

## **UNGA GROUP Plc (“the Company”)**

**NOTICE IS HEREBY GIVEN** that the Ninety Second (92<sup>nd</sup>) Annual General Meeting of the Company will be held at the Kenya School of Government (next to the University of Nairobi – Lower Kabete Campus), Lower Kabete Road, Lower Kabete, Kiambu County, on Thursday, 5 December 2019 at 10:00 a.m. for the following purposes:-

### **ORDINARY BUSINESS**

1. To read the notice convening the meeting.
2. To confirm the minutes of the Ninty First (91<sup>st</sup>) Annual General Meeting held on Thursday, 6 December 2018.
3. To receive the Chairman’s report.
4. To receive and adopt the Consolidated Audited Financial Statements for the financial year ended 30 June 2019 together with the reports of the Directors and the Auditors thereon.
5. To consider and approve a first and final dividend of KES 0.50 per share for the year ended 30 June 2019 payable on or about Wednesday, 15 January 2020 to the shareholders on the Register of Members at the close of business on Thursday, 5 December 2019, and to approve the closure of the Register of Members for one day from the close of business on Thursday, 5 December 2019 to close of business on Friday, 6 December 2019 for the purpose of processing the dividend.
6. Election of Directors:-
  - a) In accordance with the provisions of Articles 88 and 89 of the Company’s Articles of Association:-
    - i) Mr Jinaro Kipkemoi Kibet retires at this meeting and being eligible, offers himself for re-election.
    - ii) Mr Patrick O Obath retires at this meeting and being eligible, offers himself for re-election.
  - b) In accordance with the provisions of the Code of Corporate Governance practices for issuers of securities to the public 2015, Mrs Isabella Ochola Wilson has attained the retirement age of 70 years and being eligible, offers herself for re-election.
  - c) In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee:-
    - i) Ms Shilpa Haria;
    - ii) Mr Jinaro Kipkemoi Kibet;
    - iii) Mr Andrew Stewart Ndegwa; and
    - iv) Mr Vitalis Ondeke Ojode
7. Directors’ Remuneration:-
  - a) To approve the Directors’ Remuneration Policy as shown in the audited Financial Statements for the year ended 30 June 2019.
  - b) To approve the Directors’ Remuneration Report as shown in the audited Financial Statements for the year ended 30 June 2019.
8. To appoint Messrs PricewaterhouseCoopers (PwC) as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act 2015 and to authorise the Directors to fix

their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.

9. Any Other Business of which due notice has been received.

**BY ORDER OF THE BOARD**

**WINNIEFRED N JUMBA  
COMPANY SECRETARY**

13 November 2019

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead and a proxy need not be a member of the Company.
2. In the case of a member being a limited Company, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. The proxy form can be obtained from the Company's website ([www.unga-group.com](http://www.unga-group.com)), at the registered office of the Company, Ngano House, Commercial Street, Industrial Area, Nairobi or from the Registrars - Custody & Registrars, 6<sup>th</sup> Floor Bruce House, Standard Street, Nairobi.
4. To be valid, a form of proxy, which is provided with this report, must be duly completed by the member and must be lodged at the Company's Offices, Ngano House, Commercial Street, Industrial Area, P O Box 30096, 00100-Nairobi, or posted in time to reach not later than 10:30 a.m. on Tuesday, 3 December 2019, in an envelope marked "AGM". Duly signed proxy forms may also be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) in PDF format.
5. In accordance with Article 37.3 of the Company's Articles of Association, a copy of the entire Annual Report and Financial Statements may be viewed and/or obtained from the Company's website ([www.unga-group.com](http://www.unga-group.com)) as provided under the Companies Act, 2015. Hard copies of the Annual Report and Financial Statements may also be collected at the registered office of the Company, Ngano House, Commercial Street, Industrial Area, Nairobi or from the Registrars-Custody & Registrars, 6<sup>th</sup> Floor Bruce House, Standard Street, Nairobi.
6. Subject to the shareholders' approval, the Register of Members will be closed from the close of business on Thursday, 5 December 2019 to close of business on Friday, 6 December 2019 for the purpose of processing the dividend.
7. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority) as abandoned assets on the appointed date.

Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd  
6th Floor, Bruce House  
Standard Street  
**Nairobi**

Tel: (+254-20) 2230518/271/493/488  
Mobile: 0726 971 599/0737 095 124  
Email: [crs@candrgroup.co.ke](mailto:crs@candrgroup.co.ke)

8. All shareholders of the Company are reminded to update their corresponding postal addresses and profile details with their respective stock brokers to avoid any inconveniences relating to future communications with the Company.

