

NOTICE IS HEREBY GIVEN that the 40TH ANNUAL GENERAL MEETING OF THE KENYA COMMERCIAL BANK LIMITED will be held at the Tsavo Ballroom, Kenyatta International conference Centre, Nairobi, on Friday, 6th May, 2011 at 11.00 a.m. when the following business will be transacted, namely:-

To read the notice convening the Meeting and determine if a quorum is present.

- a) Report of the Auditors
To read the Auditors' Report and the Consolidated Financial Statements for the year ended 31st December, 2010.
- b) Report and Financial Statements for the Year ended 31st December, 2010
To receive and consider the Report of the Directors and Consolidated Financial Statements for the year ended 31st December, 2010 together with the auditors' report thereon.
- c) Dividend
To declare a dividend and approve the closure of the Register of Members on 10th May, 2011.
- d) Election of Directors
In accordance with the Article 94 of the Company's Articles of Association, Mr. Joseph Kinyua and Eng. Musa Ndeto, retire by rotation from office as Directors of the Company and, being eligible, offer themselves for re-election respectively.
- ii) Retirement of Director In accordance with the Bank's Board Charter Mrs. Catherine Njima Kimura retires from the Board having served the Board for the maximum eight years.
- e) Remuneration of Directors
To authorize the Board to fix the remuneration of the Directors.
- f) Appointment of Auditors
To appoint Messrs KPMG Kenya, Certified Public Accountants, as the Auditors of the Company in place of Ernst & Young until conclusion of the next Annual General Meeting.
- g) Remuneration of the Auditors
To authorize Directors to fix the remuneration of the Auditors.

To transact any other business which may be properly transacted at an Annual General Meeting.

Dated at Nairobi this 24th Day of February, 2011

By Order of the Board



K.D. Malakwen
Secretary

The full Annual Report and Financial Statements for 2010 is available on the company's website, www.kcbbankgroup.com and any other interested shareholders can collect a printed set of the report from the Bank head office, Kencom house, Moi Avenue, Nairobi, Kenya. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company to be valid. The proxy form attached to the Annual Report and Accounts must be duly completed by a member and must either be lodged at the Registered Office of Company, Kencom House, Moi Avenue, P. O. Box 48400-00100 Nairobi or nearest KCB branch or posted so as to reach the Company Secretary not later than 4th May, 2011 at 11.00am i.e. 48 hours before the time appointed for meeting.

SUMMARY FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

	2010	2009
Net interest income	19,645	14,469
Non-funded income	9,684	8,125
	<u>29,329</u>	<u>22,594</u>

Operating expenses	18,413	15,576
Net allowance for impairment losses	1,118	718
Profit before tax	9,798	6,300
Income tax expense	2,620	2,216
Profit for the year	7,178	4,084
Earnings per share (KShs.)	2.76	1.84

CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER

Assets		
Cash and balances with central banks	26,998	19,871
Balances with other institutions	10,211	9,068
Investments in Government securities	44,246	24,560
Net loans and advances	148,113	122,659
Fixed assets	9,786	9,249
Other assets	12,002	9,371
Total Assets	<u>251,356</u>	<u>194,778</u>
Liabilities		
Deposits	196,975	163,029
Balances due to other banks	11,057	6,668
Other liabilities	4,194	2,511
Total Liabilities	<u>212,226</u>	<u>172,208</u>
Share capital	2,950	2,218
Proposed dividends	3,688	2,218
Reserves	32,492	18,134
Shareholders Equity	<u>39,130</u>	<u>22,570</u>
Total Liabilities and Shareholders Equity	<u>251,356</u>	<u>194,778</u>

