

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 57TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF DIAMOND TRUST BANK KENYA LIMITED WILL BE HELD VIA ELECTRONIC MEDIA, ON FRIDAY, 2 JUNE 2023 AT 11:00 A.M. WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED:

AGENDA

1. Confirmation of minutes

To confirm the Minutes of the 56th Annual General Meeting held on 30 June 2022.

2. Audited Consolidated and Separate Financial Statements

To receive, consider and adopt the Audited consolidated and separate Financial Statements for the year ended 31 December 2022 together with the reports of the Directors and the Auditor thereon.

3. Dividends

To approve payment of a final dividend of 125% on the Issued and Paid-up Share Capital to the shareholders registered in the Company's books as at 12 May 2023, to be made on or about 15 June 2023, as recommended by the Board.

4. To elect Directors:

- (a) Mr. Ismail Mawji retires by rotation in accordance with the Bank's Board Appointment and Diversity Policy, and, being eligible, offers himself for re-election.
- (b) Mr. Linus Gitahi 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. Guedi Ainache retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers himself 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 2022

To approve the Directors' Remuneration Report for the year ended 31 December 2022 as provided in the Audited consolidated and separate Financial Statements, and to authorise the Directors to fix the Directors' remuneration for the year 2023.

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 2022, and to authorise the Directors to fix the Auditor's remuneration for the year 2023.

9. Any other Business

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

By Order of the Board



Stephen Kodumbe
Company Secretary
9 May 2023

Notes:

1. Diamond Trust Bank Kenya Limited ("Company") has convened and will conduct a virtual Annual General Meeting ("AGM") pursuant to Section 283 of the Companies Act.
2. Shareholders wishing to participate in the meeting will register for the AGM through USSD code *483*486# on their Safaricom, Airtel or Telkom mobile lines and by following the various prompts received through their mobile telephones regarding the registration process.
3. They may also contact the Company's helpline number +254 719 031 000 or +254 732 121 000 from 9:00am to 5:00pm from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
4. Registration for the AGM opens on 12 May 2023 at 9.00 am and will close on 30 May 2023 at 11.00 am. Shareholders will not be able to register after 30 May 2023 at 11.00 am.
5. 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; and (ii) the Company's audited financial statements for the year 2022.

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

- (a) Sending their written questions by email to dtbagm@dtbafrika.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 30 May 2023 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 AGM. 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.

6. 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@dtbafrika.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 30 May 2023 at 11.00am. Any proxy that is rejected will be communicated to the shareholder concerned no later than 30 May 2023 to allow time to address any issues.

In addition to the above, Shareholders will have the opportunity to ask additional questions relating to the AGM agenda on the day, and within the duration of the AGM, through either the USSD or online platform. The Directors will thereafter address these questions, the responses to which will be published on the Company's website www.dtbafrika.com within 24 hours of the conclusion of the AGM.

7. 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 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.

8. 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.

9. 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. Further, should any changes be necessitated by any laws, regulations or circumstances, shareholders will be updated through their registered contact details and through the Company's website.