

COMPANIES ACT

~~(Companies Act No. 17 of 2015)~~

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BRITAM HOLDINGS PLC

Amended this 20th _____ day of ~~June~~ _____ 20~~18~~

AMENDED BY:

MBOYA WANGONG'U & WAIYAKI

ADVOCATES

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mboya wangong'u & waiyaki

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION¹

OF

BRITAM HOLDINGS PLC²

PRELIMINARY

1. In the Articles, unless the context otherwise requires, expressions defined in the Companies Act, No. 17 of 2015 or any statutory modification thereof in force at the date at which these Articles become binding on the Company, shall have the meaning so defined and the words standing in the first column of the table next hereinafter contained shall bare the meanings set opposite to them respectively in the second column thereof, namely:

Words

Meanings

The Act

The Companies Act, No. 17 of 2015.

These Articles

These Articles of Association as now framed or as from time to time altered by special resolution.

The Company

Britam Holdings Plc.

The Office

The Registered Office for the time being of the

¹ The Articles of Association were amended by Special Resolution passed on _____.

² The Company was incorporated on the 26th day of July 1995 as a private limited company under the name of **British-American Financial Services Limited**. By Special Resolutions; (i) on the 17th of September 2003 the Company changed its name to **Britak Investments Company Limited**, (ii) on 16th March 2006 the Company changed its name to **British-American Investments Company (Kenya) Limited**, (iii) on 26th June 2015 the Company changed its name to **Britam Holdings Limited**, and (iv) on 24th March 2017 the Company approved the change of its name to **Britam Holdings Plc**.

Company.

The Seal

The Common Seal of the Company.

The Directors

The Directors of the Company or the Directors present at a duly convened meeting of Directors at which quorum is present and shall include an alternate Director.

Executive Director

A Director who is also a full-time employee of the Company.

The Board

The directors or a quorum of them acting as the Board of the Company.

Member

A Member of the Company.

The Register

The Register of members of the Company.

Paid Up²

Paid up or credited as paid up.

Dividend

Dividend or bonus.

Year

Year from the 1st January to the 31st December both days inclusive.

Month

Calendar month.

In writing

Written or produced by any substitute for writing, or partly written and partly so produced.

In these Articles, unless the context otherwise requires, (i) words importing the singular number only shall include the plural number and vice versa; (ii) words importing the masculine gender only shall include the feminine gender; (iii) words importing persons shall include corporations; (iv) the expressions “debenture” and “debenture holder” shall include debenture stock and debenture stockholder; and (v) the expression “Secretary” shall include a temporary or assistant Company Secretary and any person appointed by the

Directors to perform any duties of the Company Secretary.

Reference herein to any provisions of the Act shall, where the context so admits, be construed as a reference to such provision as modified or re-enacted by any statute for the time being in force.

2. ~~The regulations in Companies (General) Regulations, 2015, and regulations or articles set out in any statute, including any set out under any former enactment relating to companies shall not apply as the articles of the Company. The following shall be the Articles of Association of the Company. Except as otherwise expressly provided in these articles, the provisions of the Third Schedule to the Companies (General) Regulations, 2015 are hereby excluded from application to the Company.~~

PUBLIC COMPANY

3. The Company is a Public Company.

BUSINESS

4. Any branch or kind of business which the Company is either expressly or by implication authorized to undertake may be undertaken by the directors at such time or times as they shall deem fit and, further, may be permitted by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not so long as the Directors may deem it expedient not to commence or proceed with the same.

THE OFFICE

5. The registered office of the Company shall be at such place in Kenya as the Directors shall from time to time appoint.

UNDERWRITING

6. The Company may exercise the powers of paying commissions conferred by the Section 331 of the Act; provided that the commission paid or agreed to be paid shall not exceed ten per cent (10%) of the price at which the shares in respect of which the commission is paid, are issued and shall be disclosed in the manner required by the Act. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in

one way and partly in another. The Company may also on any issue of shares pay such brokerage as may be lawful.

SHARE CAPITAL

7. The share capital of the Company is Kenya Shillings Three Hundred Million (Kshs 300,000,000) (divided into Three Billion (Kshs 3,000,000,000) shares of ten cents (K-cts/10) each).

SHARES

8. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interests in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder.
9. Without prejudice to any special rights previously conferred on the holders of any existing shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.
10. Subject to the provisions of section 484(9) and Clause 17 of the Part 3 – Transitional and Saving Arrangements for Part III (Share Capital and Debentures) under the Sixth Schedule to the Section 1025 of the Act, any preference Shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or, at the option of the Company, are liable to be redeemed on such terms and in such manner as the Company may by Special Resolution determine.
11. If, any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed after a separate general meeting of the holders of the shares of the

