial statements have been restated to reflect the revised adoption date of the USD as the functional currency for the Group's Zimbabwean subsidiaries. The functional currency change, initially applied from 1 January 2023, has been amended to take effect from 31 December 2023. The effects of changes in exchange rate also reflect the effects of hyperinflation in accordance with IAS 29 Financial Reporting in Hyperinflationary Economies.*

2 *As at 31 December 2024, consolidated cash and cash equivalents exclude expected credit losses of USD 147 047 (2023: USD 30 568), cash collateral balances of USD 875 000 (2023: USD 229 668), and restricted cash of USD 112 380 207 (2023: USD 46 708 123). The restricted cash is held by First Capital Bank S.A. (Mozambique) with the Bank of Mozambique to meet mandatory reserve requirements.*

Governance

Interactive content

Corporate governance

The Group is committed to the highest standards of ethics and corporate governance, which is essential to maintain the long-term sustainability of the business and create value for all stakeholders.

FMBCH has a Constitution that conforms to the provisions of the Mauritius Companies Act, 2021 and embraces and abides by the main principles of modern corporate governance, in particular, the principles set out in the National Code of Corporate Governance for Mauritius (Mauritius Code) and the Code of Best Practice for Corporate Governance in Malawi (Malawi Code II).

A copy of the Constitution can be obtained by written request from the Company Secretary or the Transfer Secretary, whose details are on **page 105**.

The Board has governance processes in place, within a framework of effective controls, to support its high standards of governance and the delivery of its strategic orientations to meet the reasonable expectations of stakeholders.

The Board ensures that the Group's subsidiary operations apply the best principles of modern corporate governance relevant to each country of operation.

PRINCIPLE

1 Governance structure

All organisations should be headed by an effective Board. Responsibilities and accountabilities within the organisation should be clearly identified.

Principles and application of the Mauritius Code

The FMBCH Board of Directors is its governing body. The directors are jointly and severally accountable for decision-making and must behave ethically. The Chairman monitors this as part of his duties.

The Board is ultimately responsible for the business of the company, while Executive Management is responsible for the proper management of the Company. To achieve this, the Board establishes the objectives of the Company and approves strategy.

The Board has a fiduciary duty to act in good faith, with due care and diligence and in the best interests of the Group and its stakeholders. It is the primary body responsible for the corporate governance value of the Group. This is in line with the adopted Board Charter and code of ethics.

No transgressions of the code of ethics occurred during the financial year.

No issues of non-compliance, fines or prosecutions have been levied against FMBCH during the financial year.

PRINCIPLE

2 The structure of the Board and its committees

The Board should comprise independent-minded directors. It should include an appropriate combination of Executive Directors, Independent Directors and Non-independent Non-executive Directors to prevent one individual or a small group of individuals from dominating the Board's decision-making.

The Board should be of a size and level of diversity commensurate with the sophistication and scale of the organisation.

Appropriate Board committees may be formed to assist the Board in the effective performance of its duties.

Principles and application of the Mauritius Code

FMBCH has a unitary Board comprising an Independent Non-executive Chairman, one Non-executive Director, one Executive Director and seven Independent Non-executive Directors.

The Board is responsible for directing the affairs of the business in the best interests of the Company's shareholders, in conformity with legal and regulatory frameworks, and in compliance with its Constitution and best governance practices.

The Board meets at least four times a year. There are adequate, efficient communication and monitoring systems in place to ensure that the directors receive all relevant and accurate information to guide them in making necessary strategic decisions and providing effective leadership, control and strategic direction over the Group's operations, as well as ensuring that the Group fully complies with relevant legal, ethical and regulatory requirements.

The Board, with the assistance of the Appointment and Remuneration Committee, considers its composition in terms of balance of skills, experience, diversity, independence and knowledge on an annual basis and whether this enables it to effectively discharge its role and responsibilities.

The Board has established four sub-committees to assist the directors in fulfilling their duties and responsibilities. Each committee has a formal charter and reports to the Board at regular intervals. The charters, which set out the objectives, authority, composition and responsibilities of each committee, have been approved by the Board and are reviewed at least annually. All the committees are free to take independent outside professional advice, as and when required, at the expense of the Company.

More information on the members of each committee is on **page 74**.

More information on the Directors biography on **page 12**.

PRINCIPLE

3 Directors' appointment procedures

There should be a formal, rigorous and transparent process for the appointment, election, induction and re-election of directors.

The search for Board candidates should be conducted, and appointments made on merit, against objective criteria (to include skills, knowledge, experience, and independence, and with due regard for the benefits of diversity on the Board, including gender).

The Board should ensure that a formal, rigorous and that a formal, rigorous and transparent procedure be in place for planning the succession of all key officeholders.

Principles and application of the Mauritius Code

The Board is satisfied that there is a balance of skills, experience, diversity, independence and knowledge needed to discharge its role and responsibilities. The Board has taken steps to strengthen its succession plan, including an immediate and interim succession plan in the event of an unforeseen event.

The Board comprises an Independent Non-executive Chairman, one Non-executive Director, one Executive Director and seven Independent Non-executive Directors. New directors participate in an induction and orientation process when appointed.

FMBCH believes that all Board members are suitably qualified and that the composition of the Board is in the best interests of all stakeholders, without prejudice to them. The directors are individuals of a high calibre with diverse backgrounds and expertise, facilitating independent judgement and broad deliberations in the decision-making process. Each individual director's professional development and ongoing education is available as and when required.

For details of directors, including full names, dates of appointment, and other listed directorships, as well as a brief career and sphere of influence synopsis for each, refer to **page 12**.

PRINCIPLE

4 Directors' duties, remuneration and performance

Directors should be aware of their legal duties. Directors should observe and foster high ethical standards and a strong ethical culture in their organisation. Each director must be able to allocate sufficient time to discharge his or her duties effectively.

Conflicts of interest should be disclosed and managed. The Board is responsible for the governance of the organisation's information, information technology and information security. The Board, committees and individual directors should be supplied with information in a timely manner and an appropriate form and quality in order to perform to required standards.

The Board, committees and individual directors should have their performance evaluated and be held accountable to appropriate stakeholders. The Board should be transparent, fair and consistent in determining the remuneration policy for directors and senior executives.

Principles and application of the Mauritius Code

After evaluating their internal performance in terms of their respective charters, the directors are of the opinion that the Board and its sub-committees have discharged all their responsibilities satisfactorily and in line with high standards of corporate governance.

FMBCH remunerates fairly, responsibly, and transparently to promote value creation in a sustainable manner. The individual directors' remuneration is disclosed. The Group believes that this disclosure is sufficient and appropriately demonstrates alignment between remuneration and shareholders' returns. Assessments of the performance of the Group Chief Executive Officer and Company Secretary are conducted annually, and no issues or concerns have been identified.

A service agreement with JTC Fiduciary Services (Mauritius) Limited (JTC) is in place to provide company secretarial services. JTC provides assistance and information on corporate governance and administration issues. The Company Secretary is responsible for ensuring that Board procedures are followed and applicable laws and regulations are complied with. It also has primary responsibility for guiding the Board regarding the duties and responsibilities of the directors. The Board undertakes an evaluation of the Company Secretary on an annual basis and has concluded that JTC is sufficiently independent and has the requisite qualifications, experience and competence to fulfil the role of Company Secretary.

The Risk and Technology Committees both assist the Board with the governance of IT. The Board is aware of the importance of technology and information as they are interrelated to the strategy, performance, and sustainability of FMBCH.

A framework of financial reporting, and internal and operating controls has been established by the Board to ensure reasonable assurance as to the accurate and timeous reporting of business information, safeguarding of Company assets, compliance with laws and regulations, financial information and general operations. The Audit Committee monitors the design and implementation of this framework.

The Board reviewed and was satisfied with the effectiveness of the internal financial and operating controls, the process of risk management and the monitoring of legal governance compliance within the Company. There were no material or repeated regulatory penalties, sanctions or fines for contraventions of, or non-compliance with, statutory obligations.

PRINCIPLE

5 Risk governance and internal control

The Board should be responsible for risk governance and should ensure that the organisation develops and executes a comprehensive and robust system of risk management. The Board should ensure the maintenance of a sound internal control system.

Principles and application of the Mauritius Code

The Risk Committee assists the Board with the governance of risk. The Board is aware of the importance of risk management and understands how it is linked to the strategy, performance and sustainability of FMBCH. The Risk Committee implements a process whereby risks to the sustainability of the Company's business are identified and managed within acceptable parameters. The Risk Committee delegates the responsibility to management to continuously identify, assess, mitigate and manage risks within the existing and ever-changing risk profile of FMBCH's operating environment. Mitigating controls are formulated to address the risks, and the Board is kept up to date on the progress of the risk management plan.

The Company has established whistle-blowing rules and procedures. No reports were received during the year.

For an overview of the risks to value creation for the Group, refer to **page** 28.

PRINCIPLE

6 Reporting with integrity

The Board should present a fair, balanced and understandable assessment of the organisation's financial, environmental, social and governance position, performance and outlook in its integrated report and on its website.

Principles and application of the Mauritius Code

The Board provides ethical and effective leadership and sets the example for this in the way it conducts itself and oversees the business and affairs of the Group. It also promotes a culture in which all employees embrace the principles of integrity, accountability, and transparency. The Board monitors and adapts practices to reflect global developments in corporate governance principles to ensure smooth business operations and drive optimal stakeholder engagements.

The Board is responsible for formulating its communication policy and ensuring that spokespeople of the Company adhere to it. This responsibility includes clear, transparent, balanced and truthful communication to shareholders and relevant stakeholders.

In its interim and annual integrated reports to stakeholders, the Group details both its historical performance and an assessment of the organisation's financial, environmental, social, and governance position, as well as its performance and outlook. This and further information in those and other communications enable stakeholders to make informed assessments of FMBCH's prospects.

For an illustration of the Group's ability to create value in a sustainable manner through its business model, refer to **page 18**.

PRINCIPLE

7 Audit

Organisations should consider having an effective and independent internal audit function that has the respect, confidence and cooperation of both the Board and management. The Board should establish formal and transparent arrangements to appoint and maintain an appropriate relationship with the organisation's auditor. The Board should ensure that a formal, rigorous and that a formal, rigorous and transparent procedure be in place for planning the succession of all key officeholders.

Principles and application of the Mauritius Code

The Board is satisfied that assurance results in an adequate and effective control environment and that the integrity of reports is maintained for better decision-making.

The external auditor reports annually to the Audit Committee to confirm that it is and has remained independent from the Company during the financial year.

The Audit Committee assesses the performance of the auditor and has satisfied itself with the suitability of the external auditor for reappointment for the ensuing year.

