



BANCO DE FOMENTO ANGOLA

BFA ARTICLES OF ASSOCIATION

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BFA ARTICLES OF ASSOCIATION

CHAPTER I

ARTICLE 1

(Name)

The company's corporate name is "Banco de Fomento Angola, S.A".

ARTICLE 2

(Purpose)

1. The Company's sole corporate purpose is to carry out banking business activities, in accordance with the applicable legal terms and provisions and within the full scope laid down by national law.
2. In accordance with the Board of Director's adopted resolution, the Company may undertake the following deeds:
 - a) To incorporate new companies, as well as acquire equity interests in any other companies or entities, whether or not subject to particular legal provisions or regulations that may apply according to special legislation, with the same or different corporate purpose;
 - b) To establish partnerships with other legal entities, namely, to incorporate or set up new companies, to participate in incorporated joint ventures (IJVs), economic interest groupings (EIGs), consortia arrangements and unincorporated joint ventures (UJVs).

ARTICLE 3

(Head Office)

1. The Company's registered office is located at Amílcar Cabral Street, No. 58, Maianga District, Luanda City, Angola.
2. In accordance with a Board of Director's resolution, BFA's registered office may be transferred to another location within the same province or national territory.
3. BFA's Board of Directors may deliberate to set up, hold and close subsidiaries, branches, branch offices, commercial outlets, corporate outbuildings, premises and facilities, as well as representative offices or any other form of business representation within the national territory or abroad, without requiring the consent of any other governing body for the aforementioned purpose.

ARTICLE 4

(Term)

The company's term is for an indefinite period of time and began on the 1st of July of 2002.

CHAPTER II

Share Capital, Shares and Bonds

ARTICLE 5

(Share Capital)

The company's share capital, fully subscribed and paid up, amounts to AOA 45,000,000,000.00 (AOA forty-five billion) and it is represented by 9,000,000 (nine million) shares with a nominal value of AOA 5,000.00 each.

ARTICLE 6

(Shares)

1. The company's shares representing the corporate share capital are nominative and have a book-entry form.
2. The Company's shares representing the corporate share capital may be represented by securities certificates in denominations of 1, 10, 100, 1,000, 10,000 or 100,000 shares.
3. The securities representing the Company's shares shall be signed by one or two Directors, and their signatures may be replaced by means of a basic mechanical reproduction (signature made by electronic or mechanical means).

ARTICLE 7

(Pre-Emption Right in Capital Increases)

1. BFA's Shareholders shall have pre-emption right in the subscription of the Company's shares representing capital increases by means of capital inputs (cash entries) unless such right is limited or revoked by a Shareholders' General Meeting resolution on the basis of the company's corporate interest.
2. The resolution to limit or revoke BFA's shareholders' pre-emption right in capital increases is subject to attaining a qualified majority as provided for in Article 15(2).
3. The company's resolutions with regard to share capital increases must clearly state the following key topics:
 - a) The share capital increase arrangement;
 - b) The share capital increase total amount;
 - c) The new company shares' nominal value;
 - d) Information on the business type, origin and characteristics concerning new capital inputs;
 - e) The premium amount, if applicable;
 - f) The deadline for completing admittances;
 - g) The legal or natural persons participating in the share capital increase.

ARTICLE 8**(Share Issuance)**

1. The Company may issue shares that capitalize on a fixed or variable asset ownership privilege financial scheme, namely non-voting preferential shares.
2. The SGM may adopt a resolution stipulating that company's shares which capitalize on an asset ownership privilege financial scheme — namely, non-voting preferential shares — shall be subject to redemption on the due date or upon the approval of a resolution by the SGM. The redemption may be made for the shares' nominal value or for the shares' nominal value plus a premium. Accordingly, if a premium amount is applicable, it is incumbent upon the SGM to deliberate on the premium amount, as well as to adopt a resolution on the issuance or redemption of the company's shares.

ARTICLE 9**(Other Means of Financing)**

1. The Company may issue any debt securities, namely any type, form or arrangement of corporate bonds.
2. The Board of Directors (BoD) may adopt a resolution concerning the issuance of ordinary corporate bonds, commercial paper or other equivalent transferable securities.
3. Corporate bonds convertible into ordinary or special class shares may also be issued, as well as corporate bonds with the right to subscribe for ordinary or special class shares.
4. The issuance of corporate bonds of any class as stated in the foregoing paragraph, as well as any other class of transferable securities convertible into or with the right to subscribe for Company's shares, as well as any financial instrument eligible for additional Tier 1 or Tier 2 capital, shall be subject to the adoption of a resolution at the SGM with approval by a majority, as provided for in Article 15(2).
5. The corporate bonds may be represented by securities certificates in denominations of 1, 10, 100, 1,000, 10,000 or multiples of 10,000 bonds.
6. The securities certificates representing the corporate bonds shall be signed by one or two Directors, and their signatures may be replaced by means of a basic mechanical reproduction (signature made by electronic or mechanical means).
7. The corporate bonds may take a book-entry form, if permitted by law.

