

SOCIETE GENERALE GHANA NOTICE TO SHAREHOLDERS

NOTICE AND AGENDA FOR ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting of Societe Generale Ghana Limited will be held at the Alisa Hotel - Ridge Arena, 21 Dr. Isert Road – North Ridge, in Accra on Wednesday 28th March 2018 at 11am to transact the following business.

Resolutions:

Ordinary Business

1. To receive and adopt the Reports of the Directors, Auditors and the Financial Statements for the year ended 31 December 2017.
2. To re-elect Directors retiring by rotation pursuant to Section 88(1) of the Company's Regulations who being eligible, offer themselves for re-election:
 - Pierre Wolmarans
 - Michel Miaille
 - Kofi Ampim.
3. To re-elect the following Directors appointed during the year and retiring in accordance with Section 72(1) of the Company's Regulations:
 - Mrs Laurette Otchere
 - Mr Joseph Torqu
4. To approve Directors' fees.
5. To authorize the Directors to determine the remuneration of the Auditors.

Special Business

To pass the following Special Resolutions

1. To increase the number of authorized shares from 500,000,000 to 1,000,000,000 (one billion)
2. To authorize the increase of the stated capital of the Company to GHS 400 Million to meet the new minimum capital requirement set by the Bank of Ghana through:
 - (a) a transfer GHS 97,000,000 from income surplus to stated capital and to undertake a bonus issue by issuing 1 ordinary share to each existing shareholder for every 6 ordinary shares held; and
 - (b) a renounceable rights issue to raise up to **GHS170,000,000** (the "**Rights Issue**"), subject to applicable regulatory approvals.

To pass the following Ordinary Resolution:

3. That the Directors be authorized, subject to the rules of the Ghana Stock Exchange, to determine the modalities and the duration of the increase in stated capital of the Company.

Dated this 15th day of February 2018.

**BY ORDER OF THE BOARD
ANGELA NANA ANSAA BONSU
THE SECRETARY**

NOTE: A member of the Company entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of him. A Proxy need not be a member. A form of Proxy will be attached to the Annual Report for it to be valid for the purpose of the meeting it must be completed and deposited with the Registrars, NTHC Limited, Martco House, PO Box KA 9563, Airport Accra, Ghana not less than 48 hours before the appointed time of the meeting.

