

## NOTICE OF THE 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth Annual General Meeting (AGM) of Equity Group Holdings Limited will be held on 23<sup>rd</sup> May 2017 at the Safari Park Hotel NAIROBI, KENYA at 10:00 am:

### AGENDA

#### 1. CONSTITUTION OF THE MEETING

The Company Secretary to read the notice convening the meeting and determine if a quorum is present.

#### 2. ORDINARY BUSINESS

##### i. Report of the Auditors and Consolidated Financial Statements for the financial year ended 31st December, 2016

To receive, consider and if thought fit, adopt the Annual Report, Audited Financial Statements and Directors' Remuneration Report for the year ended 31st December, 2016, together with the Chairman's, Directors' and Auditors' reports thereon.

##### ii. Declaration of Dividend

To declare a first and final dividend for the year ended 31st December, 2016, of Kshs 2.00, payable on or about the 23<sup>rd</sup> June, 2017, net of withholding tax, to shareholders on the Register as of the close of business on 5th May, 2017.

##### iii. Remuneration of Directors

To confirm the remuneration of the Directors for the year ended 31st December, 2016.

##### iv. Election of Directors

- Dr. Peter Kahara Munga, a Director, having attained the age of seventy years retires from office in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and offers himself for re-election;
- Mr. David Ansell, a Director, having attained the age of seventy years retires in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and offers himself for re-election;
- Dr. Helen Gichohi retires by rotation in accordance with Article 100 of the Company's Articles of Association and being eligible, offers herself for re-election as a Director;
- Mr. Adil Papat retires by rotation in accordance with Article 100 of the Company's Articles of Association and does not offer himself for re-election.

##### v. Appointment and Remuneration of Auditors

To appoint new auditors in accordance with section 721 (2) of the Companies Act, No. 17 of 2015 and to authorize the Directors to fix their remuneration. The Directors are proposing the appointment of PricewaterhouseCoopers (PWC) as the new auditors of the Company. The Company's external auditors Ernst & Young (EY) have retired by rotation.

#### 3. SPECIAL BUSINESS

##### Special Resolution

To consider and if found fit, to pass the following resolution as a special resolution:

- That the name of the Company be and is hereby changed from "Equity Group Holdings Limited" to "Equity Group Holdings Plc", with effect from the date set out in the Certificate of Change of Name issued in that regard by the Registrar of Companies.

#### 4. ANY OTHER BUSINESS

To transact any other business that may legally be transacted at an Annual General Meeting.

#### BY ORDER OF THE BOARD



Mary Wangari Wamae

Company Secretary

P.O. BOX 75104-00200

NAIROBI.

21<sup>st</sup> April, 2017

#### Notes

- 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 12 noon on Saturday 20th May, 2017, failing which it will be invalid. In the case of a corporate body, the proxy must be under its common seal.
- 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, 2016 of Kshs 2.00 per share to be paid to shareholders on the register of members of the Company at the close of business on 5th May, 2017. The dividend will be paid on or about 23<sup>rd</sup> June, 2017.
- The full set of the audited financial statements for the year ended 31st December, 2016 is available at the Company's registered office at Equity Centre, 9th Floor, or can be downloaded from the website, [www.equitygroup Holdings.com](http://www.equitygroup Holdings.com).