



KCB Group PLC

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

CIRCULAR TO SHAREHOLDERS

IN RESPECT OF

**THE SALE OF 100% OF THE ORDINARY SHARES OF
NATIONAL BANK OF KENYA LIMITED BY
KCB GROUP PLC TO ACCESS BANK PLC**



This Circular is important and requires your immediate attention

If you require assistance with this Circular, please consult your stockbroker, investment banker, or any other professional adviser.

This circular (**Circular**) has been issued by KCB Group Plc (**KCB Group**) and has been prepared in compliance with the requirements of the Capital Markets Act, Chapter 485A, Laws of Kenya (**Capital Markets Act**) and the Capital Markets (Licensing Requirements) (General), Regulations, 2002 (**Licensing Regulations**).

The Capital Markets Authority (**Authority**) has approved the issuance of this Circular. However, as a matter of policy, the Authority assumes no responsibility for the correctness of any statements or opinions made or reports contained in the Circular. Approval of the Circular by the Authority is not to be taken as an indication of the merits of the matter disclosed in this Circular or as a recommendation by the Authority to the Shareholders of KCB Group.

This Circular is for information purposes only. You are not required to take any action.

Date of issue: 7 May 2025

ADVISERS

Transaction Adviser



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P. O. Box 48400 – 00100
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Legal Adviser



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Important Notice

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This Circular has been approved by the directors of KCB, whose names appear in section 2 of Part 5 of this Circular, who accept responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no facts the omission of which would make any statement herein misleading.

This Circular includes forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the control of KCB and all of which are based on KCB's current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believe", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "plans", "continues", "assumes" or "anticipates" or the negative thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties that National Bank of Kenya Limited (**NBK**) faces.

Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed, or implied in such forward-looking statements. Such forward-looking statements contained in this Circular speak only as of the date of this Circular. KCB expressly disclaims any obligation or undertaking to update any forward-looking statements contained in the document to reflect any change in their expectations or any change in events, conditions, or circumstances on which such statements are based unless required to do so by applicable law.

Certain data in this Circular, including financial, statistical, and operating information has been rounded. As a result of the rounding, the totals of data presented in this Circular may vary slightly from the actual arithmetic totals of such data. Percentages in tables have been rounded and accordingly may not add up to 100%.

No person is authorised to give any information or to make any representation not contained in this document and any information or representation not contained in this document must not be relied upon as having been authorised by KCB. The delivery of this document will not, under any circumstances, create any implication that the information contained in this document is correct as at any time subsequent to its date.

Part 1 – Definitions

Definitions and interpretations set out on page 5 apply, *mutatis mutandis*, to the entire Circular.

In this Circular, unless otherwise stated and as the context allows, the words in the first column have the meaning stated opposite them in the second column. Words in the singular include the plural and vice versa, words signifying one gender include the other gender, and references to a person include references to juristic persons and associations of persons:

