

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth Annual General Meeting (AGM) of Equity Group Holdings PLC will be held on **Tuesday, 30th April, 2019** at the **Kenyatta International Convention Centre (KICC), NAIROBI** at 10.00 a.m.

AGENDA

1. CONSTITUTION OF THE MEETING

The Company Secretary to read the notice convening the meeting and determine if a quorum is present.

2. ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December, 2018

To receive, consider and if thought fit, adopt the Audited Financial Statements and Directors' Remuneration Report for the year ended **31st December, 2018**, together with the Directors' and Auditors' reports thereon.

ii. Declaration of Dividend

To declare a first and final dividend for the year ended **31st December, 2018**, of KSHS. 2.00, payable on or **Friday, 31st May, 2019**, net of withholding tax, to shareholders on the Register as of the close of business on **Friday, 26th April, 2019**.

iii. Remuneration of Directors

To confirm the remuneration of the Directors for the year ended 31st December, 2018.

iv. Election of Directors

- Dr. Peter Kahara Munga, having attained the age of seventy years, retires from office in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and does not offer himself for re-election;
- Mr. Dennis Aluanga, retires in terms of Article 100 of the Company's Memorandum and Articles of Association and does not offer himself for re-election;
- Mr. David Ansell, having attained the age of seventy years retires from office in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and offers himself for re-election;
- Dr. Edward Odundo, having been appointed by the Board as a director on 27th July, 2018 and being eligible, retires and offers himself for election as a director in accordance with Article 132 of the Companies Act, No. 17 of 2015.

v. In accordance with the provisions of Section 769 of the Companies Act, No. 17 of 2015, the following Directors, being members of the Board Audit Committee, be appointed to continue to serve as members of the said Committee:

- Mrs. Evelyn Rutagwenda;
- Mr. David Ansell;
- Mr. Vijay Gidoomal; and
- Dr. Edward Odundo.

vi. To note that the auditors PricewaterhouseCoopers (PWC), being eligible and having expressed their willingness, will continue in office in accordance with section 721 of the Companies Act, No. 17 of 2015 and to authorize the directors to fix their remuneration.

3. SPECIAL BUSINESS

To consider and if found fit, to pass a special resolution approving:

- Subject to regulatory approval, the establishment of an Employee Share Ownership Plan (ESOP) and the issuance and allotment, to the ESOP, of 205,709,834 shares, amounting to 5% of the issued share capital of the Company to rank pari passu in all respects with the existing ordinary shares of the Company.
- Payment of a one-off gratuity of KShs. 50,000,000 to the outgoing founder Chairman, Dr. Peter Kahara Munga, in consideration of his length of service, commitment and dedication to the Company which spans over 35 years.

4. ANY OTHER BUSINESS

To transact any other business that may legally be transacted at an annual general meeting, of which notice will have been duly received.

BY ORDER OF THE BOARD



Christine Akinyi Browne
Company Secretary
P.O. BOX 75104-00200
NAIROBI.

April 9th, 2019

Notes

- A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. To be valid, a form of proxy, which is provided with the annual report and also available on the website www.equitygroup Holdings.com, must be duly completed by the member and lodged with the Company Secretary at the Company's Head Office situated at EQUITY CENTRE, 9TH FLOOR, Hospital Road, Upper Hill, Nairobi, not later than 12.00 noon on **Saturday, 27th April, 2019**, failing which it will be invalid. In the case of a corporate body, the proxy must be under its common seal.
- Subject to approval of shareholders, the Board of Directors has resolved to recommend to members at the forthcoming Annual General Meeting a dividend for the year ended **31st December, 2018** of KSHS. 2.00 per share to be paid to shareholders on the register of members of the Company at the close of business on **Friday 26th April, 2019**. The dividend will be paid on or about **Friday, 31st May, 2019**.
- The full set of the audited financial statements for the year ended will be available at the Company's registered office at Equity Centre, 9th Floor, or can be downloaded from the website. www.equitybankgroup.com.