

FAMILY BANK LIMITED
("THE COMPANY")

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting of Shareholders of the Company will be held on Wednesday 18th October 2023 via electronic media for the purpose of transacting the following business:

1. To table the proxies and note the presence of a quorum;
2. The Company Secretary to read the Notice convening the Meeting;
3. To consider and if thought fit, to pass the following resolutions, as recommended by the Directors:
 - 3.1. THAT the share capital of the Company be increased from the current Kenya Shillings One Billion and Five Hundred Million (Kshs. 1,500,000,000.00) divided into One Billion and Five Hundred Million (1,500,000,000) ordinary shares of Kenya Shillings One (Kshs. 1.00) each to Kenya Shillings Two Billion Three Hundred Million (Kshs. 2,300,000,000.00) divided into Two Billion Three Hundred Million ordinary shares of Kenya Shillings One (Kshs. 1.00) each.
 - 3.2. THAT the Directors be and hereby are authorized to offer and allot up to Eight Hundred Million (800,000,000) ordinary shares of Kenya Shillings One (Kshs. 1.00) each to the shareholders of the Company on a pro rata basis at an offer price and subject to terms and conditions to be determined by the Directors provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the effective date of these resolutions.
 - 3.3. THAT any of the shares not taken up by the shareholders within such period as shall be set by the directors (subject to applicable law) be offered and allotted to such persons as the Board may, in its discretion, determine (subject to applicable law) provided that such shares may not be offered to the third parties on more favourable terms than they were offered to existing shareholders and provided further that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the effective date of these resolutions.
 - 3.4. THAT the Directors be and are hereby authorized to do and effect all acts and things required to give effect to the above resolutions subject always to the Articles of Association of the Company and the applicable law.
4. Any Other Business.

BY ORDER OF THE BOARD

Eric K. Murai

Company Secretary

19th September 2023



Family Bank is regulated by the Central Bank of Kenya

NOTES:

1. Shareholders wishing to participate in the meeting should register for the EGM by doing the following
 - (i) Dialing the USSD code *483*809# for Safaricom, Airtel and Telkom mobile telephone networks and following the various prompts regarding the registration;
 - (ii) Send an email request to be registered to familybankagm@image.co.ke
 - (iii) Shareholders with email addresses will receive a registration link via email through which they can use to register

In order to complete the registration process, shareholders will need to have their ID/Passport Number which were used to purchase their shares and their shares account number.

2. Registration for the EGM opens on 27 September 2023 at 09:00AM and will close on 17 October 2023 at 12 Noon.
3. For assistance, shareholders should dial the following helpline numbers (+254) 709 170 034 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. During the registration open period. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to familybankagm@image.co.ke
4. Shareholders wishing to raise any questions for the EGM may do so by
 - (i) sending their written questions by email to familybankagm@image.co.ke ; or
 - (ii) submitting questions by dialing the USSD Code above and following the prompts: or
 - (iii) 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 clarifications must reach the Company on or before Tuesday 17th October 2023 at 12:00p.m. 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.

5. Shareholders wishing to vote may do so via the USSD *483*809# or on the EGM Platform.

NOTES:

6. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the EGM 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 EGM. A proxy form is attached to this Notice and is available on the Company's website 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. To be valid, the proxy form must be duly completed by the shareholder, or his attorney duly authorized in writing. If the shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) 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 17th October 2023 at 11.00a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 17th October 2023 at 11.00a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 17th October 2023 at 11.00a.m. to allow time to address any issues
7. The EGM will be streamed live to all shareholders who will have registered to participate in the general meeting.
8. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email two hours ahead of the EGM, reminding duly registered shareholders and proxies that the EGM will begin in two hours' time and providing a link to the livestream.
9. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *483*809# or on the EGM Platform.
10. A poll shall be conducted for all the resolutions put forward in the notice.
11. Results of the EGM shall be published on the company's website within 24 hours following conclusion of the EGM.