

Annual General Meeting

NOTICE IS HEREBY GIVEN that the Ninetieth Annual General Meeting of the Company will be held at the Intercontinental Hotel, Mara Ball Room, Nairobi, on Tuesday, 5 December 2017 at 10.30 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To read the notice convening the meeting.
2. To confirm the minutes of the Eighty Ninth General Meeting held on Thursday, 1 December 2016.
3. To receive the Chairman's report.
4. To receive and adopt the Consolidated Audited Financial Statements for the financial year ended 30 June 2017 together with the reports of the Directors and the Auditors thereon.
5. To consider and approve a first and final dividend of KES 1.00 per share for the year ended 30 June 2017 payable on or about 15 January 2018 to the shareholders on the Register of Members at the close of business on Tuesday, 5 December 2017, and to approve the closure of the Register of Members for one day from the close of business on Tuesday, 5 December 2017 to close of business on Wednesday, 6 December 2017 for the purpose of processing the dividend.
6. Election of Directors:-
 - a) In accordance with the provisions of Articles 88 and 89 of the Company's Articles of Association:-
 - i) Mrs Isabella Ochola-Wilson retires at this meeting and being eligible, offers herself for re-election.
 - ii) Mr Andrew Stewart Mwangi Ndegwa retires at this meeting and being eligible, offers himself for re-election.
 - b) In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee:-
 - i) Ms Shilpa Haria;
 - ii) Mr Jinaro Kipkemoi Kibet;
 - iii) Mr Andrew Stewart Mwangi Ndegwa; and
 - iv) Mr Vitalis Onda Ojode
7. To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 30 June 2017.
8. To appoint Messrs PricewaterhouseCoopers (PwC) as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (2) of the Companies Act 2015.

SPECIAL BUSINESS

9. Adoption of New Memorandum and Articles of Association:-
To consider and, if thought fit, pass the following resolution as a Special Resolution:-
"That the new Memorandum and Articles of Association of the Company in the form of the final draft presented to the meeting and initialled for the purposes of identification by the Chairman be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the present Articles of Association."
10. Any Other Business of which due notice has been received.

BY ORDER OF THE BOARD

WINNIFRED N JUMBA
COMPANY SECRETARY

7 November 2017

Notes:

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 the case of a member being a limited Company, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. The proxy form can be obtained from the Company's website (www.ungagroup.com), at the registered office of the Company, Ngano House, Commercial Street, Industrial Area, Nairobi or from the Registrars-Custody & Registrars, 6th Floor Bruce House, Standard Street, Nairobi.
4. To be valid, a form of proxy, which is provided with this report, must be duly completed by the member and must be lodged at the Company's Offices, Ngano House, Commercial Street, Industrial Area, P O Box 30096, 00100-Nairobi, or posted in time to reach not later than 10.30 a.m. on Friday, 1 December 2017, in an envelope marked "AGM". Duly signed proxy forms may also be emailed to proxy@candrgroup.co.ke in PDF format.
5. In accordance with Article 139 of the Company's Articles of Association, a copy of the entire Annual Report and Financial Statements together with a copy of the proposed Memorandum and Articles of Association may be viewed and/or obtained from the Company's website (www.ungagroup.com). Hard copies of the Annual Report and Financial Statements and the proposed Memorandum and Articles of Association may also be at the registered office of the Company, Ngano House, Commercial Street, Industrial Area, Nairobi or from the Registrars- Custody & Registrars, 6th Floor Bruce House, Standard Street, Nairobi.
6. Subject to the shareholders' approval, the Register of Members will be closed from the close of business on Tuesday, 5 December 2017 to close of business on Wednesday, 6 December 2017 for the purpose of processing the dividend.
7. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority) as abandoned assets on the appointed date.

Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd
6th Floor, Bruce House
Standard Street
Nairobi

Tel: (+254-20) 2230518/271/493/488
Mobile: 0726 971 599/0737 095 124
Email: crs@candrgroup.co.ke

8. All shareholders of the Company are reminded to update their corresponding postal addresses and profile details with their respective stock brokers to avoid any inconveniences relating to future communications with the Company.