

EQUITY GROUP HOLDINGS LIMITED (FORMERLY EQUITY BANK LIMITED)

Notice of Annual General Meeting

Notice is hereby given that the Twelfth Annual General Meeting (AGM) of Equity Group Holdings Limited will be held on **Thursday, 31st March 2016 at Kenyatta International Convention Centre (KICC) NAIROBI at 10.00 am** to transact the following business:

1. The Company Secretary to read the notice convening the meeting.
2. To receive, consider and if thought fit, adopt the Annual Report and Audited Financial Statements for the year ended 31st December 2015 together with the Chairman's, Directors' and Auditors' reports thereon.
3. To approve a first and final dividend for the year ended 31st December 2015 of KES 2.00/= per ordinary share of KES 0.50 cents each, subject to withholding tax, where applicable.
4. Election of Directors:
 - a) Mr. Peter Kahara Munga, a director retires by rotation in accordance with Article 100 of the Company's Articles of Association, and having attained the age of seventy years further retires in terms of section 186 (2) of the Companies Act (Cap 486 of the Laws of Kenya) and being eligible, by virtue of special notice given under section 186 (5), offers himself for re-election.
 - b) Mr. David Ansell, a director retires by rotation in accordance with Article 100 of the Company's Articles of Association, and having attained the age of seventy years further retires in terms of section 186 (2) of the Companies Act (Cap 486 of the Laws of Kenya) and being eligible, by virtue of a special notice given under section 186 (5), offers himself for re-election.
 - c) Mr. Deepak Malik having been appointed as a director by the board on 29th April 2015 retires in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election as a director.
5. To approve the remuneration of the directors for the year ending 31st December 2016.
6. To note that the auditors Messrs Ernst & Young, being eligible and having expressed their willingness, will continue in office in accordance with section 159 of the Companies Act (Cap 486) and to authorize the directors to fix their remuneration.
7. Any other business of which notice will have been duly received.

By order of the Board

Mary Wangari Wamae
Company Secretary
P.O. Box 75104 -00200
NAIROBI.

8th March, 2016

Notes

- 1) 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 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 10.00 am on Tuesday, 29th March 2016, failing which it will be invalid. In the case of a corporate body the proxy must be under its common seal.
- 2) 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 2015 of KES 2.00 per share to be paid to shareholders on the register of members of the Company at the close of business on 18th March 2016. The dividend will be paid on or about 29th April 2016.

The full set of audited accounts for the year ended 31st December 2015 is available at the Company's registered office at Equity Centre 9th Floor or can be downloaded at the website, www.equitygroupholdings.com