NOTICE & AGENDA OF THE 50TH ANNUAL GENERAL MEETING

EVEREADY E.A. PLC

NOTICE IS HEREBY GIVEN that the fiftieth (50th) Annual General Meeting of EVEREADY East Africa PLC (the "Company") will be held at Merica Hotel, Nakuru on Tuesday 28, March 2017 at 11 a.m. for the following business:

AGENDA

1. Constitution of the Meeting
To determine if a quorum is present, and to read the notice convening the meeting.

2. Confirmation of Minutes
To confirm the minutes of the forty ninth (49th) Annual General Meeting held on Thursday April 14, 2016.

3. Ordinary Business

(i) Report of the Auditors and Financial Statements for the Year Ended 30 September 2016:
To receive, consider and, if thought fit, adopt the Audited Financial Statements for the year ended September 30, 2016 together with the Directors' and Auditors' Reports thereon.

(ii) Election of Directors:

i) Mrs. Lucy Waithaka will retire by rotation in accordance with Article 91 of the Company's Articles of Association and being eligible offers herself for re-election as a Director of the Company.

ii) Industrial Commercial Development Corporation will retire by rotation in accordance with Article 91 of the Company's Articles of Association and being eligible offers itself for re-election as a Director of the Company.

iii) In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be elected to serve as members of the said Committee:
(a) Dr. Catherine Ngahu;
(b) Ms. Mbatha Mbithi;
(c) Ms. Fauzia Shah; and
(d) Mr. Akif Butt.

4. Remuneration of Directors
To approve the Directors' remuneration for the year ended September 30, 2016.

5. Appointment and Remuneration of Auditors
To appoint RSM Eastern Africa auditors of the Company for Financial Year 2017 and to authorize the Board to fix the Auditors' remuneration.

6. To transact any other business for which appropriate notice has been issued and received.

By Order of the Board,

Image Registrars Limited, **Company Secretary**
7 March, 2017

Note:

1. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. To be valid must be duly completed and signed by the member and must either be lodged at the offices of the Company's shares registrars, Image Registrars Limited, Transnational Plaza, 8th Floor, Mama Ngina Street, P.O. Box 9287 – 00100 GPO, Nairobi or lodged at the Company's registered office at MCFL Logistic Centre, 1st Floor, Mombasa Road P.O. Box 44765 - 00100 Nairobi, Kenya not later than 11a.m on Friday March 24, 2017 failing which it will be invalid. In the case of a corporate body the Proxy Form must be under its common seal or by notification in writing under the hand of some officer of the corporation duly authorized in that behalf.

   A Proxy Form may be downloaded from the Company's website at www.eveready.co.ke. Alternatively, shareholders may contact our Company registrars at the above mentioned address for the same.

2. Any member may, by notice duly signed by him or her and delivered to the Company Secretary, not less than 7 or more than 21 days before the date appointed for the Annual General Meeting, give notice of his intention to propose any person for election as director to the Board, such notice is to be accompanied by a notice signed by the person proposed indicating his or her willingness to be elected.

3. A copy of the Annual Report & Financial Statements, 2016 may be viewed on the Company's website at www.eveready.co.ke



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