

EQUITY GROUP HOLDINGS PLC

NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

Notice is hereby given to Shareholders that the **Eighteenth Annual General Meeting (AGM)** of **Equity Group Holdings PLC** ("the Company") will be held on **Wednesday, 29th June 2022 at 10:00 am by electronic means**, for the purpose of considering and, if thought fit, passing the resolutions set out below.

Resolutions numbers 2 (i) to (vi) will be proposed as ordinary resolutions and resolution number 3 (a) will be proposed as a special resolution.

AGENDA

1. CONSTITUTION OF THE MEETING

To read the notice convening the meeting, table proxies received and confirm the presence of a quorum.

2. ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December, 2020.

To receive, consider and adopt the audited financial statements for the year ended 31st December 2021 together with the Chairman's, Directors' and Auditors' reports thereon.

ii. Dividend

To declare a first and final dividend of Kshs 3/- per share in respect of the financial year ended 31st December 2021, to be paid on or about 30th June 2022 to the shareholders on the register as at the close of business on 20th May 2022.

iii. Remuneration of Directors

To receive, consider and ratify the Directors' Remuneration Report and the remuneration paid to the Directors for the financial year ended 31st December, 2021.

iv. Election of Directors

- To approve the appointment of Prof. Isaac Macharia, who in accordance with Article 100 of the Company's Articles of Association, retires from office by rotation and being eligible, offers himself for re-election;
- To approve the appointment of Mr. Jonas Mushosho, who having been appointed by the Board on 4th May 2021, retires from office by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election;
- To note the retirement of Mr. Christopher Newson, a Director retiring from office by rotation in accordance with Article 100 of the Company's Articles of Association and who, although eligible, does not offer himself for re-election.
- In accordance with the provisions of section 769 of the Companies Act, 2015, to approve the election of the following Directors, being members of the Board Audit Committee to continue to serve as members of the said Committee:
 - Dr. Edward Odundo;
 - Mrs. Evelyn Rutagwenda;
 - Mr. Vijay Gidoomal; and
 - Dr. Helen Gichohi.

v. Appointment of Auditors

To appoint Messrs PricewaterhouseCoopers as auditors of the Company until the conclusion of the next Annual General Meeting in accordance with Section 721 of the Companies Act and to authorise the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act, 2015.

3. SPECIAL BUSINESS

a) SPECIAL RESOLUTION

Amendment to Articles of Association of the Company

To amend Article 90 of the Articles of Association of the Company to allow the directors of the Company to appoint in addition to the managing director, other executive directors of the Company to the Board. The amendment is proposed because Article 90 currently only refers to the Managing Director, but the Company is growing and has the position of Executive Director of the Company as well.

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

Amendment to the Articles of Association of the Company

"That, by way of special resolution, Article 90 of the Articles of Association of the Company be and is hereby amended by adding the phrase "other executive director position of the Company" or "executive director" (as applicable) immediately after the words "Managing Director" wherever it appears;"

4. ANY OTHER BUSINESS

To transact any other business that may legally be transacted at an annual general meeting, of which notice will have been duly received.

BY ORDER OF THE BOARD



Lydia N. Ndirangu
Company Secretary
P.O. BOX 75104-00200
NAIROBI.
6th June, 2022

NOTES

- The Company has convened and is conducting this virtual (by electronic means) annual general meeting in the manner prescribed in Article 54A of its Articles of Association.
- Registration for the AGM shall open on Monday 6th June 2022 at 9:00 am and will close on Monday, 27th June at 5:00 pm.
- Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - Dialing *370# on their Equitel mobile telephone lines or *483*851# on their Safaricom, Airtel or Telkom mobile telephone lines; and following the prompts or
 - Sending an email request to be registered to EquityAGM@image.co.ke
 - 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 should dial the following helpline numbers: (+254) 709 170 037/ 709 170 000 from 9:00 am to 5:00 pm from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

- A notification (email and SMS) shall be sent to shareholders domiciled outside Kenya who have registered for the meeting as well as to all Shareholders 1 hour before the AGM notifying them about the AGM. This notification will also include the link to stream the proceedings. For voting, the Shareholder will receive a verification code via the Mobile telephone number provided. The link shared to stream the meeting contains a voting tab. Once the shareholder selects to vote, s/he shall key in the code received via SMS and proceed to follow the prompts.
- In accordance with Section 670 of the Companies Act, 2015, the Company's Audited Financial Statements for the year ended 31st December 2021 may be viewed on the Company's website <https://equitygroupholdings.com/investor-relations/>.
The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
- A copy of this Notice and the Proxy form may also be viewed on the Company's website <https://equitygroupholdings.com/investor-relations/> or by dialing the above USSD codes.
- Shareholders wishing to raise any questions or clarifications regarding the resolutions proposed to be passed at the AGM may do so by:
 - Sending their written questions by email to EGHAGM2022@equitygroupholdings.com; or
 - Shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialing the USSD code above and selecting the option [Ask Question] on the prompts; or
 - To the extent possible, physically delivering their written questions with a return physical address to the registered office of the Company at the Company's Head Office situated at Equity Centre, 9th Floor, Hospital Road, Upper Hill, Nairobi; or
 - Sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 75104-00200 Nairobi.

Shareholders must provide their full details (full names, Kenyan National Identity Card/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarifications must reach the Company on or before Friday, 24th June 2022 at 1:00 pm for those requiring responses ahead of the AGM, but shareholders can continue forwarding questions thereafter and responses will be provided for during and after the AGM.

Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions and clarifications received to the return physical address or email address provided by the Shareholder no later than 10:00 am on Tuesday, 28th June 2022. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 10:00 am on Tuesday, 28th June 2022.

- In Accordance with Section 298(1) of the Companies Act, 2015, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy/proxies to vote on their behalf. A proxy need not be a member of the Company and the appointed proxy will need to have access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website <https://equitygroupholdings.com/investor-relations/>. A proxy must be signed by the appointor or his attorney duly authorized in writing, or if the appointor is a company, under the hand of an officer or attorney duly authorized by the Company. A completed form should be emailed to EGHAGM2022@equitygroupholdings.com or lodged with the Company Secretary at the Company's Head Office situated at Equity Centre, 9th Floor, Hospital Road, Upper Hill, Nairobi, or to Image Registrars Ltd's offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; postal address at P.O. Box 9287- 00100 GPO, Nairobi, email address EquityAGM@image.co.ke not later than 5:00 pm on Monday, 27th June 2022. Any person appointed as a proxy should submit his/her mobile telephone number to the Company not later than 5:00 pm on Monday, 27th June 2022. Any proxy registration that is rejected shall be communicated to the Shareholder concerned no later than 10:00 am on Tuesday, 28th June 2022 to allow time to address any issues.
- The AGM will be streamed live via a link which shall be provided to all Shareholders and proxies who will have registered to participate in the AGM. Duly registered Shareholders and proxies will receive a short message service (SMS)/USSD prompt in their registered mobile numbers or emails 24 hours prior to the start of the AGM acting as a reminder of the AGM. A second SMS/USSD prompt or email shall be sent 1 hour ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in an hour's time and providing a link to the livestream.
- Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the Agenda and vote (when prompted by the Chairman) via the SMS/USSD prompts or web link provided through the email prompt.
- Results of the AGM voting shall be published within 24 hours following conclusion of the AGM.
- Time indicated on this Notice is East African Time (EAT).