

BAMBURI CEMENT LIMITED

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 68th Annual General Meeting of the Shareholders of Bamburi Cement Limited will be held in Mombasa at the Nyali International Beach Hotel on Friday 7 June 2019 at 2.30 pm for the following purposes:

1. To table the proxies and to note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive the Chairman's statement, the Report of the Directors and the Audited Accounts for the year ended 31 December 2018.
4. To declare dividends:
 - 4.1. To ratify the payment of the interim dividend of KES. 1.00 per ordinary share paid on 26 October 2018;
 - 4.2. To declare a final dividend payment of KES. 4.10 per ordinary share for the year ended 31 December 2018.
5. To approve Directors' fees for 2018 and increase Directors' fees in 2019.
6. To re-elect directors:
 - 6.1. In accordance with Article 110 of the Company's Articles of Association to re-elect the following directors who retire by rotation and being eligible, offer themselves for re-election:
 - 6.1.1. John Simba
 - 6.1.2. Alice Owuor
 - 6.2. In accordance with Article 115 of the Company's Articles of Association, to re-elect the following directors appointed since the last Annual General Meeting, who retire from office and, being eligible, offer themselves for re-election:

6.2.1. Pierre Deleplanque	Appointed 7 June 2018
6.2.2. Mbuvi Ngunze	Appointed 30 August 2018
6.2.3. Grace Oluoch	Appointed 18 October 2018
6.2.4. Vasileios Karalis	Appointed 21 March 2019
 - 6.3. In accordance with the provisions of Section 769 of the Companies Act 2015, to appoint the following Directors as members of the Audit Committee:
 - 6.3.1. Alice Owuor
 - 6.3.2. Joseph Kimote
 - 6.3.3. Rita Kavashe
 - 6.3.4. Mbuvi Ngunze
7. To note that Deloitte and Touche continue in office as Auditors in accordance with Section 159 (2) of the Companies Act and to authorize the Directors to fix their remuneration for 2019.
8. To transact any other business of the Company of which due notice has been received.

By order of the Board



B Kanyagia
 SECRETARY

6 May 2019

A member entitled to attend and vote at the above meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote in his stead. Proxy forms must be lodged at the registered office of the Company, P.O. Box 10921, 00100 Nairobi not less than 48 hours before the time of the meeting. A proxy form is provided with this notice.

