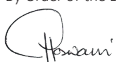


NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Ninth Annual General Meeting of the Shareholders of National Bank of Kenya Limited (“the Company”) will be held at the **Kenyatta International Conference Centre, Amphitheatre Room**, Harambee Avenue, Nairobi, on **Monday, 28th May 2018 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 31st December 2017 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 31st December 2017.
4. To elect Directors of the Company:-
 - a) In accordance with Article 90 of the Company’s Articles of Association, Mr. Mohamed A. Hassan, 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. Joseph K. Kering retires by rotation as Director and being eligible offers himself for re-election.
 - c) In accordance with the provisions of Section 769 of the Companies Act 2015, the following Directors being members of the Company’s Board Audit Committee be elected to continue to serve as members of the said Committee:-
 - i) Mr. Jones M. Nzomo
 - ii) Mr. Joseph K. Kering
 - iii) Ms. Linnet Mirehane
 - iv) The Cabinet Secretary, to the National Treasury
 - v) Mr. Mark J. Obuya
 - iv) The Managing Trustee, National Social Security Fund
5. To approve the Directors’ Remuneration Report for the year ended 31st December 2017 and authorise the Board to fix their remuneration for the year 2018.
6. To re-appoint the Company’s Auditors, M/s. PricewaterhouseCoopers, in accordance with Section 721 of the Companies Act (Act No.17 of 2015) and Section 24(1) of the Banking Act (Cap.488). M/s. PricewaterhouseCoopers have indicated their willingness to continue in office.
7. To note the Auditors’ remuneration for the year 2017 and authorise the Directors to fix the Auditors’ remuneration for the year 2018.
8. To transact any other business of the Annual General Meeting in respect of which notice has been given.

By Order of the Board,



Habil A. Waswani
Company Secretary
28th March 2018

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. Proxy Forms must be received not less than 48 hours before the meeting i.e. not later than 5.00 p.m. on Friday 25th May 2018.
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 2016 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.