“Access Bank”	Access Bank Plc, a 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;
“Annual General Meeting” or “AGM”	means the annual general meeting of KCB to be held through electronic means, on Thursday, 22 May 2025 at 10.00 a.m.;
“Authority or CMA”	means the Capital Markets Authority, established under the Capital Markets Act;
“Banking Act”	means the Banking Act (Chapter 488 of the Laws of Kenya);
“CAK”	means the Competition Authority of Kenya, established under the Competition Act (Chapter 504 of the Laws of Kenya);
“Capital Markets Act”	means the Capital Markets Act (Chapter 485A of the Laws of Kenya);
“CBK”	means the Central Bank of Kenya, established under the Central Bank of Kenya Act (Chapter 491 of the Laws of Kenya);
“CBN”	means the Central Bank of Nigeria, being the banking regulator in the Federal Republic of Nigeria;
“Circular”	means this Shareholders Circular dated 7 May 2025;
“COMESA”	means the Common Market for Eastern and Southern Africa;
“Companies Act”	means the Companies Act (Act No. 17 of 2015, Laws of Kenya);
“Conditions Precedent”	means the conditions precedent to which the Transaction is subject, as summarised in section 2.3 of Part 3 of this Circular;
“CS Treasury”	means the Cabinet Secretary, the National Treasury and Economic Planning;
“Directors” or “Board”	means the Board of Directors of KCB acting collectively and comprising the persons listed in section 2 of Part 5 of this Circular as Directors of KCB;
“KCB” or “Company”	means KCB Group Plc., a public limited liability company (incorporated in Kenya under registration number C 9/88) and listed on the NSE;
“KCB Group” or “Group”	means KCB and its subsidiaries;
“Kenya”	means the Republic of Kenya;
“KES”	means Kenya Shillings, being the lawful currency of Kenya;
“Licensing Regulations”	The Capital Markets (Licensing Requirements) (General) Regulations, 2002;
“NAV”	means net asset value;
“NBK”	means National Bank of Kenya Limited, a limited liability company (incorporated in Kenya under registration number C.7763);
“NBK Shares”	means the ordinary shares with a par value of KES. 5.00 each in the capital of NBK;
“NSE”	means the Nairobi Securities Exchange Limited, a public limited liability company (incorporated in Kenya under registration number CPU/2014/144920) and approved as a securities exchange under the Capital Markets Act;
“Public Offers, Listing and Disclosures Offer Regulations”	means the Capital Markets (Public Offers, Listing and Disclosures) Regulations, 2023;
“Sale Shares”	means 2,536,607,575 ordinary shares comprising 100% of the issued and fully paid-up shares of NBK;
“Shareholder” or “Member”	means a registered holder of the KCB Shares or NBK Shares, as the case may be;
“Transaction”	means the sale of 100% of the ordinary shares of the National Bank of Kenya Limited by KCB Group Plc to Access Bank Plc; and
“USD”	means United States Dollars, being the lawful currency of the United States of America.

Part 2 – Letter from the Group Chairman of KCB

7 May 2025

To all Shareholders of KCB Group Plc.

Dear Shareholder,

SALE OF NATIONAL BANK OF KENYA LIMITED

As you will recall, in 2019, my predecessor addressed you on KCB's bold step to acquire 100% of the ordinary shares of the National Bank of Kenya Limited (NBK). The acquisition was effected through a share swap of one KCB share for every ten NBK shares, which resulted in the listing of 146,806,168 additional KCB shares at the Nairobi Securities Exchange (NSE). Based on KCB's share price at the time, the value of these new shares amounted to KES. 6.1 billion.

The Transaction was in line with KCB's expansion strategy and was aimed at giving the Group a stronger edge to play a bigger role in driving the financial inclusion agenda in Kenya and grow KCB's shareholder value while at the same time resolving systemic challenges which NBK faced at the time. The move placed NBK under the ambit of KCB Group where it became a fully-fledged subsidiary with the intention to integrate the two businesses within the Kenyan market.

Post this acquisition, we made progressive investments in NBK to bolster its capital and enhance its operational efficiency. In 2019, the Group made an equity investment in NBK amounting to KES. 5.0 billion, and a further investment of KES. 3.5 billion in 2021. These, together with the value of shares issued to effect the acquisition, placed the Group's total investment in the subsidiary at KES. 14.6 billion. We also enhanced NBK's operational efficiency through leveraging shared services and centres of excellence with KCB Bank Kenya.

These enabled NBK to deliver profits consistently in the first three years under KCB Group, amounting to a total of KES. 2.5 billion over that period. NBK also grew its Shareholder wealth by KES. 4.7 billion, peaking at KES. 16.4 billion in 2021. However, some significant legacy legal claims eroded these gains in 2023, resulting in a net loss of KES. 3.3 billion. This loss plunged NBK back to a dire state that would necessitate further capital injection from the Group to meet regulatory ratios.

After critically evaluating its options on how to resolve this position, in March 2024, the Group opted to accept a binding offer to sell 100% of the subsidiary to Access Bank Plc, at a consideration of 1.25x NBK's net asset value. The Transaction will also include transfer of certain assets and liabilities of NBK to KCB Bank Kenya. The amount to be paid to the Group, and the quantum of these assets and liabilities to be transferred, will be determined at the close of the Transaction.

This Transaction represents what we believe is a great opportunity to maximize value for our Shareholders while strengthening the competitive position for the Group. The past four years have been defining for NBK as a KCB Group subsidiary and this step marks the opening of new opportunities.

