

THE CO-OPERATIVE BANK OF KENYA LIMITED

COMPANY REGISTRATION NUMBER C. 23/2008

THE CAPITAL MARKETS ACT

Chapter 485A of the Laws of Kenya

Regulation 89 (6) of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 and Paragraph 1.5 of the Thirteenth Schedule thereof.

CAUTIONARY PUBLIC ANNOUNCEMENT IN RELATION TO THE PROPOSED CORPORATE REORGANIZATION AND CONVERSION OF THE CO-OPERATIVE BANK OF KENYA LIMITED INTO A NON-OPERATING HOLDING COMPANY

The Board of Directors of **The Co-operative Bank of Kenya Limited** (“the Bank”) wishes to inform its shareholders and the general public that it has, subject to the approval of the Shareholders of the Bank and receipt of all other corporate and regulatory approvals, approved the corporate reorganization of the Bank and its subsidiaries into a Group structure with a Non-Operating Holding Company (“NOHC”) at the apex in line with Section 13 (1)(e) of the Banking Act (“the Reorganization”). The proposed Reorganization is being undertaken in accordance with the Banking Act Cap 488 of the Laws of Kenya, the applicable Prudential Guidelines issued by the Central Bank of Kenya, the Capital Markets Act Cap 485A of the Laws of Kenya and the Regulations and Guidelines issued thereunder.

The reorganization is expected to enhance Co-opbank Group’s operational efficiency and establish a robust structure for sustained growth and further expansion.

The Co-operative Bank of Kenya Limited, as presently constituted and listed on the Nairobi Securities Exchange, shall be converted into a non-operating holding company under the name “**Co-opbank Group PLC**”, subject to all requisite regulatory and shareholder approvals.

A new company, “**Co-op bank Kenya Limited**”, shall be incorporated to undertake and carry on the banking business in Kenya, subject to all requisite regulatory approvals.

Please note that the proposed reorganization remains subject to the receipt of all requisite regulatory, statutory and shareholder approvals, including approvals from the Central Bank of Kenya, the Capital Markets Authority, the Registrar of Companies and other relevant regulators.

In the meantime, shareholders and the investing public are advised to exercise caution when dealing in the shares of the Bank.

The Public will be kept updated of progress of the re-organization, which will be presented for consideration at the forthcoming Annual General Meeting of the Bank.

By order of the Board,

Dr. Gideon Muriuki – CBS, MBS
Group Managing Director & CEO
The Co-operative Bank of Kenya Limited

Date: 22 April, 2026

DISCLAIMER: This announcement is published for information purposes only and has been approved by the Capital Markets Authority pursuant to the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023. As a matter of policy, the Capital Markets Authority assumes no responsibility for the correctness of the statements appearing in this announcement.