

23rd May 2019

Mr. Geoffrey O. Odundo
Chief Executive Officer
Nairobi Securities Exchange
55 Westlands Road
Museum Hill
NAIROBI

Dear Sir

RE: **BRITAM HOLDINGS PLC – NOTICE OF THE ANNUAL GENERAL MEETING**

Enclosed herewith please Notice of the 2019 Annual General Meeting to be held on 21st June 2019 for your information.

Yours faithfully
Britam Holdings Plc



NANCY KIRUKI
COMPANY SECRETARY

Encl.

NOTICE OF THE ANNUAL GENERAL MEETING

To the Shareholders of Britam Holdings Plc

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING of the Company will be held at Safari Park Hotel, Nairobi on Friday, 21st June 2019 at 10.00 a.m. to transact the following business:

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive, consider and if approved, adopt the audited consolidated financial statements for the year ended 31st December 2018, together with the Chairman's, Directors' and Auditors' reports thereon.
4. To note that the directors do not recommend the payment of a dividend for the financial year ended 31st December 2018.
5. Rotation and election of Directors:
 - i) Mr. Mohamed S. Karama retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and being eligible, offers himself for re-election as a director of the Company.
 - ii) Ms. Caroline J. Kigen retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and being eligible, offers herself for re-election as a director of the Company.
 - iii) Ms. Marianne Loner retires by rotation in accordance with Articles 91 and 92 of the Articles of Association of the Company and being eligible, offers herself for re-election as a director of the Company.
 - iv) Mr. George Odo, who was appointed to fill a casual vacancy retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers himself for re-election as a director of the Company.
 - v) Mr. Christopher Minter, who was appointed to fill a casual vacancy retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers himself for re-election as a director of the Company.
 - vi) Ms. Josephine Ossiya, who was appointed to fill a casual vacancy retires in accordance with Article 114 of the Articles of Association of the Company and being eligible, offers herself for re-election as a director of the Company.
7. To pass an ordinary resolution pursuant to Section 769 of the Companies Act, 2015, to appoint the following members of the Board Audit Committee: Ms. Caroline J. Kigen, Mr. Mohamed S. Karama and Ms. Josephine Ossiya.
8. To approve the Directors Remuneration Report for the year ended 31st December 2018.
9. To appoint PricewaterhouseCoopers (PWC) as the Auditors of the Company in accordance with Sections 721 and 724 of the Companies Act 2015, and to authorise the directors to fix their remuneration.
10. To consider any other business for which due notice has been given.

By Order of the Board

Nancy K. Kiruki
Company Secretary
P. O. Box 30375 – 00100
NAIROBI

23rd May 2019

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 obtained from the Company's website www.britam.com, registered office of the Company, Britam Centre, Mara/Ragati Roads, Upperhill, Nairobi, P.O. Box 30375 – 00100, Nairobi, or offices of the Company's shares registrar firm, Image Registrars Limited, Barclays Plaza, 5th Floor, Loita Street, Nairobi.

To be valid, a form of Proxy, must be duly completed by the member and lodged with the Company Secretary at the registered office of the Company, Britam Centre, Mara/Ragati Roads, Upperhill, Nairobi, P.O. Box 30375 – 00100, Nairobi or at the registered office of the Shares Registrar, Image Registrars Limited, Barclays Plaza, 5th Floor, Loita Street, Nairobi, not later than Wednesday, 19th June 2019 at 10.00 a.m., failing which, it will be invalid. Alternatively, duly signed proxies can be scanned and emailed to info@image.co.ke in pdf format.

2. In accordance with Article 150 of the Articles of Association of the Company, a copy of the entire Annual Report & Accounts may be viewed at the Company's website at www.britam.com or a printed copy may be obtained from the registered office of the Company, Britam Centre, Mara/Ragati Roads, Upperhill, Nairobi, P.O. Box 30375 – 00100, Nairobi or at the registered office of the Shares Registrar, Image Registrars Limited, Barclays Plaza, 5th Floor, Loita Street, Nairobi,.
3. Transport shall be provided to shareholders from Kencom bus stop to the Safari Park Hotel from 7.30 a.m. to 9.00.a.m. on 21st June 2019.