



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting of the Members of Stanbic Bank Kenya Limited (the Company) will be held on Thursday the 9th day of May, 2019, in the Boardroom on 2nd Floor at Purshottam Place, Westlands Road, Nairobi, commencing at 10:00 a.m. to transact the following business:

1. The Secretary to read the notice convening the meeting and confirm the presence of a quorum.
2. To receive and consider the Audited Financial Statements for the year ended 31st December 2018 and the Directors' and Auditor's Report thereon.
3. To consider and if thought fit, approve a final dividend of K.Shs 1,300,000,000/- for the year ended 31st December 2018, subject to approval by the Company's shareholders of the payment of a final dividend.
4. To elect Directors:
 - i) In accordance with Articles 72 and 73 of the Company's Articles of Association, Mr. Fred N. Ojiambo, MBS, SC, retires by rotation and though being eligible, does not offer himself for re-election as a director.
 - ii) In accordance with Articles 72 and 73 of the Company's Articles of Association, Mr. Edward W. Njoroge retires by rotation and though being eligible, does not offer himself for re-election as a director.
 - iii) In accordance with Articles 72 and 73 of the Company's Articles of Association, Ms. Ruth T. Ngobi retires by rotation and being eligible, offers herself for re-election as a director.
5. To approve the Directors' remuneration for the year ended 31st December 2018 as provided in the Audited Financial Statements.
6. To re-appoint Messrs PricewaterhouseCoopers as auditors of the Company under Section 717(2) of the Companies Act, 2015, taking note that the auditors have indicated their willingness to continue in office.
7. To authorise the Directors to fix the remuneration of the appointed auditors in accordance with Section 719(1) of the Companies Act, 2015.
8. Any other business for which due notice has been given.

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Stanbic Bank Kenya Ltd is licensed by the Central Bank of Kenya. Reg. No. 9520. A member of Standard Bank Group
Directors: F. N. Ojiambo, MBS, SC (Chairman), C. Mudiwa* (Chief Executive), G. R. Brackenkidge**, R. W. Kimotho, K. Mbathi, R. T. Ngobi, E. W. Njoroge, P. N. Gethi, R. B. Osoro, D. F. Kombo, and
C. J. Blandford-Newson***
Company Secretary: Lillian Mbindyo

*Zimbabwean **South African ***South African & British

BY ORDER OF THE BOARD



Lillian Mbindyo

Company Secretary

Date: 28 February 2019

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 to attend and vote on his/her behalf. 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 from the Registered Office of the Company at Stanbic Centre, Chiromo 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.