

## NOTICE OF ANNUAL GENERAL MEETING

### TO ALL SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that 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 on Wednesday 29<sup>th</sup> April, 2020, the Eighty Ninth Annual General Meeting of the Company will be held via electronic communication, on 2<sup>nd</sup> December, 2021 at 9.00 am to transact the following business:

#### AGENDA

##### ORDINARY BUSINESS

1. To read the notice convening the meeting, table proxies and to confirm the presence of a quorum.
2. To confirm minutes of the 88<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> March, 2021.
3. To receive the Chairman's report.
4. To receive, consider and adopt the Financial Statements for the year ended 30<sup>th</sup> June, 2021 together with the reports of the Directors and Auditors thereon.
5. To note that the Directors do not recommend payment of a dividend in respect of the financial year ended 30<sup>th</sup> June, 2021.
6. To approve the remuneration of the Directors as shown in the Financial Statements for the year ended 30<sup>th</sup> June, 2021.
7. To note that the audit of the Company's books of account will continue to be undertaken by the Auditor-General or an audit firm appointed in accordance with Section 11 of the State Corporations Act (as amended by the Miscellaneous Law Amendment Act, 2002) and Section 23 of the Public Audit Act 2015.
8. Election of Directors:
  - a. To re-elect Mr. Edwin M. Kinyua, MBS as a Director of the Company who retires at this meeting in accordance with Articles 98 and 99 of the Company's Articles of Association and being eligible offers himself for re-election.
  - b. To re-elect the Cabinet Secretary of the National Treasury as a Director of the Company who retires at this meeting in accordance with Articles 98 and 99 of the Company's Articles of Association and being eligible offers himself for re-election.

##### SPECIAL BUSINESS

9. To transact any other business of an Annual General Meeting of which due notice has been received.

#### BY ORDER OF THE BOARD

Florence Mitoy  
Company Secretary  
10<sup>th</sup> November, 2021.

#### NOTES:

Shareholders will be able to register to follow the meeting, vote electronically or by proxy and may ask questions in advance before the date of the Annual General Meeting in the manner detailed as follows:

1. Owing to the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health

Regulations and directives passed by the Government restricting public gatherings, it is impossible, for EAPC PLC to hold a physical Annual General Meeting in the manner envisaged under the Articles of Association of the Company and section 280 of the Companies Act 2015. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, issued an order permitting any company listed on the Nairobi Securities Exchange to convene and conduct a virtual general meeting subject to receipt of a 'No Objection' from the Capital Markets Authority (CMA). Relying on this court order, EAPC PLC has convened and will conduct its virtual Annual General Meeting following receipt of a No Objection from the CMA.

- i. Shareholders wishing to participate in the meeting should register for the AGM:

##### a. Through the web portal

- i. By logging onto <https://escrowagm.com/EAPCC/Login.aspx> and filling in the registration form. In order to complete the registration process, the shareholder will need to have their ID/Passport Numbers that were used to purchase their shares and/or their CDSC or Share Account Number at hand. For assistance, they should dial the following number: (+254)710888000 or 0202588000 between 9:00 a.m. to 5:00p.m. from Monday to Friday.

##### b. Unstructured Supplementary Service Data (USSD)

- i. By dialing \*463\*560# and following the prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers that were used to purchase their shares and/or their CDSC or Share Account Number at hand. For assistance, shareholders should dial the following helpline number: (+254)710888000 or 0202588000 between 9:00 a.m. to 4:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration. USSD costs are charged at Kshs 2 per session for Airtel subscribers and Kshs 2 per session for Safaricom subscribers.
- ii. Registration for the AGM opens on 10<sup>th</sup> November, 2021 at 9.00AM and will close on 29<sup>th</sup> November, 2021 at 5.00 PM. Shareholders will not be able to register after this time.
- iii. The following documents may be viewed on the Company website [www.eastafricanportland.com](http://www.eastafricanportland.com) (a) copy of this Notice and the proxy form; (b) the Company's Annual Report and Audited financial statements for the year ended 30 June, 2021; (c) the Shareholders Circular; (d) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (e) a copy of the No Objection issued by the Capital Markets Authority.
- iv. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such proxy need not be a member of the Company.
- v. A proxy form is provided with the Annual Report. The proxy form can also be obtained from [www.eastafricanportland.com](http://www.eastafricanportland.com) Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to the Registered Office of the Company so as to arrive not later than 10.00 AM on 30<sup>th</sup> November, 2021.
- vi. Duly signed proxy forms may also be emailed to [agm@eapcc.co.ke](mailto:agm@eapcc.co.ke) in PDF format. A proxy form 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 the Company's common seal or under the hand of an office or duly authorized attorney of such body corporate.
- vii. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before 30<sup>th</sup> November, 2021 at 2.30 PM by: (a) sending their written questions by email to [agm@eapcc.co.ke](mailto:agm@eapcc.co.ke) (b) to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to the Registered Office of the Company. Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications. The Company's Directors will provide written responses to the questions received to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the AGM. Shareholders will be given an opportunity to ask questions during the AGM. 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 AGM.
- viii. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. 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, as a reminder that the AGM will begin in an hours' time and providing a link to the live stream.
- ix. Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the Chairman) via the USSD prompts.
- x. Results of the resolutions voted on will be published on [www.eastafricanportland.com](http://www.eastafricanportland.com) within 24 hours following conclusion of the AGM.

Shareholders will be notified on any updates relating to the AGM owing to the changing situation arising from the COVID-19 pandemic. We appreciate the understanding of our shareholders as we navigate the evolving business conditions posed by COVID-19.