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2026

Annual General Meeting

*Shareholder Pack
Annual General Meeting
March 2026*

*Built on Stability.
Leading the Future
of Payments.*



Forward Together



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NOTICE OF HYBRID (VIRTUAL AND IN-PERSON) ANNUAL GENERAL MEETING OF CALBANK PLC TO BE HELD ON WEDNESDAY, MARCH 25, 2026

Full details of the proposed resolutions and 2025 financial statements can be found on <https://calbankagm.com> and www.calbank.net

Notice is hereby given that the hybrid (virtual and in-person) annual general meeting of CalBank PLC will be held at 10 a.m. on Wednesday, March 25, 2026 at the CalBank Head Office at 23 Independence Avenue, Ridge and shall also be streamed live to all shareholders, to transact the following business:

AGENDA

ORDINARY RESOLUTIONS

1. To receive and consider the accounts of the Bank, and the reports of the directors and the external auditor thereon, for the year ended December 31, 2025
2. To re-elect to the Board of the Bank the following directors retiring by rotation:
 - (i) Mr. Daniel Nii Kwei-Kumah Sackey
 - (ii) Mr. Kwadwo Mpeani Brantuo
 - (iii) Mrs. Yvonne Ofosu-Appiah
3. To re-elect to the Board of the Bank Mr. Woelinam Dogbe
4. To re-elect to the Board of the Bank Mr. Kofi Owusu-Nhyira
5. To re-elect to the Board of the Bank Mr. Charles Tetteh Amanquah
6. To re-elect to the Board of the Bank Ms. Patience Asante
7. To approve the remuneration of the directors
8. To authorise the directors to fix the fees of the external auditor

Dated February 20, 2026

BY ORDER OF THE BOARD

**VERITAS ADVISORS LTD
COMPANY SECRETARY**

NOTES

1. Attendance at the AGM

Attendance and participation at this year's Annual General Meeting ("AGM") of the Company shall be by shareholders and/or their duly appointed proxies, either in person or virtually (via online participation).

2. Appointment of Proxies

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

3. Effect of Personal Attendance

The appointment of a proxy shall not prevent a member from subsequently attending and voting at the meeting, either in person or virtually. Where a member attends or participates in the AGM, the proxy appointment shall be deemed revoked.

4. Submission of Proxy Forms

A copy of the Proxy Form may be downloaded from <https://calbankagm.com> and completed forms should be submitted by any of the following means: Sent by email to info@csd.com.gh; or Deposited at the registered office of the Registrar, Central Securities Depository (GH) Limited, 4th Floor, Cedi House, Accra; or Posted to the Registrar at PMB CT 465, Cantonments, Accra. All completed Proxy Forms must be received not later than 10:00 a.m. GMT on Monday, March 23, 2026.

5. Voting

Voting at the AGM shall be conducted exclusively through the digital platform.

6. Accessing and Voting Through the Virtual Platform

A unique token number will be sent to shareholders via email and/or SMS from March 2, 2026, to enable access to the AGM. Shareholders who do not receive their token may contact the Registrar, Central Securities Depository (GH) Limited, via info@csd.com.gh or call 0302 906576 / 054 582 2865 / 054 582 2920 / 054 582 3198, any time after March 9, 2026 but before the date of the AGM.

7. Virtual Participation and Electronic Voting

To participate virtually, shareholders are required to visit <https://calbankagm.com> and input their unique token number on Wednesday, March 25, 2026 at least 30 minutes before the commencement of the AGM. Shareholders who have not submitted Proxy Forms prior to the meeting may vote electronically during the Virtual AGM using their unique token number.

Further assistance on accessing the meeting and voting electronically can be found on <https://calbankagm.com>.

For further information, please contact:

Central Securities Depository (GH) Limited,
4th floor, Cedi House, Accra

Tel: (233) 0302906576/0545822865/0545822920/0545823198

Email: info@csd.com.gh

RESOLUTIONS TO BE PASSED AT THE 2026 ANNUAL GENERAL MEETING

The Board of Directors will propose the following ordinary resolutions, which will be put to the 2026 Annual General Meeting for consideration and approval:

ORDINARY RESOLUTIONS

RESOLUTION 1: To receive and consider the accounts of the Bank, and the reports of the directors and the external auditor thereon, for the year ended December 31, 2025

The Board will lay before the Annual General Meeting for consideration the audited accounts of the Bank for 2025, and the reports of the directors and auditor thereon, as a true and fair view of the state of affairs of the Bank for the year ended December 31, 2025, and will propose the following resolution:

- That the accounts of the company for the year ended December 31, 2025, and the reports of the directors and auditors thereon are hereby deemed duly considered.

