

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **9th ANNUAL GENERAL MEETING** of the Shareholders will be held at **KENYATTA INTERNATIONAL CONFERENCE CENTRE LENANA AND ABERDARE ROOMS** on Friday 22nd April 2016 at 10:00 a.m. to transact the following business:

Ordinary Business:

- To receive the Audited Accounts for the year ended 31st December 2015, the Report of the Directors and the Report of the Auditors thereon.
- To approve the payment of a first and final dividend of KShs0.50 per share, subject to withholding tax where applicable, on the issued and paid up capital of the Company and payable to the shareholders registered as at 22nd April 2016. To facilitate payment of the Dividend, the register of members will be closed on 22nd April 2016.
- Resignation, Rotation and Election of Directors in accordance with Article 112 of the Articles of Association:
 - To consider and, if deemed fit, approve the appointment of Mr F.G Mungai as a Director.
 - Mr T.K Muya who retires by rotation and, being eligible, offers himself for re-election.
 - Mr L.S Tiampati who retires by rotation and, being eligible, offers himself for re-election
 - To note that the Managing Director Mr P.M Munyiri will retire with effect from 11th June 2016 upon expiry of his Employment Contract with the Bank.
- To approve the Directors' remuneration for the year ending 31st December 2015.
- To confirm that the auditors, Deloitte and Touché, being qualified for re-appointment, will continue in office in accordance with Section 159 (2) of the Companies Act, Chapter 486 Laws of Kenya (now repealed) and to authorise the Directors to fix the Auditors' remuneration.

6. Special Business:

To consider and, if thought fit, pass the following resolutions:

6.1 ORDINARY RESOLUTIONS

- 6.1.1 THAT** the incorporation of Family Bank (Kenya) Limited as a wholly owned subsidiary of the Company be and is hereby ratified.
- 6.1.2 THAT** the Company be and is hereby authorized to transfer its banking business, assets and liabilities (excluding the excluded assets and liabilities) to Family Bank (Kenya) Limited subject to obtaining all required regulatory and tax approvals and/or exemptions in terms acceptable to the Directors.
- 6.1.3 THAT** any acquisition of subsidiaries in Africa principally undertaking businesses similar to those of the Company and its subsidiaries in accordance with the business strategy of the Company, as approved by the Board from time to time, be and is hereby approved and the Board of the Company be and is hereby authorized to approve the terms of such acquisitions and enter into agreements in order to undertake such acquisitions, subject to obtaining all requisite regulatory approvals.

6.2 SPECIAL RESOLUTIONS

- 6.2.1 THAT** subject to completion of the transfer of banking business, assets and liabilities (excluding the excluded assets and liabilities) occurring ("Completion") the Articles of Association of the Company (deemed to incorporate the objects of the Company by virtue of Section 26 of the Companies Act, 2015) be amended to include the following objects:

"To carry out the business of a non-operating holding company as defined under the Banking Act (Chapter 488, Laws of Kenya)

To co-ordinate the administration of and to provide advisory, administrative management and other services in connection with the activities of any companies which are for the time being subsidiaries of the Company"
- 6.2.2 THAT** subject to Completion of the change of name of the Company from Family Bank Limited to Family Group Public Limited Company be and is hereby approved and confirmed to take effect from the date of Completion.
- 6.2.3 THAT** out of the unissued ordinary shares of the company, the company issue by way of rights to the holders of ordinary shares of the company on the register of members at close of business on 22nd April 2016 upto a maximum of 105,000,000 new shares on such terms, timeline and at such price to be determined by the board following valuation of the company shares provided that fractional shares shall not be considered and the holders of ordinary shares shall not be entitled to fractional certificates or to payments in lieu of them. That this authorization shall expire on 21st April 2021.
- 6.2.4 THAT** the board be and is hereby authorised to offer and allot any rights not taken up and paid in full by the existing shareholders within twenty one days of the close of the offer, to such interested investors by way of private placement as the Board deems fit but on no more favourable terms than those on which it offered to its members.

By order of the Board

Rebecca Mbithi
Company Secretary
Nairobi

31st March, 2016

Notes: A member entitled to attend and vote at this Meeting may appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. The proxy shall be required to be deposited at the Company Secretary office 8th Floor at Family Bank Towers Muindi Mbingu Street Nairobi not less than Forty-eight hours before the time for holding the meeting failing which it shall be invalid. In the case of a corporate body the proxy must be under its common seal. The proxy form is available on the Company's website www.familybank.co.ke.

The full set of audited accounts for the year ended 31st December 2015 is available at the Company's registered office at Family bank Towers 6th Floor or can be downloaded at the website www.familybank.co.ke