

# NOTICE AND AGENDA OF THE ANNUAL GENERAL MEETING

## To the Members of Standard Chartered Bank Kenya Limited

Notice is hereby given that the thirtieth Annual General Meeting of the Company will be held at the Safari Park Hotel, Thika Road, Nairobi on Thursday, 26 May 2016 at 11:30 a.m. to conduct the following business of the Company:

### ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and Statement of Accounts and the Statement of the Financial Position of the Company for the year ended 31 December 2015 with the Auditors' report thereon.

2. To confirm the payment of one interim dividend of KShs. 4.50 paid in January 2016 and to approve the payment of a final dividend of KShs. 12.50 for each ordinary share of KShs. 5.00 on the issued share capital of the Company in respect of the year ended 31 December 2015.

To approve the payment of a final dividend of KShs. 84,690,411 on the non-redeemable non-cumulative, non-voting, non-participating and non-convertible preference shares. An interim dividend of KShs. 83,309,589 was declared on 25 November 2015 and paid on 11 January 2016.

The dividends to be payable to shareholders registered on the Company's Register at the close of business on 22 April 2016 and will be paid on or after 27 May 2016.

### 3. To elect the following Directors:

Director retiring by rotation:

(i) Mr. Kaushik Shah, a director retiring by rotation who being eligible offers himself for re-election in accordance with Article 96 (1) of the Memorandum and Articles of Association;

#### Casual directors:

(i) Mr. Tejinder Pal Singh, a casual director retiring by rotation, who being eligible offers himself for election in accordance with Article 98 (1) of the Memorandum and Articles of Association;

(ii) Dr. Catherine Adeya-Weya, a casual director retiring by rotation, who being eligible offers herself for election in accordance with Article 98 (1) of the Memorandum and Articles of Association; and

(iii) Mr. David Idoru, a casual director retiring by rotation, who being eligible offers himself for election in accordance with Article 98 (1) of the memorandum and Articles of Association.

#### Subject to Regulatory Approval:

(i) Mr. Ian Anderson Bryden, a casual director who being eligible, offers himself for election subject to regulatory approval; and

(ii) Mr. Angarai Ganesh Dorairajan, a casual director who being eligible, offers himself for election subject to regulatory approval.

#### Board Audit Committee:

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

(i) Mr. Les Baillie;

(ii) Mr. Kaushik Shah; and

(iii) Mr. Patrick Obath.

4. To authorise the Board to fix the Directors' remuneration.

5. To note the continuance in office of KPMG Kenya as auditors in accordance with Section 159(2) of the Companies Act, Cap 486 of the Laws of Kenya, and to authorise the Directors to fix their remuneration.

### SPECIAL BUSINESS

6. THAT subject to regulatory approval, to consider and if thought fit pass the following resolutions:-

#### 6.1 Ordinary Resolution

THAT the Authorised Ordinary Share Capital of the Company be increased from KShs. 1,905,000,000 (Ordinary KShs. 1,625,000,000 and Preference KShs. 280,000,000) to KShs. 1,997,552,860 (Ordinary KShs. 1,717,552,860 and Preference KShs. 280,000,000) by the creation of 18,510,572 new Ordinary Shares of KShs. 5.00 each.

#### 6.2 Special Resolutions

a) THAT the Authorised Share Capital of the Company be increased by the creation of 18,510,572 Ordinary Shares of KShs. 5.00 each.

b) THAT the sum of KShs. 171,755,290 being part of the amount now standing to the credit of the Company's revenue reserve account be capitalised AND THAT the same be applied in making payment in full for 34,351,058 Ordinary Shares of KShs. 5.00 each in the capital of the Company;

THAT the new Shares be distributed as fully paid among the persons who are registered as holders of the Ordinary Shares in the capital of the Company at the close of business on 22 April 2016 at the rate of one fully paid new Ordinary Share for every nine Ordinary Shares of KShs. 5.00 each held by the members respectively; and

THAT the new fully paid Shares rank pari passu in all respects with the existing Ordinary Shares save and except that the new Shares shall not rank for dividend for the year ended 31 December 2015.

c) THAT no Shareholder in the Company be allotted any fractional part of a Share but instead that all new Shares representing fractions be allotted to Trustees, appointed from among the Directors of the Company, for the purposes of consolidating, selling the same and disposing the proceeds by donation to a charity of their choice; and

THAT save as aforesaid, the Directors of the Company be and are hereby authorised to attend to and complete all matters required to give effect to this and the foregoing Resolutions.

d) THAT in accordance with Section 22 of the Companies Act No. 17 of 2015, the Articles of Association of the Company be amended in the manner following:

#### By substituting the following Article (5):

"(5) The Share Capital of the Company is Kenya Shillings One Thousand Nine Hundred and Five Million (KShs. 1,905,000,000) divided into Three Hundred and Twenty Five Million (325,000,000) Ordinary Shares of Kenya Shillings Five (KShs. 5.00) each and Fifty Six (56,000,000) Million Preference Shares of Kenya Shillings Five (KShs. 5.00) each."

#### The New Article to be amended to read as follows:

"(5) The Share Capital of the Company is Kenya Shillings One Billion, Nine Hundred and Ninety Seven Million, Five Hundred and Fifty Two Thousand, Eight Hundred and Sixty (KShs. 1,997,552,860) divided into Three Hundred and Forty Three Million, Five Hundred and Ten Thousand, Five Hundred and Seventy Two (343,510,572) Ordinary Shares of Kenya Shillings Five (KShs. 5.00) each and Fifty Six Million Preference Shares (56,000,000) of Kenya Shillings Five (KShs. 5.00) each."

7. To transact any other business of the Annual General Meeting for which notice has been given.

### BY ORDER OF THE BOARD

#### N. N. Oginde

Company Secretary  
Standard Chartered Bank Kenya Limited  
P.O. Box 30003 - 00100 Nairobi GPO  
21 April 2016

#### Note:

This notice can be viewed from the Company's website, [www.sc.com/ke/investor-relations](http://www.sc.com/ke/investor-relations)

Every member of the Company is entitled to attend and vote at the above Meeting or in the alternative to appoint a proxy to attend and vote on his behalf. A proxy need not be a member. A form of proxy can be downloaded from the Company's website, [www.sc.com/ke/investor-relations](http://www.sc.com/ke/investor-relations) and should be delivered or sent to the Share Registrar, Custody and Registrar Services (CRS), 6th Floor Bruce House, Standard Street, P.O. Box 8484 - 00100, Nairobi, so as to be received not later than 24 May 2016 at 3:00 p.m.