

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **60th Annual General Meeting (AGM)** of the shareholders of **NCBA Group PLC** will be held via electronic communication on **Friday, 24th July 2020 at 10:00 am** in the manner set out in the notes immediately following this notice for the following purposes:

1. To read the notice convening the meeting.
2. To receive, consider and, if thought fit, adopt the Financial Statements for the year ended 31st December 2019 and the Directors' and Auditor's reports thereon.
3. To confirm the interim dividend of Shs 0.25 per ordinary share paid on 15th October 2019 (2018: first and final dividend of Shs 1.25 per ordinary share).
4. To approve the Directors' Remuneration Policy and Report and the remuneration paid to the Directors in the year ended 31st December 2019, and to authorize the Board to fix the remuneration of the Directors for the year 2020.
5. **To elect Directors:**
 - (a) In accordance with Articles 7.18 of the Company's Articles of Association, the following Directors retire by rotation and being eligible, offer themselves for re-election:
 - i) A. S. M. Ndegwa; and
 - ii) E. N. Ngaine.
 - (b) In accordance with Article 7.7 of the Company's Articles of Association, the following Directors having each been appointed by the Board to fill casual vacancies in the course of the year 2019 and required to hold office until the AGM following their appointment, and being eligible, offer themselves for election:
 - i) D. A. Oyatsi;
 - ii) J. S. Armitage;
 - iii) A. H. Abdi;
 - iv) M. K. R. Shah;
 - v) I. O. Awuondo; and
 - vi) J. I. Ngunze (Executive Director).
 - (c) In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit and Risk Committee, be elected to serve as members of the said Committee:
 - i) M. K. R. Shah (Chairman);
 - ii) A. H. Abdi; and
 - iii) P. R. Lopokoiyt.
6. To appoint PricewaterhouseCoopers as the Auditors of the Company until the end of the next AGM by virtue of section 721 (4) of the Companies Act, 2015, subject to Central Bank of Kenya approval in accordance with section 24(1) of the Banking Act (Cap.488) and to authorize the Directors to fix their remuneration.

As Ordinary Resolutions

7. Issuance of additional shares

THAT in accordance with section 329 of the Companies Act, Regulation 2 of the Fourth Schedule to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002 and the Company's Articles of Association and noting that the provisions of section 338 of the Companies Act are not applicable on the allotment of new shares in the Company pursuant to section 342 of the Companies Act as the new shares are to be wholly paid up otherwise than in cash, the Directors be and are hereby unconditionally authorized to:

- i) Issue, over a maximum five-year period from the date of resolution, up to a maximum of **606,195,135** new ordinary shares of Kenya Shillings five (Shs. 5) each in the Company ("Ordinary Shares"); and
- ii) take any ancillary actions as may be required in connection with the allotment and issue of such Ordinary Shares, including:
 - a. increasing the nominal share capital of the Company from Kenya Shillings seven billion, nine hundred sixty nine million, twenty four thousand, three hundred and twenty five (Shs. 7,969,024,325) comprising of one billion, five hundred ninety three million, eight hundred four thousand, eight hundred and sixty five (1,593,804,865) Ordinary Shares, as required at the relevant time;
 - b. entering the new Ordinary Shares issued into the register of members of the Company against the name of each relevant shareholder; and
 - c. ensuring any newly allotted Ordinary Shares are admitted to trading and listing at the Nairobi Securities Exchange, provided that the Ordinary Shares so allotted shall not participate in any dividend declared by the Company for the period leading up to allotment and issuance. The authority given under this resolution (7) shall expire, unless renewed, varied or revoked by the Company, on the earlier of the completion of the allotment and issuance, and the close of business on the fifth anniversary of the date hereof but, in each case, so that the Company may make offers and enter into agreements prior to the expiration of the authority which would, or might, require shares to be allotted or rights to subscribe for shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for shares under any such offer or agreement as if the authority had not ended.