PRINCIPLE

8 Relations with shareholders and other key stakeholders

The Board should be responsible for ensuring that an appropriate dialogue takes place among the organisation, its shareholders and other key stakeholders. The Board should respect the interests of its shareholders and other key stakeholders within the context of its fundamental purpose.

Principles and application of the Mauritius Code

FMBCH has identified its stakeholder groups and actively balances their legitimate and reasonable needs, interests and expectations. FMBCH is committed to ensuring timeous, effective and transparent communication with shareholders and other stakeholders. The effectiveness of stakeholder management is assessed by the executive directors and Board on a continuous basis. Outcomes are addressed by the Executive Management and the Board. The areas of focus in the 2024 financial year will be the same as the 2023 financial year.

The approved minutes of Board meetings and Annual General Meetings are available to shareholders upon request.

For more information on how we engage with stakeholders, refer to **page 24**.

Governance framework

The Group is led by a unitary board, which has the ultimate responsibility for the stewardship and oversight of the organisation.

The Group operates in a clearly defined governance framework that provides for the delegation of authority and clear lines of responsibility without abdicating the Board's responsibility. The FMBCH Board provides oversight on the holding company and impact of the Group operations. The Board has established and operated under good governance practices as per good governance principles. The Board provides oversight with clear guidance on ensuring the Group is operated in a sound and responsible manner, ensuring sufficient accountability and consideration to the varying stakeholder needs. The FMBCH Board is continuously monitoring and aligning the strategy to market developments and the overall vision of the Group. This is being attained through the maintenance of an agile business model aimed towards an enhanced stakeholder experience, with particular focus on the customer. This has resulted in the Group's quick response to market dynamics despite prevailing challenges in all markets to remain a relevant financial service provider. The Board is focused on proper management of all risks for a robust operating framework while ensuring a clear focus on an enhanced customer experience and satisfaction.

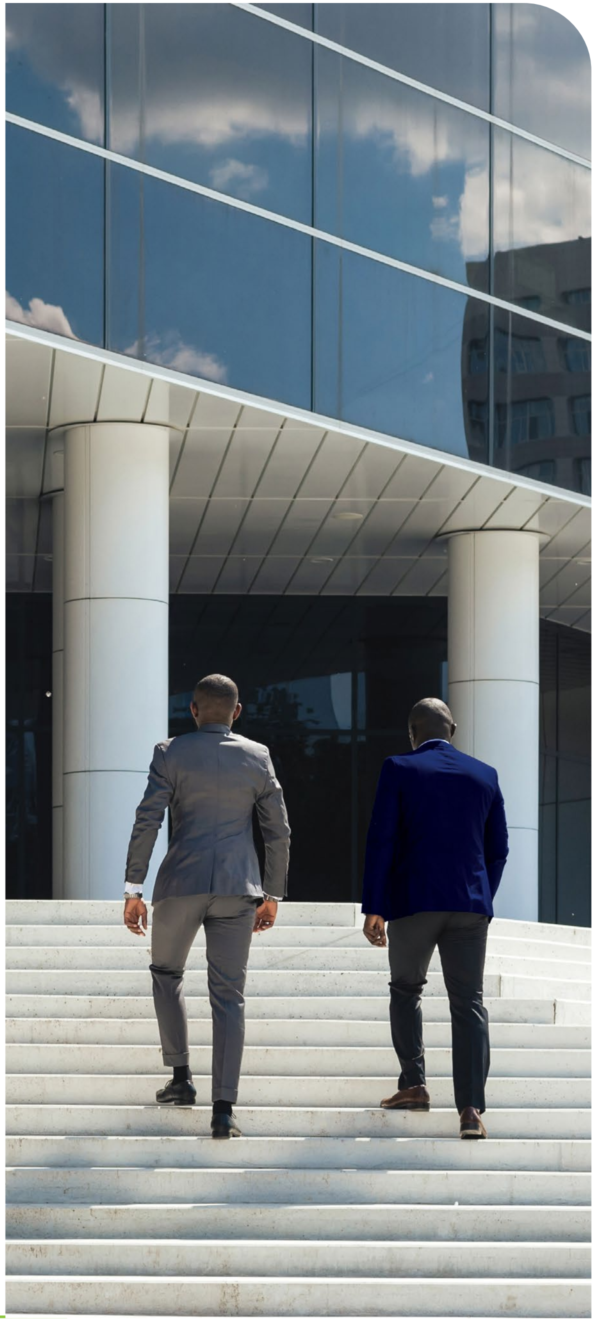
The Board ensures that, as a regulated bank holding and banking group, FMBCH and the Group are operated in compliance with regulatory guidance in all jurisdictions. This translates into the noted continued focus and enhancements on the Compliance Framework specifically in areas of regulatory compliance and engagements, financial crime risk management, conduct and reputational risk. The development and embedment of values across the business provides clarity to the conduct of the Group, as an entity and through its employees, in matters of ethics, anti-bribery and corruption and conflict of interest. The Board remains focused to maintaining a proactive compliance program.

Through an enhanced ERMF, the Group continues enhancements in the control environment for a safe and sound banking group in all markets it operates in. There is particular focus in data privacy which has recently emerged as a regulated area in all markets under operation. The Group is focused on ensuring safety of personal data in its custody, without impairing the simplicity of banking in its model. Through enhanced cybersecurity controls and monitoring mechanisms, the FMBCH Board, through its Risk and IT committees is providing oversight to ensure development of appropriate framework for a sustainable business. This remains an area of significant focus for the soundness of the financial markets in which the Group participates in.

The Audit sub-committee has the responsibility of ensuring the adequacy of the control environment across the banking group. Closely collaborating with the Risk Committee, it has maintained focus on improving the control environment through effective risk management. The increased levels of risk have necessitated a heightened focus on control environment enhancements, to also incorporate the evolving and integrated focus of delivering banking services. Through the various digital initiatives towards service delivery as supported by the Technology Committee, there continues to be a more focused and integrated approach towards control systems enhancements and monitoring across the business.

The Group Appointments and Remunerations Committee provides oversight over people management.

All the sub-committees have specific charters providing them with appropriate mandate for oversight and challenge, to ensure effective management of the business. The Board and its sub-committees have assimilated the prevalent interdependencies in their operations. This enables all sub-committees to seamlessly coordinate their activities and review mandates for effective detailed and integrated oversight across the business.



Governance framework (continued)

Governance structure

The Group is led by a unitary board, which has the ultimate responsibility for the stewardship and oversight of the organisation.

The Group operates in a clearly defined governance framework which provides for the delegation of authority and clear lines of responsibility, without abdicating the Board's responsibility.

FMBCH Board of Directors

The **FMBCH Board** oversees the Group's performance, safeguarding assets and setting strategic direction. They manage risks, monitor policies, and approve expenditure.

The Chairman provides leadership, while JTC Fiduciary Services assists with governance and compliance. The Company Secretary ensures adherence to procedures and guides board members.

- Appointment and Remuneration Committee
- Risk and Compliance Committee
- Audit Committee
- Technology Committee

Group Managing Director
Jaco Viljoen

The **Group Managing Director** is responsible for the management and supervision of the Group's operations and its day-to-day administration.

He provides leadership and direction to senior management and oversees the implementation of all plans and strategies of the business, in line with the policies, guidelines and instructions set by the Board.

FMBCH key roles

Group Chief Operating Officer	Mr Shwetank Singhvi
Group Head of IT	Mr Suruj Nawosah
Group Head of Retail and Products	Mr Bhavya Shah
Group Head of Trans-formation	Mr Edward Molenaars
Group Chief Finance Officer	Mrs Mythri Sambasivan George
Group Head of Human Resources	Ms Joanne Liddle
Group Head of Compliance	Mr William Masamba
Group Head of Internal Audit	Mr Edgar Kalanga
Group Head of Risk	Mr Steven Opio
Group Head of Corporate and Institutional Banking	Mr Alakh Kohli
Group Head of Trade and Financial Institutions	Mr Thomas Kadantot
Country CEOs	Botswana, Malawi, Mozambique, Zambia, Zimbabwe

BASED IN Mauritius | Malawi | Other countries

Responsibilities of the Board

The Board is the Group's ultimate decision-making body and is collectively responsible and accountable for the affairs and overall performance of the Group. It ensures that proper systems and controls are in place to protect the Group's assets and uphold its good reputation. The Board also determines the Group's strategic direction, identifies key risk areas, monitors and evaluates the implementation of policies and plans, and approves the Group's capital expenditure.

The Board ensures that business activities comply with all legal and regulatory requirements, as well as with the Group's Constitution. The detailed responsibilities of the Board are set out in its Charter.

The Chairman provides overall leadership to the Board and ensures its smooth functioning while encouraging the active participation of all members. He ensures that the Board is effective in setting and monitoring the Group's policies, objectives and strategies.

Key:

- ✓ Attended
- **N/A** Not applicable
- **X** Apology
- **R** Retired

*** Invitees may nominate an alternate if unable to attend*

Board and committee attendance

The Board meets four times a year. There are also adequate and efficient communication and monitoring systems in place to ensure that directors receive all relevant and accurate information to guide them in making necessary strategic decisions, provide effective leadership, control the strategic direction of the Group's operations and ensure that the Group fully complies with relevant legal, ethical and regulatory requirements.

The Group Managing Director is an executive director, and he attended all main Board and sub-committee meetings during the year.

FMBCH Board Committee meeting attendance

Board Committee meetings attendance – 2024

4 meetings	Q1 22 March	Q2 16 June	Q3 23 September	Q4 10 December
Chairman				
Mr T.M. Davidson	✓	✓	✓	✓
Non-executive Directors				
Mr H.N. Anadkat	✓	✓	✓	✓
Ms S. Alfs	✓	✓	R	R
Ms P. Balgobin-Bhoyrul	X	✓	✓	✓
Mr R. Taposeea	✓	✓	✓	
Mr G.J Chapman	✓	✓	✓	✓
Mr J.C. Els	✓	✓	✓	✓
Mr M. Gursahani	✓	✓	✓	✓
Mr B. Moyo	✓	✓	✓	✓
Mr S. Anadkat*	N/A	N/A	✓	✓
Executive Director				
Mr J. Viljoen	✓	✓	✓	✓

** Mr S. Anadkat was appointed as a Director with effect from 1 July 2024.*

Board focus areas

During the reporting period, the Board and its sub-committees focused their deliberations and advice on material business risks, opportunities and developments.

These included monitoring and responding to sovereign and macroeconomic developments and risks, foreign exchange illiquidity, inflationary pressures on cost and pricing, market share acquisition linked to customer experience, technology strategy and enhancements, and human capital development, among other areas.

