

Notice of Annual General Meeting



The Companies Act, 2015
No. 23/90

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH (35TH) ANNUAL GENERAL MEETING OF CREDIT BANK PLC WILL BE HELD VIRTUALLY, ON FRIDAY, 16TH JULY 2021 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 2020 together with the Directors' and Auditors' Reports thereon.
3. To note that the Directors do not recommend payment of dividend.
4. To re-elect Directors in accordance with the Articles of Association:-
 - i) Dr. James Stanley Mathenge, retires from office by rotation and, being eligible, offers himself for re-election;
 - ii) Mr Jay Rajnikant Karia, retires from office by rotation and, being eligible, offers himself for re-election;
 - iii) Mr Jack Mugo Ngare, retires from office by rotation and, being eligible, offers himself for re-election.
5. To approve the Directors' remuneration for the financial year 2021.
6. To authorize 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.

By Order Of The Board

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DCDM Registrars
Company Secretaries
23rd June 2021

Note:

1. The Audited Accounts and Financial Statements for the year ended 31st December 2020 may be viewed at the Bank's website, www.creditbank.co.ke or a printed copy be obtained from the Bank's Head Office, 14th Floor, One Africa Place, Waiyaki Way, Nairobi.
2. Shareholders wishing to participate in the meeting should register for the AGM by dialing USSD short code number *384*043# or via a link to the AGM Platform that will be sent to them and following the various registration prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares at hand. For assistance shareholders should dial the following helpline number +254 20 7608216 from 8:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email digital@candrgroup.co.ke.
3. Registration for the AGM opens 5th July, 2021 at 08:00AM and will close on 15th July, 2021 at 12.00 Noon.
4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) Sending their written questions by email to digital@candrgroup.co.ke or
 - b) Dialing the USSD code *384*043# and selecting the option (ask Question) on the prompts or
 - c) Clicking the link to the AGM Platform; Select Attend Event; Select "Credit Bank Plc AGM" Select "Q&A" option tab and submit questions in text box provided; or
 - d) To the extent possible, physically delivering their written questions by 14th July 2021 12:00 Noon with a return physical address or email address to the Company Registrars address: Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue
5. Shareholders wishing to vote may do so by:
 - a) Clicking the link to the AGM Platform; Select Attend Event; Select "Credit Bank Plc AGM"; Select "Voting" option tab and vote; or
 - b) Dialing the USSD platform*384*043# ; Use the menu prompts to Select the menu option for "Voting" and follow the various prompts regarding the voting process
6. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf.
 - A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
 - A form of proxy may be obtained from the Bank's website, www.creditbank.co.ke, Physical copies of the proxy form are also available at the Bank's Head office, 14th Floor, One Africa Place, Waiyaki Way, Nairobi, OR the Company Registrars address: Custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.
 - A proxy 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 its common seal or under the hand of an officer or duly authorized attorney of such body corporate.
 - A completed form of proxy should be emailed to proxy@candrgroup.co.ke or delivered to Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi so as to be received not later than 48 hours before the time of holding the meeting i.e. Wednesday 14th July 2021 at 10.00AM. Any person appointed as a proxy should submit his/her email or mobile telephone number to the Company no later than Wednesday 14th July 2021 at 3.00 PM
 - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Thursday 15th July 2021 to allow time to address any issues
7. Duly registered shareholders and proxies will be able to watch the AGM Proceedings through the live stream or listen to audio through the toll free number.
8. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream and the toll-free number and pin for listening to the proceedings.
9. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *384*043# or on the AGM Platform.
10. A poll shall be conducted for all the resolutions put forward in the notice.
11. Results of the AGM shall be published within 24 hours following conclusion of the AGM.
12. For any unclaimed dividends, the preferred method of paying dividends which are below Kshs 140,000.00 will be through M-PESA. Shareholders who wish to receive their dividend through M-PESA and have not registered for this mode of payment can opt to receive future dividends by dialing *483*038# or contacting the Share Registrar, Custody & Registrars Services Limited
13. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority (the Authority) as abandoned assets on the appointed date.

Therefore, all shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd
IKM Place, Tower B, 1st Floor,
5th Ngong Avenue, Nairobi

Mobile: +254 20 7608216,
Email: info@candrgroup.co.ke