**EVEREADY**
EAST AFRICA LIMITED

# notice & agenda of the 45th annual general meeting

NOTICE IS HEREBY GIVEN that the Forty Fifth (45th) Annual General Meeting of Eveready East Africa Limited (the "Company") will be held at Kunste Hotel, Nakuru on Thursday August 9, 2012 at 11 a.m. for the following business:

AGENDA

1. To determine if a quorum is present, and to read the notice convening the meeting.
2. To confirm the minutes of the Forty Fourth (44th) Annual General Meeting held on Thursday May 19, 2011.
3. To receive, consider and approve, adopt the Financial Statements for the year ended September 30, 2011 together with the Directors' and Auditors' Reports thereon.
4. To elect Directors:
   i) Mr. Paul Scott will retire by rotation in accordance with article 91 of the Company's Articles of Association and being eligible offers himself for re-election as a Director of the Company.
   ii) Ms. Catherine Ngahu who was elected on July 1, 2012 to fill a casual vacancy and who being eligible offers herself for election as a Director of the Company.
5. To pass the following Ordinary Resolution:
   Special notice pursuant to Section 142 and 186 (5) of the Kenya Companies Act having been received by the Company, of the intention to move a resolution that Hon. A. Moody Awori continues in office as a Director of the Company not withstanding his having attained the age of 70 years, to consider and if thought fit, pass the following resolution as an Ordinary resolution "**That pursuant Section 186 (5) of the Kenya Companies Act, Hon. A. Moody Awori who has attained the age of 70 years continues in office as a Director of the Company not withstanding his having attained such age**".
6. To approve the Directors' remuneration for the year ended September 30, 2011.
7. To re-appoint BDO East Africa as auditors of the Company for Financial Year 2013 and to authorize the Board to fix the Auditors' remuneration.
8. To pass the following special Business:
   a) To consider and if approved, pass the following Special Resolutions:
      For the purposes of the business of the Company and in the interest of the Company:
      i) THAT the incorporation of Flamingo Properties Ltd. in Kenya as a wholly owned subsidiary of the Company be ratified.
      ii) THAT a company be incorporated in Uganda as a wholly owned subsidiary of the Company.
      iii) THAT the Company Secretary is directed to file at the companies registry the requisite forms and returns dealing with the resolutions set out above.
9. To transact any other business for which appropriate notice has been issued and received.

By Order of the Board,

Issa Timamy, **Company Secretary**
July 7, 2012

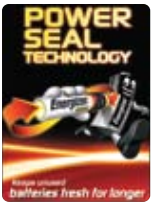
Note:

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 Standard Building, 5th Floor, Wabera Street, P.O. Box 44765 – 00100, Nairobi not later than 11a.m on Tuesday August 7, 2012 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, 2011 may be viewed on the Company's website at www.eveready.co.ke










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