

# CfC Stanbic Holdings Limited

## Notice of Annual General Meeting

Notice is hereby given that the Fifty-Eighth Annual General Meeting of the Members of CfC Stanbic Holdings Limited will be held on Friday, May 24<sup>th</sup> 2013, at the National Museum, Louis Leakey hall, at 11.00 a.m. to transact the following business:

1. The Secretary to read the notice convening the meeting and confirm the presence of a quorum.
2. To receive and consider the Audited Financial Statements for the year ended 31<sup>st</sup> December 2012 and the Directors' and Auditor's Report thereon.
3. To consider and approve a dividend of KShs 0.73 per share of which an amount of KShs 0.73 per share was paid as an interim dividend to shareholders on 30<sup>th</sup> October 2012.
4. To elect Directors:
  - i) In accordance with Article 110 of the Company's Articles of Association, Mr Fred Ncruba Ojiambo retires by rotation and, being eligible, offers himself for re-election.
  - ii) In accordance with Article 110 of the Company's Articles of Association, Ms Rose Wairimu Kimotho retires by rotation and, being eligible, offers herself for re-election.
  - iii) In accordance with Article 110 of the Company's Articles of Association, Mr Gayling Richard May, a Director who is 70 years of age, retires by rotation. Special Notice has been received by the Company pursuant to Section 142 of the Companies Act (Chapter 486, Laws of Kenya) of the intention to propose the following resolution, in accordance with Section 186(5) of the said Act, to be considered and if thought fit, passed by the Members:

"That Mr Gayling Richard May, a Director who is 70 years of age, be and is hereby re-elected to serve as a Director of the Company until he next comes up for retirement by rotation under the Company's Articles of Association."
  - iv) In accordance with Article 109 of the Company's Articles of Association, Mr Peter Nderitu Gethi, a director appointed to fill a casual vacancy, retires at the dissolution of the meeting and being eligible, offers himself for re-election.
5. To approve the Directors' remuneration for the year ended 31<sup>st</sup> December 2012 as provided in the Financial Statements.
6. To note that Messrs PricewaterhouseCoopers have indicated their willingness to continue in office as the auditors under Section 159(2) of the Companies Act and to authorise the Directors to fix their remuneration.
7. Any other business for which due notice has been given.

### BY ORDER OF THE BOARD

Lillian Mbindyo

Company Secretary

Date: 1<sup>st</sup> March 2013

### NOTE:

1. In accordance with section 136(2) of the Companies Act, every member entitled to attend and vote at the above meeting and any adjournment thereof is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a Member of the Company. A proxy form can be downloaded from the Company's website, [www.cfcstanbicbank.co.ke](http://www.cfcstanbicbank.co.ke), or from the Registered Office of the Company at CfC Stanbic Centre, Chiromo Road, Westlands, Nairobi.
2. Completed proxy forms should be returned to the Company Secretary by delivery to the Registered Office or by post to P.O. Box 72833-00200 Nairobi, to arrive not later than 48 hours before the meeting.
3. In accordance with Article 165 of the Company's Articles of Association, a copy of the Annual Report may be obtained from the website stated above or from the Company Secretary at the Registered Office.
4. Shareholders wishing to receive a proxy form and/or a copy of the Annual Report by e-mail may send a request, quoting their full name and account number, to [registrar@stanbic.com](mailto:registrar@stanbic.com)



CfC  
Stanbic

A member of  
Standard Bank Group

Moving Forward™