Risk Committee attendance

4 meetings	14 May	11 June	16 September	4 December
Chairman				
Mr. R. Taposeea	✓	✓	✓	✓
Non-executive Directors				
Mr J.C. Els	✓	✓	X	X
Ms P. Balgobin-Bhoyrul	✓	X	✓	✓

Mandatory invitees**

- Group Head of Compliance
- Group Managing Director
- Group Head of Risk

Board sub-committee meetings and attendance – 2024

Appointment and Remuneration Committee attendance

3 meetings	8 February	30 May	27 November
Chairman			
Mr T.M. Davidson	✓	✓	✓
Non-executive Directors			
Mr H.N. Anadkat	✓	✓	✓
Mr M. Gursahani	X	✓	✓

Mandatory invitees**
- Group Managing Director
- Group Head of Human Resources

Audit Committee attendance

4 meetings	13 March	10 June	13 September	3 December
Chairman				
Mr B. Moyo	✓	✓	✓	✓
Non-executive Directors				
Mr G.J. Chapman	✓	✓	✓	✓
Mr M. Gursahani	✓	✓	X	✓

Mandatory invitees**
- Group Managing Director
- External auditor
- Group Chief Finance Officer
- Group Head of Internal Audit

Technology Committee attendance

4 meetings	15 March	10 June	30 August	9 December
Chairman				
Mrs S. Alfs	✓	✓	R	R
Non-executive Directors				
Mr H.N. Anadkat	✓	✓	✓	✓
Mr M. Gursahani	✓	✓	✓	✓
Mr S. Anadkat*	N/A	N/A	N/A	✓
Executive Director				
Mr J. Viljoen	N/A	✓	✓	✓

* *Mr S. Anadkat was appointed as a Director with effect from 1 July 2024.*

Mandatory invitees**
- Group Chief Finance Officer
- Group Head of IT
- Group Head of Operations and Shared Services

FMBCH Group Board changes

As part of FMBcapital Holdings plc's ongoing Board succession planning, Ms Susanne Alfs retired from the Board with effect from 30 June 2024. The Board extends its appreciation for her dedicated service and contribution to the Group's governance.

Mr Shaun Anadkat was appointed effective 1 July 2024. He brings expertise in global credit, healthcare investments, mergers and acquisitions, and fintech innovation, having led a successful digital payments venture.

Ms Diana Elena Cazacu-Jamieson joined the Board on 1 January 2025. She brings strong capabilities in banking operations, digitisation, and strategic transformation, with a track record of leadership across financial institutions, fintechs, and impact investment initiatives.

These appointments reflect the Group's commitment to maintaining a diverse, skilled, and future-focused Board.

Key:
- ✓ Attended
- N/A Not applicable
- X Apology
- R Retired

*** Invitees may nominate an alternate if unable to attend*

Environmental, social and governance

Interactive content

Our long-term sustainability framework

The Group contributes to the growth of the economies and communities it operates in through its business operations, underpinned by its strategic priorities and focus on critical success factors.

FMBCH supports a conscious approach to strategy development, execution and measurement, which includes considering the impact of our activities on the environment and surrounding communities. We recognise the role that we have to play and believe that a sustainable approach not only benefits the environment but also makes good business sense.

The 2030 Agenda for Sustainable Development and the 17 associated Sustainable Development Goals (SDGs) balance the three dimensions of sustainable development: economic, social and environmental. The table alongside indicates the contribution that FMBCH makes towards meeting the SDGs.

Dimensions of sustainable development

Our environmental impact

We are committed to further lowering our environmental impact by educating our people and continuously implementing actions to improve our eco-conscious approach to doing business.

We support agriculture business funding and trade facilitation and, through the FMBCH Group, can access facilities that focus on agri-business funding.

Our social impact

Our CSR initiatives are designed to actively support programmes that deliver sustainable outcomes in collaboration with stakeholders in our operational communities.

Read more about our CSR initiatives on **page 93**.

Our economic impact

The Bank contributes to the growth of the economies and communities it operates in through its business operations, underpinned by its strategic priorities and focus on critical success factors.

Our products and services are designed to drive financial inclusion and support emerging businesses, enabled by our investment in digital platforms.

We are a trusted and respected brand	We solve problems through our strategic alliances	We enable service excellence	We maximise long-term value for our stakeholders	Our people drive the business

Critical success factors

SDG	Goal	Our contribution includes:
4 QUALITY EDUCATION	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all	▪ Learning and development programmes ▪ Graduate trainee programmes ▪ Proprietary performance development (First Performance) and intra-group secondments and mobility ▪ Active participation in driving financial awareness including through participation in Global Money Week
5 GENDER EQUALITY	Achieve gender equality and empower all women and girls	▪ We attract and promote female talent ▪ Almost 50% gender split at Executive Management level and 20% at Board level ▪ We maintain an ethical culture
8 DECENT WORK AND ECONOMIC GROWTH	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all	▪ We instil investor confidence ▪ Our processes build trust ▪ Growth and transformation in our countries ▪ We measure EVA which measures real economic surplus created
10 REDUCED INEQUALITIES	Reduce inequality within and among countries	▪ We have the right strategic alliances ▪ We offer customer solutions that solve for disparities and barriers to access ▪ We support communities where we operate
13 CLIMATE ACTION	Take urgent action to combat climate change and its impacts	▪ Move towards green buildings ▪ We encourage environmental protection and conservation ▪ We actively support climate disaster relief, such as cyclones, floods and related crises

More details regarding the SDGs can be found online at **www.un.org/sustainabledevelopment/sustainable-development-goals**

Self assessment and disclosures – IFRS

Disclosure elements			How FMBCH addresses the themes
Standard IFRS S1 and S2 (and section)	**Reference**	**Theme**	
Governance	S1.27(a)(i), S2.6 (a)(i) S1.27(a)(ii), S2.6(a)(ii) S1.27(a)(iii), S2.6(a)(iii) S1.27(a)(iv), S2.6(a)(iv) S1.27(a)(v), S2.6(a)(v)	**Governance body(s) or individual(s) responsible for oversight of sustainability-related risks and opportunities**	Sustainability-related risks and opportunities are overseen by the Board and its sub-committees, in line with existing mandates. While a dedicated sustainability committee is not yet in place, these matters are addressed through the Board's broader responsibilities for strategy, risk, and stakeholder oversight. Skills and competencies are assessed through periodic Board evaluations. Identified gaps are addressed via training, external input, or new appointments. The Board receives regular updates on sustainability through management reporting, risk dashboards, and strategic reviews.
	S1.27(b)(i), S2.6(b)(i) S1.27(b)(ii), S2.6(b)(ii)	**Management's role in governance**	Oversight includes consideration of trade-offs in key decisions and risk processes. Progress against relevant sustainability priorities is monitored periodically. Performance metrics and incentives are under review, with integration into remuneration frameworks planned as the ESG agenda matures.
Strategy	S1.30(a) S2.10(a) S1.30(b), S1.30(c), S2.10(c),(d) S2.10(b) S2.12	**Sustainability-related risks and opportunities**	Climate change is reshaping economies and financial systems, and we recognise its growing relevance within our regulatory and strategic risk frameworks. At FMBcH, we are committed to supporting the transition to a low-carbon economy. While we have not yet formally categorised climate-related risks into physical or transition types, these considerations are increasingly informing our view of regulatory changes, energy dynamics, and broader market trends. Most assessments currently adopt a medium-term lens, with formal time horizons still being developed. We are in the early stages of integrating environmental factors into credit assessment, supporting sustainable infrastructure, and working with clients pursuing lower-carbon business models. This remains a developing area in our region, and we continue to receive technical support from development finance institutions, including the European Investment Bank, to shape a tailored framework. We have not yet adopted the IFRS S2 industry-based guidance, but its relevance is under active review as we work to strengthen our climate-related disclosures and build long-term resilience for our clients, shareholders, and communities.

Self assessment and disclosures – IFRS (continued)

<table>
<tr><th colspan="3">Disclosure elements</th><th rowspan="2">How FMBCH addresses the themes</th></tr>
<tr><th>Standard
IFRS S1 and S2
(and section)</th><th>Reference</th><th>Theme</th></tr>
<tr><td>Strategy</td><td>S1.32(a), S2.13(a)
S1.32(b), S2.13(b)</td><td>Business model and value chain</td><td>The Group acknowledges that sustainability-related risks and opportunities are increasingly influencing our business model and value chain – particularly in areas such as energy security, digital transformation, evolving regulations, and shifting customer expectations.
In 2024, we initiated efforts to align our operational and lending strategies with long-term sustainability goals. Key actions included enhancing energy resilience, reducing our physical footprint through digitisation, and incorporating ESG factors into credit and supplier assessments.
These risks and opportunities are more concentrated in specific geographies (notably Malawi, Zambia, and Zimbabwe), asset classes (e.g., agri-SMEs, energy-intensive sectors), and legacy infrastructure. They are actively monitored within our risk and capital management frameworks.
Additional disclosures – including quantitative metrics and risk concentration analysis – are included in the 2024 Annual Financial Statements under Risk Management and Segment Reporting.</td></tr>
<tr><td></td><td>S1. 33(a), S2.14(a)
S2. 14(a)(v)
S2.14(a)(i-iv)
S2.14(b)
S1.33(b), S2.14(c)
S1.33(c)</td><td>Strategy and decision-making</td><td>The Group has not yet set formal climate-related targets, nor made material changes to our business model.
However, we have initiated internal work on a climate transition plan, which is currently under assessment. This includes evaluating potential exposure in lending portfolios, operational resilience needs, and emerging regulatory requirements across our markets.
No formal mitigation or adaptation actions have been implemented to date, and resources have not yet been allocated. Trade-offs related to climate (e.g. location or investment choices) have not been considered but will be factored into the ongoing assessment.
We expect to formalise this transition approach over the medium term, with disclosures updated accordingly.
Disclosures will evolve as our work progresses.</td></tr>
<tr><td></td><td>S1.34(a), S1.35(a), S2.15(a), S2.16(a)
S1 35(b), S2.15(b), S2.16(b)
S1.34(b), S1.35(c), S2.15(b), S2.16(c)
S1.35(d), S2.16(d)</td><td>Financial position, financial performance and cash flows</td><td>At present, the Group has not made any material adjustments to the carrying values of assets or liabilities, and climate-related risks and opportunities have not had a measurable impact on our financial position, performance, or cash flows.
We acknowledge this will evolve. As our internal capabilities to assess and quantify climate-related impacts mature, we expect to reflect these effects more explicitly in our financial planning and disclosures.
Over the medium to long term, this may include:
▪ Adjustments to asset valuations and provisioning methodologies,
▪ Investment or divestment decisions aligned with transition goals, and
▪ Financial implications of adaptation, mitigation, and resilience initiatives.
We remain at an early stage and will update our disclosures as our assessment frameworks develop.</td></tr>
</table>

