

NOTICE OF THE ANNUAL GENERAL MEEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE CROWNE PLAZA HOTEL NAIROBI ON WEDNESDAY, 25TH JULY 2018, AT 12.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:-

AGENDA

ORDINARY BUSINESS

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To confirm the minutes of the Twenty Fifth Annual General Meeting held on the 27th July 2017.
4. To receive, consider and, if approved, adopt the Audited Accounts of the Company for the year ended 31st December 2017, together with the Directors` and Auditors` report thereon.
5. To authorize the board to fix the Directors` remuneration.
6. To elect Directors :
 - a) Dr. Raymond O. Omollo retires from the Board by rotation in accordance with Article 112 as read with Article 114 of the Articles of Association, and being eligible, offers himself for re-election.
 - b) Mr. Joseph Kipketer Koskey retires from the Board by rotation in accordance with Article 112 as read with Article 114 of the Articles of Association, and being eligible, offers himself for re-election.
7. To appoint Ernst & Young, as auditors of the Company pursuant to Section 721 (1) & (2) of the Companies Act, 2015, and to authorize the Directors to fix the auditors` remuneration for 2018

SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS.

- a) That the share capital of the Company be increased from Kenya Shillings Two Billion Seven Hundred Million (KSH. 2,700,000,000.00) divided into Fifty Five Million (55,000,000) Ordinary Shares of Kenya Shillings Twenty (KSH.20.00) each and Eighty Million (80,000,000) non-

cumulative non-redeemable preference shares of Kenya Shillings Twenty (KSH.20.00) each to Kenya Shillings Three Billion Two Hundred Million (KSH. 3,200,000,000.00) divided into Eighty Million (80,000,000) Ordinary Shares of Kenya Shillings Twenty (KSH.20.00) each and Eighty Million (80,000,000) non-cumulative non-redeemable preference shares of Kenya Shillings Twenty (KSH.20.00) each by the creation thereto of Twenty Fifty Five Million (25,000,000) Ordinary Shares of Kenya Shillings Twenty (KSH.20.00) each ranking pari passu with the existing ordinary shares.

- b) That, in accordance with Article 53 of the Company's Articles of Association, the Company allots and issues Twenty Five Million (25,000,000) ordinary shares to the National Treasury in consideration of Kenya Shillings Five Hundred Million (KSHs.500,000,000.00) already received by the Company and that such sum shall be deemed to be payment in full for the shares so allotted and such shares to rank pari passu with the existing issued ordinary shares of the Company.
 - c) That the Company's Board of Directors be and is hereby instructed and authorized to take all such actions as are necessary to give effect to the resolutions above.
9. To transact any other business that may be transacted at the Annual General Meeting.

Dated at Nairobi this 2nd day of July 2018

BY ORDER OF THE BOARD



WAKONYO IGERIA
Company Secretary

NB: In accordance with Section 298 as read with Section 299(1) of the Companies Act No.17 of 2015, a member is entitled to appoint a proxy to exercise all or any of the member's rights to attend and to speak and vote at the meeting. A member that has a share capital may appoint more than one proxy for the meeting provided each proxy is appointed to exercise the rights attached to a different share or different shares held by the member. A proxy form is provided with this Notice. The form of proxy should be returned to the Company Secretary, at P.O BOX 51133 00200, Nairobi, to arrive not later than 48hours before the meeting.