



## NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of THE CO-OPERATIVE BANK OF KENYA LIMITED will be held via electronic communication on Friday, 16 May, 2025 at 11.00 a.m. for the transaction of the following business: -

### A. 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 Consolidated Financial Statements of the Company for the financial year ended 31st December 2024 together with the Directors' and Auditors' report thereon.
3. To approve and declare a first and final dividend of Kshs. 1.50 per share in respect of the year ended 31st December 2024, to be paid to the shareholders on the register as at the close of business on 28th April 2025.
4. Election of Directors.

i) Mr. Macloud Malonza, Mr. Richard Kimanthi and Mr. Benedict Simiyu, being directors 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, are retiring by rotation and being eligible offer themselves for re-election in accordance with Article 100 of the Company's Articles of Association.

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

ii) Mr. David Muthigani, being a director appointed under Article 104A of the Company's Articles, to replace Mr. Patrick Githendu who ceased to be a director of Co-opholdings Co-operative Society Limited, now offers himself formally for election as a director in the Bank, subject to regulatory approvals;- he has hence been nominated by Co-opholdings Co-operative Society Limited.

iii) In accordance with Article 100 of the Company's Articles of Association, Mrs. Weda Welton is due for retirement by rotation and being eligible for re-election offers herself for re-election.

iv) In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors being members of the Board Audit Committee, be elected to serve as members of the said Committee: -

- i) Mrs. Weda Welton.
- ii) Mrs. Alice Mwololo.
- iii) Mr. Lawrence Karissa.
- iv) Mr. Benedict Simiyu
- v) Mr. David Muthigani.

5. To approve the remuneration of the Directors for the year ended 31st December 2024 and to authorize the Board to fix the remuneration of Directors.
6. To appoint KPMG as Auditors of the Company, having expressed their interest to be so appointed and to authorize the directors to fix their remuneration.
7. Transact any other business, which may be properly transacted at an Annual General Meeting.

### B. SPECIAL BUSINESS

8. To consider and if thought fit to pass the following resolution as an ordinary resolution;

In accordance with The Capital Markets (Public Offers, Listing and Disclosures) Regulations, 2023 Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following;

- i) Board Remuneration Policy.
- ii) Effective Communication with Stakeholders Policy.
- iii) Corporate Disclosures Policies and Procedures.
- iv) Dispute Resolution for Internal and External Dispute Policy.
- v) Board members attraction and Retention Policy.

Dated at Nairobi this 23rd day of April, 2025.

By order of the Board

**SAMUEL M. KIBUGI**

**COMPANY SECRETARY**

#### Notes

1. The Co-operative Bank of Kenya Limited has convened and will conduct its Seventeenth Annual General Meeting via virtual/ electronic mean in line with The Companies Act, 2015.

2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:

- a) dialing **\*483\*904#** for all Kenyan telephone networks and following the various registration prompts; or
- b) Send an email request to be registered to **co-opbankagm@image.co.ke**
- c) Shareholders with email addresses will receive a registration link via email through which they can use to register

In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: **(+254) 709 170 037/ 709 170 000** from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

3. Registration for the AGM opens on 23rd day of April 2025 at 9:00 a.m. and will close on 14th day of May, 2024 at 11.00 a.m.

4. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website **www.co-opbank.co.ke** (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 31st December 2024.

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - a) sending their written questions by email to **agm2025questions@co-opbank.co.ke;**
  - b) shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialing the USSD code above and selecting the option (Ask Question) on the prompts;
  - c) to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, or;

- d) sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 48231 - 00100 Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

The Company's Directors will provide responses to questions received via the channel used by shareholders to send their questions i.e. SMS (for USSD option), Email, Letters or Telephone call. Questions will also be responded to during the meeting.

A full list of all questions received and the answers thereto will be published on the Company's website not later than 24 hours following the conclusion of the meeting.

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 but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is available on the Company's website via this link: **http://www.co-opbank.co.ke**. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street and at all the branches of the Company. 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 under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to **info@image.co.ke** or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 14th May, 2025 at 11.00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 14th May, 2025 at 11.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 14th May, 2025 at 2.00 p.m. to allow time to address any issues.

7. 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/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent 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.

8. Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted via SMS) via the USSD prompts or using the "VOTE" tab on the livestream link.

9. A poll shall be conducted for all the resolutions put forward in the notice.

10. Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meetings.

Shareholders are encouraged to continuously monitor the Company's website, **www.co-opbank.co.ke** for updates relating to the AGM.