

## Notice of Annual General Meeting for Stanbic Holdings Plc

NOTICE is hereby given to Shareholders that, in accordance with Articles 71(A), 71(B), 71(C) and 71(D) of the Stanbic Holdings Plc's Articles of Association, the 70th Annual General Meeting (AGM) of the Company will be held as a virtual meeting by electronic means on **Thursday, 15th May 2025 at 11:00 a.m.** to transact the following business:

### 1. CONSTITUTION OF THE MEETING

The Secretary to read the notice convening the meeting and confirm the presence of a quorum.

### 2. ORDINARY BUSINESS

- 2.1 To receive and adopt the Audited Financial Statements for the year ended 31st December 2024, and the Chairman's, Directors' and Auditor's Reports thereon.
- 2.2 To confirm the payment of an interim dividend of Kshs.1.84 per ordinary share paid on 27th September 2024 and to consider and if thought fit, approve the recommendation by the Board for payment of a final dividend of Kshs. 18.90 per ordinary share, for the year ended 31st December 2024. The published book closure date is 16th May 2025 and if the final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 5th June 2025.
- 2.3 To elect Directors
  - a. In accordance with Article 102 of the Company's Articles of Association and the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, Ms. Dorcas Florence Kombo retires upon attaining the age of seventy years and having been recommended by the Board, offers herself for re-election.
  - b. In accordance with Articles 104 and 106 of the Company's Articles of Association, Mr Peter Nderitu Gethi retires by rotation and being eligible, offers himself for re-election.
  - c. In accordance with Articles 104 and 106 of the Company's Articles of Association, Ms Wambui Kihuha Mbesa retires by rotation and though eligible, does not offer herself for re-election.
  - d. In accordance with Article 101 of the Company's Articles of Association, Ms. Sabira Amit Thakker, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers herself for election as a director.
  - e. In accordance with Article 101 of the Company's Articles of Association, Mr. Stephen Odinga Okello, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers himself for election as a director.
- 2.4 To pass an ordinary resolution pursuant to Section 681(1) of the Companies Act, 2015, approving the Directors' remuneration report for the year ended 31st December 2024 as provided in the Audited Financial Statements and to authorise the Board to fix the Directors' remuneration for the year 2025.
- 2.5 To consider and if thought fit, to pass an ordinary resolution approving the Directors' Remuneration Policy pursuant to Paragraph 8.2.1.1 and 8.2.1.5 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing & Disclosures Regulations) 2023.
- 2.6 To pass an ordinary resolution pursuant to Section 721(4) of the Companies Act, 2015, to re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix the auditor's remuneration in accordance with the provisions of Section 724(1) of the Companies Act.
- 2.7 To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769(1) of the Companies Act, 2015, to appoint the following members of the Board Audit Committee:
  - (a) Ms. Dorcas Florence Kombo
  - (b) Ms. Rose Bosibori Osoro
  - (c) Mr. Stephen Odinga Okello

### 3. SPECIAL BUSINESS

- 3.1 Amendment of the Company's Memorandum and Articles of Association:
 

To consider, and if thought fit, pass the following resolution as a special resolution: That the Memorandum and Articles of Association of the Company be amended as proposed in Annexure 1 of the Resolution (Annexure 1 together with the tracked version of the Memorandum and Articles of Association are available in the Company's website [www.stanbicbank.co.ke](https://www.stanbicbank.co.ke)). The rationale for the amendment is to align the Memorandum and Articles of Association to the various legislative requirements.
- 3.2 Approval of Company Policies:
 

That, in accordance with Paragraph 8.2.1 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing & Disclosures Regulations) 2023, the following policies and guidelines are hereby approved and that the Board be and is hereby authorized to oversee their implementation and effect such amendments to the policies and guidelines as may be required from time to time:

  - (a) Stakeholder Engagement Guidelines
  - (b) Corporate Disclosure Policy
  - (c) Dispute Resolution Policy

The policies and guidelines are available on the Company's website [www.stanbicbank.co.ke](https://www.stanbicbank.co.ke)

### 4. ANY OTHER BUSINESS

Any other business for which due notice has been given.