Self assessment and disclosures – IFRS (continued)

Disclosure elements			How FMBCH addresses the themes
Standard IFRS S1 and S2 (and section)	**Reference**	**Theme**	
Risk management	S1.44(a)(i), S2.25(a)(i) S1.44(a)(ii), S2.25(a)(ii) S1.44(a)(iii), S2.25(a)(iii) S1.44(a)(iv), S2.25(a)(iv) S1.44(a)(v), S2.25(a)(v) S1.44(a)(vi), S2.25(a)(vi) S1.44(b), S2.25(b) S1.44(c), S2.25(c)	**Identification, assessment, prioritisation and monitoring of sustainability-related risks and opportunities**	The Group currently assesses sustainability-related risks and opportunities on a case-by-case basis, primarily within lending decisions and long-term client relationships. While a formal ESG scoring model is not yet adopted, relevant factors are increasingly considered in: - Credit decisions in environmentally or socially sensitive sectors; - Due diligence on key clients and counterparties; and - Operational planning where climate or regulatory risks are material. We pursue sustainability-aligned opportunities, especially in renewable energy and climate-resilient sectors, supported by partners such as the European Investment Bank. These are prioritised in select markets, though not yet tracked centrally. Risks are assessed qualitatively without scenario analysis or defined thresholds. Functional teams monitor exposures with escalation as needed. Integration into the ERMF is planned under our medium-term ESG roadmap. No material changes were made to these processes in 2024.
Metrics and targets	S1.46(b)(i) S1.46(b)(ii) S2.29(a) S2.29(b-d) S2.29(e) S2.29(f) S2.29(g) S2.32	**Performance and progress in relation to sustainability-related risks and opportunities**	The Group does not currently report on greenhouse gas emissions (Scopes 1, 2, or 3), internal carbon pricing, climate-linked executive remuneration, or climate-specific capital allocation. We also do not yet quantify asset exposure to climate-related risks or transition-aligned opportunities. This reflects practical measurement challenges, including data gaps, system limitations, and the absence of standardised methodologies across our markets. These metrics are not yet embedded in core systems, making consistent tracking unfeasible at this stage. Nonetheless, we recognise their growing importance. Internal efforts are underway to define relevant metrics and establish baselines – particularly for emissions and climate-aligned lending. As data systems and ESG governance strengthen, we aim to enhance reporting over the medium term. Our approach will evolve with regulatory developments and global best practice, with disclosures updated as capabilities mature.
	S1.51(a,b,g), S2.33(a,b) S2.33(c,g,h) S1.51 (c-e), S2.33(d-f) S2.34(a,b) S2.34(c,d), S2.35 S2.36(a-c) S2.36(d) S2.36(e)	**Targets for sustainability-related risks and opportunities**	The Group has not yet adopted formal sustainability or climate-related targets. No metrics, scopes, baselines, or interim milestones have been set, nor is there a third-party validation process or offset strategy in place. This reflects practical constraints, including limited baseline data, non-integrated tracking systems, and diverse regulatory contexts across our markets – making it premature to set credible Group-wide targets. However, we acknowledge the importance of clear, measurable objectives. Work is underway to strengthen data foundations and assess where climate- and sustainability-linked targets can be embedded in core areas such as lending, energy use, and capital allocation. As our ESG strategy evolves, we will revisit this disclosure and seek alignment with international frameworks where appropriate.

Self assessment and disclosures – SASB

<table>
<tr><th colspan="3">Disclosure elements</th><th rowspan="2">How FMBCH addresses the themes</th></tr>
<tr><th>Standard (and section)</th><th>Reference</th><th>Theme</th></tr>
<tr><td rowspan="2">SASB Commercial Banks</td><td>FN-CB-230a.1
FN-CB-230a.2</td><td>Data Security</td><td>Data security remains one of the Group's top enterprise risks, given the increasing complexity of cyber threats and the critical importance of protecting customer information.

Our approach to managing data security risk is built around a layered defence model, combining technology, process, and people. Key elements include:
- Group-wide cybersecurity policies and protocols, including standards for data classification, access, and acceptable use.
- Ongoing threat monitoring, vulnerability scanning, and penetration testing to identify and address system weaknesses.
- Use of encryption, multi-factor authentication (MFA), and role-based access controls to safeguard data across platforms.
- Formal incident response and escalation procedures, reviewed periodically for relevance and readiness.
- Regular staff training and awareness campaigns, including simulated phishing exercises and secure usage guidelines.

These measures are overseen by our Group IT Security function in coordination with local entities and form part of our broader operational risk and resilience strategy. No data breaches were recorded during the reporting period.</td></tr>
<tr><td>FN-CB-240a.1
FN-CB-240a.2
FN-CB-240a.3
FN-CB-240a.4</td><td>Financial Inclusion and Capacity Building</td><td>The Group plays an active role in promoting financial inclusion through a wide range of initiatives aimed at underserved individuals, small businesses, and rural communities across our markets.

However, the Group does not currently track financial inclusion metrics in the format prescribed by SASB (e.g. disaggregated loan balances, account counts, or participant numbers). In addition, some of this information is considered commercially sensitive and strategically embedded in our retail and SME business lines, and as such is not disclosed publicly at this stage.

We remain committed to advancing financial inclusion through:
- Affordable access to accounts and credit for underserved populations.
- Tailored SME lending programmes, particularly in agriculture and informal sectors.
- Local financial literacy efforts delivered through branches and digital platforms.

As part of our ESG roadmap, we will continue to assess opportunities to strengthen impact tracking and align disclosures with evolving best practices – while balancing commercial sensitivities.</td></tr>
</table>

Self assessment and disclosures – SASB (continued)

Disclosure elements			How FMBCH addresses the themes
Standard (and section)	**Reference**	**Theme**	
SASB Commercial Banks	FN-CB-410a.2	**Incorporation of Environmental, Social, and Governance Factors in Credit Analysis**	The Group does not yet apply a formal ESG scoring model across its credit portfolio. However, ESG factors are considered on a case-by-case basis, particularly where environmental, social, or governance risks are material to the borrower or sector. We actively consider ESG alignment in renewable energy and DFI-supported lending, and are working toward a more structured approach as part of our broader ESG roadmap.
	FN-CB-410b.1 FN-CB-410b.2 FN-CB-410b.3 FN-CB-410b.4	**Financed Emissions**	The Group does not currently disclose financed emissions (Scopes 1, 2, or 3) across its credit portfolio. At present, we do not have a complete emissions dataset or methodology in place to reliably calculate financed emissions in line with global standards. Disclosing gross exposure by industry and asset class is considered strategically sensitive, given the concentration dynamics in some of our markets and portfolios. We recognise the growing importance of emissions transparency in financial services and are monitoring developments in financed emissions methodologies, data readiness, and regulatory guidance. As part of our ESG roadmap, we will assess the feasibility of future disclosures in a way that balances transparency, data quality, and commercial considerations.
	FN-CB-510a.1 FN-CB-510a.2	**Business Ethics**	During the reporting period, the Group recorded no monetary losses or fines related to legal proceedings involving fraud, insider trading, antitrust, anti-competitive behaviour, market manipulation, or material breaches of financial industry laws or regulations. In Zimbabwe, a non-material regulatory fine – less than 0.1% of total assets – was issued in relation to conduct and reporting practices. No fines were recorded in the other four operating countries. These outcomes reflect the Group's strong compliance, governance, and risk culture across the franchise, including its centralised technology and operations shared services centre. The Group has a formal whistle-blowing rules and procedures that provide secure, confidential channels for reporting ethical or compliance concerns. All reports are independently reviewed and monitored by the Board's Audit and Risk Committees.
	FN-CB-550a.1 FN-CB-550a.2	**Systemic Risk Management**	The Group is not currently designated as a Global Systemically Important Bank (G-SIB). As such, G-SIB scoring is not required and is not reported under this framework.
	FN-CB-000.A FN-CB-000.B	**Activity metric**	Information on the value of checking, savings and loan accounts across personal, small business, and corporate segments is partially disclosed in the 2024 Annual Financial Statements. Additional relevant data and performance indicators are included in the Group's critical success factors assessment for "We are a trusted and respected brand", which provides insights into strategic and operational delivery for our customers.

Disclosure elements			How FMBCH addresses the themes
Standard (and section)	**Reference**	**Theme**	
SASB Consumer Finance	FN-CF-220a.1	**Customer Privacy**	The Group does not use customer data for secondary purposes. Any third-party engagement (e.g. credit verification or payroll deduction) is limited to credit assessment or loan servicing under tightly controlled processes.
	FN-CF-220a.2		No monetary losses were recorded during the reporting period as a result of legal proceedings associated with customer privacy.
	FN-CF-230a.1	**Data Security**	During the reporting period, the Group recorded no data breaches, including incidents involving personal data. Consequently, no account holders were affected.
	FN-CF-230a.2		Card-related fraud is an industry-wide risk, and the Group continues to monitor and manage it closely. In 2024, total losses from card-present and card-not-present fraud represented less than 0.01% of the Group's total asset base. This low incidence reflects the effectiveness of our fraud controls, real-time monitoring, and customer awareness programmes across markets.
	FN-CF-230a.3		Data security remains a top operational and reputational risk for the Group. We employ a layered cybersecurity strategy that includes network protection, endpoint security, multi-factor authentication, and continuous monitoring of threats across all digital channels.
	FN-CF-270a.1 FN-CF-270a.2 FN-CF-270a.3 FN-CF-270a.4	**Selling Practices**	These disclosures are not material to the Group's current business model, as we do not actively market pre-paid or add-on financial products, and variable remuneration is not primarily driven by sales volumes. Customer complaints are monitored and addressed internally. Common issues are regularly reviewed and resolved through structured service recovery and complaint-handling processes, including cross-functional workshops to strengthen root-cause analysis and improve customer outcomes. While we do not currently report complaint metrics in the format prescribed by SASB, we continue to enhance our internal tracking and escalation mechanisms.
	FN-CF-270a.5		No monetary losses were recorded during the period arising from legal proceedings related to the selling or servicing of products.
	FN-CF-000.A FN-CF-000.B	**Activity metric**	The Group does not offer credit card products. Pre-paid debit card accounts are offered in select markets, but are not material to the overall business and not reported separately at this time.

