

CO-OPERATIVE BANK OF KENYA LIMITED 17TH ANNUAL GENERAL MEETING POLLING RESULTS

The Board of Directors of **CO-OPERATIVE BANK OF KENYA LIMITED** is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on **Friday 16th MAY 2025**.

The Poll was conducted by Image Registrars Limited.

	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	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.	4,041,506,176	99.9992%	29,390	0.0007%	15,795	PASSED
2	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.	4,041,489,684	99.9989%	43,881	0.0010%	17,796	PASSED
3	Mr. Macloud Malonza, being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-op holdings 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.	4,040,778,103	99.9989%	43,881	0.0010%	17,796	PASSED
4	Mr. Richard Kimanthi being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-op holdings 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.	4,040,757,204	99.9893%	431,954	0.0106%	362,203	PASSED
5	Mr. Benedict Simiyu, being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-op holdings 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.	4,040,775,428	99.9924%	431,954	0.0106%	362,203	PASSED
6	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.	4,040,920,620	99.9913%	350,833	0.0086%	279,908	PASSED
7	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.	4,040,462,367	99.9932%	270,955	0.0067%	818,039	PASSED
8	In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors being members of the Board 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.	4,040,786,786	99.9939%	244,804	0.0060%	519,771	PASSED
9	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.	4,040,357,450	99.9935%	260,810	0.0064%	933,101	PASSED
10	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.	4,041,205,102	99.9987%	51,686	0.0012%	294,573	PASSED
11	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.	4,041,337,733	99.9976%	95,567	0.0023%	118,061	PASSED

DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast. The Board of Directors wish to thank all our shareholders who registered and participated in our virtual Annual General Meeting.

BY ORDER OF THE BOARD

SAMUEL M. KIBUGI
COMPANY SECRETARY