

NOTICE

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Nairobi Serena Hotel, Nairobi on Friday 29th May, 2015 at 11.00 a.m. to conduct the following business:

AGENDA

A. ORDINARY BUSINESS

1. To read the notice convening the meeting and determine if a quorum is present.
2. To receive, the Chairman's statement, reports of the Directors and Auditors and the audited financial statements for year ended 31st December, 2014.
3. To note that the directors do not recommend payment of a dividend for the year ended 31st December, 2014.
4. To elect Directors in accordance with the Company's Articles of Association;
 - (i) In accordance with the Company's Articles of Association, Mr. Ngugi Kiuna retires by rotation from the office as a Director of the Company and does not offer himself for re-election.
 - (ii) In accordance with the Company's Articles of Association, Mr. Njeru Kirira retires by rotation from the office as a Director of the Company and does not offer himself for re-election.
5. To approve the Directors' remuneration for the year ended 31st December 2014.
6. To note that the auditors, KPMG Kenya, will continue in office in accordance with section 159 of the Companies' Act (Cap 486) and to authorise the Directors to fix their remuneration.

B. SPECIAL BUSINESS

1. Ratification of transactions committed by the company

To ratify the following transactions completed by the Company and/or its subsidiaries including all steps taken by the Directors of the Company in connection therewith:

- a) The acquisition by the Company through its wholly owned sub-subsidiary, TC Engineering & Contracting Limited ("TCEC"), of an additional 16% shareholding in Civicon Africa Group Limited ("CAGL") from Alacrity Limited completed on 30th January 2015 by way of a Put Option pursuant to the agreement entered into by the shareholders of CAGL in 2012.
- b) The acquisition by the Company through its wholly owned sub-subsidiary, TC Engineering & Contracting Limited ("TCEC") of the entire 38% minority shareholding held by David Horsey and Christopher Gordon Horsey in Civicon DRC Holdings Limited completed on 5th August 2014.

2. Increase of authorised share capital

To consider and if deemed fit approve an increase in the company's authorized share capital from Kenya shillings three hundred million (KShs 300,000,000) divided into six hundred million (600,000,000) ordinary shares of cents fifty (KShs 0.5) each to shillings six hundred million (KShs 600,000,000) by the creation of six hundred million (600,000,000) new ordinary shares of cents fifty (KShs 0.5) each bringing the total number of ordinary shares to one billion two hundred million (1,200,000,000) ordinary shares of cents fifty each. The new shares rank parri passu in all respects with the existing ordinary shares of the company.

3. Alteration of share capital of the company in the memorandum and articles of association of the company

To consider and if deemed fit amend clause 8 of the memorandum of association of the company so as to insert the following new clause 8 in substitution for and to exclusion of the existing clause 8 with immediate effect;

"The share capital of the company is shilling six hundred million (KShs 600,000,000) divided into one billion two hundred million (1,200,000,000) ordinary shares of cents fifty (KShs 0.5) each"

By Order of the Board

Company Secretary

P.O. Box 40111-00100, NAIROBI

Date: 29th April, 2015

NOTES:

1. In accordance with section 136(2) of the Companies Act (Cap.486) every member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. To be valid, proxy forms must be deposited at the registered office of the Company or returned to the Secretary, P.O. Box 40111-00100, Nairobi, not later than 48 hours before the meeting or any adjournment thereof.
2. In accordance with Article 158 of the Company's Articles of Association, a copy of the financial statements for the year ended 31st December 2014 may be viewed and/or downloaded from the Company's website below: