

NOTICE OF THE 65TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 65th Annual General Meeting of the Nairobi Securities Exchange PLC (NSE) will be held at Kenyatta International Convention Centre (KICC), Tsavo Ballroom, Nairobi, on Thursday, 30 May 2019 at 11.00 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.
2. To confirm and adopt the Minutes of the 64th Annual General Meeting held on 30 May 2018.
3. To receive the Chairman's Statement and the Chief Executive's Report.
4. To receive, consider and, if thought fit, adopt the Audited Financial Statements for the year ended 31 December 2018, together with the reports of the Directors and Auditors thereon.
5. To approve a first and final dividend of Kshs. 0.49 per ordinary share comprising of an ordinary dividend of Kshs. 0.29 per ordinary share and a special dividend of Kshs. 0.20 per ordinary share in respect of the Financial Year ended 31 December 2018 and to approve the closure of the Register of Members at the close of business on 30 May 2019, for one day, for the purpose of determining the qualifying members entitled to dividends.
6. To approve the Remuneration Report of the Board as detailed in the Annual Report for the Financial Year ended 31 December 2018.
7. Election of Directors:
 - a) In accordance with Articles 94 and 95 of the Company's Articles of Association, Ms. Sharon Maviala (an Independent Non-Executive Director) retires by rotation and, being eligible, offers herself for re-election;
 - b) In accordance with Articles 94 and 95 of the Company's Articles of Association, Mr. Hosea Kimutai Kili (an Independent Non-Executive Director) retires by rotation and, being eligible, offers himself for re-election;
 - c) In accordance with Articles 94 and 95 of the Company's Articles of Association, Mr. Paul Vollant (a Non-Executive Director) retires by rotation and, being eligible, offers himself for re-election.
8. In accordance with the provisions of Section 769 of the Companies Act, 2015:
 - a) The following directors, being members of the Board Audit, Risk and Compliance Committee, be appointed individually to continue to serve as members of the said Committee:
 - i) Ms. Risper Alaro-Mukoto
 - ii) Mrs. Nasim Devji
 - b) Subject to the following directors being re-elected under agenda item No. 7 above and, being members of the Board Audit, Risk and Compliance Committee, be appointed individually to continue to serve as members of the said Committee:-
 - i) Ms. Sharon Maviala
 - ii) Mr. Hosea Kimutai Kili
9. To re-appoint Messrs PricewaterhouseCoopers (PwC) as the auditors of the Company in accordance with the provisions of Section 721 of the Companies Act, 2015 and to authorize the Directors to fix the Auditors' remuneration for the ensuing Financial Year in accordance with the provisions of Section 724 of the Companies Act, 2015.

ANY OTHER BUSINESS

10. To consider any other business of which due notice has been received.

BY ORDER OF THE BOARD



J L G MAONGA
COMPANY SECRETARY

DATE: 06 May 2019

Note:

1. In accordance with the provisions of Section 298 of the Companies Act, 2015, a member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company.

A Proxy Form may be obtained from the Company's website www.nse.co.ke, the Registered Office of the Company, The Exchange Building, 5th Floor, 55 Westlands Road, P. O. Box 43633 - 00100, Nairobi, or from the offices of the Company's Shares Registrars, CDSC Registrars Limited, Occidental Plaza, 1st Floor, Muthithi Road, Westlands, P. O. Box 6341 - 00100, Nairobi; Email: registrar@cdscregistrars.com.

To be valid, a Proxy Form must be duly completed by the member and must be returned to the Company's Shares Registrars on the above address so as to arrive not later than 48 hours before the time fixed for the meeting, failing which, it will be invalid. In the case of a corporate body, the Proxy Form must be executed under its common seal or under the hand of duly authorised officer or an attorney of such corporation.

2. In accordance with the provisions of Article 159 of the Articles of Association of the Company, a copy of the entire Annual Report and Accounts may be viewed at the Company's website www.nse.co.ke.
3. In accordance with the provisions of Article 96 of the Articles of Association of the Company, a person seeking election at the Annual General Meeting should deliver to the Secretary at least seven (7) days prior to the day of the meeting, notice in writing signed by a shareholder duly qualified to attend and vote at the meeting, of his intention to propose such person for election and notice in writing signed by the person to be proposed of his willingness to be elected as per the nomination papers which may be accessed on the Company's website www.nse.co.ke.