

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF DIAMOND TRUST BANK KENYA LIMITED WILL BE HELD AT THE LAICO REGENCY HOTEL, CRYSTAL BALLROOM, NAIROBI, ON THURSDAY, 25 MAY 2017 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

1. To confirm the minutes of the Fiftieth Annual General Meeting held on 26 May 2016.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31 December 2016 together with the reports of the Directors and the Auditor thereon.
3. To approve payment of a final dividend of 65% on the Issued and Paid-up Share Capital to the shareholders registered in the Company's books as at 26 May 2017, to be made on or about 26 June 2017, as recommended by the Board.
4. To elect Directors:
 - (a) Mr. Moez Jamal retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - (b) Mr. Jamaludin Shamji retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - (c) Mr. Ismail Mawji retires by rotation in accordance with Article 101 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - (d) Mr. Abdul Samji, who will have attained the age of 70 years as at the date of the Annual General Meeting, retires in accordance with the Bank's Board Appointment and Diversity Policy, and, being eligible, offers himself for re-election for a further period of two years as provided for in the said Policy.
 - (e) Mr. Linus Gitahi retires in accordance with Article 102 of the Company's Articles of Association, this being his first Annual General Meeting following his appointment as an additional Director, and, being eligible, offers himself for re-election.
 - (f) Mr. Guedi Ainache retires in accordance with Article 102 of the Company's Articles of Association, this being his first Annual General Meeting following his appointment as an additional Director, and, being eligible, offers himself for re-election.
5. To elect members of the Board Audit and Compliance Committee.

In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit and Compliance Committee, be elected to continue to serve as members of the said Committee:

- (a) Mr. Ismail Mawji
- (b) Mrs. Pamela Ager
- (c) Mr. Shaffiq Dharamshi
- (d) Mr. Linus Gitahi
- (e) Mr. Rizwan Hyder

6. To approve Directors' fees.
7. To appoint KPMG Kenya, as the Company's Auditor.
8. To note the Auditor's remuneration for the year 2016, and to authorise the Directors to fix the Auditor's remuneration for the year 2017.

SPECIAL BUSINESS

9. To consider and, if deemed appropriate, adopt the following which will be proposed as ordinary resolutions:
- (a) To approve the Company's acquisition of the business, assets and liabilities of Habib Bank Limited's Kenyan Branches at a purchase consideration of KShs. 1,824,691,016 (the "Transaction") including ratification of the execution of the Acquisition Agreement (the "Agreement") and adoption and implementation of its terms and contents;
 - (b) To authorise issuance of 13,281,105 new ordinary shares (the "New Shares") to Habib Bank Limited in satisfaction of the purchase consideration, WITHOUT first offering them to existing shareholders on the basis there are no pre-emption rights. If the pre-completion strike price determined at completion is more than or less than the strike price by 50%, then parties will have to renegotiate the Transaction;
 - (c) To allot and issue the New Shares at the strike price of KShs. 137.39 per New Share with any variation as the Board may deem fit;
 - (d) To approve that an application be made to the Nairobi Securities Exchange ("**NSE**") for admission of the New Shares into the official list of the NSE; and
 - (e) To adopt the Shareholders Circular for the Transaction.
10. To transact any other business of which due notice has been received.

By Order of the Board



Stephen Kodumbe

Company Secretary

28 April 2017

Notes:

1. Every member of the Company is entitled to attend and vote at the above meeting and any adjournment thereof or in the alternative to appoint a proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company. To be valid, a Proxy Form must be duly completed by a member and returned to the Company Secretary, Diamond Trust Bank Kenya Limited, DTB Centre, Mombasa Road, P.O Box 61711, City Square 00200, Nairobi, Kenya so as to reach him not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
2. In the case of a member being a corporation, the Proxy Form must be under the Common Seal or under the hand of an officer or Attorney duly authorised in writing.
3. Copies of this Notice, the Proxy Form and the Integrated Report can be viewed and or downloaded from our website www.dtbafrica.com. Printed copies are also available, upon request, from the Company Secretary, Diamond Trust Bank Kenya Limited, DTB Centre, Mombasa Road, P.O Box 61711, City Square 00200, Nairobi, Kenya. A copy of the Shareholders Circular will be made available on our website www.dtbafrica.com once approval has been obtained from the Capital Markets Authority ("CMA"). Further, following the CMA approval, printed copies of the Shareholders Circular will be available, upon request, from the Company Secretary at the Company's address given above.