

NOTICE is hereby given that the **67th Annual General Meeting** of the Nairobi Securities Exchange PLC (“**NSE**”) will be held by **electronic communication**, on **Thursday 3rd June 2021 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS

- To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.
- To confirm and adopt the Minutes of the Annual General Meeting held on 9th July 2020.
- To receive the Chairman’s Statement and the Chief Executive’s Report.
- To receive, consider and, if thought fit, adopt the Audited Financial Statements for the year ended 31st December 2020 together with the reports of the Directors and Auditors thereon.
- To approve a first and final dividend of Kshs. 0.53 per ordinary share in respect of the Financial Year ended 31st December 2020 and to approve the closure of the Register of Members at the close of business on 3rd June 2021 for one day for the purpose of determining the qualifying members entitled to dividends.
- To approve the Remuneration Report of the Board as detailed in the Annual Report for the Financial Year ended 31st December 2020.
- Election of Directors:
 - In accordance with Articles 94 and 95 of the Company’s Articles of Association, Ms. Risper Alaro-Mukoto (an Independent Non-Executive Director) retires by rotation and, being eligible, offers herself for re-election;
 - In accordance with Articles 94 and 95 of the Company’s Articles of Association, Mr. Paul Mwai (a Director representing the Trading Participants) retires by rotation and, being eligible, offers himself for re-election;
 - In accordance with Articles 94 and 95 of the Company’s Articles of Association, Ms. Nasim Devji (a Director representing the Listed Companies) retires by rotation and, although eligible, does not offer herself for re-election;
 - In accordance with Clause 2.4.2 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, and the Board Charter, Mr. Samuel Njuguna Kimani, (an Independent Non-Executive Director), having served for nine years, retires from the Board at the conclusion of the 67th Annual General Meeting; and
 - In accordance with the Board Charter, Mr. Bob Karina, (a Director representing the Trading Participants), having served for nine years, retires from the Board at the conclusion of the 67th Annual General Meeting; and
 - In accordance with Clause 2.4.2 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, and the Board Charter, Mr. Hosea Kimutai Kili (an Independent Non-Executive Director), having served for nine years, retires from the Board at the conclusion of the 67th Annual General Meeting.
- In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit, Risk and Compliance Committee, be appointed individually to continue to serve as members of the said Committee:
 - Ms. Risper Alaro-Mukoto (subject to re-election) and;
 - Ms. Isis Nyong’o Madison.
- To note the retirement of PricewaterhouseCoopers (PwC) as the Auditor of the Company and to appoint Deloitte & Touche as the new auditor, for the Financial Year ending 31st December 2021 in accordance with the provisions of Section 721 of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing Financial Year in accordance with the provisions of Section 724 of the Companies Act, 2015.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Special Resolution for Amendment of the Articles of Association:
THAT subject to regulatory approval and legislative amendment, Article 126 of the Company’s Articles of Association of the Company be amended to read as follows:
126. Without prejudice to any provision of these Articles providing for the rotation, disqualification or removal of Directors, the Chairman shall hold office for a maximum of two consecutive terms of three years each or such other periods as may be provided under the Capital Markets Act or any other written law.
- To consider and, if thought fit, to pass the following **Ordinary Resolutions**:
 - THAT** subject to obtaining all regulatory approvals including from the Capital Markets Authority, the Directors of the NSE be authorized to incorporate the Nairobi Securities Exchange Limited as a wholly owned subsidiary company of the NSE.
 - THAT** subject to obtaining all regulatory approvals including from the Capital Markets Authority, the exchange business of the NSE be carried on by the newly incorporated Nairobi Securities Exchange Limited and the NSE operates as a non-operating holding company.
 - THAT** the Directors of the NSE be authorized to execute all such documents and do all things that are necessary to implement the corporate reorganization of the NSE referred to in Resolution 11 (b) above.
- To consider and, if thought fit, to pass the following **Special Resolutions**:
 - THAT** subject to obtaining all regulatory approvals for the Nairobi Securities Exchange Limited to operate the exchange business, a new set of Articles of Association of the Company, be and is hereby approved and adopted as the new Articles of Association of the NSE in place of the existing Articles of Association.
 - THAT** subject to obtaining all regulatory approvals for the Nairobi Securities Exchange Limited to operate the exchange business and approval of the Registrar of Companies, the change of the name of the NSE from ‘Nairobi Securities Exchange Plc’ to ‘NSE Group Plc’ be and is hereby approved to take effect from the date of completion of the corporate reorganization.

ANY OTHER BUSINESS

- To consider any other business of which due notice has been received.

