

## Notice of the 2020 Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Seventy-Ninth Annual General Meeting of **BOC Kenya PLC** will be held Virtually on 8 December 2020, at 11:00 a.m. for the following purposes:-

### Ordinary Business

- To receive, consider and if approved, adopt the Company's audited financial statements for the year ended 31 December 2019, together with the reports of the Chairman, Directors and Auditors thereon.
- To confirm the interim dividend of KES 2.35 per ordinary share paid on 23 October 2019 and by recommendation of the Directors to declare that no final dividend be paid.
- To ratify the re-election of Directors:
  - Mr. A. Kamau, Mr. M. Kruger and Mr. S. Maina retired by rotation, and being eligible, offered themselves for re-election in accordance with Article 29 of the Articles of Association.
  - In accordance with the provisions of Section 769 of the Companies Act 2015, Mr. S. Maina, Mr. M. Kruger and Mrs. C. Wetende, being members of the Board's Audit & Risk Committee be re-elected to continue to serve as Members of the said Committee.
- To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2019.
- To ratify the appointment of Auditors and to authorise the Directors to fix the remuneration of the Auditors, so appointed.

### By Order of the Board

**R. T. Ngobi (Ms.)**  
Company Secretary  
Kitui Road, Industrial Area  
P O Box 18010-00500  
Nairobi

12 November 2020

### NOTES:

- Any Member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the Company.
- Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number \*384\*039# and following the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their Shares Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares.
- Registration for the AGM opens on Monday 23 November 2020 at 08:00am and will close on Monday 7 December 2020 at 12:00 Noon.
- For assistance, Shareholders should dial the following helpline numbers: +254 20 7608216 from 8:00 a.m. to 4:00 p.m. during the registration Open Period. Any Shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke).
- Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> to view the livestream, vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions using their log in credentials via USSD using short code number \*384\*039#.
- Shareholders wishing to raise any questions for the AGM may do so by:
  - Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "BOC Kenya PLC AGM"; Select "Q&A" option tab and submit questions in text box provided; or
  - Accessing Virtual AGM via USSD platform using short code number \*384\*039#; Use the menu prompts to Select "BOC Kenya PLC"; Select the menu option for "Q&A" and submit their questions (within 160 character limit for sms text); or
  - Sending their written questions by email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke); or
  - To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Company's Registrars, at IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue.
    - Shareholders sending questions by email or delivering to C&R Group must provide their full details (full names, Shares Account Number//CDSC Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.
    - All questions and clarification must reach the C&R Group on or before Monday 7 December 2020 by 12:00 Noon.
- Shareholders wishing to vote may do so by:
  - Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "BOC Kenya PLC AGM"; Select "Voting" option tab and vote; or
  - Accessing Virtual AGM via USSD platform; Use the menu prompts to Select "BOC Kenya PLC AGM"; Select the menu option for "Voting" and follow the various prompts regarding the voting process
- 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. A Proxy Form is available on the Company's website [www.boc.co.ke](http://www.boc.co.ke) Physical copies of the Proxy Form are also available at the following address: Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.

To be valid, the Proxy Form must be duly completed by the Shareholder or his Attorney duly authorized in writing. If the Shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an Officer or duly authorized Attorney of such body corporate.

A completed Form of Proxy should be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar or the Company Secretary not later than 12:00 Noon on 4 December, 2020.

The duly completed form must be supported by a copy of ID/ valid Passport of the Shareholder and include the ID/ Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than 4 December 2020 at 5.00 pm to allow time to address any issues.
- The AGM will be streamed live 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 or email, 24 hours prior to the AGM as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in two hour's time.
- The Annual Report and Financial Statements of the Company for the year ended 31 December 2019 have been made available on the Company's website [www.boc.co.ke](http://www.boc.co.ke) in the downloads section of the website.