

THE COMPANIES ACT 2015 FAMILY BANK LIMITED

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 14th Annual General Meeting ('AGM') of Family Bank Limited will be held via electronic communication on Tuesday 29th June 2021, 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 2020, together with the Chairman's, Directors' and Auditors' reports thereon.
- To note that the Board does not declare a dividend for the year ended 31st December 2020.
- Rotation and Election of Directors in accordance with Article 112 of the Articles of Association:
 - Dr. Ruth Waweru, who has served in Board diligently for the last 10 years, retires by rotation and does not offer herself for re-election.
 - Mr. T.K. Muya having attained the age of seventy years retires from office by rotation and, in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, offers himself for re-election as a director of the Company.
 - Ms. Mary Mburu, having been appointed to fill a casual vacancy, retires by rotation and being eligible, offers herself for re-election as a director of the Company.
- To receive, consider and if thought fit approve the Directors' remuneration for the year ending 31st December 2020.
- 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.
- To approve the increase in Authorized Share Capital from Kshs. 1.5 billion divided into 1.5 billion ordinary shares of Kshs. 1.00 each to Kshs. 2.0 billion divided into 2 billion ordinary shares of Kshs. 1.00 each.

Special Resolution

- To consider, and if deemed fit, pass the following resolution as a Special Resolution:
 - To approve the issue of bonus shares at the rate of 1 ordinary share of Kshs. 1.00 each for every 3 ordinary shares held.
- To consider any other business for which due notice has been received.

Eric K. Murai

Company Secretary

Nairobi

31 May 2021

NOTES

- In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, for Family Bank Limited to hold a physical Annual General Meeting (AGM) and has thus called for the virtual AGM as provided for under Article 57A of the Company's Articles of Association.
- Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - Dialling the USSD code *483*251# for Safaricom, Airtel and Telkom mobile telephone networks and following the various prompts regarding the registration; or
 - Send an email request to be registered to familybankagm@image.co.ke
 - Shareholders with email addresses will receive a registration link via email through which they can use to registerIn order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their Share Account Number at hand. For assistance shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 5:00 p.m. from Monday to Friday.
- Registration for the AGM opens on 7th June 2021 at 9:00 am and will close on Saturday 26th June 2021 at 11:00 am. Shareholders will not be able to register after 26th June 2021 at 11:00 am.
- In accordance with Section 283 (2) of the Companies Act, the following documents may be viewed on the Company's website: www.familybank.co.ke (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2020.

The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - sending their written questions by email to familybankagm@image.co.ke; or
 - submitting questions by dialling the USSD Code above and following the prompts; or
 - to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at 8th Floor, Family Bank Towers, Muindi Mbingu Street, or to Image Registrars Limited offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 74145-00200 Nairobi. Shareholders must provide their full details (full names, ID/Passport Number/Share Account Number) when submitting their questions and clarifications.All questions and clarification must reach the Company on or before 27th June 2021 at 11:00 am. Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the general meeting.
- 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 attached to this Notice and is available on the Company's website via this link: www.familybank.co.ke/company-profile/investor-relations. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointer 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 completed form of proxy should be emailed to info@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 27th June 2021 at 11:00a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 27th June 2021 at 11:00a.m at 11:00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 28th June 2021 at 11:00a.m to allow time to address any issues.
- The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. 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 one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts.
- Results of the AGM shall be published on the Company website within 24 hours following conclusion of the AGM.
- Shareholders are encouraged to continuously monitor the Company's website: www.familybank.co.ke for updates relating to the AGM due to the continuous evolving situation with COVID-19 and the Government directives being subject to change. We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by COVID -19.



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Family Bank is regulated by the Central Bank of Kenya.