

# I&M GROUP PLC

## Notice of General Meeting

NOTICE IS HEREBY GIVEN to the shareholders of I&M Group PLC ("the Company") that in accordance with the Company's Articles of Association a **General Meeting** of the Company will be held via electronic communication on **Tuesday, 10th December 2024 at 10:00 a.m.** for the purposes of transacting the business set out below.

The Company will conduct the virtual General Meeting in accordance with Article 56 of its Articles of Association. Shareholders will be able to register for, access information pertaining to 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.

### AGENDA

- To table the proxies and note presence of a quorum.
- To read the notice convening the meeting.
- SPECIAL BUSINESS**

To pass the following resolutions as **ORDINARY RESOLUTIONS**:

- Authority to allot shares**  
THAT in accordance with Section 329 of the Companies Act, 2015, the directors of the Company be generally and unconditionally authorised, to allot up to 86,500,000 new ordinary shares of KES 1.00 each in the Company **provided that** this authority shall, unless renewed, varied, or revoked by the Company, expire on 31st December, 2025.
- Increase in share capital**  
THAT pursuant to the authority to allot shares granted by resolution 1 above (*Authority to allot shares*) the nominal share capital of the Company be increased by the issue and allotment of such number of additional shares not to exceed 86,500,000 new ordinary shares of KES 1.00 each in the Company to rank pari passu in all respects with the existing ordinary shares of the Company.

- Subscription of up to Eighty Six Million Five Hundred Thousand (86,500,000) new ordinary shares in the Company by East Africa Growth Holding**  
THAT subject to and conditional upon the receipt of the requisite regulatory approvals from the Capital Markets Authority and the Nairobi Securities Exchange, the subscription by East Africa Growth Holding of up to 86,500,000 new ordinary shares of KES 1.00 each in the Company, in accordance to the terms and conditions set out in the share subscription agreement dated 16th October 2024 ("**the Share Subscription Agreement**") be and is hereby approved.

A circular providing shareholders with detailed information of the share subscription is available on the Company's website.

### SPECIAL RESOLUTIONS

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

- Disapplication of preemption rights**  
THAT the directors be generally empowered to allot shares pursuant to the authority conferred by resolution 1 above (*Authority to allot shares*) as if the pre-emption rights under Article 75 of the Company's Articles of Association, or by law, did not apply to such allotment provided that this power shall be limited to the allotment of up to 86,500,000 new ordinary shares in the Company of KES 1.00 each, to East Africa Growth Holding in accordance with the Share Subscription Agreement provided that this authority shall, unless renewed, varied, or revoked by the Company, expire on 31st December, 2025.
- Amendment of the Company's Articles of Association :-**
  - THAT, the Articles of Association of the Company be amended by deleting the definition of "BII" set out in Article 2.1(g) in its entirety and replacing it with: "*Investor*" means East Africa Growth Holding (company number 201510 GBL), a limited liability company incorporated in Mauritius whose registered office is at 5th Floor, Nexsxy Building, Ebene, Cybercity, 72201, Mauritius.
  - THAT, the Articles of Association of the Company be amended by deleting Article 25.1 in its entirety and replacing it with: *The Directors shall ensure that the Company keeps a written record of every decision taken by the Directors under Article 9.*
  - THAT, the Articles of Association of the Company be amended by deleting Article 112 in its entirety and replacing it with the following new Article 112:

**112. Investor Rights**  
*Subject to the Statutes, the provisions of Articles 112.2 to 113.3 inclusive shall apply notwithstanding any other provision of these Articles to the contrary.*

**112.2** In Articles 112.2 to 113.3, if not inconsistent with the subject or context:  
(a) "**Annual Business Plan**" means the business plan of the Company (including the members of the Group) for a particular financial year which shall include, without limitation, the anticipated amount of the working capital required to carry on the business of the Company (including members of the Group) in that financial year, detailed quarterly revenue forecasts, operating and capital expenditure projections and proposed financing plans for the Company (including members of the Group);

(b) "**Control**" means in the context of the relationship between any person "B" and any person "A" when:  
(i) B holds a majority of the voting rights in A; or

(ii) B is a member of A and has the right to appoint or remove a majority of A's board of directors; or

(iii) B has the right to exercise a dominant influence over A:

a) by virtue of provisions contained in A's memorandum and articles of association or (as the case may be) analogous constitutional or incorporation documents; or

b) by virtue of a control contract; or

(iv) B is a Member of A and holds alone (directly or indirectly), or pursuant to an agreement with other shareholders or Members, a majority of the voting rights of A;

and the terms "Controlling" and "Controlled by" of any entity shall be construed accordingly and for the purposes of this definition the expression "voting rights" means rights conferred on shareholders in respect of their shares or, in the case of a person not having a share capital, on Members, to vote at general meetings on all, or substantially all matters and the expression "control contract" means a contract in writing conferring such a right which:

(i) is of a kind authorised by the memorandum and articles of association or (as the case may be) analogous constitutional or incorporation documents of a person in relation to which the right is exercisable; and

(ii) is permitted by law under which that person is established.

