

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

NOTICE OF A GENERAL MEETING

NOTICE IS HEREBY GIVEN OF A GENERAL MEETING OF THE CONSOLIDATED BANK OF KENYA LIMITED TO BE HELD ON FRIDAY THE 30TH DAY OF NOVEMBER 2018 AT 11.30 A.M. AT FIRST FLOOR CONSOLIDATED BANK HOUSE, NAIROBI 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.

SPECIAL BUSINESS

3. To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTIONS**:
 - a) **THAT** pursuant to Sections 404 and 520 of the Companies Act, No 17 of 2015 (“the Act”) and Article 7 of the Articles of Association of the Company, the share capital of the company be **increased** by an amount of Kenya Shillings Three Billion Five Hundred Million (Kshs. 3,500,000,000.00) by the creation of One Hundred and Seventy Five Million (175,000,000) Redeemable Cumulative Preference Shares of Kenya Shillings Twenty (KSH.20.00) each (“the New Preference Shares
 - b) **THAT** in accordance with section 329 of the Act, the directors of the Company be authorised to allot the New Preference Shares in the Company up to an aggregate nominal amount of Kenya Shillings Three Billion Five Hundred Million (KShs 3,500,000,000.00) 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 the New Preference shares to be allotted and the directors may allot the New Preference shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

- c) **THAT** in accordance with section 348 of the Act and the authority conferred by Resolution (b) above and subject to obtaining all necessary approvals, the directors be and are hereby authorized to allot the New Preference Shares to an Investor who is ready, willing and able and who has been selected in accordance with applicable laws to subscribe for the New Preference Shares on such terms as the Directors shall determine as if Section 338 of the Act and Article 53 of the Articles of Association of the Company (requiring the exercise of pre-emption rights) did not apply to any such allotment.
- d) **THAT** in accordance with section 521 of the Act and Article 7 of the Articles of Association of the Company, the directors be and hereby authorized to determine the special rights, terms, conditions or restrictions of the New Preference shares.
- e) **THAT** the Directors of the Company be and hereby authorized to do all acts and things necessary, and prepare and sign all necessary documentations and returns consequent upon and to effect these resolutions.
4. To transact any other business which may legally be transacted at an Extra Ordinary General Meeting.

Dated at Nairobi this 05th day of November 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