class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be Two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in the person or by proxy, or in the case of a corporation by a representative appointed in accordance with Article ~~86~~86 may demand a poll.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
13. (a) Unless otherwise authorized by the members in a General Meeting whenever the Directors propose to issue any Shares they shall offer them in the first instance to Members (other than preference shareholders not specifically entitled to them under the terms of issue of their preference Shares) in proportion as nearly as may be the number of existing Shares held by them. Such offer shall be made by notice specifying the number of Shares to which the Member is entitled and limiting a time (not less than twenty-one days) within which the offer, if not accepted, will be deemed to be declined and, after the expiration of that time (if the offer is still not accepted) or the earlier receipt of an intimation from the Member to whom the offer is made that he declines to accept the Shares offered, the Directors shall offer such Shares to the other Members of the Company who have taken up the Shares originally offered to them in their entirety in proportion as nearly as may be to the number of existing Shares held by them and thereafter in the same manner to the Members who may desire to subscribe for Shares. The Directors may allot or dispose of, to such persons and upon such terms as it may decide, any Shares which may not have been taken up by the existing Members at the end of such process and such Shares which by reason of the ratio which the number of Shares offered bears to the total number of existing issued Shares, cannot in the opinion of the Directors be conveniently offered under this Article.
- (b) Members shall only be entitled to receive, pursuant to the foregoing provision, shares of the same class as the class of shares then held by them immediately before such offer.

(c) Notwithstanding the rights of preemption granted to the Members of the Company either under Article 13 (a) and (b) above or under any other law, the Directors may generally and unconditionally allot and issue to the Trustees of any Employee Share Option Plan ('ESOP') or Employee Share Purchase Plan ('ESPP'), as from time to time be required to be held by them for the purpose of the ESOP and /or ESPP, ordinary authorized but unissued but unissued shares ranking *pari passu* with all issued ordinary shares but subject to the terms of the ESOP and/or ESPP, provided that the number of ordinary shares issued or to be issued to the Trustees for their use in the ESOP and ESPP shall not in aggregate exceed two percent (25%) of the authorized share capital in the Company from time to time.

CERTIFICATES

14. Subject always to the provisions of Sections 34 to 40 of these Articles, and subject to the terms of the conditions of an issuance, the Company may issue within sixty (60) days after the allotment of any of its shares, debentures or debenture stock certificates with respect thereto in accordance with Section 496 of the Act. ~~every person whose name is entered as a member in the Register shall be entitled without payment to receive within sixty days after allotment or lodgment of transfer (or within such other period as the conditions of the issue shall provide) one certificate in respect of each class of shares held by him, upon payment of such sum (if any) not exceeding Kenya Shillings 100/= for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares, except that shares of different classes may not be included with the same certificate.~~ Every such certificate shall be under the Seal ~~and shall specify the shares to which it relates and the amount paid up thereon~~: PROVIDED that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
15. ~~Where~~ Subject to always to the provisions of Sections 34 to 40 of these Articles, in the event a Member issued with a share certificate has sold some of the shares registered in his name, he shall be entitled to a certificate for the balance without charge.

16. If a share certificate is worn out, defaced, lost, or destroyed it may be renewed on payment of such fee, if any, not exceeding Kenya Shillings 100/= and on such terms, if any, as to evidence and indemnity as the Directors think fit.

PURCHASE OF SHARES

17. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company shares, or those of its holding company (if any) and the Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with any purchase or subscription by any person of or for Shares in the Company or in its holding company (if any) provided that nothing in this Article shall prohibit transactions mentioned in the proviso to Section 446 of the Act.

LIEN ON SHARES

18. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first paramount lien on all shares (including fully paid shares) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
19. The Company may sell, in such a manner that the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of Fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
20. To give effect to any such sale the Directors may authorize some persons to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or

invalidity in the proceedings in reference to the sale.

21. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

22. The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares, and each Member shall (subject to receiving at least Fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed. A call may be revoked or postponed as the Directors may determine.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of fifteen per cent (15%) per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
25. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
26. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
27. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance,

become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) fifteen per cent (15%) per annum, as may be agreed upon between the Directors and the member paying such sum in advance.

TRANSFER OF SHARES

28. Every fully paid share in the Company ~~if~~is freely transferable and will not be subject to any pre-emptive rights. The transfer of any share in the Company shall be in writing in any usual or common form and shall be signed by the Vendor and the transferee. The Vendor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. All instruments of transfer, when registered, shall be retained by the Company.
29. The Directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they do not approve, and they, may also decline to register the transfer of a share on which the Company has a lien.
30. The Directors may also refuse to register any instrument of transfer of shares, if:-
 - (a) The registration fee of Kenya Shillings 500/= (or such lesser fee (if any) as the directors may from time to time prescribe as the registration fee) is not paid to the Company in respect thereof; or
 - (b) It is not accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the rights of the transferor to make the transfer; or
 - (c) It is of shares of more than one class; or
 - (d) The transferee named therein is:-
 - (i) an infant person; or
 - (ii) a person incapable by reason of mental disorder managing and administering his property and affairs; or
 - (iii) a partnership in its partnership name; or

- (e) In the case of a transfer to joint holders, they exceed four in number.
- 31. If the Directors refuse to register a transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than Thirty days in any year.
- 32. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than Thirty days in any year.
- 33. The Company shall be entitled to charge a fee not exceeding Kenya Shillings 50/- on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.

