



**NOTICE IS HEREBY GIVEN THAT THERE WILL BE A VIRTUAL
ANNUAL GENERAL MEETING OF CO-OP HOLDINGS CO-OPERATIVE
SOCIETY LIMITED TO BE HELD ON FRIDAY 25TH APRIL 2025,
AT 11.00 A.M.**

AGENDA:

1. Reading of the notice for convening of the Annual General Meeting
2. To receive the Chairman's report.
3. Confirmation of the minutes of the previous Annual General Meeting held on Tuesday, 23rd April 2024.
4. To receive and consider, and, if approved adopt the Audited Annual Report and Financial Statements of the Society for the financial year ended 31st December 2024 together with the Directors' and Auditors' Reports thereon (with the recommended dividend payment).
5. Election of Directors
 - i) Mr. Macloud Malonza, Mr. Michael Muriithi Muthigani (both from Nairobi Region) and Mr. Richard Kimanthi (from Coast Region), being directors appointed under By Law 62 (2) (a) are retiring by rotation pursuant to By Law 76 and being eligible offer themselves for re-election pursuant to By Law 77.

The respective Regions have already nominated them for re election.

- ii) Mr. Simon Memia being a director nominated under By Law 61 (3) to represent Central Region on the Board of Directors of the Society offers himself for election.

Central Region has already nominated him for election.

- iii) Whereas By Law 74 (5) provides "*Other than a directors appointed pursuant to By Law 62 (2) (c), no person shall be eligible to become or remain a Director who has not attained the age of 18 years or has attained the age of 70 years provided that a Director who attains the age of 70 years while in office shall not be required to vacate office until the conclusion of the next following Annual General Meeting and provided further that such Director shall not so vacate office if a resolution is proposed and passed at such meeting to the effect that he should continue in office until the expiration of his term notwithstanding his having attained such age*"; Mr. Julius Sitienei, Mr. Francis Ngone and Mr. Geoffrey M'Nairobi having attained the age of 70 years while in office, the Board of Directors recommends a Resolution to be passed at this Annual General Meeting to allow them to serve to the end of their term.

5. Appointment of Auditors.

6. Transact any other business, which may be properly transacted at an Annual General Meeting



MACLOUD MALONZA - MBS, HSC
CHAIRMAN

Dated: 27th March 2025

Notes:

1. The AGM will be streamed live via a link which shall be provided to all Delegates to participate in the AGM. All Delegates will receive a message via SMS alerting them that they have been successfully registered to attend the Annual General Meeting.
2. Duly registered Delegates will receive a short message service (SMS)/USSD prompt on their registered mobile numbers, 24 hours prior to the start of the AGM acting as a reminder about the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered Delegates that the AGM will begin in an hour's time and providing a link to the livestream.
3. Duly registered Delegates may vote (when prompted) by dialing the USSD code *483*816# for all networks and follow the prompts or via the web platform.
4. Delegates will continuously receive reminder alerts from Image Registrars Limited via SMS or Email to Ask Questions or to vote.

For assistance, Delegates should dial the following helpline number: 0709170037 from 8 a.m. to 5 p.m. on a working day.

5. A copy of this notice and Annual Reports and Accounts may be found in the Co-operative Bank of Kenya Limited website www.co-opbank.co.ke

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

6. Delegates wishing to raise any questions or request clarification regarding the resolutions to be passed at the AGM may do so by:
- (i) Sending their written questions by email to coopholdingsagm@image.co.ke;
 - (ii) Delegates who will have registered to participate in the meeting shall be able to ask questions via sms by dialing the USSD code above and selecting the option (ask Question) on the prompts; or
 - (iii) To the extent possible, physically delivering their written questions providing their names and contact details, including a return postal address, physical address or email address to the Company Secretary, Co-operative Bank House, 2nd Floor, P.O. Box 48231 - 00100 Nairobi or email address cs@co-opbank.co.ke; or
 - (iv) Using the AGM web link
7. Delegates will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.
8. A poll shall be conducted for all the resolutions put forward in the notice.
9. Results of the voting on resolutions at the AGM shall be published within 48 hours following conclusion of the AGM on the Co-operative Bank of Kenya Limited website.