In 2024, NBK had a strong year indicative of the solid foundation that the Group has laid to support the subsidiary to deliver its true potential. Total revenue grew by 12.0% to KES. 12.7 billion on increased commissions and fees. This growth coupled with the improvement in operational efficiency and cost optimization enabled the Bank to bounce back to profitability with net earnings of KES. 1.1 billion. However, its capital ratios remained below minimum requirements, even after retaining all the net profit made in the year. Its core and total capital ratios stood at 9.0% and 13.6%, respectively, against minimum regulatory requirements of 10.5% and 14.5% respectively, indicative of the additional capital that would be required to be injected into the Bank had KCB opted to continue operating it as a subsidiary.

The Transaction is at an advanced stage, having received all the requisite regulatory approvals in Kenya, and with the Nigerian leg almost complete, we anticipate that we will close this Transaction within the second quarter of 2025.

This Circular is therefore presented to you, our dear Shareholders, to provide an update on the progress of the Transaction and we therefore ask that you take note of the same.

Yours faithfully,

FCS. Dr. Joseph Kanja Kinyua, EGH
Group Chairman

Part 3 – The Proposed Transaction

1. About the organizations

1.1. KCB Group PLC

KCB Group Plc is a non-operating holding company incorporated in Kenya and approved by the Central Bank of Kenya (**CBK**). It is East Africa's largest financial institution, owning one of Africa's oldest and strongest banks with over 129 years of operations. The Group is headquartered in Nairobi, Kenya and operates in seven countries in Eastern Africa.

In Kenya, KCB is an industry leader with the largest market share and two banking subsidiaries. Outside Kenya, the Group operates in Tanzania, South Sudan, Rwanda, Uganda, Burundi, and the Democratic Republic of Congo. The subsidiaries, KCB Bank Kenya and Trust Merchant Bank, have representative offices in Ethiopia and Brussels respectively.

Within the East African region, KCB operates 536 branches, over 1,300,000 merchants and agents and 1,319 ATMs throughout the region, with an asset base of KES. 1,962.3 billion, a market capitalisation of over KES. 120 billion and more than 33 million customers.

Key Business Lines

Across the region, KCB Group offers an extensive suite of tailor-made, market-leading financial solutions complemented by a range of digital financial services, bancassurance, investment banking, asset management, and shariah-compliant products, to meet the diverse needs of our customers. The key business segments of KCB Group are:

- **Corporate banking** – leveraging on the capital base and internal expertise to facilitate long and short-term financing, trade and asset finance and enabling of transactional and global corresponding banking services.
- **Retail banking** - through the largest footprint of branches, the bank extends unsecured and secured personal loans. Within the retail portfolio also exists mobile banking services, the credit card offering, SME and Micro banking offering and the diaspora banking services, targeted to the East Africans living outside their home countries.
- **Mortgage banking** – this part of the business is targeted towards the development or acquisition of residential or commercial property.

With millions of customers, thousands of employees, and the largest balance sheet in the region, the Group has been a catalyst for development for more than a century, opening doors of opportunity by facilitating growth and economic advancement, promoting regional commerce, and linking millions of people throughout the world to possibilities on the African continent and beyond.

Further details on the Group, its subsidiaries and associates, Shareholders, board and management team and the Group's operations are set out in Part 5 of this Circular.

Share Capital

The authorised share capital of KCB is KES. 4,500,000,000.00 divided into 4,500,000,000 ordinary shares of KES. 1.00 each. The issued share capital is KES. 3,213,462,815 divided into 3,213,462,815 ordinary shares of KES. 1.00 each.

Shareholders

A public listed company, KCB is widely held with the top Shareholder holding only 19.76% of the shares. The top ten largest Shareholders of the Company at 31 March 2025 were as follows:

Name	Number of Shares	Percentage Shareholding
Permanent Secretary to the Treasury of Kenya	635,001,947	19.76
National Social Security Fund	329,734,192	10.26
Stanbic Nominees Ltd A/C Nr3530153-1	44,605,400	4.50
Kenya Commercial Bank Nominees Ltd A/C 927b	79,289,541	2.47
Standard Chartered Nominees A/C KE004667	61,384,600	1.91
Babla,Sandip Kana Sinh;Babla,Alka Sandip	31,390,000	0.98
Standard Chartered Nominees Non-Resd. A/C KE10085	27,864,726	0.87
Babla,Sandip Kanaksinh Karsandas	27,365,200	0.85
NCBA Custodial Service Acc 325	27,312,800	0.85
Co-op Bank Custody Ac 58000	27,271,600	0.85
Others	1,822,242,809	56.70%
GRAND TOTAL	3,213,462,815	100.00

