PUBLIC ANNOUNCEMENT

NCBA GROUP PLC (a public limited liability company incorporated in the Republic of Kenya with registration number C.11/71)

The Capital Markets Act (Chapter 485A of the Laws of Kenya) and The Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023

PARTIAL PRO RATA OFFER BY NEDBANK GROUP LIMITED TO ACQUIRE APPROXIMATELY 1,087,362,891 ORDINARY SHARES COMPRISING CIRCA 66 PER CENT OF THE ISSUED SHARE CAPITAL OF NCBA GROUP PLC FROM SHAREHOLDERS (TRANSACTION)

RECEIPT OF CENTRAL BANK OF KENYA APPROVAL FOR THE TRANSACTION

1. Introduction

1.1. Shareholders of NCBA Group PLC **(NCBA)** and the investing public are referred to the previous announcements regarding the offer by Nedbank Group Limited **(Nedbank Group)** to acquire c. 66% of the issued ordinary shares of NCBA from NCBA Shareholders on a pro rata basis (Offer), the last of which was dated 21 July 2026 and related to the initial results of the Offer which indicated that, subject to completion of the Transaction, Nedbank Group had achieved its targeted 66% shareholding in NCBA **(Announcements).**

1.2. Capitalised terms used herein that are not otherwise defined bear the meanings ascribed to them in the Announcements.

2. Central Bank of Kenya Approval

2.1. NCBA is pleased to advise its shareholders and investing public that the Central Bank of Kenya (the **CBK**) has granted NCBA the required approval for the Transaction.

2.2. The receipt of approval from the CBK represents an important milestone in the progression of the Transaction.

3. Regulatory Approvals

3.1. The majority of the regulatory approvals required for the Transaction have now been obtained. The outstanding regulatory approvals are progressing in accordance with their expected timelines and are anticipated to be received towards the end of the third quarter of 2026.

3.2. The Offer remains subject to the fulfilment (or waiver, at the discretion of Nedbank Group or NCBA to the extent permissible by law) of certain Conditions specified in the Offer Document.

4. Settlement

4.1. As previously disclosed, settlement of the consideration to which each accepting NCBA Shareholder is entitled will be effected from the 10th trading day and within 14 trading days from the date of announcement by Nedbank Group and/or NCBA that all Conditions to which the Offer is subject have been fulfilled or waived in all respects, in accordance with the terms of the Offer Document.

By Order of the Board

John Gachora
Group Managing Director
NCBA Group PLC
1 September 2026

DISCLAIMER: This announcement is for information purposes only. It has been issued with the approval of the Capital Markets Authority of Kenya pursuant to the Capital Markets (Take-Overs and Mergers) Regulations, 2002 and The Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023. As a matter of policy, the Capital Markets Authority of Kenya assumes no responsibility for the correctness of the statements appearing in this announcement.

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