



Notice of Annual General Meeting for Stanbic Holdings Plc

NOTICE is hereby given to Shareholders that, in accordance with Articles 71(a), 71(b), 71(c) and 71(d) of the Stanbic Holdings Plc's Articles of Association, the Sixty-Sixth Annual General Meeting (AGM) of the Company will be held as a virtual meeting by electronic means on Thursday 20th May 2021 at 11:00 a.m. to transact the following business:

1. The Secretary to read the notice convening the meeting and to confirm the presence of a quorum.
2. To receive and adopt the Audited Financial Statements for the year ended 31st December 2020, and the Directors' and Auditor's Report thereon.
3. To consider and if thought fit, approve the recommendation by the Board for payment of a first and final dividend of KShs3.80 per ordinary share, for the year ended 31st December 2020. The published book closure date is 21st May 2021, and if the final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 4th June 2021.
4. To elect Directors:
 - i) In accordance with Articles 110 and 112 of the Company's Articles of Association, Ms Rose Wairimu Kimotho retires by rotation and though eligible, does not offer herself for re-election.
 - ii) In accordance with Articles 110 and 112 of the Company's Articles of Association, Mr Peter Gethi retires by rotation and being eligible, offers himself for re-election.
 - iii) In accordance with Articles 110 and 112 of the Company's Articles of Association, Ms Dorcas Kombo retires by rotation and being eligible, offers herself for re-election.
 - iv) In accordance with Article 109 of the Company's Articles of Association, Mr Samuel Gikandi, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers himself for election as a director.
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 2020 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 KPMG as auditors of the Company.
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) Ms Rose B. Osoro.
 - iii) Mr Peter N. Gethi.

Special Business

10. To consider and, if thought fit, to pass a special resolution pursuant to Section 22 of the Companies Act, 2015, to amend the Memorandum & Articles of Association of the Company to be in line with the Companies Act No.17, 2015, with the Capital Markets Authority's Code of Corporate Governance Practices for Issuers of Securities to the Public and with good governance practice.
11. To consider and, if thought fit, to pass a special resolution pursuant to Section 22 of the Companies Act, 2015, to adopt the revised Memorandum & Articles of Association of the Company.
12. Any other business for which due notice has been given.

Appointment of Proxy:

A member entitled to participate and vote may appoint a proxy to participate and vote on his/her behalf in the manner prescribed in the proxy form. A proxy need not be a shareholder of the Company.

BY ORDER OF THE BOARD

Lillian Mbindyo
Company Secretary
4th March 2021

Notes:

1. Any shareholder wishing to participate in the meeting should register for the Annual General Meeting (AGM) by dialling *483*822# for all networks and following the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number to hand. For assistance, Shareholders should dial the following helpline number: 0709170000 from 8 a.m. to 5 p.m. on a working day.
2. Registration for the AGM opens on Monday 26th April 2021 at 9:00 a.m. and will close on Wednesday 19th May 2021 at 11:00 a.m.
3. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.stanbicbank.co.ke (i) a copy of this Notice; (ii) the Company's audited financial statements for the year 2020; (iii) the Company's Annual Integrated Report; (iv) the Proxy form; and (v) a copy of the revised Memorandum & Articles of Association for the Company to be approved for adoption (the Documents).
4. Shareholders wishing to raise any questions or request clarification regarding the resolutions to be passed at the AGM may do so as follows: (i) by sending their written questions by email to SBK_Questions.AGM@stanbic.com or (ii) Shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (ask Question) on the prompts or (iii) to the extent possible, by physically delivering their written questions and providing their ID numbers and contact details, including a return postal address, physical address or email address to the Company's shares registrar's offices, Image Registrars Ltd, on 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi; or (iv) by sending their written questions with a return postal address, physical address or email address to Image Registrars' postal address at P. O. Box 9287- 00100 GPO, Nairobi; or (v) by registering to speak at the AGM. For this last option, shareholders will receive an SMS prompt to register via the USSD code.
5. Shareholders must provide their full details (full name, Kenyan national identity card/ Passport Number/CDSC Account Number) when submitting their questions and clarifications. All questions and requests for clarification must reach the Company or its Shares Registrars on or before Wednesday 19th May 2021 at 11:00 a.m.
6. In accordance with Section 298(1) and (2) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. A proxy form is available on the Company's website www.stanbicbank.co.ke. Physical copies of the proxy form are also available at Image Registrars Limited offices. 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 CDSC account number to stanbicagm@image.co.ke
7. A completed proxy form should be emailed to stanbicagm@image.co.ke or delivered to Image Registrars Limited offices or posted to the postal address of Image Registrars Limited no later than 48 hours before the date of the AGM.
8. The AGM will be streamed live via a link which shall be provided to all Shareholders who will have registered to participate in the AGM. Duly registered Shareholders and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers, 24 hours prior to the start of the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and providing a link to the livestream.
9. Duly registered Shareholders and proxies may access the agenda and follow the proceedings of the AGM using the livestream platform. Duly registered Shareholders and proxies may vote (when prompted by the chairman) on the USSD platform by following the SMS prompts.
10. A poll shall be conducted for all the resolutions put forward in the notice.
11. Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose or to Second the resolutions put forward in the notice.
12. Results of the voting on resolutions at the AGM shall be published within 48 hours following conclusion of the AGM on the Company's website.