

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS OF M ORIENTAL BANK LIMITED ("THE COMPANY") WILL BE HELD ON 3RD OCTOBER 2025 AT 9.30 A.M. AT CHYULLU HILLS, APOLLO CENTRE, RING ROAD, WESTLANDS, NAIROBI TO CONDUCT THE FOLLOWING BUSINESS: -

1. To read the Notice Convening the Meeting, table the proxies received, note presence of a quorum and record apologies.

SPECIAL BUSINESS

2. To consider and if thought fit, to pass the following special resolutions, as recommended by the Directors.
 - 2.1. **THAT** the authorized share capital of the Company be increased from Kenya Shillings Three Billion Five Hundred Million (Kshs. 3,500,000,000.00) divided into One Hundred and Seventy-Five Million (175,000,000) ordinary shares of Kenya Shillings Twenty (Kshs. 20.00) each to Kenya Shillings Four Billion Five Hundred Million (Kshs. 4,500,000,000.00) divided into Two Hundred and Twenty-Five Million (225,000,000) ordinary shares of Kenya Shillings Twenty (Kshs. 20.00) each.
 - 2.2. **THAT**, pursuant to Section 329 of the Companies Act, 2015, the Company's Articles of Association, and subject to compliance with all applicable laws and regulatory requirements, the Directors be and are hereby authorized to:
 - i. Allot and issue, within a maximum period of five (5) years from the date of this resolution, Ninety-Nine Million, Nine Hundred and Ninety-Nine Thousand, Nine Hundred and Eighty shares (99,999,980) ordinary shares at such price (including any premium) as the Directors may determine, subject to compliance with all applicable laws and regulatory requirements;
 - ii. Do all such acts and actions as may be required in connection with the allotment and issue of such Ordinary Shares, including but not limited to:
 - a) Determining the terms and conditions of allotment;
 - b) Causing the newly allotted shares to be entered into the Company's Register of Members; and
 - c) Filling all necessary resolutions and returns with the Registrar of Companies and other relevant Regulatory authorities.
 - 2.3. **THAT**, pursuant to Section 348 of the Companies Act, 2015 and the Company's Articles of Association, the Shareholders hereby waive their pre-emption rights under Section 338 of the Companies Act, 2015 and the Company's Articles of Association, in respect of the new Ordinary Shares to be issued under resolution 2.2, and authorize the Directors to allot and issue such Ordinary Shares, subject always to compliance with all applicable laws and regulatory requirements.
 - 2.4. **THAT** the Directors be and are hereby authorized to do and effect all acts and things required to give effect to the above resolutions subject always to the Articles of Association of the Company and the applicable Law.

**By Order of the Board,
For and On Behalf of M Oriental Bank Limited**

**Anne Otunga
Company Secretary**

Dated: 12th September 2025

Note:

1. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies (who need not be members) to attend and vote in his stead. Proxy forms must be received at the Head Office of the Company, **Finance House, Koinange Street, Nairobi, P.O BOX 44080-00100, Nairobi** not later than 48 hours before the time of holding the meeting.