8. Bonus issue

To consider and if thought fit, pass the following resolution which will be proposed as an ORDINARY RESOLUTION;

"That it is desirable in pursuance of Article 12 of the Articles of Association to capitalize the sum of Shs. 748,872,515 being part of the amount standing to the credit of the share premium reserve of the Company and accordingly that such sum be capitalized and that the Directors be and are hereby authorized and directed to appropriate such sum to the holders of ordinary shares registered at the close of business on 12th May 2020, subject to receipt of the necessary consent from the relevant authorities, for an issue in proportion to the number of ordinary shares held by them respectively on 12th May 2020 and to apply such sum on behalf of such holders in paying up in full at par 149,774,503 of the shares of the capital of the Company, such shares to be allotted, distributed and credited as fully paid up to and amongst such holders in the proportion of one (1) new ordinary share for every ten (10) ordinary shares then held, and that such new shares shall rank for all purposes pari passu with the existing issued ordinary shares of the Company and that the Directors be and are hereby also authorized generally to do and effect all acts and things required to give effect to this Resolution and to deal with fractions in such manner as they think fit subject always to the Articles of Association of the Company."

As a Special Resolution

9. That the Company's Articles of Association be amended as follows:
 - i) In accordance with section 22 of the Companies Act, a new clause 6.51 be inserted into the Company's Articles of Association as follows:

"Article 6.51. Notwithstanding anything contained in these Articles, if the Board calls a meeting of Shareholders or of the Board, the Board may determine that the meeting be held, subject to and in accordance with the Act or any other applicable regulations, entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting (multi-site, virtual, or hybrid meeting). In the event such a meeting is to be held, the Board shall, notwithstanding anything contained in these Articles, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. Participation in the multi-site, virtual or hybrid meeting held by telephonic, electronic or other communications facility shall constitute presence of the Members or Directors at the meeting and anything contained in these Articles requiring:

 - 6.51.1** Members or Directors to be personally present shall be construed as including a virtual, telephonic or electronic presence; and
 - 6.51.2** notice of a meeting to include the place of the meeting shall be construed to include the means of conduct and mechanism for accessing and participating in the meeting if it is a multi-site, hybrid or virtual meeting."
 - ii) To increase the maximum number of Directors:

Article 7.1 – to replace the word "thirteen" with the word "fifteen".
 - iii) To align the Articles to the current provisions of the Companies Act:
 - a. **Article 7.57** – to be deleted.
 - b. **Article 9 SEAL** – to be replaced by the following clause:

"Every instrument executed on behalf of the Company by two authorized signatories or by a Director in the presence of a witness, whether or not such instrument bears the Seal of the Company and which if so used shall be affixed in such manner as shall be determined by the Directors, shall be binding on the company."

10. To transact any other business of the AGM of which due notice has been received.

BY ORDER OF THE BOARD

Livingstone Murage

Group Company Secretary

Nairobi

1st July 2020

Notes:

