



KCB GROUP PLC

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

NOTICE OF THE 51ST ANNUAL GENERAL MEETING

Notice is hereby given that the **51st Annual General Meeting** of the shareholders of **KCB Group PLC ("Company")** will be held via electronic communication, on **Friday, 3 June 2022 at 10.00 a.m.** when the business set out below will be transacted:

AGENDA

1. Constitution of the Meeting

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

2. Ordinary Business

i) Report and Financial Statements for the Year ending 31 December 2021.

To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ending 31 December 2021 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer & Managing Director, and the Auditor thereon.

ii) Dividend

To confirm the interim dividend of KShs. 1.00 per ordinary share paid on 5 January 2022 and to declare a final dividend of KShs. 2.00 per ordinary share, payable, net of withholding tax, on or about 7 July 2022 to shareholders on the Register of Members at the close of business on 25 April 2022.

iii) Election of Directors

a) In accordance with Articles 94, 95 and 96 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election:

- i) Mr. Lawrence Njiru
- ii) Mr. Andrew W Kairu

b) In accordance with Articles 94 and 95 of the Company's Articles of Association, the following Director retires by rotation, and does not offer herself for re-election:

- i) Ms. Georgina Malombe

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

- i) Mrs. Alice Kirenge

d) In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said Committee:

- i) Mrs. Anne Eriksson
- ii) Dr. Obuya Bagaka
- iii) Mrs. Alice Kirenge

iv) 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.

v) Appointment of Auditors

To re-appoint Messrs. PricewaterhouseCoopers, Certified Public Accountants, as the Auditors of the Company until conclusion of the next Annual General Meeting and to authorize the Directors to fix the remuneration of the Auditors.

BY ORDER OF THE BOARD

BONNIE OKUMU

Group Company Secretary
11 May 2022

Notes:

1. KCB Group Plc has convened and will conduct its 51st Annual General Meeting via virtual/electronic means in line with The Companies Act, 2015.
2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - a. dialling *483*905# for all Kenyan telephone networks and following the various registration prompts; or
 - b. sending an email request to be registered to kcbshares@image.co.keShareholders with email addresses will receive a registration link via email through which they can use to register.
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) 709 170 037/ 709 170 034 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
3. Registration for the AGM opens on **Wednesday, 11 May 2022** at 9.00 a.m. and will close on **Tuesday, 31 May 2022** at 11.00 a.m. Shareholders will not be able to register after **Tuesday 31 May 2022** at 11.00 a.m.
4. In accordance with Section 283 (3) of the Companies Act, the following documents may be viewed on the Company's website www.kcbgroup.com
 - a. a copy of this Notice and the proxy form.
 - b. the Company's Annual Report & Audited financial statements for the year ended 31 December 2021.The reports may also be accessed upon request by dialling the USSD code above and selecting the reports option. The reports and agenda can also be accessed on the livestream link.

5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- a. sending their written questions by email to kcbshares@image.co.ke; or
- b. shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (Ask Question) on the prompts; or
- c. to the extent possible, physically delivering their written questions with a return physical, postal or email address to the registered office of the Company at Kencom House, P. O. Box 48400 – 00100, Nairobi, or to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street.

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

All questions and clarification must reach the Company on or before **Tuesday 31 May 2022** at 5.00 p.m.

Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions received to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the AGM. 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 AGM.

6. 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. 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 P. O. Box 9287 – 00100. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company to arrive not later than 10.00 a.m. on **Tuesday, 31 May 2022**.

Duly signed proxy forms may also be emailed to kcbshares@image.co.ke in PDF format. A proxy form 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 the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.

7. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. 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 before the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and providing a link to the live stream.

8. 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) via the USSD prompts.

9. Results of the AGM shall be published on the Company's website 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.

Regulated by the Central Bank of Kenya