

# ZENITH SECRETARIAL SERVICES

## COMPANY SECRETARIES

Our Ref: 017/COMM/Z001/020/BK

Date: 17<sup>th</sup> April, 2018

### I&M HOLDINGS LIMITED

#### Notice of the Annual General Meeting

Notice is hereby given that the Sixty Sixth Annual General Meeting of the Shareholders of I&M Holdings Limited will be held at The Azure Hotel, Nairobi on Thursday 24<sup>th</sup> May, 2018 at 10.00 a.m. for the following purposes.

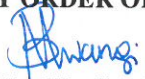
#### A. ORDINARY BUSINESS

1. To receive the Group's audited financial statements for the year ended 31<sup>st</sup> December 2017 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 31<sup>st</sup> December, 2017.
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<sup>st</sup> December 2017. A dividend of Kshs. 3.50 per share amounting to Kshs. 1,446,918,792 in respect of the year ended 31<sup>st</sup> December 2016 was paid on the 25<sup>th</sup> May 2017.

The dividend will be paid to the shareholders in the Company's Register of Members at the close of business on 30<sup>th</sup> April 2018 and will be paid on or around 24<sup>th</sup> May 2018.

4. To re-elect directors:
  - i. In accordance with Article No. 112 of the Company's Articles of Association Mr. Suresh Bhagwanji Raja Shah, 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. Sarit S Raja Shah, 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 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 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.
7. To transact any other business which may be properly transacted at an Annual General Meeting.

#### BY ORDER OF THE BOARD

  
**Bilha Wanjiru Mwangi**  
Company Secretary,  
P.O. Box 19500-00100,  
Nairobi.

17<sup>th</sup> April, 2018

#### 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 LIMITED**

**TO: The Company Secretary,  
P.O. Box 19500-00100,  
NAIROBI.**

**PROXY FORM**

I/We .....  
of .....  
being a member/members of the above Company, .....  
hereby appoint .....  
of .....  
or failing him/her .....  
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 **24<sup>th</sup> May, 2018** and at any adjournment thereof.

Signed/Sealed this ..... Day of ....., 2018  
.....  
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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.