IMMOBILIZATION OF SHARES

- 34. Pursuant to and subject to the Central Depositories Act 2000, title to immobilized and dematerialized shares will be evidenced otherwise than by a certificate and title to such shares shall be transferred by means of a book-entry transfer in accordance with the provisions of the Central Depositories Act 2000.
- 35. No provisions of these Articles shall apply to have effect in relation to any shares which have been immobilized or dematerialized under the Central Depositories Act 2000 to the extent that it is inconsistent in any respect with:
 - (a) the holding of such shares in uncertified form;
 - (b) the transfer of title to such shares by means of a book-entry transfer; and
 - (c) any provision of the Central Depositories Act 2000.
- 36. Transfers of Securities which have been immobilized or dematerialized under the Central Depositories Act 2000 shall be effected in the manner prescribed thereunder.
- 37. Where the Company refuses to register transfers of Securities required to be registered under Section 14 and 15 of the Central Depositories Act 2000, it shall serve the transferor and the transferee with written notice of the reasons for such refusal in accordance with

Section 14(5) of the Central Depositories Act 2000.

38. An instrument of transfer lodged with the Company pursuant to Section 14(1) of the Central Depositories Act 2000 shall be capable of registration in the name of a central depository or its nominee company if such instrument has been certified by a central depository agent instead of being executed by the central depository or its nominee Company.
39. With effect from the Dematerialization Date, any reference to a transfer of share or debentures shall be a reference to a book entry transfer performed by the central depository in accordance with Section 27(1) (b) of the Central Depositories Act 2000.
40. Any provisions in the Articles inconsistent with the requirements of the Central Depositories Act 2000 or as prescribed by the Authority under Regulations in respect of registration, transfer, immobilization or dematerialization of securities shall be deemed to be modified to the extent of such inconsistency in their application to securities which are in part or in whole immobilized or dematerialized or are required by the Central Depository Act 2000 or Regulations and Rules issued there under to be immobilized or dematerialized in part or whole as the case may be.

TRANSMISSION OF SHARES

41. In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representative of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share solely or which had been jointly held by him with other persons.
42. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

43. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of that share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer signed by that member.
44. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
45. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within Ninety (90) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

46. If a Member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
47. The notice shall name a further day (not earlier than the expiration of Fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
48. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that

effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

49. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
50. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with interest thereon, from and including the date of forfeiture to and including the date of payment, at such rate, not exceeding fifteen per cent (15%) per annum, as the Directors may determine, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
51. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute or authorize any person to execute a transfer of the share in favor of the person of whom the share is sold or disposed of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture, sale or disposal of the share.
52. The provisions of these Articles as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

~~CONVERSION OF SHARES INTO STOCK~~

- ~~53. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.~~

- ~~54. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.~~
- ~~55. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.~~
- ~~56. All the provisions of these Articles applicable to fully paid up shares shall apply to stock, and the words, "Share", "Shareholder" and "Member" shall be construed accordingly.~~

ALTERATION OF CAPITAL

- ~~57.~~53. The Company may, from time to time by ordinary resolution, increase the share capital by such sum to be divided into shares of such amount, as the resolution shall direct, or, in default of such direction, as the Directors shall determine.
- ~~58.~~54. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which, by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot, in

the opinion of the Directors, be conveniently offered under this Article.

~~59:~~55. Any new shares may be offered at par, at a premium or (subject to the provisions of the Act) at a discount as the Directors may decide.

~~60:~~56. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

~~61:~~57. The Company may, by ordinary resolution:

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act;
- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons;

~~(d) — Convert such shares into stock;~~

~~(e)~~(d) - Convert such shares into redeemable preference shares.

And may, by special resolution:

~~(f)~~(e) Reduce its share capital, any capital redemption reserve fund and any share premium account in any manner and with, and subject to, any incident authorized and consent required, by law.

GENERAL MEETING

~~62:~~58. The Company shall in each year hold a general meeting as its annual general meeting in the addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than Fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Annual and other general meetings shall be held at such times and places within Kenya as the Directors shall, from time to time,

appoint. Notwithstanding anything contained in the Articles, ~~shareholders~~shareholders' meetings may be also held by way of telephonic conference, closed circuit television, video and teleconferencing or other electronic means of audio/ visual communication or a combination of a physical meeting and video or telephonic conferencing means. Notwithstanding that the members are not present in one place at the time of a teleconference or video-conference or any of the means set out hereinbefore, a resolution passed by members constituting a quorum at such a conference as aforementioned shall be deemed to have been passed at a meeting of the Members as held on the day on which and at the time at which the conference was held and as specified by the Notice calling it.

63. The Directors may, whenever they think fit, convene a general meeting, and the general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 278 of the Act. If at any time there are not within Kenya sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that which meeting-s may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

64. Every general meeting shall be called by Twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.

The Company shall give notice of a General Meeting to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company, either in hard copy form, in electronic form, by publishing such notice in two daily newspapers with nationwide circulation, by means of a website (in accordance with section 283 of the Act); or partly by one such means and partly by one or more of the other such means.

~~, and shall be given, in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.~~

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) In the case of a meeting called as the annual general meeting, by all members entitled to attend and vote thereat and otherwise in accordance with the provisions of Section 281 (2)(a) of the Act; and
- (b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than Ninety-five per cent (95%) in nominal value of the shares giving that right.

Provided always that if the Company shall then be listed on the Nairobi Securities Exchange a copy of such notice be sent to the Nairobi Securities Exchange at the same time as notices are sent to the Members.

~~63.65.~~ In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his stead and that a proxy need not be a Member.

