



NOTICE OF THE ANNUAL GENERAL MEETING (AGM) 2016

NOTICE IS HEREBY GIVEN to the shareholders of Mumias Sugar Company Limited that the 45th Annual General Meeting of the company will be held in **Kisumu on Friday 9th December, 2016 at Tom Mboya Labour College at 10.00 am** to conduct the following business:

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To confirm the minutes of the 44th Annual General Meeting held on 11th December, 2015.
4. To receive, consider and if approved, adopt the Financial Statements for the year ended 30th June, 2016 together with the Directors and Auditors Reports thereon.
5. To elect Directors:
 - a) Mr. Dan Ameyo, Mrs. Elizabeth Kyengo, Mr. J.K Barorot are due to retire by rotation in accordance with article 113 of the company's Articles of Association.
 - b) Mrs. Elizabeth Kyengo being eligible, offers herself for re-election as a director.
 - c) Mr. Dan Ameyo and Mr. J.K Barorot do not offer themselves for re-election as directors of the company.
 - d) Shareholders will elect suitable Directors to fill these positions.
6. To consider and approve the Directors' fees for the year ended 30th June 2016
7. To note that the Auditors Messrs R.S.M Eastern Africa being eligible, continue in office in accordance with section 712(2) of the Companies Act 2015 and to authorize the directors to fix their remuneration.

BY ORDER OF THE BOARD

Ronald Lubiya
Company Secretary (Ag)
Date: 17th November 2016

Note:

1. Any member may by notice duly signed by him or her and delivered to the Secretary, Office of the Company Secretary, Mumias Sugar Company Limited, Headquarters, Off Bungoma-Kakamega Road, Mumias, P.O Box Private Bag, Mumias, not less than 5 and not more than 21 days before the date appointed for the Annual General Meeting, give notice of his intention to propose any other person for election as a director to the Board, such notice is to be accompanied by a notice signed by the person proposed indicating his or her willingness to be elected. The proposed person need not be a member of the company.
2. 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. A form of proxy may be obtained from the Company's web site or from the company's share registrars. To be valid, a form of proxy must be duly completed and signed by the member and must either be lodged at the offices of the company's share registrars, or be posted, so as to reach Image Registrars Limited, 5th Floor, Barclays Plaza, Loita Street, P.O. Box 9287, Postal Code 00100 G.P.O NAIROBI not later than Wednesday 7th December, 2016.

If the appointer is a corporation or Government office, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.

3. In accordance with the article 155 of the company's Articles of Association, a copy of the entire Annual Report and Accounts, a copy of this notice and a proxy form may be viewed on and obtained from the Company's web site at www.mumias-sugar.com. A copy of the statement of Financial Position, Statement of Profit or Loss and other comprehensive income, statement of changes of equity and statement of cash flow for the year ended 30th June 2016 have been published in two daily newspaper with nationwide circulation.

