



CfC Stanbic

A member of Standard Bank Group

CfC STANBIC HOLDINGS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

RESOLUTIONS TO BE PROPOSED FOR APPROVAL BY SHAREHOLDERS AT

THE EXTRA ORDINARY GENERAL MEETING TO BE HELD ON 19TH DECEMBER, 2011

NOTICE IS GIVEN that an Extraordinary General Meeting of CfC Stanbic Holdings Limited ("the Company") shall be held at CfC Stanbic Chiromo Centre on Monday 19th December, 2011, at 11.00 a.m. for the purpose of considering, and if thought fit, passing the following resolutions:

1. INCREASE IN SHARE CAPITAL

"That the authorized share capital of the Company be and is hereby increased from Kenya Shillings one billion three hundred and sixty-eight million four hundred and twenty-one thousand and fifty-five Shillings (KES 1,368,421,055.00) divided into two hundred and seventy-three million six hundred and eighty-four thousand two hundred and eleven (273,684,211) ordinary shares of Shillings five (KShs. 5/-) each; to Kenya Shillings two billion three hundred and sixty eight million four hundred and twenty one and fifty five (K.Shs.2,368,421,055/=) divided into four hundred and seventy-three million six hundred and eighty-four thousand two hundred and eleven (473,684,211) ordinary shares of Kenya Shillings five (KES 5/-) each, by the creation of two hundred million (200,000,000) new ordinary shares of Kenya Shillings five (K.Shs. 5/=) each to rank pari passu in all respects with the existing ordinary shares of the Company."

2. RIGHTS ISSUE

"That subject to the Company receiving all regulatory approvals, including, but not limited to the approvals of the Capital Markets Authority and the Nairobi Securities Exchange, and the approvals of any other regulatory authority, that:

- (i) the Directors be and are hereby authorised and directed that such number of ordinary shares of two hundred million (200,000,000/=) of KShs 5/= each in the capital of the Company as the Directors may decide on, be offered by way of rights to the holders of ordinary shares in the Company registered at the close of business on such date as shall be determined by the Directors, in such proportion (subject to the articles of association of the Company) to existing ordinary shares held by the shareholders of the Company as the Directors shall determine, and at such price that the Directors shall determine;
- (ii) the Directors be empowered to dispose of the shares not taken up by any shareholders or the shares not issued by reason of fractions of a share being disregarded, as they may consider expedient; and
- (iii) That Directors be and are hereby authorised to issue such shares and pursue the listing of such shares upon issue on the Nairobi Securities Exchange, and to do and effect all acts and things required to give effect to the above Resolutions".

3. CHANGE IN SHARE CAPITAL STRUCTURE

"That after the above increase of share capital, the Articles of Association of the Company be and hereby altered by substituting the following new article for Article 8:

"The share capital of the Company is Kenya Shillings two billion three hundred and sixty eight million four hundred and twenty one and fifty five (K.Shs 2,368,421,055/=) divided into four hundred and seventy-three million six hundred and eighty-four thousand two hundred and eleven (473,684,211) ordinary shares of Shillings five (KES 5/-) each."

By Order of the Board
Company Secretary

Date: 23rd November, 2011

Note: 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. The form of proxy and should be returned to the Company Secretary, P. O. Box 72833-00200 Nairobi, to reach not later than 48 hours before the meeting.