EDC GHANA RETIREMENT FUND PLC

("Fund" / "Company")

Company Number: CS497762014
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Shareholders of EDC GHANA RETIREMENT FUND PLC (the "Fund") will be held on Thursday, 27th August 2026 from 9:30 a.m. to 11:00 a.m. (GMT), by way of an audio-visual conferencing facility and other audio-visual means ("VC/OAVM Facility"), and streamed live, in accordance with the Companies Act, 2019 (Act 992), the Securities Industry Act, 2016 (Act 929), applicable guidelines of the Securities and Exchange Commission ("SEC"), and the Fund's Regulations, to transact the following business:

ORDINARY BUSINESS

1. To receive the Report of the Fund Manager for the year ended 31st December 2025.
2. To receive the Report of the Directors for the year ended 31st December 2025.
3. To receive and adopt the Audited Financial Statements of the Fund for the year ended 31st December 2025, together with the Report of the Auditors thereon.
4. To appoint/re-appoint/ratify the appointment of the Auditors for the 2026 financial year.
5. To fix the remuneration of the Auditors for the ensuing year.
6. To approve the fees of the Board of Directors.

Any other business that may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution of the Fund:

SPECIAL RESOLUTION

AMENDMENT OF THE SCHEME PARTICULARS — GLOBAL INVESTMENT OPPORTUNITIES ALLOCATION

THAT, subject to and conditional upon the approval of the Securities and Exchange Commission, the Scheme Particulars of EDC Ghana Retirement Fund Plc be and are hereby amended to permit the Fund Manager, acting under the oversight of the Investment Committee, to allocate up to twenty percent (20%) of the Fund's net asset value to Global Investment Opportunities, being investments in markets and instruments outside the African continent, including developed and emerging market equities, fixed income securities, exchange-traded funds, and other permissible collective investment schemes;

PROVIDED THAT the aggregate exposure of the Fund to investments outside the Republic of Ghana (comprising both African regional and Global Investment Opportunities) shall at no time exceed the maximum external exposure limit prescribed by the Securities and Exchange Commission from time to time;

AND THAT the Directors be and are hereby authorised to take all steps necessary, including the filing of the amended Scheme Particulars with the Securities and Exchange Commission and the execution of all such documents, to give full effect to this Resolution.

EXPLANATORY NOTE — SPECIAL RESOLUTION (ITEM 7)

Background and Rationale

The Board of Directors, by Written Resolution duly passed on 31st July 2026 pursuant to Section 188(j) of the Companies Act, 2019 (Act 992), approved in principle the proposed amendment to the Fund's Scheme Particulars to permit an allocation of up to twenty percent (20%) of the Fund's net asset value to Global Investment Opportunities — being investments in markets and instruments outside the African continent. The Board has directed that the proposal be tabled as a Special Resolution before shareholders for their consideration and approval at this AGM.

The current Scheme Particulars do not contemplate investment outside Africa. The proposed amendment is intended to enhance portfolio diversification, broaden the Fund's return opportunities, and support the Board's approved AUM growth target. A limited allocation to select global markets is expected to complement, not replace, the Fund's Africa-focus mandate. The Board has separately approved a Carry Opportunity Strategy under which the Fund's African regional exposure (Nigeria and Côte d'Ivoire) may be built out to approximately 25% of net asset value, with Ghana retained as the anchor market.

Portfolio Structure (Illustrative Ceilings Post-Amendment)

Component	Illustrative Ceiling	Basis
Ghana (domestic anchor)	≥ 55%	Fund's local-market anchor; above the SEC's 30% domestic floor
Africa Regional (Nigeria, Côte d'Ivoire)	≤ 25%	Approved under the Carry Opportunity Strategy (29 May 2026 Board Meeting)
Global Investment Opportunities (ex-Africa)	≤ 20%	Subject of this Special Resolution
Aggregate External Exposure (Africa Regional + Global)	≤ 45% (within 70% SEC ceiling)	Combined foreign exposure remains within the SEC's prescribed limit

Voting Threshold — Special Resolution

In accordance with the Companies Act, 2019 (Act 992) and the Fund's Regulations, the Special Resolution set out at Item 7 requires the approval of not less than seventy-five percent (75%) of the votes cast by members entitled to vote at the AGM. Shareholders are encouraged to read the full text of the Special Resolution above carefully before voting.

Regulatory Condition

The Special Resolution is conditional upon the subsequent approval of, or no objection by, the Securities and Exchange Commission to the amended Scheme Particulars. The amendment will not take legal effect until SEC clearance has been obtained. The Fund Manager and the Company Secretary have been directed to engage the SEC on a no-objection basis ahead of and following the AGM.

NOTES

- **Mode of meeting:** The AGM will be conducted entirely through the VC/OAVM Facility and streamed live. Shareholders participating through the VC/OAVM Facility shall be counted for the purpose of reckoning the quorum.
- **Joining instructions:** Login details and instructions for joining the AGM will be sent by email to Shareholders whose email addresses are registered with the Fund, and will also be made available on www.edcghanaagm.com.
- **Annual Reports:** The 2025 Annual Reports of the Fund and this Notice of AGM are available on www.edcghanaagm.com and will be sent by email to all Shareholders whose email addresses are registered with the Fund.
- **Proxies:** A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a Shareholder of the Fund). A Proxy Form is enclosed and available on www.edcghanaagm.com. To be valid, completed Proxy Forms must be received by the Company Secretary by email to edc-clientservice@ecobank.com or by hand/post at the Fund's registered office, not later than 48 hours before the AGM.
- **Voting:** Instructions for the manner of participation and casting of votes (including by remote electronic means) shall be communicated to Shareholders ahead of, and explained at, the meeting. Ordinary Resolutions require a simple majority; the Special Resolution (Item 7) requires not less than 75% of votes cast.
- **Assistance:** Shareholders who have not updated their email addresses, or who require assistance, may contact the Fund at edc-clientservice@ecobank.com or on 0302 610 400 / 634 165.

Dated this 31st July 2026.

BY ORDER OF THE BOARD

Nathan Tete Tei

Company Secretary