Global Reporting Initiative (GRI)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 2 General Disclosures	2-1	**The organisation and its reporting practices**	The Group's legal name, nature of ownership, legal form, registered headquarters, and countries of operation are disclosed in the Integrated Report.
	2-2		**Entities included in the organisation's sustainability reporting (GRI 2-2)** All entities listed in the "Who We Are" section of the Integrated Report are included in the scope where relevant data is available and reasonably reportable. There are no material differences between the list of entities in the Group's financial reporting and those covered in sustainability disclosures. The consolidation approach mirrors the Group's organisational and reporting structure, with adjustments made where relevant for minority interests, acquisitions, or disposals.
	2-3		**Reporting period, frequency and contact point (GRI 2-3)** This report covers the financial year ended 31 December 2024 and is prepared annually, in alignment with the Group's financial reporting cycle. The report was published on 15 August 2025. Contact information for queries is provided in the Appendix of the Report.
	2-4		**Restatements of information (GRI 2-4)** Any restatements from previous reporting periods, including explanations and their impacts, are disclosed in the audited Annual Financial Statements and summarised in the "Group Chief Financial Officer's Report – Five-Year Review" section of the Integrated Report.
	2-5		**External assurance (GRI 2-5)** The Group seeks external assurance on its financial statements through independent audit, overseen by the Audit Committee. Ernst & Young (EY) Mauritius was appointed as the external auditor for the year ended 31 December 2024 and reports its independence to the Audit Committee annually. The assurance report is included in the Annual Financial Statements under "Independent Auditor's Report" (pages 6 to 11). As of now, the Group's sustainability reporting is not externally assured.
	2-6	**Activities and workers**	**Activities, value chain and other business relationships (GRI 2-6)** The Group operates in the financial services sector, offering retail, business, and corporate banking across its regional markets. Core activities are outlined in the "Our Business" section of the Integrated Report. At this stage, value chain and supply chain disclosures are limited but are expected to expand as data and reporting capabilities improve. There were no material changes to the Group's business model, value chain, or key relationships during the reporting period.
	2-7		**Employees (GRI 2-7)** Employee numbers and partial breakdowns by gender and region are disclosed in the "Delivering on Our Strategy" section. This includes headcount as at 31 December 2024, based on actual staffing data across the Group. Full demographic and contract-type breakdowns (e.g. permanent, temporary, part-time) are not yet comprehensively disclosed but will be enhanced in future reports as data structures improve.
	2-8		**Workers who are not employees (GRI 2-8)** The Group does not currently report on workers who are not employees and whose work is controlled by the organisation. This disclosure is not material to our current operations.

Global Reporting Initiative (GRI) (continued)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 2 General Disclosures continued	2-9	**Governance**	**Governance structure and composition (GRI 2-9)** FMBCH operates a unitary Board structure supported by subcommittees responsible for audit, risk, remuneration, credit, nominations, and governance. The Board comprises a majority of Non-executive Directors, offering a diverse mix of skills, independence, and representation across the Group's markets.
	2-10		**Nomination and selection of the highest governance body (GRI 2-10)** The Appointments and Remuneration Committee leads Board appointments based on a defined skills matrix. Selection criteria include independence, diversity, regional representation, stakeholder orientation, and sector experience. Stakeholder views are considered during the nomination process.
	2-11		**Chair of the highest governance body (GRI 2-11)** The Chairperson of the Board is a non-executive director and does not hold a senior executive role within FMBCH. This structure reinforces the independence and objectivity of Board oversight.
	2-12		**Role of the highest governance body in overseeing the management of impacts (GRI 2-12)** The Board is responsible for defining and approving the Group's strategic objectives, purpose, and values. It oversees management's implementation of ESG frameworks, receives regular updates on risks and impacts, and considers stakeholder input through formal channels.
	2-13		**Delegation of responsibility for managing impacts (GRI 2-13)** Senior executives are delegated responsibility for managing the Group's economic, environmental, and social impacts. These responsibilities are embedded in management's operational roles, with structured reporting to the Board and its committees.
	2-14		**Role of the highest governance body in sustainability reporting (GRI 2-14)** The Board, through the Audit and Risk Committees, reviews and approves sustainability-related disclosures. Material topics and ESG content in the Integrated Report are reviewed annually as part of the broader reporting process.
	2-15		**Conflicts of interest (GRI 2-15)** Board members are required to declare any actual or potential conflicts annually. The Group maintains internal policies and procedures for identifying and managing conflicts, including related party relationships and cross-directorships.
	2-16		**Communication of critical concerns (GRI 2-16)** Critical concerns are escalated through internal channels such as whistleblower mechanisms, internal audit, or direct reporting to the Audit and Risk Commitees. These matters are reviewed and addressed at Board level where relevant.
	2-17		**Collective knowledge of the highest governance body (GRI 2-17)** Board members are provided with regular training and updates to support continuous learning, with a focus on regulatory developments, ESG risks, and financial governance across jurisdictions.
	2-18		**Evaluation of the performance of the highest governance body (GRI 2-18)** Board evaluations are conducted annually by the Appointments and Remuneration Committee. These assessments consider governance effectiveness and support ongoing improvements to Board composition and functioning. Periodic external assessments supplement internal reviews.
	2-19		**Remuneration policies (GRI 2-19)** Remuneration for directors and senior executives includes fixed and variable components designed to align incentives with performance, sustainability, and long-term value creation.
	2-20		**Process to determine remuneration (GRI 2-20)** The Appointments and Remuneration Committee, comprised of independent directors, oversees the design and governance of remuneration. Shareholder input is obtained during AGMs and factored into remuneration decisions and disclosures.
	2-21		**Annual total compensation ratio (GRI 2-21)** While FMBCH does not publicly disclose a formal compensation ratio, executive pay is governed by a conservative remuneration framework aligned with peer benchmarks and the Group's performance philosophy.

Global Reporting Initiative (GRI) (continued)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 2 General Disclosures continued	2-22	**Strategy, policies and practices**	**Statement on sustainable development strategy (GRI 2-22)** The Group acknowledges the increasing relevance of sustainable development to long-term value creation. While a formal high-level statement is not yet included in this report, the Board and executive leadership are actively embedding sustainability into strategic decision-making. A formal articulation of the Group's sustainable development strategy will be included in future disclosures as this work matures.
	2-23		**Policy commitments (GRI 2-23)** The Group has adopted internal policies supporting responsible business conduct, particularly in areas such as anti-money laundering, anti-bribery, data privacy, and risk governance. However, a formal Group-wide human rights or sustainability policy aligned with international instruments has not yet been published. Commitments relating to due diligence, human rights, and the precautionary principle are being reviewed as part of an evolving sustainability framework. The formalisation and communication of these commitments across operations and with external stakeholders will be enhanced progressively.
	2-24		**Embedding policy commitments (GRI 2-24)** The Group is in the process of embedding responsible business conduct more explicitly into its operations. While there are governance structures overseeing compliance and risk, the integration of ESG commitments into operational policies and training is currently limited. Work is underway to strengthen alignment across subsidiaries, clarify accountability for implementation, and expand ESG-specific training across business units.
	2-25		**Processes to remediate negative impacts (GRI 2-25)** The Group has mechanisms to address grievances and operational issues through its internal audit, HR, and whistleblower frameworks. However, formal processes for stakeholder-inclusive remediation of environmental or human rights impacts are not yet in place. We recognise the importance of accessible grievance mechanisms and are working towards more structured remediation frameworks that incorporate stakeholder feedback and effectiveness tracking.
	2-26		**Mechanisms for seeking advice and raising concerns (GRI 2-26)** The Group maintains internal channels through which employees can raise concerns or seek guidance, including a whistleblower hotline overseen by the Audit and Risk Committees. These mechanisms are supported by internal policies on conduct and ethics and are designed to operate confidentially and without retaliation.
	2-27		**Compliance with laws and regulations (GRI 2-27)** Significant instances of non-compliance, if any, are disclosed in the audited financial statements. The Group maintains robust internal controls and compliance systems to manage legal and regulatory risks. During the reporting period, there were no known material fines or sanctions for non-compliance. Reporting will be enhanced going forward to provide more detailed and consistent tracking across jurisdictions.
	2-28		**Membership associations (GRI 2-28)** The Group participates in a range of industry and regulatory bodies within the jurisdictions in which it operates. These include national banking associations and payment industry forums. A comprehensive list of material memberships is under development and will be disclosed in future reports.
	2-29	**Stakeholder engagement**	**Approach to stakeholder engagement (GRI 2-29)** The Group engages with a broad range of stakeholders across its markets, including regulators, shareholders, employees, customers, and partners. Engagement is guided by relevance to the Group's strategy and operations and is conducted through structured channels. Work is ongoing to formalise a Group-wide stakeholder engagement framework.
	2-30		**Collective bargaining agreements (GRI 2-30)** The Group does not currently report consolidated data on collective bargaining coverage. Practices vary by jurisdiction in line with local labour laws. Reporting will be enhanced as data structures are improved.

Global Reporting Initiative (GRI) (continued)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 201 Economic Performance	201-1	**Direct economic value generated and distributed**	**Direct economic value generated and distributed (GRI 201-1)** The Group discloses its financial performance, including revenues, operating costs, staff costs, taxes paid, and retained earnings, within its audited Annual Financial Statements. Economic value breakdowns by country or segment are not separately disclosed at this stage.
	201-2	**Financial implications and other risks and opportunities due to climate change**	**Financial implications and other risks and opportunities due to climate change (GRI 201-2)** The Group recognises the potential operational and financial risks related to climate change but does not yet disclose a quantified or scenario-based assessment of climate-related risks or opportunities. This is an area under review for future integration.
	201-3	**Defined benefit plan obligations and other retirement plans**	**Defined benefit plan obligations and other retirement plans (GRI 201-3)** Information on retirement and pension obligations, including contributions and liability coverage, is disclosed in the Group's financial statements. A full GRI-aligned breakdown of participation rates, funding strategies, and coverage levels will be considered in future disclosures as reporting matures.
	201-4	**Financial assistance received from government**	**Financial assistance received from government (GRI 201-4)** The Group does not currently report detailed information on government assistance received. Any material financial support would be disclosed in the financial statements in accordance with accounting standards.
GRI 205 Anti-corruption	205-1	**Operations assessed for risks related to corruption**	**Operations assessed for risks related to corruption (GRI 205-1)** Corruption risk assessments are conducted as part of the Group's broader enterprise risk management and internal audit processes. While specific percentages are not disclosed, material operations are reviewed based on jurisdictional risk exposure.
	205-2	**Communication and training about anti-corruption policies and procedures**	**Communication and training about anti-corruption policies and procedures (GRI 205-2)** Anti-corruption policies form part of the Group's internal code of conduct and compliance framework. Communication and training are provided to relevant staff and management across jurisdictions. Reporting on detailed coverage by category or region is under development.
	205-3	**Confirmed incidents of corruption and actions taken**	**Confirmed incidents of corruption and actions taken (GRI 205-3)** There were no confirmed incidents of corruption reported during the reporting period. The Group maintains a zero-tolerance approach and has internal mechanisms in place to address and escalate suspected cases.

