

NOTICE OF THE 55TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 55TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF DIAMOND TRUST BANK KENYA LIMITED WILL BE HELD VIA ELECTRONIC MEDIA, ON THURSDAY, 24 JUNE 2021 AT 11:00 A.M. WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED:

Due to the ongoing Government of Kenya restrictions on public gatherings, shareholders will not be able to attend the Annual General Meeting in person but will be able to register for, access information pertaining to the Integrated Report and Audited Consolidated Financial Statements of Diamond Trust Bank Kenya Limited for the year ending 31 December 2020, follow the meeting in the manner detailed below and vote electronically or by proxy. Shareholders may also ask questions prior to the meeting as detailed in the instructions below.

AGENDA:

1. Confirmation of minutes

To confirm the Minutes of the Fifty Fourth Annual General Meeting held on 25 June 2020.

2. Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31 December 2020 together with the reports of the Directors and the Auditor thereon.

3. Dividends

To note that the Directors do not recommend the payment of dividends for the year ended 31 December 2020.

4. To elect Directors:

- (a) Mr. Ismail Mawji who has attained the age of 70 years, retires in accordance with the Bank's Board Appointment and Diversity Policy, and, being eligible, offers himself for re-election for a further period of two years as provided in the said Policy.
- (b) Mr. Shaffiq Dharamshi retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers himself for re-election.
- (c) Mr. Irfan Keshavjee retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers himself for re-election.
- (d) Mrs. Pamela Ager retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers herself for re-election.

5. To elect members of the Board Audit and Compliance Committee.

In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit and Compliance Committee, be elected to continue to serve as members of the said Committee:

- (a) Mr. Ismail Mawji
- (b) Mrs. Pamela Ager
- (c) Mr. Guedi Ainache
- (d) Mr. Irfan Keshavjee
- (e) Mr. Sagheer Mufti

6. Approval of the Directors' Remuneration Report for the year ended 31 December 2020

To approve the Directors' Remuneration Report for the year ended 31 December 2020 as provided in the Audited Consolidated Financial Statements, and to authorise the Directors to fix the Directors' remuneration for the year 2021.

7. The re-appointment of KPMG Kenya.

To re-appoint KPMG Kenya, as the Company's Auditor.

8. Auditor's remuneration

To note the Auditor's remuneration for the year 2020, and to authorise the Directors to fix the Auditor's remuneration for the year 2021.

9. Special Business

Proposed amendment to the Articles of Association

To consider and, if thought fit, pass the following resolution BY WAY OF A SPECIAL RESOLUTION:

a) **THAT**, the **Article 52** of the Articles of Association of the Company be amended to read as follows:

"The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and, shall specify the matter as such in the notices calling it. Not more than Fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that if the first annual general meeting is held within Eighteen months of the date of incorporation of the Company, it need not be held in the year of incorporation nor in the next following year. Annual and extraordinary general meetings shall be held physically, virtually or as a hybrid meeting as determined by the Directors from time to time."

b) **THAT**, the Articles of Association of the Company be amended by inserting a new **Article 52A** immediately after **Article 52** to read as follows:

Article 52 (A)

A "hybrid meeting" in relation to a company general meeting, means a meeting where some participants are in the same physical location while other participants join the meeting through electronic means including video conference, audio conference, web conference or such other electronic means; and

A "virtual meeting" in relation to a company general meeting, means a meeting where all members join and participate in the meeting through electronic means including video conference, audio conference, web conference or such other electronic means.

10. Any other Business

To transact any other business of which due notice has been received.

Notes:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic, the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under Section 280 of the Companies Act 2015 for Diamond Trust Bank Kenya Limited to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.

2. On 29th April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020 made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) issued an order granting dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).

3. Diamond Trust Bank Kenya Limited has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.

4. Shareholders wishing to participate in the meeting will register for the AGM through a USSD code *483*815# on their Safaricom, Airtel or Telkom mobile telephone and following the various prompts regarding the registration process.

They may also contact our helpline number +254 719 031 000 or +254 732 121 000 from 9.00am to 3.00pm from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

5. Registration for the AGM opens on Thursday 27th May 2021 at 9.00am and will close on 22nd June 2021 at 11.00am. Shareholders will not be able to register after 22nd June 2021 at 11.00am.

6. In accordance with Section 283 (32) (c) of the Companies Act, the following documents may be viewed on the Company's website www.dtbafrika.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2020; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by CMA.

7. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- a) Send their written questions by email to dtbagm@dtbafrica.com; or
- b) to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at DTB Centre, Mombasa Road; or
- c) sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 61711, City Square 00200, Nairobi, Kenya.

Shareholders must provide their full details (Full name, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarifications must reach the Company on or before 22nd June 2021 at 11.00am.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the general meeting.

8. In accordance with Section 298(1) of the Companies Act, every member of the Company is entitled to attend vote at the above meeting and any adjournment thereof or in the alternative to appoint a proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company but will need access to a mobile telephone. A proxy form is available at the Company's website www.dtbafrika.com. To be valid, a Proxy Form must be duly completed by a member and returned to the Company Secretary, Diamond Trust Bank Kenya Limited, DTB Centre, Mombasa Road, P.O. Box 61711, City Square 00200, Nairobi, Kenya or emailed to dtbagm@dtbafrica.com so as to reach him not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 22nd June 2021 at 11.00am. Any proxy that is rejected will be communicated to the shareholder concerned no later than 23rd June 2021 to allow time to address any issues.

9. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours prior to 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 live stream.

10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts.

11. Results of the AGM shall be published within 24 hours following conclusion of the AGM.

Shareholders are encouraged to continuously monitor the Company's website www.dtbafrika.com for updates relating to the AGM due to the continuous evolving situation with COVID-19 pandemic and the Government directives being subject to change. We appreciate the understanding or our shareholders as we navigate the changing business conditions posed by COVID-19 pandemic.

By Order of the Board



Stephen Kodumbe
Company Secretary
24 May 2021