



Absa Bank Kenya PLC

Notice of the 45th Annual General Meeting

Notice is hereby given that the **Forty–fifth (45th) Annual General Meeting** of the Shareholders of **Absa Bank Kenya PLC** (the “Company”) will be held via virtual means on **Thursday May 16, 2024 at 10:00 a.m.** to transact the following business: –

Agenda:

1. Constitution of the Meeting

The Secretary to read the notice convening the meeting and determine if a quorum is present.

2. Ordinary Business

(i) Audited Financial Statements, Directors’ and Auditors’ reports for the year ended December 31, 2023:

To receive, consider and if thought fit, adopt the Audited Financial Statements for the year ended December 31, 2023 together with the reports of the Directors, the Board Chairman, the Managing Director and the Auditor.

(ii) Dividend

To ratify the interim dividend of Kshs. 0.20 per ordinary share paid on October 12, 2023 and to declare a final dividend of Kshs. 1.35 per ordinary share payable net of withholding tax, on or about May 16, 2024 to shareholders on the Register of Members as at the close of business on April 30, 2024.

(iii) Election of Directors

a) Directors retiring by rotation

In accordance with Articles 103, 104 and 105 of the Company’s Articles of Association, the following Directors retire by rotation and being eligible, offer themselves for re-election:

1. Louis Otieno
2. Charles Murito

b) Board Audit and Risk Committee members

In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit & Risk Committee be appointed by shareholders to continue serving as members of the Board Audit and Risk Committee:

1. Christine Sabwa (Chair)
2. Louis Otieno
3. Fulvio Tonelli
4. Patricia Ithau
5. Kedibone Imathiu

(iv) Remuneration of Directors

To receive, consider and if thought fit approve the Directors’ Remuneration Report and to authorize the Board to fix the Directors’ remuneration for the year ending December 31, 2024.

(v) Appointment and Remuneration of Auditors

To consider and if thought fit, re-appoint KPMG Kenya, Certified Public Accountants, (who have expressed their willingness to continue in office in accordance with section 721 of the Companies Act No. 17 of 2015) as the External Auditors of the Company, and to authorize the Board of Directors to fix their remuneration in line with section 724 of the Companies Act.

(vi) Any Other Business

To transact any other business of the Company for which due notice has been received.

By Order of the Board

Wilson K. Murage
Company Secretary (Acting)

April 23, 2024

Notes:

1. The Company will be holding a virtual Annual General Meeting (AGM) as permitted by Article 74 of its Articles of Association replicated below:

74. The Members may, if they think fit, or if the Directors notify them that such is the manner in which any particular meeting would be held, confer or hold a meeting by radio, telephone, closed circuit television, video conferencing or other electronic, or other, means of audio or audio/visual communication, or a combination thereof (“Conference”). Notwithstanding that the Members are not present together in one place at the time of the Conference, a resolution passed by the Members constituting a quorum at such a Conference shall be deemed to have been passed at a General Meeting held on the day on which and at the time at which the Conference was held. The provisions of these relating to proceedings of Members apply insofar as they are capable of application mutatis mutandis to such Conference. Such a general meeting shall be deemed to have been held at the registered office of the Company.

2. All shareholders will be pre-registered for the AGM using their bio-data details with the company. Each shareholder will receive a personalized link with which they will use to confirm their attendance or dialling ***483*072#** across all Kenyan Networks and following the various prompts regarding the registration process. For assistance shareholders should dial the following **helpline number (020) 869 0360** from 9:00am to 4:00pm from Monday to Friday. Any shareholder outside Kenya should dial the helpline number or email **digital@candrgroup.co.ke** to be assisted to register.
3. Confirmation of attendance for the AGM opens on **Thursday May 2, 2024 at 8:00am** (Kenya time) and will close on **Wednesday May 15, 2024 at 12:00noon** (Kenya time). Shareholders will not be able to confirm attendance after Wednesday May 15, 2024 at 12:00noon.
4. In accordance with Section 283 (3) of the Companies Act, 2015, the following documents may be viewed on the Company’s website **www.absabank.co.ke** i) a copy of this Notice and the proxy form; ii) the Company’s Integrated Report together with the audited financial statements for the year 2023.

5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- (i) Using the sms/email link to the event provided; or
- (ii) Dialling the USSD code ***483*072#** and following the menu prompts to the “Ask Questions” menu option and entering their question as a text message
- (iii) Sending their written questions by email to **digital@candrgroup.co.ke**; or
- (iv) To the extent possible, physically delivering their written questions with a return postal address or email address to the registered office of the Company at Absa Headquarters, Waiyaki Way, Nairobi or to Custody and Registrars Services offices at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue; or
- (v) Sending their written questions with a return postal address or email address by registered post to the Company’s address at P.O. Box 30120-00100 Nairobi.

Written Questions

Shareholders must provide their full details (full names, ID/Passport Number, Shares or CDSC Account Number) when submitting their questions and clarifications by email, post or delivery. All written questions and clarifications must reach the Company on or before **Tuesday May 14, 2024 at 10:00am**. Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return postal address or email address provided by the shareholder, no later than 12 hours before the start of the general meeting.

Questions via the AGM portal

Shareholders will be able to ask questions on the virtual AGM platform up to and during the AGM using the online portal or the USSD code.

Live Questions during the AGM

There will be opportunity provided for shareholders to virtually join the AGM to ask their questions during the meeting. Shareholders wishing to ask their questions live during the AGM can join the meeting room during the AGM (by selecting the “Join AGM Meeting Room” tab at the bottom of the live stream display window). In the meeting room shareholders can continue watching the AGM broadcast and either i) select “raise hand” option on their screen to request an opportunity to ask their questions live to the Board or ii) enter their questions in the live chat to be read out to the Board during the AGM.

Shareholders should note that it may not be possible to answer all questions during the AGM. A full list of questions received, and the answers thereto will be published on the Company’s website 48 hours after the conclusion of the general meeting.

6. Shareholders will be allowed to vote up to and during the AGM by accessing the sms/email access link for the AGM sent or dialling USSD Code ***483*072#** and following the various prompts regarding the voting process. Voting results will be announced in the meeting prior to the conclusion of the AGM. The voting results will also be published within 48 hours of the conclusion of the meeting on the Company’s website: **www.absabank.co.ke**.

7. In accordance with Section 298(1) 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 but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is available on the Company’s website **www.absabank.co.ke**. Physical copies of the proxy form are also available at the following address: **Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue**. To be valid, the proxy form must be duly completed by the shareholder, or his attorney duly authorized in writing. If the shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to **proxy@candrgroup.co.ke** in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar **not later than 10.00 a.m. on Tuesday May 14, 2024**. The duly completed form must be supported by a copy of ID/ valid Passport of the member and include the ID/Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 4pm on Wednesday May 15, 2024 to allow time to address any issues.

8. The AGM will be accessible to shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS) or an email prompt on their registered mobile number/email address, on the day of the AGM with a link to access the Virtual AGM broadcast, the voting and Q&A tabs, and the virtual meeting room link.

9. Shareholders without internet access can access the Virtual AGM voting menu via USSD ***483*072#**

All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority as abandoned assets on the appointed date.

For any unclaimed dividends, the preferred method of paying dividends which are below Kshs. 200,000 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialling ***483*038#** or contacting the Share Registrar, Custody & Registrars Services Limited.

Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends.

Custody & Registrars Services Ltd (C&R Group)
IKM Place, Tower B, 1st Floor
5th Ngong Avenue, Nairobi
Tel + 254 20 760 8216
Email: **info@candrgroup.co.ke**