



WPP SCANGROUP

WPP SCANGROUP LIMITED NOTICE OF THE ANNUAL GENERAL MEETING 2018

Notice is hereby given that the twelfth Annual General Meeting of WPP Scangroup Limited will be held at Bomas of Kenya, Lang'ata Road, Nairobi, Kenya on Thursday 31 May 2018 at 11.00a.m. to transact the following business;

ORDINARY BUSINESS

1. To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.
2. To receive and approve the minutes of the Annual General Meeting held on 26 May 2017.
3. To receive, consider and adopt the Financial Statements for the year ended 31 December 2017 together with the reports of the Directors and the Auditors thereon.
4. To consider and approve a first and final dividend totaling KShs. 284,148,826.50 being KShs. 0.75 per share for the year ended 31 December 2017 payable before 30 June 2018 to shareholders on the Register of Members at the close of business on 31 May 2018.
5. To approve the remuneration of the Directors as provided in the accounts for the year ended 31 December 2017.
6. Directors
 - 6.1 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 does not offer himself for re-election.
 - 6.2 In accordance with the provisions of Section 769 (1) of the Companies Act 2015, the following Directors, being members of the Audit and Risk Management Committee of the Board, be confirmed to continue serving as members of the said committee:
 - i. Richard Omwela; and
 - ii. Andrew Scott.
 - 6.3 In accordance with Section 770(1) of the Companies Act 2015, to appoint Mr. Muchiri Wahome as a member of the Audit & Risk Management Committee.
7. To note that Deloitte & Touché 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.

SPECIAL BUSINESS

1. Change of the name of the Company:

Special Resolution

To consider and if thought fit to pass the following Special Resolution:

THAT the name of the Company be and is hereby changed from "WPP Scangroup Limited" to "WPP Scangroup Plc" with effect from the date set out in the Certificate of Change of Name to be issued in that regard by the Registrar of Companies in compliance with section 53 of the Companies Act, 2015.

2. Acquisition of a new Subsidiary-Research and Marketing Group Investment Limited:

To consider and if thought fit, pass the following ordinary Resolutions and Special Resolution;

a. Approve the proposed acquisition of shares in Research and Marketing Group Investment Limited

THAT subject to Russell Square Holdings BV (Russell BV) obtaining the exemption from the Capital Markets Authority from the requirement to make a takeover offer and the Company obtaining an approval to issue and list 53,290,883 ordinary shares in the Company, the Company's acquisition of a subsidiary, Research and Marketing Group Investment Limited (the Target), through the purchase of 3,660 ordinary shares from Russell Square Holding B.V. is hereby approved.

b. Increase the authorized share capital of the Company

THAT pursuant to Article 57 of the Company's Articles of Association, and subject to regulatory approvals, the nominal share capital of the Company be increased from KShs. 400,000,000 divided into 400,000,000 ordinary shares of KShs. 1 each to KShs. 500,000,000 divided into 500,000,000 ordinary shares of KShs. 1 each and authorize the amendment of the Articles of Association of the Company to reflect the increase.

c. Special Resolution: Issue 53,290,883 ordinary shares to Russell Square Holdings BV

THAT the Board is hereby authorised to issue 53,290,883 ordinary shares in the Company at a price of KShs. 17.39 per share to Russell BV, in satisfaction of the purchase consideration payable to Russell BV for its shares in the Target, WITHOUT first offering them to existing shareholders on the basis of their pre-emption rights.

A Shareholders' Circular regarding Special Business, item no. 2 of the Agenda on the transaction will be available on the Company's website www.wpp-scangroup.com soon after the approval of The Capital Markets Authority which will be communicated by way of a public announcement.

3. De-registration of WPP Percy Limited

To consider and if thought fit, pass the following Special Resolution;

THAT the Board be and is hereby authorized to take appropriate steps to apply for the de-registration of WPP Percy Limited, a Company registered in the Companies House in London, England under Registration No. 08948558 which is a subsidiary of WPP Scangroup Limited with effect from the date when the de-registration is approved by the Registrar of Companies.

Notes:

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, Comp-rite 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 11.00a.m. on Tuesday 28 May 2018.

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. Registration of Members and proxies attending the Annual General Meeting will commence at 8.00a.m. on Thursday 31 May 2018 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. Courtesy transport will be provided for Members between 7.30a.m. to 10.00a.m. 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.

By Order of the Board

Reuben Mwangi
Company Secretary
Nairobi