

CO-OPERATIVE BANK OF KENYA LIMITED 18TH 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 15th MAY 2026**.

The Poll was conducted by Image Registrars Limited.

	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	To receive, consider and, if approved, adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2025 together with the Directors' and Auditors' reports thereon.	3,855,539,913	100.0000%	0	0.0000%	0	PASSED
2	To approve a final dividend of Kshs. 1.50 per share in respect of the year ended 31st December 2025 to be paid to the shareholders on the Register as at the close of business on 30th April 2026. If approved, and the Company having paid an interim dividend of Kshs 1.00 per share on 4th December 2025, the full dividend per share for the period ended 31st December 2025 will be Kshs 2.50 per share. The final dividend will be paid on 5th June 2026.	3,855,539,913	100.0000%	0	0.0000%	0	PASSED
3	Mr. Wilfred Ongoro 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 offer himself for re-election in accordance with Article 100 of the Company's Articles of Association. Co-op Holdings Co-operative Society Limited has already nominated him for re-election.	3,850,252,754	99.8639%	99.8639%	0.1360%	42,732	PASSED
4	In accordance with Article 100 of the Company's Articles of Association, Mrs. Margaret Karangatha is due for retirement by rotation and, being eligible for re-election, offers herself for re-election.	3,850,269,595	99.8643%	5,230,986	0.1356%	39,332	PASSED
5	In accordance with Article 102 of the Company's Articles of Association, the Board appointed Mr. Wanyambura Mwambia as director to the Board to fill a casual vacancy. Mr. Wanyambura is therefore due to retire from office at the Annual General Meeting, and, being eligible, offers himself for re-election as a director of the Company.	3,850,310,079	99.8651%	5,198,222	0.1348%	31,612	PASSED
6	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) Mr. Musa Kathanje. iii) Mr. Wanyambura Mwambia. iv) Mr. Benedict Simiyu v) Mr. David Muthigani.	3,850,490,383	99.8695%	5,030,439	0.1304%	19,091	PASSED
7	To approve the remuneration of the Directors for the year ended 31st December 2025 and to authorize the Board to fix the remuneration of Directors for the ensuing year.	3,855,347,393	99.9951%	187,688	0.0048%	4,832	PASSED
8	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.	3,850,569,987	99.8714%	4,957,494	0.1285%	12,432	PASSED
SPECIAL BUSINESS							
9	i) Reorganization into a Non-Operating Holding Company (NOHC) Structure THAT, subject to obtaining all necessary regulatory, statutory, and third-party approvals (including but not limited to the approval of the Cabinet Secretary to the National Treasury of Kenya, the Central Bank of Kenya and the Capital Markets Authority, the proposed reorganization of The Co-operative Bank of Kenya Limited ("The Company") and its subsidiaries and relevant associates into a Group structure comprising a Non-Operating Holding Company (NOHC) at the apex 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 ("CBK") ("the Reorganization") be and is hereby APPROVED. THAT, subject to the grant of an NOHC licence by the CBK, the Company be converted from an operating commercial bank into a Non-Operating Holding Company 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 under the name Co-opbank Group PLC. THAT upon the successful transfer of the banking business of the Bank by the Company to the NewBank, the Company (as NOHC) shall change its name to "Co-opbank Group PLC", subject to the approval of the Registrar of Companies.	3,855,475,329	99.9989%	40,184	0.0010%	24,400	PASSED
10	i) Incorporation of the new Subsidiary (NewBank) THAT the incorporation of a wholly owned subsidiary of the Company for the purpose of taking over, undertaking and carrying on the banking business currently conducted by the Company, to be named "Co-op Bank Kenya Limited" (the "NewBank"), subject to the approval of the Registrar of Companies, be and is hereby RATIFIED and APPROVED. THAT the initial core capital of the NewBank shall be Kshs 20 Billion divided into 200 Million ordinary shares of Kshs 100 each, all of which shall be issued to and held by the Company. THAT any two Directors of the Company, or any one Director and the Company Secretary, be and are hereby authorized to execute all incorporation documents and the constitution/articles of association of NewBank on behalf of the Company.	3,855,430,916	99.9974%	96,405	0.0025%	12,592	PASSED
11	i) Regulatory Applications and Engagement THAT the Board of Directors and the senior management of the Company be and are hereby authorized to: a) Apply for and pursue the grant of an NOHC License for the Company pursuant to the Banking Act and CBK Prudential Guidelines; b) Seek all necessary licenses, approvals, consents or no-objection letters from the CBK, Capital Markets Authority, Insurance Regulatory Authority, Competition Authority of Kenya, and any other applicable domestic or regional regulator; and c) Undertake all regulatory engagements necessary to give effect to the reorganization.	3,855,497,616	99.9990%	34,725	0.0009%	7,572	PASSED
12	iv) Amendment of Memorandum and Articles of Association THAT upon the Company being converted into a NOHC, the existing Memorandum and Articles of Association of the Company be amended by the adoption of the draft new Articles of Association presented to the meeting in place of the existing Memorandum and Articles of Association in order to, inter alia: - a) reflect the Company's status as an NOHC; b) align the Company's objects and governance framework with the NOHC Structure and modernize the Articles of Association in light of the Companies Act, No. 17 of 2015 and best practices; as more particularly set out in the draft Amended Articles of Association presented before the Meeting	3,850,521,570	99.8704%	4,995,791	0.1295%	22,552	PASSED
13	iv) Transfer of Business a) THAT, subject to the approval of the Cabinet Secretary to the National Treasury and Economic Planning of Kenya pursuant to Section 9 of the Banking Act, and the CBK, the Company be and is hereby AUTHORIZED to transfer its banking and related business, including such assets, employees, liabilities, rights and obligations to NewBank as a going concern pursuant to a Business Transfer Agreement to be entered into between the Company and NewBank (Co-op Bank Kenya Limited), on such terms and for such consideration and at such time as the Board may approve and as shall be set out in the said Business Transfer Agreement. Without prejudice to the foregoing, the consideration for the transfer of the said banking business shall include the allotment to the Company of the entire issued share capital of the NewBank. b) THAT upon transfer of the business from the Company to the NewBank pursuant to the Business Transfer Agreement, the Company shall cease to conduct banking business and shall operate solely as a non-operating holding company 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. c) THAT the Board of the Company be and is hereby authorized to execute all agreements, deeds, instruments and documents, and to take all actions necessary or incidental to implement the Reorganization, including the transfer or novation of contracts, migration of systems, and transfer of assets and liabilities.	3,855,307,556	99.9941%	224,805	0.0058%	7,552	PASSED
14	v) THAT any actions of any officer of the Company, in carrying out the terms and intentions of these resolutions, whether taken prior to or subsequent to the passing of the aforementioned resolutions, be and the same are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company.	3,855,456,023	99.9980%	76,338	0.0019%	7,552	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