

NOTICE OF TENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting (AGM) of Equity Bank Limited will be held on **Wednesday, 26th March 2014** at **Kenyatta International Conference Centre (KICC) NAIROBI** at **10.00 am** to transact the following business:

1. The Company Secretary to read the notice convening the meeting.
2. To receive, consider and if thought fit, adopt the Annual Report and Audited Financial Statements for the year ended 31st December 2013 together with the Chairman's, Directors' and Auditors' reports thereon.
3. To approve a first and final dividend for the year ended 31st December 2013 of KES 1.50/- per ordinary share of KES 0.50 cents each, subject to withholding tax, where applicable.
4. Election of Directors:
 - a) Mr. Peter Kahara Munga, a director retires by rotation in accordance with Article 100 of the Company's Articles of Association, and having attained the age of seventy years on 5th May 2013 further retires in terms of section 186 (2) of the Companies Act (Cap 486 of the Laws of Kenya) and being eligible, by virtue of a special notice given under section 186 (5), offers himself for re-election as a director.
 - b) Prof. Shem Migot-Adholla, a director retires by rotation in accordance with Article 100 of the Company's Articles of Association, and having attained the age of seventy years on 14th June 2012 further retires in terms of section 186 (2) of the Companies Act (Cap 486 of the Laws of Kenya) and being eligible, by virtue of a special notice given under section 186 (5), offers himself for re-election as a director.
 - c) Mr. Ernest Nzovu, a director retires by rotation in accordance with Article 100 of the Company's Articles of Association, and having attained the age of seventy years on 27th September 2013 further retires in terms of section 186 (2) of the Companies Act (Cap 486 of the Laws of Kenya) and does not offer himself for re-election as a director.
5. To approve the remuneration of the directors for the year ending 31st December 2014.
6. To note that the auditors Messrs Ernst & Young, being eligible and having expressed their willingness, will continue in office in accordance with section 159 of the Companies Act (Cap 486) and to authorize the directors to fix their remuneration.
7. As Special Business, to consider and if thought fit, to pass the following resolution as a Special Resolution:
"To ratify the acquisition of Francis Thuo & Partners Limited by Equity Investment Bank Limited, a wholly owned subsidiary of Equity Investment Services Limited, which in turn is a wholly owned subsidiary of Equity Bank Limited in fulfillment of the requirement of Regulation G.06 (a) of the Fifth Schedule to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002 ("Disclosure Regulations")"
8. Any other business of which notice will have been duly received.

By order of the Board



Mary Wangari Wamae
Company Secretary
P.O. Box 75104 -00200
NAIROBI.

27th February, 2014

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Notes

- 1) 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 or her behalf. A proxy need not be a member of the Company. To be valid, a form of proxy must be duly completed by the member and lodged with the Company Secretary at the Company's Head Office situated at EQUITY CENTRE, 9TH FLOOR, Hospital Road, Upper Hill, Nairobi, not later than 10.00 am on Monday, 24th March 2014, failing which it will be invalid. In the case of a corporate body the proxy must be under its common seal.
- 2) Subject to approval of shareholders, the Board of Directors has resolved to recommend to members at the forthcoming Annual General Meeting a dividend for the year ended 31st December 2013 of KES 1.50/- per share to be paid to shareholders on the register of members of the Company at the close of business on 14th March 2014. The dividend will be paid on or about 25th April 2014.
- 3) The full set of audited financial statements for the year ended 31st December 2013 is available at the Company's registered office at Equity Centre 9th Floor or can be downloaded at the website, www.equitybankgroup.com