

WPP SCANGROUP PLC

(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya) (Registration Number C 11/2006)

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given to Shareholders that, in accordance with an Order issued by the High Court of Kenya in Miscellaneous Application No. E680 of 2020 on 29th April 2020, THE FOURTEENTH ANNUAL General Meeting (AGM) of the Company will be held via electronic communication on WEDNESDAY 30th SEPTEMBER 2020 at 11:00 A.M., WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED.

ORDINARY BUSINESS

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2019, together with the Chairman's, the Directors' and Auditor's Reports thereon.
- To ratify the special interim dividend totaling to Kshs. 3,457,247,880.00 (on 432,155,985 shares @ 8 per share) declared by the Directors on 6th July 2020 and paid on or before 28th August 2020 and note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2019.

5 Directors:

- To note that Ms. Patricia Ithau resigned as a Director of the Company with effect from 26th August 2020
- Mr. Richard Omwela retires by rotation in accordance with Article 93 of the Company's Articles of Association and, being eligible, offers himself for re-election.

6. In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Directors, being members of the Group Board Audit & Risk Committee be elected to continue to serve as members of the said Committee: -

Mr. Pratul Shah
Mr. Richard Omwela
Mr. Jonathan Neil Eggar

7. To approve the Directors Remuneration

8. To note that the auditors, Deloitte Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

1. Amendment of the Articles of Association of the Company: Special Resolution

To consider and if thought fit to pass the following Special Resolution: To amend the Articles of Association of the Company by adding the following Article immediately after Article 64A.2

64A ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS

64A.1 In the case of any general meeting, the Board may resolve to and make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.

64A.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:

- participate in the business for which the meeting has been convened; and
- see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

Appointment of Proxy:

A member entitled to attend and vote may appoint a proxy to participate and vote on his/her behalf in the manner prescribed in the proxy form. A proxy need not be a shareholder of the Company.

By Order of the Board

Reuben Mwangi
Company Secretary

Date: 8 September 2020

Notes:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, for WPP Scangroup Plc to hold a physical general meeting in the manner prescribed in its Articles of Association. Pursuant thereto, the Company, through its Managing Director/Chief Executive Officer made an application to the High Court of Kenya in Miscellaneous Application No. E680 of 2020, under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) for special dispensation to convene and conduct a general meeting using electronic means. The application joined the Capital Markets Authority as an interested party. On 29th April 2020, the High Court of Kenya made an order allowing the convening and conducting of a general meeting by the Company using electronic means and The Capital Markets Authority issued its Letter of no-objection to the Company on 26th August 2020.

2. WPP Scangroup Plc has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.

3. Any shareholder wishing to participate in the meeting should register for the AGM by dialing *483*020# for all networks and follow the prompts. Non-resident shareholders shall register for the AGM by sending an email to ScangroupAGM@image.co.ke In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers, which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, Shareholders should dial the following helpline number: +254 709 170 000 from 9 a.m. to 3 p.m. on a working day.

4. Registration for the AGM opens on 8th September 2020 at 9:00 a.m. and will close on 27th September 2020 at 5:00 p.m.

5. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website <https://www.wpp-scangroup.com/> (i) a copy of this Notice; (ii) the Company's audited financial statements for the year 2019; (iii) Capital Markets Authority no-objection and (iv) a copy of the High Court Order in Miscellaneous Application No. E680 2020; (the Documents).

6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by one of the following options:

- shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD *483*020# and selecting the option (ask Question) on the prompts;
- Sending their written questions by email to Questions.AGM@wpp-scangroup.com; or
- To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at The Chancery, 5th Floor, Valley Road or Image Registrars offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; Nairobi or
- Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 34537, GPO 00100, Nairobi.

Shareholders must provide their full details (full names, Kenyan national identity/passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarification must reach the Company on or before 27th September 2020 at 5: 00 p.m.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return email address provided by the Shareholder by 28th September 2020. A full list of all questions

received and the answers thereto will be published on the Company's website not later than 29th September 2020.

