

SHAREHOLDER INFORMATION

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 67th Annual General Meeting of the Shareholders of Bamburi Cement Limited will be held in Mombasa at the Nyalí International Beach Hotel on Thursday 7 June 2018 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 2017.
4. To declare dividends:
 - 4.1. To ratify the payment of the interim dividend of KES. 2.50/= per ordinary share paid on 27 October 2017;
 - 4.2. To declare a final dividend payment of KES. 1.50/= per ordinary share for the year ended 31 December 2017.
5. To approve Directors' fees for 2017 and increase Directors' fees in 2018.
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. Eric Kironde
 - 6.1.2. Joseph Kimote
 - 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. Olivier Guitton Appointed 8 June 2017
 - 6.2.2. Seddiq Hassani Appointed 9 February 2017
 - 6.2.3. Nicolas George Appointed 9 February 2017
 - 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
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 2018.

SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following resolution as a special resolution:
 - 8.1. that the Articles of Association be amended as per the attached proposals;
 - 8.2. that the Articles of Association be reprinted and signed by the Chairman for purposes of identification;
 - 8.3. that the signed Articles of Association be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.
9. To transact any other business of the Company of which due notice has been received.

By order of the Board

B Kanyagia**SECRETARY**

24 April 2018

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 report.