2024 Performance

KCB Group Plc. delivered a profit after tax growth for the year 2024 of 64.9% to KES. 61.8 billion, (2023: KES. 37.5 billion) accelerated by strong topline expansion across all businesses. Total revenues increased 24.0% to KES. 204.9 billion on higher interest income and non-funded income arising from foreign exchange trading income.

With the largest corporate and retail franchise in the region, the Group's balance sheet closed the year at KES. 1.96 trillion, funded by a strong deposit franchise and stable loan portfolio, despite the tough operating environment. Sustained growth in our MSME proposition, specifically Female Led and Made Entreprises (FLME), the roll out of multiple customer value propositions and embedding of ecosystem and value chain banking has deepened our customer relationships and increased our market share.

KCB Group's diversification model continued to deliver strong benefits, with the contribution by subsidiaries (excluding KCB Bank Kenya) to the total assets standing at 34.9%, while the share of profit after tax closed the year at 30.3%. This is enabled through use of technology to optimize support across the Group and deliver increased cross border payments and trade.

Return on equity improved to 24.6% up from 17.8% in 2023. Total equity attributable to Group Shareholders increased by 20.8% from KES. 227.5 billion to KES. 274.9 billion, highlighting the sustained value that the Group continued to deliver for Shareholders.

Capital buffers across the Group remained strong except for NBK whose capital position was to be remediated through the Transaction referred to within this Circular. The Group core capital as a proportion of total risk-weighted assets stood at 16.8% against the statutory minimum of 10.5% while the total capital to risk-weighted assets ratio was at 19.4% against a regulatory minimum of 14.5%. The KCB share price on the NSE reflected the strong performance, closing the year as the second best performing major stock after gaining 90%, which raised KCB's market capitalization past the USD 1 billion mark and its Shareholders set to receive over KES. 9.6 billion in dividend payment.

1.2. Access Bank PLC

Access Bank Plc is a leading financial institution headquartered in Lagos, Nigeria, driven by strong core values that enable Access Bank to continuously deliver strong and sustainable performance.

Access Bank is located in all major commercial centres and cities across Nigeria. Access Bank operates 14 subsidiaries within West Africa, East Africa, Southern Africa, and the United Kingdom. Access Bank also has business offices in the Republic of China, Lebanon and India. Access Bank (UK) Limited has branches in the United Arab Emirates, and Paris as well as a restricted license in Hong Kong.

Key Business Lines

Access Bank is licensed to provide international banking services and is renowned for its comprehensive range of financial product offerings. Their key business segments include: corporate and investment banking, commercial banking and retail banking. The key customer segments include: telecommunications, beverages, manufacturing, construction, oil & gas, government parastatals, high net worth individuals, middle income professionals, and financial inclusion customers, etc.

Shareholders

As at 31 December 2024, Access Bank's share capital is beneficially owned by Access Holdings Plc, a Nigerian non-operating financial holding company that operates across various sectors including banking, payments, pension administration, and insurance.

2. The Transaction

2.1. The Offer

By a share purchase agreement (SPA) entered on 20 March 2024 (the **Agreement**) between KCB and Access Bank (as varied from time to time), Access Bank agreed to purchase from KCB 100% of the issued share capital of NBK (the **Sale Shares**) (the **Transaction**). As a result of the Transaction, Access Bank will also acquire indirect control of NBK's subsidiary, NBK Bancassurance Intermediary Limited (NBIL). Upon completion of the Transaction, NBK will become a wholly owned subsidiary of Access Bank.

The Transaction was approved by the KCB Board of Directors to be completed at a price-to-book (p/b) multiple of 1.25x of the net asset value (NAV) of NBK.

Access Bank shall pay to KCB a deferred cash consideration for the Sale Shares determined in accordance with a mutually agreed valuation methodology, based on the financial position of NBK as at the completion date of the Transaction and applying the agreed valuation multiple, while subject to certain adjustments as set out in the Agreement.

