



NOTICE OF THE 47TH ANNUAL GENERAL MEETING

KCB GROUP PLC.

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

NOTICE IS HEREBY GIVEN that the 47TH ANNUAL GENERAL MEETING of the Shareholders of KCB GROUP PLC will be held in the Kasarani Indoor Sports Arena, Nairobi, on Friday, 27 April, 2018 at 10:00 a.m. when the following business will be transacted, namely:

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 ended 31 December, 2017.

To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31 December, 2017 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer and the Auditors' thereon.

b) Dividend

To confirm the interim dividend of KShs. 1.00 per ordinary share paid on 31 October, 2017 and to declare a final dividend of KShs. 2.00 per ordinary share, payable, net of withholding tax, on or about 29 June, 2018 to shareholders on the Register of Members at the close of business on 30 April, 2018.

c) Election of Directors

[a] 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) Mr. Ngeny Biwott
- ii) Mr. Tom Ipomai

[b] 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. Josephine Djirackor retires from the Board and being eligible offers herself for re-election.

[c] 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) Ms. Georgina Malombe
- ii) Mr. John Nyerere
- iii) Mrs. Josephine Djirackor

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 re-appoint Messrs. KPMG Kenya, Certified Public Accountants, as the Auditors of the Company until conclusion of the next Annual General Meeting.

f) Remuneration of the Auditors

To authorize Directors to fix the remuneration of the Auditors.

BY ORDER OF THE BOARD

JOSEPH KANIA
GROUP COMPANY SECRETARY
5 April, 2018

Note:

1. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. To be valid, a proxy form, which is provided by the Company, must be completed and signed by the member and must be lodged at the offices of Company's share registrars, Image Registrars Limited, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287, GPO 00100, Nairobi, to arrive not later than 10:00 a.m. on 25 April, 2018 i.e. 48 hours before the meeting or any adjournment thereof.

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 corporation or Government office.

2. In accordance with Article 129, a copy of this Notice, Proxy Form and the entire Annual Report & Accounts may be viewed on and downloaded from the Company's website at www.kcbgroup.com.
3. Registration of members and proxies for the Annual General Meeting will commence at 8:00 a.m. on 27 April, 2018. Members and proxies should carry their national ID cards and a copy of the relevant Central Depository and Settlement Corporation (CDSC) account statement for ease of registration process.
4. Transport will be provided to Shareholders from Kencom House to the Kasarani Indoor Sports Arena, from 6:30 a.m. to 10:00 a.m. and back to Kencom House at the close of the meeting.