

NOTICE OF THE 61ST ANNUAL GENERAL MEETING

Notice is hereby given that the **61st Annual General Meeting (AGM)** of the shareholders of **NCBA Group PLC (the Company)** will be held via electronic communication on **Wednesday, 9th June 2021** 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 2020 and the Directors' and Auditors' reports thereon.
3. To approve the payment of a first and final dividend of Shs 1.50 per ordinary share (2019: Nil).
4. To approve the Directors' Remuneration Policy and Report and the remuneration paid to the Directors in the year ended 31st December 2020, and to authorize the Board to fix the remuneration of the Directors for the year 2021
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) I. O. Awuondo;
 - ii) P. R. Lopokoiyit; and
 - iii) D. A. Oyatsi
 - (b) In accordance with section 10.5 of the Company's Board Charter and guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, J. S. Armitage having attained the age of 70 years retires from the Board and being eligible, offers himself 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 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. Lopokoiyit.
6. To appoint 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.
7. To transact any other business of the AGM of which due notice has been received.

BY ORDER OF THE BOARD

Waweru Mathenge

Group Company Secretary
Nairobi
17th May 2021

Notes:

1. Due to the ongoing COVID-19 pandemic and restrictions on public gatherings as provided for under the Public Health Act, the Company finds it impracticable to hold a physical AGM and has elected, in accordance with Article 6.51 of the Company's Articles of Association, to hold a Virtual AGM in the manner detailed below.
2. 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; and
 - b) the Company's Annual Report and Financial Statements for the year 2020;
3. 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 Roads, Nairobi, Kenya, or by sending a clear scanned copy to proxy@candrgroup.co.ke so as to reach before Monday, 7th June 2021 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. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than Tuesday 8th June 2021 to allow time to address/resolve any issues.
4. 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, must contain the appointed person's mobile telephone and email contact, and the ID of the shareholder and appointed person for proxy holder must be included.
5. 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*069# 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, 26th May 2021 at 08:00am and will conclude on Tuesday, 8th June 2021 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 8:00 am and 4:00 pm. Any shareholder domiciled outside of Kenya should dial the helpline number, with +254 country code prefix, or send an email to digital@candrgroup.co.ke for any assistance.

6. 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*069# 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 Roads, 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 Monday, 7th June 2021 at 12:00 noon. All questions through the system, web or USSD platforms can be submitted up to, and during, the AGM.

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.

7. The live stream broadcast of the AGM will be available for duly registered Shareholders accessing the Virtual AGM via a live link to be sent or 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) day 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.
8. Duly registered Shareholders and proxies will be able to vote on the resolutions either via the USSD platform by dialing *384*069#, or the online platform via <https://digital.candrgroup.co.ke>. The voting procedures have been published on our website for ease of reference. Voting will commence with opening of registration on Wednesday, 26th May 2021 and will conclude two hours after the AGM. Shareholders and proxies who may require assistance can call the helpline (020) 760 8216 between 8:00 am and 4:00 pm.
9. 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 48 hours following the conclusion of the AGM on the Company's website.
10. The preferred method of paying dividends which are below Kshs 140,000 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialing *483*038# or contacting the Share Registrar, Custody & Registrars Services Limited.
11. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority') as abandoned assets on the appointed date.

Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Limited (C&R Group)
IKM Place, Tower B, 1st Floor
5th Ngong Avenue, Nairobi
Email: info@candrgroup.co.ke

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.