

# NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting (AGM) of Equity Group Holdings Plc will be held on **Thursday, 3<sup>rd</sup> May, 2018** at the **Kenyatta International Convention Centre (KICC) Nairobi, Kenya** 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 Integrated Report and Audited Financial Statements for the financial year ended 31<sup>st</sup> December, 2017

To receive, consider and if thought fit, adopt the Integrated Report, Audited Financial Statements and Directors' Remuneration Report for the year ended **31<sup>st</sup> December, 2017**, together with the Chairman's, Directors' and Auditors' reports thereon.

#### ii. Declaration of Dividend

To declare a first and final dividend for the year ended **31<sup>st</sup> December, 2017**, of KSHS 2.00, payable on or about **31<sup>st</sup> May, 2018**, net of withholding tax, to shareholders on the Register as of the close of business on **20<sup>th</sup> April, 2018**.

#### iii. Remuneration of Directors

To confirm the remuneration of the Directors for the year ended **31<sup>st</sup> December, 2017**.

#### iv. Election of Directors

- a) Dr. Peter Kahara Munga, a Director, 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;
  - b) Mr. David Ansell, a Director, having attained the age of seventy years retires 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;
  - c) Mrs. Mary Wamae, having been appointed by the Board as a director on **27<sup>th</sup> July, 2017** and being eligible, retires and offers herself for election as a director in accordance with section 132 of the Companies Act, No. 17 of 2015;
  - d) Mr. Vijay Gidoomal, having been appointed by the Board as a director on **28<sup>th</sup> April, 2017** and being eligible, retires and offers himself for appointment in accordance with section 132 of the Companies Act, No. 17 of 2015; and
  - e) Prof. Isaac Macharia, having been appointed by the Board as a director on **1<sup>st</sup> March, 2017** and being eligible, retires and offers himself for appointment in accordance with section 132 of the Companies Act, No. 17 of 2015.
- v. In accordance with the provisions of section 769 (1) 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:
- a. Mrs. Evelyn Rutagwenda;
  - b. Mr. Dennis Aluanga;
  - c. Mr. David Ansell; and
  - d. Mr. Vijay Gidoomal.
- 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 the set up of the Employee Share Ownership Scheme structure for Equity Bank Congo through the issuance and allotment of 125,371 ordinary shares in Equity Bank Congo to the ESOP (ESOP shares) amounting to 5% of the issued share capital of Equity Bank Congo.

### 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



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

**21<sup>st</sup> March, 2018**

## 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, which is provided with the annual report and also available on the website [www.equitygroup Holdings.com](http://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 5.00 p.m. on **Monday, 30<sup>th</sup> April, 2018**, 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 **31<sup>st</sup> December, 2017** 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 **20<sup>th</sup> April, 2018**. The dividend will be paid on or about **31<sup>st</sup> May, 2018**.
- 3) The full set of the audited financial statements for the year ended **31<sup>st</sup> December, 2017** is available at the Company's registered office at Equity Centre, 9<sup>th</sup> Floor, or can be downloaded from the website, [www.equitybankgroup.com](http://www.equitybankgroup.com).