EQUITY Bank • Your Listening, Caring Partner

Notice of Ninth Annual General Meeting

Notice is hereby given that the Ninth Annual General Meeting (AGM) of Equity Bank Limited will be held on Wednesday, 27th March, 2013 at **Kenyatta International Conference Centre (KICC)** Nairobi, Kenya from **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 2012 together with the Chairman's, Directors' and Auditors' reports thereon.

3. To approve a first and final dividend for the year ended 31st December 2012 of KES 1.25/- per ordinary share of KES 0.50/- each, subject to withholding tax, where applicable.

4. To elect directors:

   a) Mr. Benson Wairegi retires by rotation in accordance with Article 100 of the Company's Articles of Association and being eligible, offers himself for re-election as a director;

   b) Mr. Fredrick Muchoki retires by rotation in accordance with Article 100 of the Company's Articles of Association and being eligible, offers himself for re-election as a director;

   c) Mr. Temitope Lawani retires by rotation in accordance with Article 100 of the Company's Articles of Association and being eligible, offers himself for re-election as a director.

5. To approve the remuneration of directors for the year ending 31st December 2013.

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 (Chapter 486 of the Laws of Kenya) and to authorize the directors to fix their remuneration.

7. As Special Business to consider, and if thought fit, to pass the following resolutions:

   Amendment of the Articles of Association of the Company:

   Special Resolution

   To consider and if thought fit to pass the following Special Resolution:

   "That Articles 34A and 34B of the Articles of Association of the Company be and are hereby deleted in their entirety; Articles 104, 105, 126 and 138 of the Articles of Association of the Company be and are hereby amended as indicated below; that Article 128 of the Articles of Association of the Company be and is hereby deleted in its entirety and replaced with a new article as indicated below.

Proceedings of Directors

Article 104 of the Company be and is hereby amended by inserting the words 'including by sending it by electronic means to an address for the time being notified to the Company by the Director for purposes of communication with the Company (the "e-mail address") or by making it available on an official Company website or such other website as may be prescribed for such purpose. Where a notice is made available on a website, directors shall be notified through electronic means of the fact that the notice has been made available on the website, the address of the website and the place on the website where the document or information may be accessed and how it may be accessed. Any notice served on a Director by electronic means shall be deemed to have been received on the day it is sent and where it is made available on a website, it is deemed to have been received when it was made available on the website or on the date on which the notification of its being made available on the website is deemed to have been received whichever is later.' immediately following the word "notices" the first time it appears in the fourteenth line and deleting the words 'but notices to Directors not resident in Kenya shall be sent by international courier to the director's usual place of business and shall be deemed to have been received by the Director when delivered to such address. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from Kenya.'

Article 105 of the Articles of Association of the Company be and is hereby amended by inserting the following sentence 'Directors may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations or by any communication equipment which allows all persons participating in the meeting to speak with and hear each other. A Director shall be deemed to be present at any Board or Committee meeting conducted by way of such communication equipment. A resolution passed at any meeting held in this manner, shall be valid and effectual as if it had been passed a meeting at which Directors are physically present.' in the second line after the first sentence and deleting the sentence immediately following which states 'A Director shall be deemed to be present at any Board or committee meeting if he is able to hear and understand all of the proceedings of the meeting and be heard by all present by way of a telephone or other suitable means of communication and such Director indicates his willingness for the meeting to proceed on that basis.'

Dividends

Article 126 of the Articles of Association of the Company be and is hereby amended by inserting the words 'through electronic funds transfer, including but not limited to, real time gross settlement, and mobile money transfer or" immediately following the word "paid" in the first line and further by inserting the words "electronic funds transfer" immediately following the word 'such' in the fifth line.

Untraced members/Dormant accounts

Article 128 of the Articles of Association of the Company which reads 'Any dividend unclaimed for a period of more than Twelve years from the date of the declaration thereof may at any time thereafter be forfeited by resolution of the Directors' be and is hereby deleted in its entirety and replaced by the following article:

"The Company may pursuant to and in accordance with the provisions of the Unclaimed Financial Assets Act (Act number 40 of 2011) ("**UFA Act**") by resolution of the Directors transfer to the Unclaimed Financial Assets Authority ("**UFA Authority**") any financial assets issued by or held by the Company. To give effect to any such transfer, the Directors may appoint any person to execute as transferor an instrument of transfer of such financial asset and the instrument of transfer shall be as effective as if it had been executed by the owner of or the person entitled by transmission to such financial assets. For purposes of this article, the term "unclaimed financial assets" shall have the meaning attributed to it in the UFA Act which is assets that:

(a) have been presumed abandoned and have become unclaimed assets under the provisions of the UFA Act;

(b) have been transferred to the Authority as unclaimed assets under this UFA Act;

(c) have been deemed under any other law to be unclaimed assets and payable to the UFA Authority, and includes all income, dividend or interest thereon but excludes any lawful charges thereon."

Service of Notices, Documents and Information

Article 138 of the Articles of Association of the Company be and is hereby amended by deleting clause 138.2 (a) which reads "that member has agreed (generally or specifically) that the document or information may be sent or supplied to him in that manner and has not revoked that agreement" in its entirety and deleting the numbering "(b)" of Article 138.2 (b).'

By order of the Board

Mary Wangari Wamae

Company Secretary

P.O. Box 75104 -00200

Nairobi

KENYA

28th February 2013

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**, Upper Hill, Nairobi, not later than 10.00 am on Monday **25th March 2013** 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 2012 of KES 1.25/- per share to be paid to shareholders on the register of members of the Company at the close of business on **15th March 2013**. The dividend will be paid on or about **26th April 2013**.