RESOLUTIONS 2 to 4: To re-elect to the Board of the Bank directors retiring by rotation

The following directors of the Bank, Mr. Daniel Nii Kwei-Kumah Sackey, Mr. Kwadwo Mpeani Brantuo and Mrs. Yvonne Ofosu-Appiah, will retire in accordance with section 325 of the Companies Act, 2019 (Act 992) and article 78(b) of the Amended Constitution of the Bank. Mr. Daniel Nii Kwei-Kumah Sackey, Mr. Kwadwo Mpeani Brantuo and Mrs. Yvonne Ofosu-Appiah, who are all eligible for re-election, have offered themselves to be re-elected as directors of the Bank. The Board will recommend that they be so re-elected and will propose the following resolutions:

RESOLUTION 2: That Mr. Daniel Nii Kwei-Kumah Sackey, who is retiring by rotation and who, being eligible, has offered himself for re-election in accordance with article 78 of the Amended Constitution of the company and section 325 of the Companies Act, 2019, be and is hereby re-elected as a director of the company.

RESOLUTION 3: That Mr. Kwadwo Mpeani Brantuo, who is retiring by rotation and who, being eligible, has offered himself for re-election in accordance with article 78 of the Amended Constitution of the company and section 325 of the Companies Act, 2019, be and is hereby re-elected as a director of the company.

RESOLUTION 4: That Mrs. Yvonne Ofosu-Appiah, who is retiring by rotation and who, being eligible, has offered herself for re-election in accordance with article 78 of the Amended Constitution of the company and section 325 of the Companies Act, 2019, be and is hereby re-elected as a director of the company.

RESOLUTIONS 5 to 8: To re-elect directors to the Board of the Bank

On June 9, 2025, Bank of Ghana approved the appointment of Mr. Woelinam Dogbe as a non-executive director of the Bank pursuant to section 60(5) of Act 930. Mr. Dogbe, having consented to serve, was duly appointed as a non-executive director of the Bank with effect from June 9, 2025. Article 74a of the Amended Constitution of the Bank provides that a person so appointed to the Board shall serve until the following

annual general meeting and shall be eligible for re-election.

On December 23, 2025, Bank of Ghana approved the appointments of Mr. Kofi Owusu-Nhyira, Mr. Charles Tetteh Amanquah and Ms. Patience Asante as non-executive directors of the Bank pursuant to section 60(5) of Act 930. Messrs. Owusu-Nhyira and Amanquah, and Ms. Asante, having consented to serve, were duly appointed as non-executive directors of the Bank with effect from January 15, 2025. Article 74a of the Amended Constitution of the Bank provides that persons so appointed to the Board shall serve until the following annual general meeting and shall be eligible for re-election.

The Board will recommend that Messrs. Dogbe, Owusu-Nhyira and Amanquah, and Ms. Asante, be so re-elected and will propose the following resolutions:

RESOLUTION 5: That Mr. Woelinam Dogbe, having been duly appointed as a director of the company, be re-elected as a director of the company in accordance with article 74a of the Amended Constitution of the company.

RESOLUTION 6: That Mr. Kofi Owusu-Nhyira, having been duly appointed as a director of the company, be re-elected as a director of the company in accordance with article 74a of the Amended Constitution of the company.

RESOLUTION 7: That Mr. Charles Tetteh Amanquah, having been duly appointed as a director of the company, be re-elected as a director of the company in accordance with article 74a of the Amended Constitution of the company.

RESOLUTION 8: That Ms. Patience Asante, having been duly appointed as a director of the company, be re-elected as a director of the company in accordance with article 74a of the Amended Constitution of the company.

RESOLUTIONS 9 to 10: To approve the remuneration of the directors

In accordance with section 185 of the Companies Act, 2019 (Act 992), the Board will request that shareholders approve the remuneration of the executive and non-executive directors as disclosed in Note 39C of the 2025 Annual Report of the Bank.

Following the Bank's successful fulfilment of the regulatory requirements for the lifting of the Prompt Corrective Action (PCA) restrictions imposed by the Bank of Ghana in July 2024, under the stewardship of the current Board, which steered the affairs of the Bank and led the successful capital raise, the Board will seek shareholder approval for the remuneration of the non-executive directors for the 2026 financial year at the same levels approved by shareholders prior to the PCA.

The Board will also seek shareholder approval for the remuneration of the executive directors for the 2026 financial year in accordance with the terms of their respective contracts.

The following resolutions will be proposed:

RESOLUTION 9: That in accordance with section 185 of the Companies Act, 2019 (Act 992), approval be and is hereby given for the remuneration of the executive and non-executive directors of the Bank, as detailed in Note 39C to the Financial Statements for the year ended December 31, 2025 and for the payment of non-executive directors' fees for 2026 at the levels approved by shareholders prior to the Bank being subjected to Prompt Corrective Action (PCA) in August 2024.