### BY ORDER OF THE BOARD

**Nancy Kiruki**

Company Secretary  
17th April 2025

### Notes:

1. Any shareholder wishing to participate in the meeting should register for the Annual General Meeting (AGM) by dialling \*483\*903# for all networks and following the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their ID/ Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance, Shareholders should dial the following helpline numbers: 0709 170 033/ 0709 170 000 from 8 a.m. to 5 p.m. on a working day.
2. Registration for the AGM opens on 17th April 2025 at 10:00 a.m. and will close on 13th May 2025 at 11:00 a.m.
3. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website [www.stanbicbank.co.ke](https://www.stanbicbank.co.ke) (i) a copy of this Notice; (ii) the Company's audited financial statements for the year 2024; (iii) the Company's Annual Integrated Report; and (iv) the Proxy form.
4. Shareholders wishing to raise any questions or request clarification regarding the resolutions to be passed at the AGM may do so by: (i) sending their written questions by email to [SBK\\_Questions.AGM@stanbic.com](mailto:SBK_Questions.AGM@stanbic.com) or (ii) Shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (ask Question) on the prompts or (iii) to the extent possible, physically delivering their written questions providing their ID numbers and contact details, including a return postal address, physical address or email address to the Company's Shares Registrar's, Image Registrars Ltd, offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; or (iv) sending their written questions with a return postal address, physical address or email address by registered post to Image Registrars' postal address at P.O. Box 9287- 00100 GPO, Nairobi or (v) registering to speak at the AGM. For this option, shareholders will receive an SMS prompt to register via the USSD code.
5. Shareholders must provide their full details (full names, Kenyan national identity card/Passport Number/CDSC Account Number) when submitting their questions and clarifications. All questions and requests for clarification must reach the Company or its Shares Registrars on or before 13th May 2025 at 11:00 a.m.
6. In accordance with Section 298(1) and (2) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. A proxy form is available on the Company's website [www.stanbicbank.co.ke](https://www.stanbicbank.co.ke). Physical copies of the proxy form are also available at Image Registrars Limited offices. Shareholders wishing to receive a proxy form and/or a copy of the Annual Report by e-mail may send a request, quoting their full name and CDSC account number to [stanbicagm@image.co.ke](mailto:stanbicagm@image.co.ke)
7. A completed form of proxy should be emailed to [stanbicagm@image.co.ke](mailto:stanbicagm@image.co.ke) or delivered to Image Registrars Limited offices or posted to the postal address of Image Registrars Limited no later than 48 hours before the date of the AGM.
8. Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.
9. The AGM will be streamed live via a link which shall be provided to all Shareholders who will have registered to participate in the AGM. Duly registered Shareholders and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers, 24 hours prior to the start of the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and providing a link to the livestream.
10. Duly registered Shareholders and proxies may access the agenda and follow the proceedings of the AGM using the livestream platform. Duly registered Shareholders and proxies may vote (when prompted by the Chairman) on the USSD platform by following the SMS prompts.
11. A poll shall be conducted for all the resolutions put forward in the notice.
12. Results of the voting on resolutions at the AGM shall be published within 48 hours following conclusion of the AGM on the Company's website.

### DIVIDEND

13. To facilitate timely receipt of dividends, shareholders are encouraged to update their contact details and register to receive their dividend payments via mobile (Mobile money) or bank payments. To do so, shareholders are requested to update their dividend payment details via any one of the following channels:
  - a. Complete an online opt-in form through <https://stanbic.azurewebsites.net/>
  - b. Send an email to Image Registrars Limited through [stanbicshares@image.co.ke](mailto:stanbicshares@image.co.ke)
  - c. Opt-In via USSD by dialling \*483\*903# as you register for the Annual General Meeting (AGM).
  - d. Shareholders who maintain CDS Accounts are also encouraged to notify any change of address or request for payment of dividends through bank accounts /MPESA via their stockbroker or investment bank.