

WPP SCANGROUP LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING 2017

Notice is hereby given that the 2017 Annual General Meeting of WPP Scangroup Limited will be held at Bomas of Kenya, Lang'ata Road, Nairobi, Kenya on Friday 26 May 2017 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 2016 together with the reports of the Directors and the Auditors thereon.
 3. To consider and approve a first and final dividend totaling Ksh 189,432,551 being Ksh 0.50 per share for the year ended 31 December 2016 payable on or about 30 June 2017 to shareholders on the Register of Members at the close of business on 31 May 2017.
 4. To approve the remuneration of the Directors as provided in the accounts for the year ended 31 December 2016.
 5. To elect Directors:
- 5.1 Mr. Richard Omwela 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.
- 5.2 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.
- 5.3 To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
 "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, 2015 of the Laws of Kenya and any rules made thereunder, Mr. Scott Spirit, who was appointed as a Nominee Director of the Company by the Board of Directors with effect from the 15th day of March 2017 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Scott Spirit for the office of Non-executive Director of the Company be and is hereby elected and appointed a Non-executive Director, whose period of office shall not be liable to determination by retirement of directors by rotation."
- 5.4 To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
 "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, 2015 of the Laws of Kenya and any rules made thereunder, Mrs. Patricia Ithau, who was appointed as a Casual Director of the Company by the Board of Directors with effect from the 15th day of March 2017 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Patricia Ithau for the office of Non-executive Director of the Company be and is hereby elected and appointed a Non-executive Director for a period of three (3) years from the date of appointment and whose period of office shall be liable to determination by retirement of directors by rotation."
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.

SPECIAL BUSINESS

1. Amendment of the Articles of Association of the Company:

Special Resolution

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

"That Article 141 of the Articles of Association of the Company be and is hereby amended by inserting the words 'or remitted through electronic funds transfer, including but not limited to, real time gross settlement, and mobile money transfer' immediately following the word 'direct' in the sixth line and further by inserting the words 'or remittance' immediately following the words 'or warrant' in the sixth line."

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 11.00 am on Tuesday 23 May 2017.

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 8.00 am on Friday 26th May 2017 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.

By Order of the Board

Reuben Mwangi

Company Secretary
Nairobi