



# NOTICE OF THE ANNUAL GENERAL MEETING

Friday, 29th April 2022

Notice is hereby given that the Seventieth Annual General Meeting of the Shareholders of I&M Group Plc will be held via electronic communication on 26th May, 2022 at 10.00 a.m. for purposes of transacting the business set out below.

The Company will conduct the virtual Annual General Meeting in accordance with Article 66A of its Articles of Association. Shareholders will be able to register for, access information pertaining to the Integrated Report, Audited Financial Statements of I&M Group PLC for the year ending 31 December, 2021 and the proposed resolutions, follow the meeting in the manner detailed below and vote electronically or by proxy. Shareholders may ask questions in advance of the meeting as detailed below:

## A. ORDINARY BUSINESS

- To receive the Group's audited financial statements for the year ended 31 December, 2021 together with the Chairman's, Directors' and Auditors' reports thereon.
- To approve the Directors' remuneration as provided in the accounts for the year ended 31 December 2021.
- To approve payment of a first and final dividend of Kshs. 1.50 per share amounting to Kshs. 2,480,432,214 for the year ended 31 December 2021. The dividend will be payable to the shareholders in the Company's Register of Members at the close of business on Thursday, 21st April 2022 and will be paid on or around Thursday, 26th May 2022.
- To re-elect directors:
  - In accordance with Article 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. Daniel Ndonye, having attained the age of 70 years retires and offers himself for re-election.
  - In accordance with Article 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. S B R Shah having attained the age of 70 years retires and offers himself for re-election.
  - 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.
  - In accordance with Article No. 112 of the Company's Articles of Association Dr. Alice Nyambura Koigi, retires by rotation and being eligible offers herself for re-election.
  - In accordance with Article No. 112 of the Company's Articles of Association Ms. Rose Wanjiru Kinuthia, retires by rotation and being eligible offers herself for re-election.
- Pursuant to the provisions of Section 769 of the Companies Act, 2015, Ms. Rose Wanjiru Kinuthia, Mr. Michael Turner, Dr. Alice Nyambura Koigi and Mr. Allan Christopher Michael Low being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee.
- 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

- Amendment of the Articles of Association**

To consider and if thought fit to pass the following resolutions as **SPECIAL RESOLUTIONS**:

  - THAT, the new Articles of Association (a copy of which were tabled at the meeting) be and are hereby adopted as the Articles of Association of the Company in complete substitution for, and to the exclusion of, the Company's existing Articles of Association, including any provisions contained in the Company's memorandum of association that were automatically deemed to form part of the Company's existing articles under section 26 of the Companies Act, 2015.
  - THAT, the Company Secretary or any other person authorised by the board of directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.
- 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 51922-00100,  
Nairobi.

Friday, 29th April 2022

## Notes

- The Companies Act, 2015 was amended to permit companies to convene and conduct virtual general meetings. In this respect, I&M Group Plc amended its Articles of Association accordingly. I&M Group PLC has convened and is conducting this virtual Annual General Meeting in accordance with Article 66A of its Articles of Association. Shareholders wishing to participate in the meeting should register using either of the following:
  - Through the web portal**

By logging onto <https://escrowagm.com/imbank/login.aspx> and filling in the registration form. In order to complete the registration

process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC or Share Account Number at hand. For assistance shareholders should dial the following helpline number: (+254) 710 888 000 between 9:00 a.m. to 4:00 p.m. from Monday to Friday.

## b. Unstructured Supplementary Service Data (USSD)

By dialing \*483\*560# and following the prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC or Share Account Number at hand. For assistance shareholders should dial the following helpline number: (+254) 710 888 000 between 9:00 a.m. to 4:00 p.m. from Monday to Friday. The USSD service cost will be borne by the Company.

- Registration for the AGM opens on Wednesday 18th May, 2022 at 8:00 am and shall remain open to any Shareholder wishing to participate in the meeting.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website at <https://www.imbankgroup.com/investor-relations>
  - A copy of this Notice and the proxy form; and
  - The Company's Integrated Report and Audited Financial Statements for the year 2021.
  - New Articles of Association of the Company
  - Explanatory notes for special resolutions to be passed at the annual general meeting
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - Sending their written questions by email to [Investor-Relations@imgroup-plc.com](mailto:Investor-Relations@imgroup-plc.com) or
  - To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at 1 Park Avenue, First Parklands Avenue, P.O. Box 30238-00100, Nairobi or to CDSC Registrars Limited's offices at 1st Floor, Occidental Plaza, Westlands, Nairobi; or
  - Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 30238 -00100 Nairobi.
  - Shareholders must provide their full details (full names, ID/Passport Number/CDSC or Share Account Number) when submitting their questions and clarifications.
  - All questions and clarification must reach the Company on or before 23rd May, 2022 at 5:00pm.
  - Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the

return physical address or email address provided by the Shareholder no later than 24 hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Company's website no later than 24 hours before the start of the general meeting.

- In accordance with Section 298 (1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company's website via this link: <https://www.imbankgroup.com/investor-relations>. Physical copies of the proxy form are also available at the following address: CDSC Registrars Limited's offices at 1st Floor, Occidental Plaza, Westlands, Nairobi.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to [eagm@cdscregistrars.com](mailto:eagm@cdscregistrars.com) or delivered to CDSC Registrars Limited's offices at 1st Floor, Occidental Plaza, Westlands, P.O. Box 6341- 001000 Nairobi, so as to be received no later than 24th May 2022 at 5:00 p.m. Any shareholder appointing a proxy must provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 25th May, 2022 to allow time to address any issues.

- All proxies should register using either the web portal or USSD. When registering, the proxy will be required to use their identity card/Passport Number. For further assistance, Proxies may call CDSC Registrars Limited on +254 710 888 000.
- The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies shall be able to join the meeting either by logging into the system using their registration credentials or following proceedings on the link to be shared.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) for resolutions on a panel provided next to the live stream screen or via the USSD prompts.
- Results of the AGM shall be published within 24 hours following conclusion of the AGM. The results will also be available on the web portal and summarized results on the USSD menu.