

3rd November 2017

TO: All Shareholders
Spire Bank Limited
NAIROBI

Dear Sirs,

SPIRE BANK LIMITED - EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that in accordance with Section 281 (2) (b) of the Companies Act, 2015, an Extra-ordinary General Meeting of Spire Bank Limited ("the Bank") will be held in the Board Room of Spire Bank Limited, 9th Floor, Mwalimu Towers, Hill Lane, Upper Hill, Nairobi, on **Monday, 27th November 2017 at 2.00 p.m.** to transact the following business:

AGENDA:

1. CONSTITUTION OF THE MEETING:

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

2. RESOLUTIONS:

To consider and if thought fit, pass the following resolutions:

- i) That the authorized share capital of the Bank be increased from Kenya Shillings Four Billion Eight Hundred and Twenty Five Million (Kshs 4,825,000,000/-) to Kenya Shillings Five Billion Three Hundred and Twenty Five Million (Kshs 5,325,000,000/-) by the creation of an additional One Hundred Million (100,000,000) ordinary shares of Kenya Shillings Five (Kshs 5/-) each, such shares to rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company.
- ii) That the allotment of 100,000,000 ordinary shares in the capital of the Bank at par value, to Equatorial Commercial Holding Limited and any other shareholder who may subscribe for the new shares aforementioned, be and is hereby ratified and confirmed.
- iii) That the Company Secretary be and is hereby authorized and instructed to file all relevant statutory forms with Registrar of Companies in relation to the

recommended increase of the Share Capital as noted above and to carry out all necessary notations arising therefrom in the Company's corporate records.

IMPORTANT NOTICE TO SHAREHOLDERS:

Any Member who wishes to subscribe for shares in the Bank should notify the Bank of the same by writing to the Company Secretary, Spire Bank Limited, 9th Floor, Mwalimu Towers, Hill Lane, Upper Hill, Nairobi, P.O Box 52467 00200 GPO, Nairobi, such communication to arrive not later than 1400 hours on 25th November 2017. The subscription price is Kenya Shillings five (K.Shs. 5/=) per share and shares will be allotted in proportion to a Member's shareholding.

BY ORDER OF THE BOARD



GEORGE ODETE
COMPANY SECRETARY

Notes:

1. A member entitled to attend and vote at the Meeting, but 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.
2. To be valid, a proxy form must be completed and signed by the Member and must be deposited with the office of the Company Secretary, Spire Bank Limited, 9th Floor, Mwalimu Towers, Upper Hill, Nairobi, P.O Box 52467 00200 GPO, Nairobi, to arrive not later than 48 hours before the Meeting or any adjournment thereof.
3. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such Corporation or Government Office.