



KCB GROUP PLC

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

NOTICE OF THE 54TH ANNUAL GENERAL MEETING

Notice is hereby given that the 54th Annual General Meeting of the shareholders of KCB Group PLC ("Company") will be held via electronic communication, on **Thursday, 22 May 2025 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 ended 31 December 2024

To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31 December 2024 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. 1.50 per ordinary share paid on 23 October 2024 and to declare a final dividend of KShs. 1.50 per ordinary share, payable, net of withholding tax, on or about 23 May 2025 to shareholders on the Register of Members at the close of business on 3 April 2025.

c) Directors

- To re-elect the Cabinet Secretary, National Treasury, who, in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, retires by rotation, and being eligible, offers himself for re-election.
- To re-elect Mr. Ahmed Mohamoud, who, in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, retires by rotation, and being eligible, offers himself for re-election.
- To re-elect Mrs. Agnes Lutukai, who, in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, retires by rotation, and being eligible, offers herself for re-election.
- To approve the appointment of Mr. William Asiko, who, in accordance with Article 101 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, retires from the Board and being eligible offers himself for re-election.
- To re-elect Dr. Joseph Kinyua who, in accordance with guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, 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.
- 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, and, subject to being re-elected to continue to serve as directors as may be applicable, be elected to continue to serve as members of the said Committee:

- Mrs. Agnes Lutukai
- Mrs. Alice Kirenge
- Mr. Ahmed Mohamoud
- 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.

3. Special Business

a) Ordinary Resolution

Approval of Policies Pursuant to Regulation 8.21 of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023

To consider and if deemed fit to approve the following policies pursuant to Regulation 8.21 of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023:

- remuneration;
- effective communication with stakeholders;
- corporate disclosures policies and procedures;
- dispute resolution for internal and external disputes; and
- attraction and retention of board members.

b) To Note:

Proposed Sale of 100% Shares in National Bank of Kenya Limited to Access Bank Plc.

To receive and to note a report regarding:

- the proposed transfer of certain assets and liabilities of National Bank of Kenya to KCB Bank Kenya Limited; and
- the proposed acquisition of 100% of the issued share capital of National Bank of Kenya by Access Bank Plc.

4. Any Other Business

To transact any other business of the Company for which due notice has been received.

BY ORDER OF THE BOARD

BONNIE OKUMU
COMPANY SECRETARY
30 April 2025

Notes:

- KCB Group Plc has convened and will conduct its 54th Annual General Meeting via virtual/electronic means in line with The Companies Act, 2015.
- Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - dialling *483*805# for all Kenyan telephone networks and following the various registration prompts; or
 - 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.

- Registration for the AGM opens on Thursday, 1 May 2025 at 9.00 a.m. and will close on Tuesday, 20 May 2025 at 10.00 a.m. Shareholders will not be able to register after Tuesday 20 May 2025 at 10.00 a.m.
- 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 copy of this Notice and the proxy form.
 - the Company's Integrated Report & Audited Consolidated Financial Statements for the year ended 31 December 2024.
 - Policies for approval pursuant to Regulation 8.21 of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023
 - The Shareholders Circular relating to the proposed Sale of 100% Shares in National Bank of Kenya Limited to Access Bank Plc.

The documents may also be accessed upon request by dialling the USSD code above and selecting the reports option. The documents and agenda can also be accessed on the livestream link.

- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - sending their written questions by email to kcbshares@image.co.ke; or
 - 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 dial in and ask questions during the AGM by choosing the option (Request to Speak); or
 - 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 names, National ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

The Company's Directors will provide responses to questions received via the channel used by shareholders to send their questions i.e. SMS (for USSD option), Email, letters or telephone call. Questions will also be responded to during the meeting.

A full list of all questions received, and the answers thereto will be published on the Company's website not later than 24 hours following the conclusion of the meeting.

- 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, 20 May 2025

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 appointor 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.

- 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.
- 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.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Shareholder Contact Details and Dividend Payment Details:** To facilitate timely receipt of dividends, shareholders are encouraged to update their contact details and register to receive their dividend payments via mobile (MPESA/Airtel Money) or bank payments. To do so, shareholders are requested to update their dividend payment details via any one of the following channels:
 - Complete an online opt-in form available at the Registrar's offices.
 - Send an email to Image Registrars Limited through kcbshares@image.co.ke
 - Opt-in via USSD by dialling *483*805# as you register for the Annual General Meeting (AGM).
 - Shareholders who maintain CDS Accounts are also encouraged to notify any change of address or request for payment of dividends through bank accounts /MPESA via their stockbroker or investment bank.

Shareholders with certificates are advised to contact Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi via Email address kcbshares@image.co.ke or Telephone no. 0709170000.

- 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.