Global Reporting Initiative (GRI) (continued)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 207 Tax	207-1	**Approach to tax**	**Approach to tax (GRI 207-1)** The Group maintains a conservative and compliant approach to tax. While a formal tax strategy is not publicly disclosed, tax matters are overseen by executive management and aligned with the Group's overall governance and compliance structures. The approach is linked to the Group's operational footprint and commitment to regulatory compliance.
	207-2	**Tax governance, control, and risk management**	**Tax governance, control, and risk management (GRI 207-2)** Tax governance is integrated into the Group's broader risk and compliance framework. Oversight responsibilities lie with executive management and are supported by internal controls and audit mechanisms. Formal assurance on tax disclosures is not currently undertaken, but internal monitoring processes are in place.
	207-3	**Stakeholder engagement and management of concerns related to tax**	**Stakeholder engagement and management of concerns related to tax (GRI 207-3)** Engagement with tax authorities is conducted through formal regulatory channels in each jurisdiction. Broader stakeholder engagement and public policy advocacy on tax is limited at present. Processes for collecting stakeholder views on tax matters are not yet formalised.
	207-4	**Country-by-country reporting**	**Country-by-country reporting (GRI 207-4)** Country-specific financial and tax information is disclosed through the statutory financial statements of each operating entity. These are available through local regulatory filings and referenced in the Appendix under information sources. Group-level tax reporting is presented on a consolidated basis in line with financial reporting requirements.
GRI 304 Biodiversity	304-2	**Significant impacts of activities, products and services on biodiversity**	**Biodiversity (GRI 304-2, 304-3)** The Group's operations do not involve activities with significant direct or abnormal indirect impact on biodiversity, such as large-scale land conversion, introduction of pollutants, or industrial encroachment into natural habitats. As a result, there are no specific biodiversity restoration or habitat protection initiatives currently underway. This assessment is reviewed periodically as part of our broader sustainability monitoring.
	304-3	**Habitats protected or restored**	
GRI 305 Emissions	305-1	**Direct (Scope 1) GHG Emissions**	**Emissions (GRI 305-1 to 305-3, 305-5)** The Group recognises the importance of quantifying and managing greenhouse gas (GHG) emissions but does not yet have a consistent emissions baseline across Scope 1, 2, or 3 categories. Development of internal emissions tracking mechanisms is underway, with disclosure anticipated in future reporting cycles. While formal measurement is still evolving, the Group has undertaken a number of initiatives aimed at reducing its environmental footprint. These include the operational deployment of solar energy solutions in Zambia, expansion of solar power capacity in Zimbabwe, and development of solar infrastructure in Mozambique. These efforts reflect a strategic direction toward more sustainable energy use, even as quantifiable emissions reductions are not yet reported.
	305-2	**Energy indirect (Scope 2) GHG emissions**	
	305-3	**Other indirect (Scope 3) GHG emissions**	
	305-5	**Reduction of GHG emissions**	

Global Reporting Initiative (GRI) (continued)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 401 Employment	401-1	**New employee hires and employee turnover**	**New employee hires and turnover (GRI 401-1)** While detailed metrics on turnover rates are not disclosed, the Group has continued to invest in strategic recruitment and internal mobility as part of its people agenda. Key themes including attraction, retention, and leadership development are explored under the "People Drive Our Business" section of this report.
	401-2	**Benefits provided to full-time employees that are not provided to temporary or part- time employees**	**Benefits provided to full-time employees (GRI 401-2)** The Group provides a comprehensive benefits package to full-time employees, which typically includes health care coverage, retirement contributions, parental leave provisions, and life insurance. These benefits vary slightly by jurisdiction in accordance with local labour legislation and market practice. Temporary and part-time roles are generally not eligible for these benefits.
	401-3	**Parental leave**	**Parental leave (GRI 401-3)** Parental leave provisions exist across the Group in line with employment laws in each jurisdiction. The Group supports employees through return-to-work policies, although formal tracking of parental leave take-up and retention metrics is not consistently available at this stage.
GRI 402 Labor/ Management Relations	402-1	**Minimum notice periods regarding operational changes**	**Minimum notice periods regarding operational changes (GRI 402-1)** Notice periods are aligned with national labour laws. Where collective agreements apply, they include specific provisions on notice and consultation.
GRI 403 Occupational Health and Safety	403-1	**Occupational health and safety management system**	**Occupational Health and Safety Management (GRI 403-1 to 403-8)** We operate under country-specific health and safety laws and apply risk-based practices to ensure safe working environments. Basic OHS protocols are in place across all countries, covering risk identification, safety training, and access to medical services where required. Employee participation in safety matters is encouraged via open communication and periodic reviews. Formal systems such as ISO 45001 are not yet implemented group-wide but are under consideration as reporting and operational maturity improve. Current disclosure does not extend to detailed metrics, audits, or specific health promotion programmes, though these may evolve with time.
	403-2	**Hazard identification, risk assessment, and incident investigation**	
	403-3	**Occupational health services**	
	403-4	**Worker participation, consultation, and communication on occupational health and safety**	
	403-5	**Worker training on occupational health and safety**	
	403-6	**Promotion of worker health**	
	403-7	**Prevention and mitigation of occupational health and safety impacts directly linked by business relationships**	
	403-8	**Workers covered by an occupational health and safety management system**	

Global Reporting Initiative (GRI) (continued)

Disclosure elements			How FMBCH addresses these themes
Standard (and section)	**Reference**	**Theme**	
GRI 404 Training and education	404-1	**Average hours of training per year per employee**	We are committed to developing talent across all levels of the organisation, with a particular focus on structured learning, leadership readiness, and performance alignment. **Average hours of training (404-1)** While average training hours by employee category and gender are not consistently tracked across all entities, capability building remains a strategic priority. The Group runs a robust Graduate Trainee Programme, enrolling young professionals in a multi-year rotational scheme across functions and, where feasible, across markets. Ongoing technical, regulatory, and behavioural training is delivered through local learning plans and group-led initiatives. **Programmes for skill upgrading and transition support (404-2)** Several subsidiaries have implemented skills enhancement initiatives aligned to local operational needs. Transition assistance (e.g. for retirement or role exits) is not uniformly offered across the Group but may be extended based on role and jurisdictional practices. **Performance and development reviews (404-3)** All employees are covered under a structured performance appraisal framework known as First Performance – the Group's platform for setting, tracking, and reviewing KPIs and individual development plans. Reviews are conducted periodically and form a critical part of both individual and team performance management. While this data is not disclosed externally, it is regularly reviewed at board and management levels.
	404-2	**Programmes for upgrading employee skills and transition assistance programs**	
	404-3	**Percentage of employees receiving regular performance and career development reviews**	
GRI 405 Diversity and Equal Opportunity	405-1	**Diversity of governance bodies and employees**	**Diversity of governance bodies and employees (405-1)** Disclosed to the extent relevant under the Our People Drive Our Business section. Broader diversity metrics are tracked internally but not disclosed in full due to commercial and strategic sensitivities. **Ratio of basic salary and remuneration of women to men (405-2)** These ratios are not disclosed. Remuneration practices are market-aligned and managed at a subsidiary level, with appropriate governance.
	405-2	**Ratio of basic salary and remuneration of women to men**	
GRI 406 Non Discrimination	406-1	**Incidents of discrimination and corrective actions taken**	The Group maintains a zero-tolerance approach to discrimination. No material incidents were formally reported during the period. Where concerns have arisen, these have been addressed through internal management processes in line with our code of ethics.
GRI 410 Security Practices	410-1	**Security personnel trained in human rights policies and procedures**	Our approach ensures that all security personnel, including third-party providers, are expected to operate in alignment with our code of ethics and applicable human rights principles. While formal training records are maintained locally, Group-wide tracking is not yet consolidated.
GRI 415 Public Policy	415-1	**Political contributions**	The Group does not make political contributions as a matter of policy. Any support or participation in public initiatives is non-partisan and intended to promote financial inclusion and regulatory engagement.
GRI 418 Customer Privacy	418-1	**Substantiated complaints concerning breaches of customer privacy and losses of customer data**	No substantiated breaches or complaints were reported during the period. The Group maintains strict protocols on data security, with oversight mechanisms embedded in our IT governance framework.

Self assessment and disclosures – GRI – 2024

Customer deposits

Total number of employees

2 031

Total female employees **50.5%**

Total male employees **49.5%**

Employee age distribution

18 – 21	0.1%
21 – 25	6.2%
25 – 30	21.6%
30 – 35	19.1%
35 – 40	19.3%
40 – 50	23.9%
>50	9.8%

Total income tax expense

Botswana	6 838 644
Malawi	17 445 761
Mozambique	9 461 682
Zambia	3 233 412
Zimbabwe	3 238 317
Mauritius	2 030 590

Effective tax rate (%) **28.98%**

Group Exco demographics

Total number of EXCO members

12

Male **10**

Female **2**

Corporate governance

Number of Board members
11

Executive directors **1**

Non-executive directors **10**

Board meeting attendance
98%

Board demographics

Male **9**

Female **2**

Total graduate programme (intake number

Botswana	7
Malawi	18
Mozambique	20
Zambia	11

We closed the year with 2,031 employees, maintaining a balanced and inclusive workforce – 50.5% female and nearly half under the age of 35. Our graduate programmes in Botswana, Malawi, Mozambique, and Zambia continued to support youth employment and skills development across the region.

Governance structures remained robust, with 98% board meeting attendance and clear separation between executive and non-executive roles. The diversity and regional representation of our Group Executive team reinforces our ability to respond to local market realities while remaining strategically aligned at Group level.

We paid USD 42.25 million in income tax across our operating countries, reflecting an effective tax rate of 28.98%. Regulatory compliance remained strong, with no fines recorded across five markets, and one immaterial penalty in Zimbabwe (less than 0.1% of total assets).

Our centralised shared services model – spanning technology, finance, risk, compliance, audit, and HR – continues to enhance country-level execution, enabling our teams to focus on delivering customer outcomes while drawing on Group-wide experience and discipline.

Regulatory fines or penalties

In Zimbabwe, a non-material regulatory fine – less than 0.1% of total assets – was issued in relation to conduct and reporting practices.

No fines were recorded in the other four operating countries.

