

NOTICE OF THE ANNUAL GENERAL MEEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD VIRTUALLY VIA ELECTRONIC MEANS (IN THE MANNER OUTLINED IN THIS NOTICE) ON 23RD JUNE 2022 AT 12:00 NOON TO TRANSACT THE BUSINESS AS SET OUT BELOW.

ADDITIONAL AGENDA

CAPITAL RESTORATION PLAN AND TURNAROUND STRATEGIES

On May 27, 2022 the Bank received a letter from the Central Bank of Kenya dated May 9, 2022 addressed to the Board Chairman. The said letter indicated that the emphasis of matter included in the Financial Statements for the year ended 31 December 2021 by the Bank's external auditors – Grant Thornton – was as a result of three factors:

- (i) The Bank's continued loss making position
- (ii) Accumulated losses which stood at Ksh 3.3 billion as at 31 December 2021
- (iii) Regulatory breaches of capital adequacy ratios falling below the minimum statutory requirements

In the above mentioned letter, The Central Bank of Kenya requested the Consolidated Bank to avail a time-bound capital restoration plan and turnaround strategies to improve the Bank's performance. The plan should be duly approved and endorsed by the Board and the shareholders at the Annual General Meeting.

Under MINUTE 64/2022

Member's resolution to for presentation to the Shareholders was agreed as follows:-

On proposal by Director Ibrae and secondment by Director Njogu Members agreed as follows

- 1) The Bank will engage the shareholders to raise tier 1 capital through a capital injection of KShs 4 Billion (Kshs 4B) within the next two (2) years pro-rata to their current shareholding.
- 2) Shareholders who will not wish to inject capital will be at liberty to cede their shares back to the Company.
- 3) Shareholders undertake to engage the Bank in their banking business.
- 4) Shareholders to consider advancing to the Bank long term (tier 2 capital) loans to the Bank at concessionary terms to be agreed with the Bank.

BY ORDER OF THE BOARD



WAKONYO IGERIA

COMPANY SECRETARY