CO-OPERATIVE BANK OF KENYA

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fourth Annual General Meeting of **THE CO-OPERATIVE BANK OF KENYA LIMITED** will be held at the **Bomas of Kenya Nairobi** on **Friday, 25th May 2012** at **11.00 a.m.** for the transaction of the following business:-

ORDINARY BUSINESS

1. To read the notice convening the meeting and determine if a quorum is present.
2. To receive and consider, and if approved, adopt the Audited Financial Statements of the Company for the financial year ended 31st December 2011 together with the Directors' and Auditors' report thereon.
3. To approve and declare a first and final dividend of Kshs. 0.40 per share in respect of the year ended 31st December 2011, to be paid to the shareholders on the register at the close of business on 28th May 2012.
4. To elect Directors:

   i) Mr. Julius Sitienei being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, - Co-opholdings Co-operative Society Limited nominates to the Board of the Company seven (7) directors, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association.

   Co-opholdings Co-operative Society Limited has already nominated him for re-election.

   ii) In accordance with article 100 of the Company's Articles of Association, Mrs. Rose Simani is due for retirement by rotation and being eligible offers herself for re-election.

   iii) In accordance with article 100 of the Company's Articles of Association, Mr. Donald Kibera is due for retirement by rotation and being eligible offers himself for re-election.
5. To authorize the Board to fix the Directors' remuneration.
6. To re-appoint Ernst and Young, Auditors of the Company, having expressed their willingness to continue in office and to authorize the directors to fix their remuneration.

SPECIAL BUSINESS

7. To consider a bonus share issue of one (1) for every five (5) shares held and if approved then pass the following Ordinary Resolution:-

   "That subject to the approval of the Capital Markets Authority and the Nairobi Securities Exchange the sum of Kshs. 698,474,000 being part of the money now standing to the credit of the share premium reserves of the Company be capitalized and that the same be applied in making payment in full at par for 698,474,000 ordinary shares of Kshs. 1/- each in the capital of the Company. Such shares to be distributed as fully paid among the persons who are registered as holders of the ordinary shares in the capital of the Company at the close of business on 15th June 2012 at the rate of one (1) new fully paid ordinary share for every five (5) ordinary shares held by such holders respectively and that such shares shall rank pari passu for all purposes and in all respects with the existing shares in the share capital of the Company and the Board of Directors be and are hereby also authorized generally to do and effect all acts and things required to give effect to this Resolution".
8. Transact any other business, which may be properly transacted at an Annual General Meeting.

Dated at Nairobi this 26th day of April 2012

By order of the Board

ROSEMARY MAJALA GITHAIGA (Mrs.)

COMPANY SECRETARY

NB: In accordance with section 136 (2) of the Companies Act (Cap 486, Laws of Kenya) every member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company.

In accordance with Article 56A and 133 of the Company's Articles of Association the Annual report and Financial statements of the Company are available on our website www.co-opbank.co.ke and an abridged version of the financial statements has been published in the daily newspapers.