

NOTICE OF THE 63RD ANNUAL GENERAL MEETING

Notice is hereby given that the **63rd Annual General Meeting (AGM)** of the shareholders of **NCBA Group PLC** will be held via electronic communication on **Wednesday, 31st May 2023 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 2022 and the Directors' and Auditor's reports thereon.
3. To confirm the interim dividend of Shs 2.00 per ordinary share paid on 30th September 2022 and declare a final dividend of Shs 2.25 per ordinary share (2021: Shs 3.00 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 2022, and to authorize the Board to fix the remuneration of the Directors for the year 2023.
5. **To elect Directors:**
 - (a) In accordance with Article 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) Mrs E. N. Ngaine
 - (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) Hon. A. H. Abdi; and
 - iii) P. R. Lopokoiyit.
6. To appoint Deloitte & Touche 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.
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
9 May 2023

Notes:

1. NCBA Group PLC has convened and will conduct a Virtual AGM pursuant to section 283 of the Companies Act.
2. The Company, pursuant to Section 283 (3) of the Companies Act, has made available 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 Financial Statements and reports for the year 2022;
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 Road, Nairobi, Kenya, before Monday, 29th May 2023 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.
4. A copy of this notice, proxy form and full copy of the Group financial statements including explanatory notes are available from the Company's 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 Monday 29th May 2023 at 12:00 noon.
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 *483*121# from their mobile telephones for all Kenyan telephone networks 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> or
- c) Via a link to the AGM Platform that will be sent to them via SMS and/or Email and following the various registration prompts.
- d) Registration opens on Thursday 18th May 2023 at 08:00 am and will conclude on Tuesday 30th May 2023 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 official 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) 869 0360 between 8:00 am and 4:00 pm or email digital@candrgroup.co.ke.

6. Shareholders wishing to raise questions or seek clarification in relation to matters to be considered at 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> or via a link to the AGM Platform and clicking the Q&A tab on the display screen; or
 - c) by short message service (SMS) through *483*121# 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 Monday 29th May 2023 at 12:00 noon.

The Directors of the Company will provide feedback to the enquiries received through the Group Company Secretary at the earliest opportunity but no later than 24 hours before the start of the virtual AGM and will publish the full set of enquiries and feedback on the Company's website <https://ncbagroup.com/> (investor relations).

In addition to the above, Shareholders will have the opportunity to ask additional questions relating to the AGM agenda on the day, and within the duration, of the AGM through either the USSD or Online platforms. The Directors will thereafter address these questions, the responses to which will be published on the Company's website <https://ncbagroup.com/> (investor relations) within 2 working days of the conclusion of the AGM.

7. Shareholders wishing to vote may do so by:
 - a) Accessing Virtual AGM via online at <https://digital.candrgroup.co.ke> or via a link to the AGM platform and clicking the Voting tab on the display screen; or
 - b) Accessing Virtual AGM via USSD platform*483*121# and use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process.

Voting will open with registration on 18th May 2023 at 08:00 am and will close on 30th May 2023 at 5:00 pm, while the results will be announced at the AGM on 31st May 2023 and published within 24 hours following the conclusion of the AGM on the Company's website <https://ncbagroup.com/> (investor relations).

The voting procedures have been published on the Company's website <https://ncbagroup.com/> (investor relations) for ease of reference. Shareholders and proxies who may require assistance can call the helpline (020) 869 0360 between 8:00 am and 4:00 pm or email digital@candrgroup.co.ke.

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' and providing a link to the live stream.

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 <https://ncbagroup.com/> (investor relations).