

**CONSOLIDATED BANK OF KENYA LIMITED**  
(C. 18/2011)

---

**AMENDED NOTICE OF ANNUAL GENERAL MEETING**

---

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE CROWNE PLAZA HOTEL NAIROBI ON WEDNESDAY, 25<sup>TH</sup> JULY 2018, AT 12.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:-**

**AGENDA**

**ORDINARY BUSINESS**

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To confirm the minutes of the Twenty Fifth Annual General Meeting held on the 27<sup>th</sup> July 2017.
4. To receive, consider and, if approved, adopt the audited balance sheet and Accounts of the Company for the year ended 31<sup>st</sup> December 2017, together with the Directors` and Auditors` report thereon.
5. To authorize the board to fix the Directors` remuneration.
6. To elect Directors:
  - a) Dr. Raymond O. Omollo retires by rotation in accordance with Article 112 as read with Article 114 of the Articles of Association, and being eligible, offer himself for re-election.
  - b) Mr. Joseph Kipketer Koskey retires from the Board by rotation in accordance with Article 112 as read with Article 114 of the Articles of Association, and being eligible, offers himself for re-election.
7. To appoint Ernst & Young, as auditors of the Company pursuant to Section 721 (1) & (2) of the Companies Act, 2015, and to authorize the Directors to fix the auditors` remuneration for 2018

**SPECIAL BUSINESS**

8. To consider and, if thought fit, pass the following resolutions:

**AS ORDINARY RESOLUTION**

- a) **THAT** in accordance with section 329 of the Companies Act 2015 (“the Act”), the directors of the Company be authorised to allot shares in the Company or grant rights to subscribe for or to convert any security or existing debt into shares in the Company (“Rights”) up to an aggregate nominal amount of Kenya shillings Five Hundred Million (KShs 500,000,000.00) provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**AS SPECIAL RESOLUTION**

- b) **THAT** pursuant to Section 404 of the Act, the share capital of the company be increased by an amount of Kenya Shillings Five Hundred Million made up of Twenty Fifty Five Million (25,000,000) Ordinary Shares of Kenya Shillings Twenty (KSH.20.00) such shares ranking pari pasu with the existing ordinary shares (“the New Shares”), and in accordance with section 348 of the Act and the authority conferred by Resolution (a) above, the directors be and hereby authorized to allot the New Shares (credited as fully paid) to the National Treasury in consideration of the sum of Kenya Shillings Five Hundred Million (Kshs. 500,000,000.) already paid by the National Treasury to the Company as if section 338 of Act (requiring the exercise of pre-emption rights) did not apply.

9. To transact any other business that may be transacted at the Annual General Meeting.

**Dated at Nairobi this 17<sup>th</sup> day of July 2018**

**BY ORDER OF THE BOARD**



**WAKONYO IGERIA**  
Company Secretary

**NB: In accordance with Section 298 as read with Section 299(1) of the Companies Act No.17 of 2015, a member is entitled to appoint a proxy to exercise all or any of the member’s rights to attend and to speak and vote at the meeting. A member that has a share capital may appoint more than one proxy for the meeting provided each proxy is appointed to exercise the rights attached to a different share or different shares held by the member. A proxy form is provided with this Notice. The form of proxy should be returned to the Company Secretary, at P.O BOX 51133 00200, Nairobi, to arrive not later than 48hours before the meeting**