~~64.66.~~ The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

~~65.67.~~ All business shall be deemed special that is transacted at a general meeting, with the exception of declaring dividends, the consideration of the accounts, balance sheet and the reports of the Directors and Auditors, the remuneration of Directors, the election of Directors in the place of those retiring (if any), and the appointment and the fixing of the remuneration of the Auditors.

~~66.68.~~ No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members present in person or by proxy or represented in accordance with Article ~~85~~⁸⁵, together holding in aggregate not less than 10% of the issued share capital of the Company shall be a quorum. Provided that one Member holding the proxies of two or

more Members shall not constitute a quorum.

~~67-69.~~ If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

~~68-70.~~ The chairman, if any, or in his absence, the Deputy Chairman, if any of the Board of Directors shall preside at every general meeting of the Company.

~~69-71.~~ If there is no Chairman (or Deputy-Chairman) or if at any meeting neither is present within Fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the Directors present shall choose someone of their number to be Chairman. If no Director is willing to act as Chairman or no Director is present within Fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

~~70-72.~~ The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the same manner as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

~~71-73.~~ At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) The chairman of the Meeting; or
- (b) By any five Members present in person or by proxy; or

- (c) By any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman of the Meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may be withdrawn at any time.

~~72.~~74. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

~~73.~~75. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

~~74.~~76. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken on any other such time and place as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.

VOTES OF MEMBERS

~~75.~~77. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member present in person or by proxy or being a corporation, by a representative appointed in accordance with Article ~~85~~85, shall have one vote for each share of which he is the holder.

~~76.~~78. In the case of joint holders the vote of the senior who tenders a vote, whether in person or

by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register.

~~77:~~79. A member incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by his receiver, or other persons authorized by any Court of competent jurisdiction to act on his behalf, and such persons may on poll vote by proxy.

~~78:~~80. No member shall be entitled to be present at any General Meeting or to vote on any question, either personally or by proxy or by a representative appointed in accordance with Article ~~85~~85, at any General Meeting or on a poll or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the Shares held by him, whether alone or jointly with any other person.

~~79:~~81. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

~~80:~~82. On a poll votes may be given either personally or by proxy or by attorney or by a representative of a corporation appointed in accordance with Article ~~85~~85.

~~81:~~83. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a Corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.

~~82:~~84. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Kenya as is specified for that purpose in the notice convening the meeting, not less than Forty-eight (~~48~~) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than Twenty-four hours before the time

appointed for the taking of the poll, and in default the instrument of proxy shall be treated as valid.

83:85. An instrument appointing a proxy shall be in the following form, or in any other form of which the Directors shall approve:-

BRITAM HOLDINGS PLC

I/We,....., of.....,
being a member/members of the above-named Company, hereby
appoint....., of....., or
failing him....., of....., as
my/our proxy to vote for me/us on my/our behalf at the Annual General
Meeting/General Meeting of the Company to be held on the.....day of
....., 20....., and at any adjournment thereof. As witness my/our hand
this.....day of, 20.....

84:86. This form is to be used *in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.

85:87. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity of the principal, revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, incapacity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS

86:88. Any Corporation which is a member of the Company may, by resolution of its Directors or other governing body, or by notification in writing under the hand of some officer of such corporation duly authorized in that behalf, appoint such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company.

The production at the meeting of the Company. The production at a meeting of a copy of a resolution certified by one Director (other than the appointee if he himself shall be a Director) and the Secretary, if any, of such Corporation to be a true copy of the resolution, shall be accepted by the Company as sufficient evidence of the validity of his appointment. The person so appointed shall be entitled to exercise the same powers on behalf of such Corporation as it could exercise if it were an individual member of the Company.

UNTRACED MEMBERS

~~87-89.~~(a) The Company shall, as required by the Unclaimed Financial Assets Act, 2011, hold to the order of, deliver or pay to the Unclaimed Financial Assets Authority any shares, debenture stock or dividends of a member or any share, debenture stock or dividend to which a person is entitled if:

- i. for a period of three (3) years no cheque or warrant sent by the Company in the manner authorized by these Articles has been cashed; and
- ii. no communication has been received by the Company from the member, or any other person entitled, and during such period at least three (3) dividends in respect of the shares or stock in question have been declared payable by the Company.
- iii. the Company has at the expiration of the said period of three (3) years by notification in writing to the last known address; and
- iv. the Company has not during the period of three (3) years preceding and six (6) months after the notification in writing to the last known address received any information reasonably satisfactory to the Directors as to either of the actual whereabouts or of the actual existence of the member or entitled person; and

(b) To give effect to any such delivery the Directors may perform such acts as may be necessary to effect such delivery or payment. 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 Member or his or her estate, for the relevant unclaimed assets

DIRECTORS

~~88:~~90. Unless and until otherwise from time to time determined by an ordinary resolution of the Company, the number of Directors (excluding alternates) shall not be less than Five (5) nor more than eleven (11) in number. If at any time the number of directors falls below the minimum number fixed by or in accordance with these articles, the remaining Directors may act for the purpose of convening a general meeting or for the purpose of bringing the number of Directors to such minimum, and for no other purpose.