ARTICLE 10**(Treasury Shares and Other Securities)**

In accordance with the national legal and regulatory framework, the Company may carry out and engage in all types of financial operations in respect of its treasury shares, bonds and other equivalent securities.

CHAPTER III

Governing Bodies

ARTICLE 11

(Governing Bodies)

The company comprises the following governing bodies: Shareholders' General Meeting (SGM), Board of Directors (BoD), Executive Committee (EC), and the Supervisory Board (SB).

SECTION I

Shareholders' General Meeting

ARTICLE 12

(Board of the Shareholders' General Meeting)

The Board of the Shareholders' General Meeting comprises the following elements: a Chairperson and a Secretary, both appointed and elected by the SGM, and a Deputy Chair may also be appointed, if deemed appropriate.

ARTICLE 13

(Entitlement to Attend the Shareholders' General Meeting)

1. The participants who are entitled to attend the Shareholders' General Meeting (SGM), to discuss the items that have been accepted and included in the agenda and to cast their votes are as follows: shareholders who hold a number of shares of not less than one hundred, registered in their name in the Company's share registry book, or which have been deposited with a credit institution at least fifteen days prior to the date set for the SGM, and who provide proof of such deposit to the Company no later than ten days prior to the scheduled date of the SGM.
2. In accordance with the provisions laid down in the preceding paragraph, the Company's Shareholders who do not hold the number of shares required to attend the SGM, to discuss the items that have been accepted and included in the agenda and to cast their vote at the SGM, may form a group to make up the number of shares required to attend, participate in, and cast their votes at the SGM. Accordingly, they must appoint, by mutual agreement, a single member among their shareholders' group to act as an authorised legal representative on their behalf at the SGM.
3. The bondholders are not entitled to attend the SGMs.
4. The Company's Shareholders, who are natural persons, may be represented at the SGM by another Shareholder or by authorised legal representatives empowered to do so under the applicable law.
5. The Company's Shareholders, who are legal persons, shall be represented at the SGM by an authorised legal representative, duly appointed by them and empowered for such purpose.

6. The shareholders' authorised legal representations provided for in the foregoing paragraphs shall be carried out by means of a written communication addressed to the Chair of the Shareholders' General Meeting Board and submitted to the Company at least five working days before the SGM scheduled date.

ARTICLE 14

(Quorum Requirements for the Adoption of Resolutions)

1. Without prejudice to the applicable legal and regulatory framework and pursuant to the legal provisions laid down in paragraph 3 hereunder, the SGM can only adopt or pass resolutions on the first (1st) summons if in attendance are both the Shareholders and/or the Shareholders' Authorized Legal Representatives, holding blocks of shares corresponding to at least more than half of the Company's Share Capital.
2. Without prejudice to the applicable legal and regulatory framework and pursuant to the legal provisions laid down in paragraph 3 hereunder, the SGM may adopt or pass a resolution on a second (2nd) summons, irrespective of the number of Shareholders or Shareholders' Authorised Legal Representatives in attendance.
3. Exceptions to the provisions laid down in the preceding paragraphs are the cases in which the current articles of association require a qualified majority calculated on the basis of the company's share capital. Accordingly, the adoption of a resolution on such cases and related subject matters may only be approved if the Shareholders and/or the Shareholders' authorised legal representatives holding blocks of shares representing at least the amount of share capital corresponding to the aforementioned qualified majority are in attendance at the SGM.

ARTICLE 15

(Entitlement to Vote and Qualified Majorities Required to Adopt Resolutions)

1. One vote corresponds to a single block of one hundred shares (100 shares).
2. The adoption of resolutions on the subject matters referred to in the subsequent paragraphs shall be made by a qualified majority of two-thirds of the votes corresponding to the Company's share capital:
 - a) Amendments to the articles of association, including those concerning share capital increases or decreases;
 - b) Merger or breakup, transformation or dissolution of the company;
 - c) Issuance of any securities that may be subject to a subscription or conversion into shares, as well as any financial instrument eligible for additional Tier 1 or Tier 2 capital;
 - d) Setting statutory limitations or revoking shareholders' pre-emption rights in capital increases;
 - e) Purchase and disposal of treasury shares or bonds;
 - f) Profit distribution for the financial year, applicable under the event circumstances foreseen in the second half of Article 22(1)(e);
 - g) Other asset allocations to shareholders and advance of dividends on the profits.