The deferred cash consideration shall be appropriately secured.

Additionally, as a condition precedent to the Transaction, KCB and Access Bank agreed KCB shall procure NBK to transfer to KCB Bank Kenya certain assets and liabilities of NBK (the **Hive-Out Transaction**). In this regard, NBK and KCB Bank Kenya, following the signing of the Agreement, entered into an agreement on 15 August 2024 to provide for the terms and conditions of the Hived-Out Transaction (the **Business and Assets Transfer Agreement**).

2.2. Resultant Structure

Upon completion of the Transaction, NBK will become a fully owned subsidiary of Access Bank.

2.3. Conditions Precedent

Completion of the Transaction is conditional upon the fulfilment (or, where applicable, waiver) of various conditions precedent, which include, amongst other things:

- (a) Access Bank publishing any required regulatory announcement to the public pursuant to the Investments and Securities Act, 2007 of Nigeria or as otherwise required by the Securities and Exchange Commission of Nigeria or the Nigerian Exchange Limited;
- (b) KCB publishing appropriate notice, circular, or press announcement to the public that may be required pursuant to the Public Offer Regulations;
- (c) NBK and KCB Bank Kenya entering into the Business and Assets Transfer Agreement and completing the Hive-out Transaction;
- (d) receipt of all requisite regulatory approvals and, to the extent that any such approval has any conditions or undertakings attached to it, such conditions or undertakings being acceptable to the parties, acting reasonably;
- (e) NBK completing the transfer to KCB of the entire issued share capital of KCB Asset Management Limited;

- (f) no statute or regulation proposed or enacted by any Governmental authority prohibiting, materially restricting, or materially delaying implementation of the Transaction;
- (g) all warranties provided under the Agreement remaining true and accurate in all material respects as at the completion date of the Transaction;
- (h) no material adverse change occurring prior to completion of the Transaction; and
- (i) no injunction, restraining order or other order or legal or regulatory prohibition being issued by any court of competent jurisdiction and remaining in force preventing the consummation of the Transaction as contemplated by the Agreement.

As at the date of this Circular, KCB and Access have received all regulatory approvals for the Transaction, save for the final approval from the CBN. Access Bank continues to actively attend to satisfaction of this condition, in open liaison with KCB, in order to finalise the Transaction.

2.4. Regulatory Approvals

The CBK on 11 April 2025 gave the following approvals in respect of the Transaction:

- (a) the transfer of certain assets and liabilities of NBK to KCB Bank Kenya pursuant to Section 9 of the Banking Act, approving the Hive-out Transaction; and
- (b) the acquisition of Sale Shares by Access Bank pursuant to Section 13 (4) of the Banking Act;
- (c) Access Bank becoming a significant shareholder of NBK as provided under Section 9A (2) and 9A (3) of the Banking Act; and
- (d) the appointment by Access Bank of various new non-executive Directors of NBK pursuant to Section 9A (1) and 9A (7) of the Banking Act.

Additionally, on 11 April 2025, the Cabinet Secretary, the National Treasury and Economic Planning (**CS Treasury**), pursuant to Section 9 of the Banking Act, approved the following:

- (a) the transfer of certain assets and liabilities of NBK to KCB Bank Kenya, approving the Hive-out Transaction; and
- (b) the acquisition of the Sale Shares by Access Bank.

In sum, as at the date of this Circular, the following regulatory approvals have been received by the Parties:

- (a) approval from the COMESA Competition Commission (**CCC**) on 22 August 2024;
- (b) approval from the Competition Authority of Kenya (**CAK**) on 7 October 2024;
- (c) conditional approval from the CBN on 10 October 2024; and
- (d) approvals from the CBK and the CS Treasury on 11 April 2025.

3. Rationale for the Transaction

The following is the rationale for the Transaction:

Shareholder value: The Transaction is in line with our quest to maximize shareholder value by prudently deploying capital to markets and regions where we anticipate much faster growth from untapped banking sector potential. KCB Bank Kenya remains well positioned to deliver our aspirations in the Kenyan market. The capital that will be freed up by this sale will enable us to invest in fast growing markets as well as support our goal to enhance Shareholder returns both in the short and long term.

