

The Companies Act, 2015

No. 23/90

NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH (37th) ANNUAL GENERAL MEETING OF CREDIT BANK PLC WILL BE HELD VIRTUALLY, ON THURSDAY, 29TH JUNE 2023 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 31st December 2022 together with the Directors' and Auditors' Reports thereon.
- 3 To note that the Directors do not recommend the payment of a dividend in respect of the Financial Year ended 31st December 2022.
- 4 To re-elect Directors in accordance with the Articles of Association: -
 - i) Mrs. Grace Wamuyu Nyachae retires from office by rotation and, being eligible, offers herself for re-election.
 - ii) Mr. Moses Munywoki Mwendwa, retires from office by rotation and, being eligible, offers himself for re-election.
 - iii) Mrs. Elizabeth Mueni Musyoka, having been appointed since the last Annual General Meeting, retires from office pursuant to Article 96 of the Company Articles of Association and, being eligible, offers herself for re-election.
- 5 To approve the Directors' remuneration for the financial year 2023.
- 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.

SPECIAL BUSINESS

9 AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

To consider and, if thought fit, approve the following Special Resolution:

THAT the existing Articles of Association of the Credit Bank Plc be amended by incorporating the changes highlighted in the annexure attached to this resolution, with effect from the date of the conclusion of the Annual General Meeting."

BY ORDER OF THE BOARD

DCDM Registrars

Company Secretaries

7th June 2023

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, 14th Floor, One Africa Place, Waiyaki Way, 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 31st December 2022 and the Proposed Amendments to the Articles of Association 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.
4. Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or by dialing USSD short code number *483*138# or via a link to the AGM Platform that will be sent to them via SMS and/or Email 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 and their shares account number at hand. For assistance shareholders should dial the following helpline number+254 20 8690360 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 to digital@candrgroup.co.ke
5. Registration for the AGM opens on 16th June, 2023 at 08:00AM and will close on 28th June, 2023 at 12.00 Noon.
6. 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) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code *483*138# and selecting the option (ask Question) on the prompts; or
 - c) Shareholders who will have registered to participate in the meeting shall be able to ask questions online at <https://digital.candrgroup.co.ke> or via a 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 27th June, 2023 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.
7. Shareholders wishing to vote may do so by:
 - a) Accessing Virtual AGM via online at <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select "Credit Bank Plc AGM"; Select "Voting" option tab and vote; or
 - b) Accessing Virtual AGM via USSD platform *483*138# ; Use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process
8. 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 or an internet enabled device.
 - A proxy form is included in the Annual Report and is also available on the Company's website via this link: www.creditbank.co.ke Physical copies of the proxy form are also available at the Company Registrars address: Custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.
 - 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 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 Tuesday 27th June 2023 at 10.00 AM. Any person appointed as a proxy should submit his/her email or mobile telephone number to the Company no later than Tuesday 27th June, 2023 at 10.00 am.
 - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Wednesday 28th June, 2023 to allow time to address any issues
9. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS and/or an email prompt shall be sent two hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in two hours' time and providing a link to the live stream.
10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *483*138# or Voting Matters tab on the live stream display screen
11. A poll shall be conducted for all the resolutions put forward in the notice
12. Results of the AGM shall be published within 24 hours following conclusion of the AGM
13. All 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 are required to be delivered to the Unclaimed Financial Assets Authority (the Authority) as abandoned assets on the appointed date. Therefore, all shareholders with previous unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at IKM Place, Tower B, 1st Floor 5th Ngong Avenue, Nairobi; Tel: Mobile: +254 20 760 8216 Email: info@candrgroup.co.ke to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority