

Notice of Annual General Meeting



Notice is hereby given that the Sixty-Third Annual General Meeting of the Members of Stanbic Holdings Plc (the Company) will be held on Tuesday, 12 June 2018, at Louis Leakey Auditorium, National Museums of Kenya, Nairobi, at 11.00 a.m. to transact the following business:

1. The Secretary to read the notice convening the meeting and to confirm the presence of a quorum.
2. To receive and note the Audited Financial Statements for the year ended 31 December 2017 and the Directors' and Auditor's Report thereon.
3. To consider and if thought fit, approve the recommendation by the Board for a final dividend of KShs 4.00 per share for the year ended 31 December 2017. The published book closure date announced for 13 June 2018, has been changed to 31 July 2018. This change in dates has been necessitated by the tender offer made to shareholders of the Company by Stanbic Africa Holdings Limited, which was announced on 16 March 2018. In order to accommodate the required minimum 30 day tender offer period, the obtaining of requisite regulatory approvals for the final payments to shareholders accepting the tender offer and the finalisation of the shareholders register of the Company after the tender offer, the payment of the dividend can only be made after such finalisation. If a final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 10 August 2018.
4. To elect Directors:
 - i) In accordance with Article 110 of the Company's Articles of Association, Mr Kitili Mbathi retires by rotation and being eligible, offers himself for re-election as a director.
 - ii) In accordance with Article 110 of the Company's Articles of Association, Mr Peter N. Gethi, retires by rotation and being eligible, offers himself for re-election as a director.
 - iii) In accordance with Article 110 of the Company's Articles of Association, Ms Rose W. Kimotho retires by rotation and being eligible, offers herself for re-election as a director.
 - iv) In accordance with Article 109 of the Company's Articles of Association, Ms Rose Osoro, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers herself for election as a director.
 - v) In accordance with Article 109 of the Company's Articles of Association, Ms Dorcas Kombo, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers herself for election as a director.
5. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 681 (1) of the Companies Act, 2015, approving the Directors' remuneration report for the year ended 31 December 2017 as provided in the Audited Financial Statements.
6. To consider and if thought fit, to pass an ordinary resolution approving the Directors' remuneration policy
7. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 721(4) (a) of the Companies Act, 2015, to appoint Messrs PricewaterhouseCoopers as auditors of the Company, taking note that the auditors have indicated their willingness to continue in office.
8. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 724(1) of the Companies Act, 2015, authorising the Directors to fix the remuneration of the appointed auditors.
9. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769(1) of the Companies Act, 2015, to appoint the following members of the Board Audit Committee:
 1. Mr Christopher B. Newson
 2. Mr Kitili Mbathi
 3. Ms Rose Osoro
 4. Ms Dorcas Kombo
10. To consider and if thought fit, to pass a special resolution pursuant to Section 22 of the Companies Act, 2015, to authorise for amendment of Article 99 of the Company's Articles of Association to read as follows:

"The number of Directors shall not be less than seven (7) and, unless and until otherwise determined by ordinary resolution of the Company in general meeting, shall not exceed fifteen (15).
11. To consider and if thought fit, to pass an ordinary resolution approving the incorporation of a subsidiary company of Stanbic Bank Kenya Limited, which, subject to requisite regulatory approvals being obtained, is to be registered as a company limited by guarantee, by the name of Stanbic Kenya Foundation Limited. The sole purpose of the company is to be a foundation for Stanbic Bank Kenya Limited, for implementation of corporate social investment programmes.
12. Any other business for which due notice has been given.

BY ORDER OF THE BOARD

Lillian Mbindyo
Company Secretary
Date: 2 March 2018

NOTE:

1. In accordance with section 298(1) and (2) of the Companies Act, 2015 every member entitled to attend and vote at the above meeting and any adjournment thereof is entitled to appoint a proxy with full rights as the member, to attend, to speak and vote on his/her behalf. The Member may appoint more than one proxy for a meeting provided each proxy is appointed to exercise the rights attached to a different share or different shares held by the member. A proxy need not be a Member of the Company. A proxy form can be downloaded from the Company's website, www.stanbicbank.co.ke, or collected from the Registered Office of the Company at Stanbic Centre, Chiroro Road, Westlands, Nairobi.
2. Completed proxy forms should be returned to the Company Secretary by delivery to the Registered Office or by post to P.O. Box 72833-00200 Nairobi, to arrive not later than 48 hours before the meeting.
3. In accordance with Article 165 of the Company's Articles of Association, a copy of the Annual Report may be obtained from the website stated above or from the Company Secretary at the Registered Office.
4. Shareholders wishing to receive a proxy form and/or a copy of the Annual Report by e-mail may send a request, quoting their full name and account number, to info@image.co.ke