~~89:~~91. At the Annual General Meeting following the initial Public Offer and in each subsequent year thereafter, one third of the Directors other than the Executive Directors or, if their number is not three or a multiple of three, then the number nearest to, but not less than one third shall retire from office.

~~90:~~92. Notwithstanding the provisions of Article ~~91~~91 above any Director who retires from office shall be eligible for re-election.

~~91:~~93. No person, other than a Director at a meeting, shall be eligible for appointment as a Director at any General Meeting, unless not less than seven nor more twenty one days before the day of appointment for the meeting, there shall have been delivered to the Secretary of the Company notice in writing signed by the Shareholder, duly qualified to attend and vote at the meeting for which the notice has been given, of his intention to propose such person for election and notice in writing, signed by the person to be proposed of his willingness to be elected.

~~92:~~94. The Directors shall cause to be kept a register of the Directors' holding of shares and debentures of the Company and of its subsidiaries or holding Company(s) (if any) required by the Act, and shall cause the same to be available for inspection during the period and by the persons prescribed, and shall produce the same at every annual general meeting as required by the Act.

~~93:~~95. The Directors, other than those whose remuneration is determined by the agreement between them and the Company, shall be entitled to such remuneration for their services as the Company may, from time to time, in General Meeting determine and such remuneration shall be divided among the Directors in such proportion and manner as they

may determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall also be entitled to be repaid by the Company all such reasonable traveling (include hotel and incidental) expenses as they may incur in attending meetings of the Board, or of committees of the Board, or general meeting, or which they may otherwise properly incur in or about the business of the Company.

94:96. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

95:97. Directors shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company or at any separate meeting of the holders of any class of Shares of the Company.

ALTERNATE DIRECTORS

96:98. Director may appoint another Director or any person to be his Alternate to any meetings of the Board at which he is unable to be present. Such appointee shall be entitled, in the absence of his appointor, to exercise all the rights and powers of a Director and to attend and vote at meetings of the Board at which his appointor is not personally present and, where he is a Director, to have a separate vote on behalf of his appointor in addition to his own vote. A Director may, at any time, revoke the appointment of an alternate appointed by him. The remuneration of an alternate shall be payable out of the remuneration if any of his appointer and shall be proportion thereof as shall be agreed between them.

97:99. An alternate to the Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence, including that of being counted as part of the quorum at any such meeting.

98:100. An alternate Director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a Director making or revoking such appointment.

~~99.~~101. Any appointment or removal of an Alternate Director shall be effected by notice in writing to the Company and to the Alternate under the hand of the Director making or revoking such appointment.

~~100.~~102. A Director or any other person duly appointed as an Alternate Director may act to represent more than one Director, and a Director appointed as an Alternate Director shall be entitled at Board meetings to One vote for every Director whom he represents in addition to his own vote (if any) as a Director.

POWERS AND DUTIES OF DIRECTORS

~~101.~~103. The business of the Company shall be managed by the Directors who may pay all expenses incurred ~~I~~in promoting the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, and exercise of the said powers shall be subject also to the control and regulation of any general meeting of the Company.

~~102.~~104. The Directors may from time to time appoint one or more of their body to the office of the Managing Director or Manager for such period and on such terms and with such powers, and such remuneration (whether by way of salary or commission, or participation in profits, or partly in one way, and partly in one way, and partly in another), as they may think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. Without prejudice to any right to treat such determination as a breach of any such agreement as aforesaid the appointment of such a Director to office as aforesaid shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Company in the general meeting resolves that his tenure of the office of Managing Director or Manager to be determined.

~~103.~~105. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock, legal and equitable mortgages and charges and other securities whether outright or as security (principal or collateral) for any debt, liability or obligation of the Company or of any third party.

~~104.~~106. The Directors shall duly comply with the provisions of the Act, and in particular

to the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company, or created by it, and to keeping a register of the Directors and Secretaries, and to sending to the Register of Companies an annual list of members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital, ~~or conversion of shares into stock~~, and copies of special resolutions, and a copy of the register of Directors and notification of any change therein.

~~105.~~107. The Directors may from time to time and at any time by the power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

~~106.~~108. The Company may exercise the powers vested by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

~~107.~~109. A Director may contract with and be interested in any way, whether directly or indirectly, in any actual or proposed contract or arrangement with the Company, either as vendor, purchaser or otherwise, and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, provided that the nature of the interest of the Director in such contract or arrangement is declared at the meeting of the Board at which the question is first taken into consideration if his interest then exists or, in any other case, at the next meeting of the Board held after he became interested and it shall be the duty of the Director so to declare his interest in accordance with section 151 of the Act. No Director shall vote as a Director in interest of any contract or arrangement in which he is interested and, if he does vote, his vote shall not be counted but he shall, nevertheless, be counted in the quorum present at the meeting. These prohibitions may, at any time, be suspended or relaxed, to any extent, by the Company in General Meeting and they shall not apply:

- (a) To any arrangement for giving a Director any security for advances or by way of indemnity or to any allotment to or any contract or arrangement for the underwriting or subscription by a Director of Shares or securities of the Company; or
- (b) To any contract or dealing in which the Director is interested by reason only of his being a Director or other officer, employee or nominee of any government or corporation or company which, being a Member of the Company, is interested in such contract or dealing whether directly or indirectly and this exception shall not cease to have effect merely by reason of the fact that the Director is also a shareholder or creditor of any such government, corporation or company or any corporation or company in which it is interested.