In line with this, maintaining NBK as a subsidiary would have called for the Group to inject additional capital into the business thus increasing the total from KES. 14.6 billion and having considered the impact and cost of this, we took the option to accept the offer.

Effective competition: Operating KCB Bank Kenya as our only subsidiary in the Kenyan market will enable the Group to dedicate adequate attention to the Bank and ensure full management focus. This will enable KCB Bank Kenya to compete effectively, innovate, enhance customer value and drive swift execution. This will result in improved overall customer value for KCB's customers and across the industry.

Strengthening of the banking industry: This Transaction will result in the resolution of NBK's capital position which will contribute to further strengthening the banking system. In addition, the Transaction is the best possible outcome both for NBK's stakeholders as well as the country through attracting foreign direct investment flows.

4. Risks and Mitigants

4.1. Integration Risk for the transfer of certain assets and liabilities

The transfer of certain assets and liabilities has the potential to increase the stock of the non-performing loans within the Kenyan subsidiary, KCB Bank Kenya Ltd. The impact of this has, however, been projected to be low and the credit support team will be tasked to implement measures and structures that would assist the turnaround and ultimate recovery of the outstanding facilities.

4.2. Public Scrutiny of Transaction

The Transaction is likely to attract significant public attention due to its nature involving a public listed entity and two banks operating in a highly regulated sector. Being publicly listed, the Capital Markets Act, and the Public Offer Regulations provide detailed procedures to guide the Transaction under the supervision of the CMA and the CAK. In compliance with the banking regulatory framework, CBK has overseen the regulatory aspects of the Transaction including and up to the approvals granted by the National Treasury. KCB has ensured that there is in place a public relations and communication plan for various stakeholders and the public to provide timely information on the Transaction.

5. Key Dates

It is anticipated that the Transaction as described above will be completed by 30 June 2025. Below are some key milestones in respect of the Transaction:

Execution of the SPA	20 March 2024
Execution of the Business and Assets Transfer Agreement between NBK and KCB Bank Kenya in respect of the Hive-out Transaction	15 August 2024
Merger approval from the COMESA Competition Commission (CCC)	22 August 2024
Merger approval by Competition Authority of Kenya (CAK) following referral from CCC	7 October 2024
Receipt of conditional CBN approval	10 October 2024
Receipt of CBK approval	11 April 2025
KCB Issues AGM Notice	30 April 2025
AGM Held	22 May 2025
Completion of the Hive-Out Transaction between KCB Bank Kenya and NBK*	Before 30 June 2025
Completion of the Transaction and transfer of the Sale Shares*	By approximately 30 June 2025

* **Notes: The above dates are indicative and subject to change as the listed actions are subject to certain conditions whose completion cannot be confirmed at the time of publication of the Circular.**

PART 4 – KCB Group Summary Financial Information

Summarized P&L

KES million	2022	2023	2024
Total income	128,212	159,345	202,909
Operating expenses	(60,852)	(83,477)	(90,611)
Loan loss provisions	(10,300)	(27,415)	(28,238)
Profit before income tax	57,331	48,453	81,973
Profit for the year	40,837	37,462	61,775

Summarized Balance Sheet

KES million	2022	2023	2024
Investment securities	295,423	397,203	408,895
Net loans and advances to customers	863,268	1,095,944	990,413
Other assets	395,339	677,727	563,012
Total assets	1,554,030	2,170,874	1,962,320
Customer deposits	1,135,417	1,690,909	1,381,975
Other liabilities	212,336	244,405	297,366
Total equity	206,277	235,560	282,979
Total liabilities and equity	1,554,030	2,170,874	1,962,320

PART 5 – Statutory and General Information

1. Responsibility Statement

- 1.1 The Directors, whose names appear on section 2 of Part 5 of this Circular, accept responsibility for the information contained herein. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 The Directors are the persons responsible for the application made to the CMA for the approval of the issue of this Circular.

