



Reg. No. 1495
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 44th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MPICO LIMITED WILL BE HELD IN THE NJAMBA ROOM, SUNBIRD MOUNT SOCHE HOTEL IN BLANTYRE ON WEDNESDAY, 28th JUNE 2017 AT 14.00 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 31st December 2016.
- 1.2 To consider and if deemed fit to approve that no dividend be declared for the year 2016.
- 1.3 To re-appoint KPMG – Certified Accountants as auditors for the ensuing year and to authorize the directors to determine their remuneration.
- 1.4 Directors
 - i. To note the resignation of Mr Stewart Malata as Director of the Company.
 - ii. To re-elect as Directors Mr Chris Kapanga and Mr Andrew Barron who retire by rotation but being eligible offer themselves for re-election.
 - iii. To appoint Ms. Chifundo Kalaile who was co-opted during the year to fill the casual vacancy. Ms Kalaile is Corporate Governance Manager/Company Secretary for Old Mutual with 16 years of experience. She is a holder of Masters in Commercial Law from Cardiff University and Bachelor of Law (Hons) from University of Malawi.
 - iv. To appoint Ms. Faieda Jacobs who was co-opted as a Director in the course of the year to fill a casual vacancy. Ms Jacobs is Strategic Projects Manager, Old Mutual Property, Cape Town with over 30 years of experience. She is a holder of BA LLB from University of Cape Town.
- 1.5 To approve the increase in directors' fees and sitting allowances of the Chairman and Non-Executive Directors with effect from 1st January 2017 as follows:

Directors' fees

Chairman – K2, 800,000 per annum payable in arrears (K2, 316,000 – 2016)

Non-Executive Directors – K2, 400,000 per annum payable in arrears (K1, 980,000 – 2016)

Sitting Allowances

Chairman - K66, 000 per sitting (K55, 000 – 2016)

Non-Executive Directors - K48, 000 per sitting (K40, 000 – 2016).

- 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 25 May, 2017

BY ORDER OF THE BOARD

COSMAS KATULUKIRA
COMPANY SECRETARY

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

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 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.