~~108-110.~~ All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

~~109-111.~~ The Directors shall cause minutes to be made in books provided for the purpose

- (a) Of all appointments of officers made by the Directors;
- (b) Of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

~~110-112.~~ The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DISQUALIFICATION OF DIRECTORS

~~111.~~113. The office of Director shall be vacated if the Director:

- (a) ceases to be or is prohibited from being a Director by virtue of any provision of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes incapable by reason of mental disorder or exercising his functions as Director; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is absent either in person or by his alternate, without the previous sanction of the Directors, for a period of more than Six months from meetings of the Directors held during such period and the Directors resolve that his office be vacated accordingly; or
- (f) is absent either in person or by his alternate for three consecutive meetings of the Directors.

~~112.~~114. The Director shall have power at any time, and from time to time, to appoint a person as additional Director either to fill a casual vacancy or as an additional to the existing Directors but so that the total number of Directors shall not exceed the maximum authorized by these Articles; but any person so appointed shall retire from office at the next ordinary general meeting, but shall be eligible for election by the Company at that meeting as an additional Director but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

~~113.~~115. _____ The Company may from time to time by ordinary resolution increase or reduce the number of Directors.

~~114.~~116. _____ The Company may by ordinary resolution, remove any Director (other than a Director nominated in accordance with Article ~~92~~92 (b) before the expiration of his period of office, and, without prejudice to the powers of the Directors under Article ~~115~~115 hereof, may by an ordinary resolution appoint another person in his stead; the person so

appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director on whose place he is appointed was last elected a Director. Such power of the Director in whose place he is appointed was last elected a Director. Such power of removal may be exercised notwithstanding anything in these Articles or in any agreement between the Company and such Director but without prejudice to any claim such Director may have or damages for breach of contract of service between him and the Company.

PROCEEDINGS OF DIRECTORS

~~115;~~117. Unless otherwise agreed by the Directors all meetings of the Board shall take place in Nairobi. Subject to the foregoing the Directors may meet together for the dispatch of business, adjourn and otherwise regulate its Meetings as it thinks fit. Questions arising at any meetings shall be determined by a majority of votes and the Chairman shall have a second and casting vote in the event of any deadlock. The Secretary, on the instructions of a Director, shall at any time summon a Board meeting. At least fourteen clear days' notice (excluding of the date of service and the date of meeting) of all Board meetings shall, unless waived by all Directors, be given in the manner hereafter mentioned to all Directors and Alternates. All such notices shall give particulars of the matters to be discussed and shall enclose copies of the relevant papers for discussion. Directors may hold meetings by video conference, or telephone, either by conference telephone connection(s) or by a series of telephone conversations or by any communication equipment which allows all persons participating in the meeting to speak with and hear each other, or by a combination of physical meetings and video conferencing and telephonic means. A Director shall be deemed to be present at any Board or board committee meeting conducted by way of such communication equipment. A resolution passed at any meeting held in this manner, shall be valid and effectual as if it had been passed a meeting at which Directors are physically present.

~~116;~~118. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be ~~our~~four Directors present either personally or by Alternate, provided that one person whether a Director or not, although a duly appointed Alternate for any number of Directors, shall not constitute a quorum.

~~117~~119. _____ The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the relations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

~~118~~120. _____ The Directors may elect a Chairman and Deputy-Chairman for their meetings and determine the period for which they are each to hold office, but if no such Chairman or Deputy-Chairman is elected, or if any meeting neither the Chairman nor Deputy-Chairman is present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

~~119~~121. _____ The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any such committee shall conform to any regulation that may be imposed on it by the Directors.

~~120~~122. _____ A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

~~121~~123. _____ A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

~~122~~124. _____ All acts done by any meeting of the Directors or of a committee of Directors or by any persons acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

~~123~~125. _____ A resolution in writing by all of the Directors, or of all the members of a committee, and a resolution passed in teleconference by the use of teleconference facilities with the attendance of all the Directors, or of all the members of a committee shall be as

valid and effectual as if it had been passed by all Directors and may be recorded and contained in one document or in several documents in like form each signed or approved by all the Directors or all the members of the committee concerned.

SECRETARY

~~124,126.~~ The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

~~125,127.~~ No person shall be appointed or hold office as Secretary who is

- (a) the sole Director of the Company; or
- (b) a Corporation, the sole Director of which is the sole Director of the Company; or
- (c) the sole Director of a Corporation which is the sole director of the Company; or
- (d) not the holder of the qualification required by law for that office.

~~126,128.~~ A provision of the Act of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

~~127,129.~~ The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of the Directors authorized by the Directors in that behalf, and in the presence of Two Directors, or One Director and the Secretary or One Director and such other person as the Directors may appoint for the purpose; and such persons aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence either autographically or mechanically by a system of application controlled by the Auditors or Bankers of the Company.

~~128,130.~~ All forms of certificate for shares shall be issued under the seal and shall include a signature by facsimile to any Director and the Secretary.

DIVIDENDS AND RESERVE

~~129.~~131. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

~~130.~~132. The Directors may from time to time pay to the members such interim dividends (including therein the fixed dividends payable upon any preference or other shares at stated times) as appear to the Directors to be justified by the profits of the Company.

