

## MAISHA BORA VENTURES PLC

**NOTICE IS HEREBY GIVEN** that, the 6<sup>th</sup> Annual General Meeting of the Company will be held via electronic communication on **Saturday 13<sup>th</sup> February, 2021 at 10:00 am** to conduct the following business, and, if thought fit, to pass the Resolutions set out below. Due to ongoing Covid 19 Pandemic Shareholders will not be able to attend the AGM in person but will be able to register for, access information pertaining to the proposed resolutions, follow the meeting in the manner detailed below and to vote electronically or by proxy. Shareholders will have an opportunity to ask questions during the meeting.

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### ORDINARY BUSINESS

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31<sup>st</sup> December 2020 together with the Directors' and Auditors' Reports thereon.

**Proposed Resolution:**

THAT the audited Financial Statements for the year ended 31 December 2020, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.

4. To approve the payment of a dividend for the year ended 31<sup>st</sup> December 2020.

**Proposed Resolution:**

THAT the payment of Ksh. 200 per share as a Dividend for the year ended 31<sup>st</sup> December 2020 as recommended by the Directors be and is hereby approved.

5. To elect Directors:

5.1 Joseph Kiando retires by rotation, and being eligible, offers himself for re-election.

5.2 Peter Ogola retires by rotation, and being eligible, offers himself for re-election.

5.3 Peter Korir retires by rotation, and being eligible, offers himself for re-election.

6. To approve Directors Remuneration.

**Proposed Resolution:**

THAT the Directors' Remuneration for the year ended 31<sup>st</sup> December 2020 as contained in the Annual Report and Financial Statements be and is hereby approved.

7. To authorize the Board to appoint Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to determine and fix their remuneration.

**Proposed Resolution:**

THAT the Board be and is hereby authorized to appoint Auditors of the Company to hold office until the conclusion of the next Annual General meeting and to determine and fix their remuneration.

8. To transact any other business of the Annual General Meeting in respect of which notice will have been given.

**SPECIAL BUSINESS:**

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

THAT the Articles of Association of the Company be amended by inserting the following new Article 50B:

**50B ATTENDANCE BY ELECTRONIC MEANS**

50B.1 In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons 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 persons individually.

50B.2 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 of the meeting 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) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment 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.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read "Catherine Musakali".

Catherine Musakali  
Company Secretary  
22<sup>nd</sup> January 2021

**NOTES:**

1. Any member may by notice duly signed by him or her and delivered to the Company Secretary, Maisha Bora Ventures Plc, Compound 7, House 3, Diani Close, at the Junction of Diani Road/Ole Dume Road, Nairobi, or delivered from the Company's offices at Maisha Bora Sacco, Industrial Area, not less than 7 days before the date appointed for the Annual General Meeting, give notice of his intention to propose any other person for election to the Board, such notice is to be accompanied by a notice signed by the person proposed of his or her willingness to be elected. The proposed person need not be a member of the Company.
2. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A form of proxy is attached to this Notice and may also be obtained from the Company's offices at Maisha Bora Sacco, Industrial Area or from the Company's website at: <https://maishaboraventures.co.ke/> A proxy need not be a member of the Company. To be valid, a form of proxy must be duly completed and signed by the member and must be lodged at the offices of the Company not later than Thursday 11<sup>th</sup> February, 2021 at 10.00 am. A copy of the national ID of the member should be attached to the duly signed proxy form when being submitted. Duly signed proxy forms and required ID copy may also be emailed to [cmusakali@dorion.co.ke](mailto:cmusakali@dorion.co.ke) or [info@image.co.ke](mailto:info@image.co.ke) in PDF format 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 Thursday 11<sup>th</sup> February 2021 at 10.00 am.
3. A copy of this notice, proxy form and the entire Annual Report and Accounts may be viewed at the Company's website at: <https://maishaboraventures.co.ke/>, or a printed copy may be obtained from the Company's offices upon request.
4. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable to hold a physical general meeting in the manner prescribed in the Articles of Association, and therefore pursuant to the Court Orders issued in Miscellaneous Application No. E680 of 2020 on Wednesday 29<sup>th</sup> April 2020, the Company shall hold the AGM using electronic means, and members and Proxies appointed to vote on behalf of the member will need access to a mobile phone to participate in voting on the various resolutions.
5. All shareholders who have provided their contact details shall receive a link to follow the virtual meeting on email and short message service. For assistance any shareholder who will not have received the link by 8th February 2021 should dial the following helpline number: 0709 170 000 from 9:00 a.m. to 5:00 p.m. from Monday to Friday.
6. Members wishing to raise any questions or clarifications regarding the AGM may do so by:
  - (a) sending their written questions by email to [info@image.co.ke](mailto:info@image.co.ke);
  - (b) Dialling the USSD code \* 483\*823# and selecting the Ask question option;
  - (c) to the extent possible, physically delivering their written questions with a return physical address or email address to: [info@maishaboraventures.co.ke](mailto:info@maishaboraventures.co.ke); or
  - (d) sending their written questions with a return physical address or email address by registered post to: [info@maishaboraventures.co.ke](mailto:info@maishaboraventures.co.ke);
7. Members must provide their full details (full names, ID/Passport Number/member Account Number) when submitting their questions and clarifications. All questions and clarification must reach the Company on or before Thursday, 11th February 2021 at 10.00 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 Member no later than 48 hours after the conclusion of the meeting. A full list of all questions received and the answers thereto will be published on the Company's website.
8. The AGM will be streamed live via a link which shall be provided to Members.
9. Members and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered Members and proxies may vote (when prompted by the Chairman) via the USSD prompts.
10. A poll shall be conducted for all the resolutions put forward in the notice.
11. Results of the poll shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.