



## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of the Company will be held via electronic communication on Friday 17th June 2022 at 11.00 a.m. to transact the following business:

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To consider and, if thought fit, adopt the Annual Report and the Financial Statements for the year ended 31st December 2021, together with the Directors' and Auditors' Reports thereon.
4. To note that the Directors do not recommend the payment of dividend for the year ended 31st December 2021.
5. To elect Directors:
  - i. In accordance with Article 88 of the Company's Articles of Association, Mr Michael du Toit, having retired as the Managing Director on 30th March 2022, was appointed as a non-executive director to fill a casual vacancy effective 1st April 2022, hereby retires at the dissolution of the meeting and, being eligible, offer himself for election.
6. To pass an ordinary resolution pursuant to Section 769 of the Companies Act, 2015, that the following Directors being members of the Board Audit Committee be elected to continue to serve as members of the said Committee:
  - i) Mr Peter Gethi
  - ii) Ms Rachel Mbai
  - iii) Mr Rajesh Shah
7. To approve the Directors Remuneration and the Directors' Remuneration Report for the year ended 31st December 2021.
8. To note that the auditors, PricewaterhouseCoopers will continue in office in accordance with Sections 721 and 724 of the Companies Act 2015, and to authorise the directors to fix their remuneration.
9. To consider any other business for which due notice has been given.

### By Order of the Board

### Company Secretary

P. O. Box 30390 - 00100

NAIROBI

27th May 2022

## NOTES:

1. Liberty Kenya Holdings Plc has convened and is conducting this virtual Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
  - i. Dialling \*483\*499# for all networks and follow the various prompts regarding the registration process; or
  - ii. Sending an email request to be registered to [libertyshares@image.co.ke](mailto:libertyshares@image.co.ke); or
  - iii. Shareholders with email addresses will receive a registration link via email through which they can use to register.

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 (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 033 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

3. Registration for the AGM opens on 27th May, 2022 at 9:00 am and will close on Tuesday 15th June 2022 at 11:00 am. Shareholders will not be able to register after this time.
4. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's <http://www.libertykenya.co.ke/> (i) a copy of this Notice and the Proxy Form; (ii) the Company's audited financial statements for the year 2021. The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - a. sending their written questions by email to [libertyshares@image.co.ke](mailto:libertyshares@image.co.ke);
  - b. 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
  - c. 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 15th June 2022 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 hours before 11.00 a.m. Tuesday 15th June 2022. 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.

6. 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: <http://www.libertykenya.co.ke/> 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 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 corporation or Government office.

A completed form of proxy should be emailed to [libertyshares@image.co.ke](mailto:libertyshares@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 15th June 2022 at 11.00 am. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 15th June 2022 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 15th June 2022 to allow time to address any issues.

7. 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 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.
8. 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.
9. A poll shall be conducted for all the resolutions put forward in the notice.
10. Results of the poll shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.