

NOTICE OF THE ANNUAL GENERAL MEETING

28th April, 2025

Notice is hereby given that the Seventy Third Annual General Meeting of the Shareholders of I&M Group PLC (the 'Company') will be held via electronic communication on Thursday 22nd May 2025 at 10.00 a.m. for purposes of transacting the business set out below.

The Company will conduct this virtual Annual General Meeting in accordance with Article 56 of its Articles of Association. Shareholders will be able to register for, access information pertaining to the Integrated Report and Audited Financial Statements of I&M Group PLC for the year ended 31st December 2024, 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

1. To receive the Group's Audited Financial Statements for the year ended 31st December 2024 together with the Chairman's, Directors' and Auditors' reports thereon.
2. To receive the report of the Directors and the audited financial statements for the year ended 31st December 2024.
3. To approve the Directors' remuneration as provided in the accounts for the year ended 31st December 2024.
4. To approve payment of a final dividend of Kshs. 1.70 per share amounting to Kshs. 2,870,656,509 for the year ended 31st December 2024. The dividend will be payable to the shareholders appearing/listed in the Company's Register of Members at the close of business on Wednesday, 16th April 2025 and will be paid on or around Thursday, 22nd May 2025.
5. To re-elect directors:
 - i. In accordance with Section 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, and Article No. 27.2 of the Company's Articles of Association, Mr. S B R Shah having attained the age of 70 years and being due to retire by rotation respectively retires and being eligible offers himself for re-election.
 - ii. In accordance with Section 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, and Article No. 27.2 of the Company's Articles of Association, Mr. Oliver Merrick Fowler having attained the age of 70 years retires and being eligible offers himself for re-election.
 - iii. In accordance with Article No. 281 of the Company's Articles of Association Ms Rose W. Kinuthia, retires by rotation and being eligible offers herself for re-election.
 - iv. In accordance with Article No. 27.3 of the Company's Articles of Association Ms. Brenda Wangari Mugo, retires by rotation and being eligible offers herself for re-election.
6. Pursuant to the provisions of Section 769 of the Companies Act, 2015, the following Directors being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee:
 - i. Ms. Rose W. Kinuthia
 - ii. Ms. Risper Ohaga
 - iii. Mr. Naval Sood
7. To note that the auditors Messrs. KPMG Kenya Certified Public Accountants (K), will retire in accordance with Section 6.1.4 of the Capital Markets Code of Corporate Governance for Issuers of Securities to the Public 2015 and to approve the appointment of Messrs. PricewaterhouseCoopers LLP Kenya as external auditors of the Company pursuant to 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 thought fit, to pass the following resolution as an Ordinary Resolution;
In accordance with the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, Thirteenth Schedule on Continuing Obligations Section 8.21 the following Company policies be and are hereby approved for implementation:

- i. Board Directors' Remuneration Policy
- ii. Stakeholder Engagement Policy
- iii. Communication & Disclosure Policy
- iv. Dispute Resolution Policy
- v. Board Succession Policy

9. 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.

28th April, 2025

Notes

1. I&M Group PLC has convened and is conducting the 2025 virtual Annual General Meeting in accordance with Article 56 of its Articles of Association.
2. Shareholders wishing to participate in the meeting should register for the AGM by dialing ***483*902#** for all Kenyan telephone networks and following the various registration 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 Account Number at hand. For assistance, shareholders should dial the following helpline number: (+254) 709 170 000/60 from 9:00 am to 5:00pm East African time from Monday to Friday. Any shareholder outside Kenya should send their details to IMGroupAgm@image.co.ke.
3. Registration for the AGM will open on 30th April 2025 at 8.00 a.m. and shall remain open to any Shareholder wishing to participate in the meeting.
4. In accordance with Section 283 (2) (c) and Section 679(1) of the Companies Act, the following documents may be viewed on the Company's website at <https://www.im-bank.com/about-us/i-and-m-holdings/investor-relations> and can also be accessed on the livestream link.
 - i. A copy of this Notice and the proxy form
 - ii. The Company's Integrated Report and Audited Financial Statements for the year 2024
 - iii. Board Directors' Remuneration Policy
 - iv. Stakeholder Engagement Policy
 - v. Communication & Disclosure Policy
 - vi. Dispute Resolution Policy
 - vii. Board Succession Policy
5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- a. sending their written questions by email to invest@imbank.co.ke; or IMGroupAgm@image.co.ke
 - b. 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
 - c. 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.
 - d. Shareholders must provide their full details (full names, ID/Passport Number/CDSC or Share Account Number) when submitting their questions and clarifications.
 - e. All questions and clarification must reach the Company on or before 20th May 2025 at 5:00pm.
 - f. 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 12 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 after the general meeting.
6. 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.im-bank.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 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 20th May 2025 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 20th May 2025 to allow time to address any issues.
 7. 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 +254 709 170 000/60.
 8. 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.
 9. 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.
 10. 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.