



KCB GROUP PLC

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of KCB Group PLC ("**Company**") will be held via electronic communication, on Wednesday, 21 September 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. Special Business

To consider and, if thought fit, pass the following resolutions BY WAY OF ORDINARY RESOLUTIONS:

Proposed Acquisition of Trust Merchant Bank SA

i. THAT, subject to and conditional upon the receipt of requisite regulatory approvals and fulfilment or waiver (if legally capable of being waived) of other applicable conditions as agreed in writing between the Company and the relevant counterparties in the share purchase agreement entered into by the Company in this regard ("**Agreement**"), the acquisition by the Company of Trust Merchant Bank SA ("**TMB**"), in accordance with, and on the terms set out in the Agreement and as a result of which, upon completion TMB would become a subsidiary of the Company, be and is hereby approved.

A shareholders' circular providing details relating to the transaction is available to shareholders on the Company's website.

ii. THAT, the Board of Directors of the Company be and is hereby authorised to do all such things and take all such steps as are necessary to give effect to the above resolution.

3. Any Other Business

To transact any other business of the Company which may be transacted at an Extraordinary General Meeting for which due notice has been received.

By Order Of The Board

Bonnie Okumu

Company Secretary

30 August 2022

Notes:

1. KCB Group Plc has convened and will conduct its Extraordinary 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 EGM 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.ke.

Shareholders 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 EGM opens on Tuesday, 30 August 2022 at 9.00 a.m. and will close on Tuesday, 20 September 2022 at 11.00 a.m. Shareholders will not be able to register after Tuesday, 20 September 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 shareholders' circular in relation to the acquisition of Trust Merchant Bank SA.

The documents 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 EGM 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 names, National ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarification must reach the Company on or before Monday, 19 September 2022 at 11.00 a.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 EGM. 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 EGM.

6. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the EGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. The proxy form 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 Extraordinary 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 Monday, 19 September 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 appointor 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 EGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the EGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the EGM acting as a reminder of the EGM. A second SMS/USSD prompt shall be sent one hour before the EGM, reminding duly registered shareholders and proxies that the EGM 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 EGM 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 EGM shall be published on the Company's website within 24 hours following conclusion of the EGM.

Shareholders are encouraged to continuously monitor the Company's website www.kcbgroup.com for updates relating to the EGM.