

## **CO-OP BANK ALIGNMENT ON GROUP STRUCTURE WITH A NON-OPERATING HOLDING COMPANY**

Co-op Bank Group reported a strong Profit Before Tax of **KSh 40.3 billion** for the year ended 31 December 2025, compared to KSh 34.8 billion recorded in the previous year, an impressive 15.8 % growth. This is the best-ever performance by the Bank, which underscores the significant gains made under the 2025-2029 *Good to Great* Strategy and the “Soaring Eagle” Transformation Agenda

Total Assets increased by 11.32% to KSh 827.4 billion, from KSh 743.3 billion in 2024; The Group is now one of the largest financial institutions in the region with 5 subsidiaries namely, Kingdom Bank Ltd, Co-optrust Investment Services Ltd, Co-op Bancassurance Intermediary Ltd, Kingdom Securities Ltd, and Co-op Bank of South Sudan; The Bank also owns a 24.8% stake in CIC Insurance Group and 25% stake in Co-op Bank Fleet Africa Leasing Ltd. (Leasing business joint venture with Super Group of South Africa).

The Bank’s footprint across Kenya and the region includes: 217 branches in Kenya, 6 in South Sudan, 616 ATMs & Cash Deposit Machines (CDMs), over 16,000 Co-op Kwa Jirani agency banking with also unique linkages with the over 15 million member co-operative movement that is the largest in Africa.

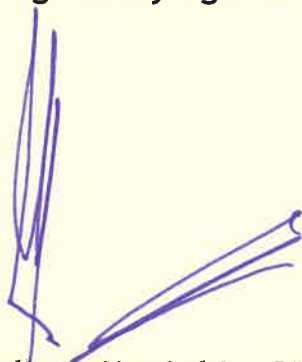
The Bank has proposed a final dividend of KSh 1.50 per share, which brings the total dividend to KSh 2.50 per share following an earlier interim dividend of KSh 1.00 per share, a significant 67% rise from the KSh 1.50 paid out in FY2024.

The proposed final dividend is subject to approval by shareholders at the forthcoming Annual General Meeting in May 2026.

The Board of Directors is pleased to announce that in accordance with Section 13(1)(e) of the Banking Act (Cap. 488, Laws of Kenya) and the applicable Prudential Guidelines issued by the Central Bank of Kenya it has **APPROVED** the implementation of a Non-Operating Holding Company (NOHC) model that is expected to synergize the group operations for further growth and expansion.

The proposed structure is as hereunder;-

1. The Co-operative Bank of Kenya Ltd will be renamed as **CO-OPBANK GROUP PLC** as a Non-Operating Holding Company that will own all the group operations and will remain as the listed entity at the Nairobi Securities Exchange.
2. A new banking business subsidiary will be incorporated; **CO-OP BANK KENYA LTD** to carry over the Kenyan Banking Operations.
3. This group model alignment provides a strong foundation for sustainable growth, improved governance and enhanced stakeholder value; notably it's a scalable platform for expansion into diversified financial services and other regional markets.
4. This corporate re-organization is subject to shareholders approval at the next AGM in May 2026, and necessary statutory approvals from the Central Bank of Kenya, Capital Markets Authority and other regulatory agencies.



**Dr. Gideon Muriuki - CBS, MBS**  
**Group Managing Director & CEO**

21 April 2026