

STANBIC HOLDINGS PLC
70TH ANNUAL GENERAL MEETING
POLLING RESULTS

The Board of Directors of **STANBIC HOLDINGS PLC** is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Thursday 15th May 2025.

The Poll was conducted by Image Registrars Limited.

| | RESOLUTION | Voted In Favour | % In Favour | Votes Against | % Against | Abstained | Verdict |
|---|--|------------------------|--------------------|----------------------|------------------|------------------|----------------|
| 1 | To receive and adopt the Audited Financial Statements for the year ended 31st December 2024, and the Directors' and Auditor's Report thereon. | 319,650,931 | 100.0000% | 0 | 0.0000% | 0 | PASSED |
| 2 | To confirm the payment of an interim dividend of Kshs. 1.84 per ordinary share paid on 27th September 2024 and to consider and if thought fit, approve the recommendation by the Board for payment of a final dividend of Kshs. 18.90 per ordinary share, for the year ended 31st December 2024. The published book closure date is 16th may 2025 and if the final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 5th June 2025. | 319,650,531 | 99.9998% | 400 | 0.0001% | 0 | PASSED |
| 3 | (a) In accordance with Article 102 of the Company's Articles of Association and the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, Ms. Dorcas Florence Kombo retires upon attaining the age of seventy years and having been recommended by the Board, offers herself for re-election | 318,730,152 | 99.7134% | 915,950 | 0.2865% | 4,829 | PASSED |

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|---|---|-------------|----------|-------|---------|---------|--------|
| 4 | In accordance with Articles 104 and 106 of the Company's Articles of Association, Mr. Peter Nderitu Gethi retires by rotation and being eligible, offers himself for re-election | 319,644,702 | 99.9995% | 1,400 | 0.0004% | 4,829 | PASSED |
| 5 | In accordance with Article 101 of the Company's Articles of Association, Ms. Sabira Amit Thakker, 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. | 318,818,000 | 99.9982% | 5,728 | 0.0017% | 827,203 | PASSED |
| 6 | In accordance with Article 101 of the Company's Articles of Association, Mr. Stephen Odinga Okello, 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 himself for election as a Director. | 319,644,684 | 99.9995% | 1,418 | 0.0004% | 4,829 | PASSED |
| 7 | To pass an ordinary resolution pursuant to Section 681(1) of the Companies Act, 2015, approving the Directors' remuneration report for the year ended 31st December 2024 as provided in the Audited Financial Statements and authorise the Board to fix the Directors; remuneration for the year 2025 | 318,818,002 | 99.9996% | 1,200 | 0.0003% | 831,729 | PASSED |
| 8 | To consider and if thought fit, to pass an ordinary resolution approving the Directors' Remuneration Policy pursuant Paragraph 8.21.1 and 8.21.5 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing & Disclosures Regulations) 2023 | 318,818,002 | 99.9996% | 1,000 | 0.0003% | 831,929 | PASSED |

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| 9 | To pass an ordinary resolution pursuant to Section 721(4) of the Companies Act, 2015, to appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix the auditor's remuneration in accordance with the provisions of Section 724(1) of the Companies Act. | 319,644,802 | 99.9995% | 1,300 | 0.0004% | 4,829 | PASSED |
| 10 | 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: i. Ms. Dorcas Florence Kombo ii. Ms. Rose Bosibori Osoro iii. Mr. Stephen Odinga Okello | 318,817,902 | 99.9996% | 1,200 | 0.0003% | 831,829 | PASSED |
| 11 | SPECIAL BUSINESS: (a) Amendment of the Company's Memorandum and Articles of Association To consider, and if thought fit, pass the following resolution as a special resolution: That the Memorandum and Articles of Association of the Company be amended as proposed in Annexure 1 of the Resolution (Annexure 1 together with the tracked version of the Memorandum and Articles are available in the Company's website www.stanbicbank.co.ke . The rationale for the amendment is to align the Memorandum and Articles of Association to the various legislative requirements. | 319,645,102 | 100.0000% | 0 | 0.0000% | 5,829 | PASSED |

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| 12 | (b) Approval of Company Policies That, in accordance with Paragraph 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing & Disclosures Regulations) 2023, the following policies and guidelines are hereby approved and that the Board be and is hereby authorised to oversee their implementation and effect such amendments to the policies and guidelines as may be required from time to time: (a) Stakeholder Engagement Guidelines (b) Corporate Disclosure Policy (c) Dispute Resolution Policy The policies and guidelines are available on the Company's website www.stanbicbank.co.ke | 319,646,003 | 99.9999% | 100 | 0.0000% | 4,828 | PASSED |
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DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

The Board of Directors wish to thank all our shareholders who registered and participated in our virtual Annual General Meeting.

BY ORDER OF THE BOARD

Nancy Kiruki
Company Secretary

Stanbic Holdings Plc is regulated by the Capital Markets Authority and Central Bank of Kenya