

AGM NOTICE

NOTICE IS HEREBY GIVEN that the Forty Seventh Annual General Meeting of the Shareholders of National Bank of Kenya Limited (the "Company") will be held at the Amphitheatre of the Kenyatta International Conference Centre, Harambee Avenue, Nairobi on Friday, 3 June 2016 at 10.00 a.m. to transact the following business:-

1. To read the Notice convening the Meeting.
2. To receive, consider and adopt the Company's audited financial statements for the year ended 31 December 2015 together with the Directors' and Auditors' reports thereon.
3. To note that the Directors do not recommend payment of dividend to shareholders for the year ended 31 December 2015.
4. To elect Directors:-
 - a) In accordance with Article 90 of the Company's Articles of Association, The Managing Trustee, National Social Security Fund retires by rotation as a Director and being eligible offers himself for re-election.
 - b) In accordance with Article 90 of the Company's Articles of Association, Mr. Francis L. Atwoli retires by rotation as Director and being eligible offers himself for re-election.
 - c) Ms. Bertha Joseph Dena having been appointed by the Board as an additional Director in accordance with Article 97 of the Company's Articles of Association subject to receipt of regulatory approvals, retires and being eligible offers herself for re-election as a Director of the Company.
5. To note and authorise payment of Directors' fees.
6. To appoint the Company's Auditors, M/s. Deloitte & Touche, in accordance with Section 159(2) of the Companies Act (Cap.486) and Section 24(1) of the Banking Act (Cap.488). M/s. Deloitte & Touche have indicated their willingness to continue in office.
7. To note the Auditors' remuneration for the year 2015 and authorise the Directors to fix the Auditors' remuneration for the year 2016.
8. To transact any other business of the Annual General Meeting in respect of which notice has been given.

SPECIAL BUSINESS: - To pass the following resolution as a special resolution:

9. That the Directors be and are hereby authorized to exercise powers and options of the Company towards raising additional capital and obtain all the required consents and authorizations from regulators in that regard subject to the provisions of the Articles of Association of the Company and all relevant laws.

By Order of the Board,



Habil A. Waswani
Company Secretary
31 March 2016

Notes:

1. A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. In the case of a member being a limited liability company or corporate body, the form must be completed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
3. The Proxy Form shall be available at the Bank's website www.nationalbank.co.ke, or, the offices of the Company's Share Registrars – Image Registrars Limited, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287-00100, Nairobi.
4. Shareholders who will not be able to attend the Annual General Meeting are requested to complete the proxy form and return:-
 - a) by hand or email to Image Registrars Limited, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287-00100, Nairobi, email: info@image.co.ke, or
 - b) by hand to the Registered Office of the Company.
5. Proxies must be received not less than 48 hours before the meeting i.e. not later than 5.00 p.m. on Tuesday 31 May 2016.
6. In accordance with Article 125 of the Company's Articles of Association a copy of the Audited Financial Statements may be viewed on and obtained from the Company's website www.nationalbank.co.ke or from the Registered Office of the Company. An abridged set of the audited Balance Sheet, Income Statement, Statement of Changes in Equity and Cashflow Statements for year ended 31st December 2015 have been published in two daily newspapers with nationwide circulation.
7. Registration of Members and proxies attending the Annual General Meeting will commence at 7:00 a.m. and will close at 10:00 a.m. Production of a National Identification Card, Passport or other acceptable means of identification and the Member's share certificate or current Central Depository Statement of account for their shares in the Company will be required.