

THE COMPANIES ACT 2015 FAMILY BANK LIMITED

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting ('AGM') of Family Bank Limited will be held via electronic communication on Thursday, 27th August 2020, at 9:00 a.m. to conduct the following business:

Ordinary Business:

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To receive, consider and if thought fit, adopt the Integrated Report, the Audited Financial Statements for the year ended 31st December 2019, together with the Chairman's, Directors' and Auditors' reports thereon.
- To declare the interim dividend of KShs. 0.24 per share paid on 12th June 2020, as the final dividend and approve it as the full and final dividend for the year ended 31st December 2019.
- Rotation and Election of Directors in accordance with Article 112 of the Articles of Association:
 - Mr. Lazarus Muema retires by rotation and being eligible, offers himself for re-election as a director of the Company.
 - Mr. Francis Mungai retires by rotation and being eligible, offers himself for re-election as a director of the Company.
- To receive, consider and if thought fit approve the Directors' remuneration for the year ended 31st December 2019.
- To re-appoint PricewaterhouseCoopers (PwC) as auditors of the Company in accordance with Sections 721 and 724 of the Companies Act 2015, and to authorise the Directors' to fix their remuneration.

Special Resolution:

- To consider and if deemed fit, pass the following resolution as a Special Resolution:
 - THAT the Articles of Association of the Company be amended as per the draft amended Articles of Association available on the Company's website www.familybank.co.ke, the changes being to provide for electronic communication to shareholders, electronic shareholders' meetings and to align the Articles of Association to the Companies Act, 2015, the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, as well as best practice.
 - THAT the Board of Directors be and is hereby authorised to take all such actions as are necessary to give effect to the above resolution.
- To consider any other business for which due notice has been received.

Notes:

Due to the ongoing Government of Kenya and public health restrictions on public gatherings, Shareholders will not be able to attend the meeting in person as the AGM shall be held virtually via electronic platforms and Shareholders will be able to register to follow the meeting, vote electronically or by proxy and may ask questions as set out below:

- Family Bank Limited has convened and is conducting this virtual annual general meeting pursuant to a Court Order dated 9th June 2020 issued in HC Comm. Misc. E721 of 2020 Nicholas Alexander Nesbitt and Registrar of Companies allowing all companies in Kenya to hold virtual or hybrid general meetings.
- The following documents may be viewed on the Company's website www.familybank.co.ke (a) a copy of this Notice and the proxy form; (b) the Company's Annual Report and Audited Financial Statements for the year ended 31st December 2019; (c) the proposed amended Articles of Association of the Company.
- Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number *384*042# and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their Share Account Number and the ID/Passport Number which were used to purchase their shares.
- Registration for the AGM opens on Monday 17th August 2020 at 9:00AM and will close on Wednesday 26th August 2020 at 12:00PM. Shareholders will not be able to register after this time.
- For assistance, Shareholders should dial the following helpline numbers: +254 20 7608216 from 9:00 a.m. to 3:00 p.m. during the registration open period. Any Shareholders outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.
- Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> to view the livestream, vote and submit questions. Shareholders without internet access can access the Virtual AGM, vote and submit questions using their log in credentials via USSD *384*042# they will however not be able to view the live stream but will be able to listen in on the ongoing Virtual AGM by dialling a toll free number which will be provided via SMS.
- Shareholders wishing to raise any questions for the AGM may do so prior to the AGM (during the registration open period) or during the AGM by:
 - During the AGM**
 - Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Family Bank Limited AGM; Select Q&A option tab and submit questions in text box provided; or
 - Shareholder accessing Virtual AGM via USSD platform; Dial *384*042# Use the menu prompts to Select option for Q&A and submit their questions (within 160 character limit for sms text).
 - Prior to the AGM**
 - Accessing <https://digital.candrgroup.co.ke>; Select Attend Event; Select Family Bank Limited AGM; Select Q&A option tab and submit their questions in the text box provided; or
 - Shareholder accessing Virtual AGM via USSD platform; Dial *384*042# Use the menu prompts to Select option for Q&A and submit their questions (within 160 character limit for sms text).
 - Sending their written questions by email to digital@candrgroup.co.ke; or
 - To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd (C&R), the AGM Administrators, at 1KM Place, Tower B, 1st Floor, 5th Ngong Avenue or at the Shares Registry Office at Family Bank Towers, 8th Floor.
 - Shareholders sending questions by email or delivering to C&R must provide their full details (full names, Share Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.
 - All questions and clarification must reach C&R or the Shares Registry Office on or before Wednesday 26th August 2020 at 12:00PM.
- Shareholders may vote on the resolutions during the AGM by:
 - Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Family Bank Limited AGM; Select Voting option tab and vote; or
 - Shareholders accessing Virtual AGM via USSD platform; Dial *384*042# Use the menu prompts to Select menu option for Voting and follow the various prompts regarding the voting process.
- Every member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend on his/her behalf. A proxy need not be a Shareholder. A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A form of proxy is available on the company website www.familybank.co.ke. A completed form of proxy should be emailed to proxy@candrgroup.co.ke or delivered to, Shares Registry Office at Family Bank Towers, 8th Floor, or Custody and Registrars Services Ltd, at 1KM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than Tuesday 25th August 2020 at 12:00PM. When nominating a proxy the ID/Passport No, email and/or mobile number details of the proxy must be submitted to facilitate registration. Any proxy registration that is rejected will be communicated to the Shareholders concerned no later than Wednesday 26th August 2020 to allow time to address any issues.
- The Virtual AGM will be accessible to Shareholders and proxies who have duly registered and received the log-in credentials. Duly registered Shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in two hours' time.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Results of the resolutions voted on will be published on the Company's website www.familybank.co.ke within 24 hours following conclusion of the AGM.

Eric K. Murai
Company Secretary
Nairobi

4th August 2020



WhatsApp: +254 701 325 325

@ customerservice@familybank.co.ke

f www.facebook.com/familybankkenya

0703 095 445/ (020) 3252 445

www.familybank.co.ke

www.twitter.com/familybankkenya

Family Bank is regulated by the Central Bank of Kenya.