A person shall not be regarded as having the right to exercise a dominant influence over another unless it has a right whether direct or indirect to give directions with respect to the operating and financial policies of that other person which its directors are obliged to comply with whether or not such directions are for the benefit of that other person.

(c) "**Encumbrance**" includes any mortgage, charge (whether legal or equitable), lien, option, security interest, restrictive covenant, pledge, hypothecation, assignment, title retention, trust arrangement or other restriction or equity of any kind or any right conferring a priority of payment in respect of any obligation of any person;

(d) "**Equity**" means, in the case of the Company, the amount equivalent to the total assets of the Company less its total liabilities as appearing in the Company's most recent audited consolidated accounts, and in the case of any other Member of the Group, the amount equivalent to the total assets of that Member of the Group less its total liabilities appearing in its most recent audited accounts;

(e) "**Group**" means the Company and its subsidiaries;

(f) "**I&M Kenya**" means I&M Bank Limited a wholly owned subsidiary of the Company incorporated under the laws of Kenya and licensed to carry on banking business;

(g) "**Investor**" means East Africa Growth Holding;

(h) "**Investor Nominee Director**" means a director appointed by the Investor under the provisions of Article 112.4;

(i) "**Investor Observer**" means an observer appointed by the Investor under the provisions of Article 112.4;

(j) "**Investor Representative**" means the Investor Nominee Director or, if there is no such Investor Nominee Director or that Investor Nominee Director is absent or unable to act, , an authorised representative of the Investor; and

(k) "**Related Party**" means any Member, its Associates and Associated Companies or any person Controlled by a Member or Controlling a Member or any Associate of a Director or any person Controlled by a Director.

**112.3** For so long as the Investor is a Member, it may call an extraordinary General Meeting.

**112.4** The Investor shall be entitled to appoint one Director ("**Investor Nominee Director**") and one observer to the Board ("**Investor Observer**") in accordance with the provisions of this Article 112.4. The Investor Director shall have full voting rights. An Investor Observer shall be entitled to receive all notices convening Board meetings issued to the Directors and shall have the right to attend all Board meetings but shall not have the right to vote at such meetings.  
(a) If the Investor holds four per cent (4%) or more of the issued ordinary share capital of the Company, the Investor shall be entitled to:  
(i) nominate and appoint one Investor Nominee Director who shall have full voting rights; and (ii) nominate and appoint one Investor Observer who shall have the right to attend all meetings of the Board but shall not have the right to vote at such meetings.

(b) If the Investor holds less than four per cent (4%) of the issued ordinary share capital of the Company, it shall only be entitled to appoint the Investor Observer provided that for as long as the Investor is a Member and holds less than four percent (4%) of the issued ordinary share capital, it may appoint one Investor Observer but not both an Investor Nominee Director and one Investor Observer;

(c) The Investor Nominee Director or the Investor Observer may be removed or replaced by the Investor. The Investor Nominee Director shall cease to hold office automatically if the Investor's shareholding in the Company falls below the threshold set out in Article 112.4(a) and the appointment of the Investor Observer shall automatically lapse when the Investor ceases to be a Member.

(d) The appointment, removal or replacement of the Investor Nominee Director or the Investor Observer shall be effected by notice in writing to the Board signed on behalf of the Investor and shall, in the case of an appointment or replacement, take effect on the later of date stated in the notice and the date of receipt by the Company of any regulatory approvals necessary in order for such appointment to be valid, and in the case of removal, on the date stated in the notice.

(e) If the Investor Nominee Director or the Investor Observer (as the case may be) is removed at any time, the Investor is entitled to nominate another person as the Investor Nominee Director or the Investor Observer (as the case may be) in place of any Investor Nominee Director or the Investor Observer (as the case may be) so removed.

(f) In the event of the resignation, retirement or vacation of office of the Investor Nominee Director or the Investee Observer (as the case may be), the Investor shall be entitled to nominate another person as the Investor Nominee Director or the Investee Observer (as the case may be) in place of such Investor Nominee Director or Investee Observer (as the case may be).

**112.5** The Investor Nominee Director may appoint an alternate in accordance with Article 35 save that any person appointed as an alternate by the Investor Nominee Director shall not be subject to approval by the Board.

