



# 2018 Annual General Meeting Notice

Notice is hereby given that the 61<sup>st</sup> Annual General Meeting of the Company will be held at the Sarova Panafric Hotel, Kenyatta Avenue, Nairobi, on Thursday 21<sup>st</sup> June 2018 at 11.00 am to conduct the following business:

## Ordinary Business

1. To read the notice convening the meeting.
2. To table the proxies and confirm the presence of a quorum.
3. To consider and, if approved, adopt the audited Financial Statements for the year ended 31<sup>st</sup> December 2017 together with the Directors' and Auditors' Reports thereon.
4. To declare a final dividend of KShs 0.60/= per ordinary share for the financial year ended 31<sup>st</sup> December 2017, and approve the closure of the Register of Members at 4.30 pm on 21<sup>st</sup> June 2018 for one day only.
5. To approve the Directors' remuneration paid in respect of the Financial Year ended 31 December 2017.
6. Directors:
  - a) Mr Stephen Oundo retires by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election.
  - b) In accordance with the provisions of Section 769 of the Companies Act 2015, the following Directors, being members of the Board Audit and Risk Committee be elected individually to continue serving as members of the Committee:-
    - i) Mr Francis Maina
    - ii) Mr Stephen Oundo
7. To re-appoint Messrs Ernst & Young LLP as the auditors of the Company for the Financial Year ending 31<sup>st</sup> December 2018 in accordance with Section 719 (2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for 2018.

## Special Business

8. To consider and, if thought fit, pass the following special resolutions:-
  - a) That the Company's Memorandum of Association be and is hereby altered by deleting the existing clause 10 and inserting of a new clause 10 as follows:

"10. To lend and advance money or give credit to any person or company with or without security and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by both such methods or by such other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities for any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or a subsidiary (both as defined in the Companies Act, 2015) of the Company or of the Company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the Company."
  - b) That the Company's Articles of Association be and is hereby altered by inserting the following new Article 117(A) after the existing Article 117:-

"117(A) The Directors may exercise all the powers of the Company to guarantee and become surety for the liabilities, the performance of contracts and the repayment of monies by any person, firm or company and to issue charges, mortgages, debentures or liens to secure performance by the Company of any such guarantee or surety. Clause 79 of Table A shall not apply to the Company."

## By Order of the Board

**Conrad Nyukuri - Company Secretary**

Date: 6<sup>th</sup> May 2018

1. In accordance with section 298 of the Companies Act, 2015 every member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member. Proxy forms should be returned to The Registrar, Custody & Registrar Services Limited, 6th Floor Bruce House, Standard Street PO Box 8484, 00100 - Nairobi to arrive not later than 48 hours before the meeting or any adjournment thereof. A form of proxy is provided at the end of this report.
2. A copy of this notice, proxy form and Financial Statements are available on our website [www.crownpaints.co.ke](http://www.crownpaints.co.ke) or a printed copy may be obtained from the The Registrar, Custody & Registrar Services Limited at the address indicated above.