

TO ALL SHAREHOLDERS LONGHORN PUBLISHERS LIMITED

NOTICE is hereby given that the year 2017 Annual General Meeting of the Company will be held at the Hilton Hotel, Mama Ngina Street, Nairobi on Friday, 8 December 2017 at 11:00 a.m. to transact the following business:-

ORDINARY BUSINESS

1. The Secretary to read the notice convening the meeting and confirm the presence of a quorum.
2. To approve the minutes of the Annual General Meeting held on 28 October 2016.
3. To receive, consider and adopt the Financial Statements for the financial year ended 30 June 2017 together with the Chairman's Statement, and the Directors' and Auditors' reports thereon.
4. To approve a final dividend of Kshs 0.29 per share in respect of the financial year ended 30 June 2017 as recommended by the Directors.  
The dividend will be payable on or before 7 March 2018 to the shareholders on the Register of Members as at the close of business on 8 December 2017.
5. To re-elect Directors:-

5.1 Mrs Susan Nkirote Omanga retires by rotation at this meeting in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers herself for re-election.

- 5.2 Mr Raymond Nyamweya Ondieki retires by rotation at this meeting in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers himself for re-election.
- 5.3 Mrs Truphosa Kwaka-Sumba retires by rotation at this meeting in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers herself for re-election
6. Pursuant to section 769(1) of the Companies Act 2015, the following directors, being members of the Board Audit & Risk Committee be elected to continue to serve as members of the Committee:-
  - Raymond Nyamweya Ondieki
  - Fredrick Murimi
  - Ali Hussein Kassim
  - Muigai Githu
7. To approve the remuneration of the Directors for the financial year ended 30 June 2017.

8. To re-appoint Messrs PricewaterhouseCoopers as Auditors by virtue of Section 721 (2) of the Companies Act, 2015 and to authorise the Directors to fix the Auditor's remuneration for the ensuing financial year.

SPECIAL BUSINESS

9. To pass the following resolution as Special aResolution:-  
"That the name of the Company be changed from Longhorn Publishers Limited to Longhorn Publishers Plc pursuant to the provisions of Section 53 of the Companies Act, 2015 with effect from the date set out in the Certificate of Change of Name issued in this regard by the Registrar of Companies."
10. To consider and, if deemed appropriate, to pass the following resolution as a Special Resolution:-  
"That subject to complying with all relevant laws and regulations, the proposed sale of the property known as LR 209/5604 be and is hereby approved, and the Directors be and are hereby authorised to execute

any agreements and to take the steps reasonably necessary to effect the sale of the said property."

11. To consider and, if deemed appropriate, to pass the following resolution as a Special Resolution:-

"THAT Pursuant to Paragraph G.05 of the 5th Schedule of the Capital Markets (Securities) Regulation 2002, the proposed sale of the Company's Shares in LawAfrica Publishing Limited (being 92% of the Issued share capital of LawAfrica Publishing Limited) be and is hereby approved by Shareholders, and the Board is hereby authorized to negotiate, prepare and execute any documents and make any arrangements and filings necessary to give effect to above resolution"

12. Any other business of which due notice has been given.

BY ORDER OF THE BOARD  
ENID MURIUKI (MRS)  
COMPANY SECRETARY

Date: 15 November 2017

NOTES:

- (i) A member entitled to attend and vote at the meeting 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. A form of proxy may be obtained from the Company's website [www.longhornpublishers.com](http://www.longhornpublishers.com), or from the Share Registrars, Livingstone Registrars Limited, Deloitte Place, Waiyaki Way, Nairobi.
- (ii) To be valid, a form of proxy must be duly completed by the member and must be lodged with Livingstone Registrars Limited, Deloitte Place, Waiyaki Way, P O Box 30029, 00100 Nairobi or at the offices of Longhorn Publishers Limited, Funzi Road, Industrial Area, P O Box 18033, 00500 Nairobi, not later than forty eight hours before the time of holding the meeting.
- (iii) Pursuant to the provisions of Article 136 of the Company's Articles of Association, a copy of the entire Annual Report and Accounts may be viewed on and obtained from the Company's website ([www.longhornpublishers.com](http://www.longhornpublishers.com)) or from the Registered Office of the Company i.e. Longhorn Publishers Limited, Funzi Road, Industrial Area, Nairobi.