



JKIA AIRPORT TRADE CENTRE
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EXPRESS KENYA PLC

NOTICE IS HEREBY GIVEN that the Forty Ninth Annual General Meeting of the company will be virtually held on Thursday 24th September 2020 at 11.00 a.m. in accordance with the provisions of Section 280 of the Companies Act, 2015 and pursuant to a court order issued by the High Court of Kenya in Miscellaneous Application no. E680 of 2020 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-Eighth Annual General Meeting of the Company held on 27th June 2019.
4. To receive, consider and adopt the Audited Financial Statements for the year ended 31st December 2019 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 2019.
6. To approve the Directors' fees as indicated in the Audited Financial Statements for the year ended 31st December 2019.
7. To re-elect **Ms. Kajal Thakker** who retires by rotation in accordance with Article 113 of the Company's Articles of Association, and being eligible, offers herself for re-election.
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. SPECIAL BUSINESS

SPECIAL RESOLUTION

i. To amend Article 59 of the Articles of Association of the Company and create a new Article 59A of the Articles of Association of the Company to allow for simultaneous attendance and participation by electronic means for General Meetings including Annual General Meetings and Extraordinary General Meetings.

Pursuant to section 22 of the Companies Act, 2015 the text of the special resolution is set out below:

Amendment of Article 59 of the Articles of Association of the Company

“THAT, by way of special resolution Article 59 of the Articles of Association of the Company be and is hereby amended by insertion of a new Article 59A of the Articles of Association of the Company immediately after Article 59 of the Articles of Association of the Company

“Article 59A - ELECTRONIC PARTICIPATION IN GENERAL MEETINGS

i. The Directors may decide that the Members shall be able to participate in a general meeting by use of electronic means, including that they may exercise their rights as shareholders electronically.

ii. In the case of any general meeting, the Directors may make arrangements for simultaneous attendance and participation by electronic means allowing Members and proxies not present together at the same place to attend, participate and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which Members and proxies are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all Members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such Members and proxies individually and provided further that such Members and Proxies may participate via electronic means from any other place as long as they are able to attend and vote from the place at which they are participating via electronic means.

iii. The Members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman is satisfied that adequate facilities are available throughout the meeting to ensure that the Members or proxies attending at the place or places at which persons are participating via electronic means are able to:

(a.) participate in the business for which the meeting has been convened; and

(b.) hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment, telephones or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means”.

10. 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

20TH AUGUST 2020

Notes;

1. 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*041# 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.
2. Registration for the AGM opens on 14th September, 2020 at 09:00AM and will close on 23rd September, 2020 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 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 *384*041#
5. Shareholders wishing to raise any questions for the AGM may do so by:
 - (i) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> 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*041#; Use the menu prompts to Select “Express Kenya AGM”; Select the menu 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 22nd September, 2020 12:00 Noon.*
6. Shareholders wishing to vote may do so by:
 - (i) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select “Express Kenya PLC AGM”; Select “Voting” option tab and vote; or
 - (ii) Accessing Virtual AGM via USSD platform; Use the menu prompts to Select “Express Kenya PLC AGM”; Select the menu 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 <http://www.expresskenya.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 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 22nd September, 2020. 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 22nd September 2020 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.
9. The annual report and financial statements of the Company for the year ended 31st December 2019 have been made available on the Company’s website www.expresskenya.co.ke in the downloads section of the website.