

# KCB GROUP LIMITED

(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya)  
(Registration Number C 9/88)

## NOTICE OF THE 45<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **45<sup>TH</sup> ANNUAL GENERAL MEETING** of the Shareholders of **KCB GROUP LIMITED** will be held in the **Safaricom Indoor Arena, Kasarani, Nairobi**, on **Friday, 29 April, 2016 at 11.00 a.m.** when the following business will be transacted, namely:

### AGENDA

#### 1. Constitution of the Meeting

To read the notice convening the Meeting and determine if a quorum is present.

#### 2. Ordinary Business

##### a) Report and Financial Statements for the Year ended 31 December, 2015

To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31 December, 2015 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer and the Auditors' thereon.

##### b) Dividend

To declare a first and final dividend of KShs. 2.00 per share (to be paid out as Kes. 1.00 in cash and KES. 1.00 in scrip dividend) and to approve the closure of the Register of Members on 3 May 2016.

(In the announcement of financial results made on 2 March, 2016, it was indicated that the Record Date would be 2 May, 2016. The change in the Record Date takes into consideration the fact that Labour Day is on Sunday, 1 May, 2016 and given that Monday, 2 May, 2016 is the day immediately after Labour Day, it will be gazetted as a day of rest and there will be no trading at the Nairobi Securities Exchange (NSE)).

##### c) Election of Directors

In accordance with Article 94 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election:

- i. Mr. Adil Khawaja
- ii. Mr. Tom Ipomai
- iii. Mr. John Nyerere

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. Mrs. Charity Muya-Ngaruiya
- ii. General (Rtd.) Joseph Kibwana
- iii. Ms. Georgina Malombe
- iv. Mr. John Nyerere

##### d) Remuneration of Directors

To authorize the Board to fix the remuneration of the Directors.

##### e) Appointment of Auditors

To re-appoint Messrs. KPMG Kenya, Certified Public Accountants, as the Auditors of the Company until conclusion of the next Annual General Meeting.

##### f) Remuneration of the Auditors

To authorize Directors to fix the remuneration of the Auditors.

### 3. Special Business

To consider and if thought fit, to pass the following resolutions as recommended by the Directors:

#### 1. Ordinary Resolutions

To consider and if found fit, to pass the following resolutions as ordinary resolutions:

##### (a) Increase in Authorized Share Capital

*"That the authorized share capital of the Company be increased from Kenya Shillings Three Billion, Five Hundred Million (KES. 3,500,000,000/-) divided into Three Billion, Five Hundred Million (3,500,000,000) ordinary shares with a nominal value of Kenya Shillings One (KES. 1/-) each to Kenya Shillings Four Billion, Five Hundred Million (KES. 4,500,000,000/-) by the creation of One Billion (1,000,000,000) new ordinary shares with a nominal value of Kenya Shillings One (KES. 1/-) each ranking pari passu in all respects with the existing ordinary shares of the Company".*

##### (b) Rights Issue

*i. "That subject to the Company receiving all regulatory approvals including, but not limited to, the approval of the Capital Markets Authority, the Directors be and are hereby authorized to raise a maximum of Kenya Shillings Ten Billion (Kes. 10,000,000,000/-) by way of rights to holders of ordinary shares of the Company in such proportion to the existing shares held by them at the close of business on such date to be fixed by the Directors and at such price as shall be determined by the Directors.*

*ii. That any rights not taken up be offered on such terms and conditions as are determined by the directors and notified to the Shareholders through the press and Company website.*

*iii. That the Directors be and are hereby authorized to obtain all the required consents and authorizations, including any approval required from the Capital Markets Authority, and generally to do and effect all acts and things required to give effect to the above Resolutions, and to deal with fractions in such manner as they think fit subject to the provisions of*

*the Company's Articles of Association."*

### 2. Special Resolution

#### Change of Name

To consider and if found fit, to pass the following resolution as a special resolution:

*"That the name of the Company be and is hereby changed from "KCB Group Limited" to KCB Group Plc." with effect from the date set out in the Certificate of Change of Name issued in that regard by the Registrar of Companies."*

Dated at Nairobi this 7th day of April, 2016.

### BY ORDER OF THE BOARD



Joseph Kania  
Secretary

### NOTE:

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 or her behalf. A proxy need not be a member of the Company. To be valid, a proxy form, which is provided by the Company, must be completed and signed by the member and must be lodged at the offices of The Registrar, KCB Group Limited, 2nd Floor, Kencom House, Moi Avenue, P.O. Box 48400, GPO 00100, Nairobi, to arrive not later than **11:00 a.m. on 27th April, 2016** i.e. 48 hours before the meeting or any adjournment thereof.

If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.

2. A copy of this Notice, Proxy Form and the entire Annual Report & Accounts may be viewed on and downloaded from the Company's website at [www.kcbbankgroup.com](http://www.kcbbankgroup.com).
3. Registration of members and proxies for the Annual General Meeting will commence at **8:00 a.m. on 29th April, 2016**. Members and proxies should carry their national ID cards and a copy of the relevant Central Depository and Settlement Corporation (CDSC) account statement for ease of registration process.
4. Transport will be provided to Shareholders from Kencom House to the Safaricom Indoor Arena, Kasarani from **6.30 a.m. to 10.00 a.m.** and back to Kencom House at the close of the meeting.