

SAFARICOM LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2013 HELD AT THE BOMAS OF KENYA, NAIROBI ON THURSDAY, 12 SEPTEMBER 2013 AT 11.00 A.M.

Present:	Mr Nicholas Ng'ang'a	-	Chairman
	Mr Robert W Collymore	-	Chief Executive Officer/Managing Director
	Mr Michael Joseph	-	Director
	Ms Nancy W Macharia	-	Director
	Mrs Susan Mudhune	-	Director
	Mrs Esther Koimett	-	Alternate Director and holding proxy for the Permanent Secretary, The Treasury
	Mr Hamish Keith	-	Holding proxy for Vodafone Kenya Limited
	And 820 members present in person or by proxy		
	Mr John Tombleson	-	Alternate Director and Chief Finance Officer
In Attendance:	Mrs Anne Eriksson	-	Representing PricewaterhouseCoopers, Auditors
	Mrs Enid Muriuki	-	Company Secretary
Apologies:	Mr Nicholas Read	-	Director
	Mr Sunil Sood	-	Director
	Mr John Otty	-	Director

MIN 1/2013 NOTICE, PROXIES AND QUORUM

The Chairman called the meeting to order at 11.00 a.m. and welcomed all the shareholders to the Annual General Meeting for the year 2013. He introduced himself, the directors and officers of the Company who were present.

The Secretary then read the Notice convening the meeting, gave a summary of the proxies received and confirmed that in accordance with Article 67 of the Company's Articles of Association, the meeting was quorate.

Thereafter, the Chairman declared the meeting properly convened and constituted.

The minutes of the previous year's Annual General Meeting held on 13 September 2012, having been approved by the Board, were signed by the Chairman.

MIN 2/2013 AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

The Chairman highlighted the key points of the Chairman's Statement for the year ended 31 March 2013.

Mrs Anne Eriksson read the Auditors' Opinion in the Financial Statements.

With the consent of the members, the Directors' Report was taken as read.

Thereafter, the Consolidated Financial Statements and Statement of Financial Position for the year ended 31 March 2013 were tabled. The Chairman then invited questions on the Financial Statements from the floor which were answered satisfactorily.

On a proposal by Mr Alois Chami and seconded by Mr Harun Adaka, **it was resolved** by majority vote that the Consolidated Financial Statements and Statement of Financial Position for the financial year ended 31 March 2013 together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be adopted.

MIN 3/2013 DIVIDEND

Proposed by Mr Moses Chege and seconded by Mr Cyrus Musa, **it was resolved** by majority vote to approve a first and final dividend of Kshs 0.31 per share on the issued and paid up share capital as at 31 March 2013 amounting to Kshs 12.4 billion payable to the shareholders on the Register of Members as at the close of business on 12 September 2013 as recommended by the Directors.

MIN 4/2013 ELECTION OF DIRECTORS

It was noted that Mrs Susan Mudhune was retiring at the meeting in accordance with the provisions of Articles 90 and 91 of the Company's Articles of Association and, being eligible, offered herself for re-election.

On a proposal by Mr Peter Njeru and seconded by Mr Kimani Irungu, **it was resolved** that Mrs Susan Mudhune be and is hereby re-elected a director of the Company.

MIN 5/2013 AUDITORS

The meeting noted that Messrs PricewaterhouseCoopers, Certified Public Accountants (K), had expressed their willingness to continue in office as the Company's Auditors in accordance with the provisions of Section 159 (2) of the Companies Act (Cap. 486).

On a proposal by Mr Josephat Situma Mutoro and seconded by Mr Silas Nyonje **it was unanimously resolved** that the Directors be and are hereby authorised to fix the Auditors' remuneration for the ensuing financial year.

MIN 6/2013 AMENDMENT TO THE ARTICLES OF ASSOCIATION

On a proposal by Mr Cyrus Musa and seconded by Mr Silas Nyonje. **It was resolved** to pass the following resolutions as Special Resolutions:-

(i) To delete Article 88 in its entirety and to replace it with the following new Article:-

"The Company may, if required by law, deliver or pay to any prescribed person any shares and/ or any dividends in the Company which are deemed by any law to be abandoned or unclaimed as may be specified in any such law. Upon such delivery or payment, the shares and/or dividends shall cease to remain owing by the Company and the Company shall no longer be responsible or liable to the actual owner or holder or his or her estate, for the relevant shares and/or dividends"

(ii) To delete Article 140 in its entirety and the subsequent Articles be renumbered accordingly.

The Chairman thereafter concluded the formal business of the Annual General Meeting and at his request, the Chief Executive Officer briefed the shareholders on the performance and future outlook of the Company.

THERE BEING NO FURTHER BUSINESS, THE CHAIRMAN DECLARED THE MEETING CLOSED AT 12.45 P.M.

Confirmed:


Chairman

Date:

05 November 2013