



KCB GROUP PLC

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

CAUTIONARY ANNOUNCEMENT

The Capital Markets Act, (Chapter 485A) of the Laws of Kenya
The Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2023

SALE OF 100% OF THE ISSUED SHARES OF NATIONAL BANK OF KENYA LIMITED TO ACCESS BANK PLC.

The Board of Directors of KCB Group Plc (**KCB**) wishes to advise shareholders and investors that on 20 March 2024 KCB entered into a share purchase agreement ("**Agreement**") with Access Bank Plc (**Access Bank**), which, if the proposed transaction is successfully completed, would result in Access Bank acquiring 100% of the issued ordinary shares in National Bank of Kenya Limited (**NBK**) from KCB.

NBK is a public company limited by shares duly incorporated and registered in Kenya (registration number C.13/94), with its registered address at National Bank Building, 2nd Floor, L.R. No. 209/8401, Harambee Avenue, Nairobi, P.O. Box 72866-00200, Nairobi, Kenya.

Access Bank is a public company incorporated under the laws of Nigeria with company registration number 125384 and with its registered address at 14/15, Prince Alaba Oniru Street, Oniru Estate, Victoria Island, Lagos Nigeria. Access Bank operates in Kenya via its subsidiary Access Bank Kenya Plc, formerly Transnational Bank Kenya Plc.

Completion of the proposed transaction is subject to conditions that are customary for transactions of this nature including, but not limited to, receipt of all regulatory approvals from, amongst others, the Central Bank of Kenya, the Central Bank of Nigeria, the COMESA Competition Commission, and if required, the Capital Markets Authority of Kenya, and notifications to other relevant regulators. Upon completion, NBK will become a subsidiary of Access Bank.

Pending completion of the proposed transaction, the shareholders of KCB and other investors are advised to exercise caution when dealing in the shares of KCB on the Nairobi Securities Exchange, the Uganda Securities Exchange, the Rwanda Stock Exchange and the Dar es Salaam Stock Exchange.

By Order of the Board
KCB Group Plc

Bonnie Okumu
Company Secretary
20 March 2024

DISCLAIMER: *This announcement is for informational purposes only and is not intended to constitute, and may not be construed as, a public offering. It has been issued with the approval of the Capital Markets Authority pursuant to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2023. As a matter of policy, the Capital Markets Authority of Kenya, assume no responsibility for the correctness of the statements appearing in this announcement.*

Transaction Adviser	Legal Adviser
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