2. Directors

Name*	Address	Position
FCS. Dr. Joseph Kinyua, EGH	P.O. Box 48400-00100 Nairobi	Non-executive, Chairman
C.S., National Treasury	P.O. Box 48400-00100 Nairobi	Non-executive
Lawrence Njiru	P.O. Box 48400-00100 Nairobi	Non-executive
Ahmed Mohamoud	P.O. Box 48400-00100 Nairobi	Non-executive
Alice Kirenge	P.O. Box 48400-00100 Nairobi	Non-executive
Anuja Pandit	P.O. Box 48400-00100 Nairobi	Non-executive
Agnes Lutukai	P.O. Box 48400-00100 Nairobi	Non-executive
William Asiko	P.O. Box 48400-00100 Nairobi	Non-executive
Paul Russo	P.O. Box 48400-00100 Nairobi	Executive, Group CEO
Lawrence Kimathi	P.O. Box 48400-00100 Nairobi	Executive, Group Finance Director

* Note: All Directors are Kenyan

3. Directors' Interests

- 3.1 The following Directors had direct or indirect beneficial equity interests in the ordinary shares at 31 March 2025:

Name	Number of Shares	Percentage Shareholding
FCS. Dr. Joseph Kinyua, EGH	Nil	0.00
C.S., National Treasury	635,001,947	19.76
Lawrence Njiru	Nil	0.00
Ahmed Mohamoud	Nil	0.00
Alice Kirenge	15,100	0.00
Anuja Pandit	Nil	0.00
Agnes Lutukai	Nil	0.00
William Asiko	Nil	0.00
Paul Russo	200,000	0.06
Lawrence Kimathi	Nil	0.00

- 3.2 As at the date of this Circular, there was no existing or proposed contract between any of the Directors and the Company, other than employment contracts for those Directors who are employed in the ordinary course of business.
- 3.3 No options to purchase any securities of the Company have been granted to or exercised by any Director of the Company.
- 3.4 None of the Directors has or has had any beneficial interest in any property acquired by the Company during the two years preceding the date of this Circular.
- 3.5 Except as disclosed in this Circular, no officer, director or major Shareholder of the Company (nor a related company) has any direct or indirect interest in the shares or business of NBK.

4. Subsidiaries and Associates

The following are the subsidiaries and associated companies of KCB:

Incorporated in Kenya:

Name	Country of Incorporation	Beneficial Ownership (%)
KCB Bank Kenya Limited	Kenya	100
KCB Bancassurance Intermediary Limited	Kenya	100
KCB Investment Bank Limited	Kenya	100
KCB Asset Management Limited	Kenya	100
KCB Foundation	Kenya	100
Kenya Commercial Bank Nominees Ltd	Kenya	100
Kencom House Limited	Kenya	100
Kenya Commercial Finance Co. Limited	Kenya	100
Savings & Loan Kenya Limited	Kenya	100

Incorporated outside Kenya:

Name	Country of Incorporation	Beneficial Ownership (%)
KCB Bank Tanzania Limited	Tanzania	100
KCB Bank South Sudan Limited	South Sudan	100
KCB Bank Burundi Limited	Burundi	100
KCB Bank Uganda Limited	Uganda	100
BPR Bank Rwanda Plc.	Rwanda	87
Trust Merchant Bank S.A.	Democratic Republic of the Congo	85

Associate:

Name	Country of Incorporation	Beneficial Ownership (%)
United Finance Limited	Kenya	45

5. General Information

5.1 The Board hereby declares that the annual financial statements of the Company for the year ended 31 December 2024 have been audited and received an unqualified opinion.

5.2 Registered Office: Kencom House
Moi Avenue
P. O. Box 48400 – 00100
Nairobi

5.3 Company Secretary: Ms. Bonnie Okumu
P. O. Box 48400 – 00100
Nairobi

6. Consents

KCB Investment Bank Limited (Transaction Adviser), and Coulson Harney LLP (trading as Bowmans) (Legal Adviser) have given and not withdrawn their respective consents to the issue of this Circular with the inclusion herein of their names and the references thereto, in the form and context in which they appear respectively.

7. Documents Available for Inspection

Copies of the following documents will be available for inspection by Shareholders, free of charge, at the Company's offices at 2nd Floor, Kencom House, Moi Avenue, P.O. Box 48400, GPO 00100, Nairobi, Kenya between 9.00 a.m. and 5.00 p.m. Monday to Friday (except public holidays) from the date hereof until 20 May 2025:

- The Company's audited financial statements for the five financial years up to 31 December 2024;
- The Company's Memorandum and Articles of Association;
- The approval of the CMA relating to the issue of this Circular.



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