

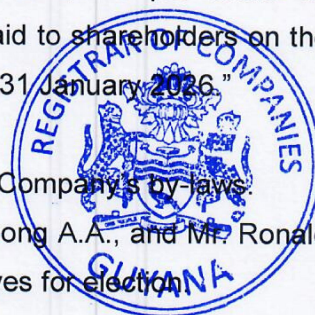


## Notice of the Meeting

Notice is hereby given that the 2<sup>nd</sup> Annual General Meeting of Banks DIH Holdings Inc. will be held at Thirst Park, Georgetown on Saturday, 31<sup>st</sup> January, 2026, at 5.00 p.m. for the following purposes:-

### AGENDA

- A. To receive the Financial Statements for the period ended 30 September 2025 and the Reports of the Directors and Auditors thereon.
- B. To consider and (if thought fit) pass the following resolution:
  - 1. "That the Financial Statements for the period ended 30 September 2025 and the Reports of the Directors and Auditors thereon be and are hereby adopted."
- C. To consider the declaration of a Dividend of \$1.70 per share as recommended by the Directors, in addition to a Dividend of \$0.65 per share, and a Dividend of \$0.65 per share previously declared by them and (if thought fit) pass the following resolution:
  - 2. "That the Dividend of \$0.65 per share, and the Dividend of \$0.65 per share already paid be confirmed, and that a Dividend of \$1.70 per share as recommended by the Directors be approved and paid to shareholders on the Company's Register at the close of the business on 31 January 2026."
- D. To elect Directors in accordance with Article 109 of the Company's by-laws. The Directors retiring by rotation are Mr. Roy Errol Cheong A.A., and Mr. Ronald Graham Burch-Smith, who being eligible, offer themselves for election.  
To consider and (if thought fit) pass the following resolutions:
  - 3. (a) "That the Directors be elected en bloc."
  - (b) "That the retiring Directors Mr. Roy Errol Cheong A.A., and Mr. Ronald Graham Burch-Smith, be and are hereby elected Directors of the Company."







- E.** To fix the remuneration of the Directors in accordance with Article 86 of the Company's by-laws and Section 104 of the Companies' Act Cap. 89:01.  
To consider and (if thought fit) pass the following resolution:
4. "That the remuneration of \$2,426,130. per annum be paid to the Non-Executive Vice Chairman; the remuneration of \$2,006,099. per annum be paid to each Non-Executive Director in accordance with Article 86 of the Company's by-laws and Section 104 of the Companies' Act 1991 and that a Travelling Allowance for each Non-Executive Director be fixed at \$1,010,011. per annum; and that the additional sum of \$600,000. per annum be provided for additional remuneration for each Director serving on Technical Committees."
- F.** To appoint Auditors in accordance with Article 143 of the Company's by-laws.  
To consider and (if thought fit) pass the following resolution:
5. "That Messrs. Jack A. Alli, Sons & Company be and are hereby appointed Auditors for the period ending with the conclusion of the next Annual General Meeting."
- G.** To fix the remuneration of the Auditors in accordance with Article 146 of the Company's by-laws.  
To consider and (if thought fit) pass the following resolution:
6. "That the remuneration of the Auditors be fixed at \$37,250,000. for the current financial year."
- H.** To approve the amendment of the By-Laws.  
To consider and (if thought fit) pass the following resolution:
7. "That Article 146 of the By-Laws be amended to reflect the remuneration of the Auditors shall be fixed by the Board, if not fixed by the Shareholders. The







remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board."

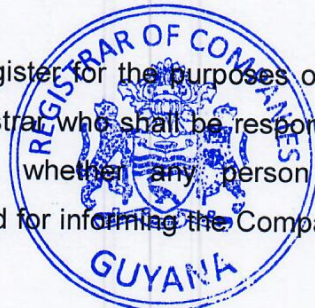
8. "That Article 8 of the By-Laws be amended to reflect the following;

A. No person shall have an interest in shares which is more than fifteen percent (15%) of the issued share capital of the Company or carry more than fifteen percent (15%) of the total voting rights of the Company. Where a person holds more than fifteen percent (15%) of the issued capital of the Company, the votes which exceed that fifteen percent (15%) limitation shall be invalid and shall not be counted in relation to any voting at a shareholders' meeting.

The word "person" includes bodies corporate, companies, partnerships, syndicates, trusts and any association of persons.

