

EXPRESS KENYA PLC

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting of the company will be virtually/hybrid held on Thursday 1st October 2021 at 11.00 a.m. to conduct the following business:

1. To table the proxies and to note the presence of a quorum.
2. To read the notice convening the meeting.
3. To confirm the minutes of the Forty-Ninth Annual General Meeting of the Company held on 24th September 2020.
4. To receive, consider and adopt the Audited Financial Statements for the year ended 31st December 2020 together with the Chairman's Statement and the reports of the Directors and Auditors thereon.
5. To note that the Directors do not recommend payment of a dividend for the financial year ended 31st December 2020.
6. To approve the Directors' fees as indicated in the Audited Financial Statements for the year ended 31st December 2020.

As a special business to consider and, if thought fit, pass the following resolution:

7. As an ordinary resolution:

That the following director who has reached the age of 70 years to continue to serve as a director of the company.

“That **Dr. C.W. Obura** who retires by rotation in accordance with Article 113 of the Company's Articles of Association and who is over the age of 70 years, shall notwithstanding that fact, be re-elected as a director of the company.”

8. To note that Messrs. PKF Kenya LLP, Certified Public Accountants continue in office as Auditors to the Company by virtue of section 721(2) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.
9. Any Other Business of which due notice has been received.

BY ORDER OF THE BOARD

EQUATORIAL SECRETARIES AND REGISTRARS



.....SECRETARIES

**DENNIS AROKA
EQUATORIAL SECRETARIES AND REGISTRARS
COMPANY SECRETARY
EXPRESS KENYA PLC**

1st September 2021

Notes;

1. Shareholders wishing to participate in the meeting should register for the AGM via USSD using short code number *384*043# or via a link to the AGM Platform and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their ID/Passport Number which were used to purchase their shares.
2. Registration for the AGM opens on 20th September, 2021 at 09:00AM and will close on 30th September, 2021 at 12 Noon.
3. 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.
4. Shareholders can access the Virtual AGM using the link to the AGM Platform to view the livestream, vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions via USSD *384*043#
5. Shareholders wishing to raise any questions for the AGM may do so by:
 - (i) Accessing Virtual AGM via a link to the AGM platform; Select Attend Event; Select “Express Kenya PLC AGM”; Select “Q&A” option tab and submit questions in text box provided; or
 - (ii) Accessing Virtual AGM via USSD platform *384*043#; Use the menu prompts to Select option for “Q&A” and submit their questions (within 160-character limit for sms text); or
 - (iii) Sending their written questions by email to digital@candrgroup.co.ke; or
 - (iv) 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, 1st Floor, 5th 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 30th September, 2021 12:00 Noon.*
6. Shareholders wishing to vote may do so by:
 - (i) Accessing Virtual AGM via a link to the AGM platform; Select Attend Event; Select “Express Kenya PLC AGM”; Select “Voting” option tab and vote; or
 - (ii) Accessing Virtual AGM via USSD platform *384*043#; Use the menu prompts to Select option for “Voting” and follow the various prompts regarding the voting process
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. A proxy form is attached to this Notice and is available on the Company’s website [www. http://expresskenya.com](http://expresskenya.com). 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 give 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 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 or sent to the Company Secretary, Dennis Aroka C/o of Equatorial Secretaries and Registrars, Kalamu House, Grevillea Grove, Westlands P O Box 47323, 00100-Nairobi or esr@ke.esr-ea.com, so as to reach the Registrar or the Company Secretary not later than 10.00 a.m. on 29th September, 2021. Duly completed form must be supported by a copy of ID/ valid Passport of the member 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 30th September 2021 at 5.00 pm to allow time to address any issues.

8. 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 a two hour's time and providing a link to the livestream.
9. The annual report and financial statements of the Company for the year ended 31st December 2020 have been made available on the Company's website www.expresskenya.com in the downloads section of the website.
10. A poll shall be conducted for all the resolutions put forward in the notice.
11. Results of the AGM shall be published within 24 hours following conclusion of the AGM
12. For any unclaimed dividends, the preferred method of paying dividends which are below Kshs 140,000.00 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialing *483*038# or contacting the Share Registrar, Custody & Registrars Services Limited.
13. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority) as abandoned assets on the appointed date.

Therefore, all shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd IKM Place, Tower B, 1st Floor,
5th Ngong Avenue, Nairobi
Tel: Mobile: +254 20 7608216,
Email: info@candrgroup.co.ke

EXPRESS KENYA PLC

PROXY FORM FOR THE ANNUAL GENERAL MEETING

1ST OCTOBER 2021

I/We.....

Of P.O. Box.....

Share Account No

being a shareholder of **EXPRESS KENYA PLC** hereby appoint

Please tick one only

1. Mr/ Mrs/ Ms ()

of P O Box

Proxy Mobile No.....

Proxy Email address:.....

OR

2. The Chairman of the Meeting ()

as my/our proxy to attend and on a poll vote for me/us on my /our behalf at the **Annual General Meeting** of the Company to be held virtually on Friday, 1st October 2021 at 11.00 a.m. and at any adjournment thereof.

Signature

Signature

Signed/ Sealedday of..... 2021

NOTES:

1. In the case of a member being a corporation, the proxy must be under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
2. To be valid this proxy form must be completed and delivered to the Company Secretary, Dennis Aroka C/o Equatorial Secretaries and Registrars, Kalamu House, Grevillea Grove, Westlands, P O Box 47323 00100 Nairobi or esr@ke.esr-ea.com or to the Company Registrars, Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi, P. O. Box 8484-00100 Nairobi or email to proxy@candrgroup.co.ke not later than 10.00 am on 29th September 2021.
3. A proxy need not be a member of the Company.