

# Notice and Agenda of the Annual General Meeting To the Members of Standard Chartered Bank Kenya Limited

Notice is hereby given that the thirty second Annual General Meeting of the Company will be held at the Safari Park Hotel, Thika Road, Nairobi on Thursday, 24 May 2018 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 the Consolidated and Company financial statements for the year ended 31 December 2017 with the Auditors' report thereon.
2. To confirm the payment of one interim dividend of KShs 4.50 paid on 24 October 2017 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 2017. This will bring the total dividend payout for the year ended 31 December 2017 to KShs 17.00 per ordinary share.

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 29 August 2017 and paid on 24 October 2017.

The dividends are payable to shareholders registered on the Company's Register at the close of business on 24 April 2018 and will be paid on or after 25 May 2018. The register will remain closed on 25 April 2018 for the preparation of dividend warrants.

3. To elect the following Directors:

### Directors retiring by rotation

- i. Mr. Les Baillie, 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.
- ii. Dr. Catherine Adeya-Weya, a director retiring by rotation who being eligible offers herself for re-election in accordance with Article 96 (1) of the Memorandum and Articles of Association.

### Appointment of Director

- i. Mr. Richard Etemesi, being a casual director offers himself for election in accordance with Article 98 (1) of the Company's Articles of Association.

### Retirement of Director

- i. Mr. Kaushik Shah, a director retiring by rotation, does not offer himself for re-election.

### Board Audit Committee

In accordance with the provisions of Section 769 of the Kenyan 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. Patrick Obath

4. To approve the Directors' remuneration policy and authorise the Board to fix the Directors' remuneration.
5. To note the continuance in office of KPMG Kenya as auditors in accordance with Section 721 of the Kenyan Companies Act, 2015, subject to Section 24(1) of the Banking Act and to authorise the Directors to fix their remuneration.
6. To transact any other business of the Annual General Meeting for which notice has been given.

## BY ORDER OF THE BOARD

### N. N. Oginge

Company Secretary  
Standard Chartered Bank Kenya Limited  
P.O. Box 30003 - 00100 Nairobi GPO  
11 April 2018

### Note:

A copy of this Notice, Proxy Form and entire annual report and accounts 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, Image Registrars Limited, 5<sup>th</sup> Floor Barclays Plaza, Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 22 May 2018 at 3:00 p.m.