

**BARCLAYS BANK OF KENYA LIMITED**

**RESOLUTIONS PASSED AT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON FRIDAY, MAY 25, 2018 AT 10.00 A. M. AT THE BARCLAYS SPORTS CLUB, RUARAKA, NAIROBI**

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1. **CONFIRMATION OF THE PREVIOUS MINUTES**

**THAT** the Minutes of the Annual General Meeting held on April 28, 2017 be and hereby confirmed as representing a true record of what transpired at the meeting.

2. **ANNUAL REPORT AND ACCOUNTS**

**THAT** The Report of the Directors and the audited Financial Statements for the year ended December 31, 2017 be and are hereby received and adopted by the Company.

3. **DECLARATION OF DIVIDEND**

**THAT** on the recommendation of the Directors, a final dividend for the year ended December 31, 2017 of **Eighty Cents (Kshs. 0.80) per share, on 5,431,536,000** Ordinary Shares of Fifty Cents (Kshs. 0.50) each of the Company, be and is hereby declared payable on **May 25, 2018** to the holders of Ordinary Shares registered in the Company's Share Register at the close of business on **April 30, 2018**.

4. **RETIREMENT AND RE-ELECTION OF DIRECTORS**

a) **THAT** in accordance with Article Nos. 94, 95 & 96 of the Company's Articles of Association, **Mr. Ashok Shah** and **Ms. Norah Odwesso** being due for retirement by rotation and having offered themselves for re-election be and are hereby re-elected to the Board of Directors of the Company.

b) **THAT** in accordance with Article No. 101 of the Company's Articles of Association, **Mr. Japheth Olende** and **Mr. Louis Otieno** being due for retirement as a result of the Annual General Meeting being the first to be held since their appointment and having offered themselves for re-election, be and are hereby re-elected to the Board of Directors of the Company.

c) **THAT** in accordance with the provisions of Section 769 of the Companies Act, 2015, which requires that Directors of a listed company ensure that the company has an Audit Committee appointed by the Shareholders of a size and capability appropriate for the business conducted by the company, the following Directors, being members of the Board Audit & Risk Committee, be and are hereby elected to continue to serve as members of the said Committee:

i. Winnie Ouko (Chair)

- ii. Ashok Shah
- iii. Norah Odwesso
- iv. Laila Macharia
- v. Louis Otieno

5. **DIRECTORS' REMUNERATION**

**THAT** in accordance with Article 79 as well as the Companies (General Amendment) (No.2) Regulations 2017, the Directors' Remuneration Report as disclosed in pages 90 to 94 of this year's Integrated Report be ratified and approved and that the Board be given authority to fix the remuneration of the Directors for the year 2018 in terms of the established practice.

6. **REMUNERATION & APPOINTMENT OF AUDITORS**

**THAT:** -

- a) The Auditors' remuneration of Kshs. 22 Million as provided in the Annual Accounts be confirmed;
- b) KPMG Kenya be appointed to act as the independent Auditors of the Company pursuant to Section 24 (1) of the Banking Act and Section 721(4) of the Companies Act 2015; and
- c) The Directors be given power to negotiate and agree the Auditors' remuneration for the year 2018 in terms of the established practice.

7. **SPECIAL BUSINESS: CHANGE OF THE COMPANY'S NAME**

**THAT,** subject to: -

- a. the necessary regulatory approval in Kenya; and
- b. approvals for the implementation of the change in brand identity by all material Barclays Africa Group companies, as determined by the Board, change the name of the Company from "Barclays Bank of Kenya Limited" to "Absa Bank Kenya Plc" with effect from the date set out in the Certificate of Change of Name to be issued in that regard by the Registrar of Companies.