



TOTAL KENYA PLC


NOTICE & AGENDA OF THE ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE is hereby given that due to the ongoing COVID-19 pandemic, the related Public Health Regulations and restrictions on public gatherings by the Government of Kenya, the Sixty Sixth (66th) Annual General Meeting of the Company shall be held via Electronic Means on Friday, 26 June 2020 at 9.00 a.m. to transact the following business:-

1. To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.
2. To confirm and adopt the minutes of the 65th Annual General Meeting held on 26 June 2019.
3. To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2019 together with the Chairman's Statement and the reports of the Directors and the Auditors thereon.
4. To approve the payment of a first and final dividend of KShs 1.30 per share in respect of the Financial Year ended 31 December 2019 (the same level as in 2018), payable on or around 31 July 2020 to the holders of Ordinary Shares and Redeemable Preference Shares on record at the close of business on 26 June 2020.
5. To approve the Directors' Remuneration Report as detailed in the Annual Report for the Financial Year ended 31 December 2019.
6. Retirement/Re-election of Director
 - i) Dr Joe Muchekhehu will retire as a Director in accordance with the provisions of Article 70 (1) of the Company's Articles of Association and in accordance with with Clause 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015.
 - ii) Mr Stanislas Mittelman, a Director retiring by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible, offers himself for re-election.
7. To individually appoint the following members of the Board Audit Committee of the Company to continue to serve as members of this Committee in accordance with the provisions of Section 769 of the Companies Act, 2015:-
 - a) Mr. Joseph Karago
 - b) Ms. Margaret Shava
 - c) Ms. Séverine Julien
8. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for the ensuing financial year.
9. To discuss any other business of which due notice has been received.

BY ORDER OF THE BOARD


J.L.G. MAONGA
COMPANY SECRETARY

Date: 22 May 2020.

NOTE

1. The Company has appointed Image Registrars Limited to specifically provide their platform and to manage this Virtual AGM.
2. Shareholders will be able to register to follow the meeting, vote electronically or by proxy and may ask questions in advance of the Annual General meeting in the manner detailed below:-
 - i) Any shareholder wishing to participate in the meeting should register for the Annual General Meeting (AGM) by dialling *483*804# for all networks and following the various prompts regarding the registration process. The charges applicable on the USSD are as follows (Safaricom at Kshs. 1, Airtel at Ksh. 3 and Telkom at Ksh. 1). In order to complete the registration process, Shareholders will need to use their 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) 709170000 from 9 a.m. to 3 p.m. on working days. A Shareholder domiciled outside Kenya can send an email to Image Registrars via 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 link once registered.
 - ii) The registration period opens on 8 June 2020 at 9.00 a.m. and will close on 24 June 2020 at 9.00 a.m. Shareholders will not be able to register for the AGM after Wednesday 24 June, 2020 at 9.00 a.m.
 - iii) A printed copy of Company's Annual Report and Audited Financial Statements for the year ended 31 December 2019 may be obtained from the Registered Office of the Company, Regal Plaza, Limuru Road, Nairobi.
 - iv) The following documents are available on the Company's website, www.total.co.ke: (i) The Company's Annual Report and Audited Financial Statements for the year ended 31 December 2019 (ii) a copy of this Notice and (iii) a copy of the No Objection issued by the CMA.
 - v) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so:
 - a) by dialling the USSD code above and selecting the option (ask Question) on the prompts (For shareholders who will have registered to participate in the meeting)
 - b) by sending their written questions by email to info@image.co.ke.
 - c) to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - d) sending their written questions with a return physical address or email address by registered post to Image Registrars' address at P.O. Box 9287 – 00100 Nairobi.
 - Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.
 - All questions and clarification must reach the Company on or before Tuesday 23 June, 2020 at 11.00 a.m.
 - 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 email address provided by the Shareholder no later than 12 Noon on Thursday 25th June 2020. A full list of all questions received and the answers thereto will be published on the Company's website not later than 12 hours before the start of the Annual General Meeting.
 - vi) In accordance with Section 298 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 must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to info@image.co.ke or delivered to Image Registrars, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi so as to be received not later than Wednesday 24 June, 2020 at 9.00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Registrars no later than Wednesday 24 June, 2020 at 9.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned not later than Thursday, 25 June 2020 to allow time to address any issues. A copy of the Proxy Form may be obtained from the Company's website www.total.co.ke
 - vii) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the annual 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 three hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in three hours' time and providing a link to the live stream.
 - viii) 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 or the web link
 - ix) Results of the AGM shall be published on the Company's website, www.total.co.ke within 24 hours following conclusion of the AGM
 - x) Shareholders are encouraged to continuously monitor the Company's website, www.total.co.ke for update relating to the AGM. We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by COVID-19 pandemic.