The Company will conduct the virtual Annual General Meeting in accordance with Article 56 of its Articles of Association. Shareholders will be able to register for, access information pertaining to the Integrated Report and Audited Financial Statements of I&M Group PLC for the year ending 31st December, 2022, follow the meeting in the manner detailed below and vote electronically or by proxy. Shareholders may ask questions in advance of the meeting as detailed below.

A. ORDINARY BUSINESS

1. To receive the Group’s Audited Financial Statements for the year ended 31st December, 2022. Together with the Chairman’s, Directors’ and Auditors’ reports thereon.

2. To approve the Directors’ remuneration as provided in the accounts for the year ended 31st December, 2022.

3. To approve payment of a first and final dividend of Kshs. 2.5 per share amounting to Kshs. 3,710,648,321 for the year ended 31st December, 2022. The dividend will be payable to the shareholders in the Company’s Register of Members at the close of business on Thursday 20th April 2023 and will be paid on or around Thursday 25th May 2023.

4. To re-elect directors:
   i. In accordance with Section 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. Suleiman Ibrahim Kiggundu (Jr), retires by rotation and does not offer himself for re-election.
   ii. In accordance with Article No. 28 (3) (c) of the Companies Act, the following Directors being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee:
      a. Ms. Rose Wanjiku Kinuthia
      b. Mr. Michael Turner
      c. Dr. Alica Nyambura Koigi
   iii. To note that the auditors Messrs. KPMG Kenya Certified Public Accountants (K), having expressed their willingness, continue in office in accordance with Section 721 (2) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.
   iv. General approval to hold Share Capital in Investment Opportunities

   THAT subject to all relevant regulatory approvals being obtained, the Company be authorised to undertake an acquisition, a merger, enter into a joint venture agreement or set up a new (greenfield) venture where the value of such a transaction shall not exceed an amount of USD 75 million.

   b. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Bilha Wanjiku Mwangi
Company Secretary,
P.O. Box 57922-00100, Nairobi.

28th April, 2023

Notes

1. The Companies Act, 2015 was amended to permit companies to convene and conduct virtual general meetings. In this respect, I&M Group PLC has convened and is conducting this virtual Annual General Meeting in accordance with Article 56 of its Articles of Association. Shareholders wishing to participate in the meeting should register using either of the following:
   a. Sending their written questions by email to investor-relations@imgroup-plc.com or
   b. Unstructured Supplementary Service Data (USSD)

   2. Registration for the AGM opens on Wednesday 17th May, 2023 at 8.00 am and shall remain open to any Shareholder wishing to participate in the meeting.

3. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company’s website at https://www.imbankgroup.com/investor-relations/:
   i. A copy of this Notice and the proxy form; and

4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
   a. Sending their written questions by email to investor-relations@imgroup-plc.com or
   b. To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at 1 Park Avenue, First Parklands Avenue, P.O. Box 6341-00100 Nairobi, so as to be received not later than 23rd May, 2023 at 5.00 p.m. Any shareholder appointing a proxy to provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 24th May, 2023 to allow time to address any issues.

5. All proxies should register using either the web portal or USSD. When registering, the proxy will be required to use their identity card/Passport Number. For further assistance, Proxies may call CDSC Registrars Limited on +254 710 888 800.

6. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies shall be able to join the meeting either by logging into the system using their registration credentials or following proceedings on the link to be shared.

7. All proxies should register using either the web portal or USSD. When registering, the proxy will be required to use their identity card/Passport Number. For further assistance, Proxies may call CDSC Registrars Limited on +254 710 888 800.

8. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) for resolutions on a panel provided next to the live stream screen or via the USSD prompts.

9. Results of the AGM shall be published within 24 hours following conclusion of the AGM. The results will also be available on the web portal and summarized results on the AGM menu.
The Company will conduct the virtual Annual General Meeting in accordance with Article 56 of its Articles of Association. Shareholders will be able to register for, access information pertaining to the Integrated Report, and Audited Financial Statements of I&M Group PLC for the year ending 31st December, 2022, follow the meeting in the manner detailed below and vote electronically or by proxy. Shareholders may ask questions in advance of the meeting as detailed below.

A. ORDINARY BUSINESS

1. To receive the Group’s Audited Financial Statements for the year ended 31st December, 2022, together with the Chairman’s, Directors’ and Auditors’ reports thereon.

2. To approve the Directors’ remuneration as provided for in the accounts for the year ended 31st December 2022.

3. To approve payment of a first and final dividend of Kshs. 2.25 per share according to the Company’s Articles of Association. Shareholders will be entitled to attend and vote at the AGM may do so by:
   a. Sending their written questions by email to investor-relations@imgroup-plc.com or investor-relations@imbankgroup.com/investor-relations/
   b. To the extent possible, physically delivering their written questions with a return physical address or email address provided by the Shareholder no later than 24 hours before the start of the general meeting. The results will also be available on the web portal and summarized results on the USSD menu.

