

YOUR REFERENCE:

OUR REFERENCE:

DATE:

**KNK/VNM/HO/139/1**

**21 April 2017**

**I&M Holdings Limited**

**Notice of the Annual General Meeting**

**Notice is hereby given that the Sixty Fifth Annual General Meeting of the shareholders of I& M Holdings Limited will be held at The Sarova Panafric Hotel, Nairobi, on Thursday 25<sup>th</sup> May, 2017 at 10.00a.m for the following purposes.**

**A: ORDINARY BUSINESS**

1. To receive the Group's audited financial statements for the year ended 31<sup>st</sup> December, 2016 together with the Chairman's, Directors' and Auditors' reports thereon.
2. To approve the Directors' remuneration as provided in the accounts for the year ended 31st December, 2016.
3. To approve payment of a first and final dividend of KShs 3.50 per share amounting to KShs 1,446,918,792 for the year ended 31 December 2016. A dividend of Kshs 3.50 per share amounting to KShs 1,373,267,137 in respect of the year ended 31 December 2015 was paid on the 23 May 2016.

The dividend will be paid to the shareholders in the Company's Register of Members at the close of business on 5<sup>th</sup> May 2017 and will be paid on or around 25<sup>th</sup> May 2017.

4. To re-elect Directors:
  - (i) In accordance with Article No. 112 of the Company's Articles of Association, Mr. Daniel Ndonge, retires by rotation and being eligible offers himself for re-election.
  - (ii) In accordance with Article No. 112 of the Company's Articles of Association, Mr. Michael Turner, retires by rotation and being eligible offers himself for re-election.
5. Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Daniel Ndonge, Mr. Sarit S Raja Shah and Mr. Michael Turner, being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee.
6. To note the resignation of Mr. Damien Braud as a director of the Company with effect from 30<sup>th</sup> September 2016.
7. To note that the auditors Messrs. KPMG Kenya Certified Public Accountants (K), having expressed their willingness, continue in office in accordance with section 721 (2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.

**B: SPECIAL BUSINESS**

8. To consider and, if though fit, to pass the following resolution as a Special Resolution;

**Change of Company Name**

THAT the name of the Company be and is hereby changed from "I&M Holdings Limited" to "**I&M Holdings Plc**" with effect from the date to be set out in the Certificate of Change of Name to be issued in that regard by the Registrar of Companies".

**By Order of the Board**



**Virginia Ndunge**  
Company Secretary  
P.O Box 40111 -00100 GPO  
Nairobi

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

**Note:**

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. To be valid, proxy forms must be deposited at the Registered Office of the Company or send to the Company Secretary not less than 48 hours before the appointed time of the meeting.

**I&M HOLDINGS IMITED**

**TO: The Company Secretary,  
P.O. Box 40111-00100 GPO  
NAIROBI**

**PROXY FORM**

I/We .....

of .....

being a member/members of the above Company,.....

hereby appoint .....

of .....

or failing him .....

of .....

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **25<sup>th</sup> May, 2017** and at any adjournment thereof.

Signed/Sealed this ..... Day of ....., 2017

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**NOTE:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead and a proxy need not be a member of the Company.
2. In case of a member being a limited Company this proxy form should be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. Proxies must be in the hands of the Secretary not later than 48 hours before the meeting.