

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MPICO LIMITED WILL BE HELD IN THE MARQUEE, SUNBIRD CAPITAL HOTEL, IN LILONGWE ON FRIDAY, 27<sup>TH</sup> JUNE 2014 AT 10:00 HOURS AT WHICH THE FOLLOWING BUSINESS WILL BE TRANSACTED.**

**1. ORDINARY BUSINESS**

- 1.1 To receive and consider the Directors and Auditors' report and financial statements of the company for the year ended 31<sup>st</sup> December 2013.
- 1.2 To consider and if deemed fit to approve that a final dividend of K22.98 million representing 2 tambala per share be declared for the year 2013.
- 1.3 To re-appoint KPMG – Certified Accountants as auditors for the ensuing year and to authorize the directors to determine the auditors' remuneration.

**1.4 Directors**

- i. To re-elect as Directors Mr Chris Kapanga and Mr Andrew Barron who retire by rotation but being eligible offer themselves for re-election.
- ii. To appoint Mrs Veronica Masikini who was co-opted as a director in the course of the year to fill a casual vacancy.

- 1.5 To approve to maintain directors' fees and sitting allowances of the Chairman and non Executive Directors at 2013 levels with effect from 1<sup>st</sup> January 2014 as follows:

**Directors' fees**

**Chairman** - K1, 608,000 per annum payable in arrears (K1, 608,000 – 2013)

**Non Executive Directors** - K1, 375,000 per annum payable in arrears (K1, 375,000 – 2013)

**Sitting Allowances**

**Chairman** - K35, 000 per sitting (K35, 000 – 2013)

**Non Executive Directors** - K26, 000 per sitting (K26, 000 – 2013)

- 1.6 To authorize the board to determine the remuneration of the Managing Director.

**2. OTHER BUSINESS**

To transact such other business as may be transacted at an Annual General Meeting of members and which the Secretary will have been duly notified not less than 21 days before the date of the meeting.

Dated 29<sup>th</sup> May 2014

**BY ORDER OF THE BOARD**

**COSMAS KATULUKIRA  
COMPANY SECRETARY**

Registered Office:

MPICO Limited  
Old Mutual House, P.O. Box 30459, Lilongwe 3

The register of members will be closed from close of business on 4<sup>th</sup> August 2014 to 8<sup>th</sup> July 2014 inclusive, and no transfer will be registered during that time. Only members whose names shall appear in the register as at 8<sup>th</sup> August 2014 shall be eligible for the dividend which will be payable on 18<sup>th</sup> August, 2014.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy (or more than one proxy) to attend and vote in his / her stead. A proxy need not to be a member of the company.

The instrument appointing a proxy and the power of attorney or the other authority, if any, under which if it is signed or a notarially certified copy of that power or authority shall be deposited at the Company Secretary's Office not less than forty eight hours before the time for holding the meeting and in default the instrument of proxy shall not be treated as valid.