SECTION II

BOARD OF DIRECTORS

ARTICLE 16

(Board of Directors)

The Board of Directors (BoD) is made up of an odd number of members, with a minimum of seven (7) and a maximum of fifteen (15) members, according to the resolution that may be adopted at the Shareholders' General Meeting (SGM).

ARTICLE 17

(Board Members)

1. The Board Members shall be elected by the SGM, which shall appoint the Chairperson and, at its discretion, may appoint one or more Deputy Chairpersons.
2. In the event of the absence or permanent incapacity/unavailability of any Director, his/her replacement shall be made by means of co-option. In the event that the co-option is not possible or does not take place within thirty days of the absence or permanent incapacity/unavailability, the replacement shall be made by appointment of the Shareholders' General Meeting Board, which shall remain in place until the next SGM.

ARTICLE 18

(Board Powers)

1. The Board of Directors (BoD) has the company's broadest and most comprehensive management and corporate representation powers, being incumbent upon the BoD to carry out all corporate deeds that are required or deemed appropriate for the fulfilment of the company's purpose. Overall, the BoD is also empowered to perform all corporate deeds that do not fall within the remit (scope of duties, expertise and authority) of other company bodies, in accordance with the applicable national law and pursuant to the current articles of association, namely:
 - a) Purchase, disposal and encumbrance of movable and immovable assets;
 - b) Provision of surety bonds and personal or tangible securities on the company's behalf;
 - c) Opening or closing company's corporate outbuildings, premises and/or facilities or parts thereof;
 - d) Changes to the Company's organisational structure;
 - e) Appointment of authorised legal representatives to carry out certain proceedings or categories of deeds, setting out the scope of the corresponding powers of attorney.
2. With a view to ensuring its regular functioning, the BoD may decide and undertake the following deeds:
 - a) To appoint with delegation of powers the company's day-to-day management to an Executive Committee made up of three, five or seven members, within the parameters of powers that may be stipulated pursuant the BoD resolution related to the aforementioned appointment with delegation of powers;

- b) To co-opt new Board Members (Directors) to fill any vacancies that may potentially occur during its term of office;
- c) To draw up and adopt a BoD internal operating rulebook, as well as to approve the Executive Committee internal operating rulebook that it shall appoint with delegation of powers;
- d) To appoint a Company Secretary, whose duties and powers shall be assigned in accordance with a term of office, which shall match the Board of Directors' term of office.

ARTICLE 19

(Board Meetings)

1. The Board of Directors (BoD) shall meet once a month and/or whenever summoned by the BoD Chairman, either on his own request or at the request of two or more Directors. The BoD meetings may be held online and/or remotely through digital channels.
2. The Board of Directors' resolutions shall be taken by a majority of the votes cast, with the exception of the subject matters outlined hereinafter, which require a three-quarters majority of the votes cast by the BoD elected members in order to be approved:
 - a) To approve the company's business plan, comprehensive strategic plan and annual budget as well as any amendment to them which may result in a potential deviation, which after offsetting any potential negative deviations, either individually and/or if added to previous deviations equal to or lower than 12.5% of the estimated annual results, would exceed and/or be higher than 12.5% of the company's forecast annual results;
 - b) To carry out and implement resolutions with a significant impact on the company's assets (i.e. with a value higher than 7.5 per cent of the shareholders' equity) or undertake strategic decisions that are not foreseen in the company's business plan or annual budget, namely expenses and/or investments that trigger the need to increase shareholders' equity, as well as partnership agreements, joint ventures or similar undertakings;
 - c) To undertake and/or approve any relevant or major change related to the geographical area in which the Company operates, unless provided for under the corporate strategic plan or business plan;
 - d) The listing of shares representing the Company's share capital and/or the share capital of its subsidiaries;
 - e) To approve the proposal concerning the appropriation of profits;
 - f) To carry out any financial transactions with related parties in excess of USD 2,500,000.00 (two million five hundred thousand United States dollars), unless they are banking transactions performed under market conditions and within the financial ceiling set by the Board of Directors;
 - g) The issuance of subordinated debt securities, unless provided for within the company's annual budget;
 - h) The amendment of the Board of Directors and Executive Committee rulebooks, as well as the amendment concerning the Credit and Risk Management rulebooks and the approval and amendment of any other rules and regulations that may replace them with respect to the same subject matters;