~~131.~~133. No dividend shall be paid otherwise than out of profits.

~~132.~~134. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or certified as paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share on a share in advance of calls shall, while carrying interest, be treated or the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the share during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms provided that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

~~133.~~135. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

~~134.~~136. Notice of any dividend that may have been declared shall be given in a manner hereinafter mentioned to the person entitled to share therein.

~~135.~~137. The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or

otherwise in relation to the shares of the Company.

~~136.~~138. The Board may by ordinary resolution of the Company and subject to such terms and conditions as the Board may determine, offer to any holders of Ordinary Shares the right to elect to receive Ordinary Shares, credited as fully paid, instead of the whole (or some part, to be determined by the Board) of any dividend specified by the ordinary resolution.

~~137.~~139. Any dividend, interest or any other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that One of the joint holders who is first named on the Register of members or to such persons and such address as the holder and joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

~~138.~~140. No dividend shall bear interest against the Company.

~~139.~~141. The Company may, if required by law, deliver or pay any prescribed regulatory authority or person 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 and liable to the owner or holder or his or her estate or successors of assign, for the relevant unclaimed assets.

ACCOUNTS

~~140.~~142. The Directors shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expected by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

~~141.~~143. The books of account shall be kept at the registered office of the Company, or, subject to Act, at such other place or place or places as the directors think fit, and shall always be open to the inspection of the directors.

~~142.~~144. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Directors or the Company in a general meeting.

~~143.~~145. The Directors shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in a general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

~~144.~~146. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall not less than Twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every person registered under Article 34 to 40 but this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, nor to more than One of the joint holders of the joint holders of any shares of any shares or debentures.

CAPITALISATION OF PROFITS

~~145.~~147. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the

profit and loss accounts or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution: provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

~~146.~~^{148.} Whenever such a resolution as aforesaid shall have been passed the Directors shall make appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issues of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debenture becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

~~147.~~^{149.} Auditors shall be appointed and their duties regulated in accordance with the Act.

ACCOUNTS

~~148;~~150. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the (together the 'Accounts') shall not less than twenty-one days before the date of the meeting be sent, or to the extent permissible by law otherwise made available by electronic means, to every Member of, and every holder of debentures in the Company and to every person registered under Articles 34 to 40. To the extent permissible by law otherwise made available by electronic means and not by post. This Article shall not require a copy of the Accounts to be sent or to the extent permissible by law otherwise made available by electronic means to any person of whose electronic or postal address the Company is not aware, nor to more than the first named of any joint holders of any shares or debentures. To the extent permissible by law the Company may send the Accounts to all persons entitled thereto by publishing the Accounts on the Company's official website and if available on the social website of the Nairobi Stock Exchange, provided the Company shall contemporaneously print an abridged set of the balance sheet and profit income statement in two daily newspapers with nationwide circulation drawing attention to the website(s) on which the Accounts in full may be read, and the address to which a request for a printed copy of the Accounts may be submitted and upon any such publication the accounts shall be deemed to have been sent to every Member or other person entitled to receive a copy of the Accounts.

NOTICES

~~149;~~151. Every notice given by the Company shall be in writing.

To the extent permissible by law the Company may serve any notice to be given to its Members by:

- (a) publishing such notice in two daily newspapers with nationwide circulation; or
- (b) sending such notice through the post address to such Member at his registered postal address; or
- (c) by facsimile transmission to such Member at his registered facsimile address; or

(d) by electronic mail to such Member at his registered electronic mail address.

Provided that where the Company elects to send such notice to such Member at his registered facsimile or electronic mail address the Company shall ensure that such notice is also published in two daily newspapers with nationwide circulation.

Any member whose registered address is not within Kenya may by notice in writing require the Company to register an address within Kenya, which, for the purpose of the service of notices, shall be deemed to be his registered address. A Member who has no registered address within Kenya, and who has not given notice as aforesaid, shall be entitled to receive notices from the Company at his address outside Kenya.

Any notice which has been published in a daily newspaper in accordance with this Article shall be deemed to have served at 9.00am on the next business day following the date when it was published.

Any notice sent by post shall be deemed to have been served at the expiration of seventy-two hours after posting.

Any notice ~~shall be sent by~~ facsimile or electronic mail shall be deemed to have been served at 9.00AM on the business day following the date when transmitted or sent. In proving the giving of a notice it shall be sufficient to prove that the notice was published in a daily paper of nationwide circulation, or the envelope containing the notice was properly addressed, stamped and posted, or that the applicable means of the telecommunication or electronic communication was properly addressed and transmitted, dispatched or sent.

The failure of any person or entity to receive any notice served pursuant to this Article shall not in any way invalidate any proceedings or actions taken by the Company for which the notice was given.

