



KCB GROUP PLC

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

NOTICE OF THE 52ND ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of the shareholders of KCB Group PLC ("Company") will be held via electronic communication, on **Thursday, 25 May 2023 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

a) Report and Financial Statements for the Year ending 31 December 2022.

To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ending 31 December 2022 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 13 January 2023 and to declare a final dividend of KShs. 1.00 per ordinary share, payable, net of withholding tax, on or about 26 May 2023 to shareholders on the Register of Members at the close of business on 6 April 2023.

c) 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. Ahmed Mohamoud
- ii) Dr. Obuya Bagaka
- iii) C. S. National Treasury

b) 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) Ms. Anuja Pandit

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, and further, having attained the age of 70, retires from the Board and being eligible and having expressed his willingness to continue serving as a director, offers himself for re-election.

- ii) Dr. Joseph Kinyua

d) 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 Njiru
- ii) Ahmed Mohamoud
- iii) Dr. Obuya Bagaka
- iv) Mrs. Alice Kirenge
- v) Ms. Anuja Pandit

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. PriceWaterhouseCoopers, 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

BONNIE OKUMU
Group Company Secretary
3 May 2023

Notes:

1. KCB Group Plc has convened and will conduct its 52nd 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*885# 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 AGM opens on **Thursday, 4 May 2023 at 9.00 a.m.** and will close on **Tuesday, 23 May 2023 at 10.00 a.m.** Shareholders will not be able to register after **Tuesday 23 May 2023 at 10.00 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 2022.

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 clarifications received by the Company by **Tuesday, 23 May 2023 at 5:00 pm** will be responded to by the directors of the company by 25 May 2023. A full list of all questions received and the answers thereto will be published on the Company's website before the commencement of the General Meeting. Some of the questions will also be answered during the meeting. Shareholders will also have the opportunity of submitting their questions and clarifications during the General Meeting.

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, 23 May 2023**.

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.

KCB BANK

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let us fire up your biashara

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or Call 0711 087 000

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