A person is deemed to have an "interest in shares" if he is the legal or beneficial owner of the shares; or if the shares are held by a company directly or indirectly under his control; or held by his spouse or his child or stepchild; or if the shares are held by a trust established by him; or if the shares are held by another person with whom he is acting in concert pursuant to an arrangement (whether legally binding or not) for the acquisition of such shares; or if the shares are held by the members of a partnership in which he is involved.

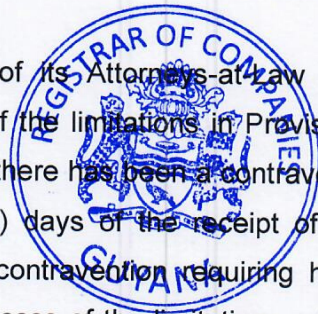
B. The Company shall cause to be kept a register for the purposes of this provision and shall appoint a Special Registrar who shall be responsible for determining on a continuous basis whether any person has contravened the limitation herein set out and for informing the Company's directors of any such contravention.







- C. Where the Directors or the Special Registrar have reason to believe that a person who acquired shares in the Company is in contravention of the 15% limitation referred to above because such person is acting in concert with another person, the Company shall be entitled pursuant to Section 115 of the Securities Industry Act Chapter 73:04 by notice in writing to require disclosure from that person acquiring the shares, any agreement or arrangement under which another person is entitled to control his exercise of voting rights and provide written particulars of the agreement or arrangement and the parties to it within five (5) days.
- D. A person who becomes interested in shares which amount to more than fifteen percent (15%) of the issued share capital of the Company or the total voting rights of the Company shall notify the Company in writing of the occurrence of the event resulting in his increase in interest within ten (10) days of the date on which it occurred.
- E. Where the directors or the Special Registrar have reason to believe that there has been a contravention of the preceding provisions a notice shall be served on the person who they believe to be in contravention thereof stating that such person's votes at any meeting of the shareholders of the Company will not carry more than fifteen per cent (15%) of the total voting rights of the Company.
- F. The Company shall obtain the opinion of its Attorneys-at-Law as to whether there has been a contravention of the limitations in Provision A hereof. If the Attorneys-at-Law advise that there has been a contravention the Special Registrar shall within ten (10) days of the receipt of such advice, serve a notice on the person in contravention requiring him to dispose of the shares which are held in excess of the limitations referred to in Provision A hereof within ten (10) days of the service of the notice.

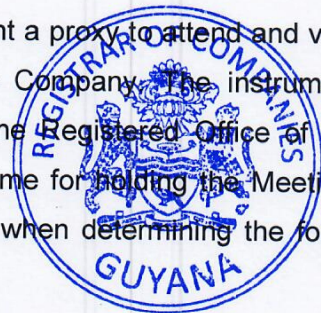






- G. Where a person who is served with a notice referred to in the preceding provision hereof fails to dispose of the excess shares within twenty-eight (28) days of the service of the notice the directors of the Company shall be empowered to direct the Special Registrar to dispose of such excess shares and to deliver the proceeds thereof to such person.
- H. The matters set out hereinbefore prevail over and are to be regarded as overriding any other By-law dealing with the counting of votes on the taking of a poll.
- I. Nothing set out hereinabove shall prevent any person from transferring his shares in the Company to another person.
- I. To fix charitable donations in accordance with Article 62 of the Company's by-laws.
- To consider and (if thought fit) pass the following Resolution:
9. "That the amount appropriated for charitable donations be fixed at \$6,515,000. for the current financial year."
- J. To transact any other business of an Ordinary Meeting.

Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be stamped and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the Meeting. (Note: Saturdays and Public Holidays are to be excluded when determining the forty-eight (48) hour period.)








Shareholders may contact the Company Secretary's Office (Mrs. Kavorn Kyte-Williams) at telephone numbers 592-225-0918 or 592-225-0910, Ext. 2235 or email [kkyte-williams@banksdih.com](mailto:kkyte-williams@banksdih.com) to address any questions in relation to this Notice or the Annual General Meeting.

**BY ORDER OF THE BOARD**

  
**Kavorn Debora Kyte-Williams**  
Company Secretary/General Counsel

**REGISTERED OFFICE**

**Thirst Park  
Georgetown  
Guyana**

**28 November, 2025**



*3.10.25*