

Notice of Annual General Meeting



Notice is hereby given that the Sixty-Fourth Annual General Meeting of the Members of Stanbic Holdings Plc (the Company) will be held on Thursday the 9th day of May 2019, at Louis Leakey Auditorium, National Museums of Kenya, Nairobi, at 11.00 a.m. to transact the following business:

1. The Secretary to read the notice convening the meeting and confirm the presence of a quorum.
2. To receive and adopt the Audited Financial Statements for the year ended 31st December 2018, and the Directors' and Auditor's Report thereon.
3. To consider and if thought fit, approve the recommendation by the Board for a final dividend of KShs 3.55 per ordinary share. Having already paid an interim dividend of KShs 2.25 per share, the total dividend per share will be KShs 5.80 for the year ended 31st December 2018. The published book closure date is 10th May 2019, and if the final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 28th May 2019.
4. To elect Directors:
 - i) In accordance with Articles 110 and 112 of the Company's Articles of Association, Ms. Ruth T. Ngobi retires by rotation and being eligible, offers herself for re-election.
 - ii) In accordance with Articles 110 and 112 of the Company's Articles of Association, Mr. Edward W. Njoroge, retires by rotation and though eligible, does not offer himself for re-election.
 - iii) In accordance with Articles 110 and 112 of the Company's Articles of Association, Mr. Fred N. Ojiambo, MBS, SC, retires by rotation and though being eligible, does not offer himself for re-election.
5. To pass an ordinary resolution pursuant to Section 681(1) of the Companies Act, 2015, approving the Directors' remuneration report for the year ended 31st December 2018, as provided in the Audited Financial Statements.
6. To consider and if thought fit, to pass an ordinary resolution approving the Directors' remuneration policy.
7. To pass an ordinary resolution pursuant to Section 721(4) of the Companies Act, 2015, to appoint Messrs Pricewaterhouse Coopers as auditors of the Company, taking note that the auditors have indicated their willingness to continue in office.
8. To pass an ordinary resolution pursuant to Section 724(1) of the Companies Act, 2015, authorising the Directors to fix the remuneration of the appointed auditors.
9. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769(1) of the Companies Act, 2015, to appoint the following members of the Board Audit Committee:
 - i) Ms. Dorcas F. Kombo
 - ii) Mr. Christopher B. Newson
 - iii) Ms. Rose B. Osoro
10. Any other business for which due notice has been given.

BY ORDER OF THE BOARD

Lillian Mbindyo

Company Secretary

Date: 28th February 2019

NOTE:

1. In accordance with section 298(1) and (2) of the Companies Act, 2015 every member entitled to attend and vote at the above meeting and any adjournment thereof is entitled to appoint a proxy with full rights as the member, to attend, to speak and vote on his/her behalf. The Member may appoint more than one proxy for a meeting provided each proxy is appointed to exercise the rights attached to a different share or different shares held by the member. A proxy need not be a Member of the Company. A proxy form can be downloaded from the Company's website, www.stanbicbank.co.ke, or from the Registered Office of the Company at Stanbic Centre, Chiromo Road, Westlands, Nairobi.
2. Completed proxy forms should be returned to the Company Secretary by delivery to the Registered Office or by post to P.O. Box-72833-00200 Nairobi, to arrive not later than 48 hours before the meeting.
3. In accordance with Article 165 of the Company's Articles of Association, a copy of the Annual Report may be obtained from the website stated above or from the Company Secretary at the Registered Office, or from the Company's Shares Registrars, Image Registrars Limited, at 5th floor Barclays Plaza, Loita Street Nairobi.
4. Shareholders wishing to receive a proxy form and/or a copy of the Annual Report by e-mail may send a request, quoting their full name and account number, to info@image.co.ke