Appendices

Interactive content

Corporate social responsibility

At FMBCH, we are dedicated to being responsible corporate citizens, recognising our responsibility to the communities we serve and our potential to enhance their wellbeing.

FMBCH actively supports programmes that yield sustainable outcomes by collaborating with relevant stakeholders in its operational communities. The Group's commitment to citizenship reflects its steadfast dedication to fostering shared value in the communities it serves, embedded within its corporate culture. In its corporate agenda, FMBCH translates belief into action by engaging in various CSR initiatives and sponsorships throughout 2024.

2024 CSR initiatives

BOTSWANA

Supporting the fight against breast cancer

First Capital Bank, in partnership with Village Imaging, made a meaningful contribution to the fight against breast cancer by funding life-saving initiatives across Botswana.

With a **P100 000** donation to support free mammograms and a **P25 000** contribution as a Platinum Sponsor of the Pink Run – an event attended by approximately 5 000 supporter – the collaboration underscores a shared commitment to accessible early detection and raising awareness.

This initiative aims to bring hope and support to those affected by breast cancer, ensuring that early detection and care are within reach for all.

Transforming lives through vision health initiatives

First Capital Bank has partnered with Medlane and Agora Club Botswana to advance impactful vision health initiatives, contributing a combined **P315 000** to two critical projects.

The funding supports cataract surgeries for public sector patients, restoring sight to those in need. In addition, it supports the refurbishment of the Mochudi Resource Centre for the Visually Impaired, improving living conditions for children with visual impairments.

These efforts highlight First Capital Bank's dedication to enhancing community well-being and creating sustainable social impact through meaningful partnerships.

2024 CSR initiatives

Botswana continued

Supporting youth empowerment through sports

First Capital Bank Botswana proudly sponsored the ITTF Africa Youth Championships with a contribution of **P50 000.** Over seven exciting days, young athletes from 19 African countries showcased remarkable talent and sportsmanship in this prestigious event.

The closing ceremony, graced by the Minister of Youth, Sports, and Culture, Hon. Tumiso Rakgare, further underscored the importance of this championship.

This sponsorship reflects First Capital Bank's commitment to developing youth empowerment, promoting sports development, and contributing to community growth across the region.








Supporting early childhood development in Bontleng

First Capital Bank Botswana hosted the Learn To Play – Ithute Go Tshameka Maatla Mamas from the Bontleng community to provide **P50 000** funding that supports three Maatla Mamas over the course of the year.

This initiative highlights our commitment to empowering women and fostering early childhood development in local communities. By supporting the Maatla Mamas, we not only honour their dedication to shaping young minds but also contribute to their ability to provide for their families.

Supporting local arts and culture

First Capital Bank proudly contributed **P50 000** to the Gaborone City Council Choir for the purchase of new uniforms. This initiative reflects our commitment to fostering local talent and supporting the arts within the community.

The donation aimed to enhance the choir's presentation, helping them take pride in their performances and strive for excellence. It also serves as a source of motivation, encouraging the choir to continue showcasing their exceptional talent.



2024 CSR initiatives

MALAWI

U20 football league

First Capital Bank's sponsorship of the Katswiri Under-20 League has been a game-changer for youth football in Malawi. Growing from an initial MWK3 million in 2011 to **MWK58 million**, the investment has nurtured young talent, producing players who now compete in the Super League and national teams, both locally and internationally. Beyond football, the league has created career opportunities for players, coaches, and referees, while FCB's broader CSR efforts have supported hospitals, schools, and environmental projects. The sponsorship has also strengthened FCB's brand visibility, fostering deep community engagement and market influence across Malawi.

Breast cancer fundraising golf

First Capital Bank Malawi's **MWK3 million** golf sponsorship significantly boosted breast cancer awareness. Through this support, over 25 free awareness presentations were conducted, educating approximately 500 people on self-breast checks. More than 4 000 individuals have received free screenings and instructions, empowering communities with vital knowledge.

Breast cancer remains the second most common cancer in Malawi and the leading cause of cancer-related deaths in women, yet awareness and access to services remain limited. The sponsorship helped extend screening clinics to rural areas reaching over 1 000 people with no prior access to breast cancer services and supported bi-weekly screenings for an additional 3 000 individuals.

First Capital Bank contributed **MWK10 million** to the Ndi Moyo Palliative Care Charity Golf Tournament that took place on 7 June at the Lilongwe Golf Club, supporting the fight against cervical cancer and strengthening access to quality palliative care in Malawi. This year's tournament carried a special message - raising awareness on cervical cancer, which remains the most frequent cancer affecting women in Malawi. It is a devastating illness that calls for urgent, collective action. Ndi Moyo's efforts to extend palliative and screening services to hard-to-reach areas through training and outreach align powerfully with our Corporate Social Responsibility (CSR) pillars, particularly in health.

First Capital Bank reaffirmed its long-standing partnership with Beit-CURE Children's Hospital of Malawi through a **20 million Kwacha** towards its charity golf fundraising initiative, themed **"Swing for a Smile – Golfing to Transform Lives."**

2024 CSR initiatives

Malawi continued

FCB MALAWI

Beit Cure annual support

First Capital Bank's (FCB) founder, Hitesh Anadkat, and his family donated **MWK74 million** to Beit Cure's annual fundraising initiative, enabling the organisation to transform the lives of 80 more children with treatable disabilities. Beit-Cure Children's Hospital of Malawi aimed to conduct 2 300 surgeries in 2024.

Beit-CURE is targeting to raise funds to support 120 children born with disabilities, covering their surgical and post-operative care. The Bank has over the years consistently supported Beit-CURE's mission. First Capital Bank's continued support reflects its commitment to ensuring that children with treatable conditions such as clubfoot, cleft lip, burn contractures, and bowed legs receive the life-changing treatment they deserve.

Through this enduring partnership, First Capital Bank continues to stand with Beit-CURE in restoring dignity, mobility, and hope for children, while encouraging other stakeholders to join hands in transforming lives and strengthening communities.

Uplifting youth through education

The bank has consistently supported deserving students in their pursuit of education, empowering young people to excel. One notable beneficiary is William Liffa, who graduated this year from the Malawi University of Science and Technology (MUST) with a degree in Biomedical Engineering. Since 2019, the bank has invested **MWK8 million** in William's academic journey.

This year, the bank continues its mission to uplift youth through education, sponsoring 13 students of which 7 are girls, specifically highlighting its strong commitment to promoting education for the girl child.

Chisomo Mkandawire is one of these bright young scholars, pursuing her bachelor's degree in business administration at MUBAS.

With an investment of over **MWK17 million** in education sponsorships this year alone, the bank continues to make a meaningful impact in both secondary and tertiary education. This demonstrates its dedication to nurturing future leaders through sustained educational support.

Uplifting women and creating lasting impact

As part of our CSR commitment, First Capital Bank donated **MWK10 million** through Lotus Africa Limited to support **Women in Kayelekera**. The contribution went towards community development initiatives that uplift women and create lasting impact.

As part of our 30th Anniversary celebrations, First Capital Bank hosted a friendly football match which was held on Saturday, 29 June 2024, at Bingu National Stadium in Lilongwe. The Match was between FCB Nyasa Bullets, a team we proudly sponsor – face off against Silver Strikers, the current TNM Champions League winners. **MWK26 Millon** proceeds from the game have been given to the Luwinga Technical Centre, a new facility committed to developing young football talent in Malawi. The Centre provides modern pitches, accommodation, and resources for over 40 young boys and girls, helping lay the foundation for the next generation of footballers in our country.

2024 CSR initiatives

MOZAMBIQUE

Celebration of Childrens Day and African Children's Day

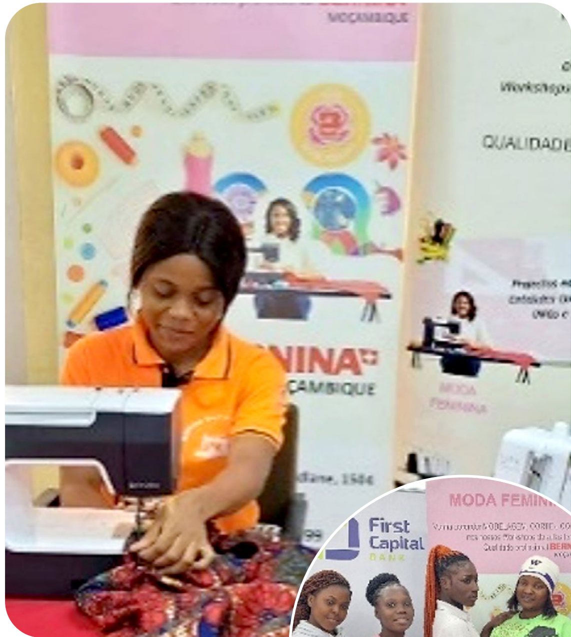
In celebration of International Children's Day and African Children’s Day, we organised an event in Maputo, Beira and Nampula to commemorate these dates with children. During the event, we donated non-perishable products and organised snacks and fun games for the children of the communities.

World Nature Conservation Day

To mark World Nature Conservation Day, First Capital Bank Mozambique partnered with the Repensar Environmental Education Cooperative for a beach/city cleanup in Maputo, Beira, and Nampula. Volunteers covered around 2km in each city, collecting bags of waste (50kg each) including glass bottles, cans, PET bottles, caps, clothes, shoes, and other common litter.

Training courses to youth

First Capital Bank Mozambique financed technical and vocational training for young people in vulnerable situations in various areas with the aim of improving their personal income and that of their families. These include training in cutting, modelling and sewing, partnered with Associação MAKOBO.



Corporate social responsibility (continued)

2024 CSR initiatives

Mozambique continued

World Savings Day

As part of World Savings Day, in partnership with Pronwana Association, First Capital Bank Mozambique concluded its donation of Financial Education books (A minha primeira conta) to primary schools, both located in the Marracuene district of Maputo Province. Initially, 1 000 copies were distributed to three primary schools, with a further 300 copies delivered to EPC Sigadela in the municipality of Marracuene.

Donation of office supplies to Projecto Esperança

First Capital Bank Mozambique made a significant donation of office supplies, clothing, books, and toys to the Esperança Project. Located in the Marracuene District, Maputo Province, the Esperança Project is a dedicated institution providing essential care, education, and support to children and adolescents in vulnerable situations.

This charitable initiative underscores our purpose of supporting local communities and actively contributing to social transformation.

2024 CSR initiatives

ZAMBIA

Donation to Ministry of Health

One of the core mandates of First Capital Bank is to support the community around us by making meaningful contributions that they will appreciate. We demonstrated belief taking action. During the nationwide cholera pandemic, we understood the importance of a well-supported healthcare system. We recognised the critical role the ministry plays, and we are joined hands with them via our donation of medical supplies and other much needed materials and equipment. The donation was done by senior members of the leadership team and staff.