BY ORDER OF THE BOARD



KURIA K. WAITHAKA
COMPANY SECRETARY & CHIEF LEGAL OFFICER

DATE: 12th May 2021

Notes:

- In view of the ongoing COVID-19 pandemic and the related Public Health Regulations and directives passed by the Government of Kenya restricting public health gatherings, it is impractical, as provided in the Companies Act, 2015, for NSE to hold a physical Annual General Meeting (AGM) in the manner

prescribed in its Articles of Association. Though shareholders will not be able to attend the AGM in person they will be able to register for, access information pertaining to the Integrated Report and Audited Consolidated Financial Statements of NSE for the year ending 31st December 2020, follow the meeting in the manner detailed below and vote electronically. Shareholders may ask questions in advance of the meeting as detailed in the instructions below.

- Article 79 of the Company’s Articles of Association provides for the holding of, a general meeting by means of audio or audio and visual communication by which all Members constituting the quorum, can hear each other throughout the meeting, subject to the provisions of the Companies Act, 2015.
- Shareholders wishing to participate in the meeting should register for the AGM by dialing *483*816# on their mobile telephone and follow the various prompts on the registration process.
- To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance, shareholders should dial the following helpline number: **(+254) 709 170 000** from 8.00 a.m. to 5.00 p.m. from Monday to Friday.
A Shareholder domiciled outside of Kenya can send an email to Image Registrars via NSEagm@image.co.ke or info@image.co.ke providing their details i.e. Name, Passport/ID no., CDS no. and Mobile telephone number requesting to be registered. Image Registrars shall register the shareholder and send them an email notification once registered.
- Registration for the AGM opens on **Saturday 15th May 2021** at 8.00 a.m. (EAT) and will close on **Tuesday 1st June 2021** at 5.00 p.m. (EAT). Shareholders will not be able to register after this time.
- In accordance with the provisions of Section 670 of the Companies Act, 2015 and Article 159 of the Articles of Association of the Company, a copy of the Integrated Report and Audited Accounts may be viewed at the Company’s website www.nse.co.ke.
- A copy of this Notice together with the Proxy Form may also be viewed on the Company’s website.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - Sending their written questions by email to the Company’s email address info@nse.co.ke or Image Registrars’ address NSEagm@image.co.ke;
 - To the extent possible, physically delivering the written questions with a return physical address or email address to the Registered Office of the Company at The Exchange Building, 5th Floor, 55 Westlands Road, Nairobi or to Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, 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 43633 - 00100, Nairobi, or to Image Registrars’ address - P.O. Box 9287 - 00100, Nairobi.

Shareholders must provide their full details (full name, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarifications must reach the Company on or before **Tuesday 1st June 2021 at 5.00 p.m.** (EAT).

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or e-mail address provided by the Shareholder no later than twelve (12) hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Company’s website no later than twelve (12) hours before the start of the AGM.

- 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 available on the Company’s website via this link: www.nse.co.ke. Physical copies of the Proxy Form are also available at the following address: Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, Nairobi. To be valid, a Proxy Form must be duly completed by the member and must be returned to Image Registrars on the above address or through their email address NSEagm@image.co.ke so as to arrive not later than forty eight (48) hours before the time fixed for the meeting, failing which, it will be invalid. In the case of a corporate body, the Proxy Form must be executed under its common seal or under the hand of duly authorised officer or an attorney of such corporation. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than forty eight (48) hours before the time fixed for the meeting. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than twenty four (24) hours after receipt to allow time to address any issues.
- In accordance with the provisions of Article 96 of the Articles of Association of the Company, a person seeking election as a Director at the Annual General Meeting should deliver to the Company Secretary, through the Company’s physical, postal or email address info@nse.co.ke (copy to kwaitthaka@nse.co.ke), at least seven (7) days prior to the day of the meeting, notice in writing signed by a shareholder duly qualified to attend and vote at the meeting, of his intention to propose such person for election and notice in writing signed by the person to be proposed of his willingness to be elected as per the nomination papers which may be accessed on the Company’s website www.nse.co.ke. The person so nominated will be required to send a Consent in the format also available on the Company’s website.
- 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, twenty four (24) hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent 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.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the chairman) via the USSD prompts.
- Results of the AGM shall be published within twenty four (24) hours following conclusion of the AGM.
- For shareholders residing outside Kenya and wishing to participate in the AGM, the following procedure shall apply:
 - The Shareholder domiciled outside of Kenya will send an e-mail to Image Registrars via NSEagm@image.co.ke providing their details i.e. Name, Passport/ID no., and Mobile telephone number requesting to be registered.
 - Image Registrars shall register the shareholder and send them an email notification once registered.
 - A notification (email and SMS) shall be sent to them as well as all shareholders an hour before the AGM notifying them about the AGM. This notification will also include the link to stream the proceedings.
 - For voting, the shareholder will receive a verification Code via the Mobile telephone number provided.
 - The link shared to stream the meeting contains a voting tab. Once the shareholder selects to vote, he/she shall key in the code received via SMS and proceed to follow the prompts.
 - A shareholder may also ask questions via the Questions Tab.