



The Companies Act, 2015

No. 23/90

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND (32ND) ANNUAL GENERAL MEETING OF CREDIT BANK PLC WILL BE HELD AT CATHOLIC UNIVERSITY OF EASTERN AFRICA, NAIROBI ON 28TH OF JUNE 2018 AT 10.00 AM.

Agenda

Ordinary Business

1. To read the notice convening the meeting and confirm the presence of a quorum.
2. To receive and adopt the audited Balance Sheet and Financial Statements for the year ended 31 December 2017 together with the Directors' and Auditors' Reports thereon.
3. To declare a dividend of Kshs 1.09 per share in respect of the financial year ended 31 December 2017 as recommended by the Directors.
4. To re-elect Directors in accordance with the Articles of Association:-
 - i) Mrs Grace Nyachae, retires from office by rotation and, being eligible, offers herself for re-election;
 - ii) Mr Moses M Mwendwa retires from office by rotation and, being eligible, offers himself for re-election;
 - iii) Mr Jay Karia retires from office by rotation and, being eligible, offers himself for re-election.
5. To approve the Directors' remuneration for the financial year 2018.
6. To authorise the directors to fix the Auditors' remuneration.
7. To re-appoint the Auditors, PricewaterhouseCoopers who have indicated their willingness to continue in office in accordance with Section 719 (2) of the Companies Act, 2015 and subject to approval by Central Bank of Kenya.

Special Business

8. To consider and, if though fit, to pass the following Special Resolutions:-
 - a) Increase of nominal share capital
THAT the Nominal Share Capital of the Company be increased from Shs 3,000,000,000 divided into 30,000,000 ordinary shares of Shs 100 each to Shs 5,000,000,000 divided into 50,000,000 ordinary shares of Shs 100 each by the creation of an additional 20,000,000 new ordinary shares of Shs 100 each.
 - b) Creation of new class of shares
To authorize the Board of Directors to enter into discussions with potential investors for placement of the newly created shares in the Company to the new investors, including creation of a new class of shares on terms and conditions as they deem fit.



c) Amendment to the Articles of Association of the Bank

THAT following the increase in share capital, Article 5 of the Company's Articles of Association be amended as follows:

5. The share capital of the Company is Kenya Shillings five billion (Kshs. 5,000,000,000/=) divided into fifty million (50,000,000) shares of Kenya Shillings One Hundred (Kshs. 100/=) each, with power for the company to increase or reduce such capital and divide any shares in its capital for the time being into several classes and to attach thereto several classes and to attach thereto respectively any preferential, deferred, qualified or other rights, privileges, restrictions or conditions and to issue all or any part of such original, increased or reduced capital with or subject to such preferential, deferred, qualified or other rights, privileges, restrictions or conditions.

By Order Of The Board

DCDM Registrars
Company Secretaries

28th May 2018

Note:

- 1 In accordance with Section 298(1) of the Companies Act, 2015, a member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member.
- 2 A form of proxy may be obtained from the Bank's website, www.creditbank.co.ke or the Bank's head office, Mercantile House, Koinange Street, Nairobi and should be completed and returned to the Secretary, to arrive not later than 48 hours before the meeting or any adjournment thereof.
- 3 The Audited Accounts and Financial Statements for the year ended 31 December 2017 may be viewed at the Bank's website, www.creditbank.co.ke or a printed copy be obtained from the Bank's Head Office, Mercantile House, Koinange Street, Nairobi.