- i) The advance of dividends on profits, unless provided for in the company's annual budget or corporate business plan;
 - j) The incorporation of any company's subsidiary (i.e. a company whose share capital is controlled by more than 50% by the Company), or the acquisition of a shareholding which leads to the incorporation of a subsidiary, as well as the loss of control over subsidiaries or the disposal of business units. In any case, exceptions apply to those business activities and operations provided for in the company's corporate business plan;
 - k) The Board of Directors' report on a public takeover bid aimed at securities issued by the company;
 - l) Any corporate subject matters related to the Company's subsidiaries that are provided for in Article 15(2) and within the current paragraph, as well as with regard to the Company's Governing Bodies appointment and dismissal/removal from office;
- 3. The Board members are entitled to vote by post and/or may appoint another Director as its authorised legal representative to act on his/her behalf through proxy voting.
 - 4. No Board member is allowed to act as an authorised legal representative through proxy voting on behalf of more than one Director.
 - 5. Postal votes shall be cast, and proxy voting powers shall be given by letter, or by any other means of written communication, addressed to the Chairman of the Board of Directors.
 - 6. The Board of Directors' resolutions shall be recorded in minutes, written up and entered in the relevant company's official minute book and signed by all those participants in attendance, as well as are kept on record all authorised legal representation instruments (proxy voting documents) and written communications containing any postal votes.
 - 7. It is incumbent upon the Chairman of the Board of Directors to coordinate its corporate governance activities, to chair and lead its meetings and to ensure that the BoD resolutions are duly carried out and implemented.

ARTICLE 20

(Binding of the Company)

The Company shall be bound as follows:

- a) By the signature of the majority of the Board of Directors' Members;
- b) By the signature of two members of the Board of Directors, when there is a BoD resolution that expressly grants them the powers to do so regarding a particular and certain deed;
- c) By the signature of two Executive Committee Members;
- d) By the signature of an Executive Committee Member acting jointly with one or two attorneys-in-fact, pursuant to the parameters of powers set forth within the relevant power of attorney document;
- e) By the signature of one or more attorneys-in-fact, pursuant to the parameters of powers set forth within the relevant power of attorney document;

SECTION III

Supervisory Board

ARTICLE 21

(Oversight)

The Supervisory Board is the governing body incumbent upon the company's comprehensive oversight, comprising three full members and two alternate members, with one of the full members being a qualified chartered accountant.

CHAPTER IV

Profit Appropriation

ARTICLE 22

(Net Profits)

1. The Company's net profits recorded during each financial year shall be allocated as follows:
 - a) Coverage of carried-over losses relating to previous financial years;
 - b) Establishment and/or replenishment of the company's regulatory capital reserves;
 - c) Establishment or replenishment of statutory special capital buffers as required by law;
 - d) Payment of the priority dividend due on preferential shares, namely non-voting preferential shares, which the Company may have issued;
 - e) Forty per cent of the remaining portion for profit distribution to all Company's Shareholders, unless the SGM adopts a resolution by a majority corresponding to two thirds of the share capital, to allocate it, in whole or in part, to the establishment and/or reinforcement of any capital buffers, or to the execution of any other particular investments deemed to be appropriate for the Company's corporate interest;
 - f) The remaining portion shall be allocated as resolved at the SGM by a simple majority.
2. The Shareholder's General Meeting during the course of the financial year, after obtaining the positive opinion of the Company's supervisory body as well as in compliance with the applicable legal requirements, may adopt a resolution to make advances on profits to the Shareholders.

CHAPTER V

General Provisions

ARTICLE 23

(Appointment)

1. The Company's governing bodies members are appointed for three-year terms and may always be re-elected.
2. The Company's governing bodies members shall be sworn in as soon as they are officially appointed and duly elected and shall remain in office until the next members are duly appointed and elected.

ARTICLE 24

(Compensation)

The Company's governing bodies members shall receive a fixed and/or a variable compensation as determined by the SGM or by a Remuneration Committee made up of three (3) members appointed by the SGM.

DOCUMENTARY CONTROL

DOCUMENT PROPERTIES

Table 1 - Document Properties

DOCUMENT PROPERTIES			
Name	BFA ARTICLES OF ASSOCIATION		
Type:	POLICY	Classification:	PUBLIC
ID:	1280		
Version:	1/2023	Reference:	POL/CA/2023/002/V01
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