

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD VIRTUALLY VIA ELECTRONIC MEANS (IN THE MANNER OUTLINED IN THIS NOTICE) ON FRIDAY 30TH OCTOBER 2020 AT 12:00 NOON TO TRANSACT THE BUSINESS AS SET OUT BELOW.

AGENDA

Ordinary Business

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3.
 - i. To confirm the minutes of the Twenty Seventh Annual General Meeting held on the 27th June 2019.
 - ii. To confirm the minutes of the Extraordinary General Meeting held on the 30th January 2020.
4. To receive, consider and, if thought fit, adopt the Annual Report and Financial Statements of the Company for the year ended 31st December 2019, together with the Directors' and Auditors' report thereon.
5. To approve the remuneration of Directors and the Directors' Remuneration Report for the year ended 31 December 2019.
6. To elect Directors:
 - a. Ms. Hardlyne Lusui retires from the Board in accordance with Article 115 of the Articles of Association, and being eligible, offers herself for re-election.
 - b. The Managing Trustee National Social Security Fund retires from the Board in accordance with Article 112 as read with Article 114 of the Articles of Association, and being eligible, offers himself for re-election.
 - c. The Cabinet Secretary for the National Treasury retires from the Board in accordance with Article 112 as read with Article 114 of the Articles of Association, and being eligible, offers himself for re-election.
 - d. To note the end of term of Dr. Charles Wanjala Iyaya vide Gazette Notice no. 5447.
7. To reappoint Ernst & Young Certified Public Accountants, as auditors of the Company, and to authorize the Directors to fix the auditors' remuneration for 2020.

SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be amended in the manner set out in the amended Articles of Association available [at the meeting](#), the rationale being to align the Articles of Association to the recent changes to the Companies Act, No 17 of 2015 and modernize the Articles of Association in line with best practice.”

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

BY ORDER OF THE BOARD



WAKONYO IGERIA
COMPANY SECRETARY

Date: 7th October 2020

NB:

1. The Company has appointed Image Registrars Limited to specifically provide their platform and to manage this Virtual AGM.
2. 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 must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the hand of an officer or duly authorized attorney of such body corporate.
3. A proxy form is provided with this notice. The proxy form can also be obtained from the Bank's website (www.consolidated-bank.com).
4. The Bank's audited financial statements for the year 2019 have been made available and can be obtained from the Bank's website
5. Shareholders will be able to register their proxies to follow the meeting, vote electronically and may raise questions in advance of (or at) the AGM in the manner detailed below:-
 - a. To complete the registration process, shareholders will need to provide their proxy forms with full details of their proxies, including mobile telephone numbers and email addresses to the Company Secretary at Consolidated Bank House, Koinange Street or be posted at P.O Box 51133 00200 Nairobi or via email to: info@consolidated-bank.com/wakonyo_igeria@consolidated-bank.com. For assistance shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Image registrars shall register the proxies and send them an email notification once registered.
 - b. Registration for the AGM opens on 12th October 2020 at 9:00 am and will close on 28th October 2020 at 12.00pm. Shareholders will not be able to register after this time.

- c. Shareholders or their appointed proxies wishing to raise any questions or clarifications regarding the AGM may do so 48 hours before the meeting by: (a) sending their written questions by email to info@consolidated-bank.com/wakonyo_igeria@consolidated-bank.com or (b) to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address, to the registered office at Consolidated Bank House, Koinange Street or be posted at P.O Box 51133 00200 Nairobi, Nairobi, Kenya.

Shareholders must provide their full details (full names, National ID/Passport Number) when submitting their questions or clarifications.

The Company's directors will provide written responses to the questions received to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the AGM.

Registered proxies will also receive a prompt via email or SMS to their registered telephone number, prompting them to propose and second motions and to request to speak at the AGM.

- d. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive an email prompt 24 hours prior to the AGM acting as a reminder of the AGM. A second email prompt shall be sent one hour ahead of the AGM, as a reminder that the AGM will begin in an hours' time and providing a link to the live stream.
- e. Proxies who have been registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda, participate and vote (when prompted by the Chairman) using the vote tab on their screens. Once the proxy selects to vote, he/she shall key in the code received and proceed to follow the prompts
- f. Results of the resolutions voted on will be published on the Bank's website (www.consolidated-bank.com) within 24 hours following conclusion of the AGM.