



KCB GROUP PLC

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

NOTICE OF THE 49TH ANNUAL GENERAL MEETING

Notice is hereby given that the **49th Annual General Meeting** of the shareholders of **KCB Group PLC** will be held via electronic communication, on **Thursday, 4 June, 2020 at 10:00 a.m.** when business set out below will be transacted:

Due to the ongoing Government of Kenya restrictions on public gatherings, shareholders will not be able to attend the Annual General Meeting in person but will be able to register for, access information pertaining to the Integrated Report and Audited Consolidated Financial Statements of KCB Group PLC for the year ending 31 December, 2019, follow the meeting in the manner detailed below and vote electronically or by proxy. Shareholders may ask questions in advance of the meeting as detailed in the instructions below.

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 ending 31 December, 2019

To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ending 31 December, 2019 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer and the Auditor thereon.

b) Dividend

To confirm the interim dividend of KShs. 1.00 per ordinary share paid on 15 November, 2019 and to declare a final dividend of KShs. 2.50 per ordinary share, payable, net of withholding tax, on or before 3 July 2020 to shareholders on the Register of Members at the close of business on 27 April, 2020. The dividend for the full year will be KShs. 3.50 per share.

c) Election of Directors

a) Rotation of Directors

In accordance with Articles 94 and 95 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election:

- i) Ms. Georgina Malombe
- ii) Mr. Andrew Wambari Kairu
- iii) Mr. Lawrence Mark Njiru

b) Appointment of Director

In accordance with Article 101 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, Mrs. Anne Eriksson retires from the Board and being eligible offers herself for re-election.

c) Audit Committee

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) Mr. Lawrence Mark Njiru
- ii) Mr. John Nyerere
- iii) Mrs. Anne Eriksson

d) Remuneration of Directors

To receive, consider and, if thought fit, approve the Directors' Remuneration Report and to authorize the Board to fix the remuneration of Directors.

e) Appointment of Auditors

To appoint Messrs. PriceWaterhouseCoopers, Certified Public Accountants, as the new Auditors of the Company in place of KPMG, Certified Public Accountants (whose term expires at the end of this meeting) until conclusion of the next Annual General Meeting.

f) Remuneration of the Auditors

To authorize Directors to fix the remuneration of the Auditors.

3. Any Other Business

To transact any other business of the Company for which due notice has been received

By Order of the Board

Joseph Kania

Group Company Secretary

Date 14 May, 2020

Note:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding *inter alia* public gatherings, it is impracticable, as contemplated under section 280 of the Companies Act 2015, for KCB Group PLC to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
2. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange

("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).

3. KCB Group PLC has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.
4. Shareholders wishing to participate in the meeting should register for the AGM by dialling *384*801# on their Safaricom mobile telephone or *483*801# on their Airtel & Telkom mobile telephone and following the various prompts regarding the registration process. Shareholders will not incur any cost for such registration. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: **(+254) 709 170 000** from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
5. Registration for the AGM opens on Friday 15 May, 2020 at 9:00 am and will close on Monday 1 June, 2020 at 11:00 am. Shareholders will not be able to register after Monday 1 June, 2020 at 11:00 am.
6. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.kcbgroup.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2019; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the CMA.
7. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a. sending their written questions by email to agmquestions@kcbgroup.com; or
 - b. to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at Kencom House, or to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - c. sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 48400-00100 Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarification must reach the Company on or before Monday 1 June, 2020 at 11:00 am.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Company's website not later than 12 hours before the start of the general meeting.

8. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website via this link: www.kcbgroup.com. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointor or his attorney duly authorized in writing. 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 body corporate. A completed form of proxy should be emailed to info@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 - 00100 GPO, Nairobi, so as to be received not later than Tuesday 2 June, 2020 at 10:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Tuesday 2 June, 2020 at 11:00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Wednesday 3 June, 2020 to allow time to address any issues.
9. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the chairman) via the USSD prompts.
11. Results of the AGM shall be published within 24 hours following conclusion of the AGM.

Shareholders are encouraged to continuously monitor the Company's website www.kcbgroup.com for updates relating to the AGM due to the continuous evolving situation with COVID-19 and the Government directives being subject to change. We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by COVID-19.