RESOLUTION 10: That in accordance with section 185 of the Companies Act, 2019 (Act 992), approval be and is hereby given for the remuneration of the executive directors; Mr. Carl Asem, the Managing Director, and Mr. Johnson Oware, the Deputy Managing Director, per the terms of their respective contracts and as detailed in Note 39C to the financial statements.

RESOLUTION 11: To authorise the directors to fix the fees of the external auditor

In accordance with section 140 of the Companies Act, 2019, the Board will request that it be authorised to fix the fees of the external auditor, Deloitte & Touche, for the year ending December 31, 2026 and seek confirmation of the remuneration payable to the auditor for 2025, as disclosed in the financial statements. The following resolution will be proposed:

RESOLUTION 11: That in accordance with section 140(2) of the Companies Act, 2019, confirmation be and is hereby given for the remuneration of the external auditor of the bank, as detailed in Note 18 to the Financial Statements for the year ended December 31, 2025 and that the directors be and are hereby authorised to fix the remuneration of the external auditor in respect of the year ending December 31, 2026.

WOELINAM YAO DOGBE

Woelinam Dogbe is the Deputy Director-General at the Social Security and National Insurance Trust (SSNIT). He brings to the Board more than 18 years of professional experience as a distinguished Banker, Management Consultant, and Business Executive. He has held senior leadership positions at Standard Chartered Bank, Fidelity Bank Ghana, and Bayport S&L. He has also served on the boards of Agave Rural Bank PLC and Woezor Group Limited.

Prior to his appointment, he was the Chief Operating Officer of Woezor Group and Managing Consultant at Plankton Partners Limited, a firm that provides advisory services across multiple industries.

He is a Fellow of the Chartered Institute of Bankers, Ghana and an International Finance Corporation (IFC)-certified Environmental and Social Risk Management Consultant.

He had his secondary education at Achimota School. He holds a Bachelor of Science degree from the University of Ghana, Legon and a Master of Business Administration from the University of Bradford, UK.

CHARLES TETTEH AMANQUAH

Charles Amanquah is a distinguished financial services executive with more than three decades of banking experience spanning Retail Banking, Corporate Banking, Risk Management, and Strategic Management. His career demonstrates a strong track record of strengthening institutions, enhancing governance frameworks, and driving sustainable business growth.

He began his professional journey at Standard Chartered Bank Ghana Ltd., where he built a solid foundation in credit and risk management. He later joined United Bank for Africa (Ghana) Ltd., where he spent five years in several senior leadership roles including Chief Credit Officer, Chief Risk Officer responsible for West Africa operations excluding Nigeria, and Regional Director overseeing selected branches. In these capacities, he led strategic initiatives that supported the bank's operational expansion and improved its risk governance structures.

He subsequently returned to Standard Chartered Bank Ghana Ltd., where he was appointed Country Credit Head, Retail Banking for Ghana and the Gambia. He served with distinction in this role until his retirement in February 2025, providing oversight of the retail credit portfolio and playing a pivotal role in preserving the bank's asset quality and risk standards.

Renowned for his disciplined leadership approach, he brings deep expertise in enterprise risk management, operational excellence, and strategic execution. His career is characterized by a commitment to strong governance, prudent decision-making and the development of high-performing teams.

He holds an Executive MBA from the Ghana Institute of Management and Public Administration (GIMPA) and a bachelor's degree in economics and management from the University of Ghana, Legon. He is also a Certified Information System Auditor.

KOFI OWUSU-NHYIRA

Kofi Owusu-Nhyira works at the intersection of regulated financial, public policy, capital, and operational infrastructure. Over the past two decades, he has founded and governed institutions across payments, remittances, insurance, and financial infrastructure— operating in environments where regulatory decisions translate directly into system behaviour.

His work spans both the private and regulatory facing sides of financial markets, with a strong emphasis on institutional resilience and compliance. He is the founder of Nsano, a pan-African payments infrastructure company, and Eight Geeks @ Law, a specialist practice focused on financial regulation and institutional systems. His experience centres on institutional design, regulatory exposure, and sustaining operational continuity under macroeconomic pressure. His work focuses on how financial systems manage risk, pace liquidity, and maintain stability as conditions evolve.

PATIENCE ASANTE

Patience Asante is an accomplished risk management professional with over 25 years experience in Enterprise Risk Management, Compliance and Internal Control. She was an Executive Director at First Atlantic Bank where she led the risk management organisation across the Bank.

She led the successful merger of the Bank with Energy Commercial Bank in 2019. Prior to joining First Atlantic Bank, Patience had managed key risk functions for a number of Banks including UBA Ghana and Universal Merchant Bank.