7. In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company, but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website via this link: <https://www.wpp-scangroup.com/>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointor or his attorney duly authorised in writing, or, if the appointor is a company, either under seal, or under the hand of an officer or attorney duly authorised by the company. A completed form of proxy should be emailed to sgagm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 - 00100 GPO, Nairobi, so as to be received not later than 28th September 2020 at 11:00 a.m.. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than 29th September 2020 to allow time to address any issues.

8. The AGM will be streamed live via a link, which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent at least one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.

9. Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts.

10. A Poll shall be conducted for all the Resolutions put forward in this Notice. Voting shall be closed at 5:00 pm on the date of the meeting and the results shall be published within 48 hours following conclusion of the AGM.

11. The Company strongly encourages all Shareholders to monitor the Company's website (<https://www.wpp-scangroup.com/>) for further updates or changes in relation to the AGM.

12. To ensure receipt of future dividends in a timely manner, Shareholders are hereby requested to provide their bank details and update their payment option to electronic funds transfer method through their respective stockbrokers to facilitate remittance of dividends through their bank accounts in future. In addition, shareholders are reminded of the right to opt-in for their future dividends to be paid to them via mobile money transfer while registering for the AGM.

PROXY FORM

WPP Scangroup Plc
PO Box 34537 - 00100 GPO,
Nairobi, Kenya

CDSC ACCOUNT No.....
SHAREHOLDER No.
ID/REGISTRATION No.

I/We of (address).....
..... being a member/members of
WPP SCANGROUP PLC hereby appoint: of:
(address) TEL. No: or failing him/her:
..... of: (address).....
..... TEL. No:

and failing him/ her the Chairman of the meeting as my/ our proxy to vote for me/ us on my/ our behalf at the 2020 Annual General Meeting to be held on Wednesday 30th September 2020 and at any adjournment thereof.

As witness my/our hand thisday of 2020

Signature(s)

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) below: About the agenda items of Annual General Meeting:

- The Proxy is authorized to vote according to his/her opinion
- The Proxy is authorized to vote in favor of all proposed resolutions
- The Proxy is authorized to vote in accordance with the following instructions stated in the table below.

* Delete whichever is not applicable.

Agenda items	Accept	Reject	Dissenting Opinion
ORDINARY BUSINESS:			
3. To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2019, together with the Chairman's, the Directors' and Auditor's Reports thereon.			
4. To ratify the special interim dividend totaling to Kshs. 3,457,247,880.00 (on 432,155,985 shares @ 8 per share) declared by the Directors on 6th July 2020 and paid on or before 28th August 2020 and note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2019..			
5. Directors: Mr. Richard Omwela retires by rotation in accordance with Article 93 of the Company's Articles of Association and, being eligible, offers himself for re-election.			
6. In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Directors, being members of the Group Board Audit & Risk Committee be elected to continue to serve as members of the said Committee: - Mr. Pratul Shah Mr. Richard Omwela Mr. Jonathan Neil Eggar			
7. To approve the Directors Remuneration			
SPECIAL BUSINESS:			
1. Amendment of the Articles of Association of the Company: To consider and if thought fit to pass the following Special Resolution: To amend the Articles of Association of the Company by adding the following Article immediately after Article 64			
64A ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS			
64A.1 In the case of any general meeting, the Board may resolve to and make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.			
64A.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:			
a) participate in the business for which the meeting has been convened; and			
b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.			

Notes:

1.A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend in his stead. A proxy need not be a member.

2.The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or, if the appointor is a Corporation, either under seal, or under the hand of an officer or attorney duly authorized.

3.To be valid, this Proxy Form must be duly completed by a Member and must either be emailed to sgagm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 - 00100 GPO, Nairobi, so as to be received not later than 28th September 2020 at 11:00 a.m.