

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ninth Annual General Meeting of **THE CO-OPERATIVE BANK OF KENYA LIMITED** will be held at the Safari Park Hotel, Thika Road, Nairobi on **Friday, 26th May 2017** at 11.00 a.m. for the transaction of the following business: -

ORDINARY BUSINESS

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

To receive and consider, and, if approved adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2016 together with the Directors' and Auditors' report thereon.

To approve and declare a first and final dividend of Kshs. 0.80 per share in respect of the year ended 31st December 2016, to be paid to the shareholders on the register at the close of business on 30th May 2017.

Election of Directors:

Mr. Stanley C. Muchiri, Mr. Julius Riungu, Mr. Wilfred Ongoro being directors appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-opholdings Co-operative Society Limited, nominates to the Board of the Company seven (7) directors, are retiring by rotation and being eligible offer themselves for re-election in accordance with Article 100 of the Company's Articles of Association. Co-opholdings Co-operative Society Limited has already nominated them for re-election.

To authorize the Board to fix the Directors' remuneration.

To re-appoint Ernst and Young, Auditors of the Company, having expressed their willingness to continue in office and to authorize the directors to fix their remuneration.

SPECIAL BUSINESS

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

THAT pursuant to section 404 of the Companies Act 2015 and Article 46 of the Company's Articles of Association, the Company increases its authorized share capital to KShs 7,500,000,000 [divided into 7,500,000,000 shares of KShs 1/- each] by the creation of an additional 2,500,000,000 ordinary shares of Kshs. 1/- each (the "New Shares"), such shares to rank *pari passu* in all respects with the existing ordinary shares of the Company.

THAT the directors of the Company be and are hereby authorised pursuant to section 329 of the Companies Act, 2015 to exercise any power of the Company to allot any un-allotted shares. Provided that the authority hereby given shall expire 5 years from the date of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

To consider a bonus share issue of one (1) share for every five (5) shares held and if approved then pass the following Ordinary Resolution:-

"That subject to the approval of the Capital Markets Authority the sum of Kshs. 977,863,400 being part of the money now standing in the credit of the share premium reserves of the Company be capitalized and that the same be applied in making payment in full at par for 977,863,400 ordinary shares of Kshs. 1/- each in the capital of the Company. Such shares to be distributed as fully paid among the persons who are registered as holders of the ordinary shares in the capital of the Company at the close of business on 30th June 2017 at the rate of one (1) new fully paid ordinary share for every five (5) ordinary shares held by such holders respectively and that such shares shall rank *pari passu* for all purposes and in all respects with the existing shares in the share capital of the Company and to be listed on the Nairobi Securities Exchange and the Board of Directors be and are hereby also authorized generally to do and effect all acts and things required to give effect to this Resolution".

Transact any other business, which may be properly transacted at an Annual General Meeting.

Dated at Nairobi this 28th day of April 2017

By order of the Board,

SAMUEL MWAURA KIBUGI
COMPANY SECRETARY

NB: Every member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company. A form of proxy can be downloaded from the Company's website www.co-opbank.co.ke and should be delivered or sent to the Shares Registrar, 1st Floor, CIC Plaza II (Upper Hill) or to any Co-operative bank branch, P.O. Box 48231-00100, Nairobi so as to be received not later than 24th May 2017, i.e. 48 hours before the meeting.

The Integrated report and Financial Statements of the Group and the Company will be available on our website www.co-opbank.co.ke.