She holds a Bachelor of Science Degree in Business Administration and MBA from the University of Ghana. She has undertaken a Certificate Programme in Sustainable Finance from the University of Oxford's Smith School of Enterprise and the Environment.

ANNUAL GENERAL MEETING to be held at 10am on Wednesday, **March 25, 2026** in person and shall also be held and streamed live to all shareholders of CalBank PLC.

I/We being a member(s) of CalBank PLC hereby appoint

..... Or failing him/her the Chairman of the meeting as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Wednesday, **March 25, 2026**.

Signed thisday of 2026

Shareholder's Signature

Ordinary Resolutions	For	Against
1. To consider the 2025 accounts		
2. To re-elect Mr. Daniel Nii Kwei-Kumah Sackey as a non-executive director of the Bank		
3. To re-elect Mr. Kwadwo Mpeani Brantuo as a non-executive director of the Bank		
4. To re-elect Mrs. Yvonne Ofosu-Appiah as a non-executive director of the Bank		
5. To re-elect Mr. Woelinam Yao Dogbe as a non-executive director of the Bank		
6. To re-elect Mr. Kofi Owusu-Nhyira as a non-executive director of the Bank		
7. To re-elect Mr. Charles Tetteh Amanquah as a non-executive director of the Bank		
8. To re-elect Ms. Patience Asante as a non-executive director of the Bank		
9. To approve the remuneration of the non-executive directors		
10. To approve the remuneration of the executive directors		
11. To confirm and authorise the directors to fix the fees of the external auditor		

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

PRINT FORM CLEAR FORM

NOTES

- Attendance and participation by all members and/or their proxies in this year's annual general meeting of the Company shall be in-person or virtual (i.e. by online participation).
- A member entitled to attend and vote at the annual general meeting may appoint a proxy to attend (in person or via online participation) and vote on his/her behalf. Such a proxy need not be a member of the Company.
- The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting (in person or through online participation). Where a member attends the meeting in person or participates online, the proxy appointment shall be deemed to be revoked.
- A copy of the **PROXY FORM** can be downloaded from: <https://calbankagm.com> and may be completed and sent via email to: info@csd.com.gh or deposited at the registered office of the Registrar of the Company, Central Securities Depository (GH) Limited, 4th floor, Cedi House, Accra or posted to the Registrar at PMB CT 465 Cantonments, Accra to arrive not later than 10.00am GMT on Monday March 23, 2026.

5. Accessing and Voting through the Virtual Platform

A **unique token number** will be sent to shareholders by email and/or SMS from March 2, 2026 to give them access to the meeting. Shareholders who do not receive this token can contact the CSD on: info@csd.com.gh or call **0302689313 / 0302689314 / 054 582 2865 / 054 582 2920 / 054 582 3198** any time after March 9, 2026 but before the date of the AGM to be sent the unique token.

To gain access to the AGM Virtually, shareholders must visit <https://calbankagm.com> and input their unique token number on Wednesday, March 25, 2026. For shareholders who do not submit proxy forms to the Registrar of the Company prior to the meeting, they may vote electronically during the Virtual AGM, again using their unique token number.

Further assistance on accessing the meeting and voting electronically can be found on <https://calbankagm.com>.

For further information, please contact:

Central Securities Depository (GH) Limited
9th floor, Cedi House, Accra
Tel: (233) 0302689313 / 0302689314 / 054 582 2865 / 054 582 2920 / 054 582 3198
Email: info@csd.com.gh

Our Branches

■ Ashanti Region

Adum Branch
Asafo Branch
Kejetia Branch
KNUST Branch
Nhyiaeso Branch
Suame Branch

■ Bono East Region

Techiman Branch

■ Central Region

Cape Coast Branch
Kasoa Branch

■ Eastern Region

Koforidua Branch

■ Greater Accra Region

Achimota Branch
Airport City Branch
Ashaiman Branch
Ashaley Botwe Branch
Dansoman Branch
Derby Avenue Branch
East Legon Branch
Graphic Road Branch
Independence Avenue Branch (Head Office)

Labone Branch

Legon Branch

Madina Branch

Osu Branch

Ring Road Central Branch

Ring Road West Branch

Spintex Road Branch

Tema Community 1 Branch

Tema Community 25 Branch

Tema Industrial Area

Weija Branch

■ Northern Region

Tamale Branch

■ Upper East Region

Bolgatanga Branch

■ Western Region

Ainyinase Agency

Esiama Branch

Sekondi Branch

Takoradi Harbour Branch

Takoradi Market Circle Branch

Tarkwa Branch

■ Volta Region

Ho Branch

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