Mattress and blanket donation

In celebration of Women's Day, our CEO and Head of Treasury led the Kitwe Branch team in a donation of blankets and mattresses to the Kitwe Teaching Hospital maternity ward on Women's Day. The donation was in support of maternal care as we continue to reaffirm our commitment to positively impacting the communities we operate in.

2024 CSR initiatives

ZAMBIA continued

Promoting financial literacy

We promoted financial literacy by hosting an essay competition for primary and secondary school pupils challenging them to devise strategies for growing a hypothetical ZMW5 000 investment to ZMW20 000.

This competition fostered creativity and effective financial planning, empowering young people. Chunga Secondary School's financial literacy and entrepreneurship club, with over 30 club members, emerged as the winner of the **ZMW5 000** prize. The school serves approximately 2 500 students from over 10 communities. Mojocama secured second place, winning ZMW3 000. Mojocama serves approximately 350 students from over eight communities.

Donation to Sarah Rose orphanage – Kitwe

As part of our International Women's Day celebration, our Kitwe branch staff came together to donate assorted food items to underprivileged children in our community. We extended a helping hand to Sara Rose Orphanage in Kitwe supporting 23 underprivileged children aged 7 to 17 years. Through our donation, we aimed to provide much-needed resources and support to the orphanage, ensuring that the children under their care receive the love, care, and opportunities they deserve.

Donation to Child Life Touch Orphanage in Ndola

The donation to the orphanage was driven by it being a haven that provides a home, education, and a sense of belonging to approximately 17 orphaned children aged 9 to 21 years. The donation of assorted food and school supplies was intended to contribute positively to their overall well-being of the orphaned children. The branch staff in Ndola were on hand to make the donation to the orphanage.

2024 CSR initiatives

ZIMBABWE

Global Money Week 2024 participation
USD 5 000

Our Train the Trainer programme is an financial inclusion initiative to educate the community on financial matters from a young age and promote financial literacy. We believe that if this education is received from a young age, this will change the landscape of our communities and economic development.

- In partnership with Junior Achievement Zimbabwe, this programme took place in Harare, Gweru, Mutare, Bulawayo and Kwekwe.
- First Capital Bank Associate mentors and JA Zimbabwe tutors shared financial literacy skills with the young people.
- Selected 'A' level students were equipped with financial literacy and presentation skills to educate their school mates and neighbouring primary schools.
- Courses taught were savings, financial intelligence, entrepreneurship, leadership and critical thinking skills

Zimbabwe Junior Golf Tournament
USD 20 000

For the third year running, First Capital Bank sponsored the Zimbabwe Junior Golf tournament in April 2024. An international youth golf tourney that harnesses local sporting talent while giving international exposure. Participating countries were Zimbabwe, Botswana, United Kingdom, South Africa, Kenya, China, Malawi and Ghana. Thought leadership, mentorship and good sportsmanship are part of the curriculum for the young golfers aged between 13 and 19 years. Over 200 youths were impacted.

- Promoting the golf sport as a career will give unique opportunities to the youth to enter international stages by showcasing their talent.
- The tournament sharpens skills and gives exposure on an international level.

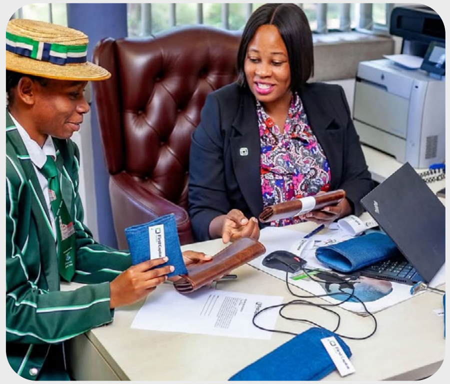
2024 CSR initiatives

Zimbabwe continued

Junior achievement job shadow partnerships

USD 6 500

- These provide young students with exposure to the real world of work across all departments in the Bank, as well as providing mentorship and career guidance.
- 45 Harare associates took part in the Job Shadow initiative and volunteered their skills for half a day. Departments such as Legal, Finance, Marketing, Retail, Digital, Customer Service, Risk, Consumer Banking, Payments, Communication and Corporate Banking took part in shaping the 'banker' of tomorrow.
- 32 students were impacted with 25 associates participating.
- Mindsets were changed and more career prospects introduced to the youth for better decisions in the future.



CancerServe Donation

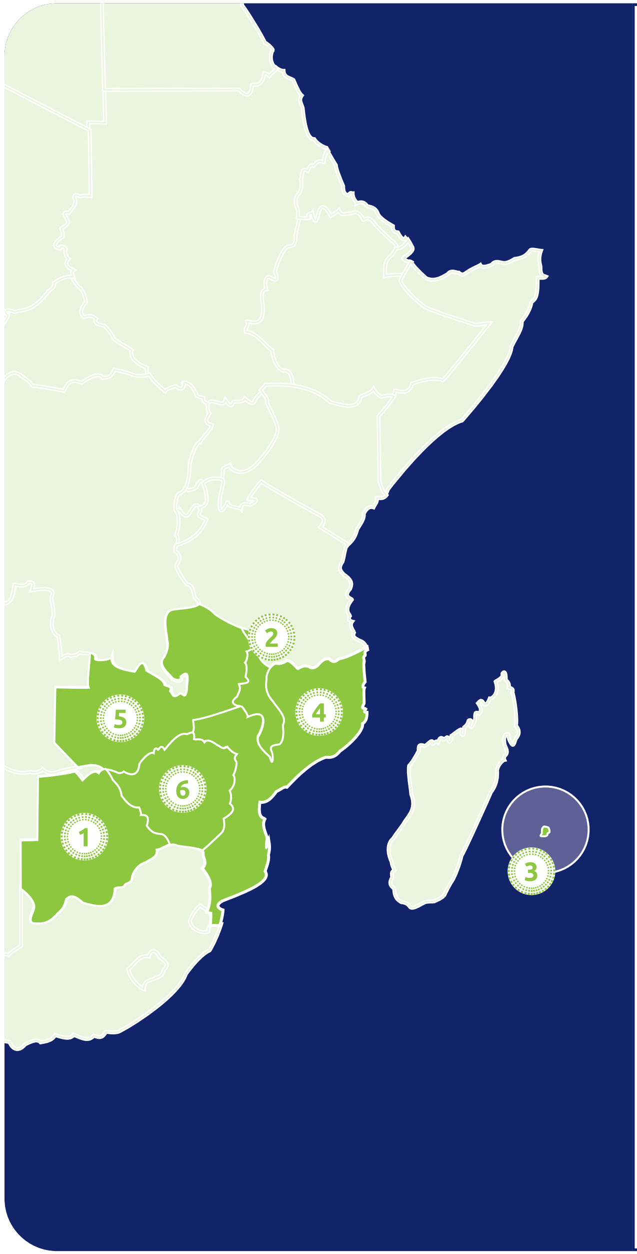
USD 4 999

This donation contributes to healthy lives and the promotion of wellbeing for all at all ages.

- Access to health remains a challenge in the Zimbabwean community, with a lot of treatments and medication especially related to cancer being out-of-reach for the average patient.
- Cancer medication kit donation made in partnership with CancerServe and Parirenyatwa Group of Hospitals.
- 200 underprivileged beneficiaries were identified to receive medication kits in relation to the stage of cancer they are at. This intervention contributes towards life preservation and wellbeing to those in disadvantaged communities.

Abbreviations and acronyms

FMBCH or the Company	FMBcapital Holdings Plc
The Group	FMBcapital Holdings Plc and its subsidiaries
	First Capital Bank Plc (Malawi)
	First Capital Bank Limited (Zambia)
	First Capital Bank Limited (Botswana)
	First Capital Bank S.A. (Mozambique)
	First Capital Shared Services Limited
	First Capital Bank Limited (Zimbabwe)
FCB Botswana	First Capital Bank Limited (Botswana)
FCB Malawi	First Capital Bank Plc (Malawi)
FCB Mozambique	First Capital Bank S.A. (Mozambique)
FCB Zambia	First Capital Bank Limited (Zambia)
FCB Zimbabwe	First Capital Bank Limited (Zimbabwe)
FCSSL	First Capital Shared Services Ltd
<IR>	Integrated Reporting
AGM	Annual general meeting
AGOA	African Growth and Opportunity Act
ALCO	Asset and liability committee
BWP	Botswana Pula
CAR	Capital adequacy ratio
CASA	Current and savings accounts
CEO	Chief Executive Officer
CFO	Chief Finance Officer
CIB	Corporate and Institutional Banking
CLR or LLR	Credit loss ratio or Loan loss ratio
CoE	Cost of Equity
COO	Chief Operating Officer
COVID	Corona virus disease
CRR	Cash Reserve Requirements
CSR	Corporate social responsibility
CTO	Chief technology officer
EEIB	European Investment Bank
EFT	Electronic funds transfer
EPS	Earnings per share
ERMF	Enterprise Risk Management Framework
ERMF	Evaluate, Respond and Monitor
ERP	Enterprise resource planning
EVA	Economic value added
EY	Ernst & Young
FCY	Foreign currency
FSC	Financial Services Commission
FX	Foreign exchange
GBC	Global Business Licence Company
GDP	Gross domestic product
GHG	Greenhouse gases
GRI	Global Reporting Initiative
GSSC	Group Shared Services Centre
HR	Human resources
IAS	International Accounting Standards
ICAM	Institute Chartered Accountants of Malawi
IFRS	International Financial Reporting Standards
ISSB	International Sustainability Standards Board
IT	Information technology
KPI	Key performance indicators
L&D	Learning & development
LAR	Liquid asset ratio
LCY	Local currency
LNG	Liquefied natural gas
LXP	Learning experience platform
PAT	Profit after tax
POS	Point-of-Sale
PRM	Professional Rik Manager
RMB	Reserve Bank of Malawi
ROA	Return on assets
ROE	Return on equity
RSCAs	Risk and control self-assessments
SADC	Southern African Development Community
SDG	Sustainable Development Goal
SLA	Sevice Level Agreement
SME	Small to medium-sized enterprise
UAE	United Arab Emirates
UK	United Kingdom
UN	United Nations
US$ / USD	US Dollar
USA	United States of America
USSD	Unstructured supplementary service data
ZMW	Zambian Kwacha
ZRA	Zambia Revenue Authority
ZWL	Zimbabwean Dollar



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FMBcapital HOLDINGS plc

Belief comes first.

www.fmbcapitalgroup.com