

Barclays Bank of Kenya Limited
Legal & Secretarial Services
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April 28, 2017

The Chief Executive,
The Capital Markets Authority,
Upperhill, Mara Road,
NAIROBI.



BARCLAYS

Our Ref: BBK/LSS/Communication with Regulators


Dear Sir,

**RE: BARCLAYS BANK OF KENYA LIMITED:
RESOLUTIONS PASSED AT OUR 38TH AGM HELD ON APRIL 28, 2017**

We refer to the above matter.

Pursuant to our general continuing obligations under the provisions of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002, enclosed kindly find the resolutions passed at our 38th AGM held on April 28, 2017 at 10:00 a.m. at the Barclays Sports Club, Ruaraka, Nairobi.

Yours faithfully,


Paul K. Ndungi
Company Secretary/Senior Legal Counsel
Legal and Secretarial Services

✓ Cc: Mr. Geoffrey Odundo,
The Chief Executive Officer,
Nairobi Stock Exchange,
55 Westlands Road,
NAIROBI.

Directors: Charles Muchene (Chairman), Jeremy Awori (Managing Director), Yusuf Omari, Ashok Kumar Mepa Shah*,
Winnie Ouko, Laila Lilian Njeri Macharia, Norah Chieng Odwesso, Patricia Ithau
* British

BARCLAYS BANK OF KENYA LIMITED

**RESOLUTIONS PASSED AT THE 38TH ANNUAL GENERAL MEETING HELD ON FRIDAY,
APRIL 28, 2017 AT 10.00 A. M. AT THE BARCLAYS SPORTS CLUB, RUARAKA, NAIROBI**

1. **CONFIRMATION OF THE PREVIOUS MINUTES**

THAT the Minutes of the Annual General Meeting held on Friday, May 27, 2016 be and hereby confirmed as representing a true record of what transpired at the meeting.

2. **ANNUAL REPORT AND ACCOUNTS**

THAT The Report of the Directors and the audited Financial Statements for the year ended December 31, 2016 be and are hereby received and adopted by the Company.

3. **DECLARATION OF DIVIDEND**

THAT on the recommendation of the Directors, a final dividend for the year ended December 31, 2016 of **Eighty Cents (Kshs. 0.80) per share**, on **5,431,536,000** Ordinary Shares of Fifty Cents (Kshs. 0.50) each of the Company, be and is hereby declared payable on **April 28, 2017** to the holders of Ordinary Shares registered in the Company's Share Register at the close of business on **March 30, 2017**.

4. **RETIREMENT AND RE-ELECTION OF DIRECTORS**

- a) **THAT** in accordance with Article Nos. 94, 95 & 96 of the Company's Articles of Association, **Ms. Winnie Ouko** and **Ms. Laila Macharia** being due for retirement by rotation and having offered themselves for re-election be and are hereby re-elected to the Board of Directors of the Company.
- b) **THAT** in accordance with Article No. 101 of the Company's Articles of Association, **Mr. Charles Muchene** being due for retirement as a result of the Annual General Meeting being the first to be held since his appointment and having offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company.
- c) **THAT** in accordance with the provisions of Section 769 of the Companies Act, 2015, which requires that Directors of a listed company ensure that the company has an Audit Committee appointed by the Shareholders of a size and capability appropriate for the business conducted by the company, the following Directors, being members of the Board Audit & Risk Committee, be and are hereby elected to continue to serve as members of the said Committee:

- i. Winnie Ouko (Chair)
- ii. Ashok Shah
- iii. Norah Odwesso
- iv. Laila Macharia

5. **DIRECTORS' REMUNERATION**

THAT in accordance with Article 79 of the Company's Articles of Association, the Directors' 2016 remuneration of Kshs. 23 Million be ratified and that the Board of Directors of the Company be given authority to fix the remuneration of the Directors for the year 2017 in terms of the established practice.

6. **REMUNERATION & APPOINTMENT OF AUDITORS**

THAT: -

- a) The Auditors' remuneration of Kshs. 20 Million as provided in the Annual Accounts be confirmed;
- b) KPMG Kenya be appointed to act as the independent Auditors of the Company pursuant to Section 24 (1) of the Banking Act and Section 721(4) of the Companies Act 2015; and
- c) The Directors be given power to negotiate and agree the Auditors' remuneration for the year 2017 in terms of the established practice.