**112.6** The Investor Nominee Director may be removed in accordance with the Act but shall not otherwise be subject to removal under the provisions of Article 32. Where the Investor Nominee Director is required to retire by rotation under Article 28, his/her/its replacement shall be appointed in accordance with the provisions of Article 112.4. For avoidance of doubt, the Investor Nominee Director who is required to retire by rotation will be eligible for re-appointment.

**112.7** The Company shall provide for Directors & Officers insurance from a reputable insurance company for each of the Directors to the maximum extent permitted under applicable law for any costs, expenses or liabilities incurred by each such Director in the course of, or in any way related to, his or her activities or his or her position as a Director ("**D&O Insurance**"). The amount insured under the D&O Insurance and the coverage of the D&O Insurance will be subject to the approval of the Investor.

### 112.8 Reserved Matters

The matters set out in paragraphs (a) to (s) of this Article 112.8 ("**Reserved Matters**") will require the approval of an Investor Representative so long as the Investor holds not less than four per cent (4%) of the current share capital of the Company such approval not to be unreasonably withheld or delayed. For the avoidance of doubt, the Investor Representative will not be deemed to be acting unreasonably if approval for any Reserved Matter is withheld on the grounds that if the Investor Representative approves the Reserved Matter, he or she may be acting contrary to any law applicable to the Investor or in contravention of any of the constitutive documents of the Investor. The Reserved Matters comprise:

(a) any merger or amalgamation of the Company or any Member of the Group with any other company;

(b) any increase or reduction of the share capital of the Company or any Member of the Group and the method and terms of any such increase or reduction, save for where such increase is necessary to meet regulatory requirements;

(c) any issue or allotment of shares of any class of shares in the share capital of the Company or any Member of the Group, save for where such issuance or allotment is necessary to meet regulatory requirements;

(d) any redemption or purchase by the Company or any Member of the Group of its own shares or granting by the Company or any Member of the Group of any option over shares in the Company or any Member of the Group or any other reorganization of the share capital of the Company or any Member of the Group;

(e) any declaration or distribution of dividends by the Company or any Member of the Group which is not in accordance with the dividend policy approved by the Board from time to time;

(f) the winding-up or dissolution of the Company or any Member of the Group or the passing of any resolution for the winding up or dissolution of the Company or any Member of the Group;

(g) any amendment to the Articles of Association of the Company or any Member of the Group;

(h) any proposal by the Board to the Members on the appointment of Auditors or any appointment of Auditors by the Board to fill a casual vacancy;

(i) the entering into by the Company or (to the extent that the Company has any voting authority over the same) any Member of the Group with a Related Party of any contracts for a consideration of more than United States Dollars 1 million or equivalent in any other currency;

(j) the entering into by the Company or any Member of the Group of any contract which is not at arm's length;

(k) the adoption of the Annual Business Plan of the Company;

(l) the hiring and dismissal of the Senior Management including any review of their compensation and performance review. For purposes of this Article 112.8(l), Senior Management is defined as the Regional Chief Executive Officer, Chief Executive Officer of I&M Bank Kenya and the Group Chief Operations Officer;

(m) the provision of loans by shareholders to the Company or by the Group to any Member of the Group which are not provided on an arm's length basis;

(n) any acquisition by the Company of the whole or any part of any business or any interest in any joint venture where the consideration for the acquisition is equal to or greater in value than ten per cent (10%) of its total Equity at the relevant time, and in the case of any other Member of the Group (and to the extent that the Company has any voting authority over the same), any acquisition by that Member of the Group of the whole or any part of any business or any interest in any joint venture where the consideration for the acquisition is equal to or greater in value than ten per cent (10%) of its total Equity;

(o) any disposal of the whole or substantially the whole of the undertaking or all or any part of the assets of the Company (including shares held by the Company in any Member of the Group) where the consideration for the disposal is equal to or greater in value than ten per cent (10%) of the Company's total Equity at the relevant time, and in the case of any other Member of the Group (and to the extent that the Company has any voting authority over the same), any disposal of the whole or substantially the whole of the undertaking or all or any part of the assets of that Member of the Group where the consideration for the disposal is equal to or greater in value than ten per cent (10%) of its total Equity at the relevant time;

(p) any purchase or sale of capital goods or the incurring of any other financial commitment by the Company where the consideration for the purchase or sale or the commitment is equal to or greater than ten per cent (10%) of its total Equity at the relevant time, and in the case of any other Member of the Group to the extent that the Company has any voting authority over the same), any purchase or sale of capital goods, or the incurring of any other financial commitment by that Member of the Group where the consideration for the purchase or sale or the commitment is equal to or greater than ten per cent (10%) of its total Equity at the relevant time;

