

NOTICE OF THE ANNUAL GENERAL MEETING 2016

Notice is hereby given that the 2016 Annual General Meeting of WPP Scangroup Limited will be held at Bomas of Kenya, Langata Road, Nairobi, Kenya on Tuesday 31 May 2016 at 11.00 am to transact the following business:

ORDINARY BUSINESS

1. To read the Notice convening the meeting.
2. To receive, consider and adopt the Financial Statements for the year ended 31 December 2015 together with the reports of the Directors and Auditors thereon.
3. To consider and approve a first and final dividend totalling Sh 189,432,551 being Sh 0.50 per share for the year ended 31 December 2015 payable on or about 30 June 2016 to Shareholders on the Register of Members at the close of business on 31 May 2016.
4. To approve the remuneration of the Directors as provided in the accounts for the year ended 31 December 2015.
5. To elect Directors:
 - Mr. Muchiri Wahome retires by rotation under the provisions of Article 93 of the Articles of Association and being eligible offers himself for re-election as a director.
 - Mr. David Hutchison, having attained the age of seventy years on 9 October 2014 retires in accordance with The Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election
6. To note that Deloitte & Touche continue in office as auditors of the Company in accordance with the provisions of Sec. 721(2) of the Companies Act 2015 and to authorize the Directors to set their remuneration for the ensuing financial year.

By Order of the Board
Reuben Mwangi
Company Secretary
27 April 2016
Nairobi

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. A Proxy Form may be downloaded from the Company's website, www.wpp-scangroup.com, or obtained from the Registrar, Comprite Kenya Limited, The Crescent, off Parklands Road, Crescent Business Centre, 2nd floor, Nairobi - P.O. Box 63428-00619 Nairobi. To be valid, a Proxy Form must be duly completed by a Member and must either be lodged with the Registrar at the above given address or posted so as to reach the Registrar not later than 11.00 am on Friday 27 May 2016
2. In accordance with Articles 152 & 148 of the Company's Articles of Association, a copy of the Annual Report may be viewed on our website, www.wpp-scangroup.com, or obtained from the Registrar's office at the address given above.
3. Registration of Members and proxies attending the Annual General Meeting will commence at 8.00 am on Tuesday 31 May 2016 and will close at the conclusion of the meeting. Members and proxies will be required to produce a national identity card, a passport or other acceptable means of identification. CDS account numbers or Member number will also be required for ease of the registration process.
4. Courtesy transport will be provided for Members between 7.30 am to 10.00 am from town (pick-up and drop-off points: behind Kencom House - Moi Avenue, Nairobi) to the venue of the meeting and back to town at the conclusion of the meeting.