

Notice of Annual General Meeting

Notice is hereby given that the Sixty-Second Annual General Meeting of the Members of Stanbic Holdings Plc (the Company) will be held on 5 May 2017, 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 consider the Audited Financial Statements for the year ended 31 December 2016, and the Directors' and Auditor's Report thereon.
3. To consider and approve the recommendation by the Board for a final dividend of KShs 3.48 per share for the year ended 31 December 2016. The published book closure date was 20 March 2017, and if a final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 8 May 2017.
4. To elect Directors:
 - i) In accordance with Article 110 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 Article 110 of the Company's Articles of Association, Mr Fred O Ojiambo, MBS, SC, retires by rotation and being eligible, offers himself for re-election.
 - iii) In accordance with Article 110 of the Company's Articles of Association, Mr Christopher B Newson retires by rotation and being eligible, offers 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 31 December 2016 as provided in the Audited Financial Statements.
6. To pass an ordinary resolution pursuant to Section 721(4)(a) of the Companies Act, 2015, to appoint Messrs PricewaterhouseCoopers as auditors of the Company, taking note that the auditors have indicated their willingness to continue in office.
7. 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.
8. 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: Mr Christopher B. Newson, Mr Kitili Mbathi and Ms Ruth T Ngobi.
9. Any other business for which due notice has been given.

BY ORDER OF THE BOARD

Lillian Mbindyo
Company Secretary
23 February 2017

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 the 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 collected 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 or at the offices of Image Registrars at 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