1. Due to the ongoing restrictions on public gatherings as provided for under The Public Health (Covid-19 Restriction of Movement of Persons and Related Measures) Rules, 2020 as issued under Legal Notice No. 50 of the Public Health Act, the Company finds it impracticable to hold a physical AGM in the manner required by its Articles of Association and as envisaged under section 310 of the Companies Act 2015. Shareholders will nevertheless be able to register, access information pertaining to the Company's Annual Report and Financial Statements for the year ended 31st December 2019, and participate during the meeting (including raising questions and voting) via electronic communication in the manner detailed below.
 2. NCBA Group PLC has convened and will conduct a Virtual AGM pursuant to:
 - a) Section 280 of the Companies Act;
 - b) The High Court of Kenya Order under Miscellaneous Application No. E680 of 29th April 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) granting special dispensation to companies listed on the Nairobi Securities Exchange to convene and conduct a virtual general meeting;
 - c) The Capital Markets Authority's Circular No. CMA/MRT/005/2020 issuing requirements for convening and conducting virtual general meetings by issuers of securities to the public; and
 - d) The No Objection received from the Capital Markets Authority.
 3. The Company, pursuant to Section 283 (2) (c) of the Companies Act, has availed the following documents on the Company's website <https://ncbagroup.com/investor-relations/> for Shareholder access:
 - a) a copy of this Notice and the proxy form;
 - b) the Company's Annual Report and Financial Statements for the year 2019;
 - c) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020;
 - d) a copy of the No Objection issued by the CMA; and
 - e) a copy of the Registrar of Companies approval for the Company to defer holding its AGM from its due date.
 4. 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, her or its behalf. A proxy need not be a Member of the Company. To be valid, a proxy form must be duly completed by the Member and lodged with the Company's shares registrar, C&R Group at their registered office on 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, or with the Group Company Secretary at the Company's registered office situated at NCBA Centre, Mara and Ragati Road, Nairobi, Kenya, before Wednesday, 22nd July 2020 at 12:00 noon failing which it will be invalid. In the case of a Member which is a corporate body then the proxy must be given under its common seal or under the hand of an officer or attorney so authorized.
 5. A copy of this notice, proxy form and full copy of the Group financial statements including explanatory notes are available from our website <https://ncbagroup.com/investor-relations/>. Completed proxy forms, which must contain the appointed person's mobile telephone and email contact, should be delivered either physically where practicable to the Company's registered office or at C&R Group's registered office; or by sending a clear scanned copy via email to proxy@candrgroup.co.ke no later than Wednesday, 22nd July 2020 at 12:00 noon.
 6. Shareholders and registered proxies wishing to participate in the meeting should register for the AGM as follows:
 - a) USSD platform users should access the system through *384*047# from their mobile telephones and follow the various prompts regarding the registration process.
 - b) Internet platform users should access the registration procedures and system through <https://digital.candrgroup.co.ke>.
 - c) Registration commences on Wednesday, 8th July 2020 and will conclude on Wednesday, 22nd July 2020 at 12:00 noon after which no further registration for the virtual AGM will be allowed.
- In order to register for attendance, Shareholders will need to provide their National Identification Document Number, Shares/CDSC Account Number, Telephone Number (for USSD access) and their Email Address (for web access) which shall be input as guided through the registration process. Shareholders who may require assistance during the registration process can call the helpline (020) 760 8216 between 7:00 am and 4:00 pm.
7. Shareholders wishing to raise questions or clarifications in relation to the virtual AGM may do so prior to the meeting through written submission:
 - a) by email through digital@candrgroup.co.ke; or
 - b) online through web access of the system at <https://digital.candrgroup.co.ke> and clicking the Q&A tab on the display screen; or
 - c) by short message service (SMS) through *384*047# and following the menu prompts; or
 - d) via formal letter, containing contact details to facilitate responses (i.e. email or postal address), which should be:
 - i. physically delivered where practicable to the Company's shares registrar C & R Group, 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, or to the Company's registered office at NCBA Centre, Mara and Ragati Road, Upper Hill; or
 - ii. sent by registered post to the Company's shares registrar C & R Group through P. O. Box 8484 – 00100, Nairobi or the Company's postal address through P. O. Box 44599 – 00100, Nairobi.

All written submissions sent through any of the above highlighted means will be required to contain the Shareholder's full name as per official Identification Document, Identification Number and Shares/CDS Account Number, to be received by the Company not later than Wednesday, 22nd July 2020 at 12:00 noon.

The Directors of the Company will provide feedback to the requests received through the Group Company Secretary at the earliest opportunity but no later than 24 hours before the start of the virtual AGM, including publishing the full set of requests and feedback on the Company's website.

In addition to the above, Shareholders will have the opportunity to ask additional questions on the day, and within the duration, of the AGM through either the USSD or Online platforms. The Directors will thereafter address questions relating to the AGM agenda, which will be published on the Company's website within 24 hours of the conclusion of the AGM.

8. The live stream broadcast of the AGM will be available for Shareholders accessing the Virtual AGM through the web platform. Duly registered Shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, one (1) week prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent two (2) hours ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in two hours' time to allow shareholders to log-in to the system through web or USSD for participation.
9. Duly registered Shareholders and proxies will be able to vote on the resolutions either via the USSD platform, or the online platform. The voting procedures have been published on our website for ease of reference. Voting will commence on Wednesday, 8th July 2020 and will conclude on Wednesday, 22nd July 2020 at 12:00 noon and Shareholders and proxies who may require assistance can call the helpline (020) 760 8216 between 7:00 am and 4:00 pm.
10. The results of the votes on the proposed resolutions as presented through the AGM Notice shall be announced during the AGM proceedings, and published within 24 hours following the conclusion of the AGM on the Company's website.

Should any changes be necessitated by any laws, regulations or circumstances, Shareholders will be updated through the registered contact details and through the Company's website.