



IMPORTANT ANNOUNCEMENT

National Bank of Kenya Limited

(Incorporated in Kenya on 19/06/1968 under the repealed Companies Act (CAP.486)
Registration Number C.7763

**The Capital Markets Act
Chapter 485A of the Laws of Kenya; The Capital Markets (Take-overs and Mergers)
Regulations, 2002; and Regulation 19(2) of the Capital Markets (Securities)
(Public Offers, Listing and Disclosures) Regulations, 2002**

CIRCULAR TO SHAREHOLDERS AND INDEPENDENT ADVISOR'S REPORT REGARDING THE TAKE-OVER BID BY KCB GROUP PLC OF UPTO 100% OF THE ORDINARY SHARES OF NATIONAL BANK OF KENYA LIMITED

Reference is made to the earlier Public Notice dated 20th June 2019 upon receipt of the Take-Over Document from the KCB Group Plc ("**KCB**" or "**Offeror**"), where the Directors of National Bank of Kenya Limited ("the Company") informed their Shareholders that in accordance with the Capital Markets (Take-overs and Mergers) Regulations, 2002, the Board of the Company would issue a Circular to Shareholders within fourteen (14) business days, for the purpose of guiding the shareholders to make an informed assessment of the merits and demerits of accepting the Take-Over Offer from KCB.

In this respect the Board is pleased to inform all the Shareholders that the statutory Circular has been prepared. An Independent Advisor's Report has also been completed. The Circular and the Independent Advisor's Report have been uploaded on the Company's website at <https://nationalbank.co.ke>, for use by the Shareholders. The printed copies of the Circular may be obtained from the registered Office of the Company, at National Bank Building, Harambee Avenue, P.O. Box 72866-00200, Nairobi, Kenya or offices of the Company's Share Registrar ("Image Registrars") at 5th Floor Barclays Plaza, Loita Street, Nairobi, Kenya with effect from 15th July 2019.

The Circular prepared by the Board, the Independent Advisor's Report and the Offer Acceptance Forms from KCB will be sent to the Shareholders at their latest registered addresses. Any Shareholder who requires any clarification of administrative nature should feel free to contact the offices of the Company's Share Registrar at 5th Floor Barclays Plaza, Loita Street or the Company's help desk (*Email: callcentre@nationalbank.co.ke*), who will be able to assist with shareholder queries. In case a Shareholder has any doubt as to what action to take, it is recommended that you seek independent professional advice from your stockbroker, investment advisor, accountant, banker, lawyer or other professional advisor.

Further details of the proposed transaction will be issued through the requisite announcements that KCB and the Company will make pursuant to the provisions of the Capital Markets (Take-overs and Mergers) Regulations, 2002 and The Capital Markets (Licensing Requirements) (General) Regulations, 2002.

In the meantime, the shareholders of the Company and the Public, are advised to exercise due caution when dealing in the shares of the Company.

By Order of the Board

Habil A. Waswani
Company Secretary
Date: 9th July 2019

DISCLAIMER: This announcement is for information purposes only. It has been issued with the approval of the Capital Markets Authority pursuant to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002 as amended. As a matter of policy, the Capital Markets Authority assumes no responsibility for the correctness of the statements appearing in this announcement.

Regulated by the Central Bank of Kenya