(q) any borrowing or the obtaining of any advance or credit in any form by the Company where the amount of such borrowing, advance or credit is equal to or greater than ten per cent (10%) of its total Equity at the relevant time, and in the case of any other Member of the Group (and to the extent that the Company has any voting authority over the same), any borrowing or the obtaining of any advance or credit in any form by such Member of the Group (other than in the nature of customer deposit or inter-bank overnight lending incurred in the ordinary course of business) where the amount of such borrowing, advance or credit is equal to or greater than ten per cent (10%) of its total Equity at the relevant time;

(r) the creation of any Encumbrance over any assets, rights, revenues, undertaking or goodwill of the Company or (and to the extent that the Company has any voting authority over the same) any Member of the Group, other than those Encumbrances which arise under operation of law or in the ordinary course of business;

(s) any material change in the nature of the business of the Group as carried on for the time being including any activities in countries that are not on the list of Official Development Assistance (ODA) countries published from time to time by the Development Assistance Committee (DAC) of the Organization for Economic Cooperation and Development (OECD); and

(t) any resolution of the Company to list or delist the Company or any of the companies in the Group on any exchange.

**112.9** The Reserved Matters set out in paragraphs (f), (g), (i), (j), (m) and (s) of Article 112.8 will require the approval of the Investor (to be communicated by the Investor Representative if one is in place) so long as the Investor is a Member (such approval not to be unreasonably withheld or delayed).

**112.10** For so long as the Investor is entitled to appoint the Investor Nominee Director but has not done so, the Investor may call a meeting of the Board.

**112.11** For so long as the Investor is a Member, it shall be entitled to receive all notices and other documents in hard copy notwithstanding the delivery of such notices and documents by any other means that may have been provided for under the provisions of Articles 102 and 103.1.

### BY ORDER OF THE BOARD



**Bilha Wanjiru Mwangi**  
Company Secretary,  
P.O. Box 51922-00100,  
Nairobi.

20th November, 2024

### Notes

- I&M Group PLC has convened and is conducting this virtual General Meeting in Article 56 of its Articles of Association. Shareholders wishing to participate in the meeting should register using either of the following:

#### a) Through the web portal

By logging onto <https://imbank.vimeet.live> 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: +254 709 170 000/ +254 735 565 666 between 9:00 a.m. to 4:00 p.m. from Monday to Friday.

#### b) Unstructured Supplementary Service Data (USSD)

By dialing \*483\*816# 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 +254 709 170 000/+254 735 565 666 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 General Meeting opens on Thursday 21st November 2024 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.imbank.com/about-us/i-and-m-holdings/investor-relations>

- a copy of this Notice and the proxy form;
- a Circular to Shareholders;
- the Company's audited financial statements for the five financial years ended 31st December 2023;
- the proposed amended articles of association of the Company

Copies of the following documents will be made available for inspection by shareholders, free of charge, at the Company's offices at 1 Park Avenue, 1st Parklands Avenue, Nairobi between 9:00a.m and 5:00pm, Monday to Friday (except public holidays) from the date hereof until the date of the general meeting:

- a copy of this Notice and the proxy form;
- a Circular to Shareholders;
- the Company's audited financial statements for the five financial years ended 31st December 2023;
- the proposed amended articles of association of the Company
- the Share Subscription Agreement
- the resolution of the Board of 15th October 2024, authorizing the entry into and signature of the Share Subscription Agreement by the Company; and

- Shareholders wishing to raise any questions or clarifications regarding the General Meeting may do so by:

a) sending their written questions by email to [invest@imbank.co.ke](mailto:invest@imbank.co.ke); or [IMBankAgm@image.co.ke](mailto:IMBankAgm@image.co.ke) 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 Image Registrars Ltd, 5th; Floor, Absa Towers, Loita Street P.O. Box 9287-00100 Nairobi; or

b) 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.

c) Shareholders must provide their full details (full names, ID/Passport Number/ CDSC or Share Account Number) when submitting their questions and clarifications.

d) All questions and clarification must reach the Company on or before 5th December 2024 at 5:00pm.

e) 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 not 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 General Meeting 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 General Meeting, 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.imbank.com/about-us/i-and-m-holdings/investor-relations>. Physical copies of the proxy form are also available at the following address: Image Registrars Ltd,5th; Floor, Absa Towers, Loita Street P.O. Box 9287-00100 Nairobi.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointer 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 [IMBankAgm@image.co.ke](mailto:IMBankAgm@image.co.ke) or delivered to Image Registrars Ltd, 5th Floor, Absa Towers, Loita Street P.O. Box 9287-00100 Nairobi, so as to be received not later than 6th December 2024 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 8th December 2024 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 Image Registrars Ltd +254 709 170 000/ +254 709 170 060.

- The General Meeting will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the extraordinary 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 General Meeting 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 General Meeting shall be published within 24 hours following conclusion of the General Meeting. The results will also be available on the web portal and summarized results on the USSD menu.