

Sasini

SASINI PLC

A member of Sameer Group

NOTICE OF THE ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE SIXTY-EIGHTH (68TH) ANNUAL GENERAL MEETING of the Company will be held at **Kamundu Estate, Kiambu, on Friday, 6 March 2020 at 11.00 a.m.** to conduct the following business:

Ordinary business

1. To table the proxies and note the presence of a quorum.
2. To read the Notice convening the meeting.
3. To consider and if approved, adopt the Company's audited financial statements for the year ended 30 September 2019, together with the Chairman's, Directors' and Auditors' Reports thereon.
4. To confirm the first interim dividend of 50% paid on 16 July 2019 to shareholders on the register of members as at close of business on 21 June 2019.
5. To approve payment of Directors' fees for the year ended 30 September 2019.
6. Auditors: To note that Messrs KPMG Kenya continue in office as Auditors by virtue of Section 721 (2) of the Companies Act, 2015 and to authorize the Directors to fix the Auditors' remuneration for the ensuing financial year.
7. To elect Directors:
 - (a) Dr Steve Omenge Mainda, who retires at this meeting in accordance with the provisions of Articles 94 and 95 of the Company's Articles of Association and Clause 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015. Special notice is hereby given pursuant to Section 287 of the Companies Act, 2015, that notice has been received of the intention to propose the following Resolution as an Ordinary Resolution at the Annual General meeting:
'That Dr Steve Omenge Mainda who has attained the age of 70 years, be and is hereby re-elected a Director of the Company until he comes up for retirement by rotation.'
 - (b) Mr. Akif Butt, a Director retiring by rotation in accordance with Articles 94 and 95 of the Articles of Association of the Company and being eligible, offers himself for re-election.
8. In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Audit, Risk & Compliance Committee of the Board be elected to continue to serve as members of the said Committee:
 - (i) Mrs. Betty Koech
 - (ii) Mrs. Rosemary Munyiri
 - (iii) Mr. Sameer Merali
 - (iv) Dr. James McFie
9. To consider any other business for which due notice has been given.

BY ORDER OF THE BOARD

LAWRENCE KIBET, CPS (K)
COMPANY SECRETARY

Date: 18 December 2019

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.
2. To be valid, the Proxy Form, must be duly completed by a member and must either be lodged at the registered offices of the Company's shares registrar firm, Image Registrars Limited, Barclays Plaza 5th Floor, Loita Street, P.O. Box 9287, 00100 GPO, Nairobi or be posted, or scanned and emailed to info@image.co.ke in PDF format; so as to reach Image Registrars not later than Wednesday, 4 March 2020 at 11.00 a.m.
3. In the case of a member being a limited Company, the Proxy Form must be completed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. The proxy form can be downloaded from the company's website: www.sasini.co.ke

