

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the Shareholders of Barclays Bank of Kenya Limited will be held at the Barclays Sports Club, Ruaraka, Nairobi on Friday, April 28, 2017 at 10:00 a.m. to transact the following business:-

A. Ordinary Business

1. To confirm the Minutes of the Thirty-Seventh Annual General Meeting held on May 27, 2016.
2. To receive, consider and if thought fit, adopt the Annual Report and Financial Statements for the year ended 31st December 2016 together with the Directors' and Auditors' reports thereon.
3. To declare a dividend.
4. To elect Directors:
 - a. In accordance with Articles 94, 95 and 96 of the Company's Articles of Association, the following Directors are due for retirement by rotation and being eligible, offer themselves for re-election:
 - i. Winnie Ouko
 - ii. Laila Macharia
 - b. In accordance with Article 101 of the Company's Articles of Association, the following Director is due for retirement this being the first Annual General Meeting to be held since his appointment as Director and being eligible, offers himself for re-election:
 - i. Charles Muchene
 - c. In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit & Risk Committee be 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. To authorise the Board to fix the remuneration of the Directors.
6. To approve the appointment of KPMG Kenya as Auditors and to authorise the Board to fix the remuneration of the Auditors.
7. To transact any other business of the Company of which due notice has been received.

By order of the Board

Paul K. Ndungi
Company Secretary
05 April 2017

Note 1: A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend on his or her behalf. A proxy need not be a member of the Company. To be valid, a form of proxy, which is provided with the annual report and also available on the company website: www.barclays.co.ke, must be duly completed by the member and must either be lodged with the Registrar of the Company at Custody and Registrars Services, 6th Floor, Bruce House, Standard Street, Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar not later than 11.00 a.m. on Wednesday April 26, 2017.

Note 2: Physical registration of members and proxies at the Annual General Meeting will commence at 8.00 a.m. on April 28, 2017. Members and proxies should carry their national ID cards and a copy of a relevant Central Depository and Settlement Corporation (CDSC) account statement for ease of the registration process. Members can also pre-register themselves (or their proxies) at the online portal <http://sharehub.candrgroup.co.ke> between April 10, 2017 and April 26, 2017 after a verification process. To pre-register a proxy the member will be required to upload a signed proxy nomination form and a copy of the proxy's national ID card onto the said online portal. For online registration support please contact telephone number +254 020 2230518 between 8.00am and 5.00pm, Monday to Friday.

Note 3: In accordance with Article 133 of the Company's Articles of Association a full copy of the Annual Report and Financial Statements may be viewed on the Company's website www.barclays.co.ke. A printed copy may be requested from the Company's Share Registrar, Custody and Registrars Services, 6th Floor, Bruce House, Standard Street, Nairobi.

