



**CONSOLIDATED BANK OF KENYA LIMITED**  
**(C. 18/2011)**  
**(“THE COMPANY”)**

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**NOTICE IS HEREBY** GIVEN OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY THE 30<sup>TH</sup> DAY OF JANUARY 2020 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 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 One Billion Six Hundred Million (KShs 1,600,000,000.00)** 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 One Billion Six Hundred Million (KShs 1,600,000,000.00)** made up of Eighty million(80,000,000) Ordinary Shares with a par value of Kenya Shillings Twenty (KSH.20.00) each ranking pari pasu with the existing ordinary shares (“**the New Shares**”).
  - c. 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 One Billion Six Hundred Million (KShs 1,600,000,000.00)** advanced by the National Treasury to the Company on 22<sup>nd</sup> October 2019 for purposes of enabling the Company to redeem its Medium Term Notes (whose Maturity Date was on 22<sup>nd</sup> October 2019) being applied as consideration thereof , such allotment to be made to the National Treasury as if section 338 of Act (requiring the exercise of pre-emption rights), did not apply.
  - d. **THAT** the directors and Management of the Company be and hereby authorized to do all acts and things necessary, and prepare 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 ..... day of ..... 2020

**BY ORDER OF THE BOARD**

**WAKONYO IGERIA**

Company Secretary

**NB:**

- 1) 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.
- 2) 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.
- 3) The Written Statement required under Section 348 (7) of the Companies Act, No. 17 of 2015 has been circulated together with this Notice.