4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
   a. Sending their written questions by email to investor-relations@imgroup-plc.com or investor-relations@imbankgroup.com/investor-relations/
   b. To the extent possible, physically delivering their written questions with a return physical address or email address provided by the Shareholder no later than 24 hours before the start of the general meeting. The results will also be available on the web portal and summarized results on the USSD menu.

5. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company’s website via this link: https://www.imbankgroup.com/investor-relations/. Physical copies of the proxy form are also available at the following address: CDSC Registers Limited’s offices at 1st Floor, Occidental Plaza, Westlands, Nairobi.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to egagmc@cdscregistrars.com or delivered to CDSC Registers Limited’s offices at 1st Floor, Occidental Plaza, Westlands, P.O. Box 6341-00100 Nairobi, so as to be received not later than 25th March 2023 at 5:00 p.m. Any shareholder appointing a proxy must provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 24th May, 2023 to allow time to address any issues.

6. All proxies should register using either the web portal or USSD. When registering the proxy will be required to use their identity card/Passport Number. For further assistance, Proxies may call CDSC Registers Limited on +(254) 710 888 000.

7. The AGM will be streamed live via a link which shall be provided to all shareholders who have registered to participate in the general meeting. Duly registered shareholders and proxies shall be able to join the meeting by logging on to the website and entering the identification details or following proceedings on the link to be shared.

8. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) for resolutions on a panel provided next to the live stream screen or via the USSD prompts.

9. Results of the AGM shall be published within 24 hours following conclusion of the AGM. The results will also be available on the web portal and summarized results on the USSD menu.

NOTICE OF THE ANNUAL GENERAL MEETING

Date: 28th April, 2023

Notice is hereby given that the Seventy First Annual General Meeting of the Shareholders of I&M Group PLC will be held via electronic communication on Thursday 25th May, 2023 at 10.00 a.m. for purposes of transacting the business set out below.

1. To receive the Group’s Audited Financial Statements for the year ended 31st December, 2022, together with the Chairman’s, Directors’ and Auditors’ reports thereon.

2. To approve the Directors’ remuneration as provided for in the accounts for the year ended 31st December 2022.

3. To approve payment of a first and final dividend of Kshs. 2.25 per share according to the Company’s Articles of Association. Shareholders will be entitled to attend and vote at the AGM may do so by:
   a. Sending their written questions by email to investor-relations@imgroup-plc.com or investor-relations@imbankgroup.com/investor-relations/
   b. To the extent possible, physically delivering their written questions with a return physical address or email address provided by the Shareholder no later than 24 hours before the start of the general meeting. The results will also be available on the web portal and summarized results on the USSD menu.

4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
   a. Sending their written questions by email to investor-relations@imgroup-plc.com or investor-relations@imbankgroup.com/investor-relations/
   b. To the extent possible, physically delivering their written questions with a return physical address or email address provided by the Shareholder no later than 24 hours before the start of the general meeting. The results will also be available on the web portal and summarized results on the USSD menu.

5. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company’s website via this link: https://www.imbankgroup.com/investor-relations/. Physical copies of the proxy form are also available at the following address: CDSC Registers Limited’s offices at 1st Floor, Occidental Plaza, Westlands, Nairobi.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to egagmc@cdscregistrars.com or delivered to CDSC Registers Limited’s offices at 1st Floor, Occidental Plaza, Westlands, P.O. Box 6341-00100 Nairobi, so as to be received not later than 25th March 2023 at 5:00 p.m. Any shareholder appointing a proxy must provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 24th May, 2023 to allow time to address any issues.

6. All proxies should register using either the web portal or USSD. When registering the proxy will be required to use their identity card/Passport Number. For further assistance, Proxies may call CDSC Registers Limited on +(254) 710 888 000.

7. The AGM will be streamed live via a link which shall be provided to all shareholders who have registered to participate in the general meeting. Duly registered shareholders and proxies shall be able to join the meeting by logging on to the website and entering the identification details or following proceedings on the link to be shared.

8. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) for resolutions on a panel provided next to the live stream screen or via the USSD prompts.

9. Results of the AGM shall be published within 24 hours following conclusion of the AGM. The results will also be available on the web portal and summarized results on the USSD menu.

The following Directors being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee:

i) Ms. Rose Wanjuji Knuthia
ii) Mr. Michael Turner
iii) Dr. Alice Nyambura Kigoi

6. To note that the auditors Messrs. KPMG Kenya Certified Public Accountants (K), having expressed their willingness, continue in office in accordance with Section 721 (2) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.

7. General approval to hold Share Capital in Investment Opportunities

THAT subject to all relevant regulatory approvals being obtained, the Company will authorize the Directors to fix their remuneration for the ensuing financial year.

8. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Bilha Wanjuji Mwangi
Company Secretary,
P.O. Box 51922-00100,
Nairobi.

28th April, 2023