



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the fifty seventh Annual General Meeting of the shareholders of NIC Bank Limited will be held at the Kenyatta International Convention Centre (KICC), Nairobi on Monday, 22nd May, 2017 at 11.00 am for the following purposes:-

1. To read the Notice convening the Meeting.
2. To receive, consider and if thought fit, adopt the Financial Statements for the year ended 31st December 2016 and the Directors' and Auditors' Reports thereon.
3. To confirm the payment of the interim dividend of Shs 0.25 per share paid on 17th October 2016 and to approve the payment of a final dividend of Shs 1.00 per share (2015: final dividend of Shs 1.00 per share) on the paid up capital of Shs. 3,199,728,000.
4. To approve the payment of fees to the Directors for the year ended 31st December 2016 and to authorize the Board to fix the remuneration of the Directors.
5. To elect Directors:
 - (a) In accordance with Articles 108, 109 and 110 of the Company's Articles of Association, the following directors retire by rotation and being eligible, offer themselves for re-election:
 - i) ASM Ndegwa
 - ii) K Thuo
 - (b) In accordance with Part I Article 7 of the Company's Board Charter and Article 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, the following directors, having attained the age of 70 years retire and offer themselves for re-election:
 - i) F M Mbiru
 - ii) F N Mwanzia
 - (c) In accordance with the provisions of section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee, be elected to continue to serve as members of the said Committee:
 - i) FN Mwanzia (Chairman)
 - ii) I Ochola-Wilson
 - iii) F M Mbiru
 - iv) K Thuo
6. To appoint PricewaterhouseCoopers as the Auditors of the Company until the end of the next Annual General Meeting by virtue of section 721 (4) of the Companies Act, 2015, subject to Central Bank of Kenya approval in accordance with section 24(1) of the Banking Act (Cap.488) and to authorize the Directors to fix their remuneration.
7. To transact any other business of the Annual General Meeting of which due notice has been received.

BY ORDER OF THE BOARD

Livingstone Murage

Group Company Secretary

Nairobi

25th April 2017

1. A Member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his, her or its behalf. A proxy need not be a Member of the Company. To be valid, a proxy must be duly completed by the Member and lodged with the Group Company Secretary at the Company's registered office situated at NIC Bank Limited, NIC House, Masaba Road, Nairobi, Kenya, before 11 am on Thursday, 18th May, 2017, failing which it will be invalid. In the case of a Member which is a corporate body then the proxy must be given under its common seal.
2. A copy of this notice, proxy form and full copy of the Group financial statements including explanatory notes are available from our website www.nic-bank.com or a printed copy may be obtained from the Company's share registrars, Custody & Registrar Services Limited upon request. A printed copy will also be available at the venue on the day of the Annual General Meeting.