METHOD OF PAYMENT OF DIVIDENDS

150;152. (a) Any dividend or other money payable in cash or in respect of shares may be paid by:

- i. Bank transfer or other automated system of bank transfer, electronic or mobile money transfer system, transmitted to such bank or electronic or mobile telephone address as shown in the share register of the Company; or
 - ii. By cheque or warrant payable at such place of business as the Company shall specify in writing, sent by post to the address of the member or person entitled to it as shown in the share register of the Company or if two or more persons are registered as joint holders of the shares, to the two or more persons are registered as joint holders of the shares, to the registered address of the Company or in the case of two or more persons being entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons at such address as the persons being entitled to receive payment may in writing direct.
- (b) Every such cheque or warrant or funds transfer shall be made payable to or to the order of the person to whom it is sent or to such person who may be entitled to the same (as described in Article ~~151~~¹⁵³ (a) (ii) aforesaid). Payment of the cheque or warrant, if purporting to be endorsed or enfaced, by the addressee or as the case may be, confirmation of payment having been made by the transmitting entity to the addressee of a direct debit, bank transfer or other automated system of bank transfer or via a mobile money transfer system, shall in each case be a good discharge to the Company. Every such payment whether by cheque or warrant or electronic funds transfer or mobile money payments system shall be sent at the risk of the person entitled to the money represented by it.

SHAREHOLDER DISCLOSURE PROVISIONS

~~151.~~^{153.} The Directors may at any time serve notice in writing on any person or body corporate whom the Directors know to be interested in or have reasonable cause to believe to be interested in any of the shares of the Company at any time during the three years immediately preceding the day on which the notice is issued. Such notice may require the person or body corporate upon whom it is served to disclose:

- (a) particulars of the past or present held over the last three years;

- (b) where the interest is a present interest and any other interest subsists or subsisted during the prior three year period at a time when the person's or body corporate interest subsisted to give to the best of their knowledge any particulars in regard to that other interest; and
- (c) where the person's or body corporate interest is a past interest, to give (so far as lies within their knowledge), particulars of the identity of the person who held that interest immediately upon their ceasing to hold it.

152.154. The particulars referred to in Article ~~153~~154 (a), (b) and (c) shall apply to any interests whether it be of a beneficial nature or not and may include:

- (a) particulars as to the identity of any person with an interest in the shares;
- (b) the nationality of any person with an interest in the shares including but not limited to evidence as to citizenship; and
- (a) where the interest in the shares is held by body corporate particulars as to its place of incorporation and the identities of the shareholders in that body corporate and if may be a body corporate the ultimate beneficial owner of such body corporate.

Where a notice is served under Article ~~153~~155 such notice shall require any information given in response to the notice to be given in writing within such reasonable time as may be specified in the notice.

153.155. If a person or body corporate fails to disclose the particulars of their interest as requested by notice under Article ~~153~~155 any transfer of the shares, or, in the case of unissued shares, any transfer of the right to be issued with the shares and any issue of them, is void. Furthermore the Directors may disenfranchise all rights under the shares to:

- (a) vote at any General Meeting of the Company;
- (b) partake in any dividend or further shares issued in right of them or in pursuance to any offer made to their holder;
- (c) partake in any surplus in the case of a winding up of the Company attaching to those

shares; and

(d) transfer any of those shares.

~~154.156.~~Any disenfranchisement pursuant to Article ~~155~~~~156~~ shall subsist only for so long as the person or body corporate fails to disclose the particulars of their interest.

~~155.157.~~In this Article if not consistent with the subject or context in terms “Local Investor” and “Foreign Investor” shall have the same meaning as that defined in The Capital Markets (Foreign Investor) Regulations 2002 as from time to time amended.

~~156.158.~~For the purposes of enabling the Directors to determine whether or not any share is held by a Foreign Investor the Directors shall maintain a register of Local Regulations 2002 which register shall be available for inspection by any person as if it were part of the Register of Members.

~~157.159.~~For the purpose of enabling the Directors to determine whether or not any share is to be transferred to a Foreign Investor every share transfer shall contain a declaration as to whether or not the transferee shall be a Local Investor and the Directors may require such further evidence as they may properly require to establish that the transferee shall be Local Investor and in default the transferee may be deemed by the Directors to be a Foreign Investor.

WINDING UP

~~158.160.~~If the Company shall be wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

~~159-161~~ Every Director, Managing Director, Auditor, Secretary, other officer and agent for the time being for the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 996 and Clause 75 of the Part 8 – Transitional and Saving Arrangements for Part III (General) under the Sixth Schedule to the Section 1025 of the Act in which relief is granted to him by the Court. This Article shall however only have effect in so far as its provisions are not avoided by Section 194 to 199 of the Act.

EMPLOYEE SHARE OPTION SCHEME

~~160-162~~ The Directors may do all acts and things necessary to establish and carry into effect a trust scheme comprising of one or more Employee Share Option Plan ('ESOP') and/or Employee Share Purchase Plan ('ESPP') including drafting and amending the instruments of the ESOP and/or ESPP as the Directors in their sole discretion deem appropriate.

NAMES, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
DR. BENSON IRUNGU WAIREGI P.O. Box 63677-00619 NAIROBI DIRECTOR	
DR. PETER KAHARA MUNGA P.O. Box 43704 NAIROBI DIRECTOR	

Amended this..... day of 201~~8~~

WITNESS to the above signatures:

Certified this Document has been produced by the process of XEROGRAPHY.

AMENDED BY:

MBOYA WANGONG'U & WAIYAKI

ADVOCATES

LEX CHAMBERS

MAJI MAZURI ROAD

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