

# SCANGROUP LIMITED

## NOTICE OF THE ANNUAL GENERAL MEETING 2015

Notice is hereby given that the 2015 Annual General Meeting of Scangroup Limited will be held at Bomas of Kenya, Langata Road, Nairobi, Kenya on Friday 29<sup>th</sup> May 2015 at 11.00 am to transact the following business:

### ORDINARY BUSINESS

- To read the Notice convening the meeting.
- To receive, consider and adopt the Financial Statements for the year ended 31<sup>st</sup> December 2014 together with the reports of the Directors and Auditors thereon.
- 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<sup>st</sup> December 2014 payable on or about 30<sup>th</sup> June 2015 to Shareholders on the Register of Members at the close of business on 29<sup>th</sup> May 2015.
- To approve the remuneration of the Directors as provided in the accounts for the year ended 31<sup>st</sup> December 2014.
- To elect Directors:
  - Mr David Hutchison retires by rotation under the provisions of Article 93 of the Articles of Association. Having attained the age of seventy years on 9<sup>th</sup> October 2014 he further retires in terms of section 186 (2) of the Companies Act (Cap 486 of the Laws of Kenya) and being eligible, by virtue of a special notice given under section 186 (5), offers himself for re-election as a director.
  - To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Article 95 of the Company's Memorandum and Articles of Association and any applicable provisions of the Companies Act, (CAP 488) of the Laws of Kenya and any rules made thereunder, Mr Jonathan Neil Eggar, who was appointed as Nominee Director of the Company by the Board of Directors with effect from the 28<sup>th</sup> day of April 2015 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr Jonathan Neil Eggar for the office of a Director of the Company be and is hereby elected and appointed as the Finance Director, whose period of office shall not be liable to determination by retirement of directors by rotation."
- To note that Deloitte & Touche continue in office as auditors of the Company in accordance with the provisions of Sec. 159(2) of the Companies Act and to authorize the Directors to set their remuneration for the ensuing financial year.

### SPECIAL BUSINESS

- Change of Company Name  
To consider and if thought fit, to pass the following resolution as a Special Resolution.  
"The name of the Company be changed to WPP Scangroup Limited with effect from the date of the meeting"
- Alteration of the Articles of Association:  
To consider and if thought fit, to pass the following resolution as a Special Resolution.  
THAT subject to completion, the Articles of Association of the Company be and is hereby amended by deleting the existing Article 143 and inserting the following new Article 143.  
"The Company may, pursuant to and in accordance with the provisions of the Unclaimed Financial Assets Act, 2011 (as amended or modified from time to time) or any other law, deliver or pay to any prescribed regulatory authority any unclaimed assets including but not limited to shares in the Company presumed to be abandoned or unclaimed in law and any dividends or interest thereon remaining unclaimed beyond prescribed statutory periods. Upon such delivery or payment, the unclaimed assets shall cease to remain owing by the Company and the Company shall no longer be responsible to the owner or holder or his or her estate, for the relevant unclaimed assets."

#### By Order of the Board

Reuben Mwangi  
Company Secretary  
Nairobi

#### 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.scangroup.biz](http://www.scangroup.biz), 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 Wednesday 27<sup>th</sup> May 2015
- 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.scangroup.biz](http://www.scangroup.biz), 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 8.00 am on Friday 29<sup>th</sup> May 2015 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 7.30 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.