



NOTICE OF THE 68TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **68th Annual General Meeting** of the Nairobi Securities Exchange Plc will be held by **electronic communication**, on **Friday 3rd June 2022** 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 Annual General Meeting held on 3rd June 2021.
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 31st December 2021 together with the reports of the Directors and Auditors thereon.
5. To approve a second special dividend of Kshs. 0.50 cents per share resulting in a total special dividend of Kshs. 1.00 per share (inclusive of the Kshs. 0.50 cents paid in December 2021) and a final dividend of Kshs. 0.40 per ordinary share, in respect of the Financial Year ended 31st December 2021 and to approve the closure of the Register of Members at the close of business on 3rd June 2022 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 31st December 2021 and to authorize the Directors to fix their remuneration.
7. Election of Directors:
 - a) In accordance with Articles 94 and 95 of the Company's Articles of Association, Mr. Kiprono Kittony (an Independent Non-Executive Director) retires by rotation and, being eligible, offers himself for re-election;
 - b) 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, although being eligible, does not offer himself for re-election; and
 - c) In accordance with Articles 94 and 95 of the Company's Articles of Association, Ms. Isis Nyong'o-Madison (an Independent Non-Executive Director) retires by rotation and, being eligible, offers herself for re-election.
8. In accordance with the provisions of Section 769 of the Companies Act, 2015, 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:
 - a) Ms. Risper Alaro-Mukoto (subject to re-election);
 - b) Ms. Isis Nyong'o Madison;
 - c) Mr. Michael Turner; and
 - d) Mr. Paul Mwai.



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9. To reappoint Messrs Deloitte & Touche as the Auditors of the Company, in accordance with the provisions of Section 721(4) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing Financial Year in accordance with the provisions of Section 724 of the Companies Act, 2015.

SPECIAL BUSINESS

10. **Special Resolution on amendment of the Articles of Association of the Nairobi Securities Exchange Plc**

To consider and, and if appropriate, pass the following **Special Resolution**:

“Subject to obtaining regulatory approvals for the creation of a wholly owned subsidiary of the NSE Group Plc to carry on the exchange business (**“Reorganization”**), **THAT** the existing Articles of Association of the Nairobi Securities Exchange Plc be amended by incorporating the changes highlighted in the annexure attached to this resolution, with effect from the date of completion of the Reorganization.”

ANY OTHER BUSINESS

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

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Kuria K. Waitthaka', is written over a light blue horizontal line.

KURIA K. WAITHAKA
COMPANY SECRETARY & CHIEF LEGAL OFFICER

DATE: 12th May 2022

Notes:

1. Nairobi Securities Exchange Plc has convened and will conduct a Virtual Annual General Meeting (“AGM”) pursuant to Section 283 of the Companies Act and Article 79 of the Company’s Articles of Association.



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2. The Company, pursuant to Section 283(3) of the Companies Act has made available the following documents on the Company's website www.nse.co.ke for Shareholder access:

- a) A copy of this Notice and the proxy form;
- b) The Company's Financial Statements and reports for the year 2021;
- c) Amended Articles of Association;
- d) Nomination Form; and
- e) Consent Form.

3. Shareholders wishing to participate in the meeting should register for the AGM by dialing ***483*560#** on their mobile telephone and follow the various prompts on the registration process or click on the following link <https://escrowagm.com/nse/signup.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 Account Number at hand.

4. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance, shareholders should dial the following helpline number: **(+254) 0710888000** from 8.00 a.m. to 5.00 p.m. (EAT) from Monday to Friday.

A Shareholder domiciled outside of Kenya can send an email to CDSC Registrars via eagm@cdscregistrars.com providing their details i.e. Name, Passport/ID Number, CDS Number and Mobile telephone number requesting to be registered. CDSC Registrars shall register the shareholder and send them an email notification once registered.

5. Registration for the AGM opens on Monday **16th May 2022 at 8.00 a.m. (EAT)** and will close on **Wednesday 1st June 2022 at 5.00 p.m. (EAT)**. Shareholders will not be able to register after this time.

6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- a) Sending their written questions by email to the Company's email address info@nse.co.ke or CDSC Registrars email address eagm@cdscregistrars.com;
- b) To the extent possible, physically delivering the written questions with a return physical address or email address to the Registered Office of the Company at The Exchange Building, 5th Floor, 55 Westlands Road, Nairobi or to CDSC Registrars Limited, 1st Floor, Occidental Plaza, Muthithi Road, Westlands; or
- c) Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 43633 - 00100, Nairobi, or to CDSC Registrars address - P.O. Box 6341-00100, Nairobi.

Shareholders must provide their full details (full name, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarifications must reach the Company on or before **Tuesday 31st May 2022 at 5.00 p.m. (EAT)**.



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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 e-mail address provided by the Shareholder no later than twelve (12) hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Company's website no later than twelve (12) hours before the start of the AGM.

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, the appointed proxy will need access to a mobile telephone. A Proxy Form is available on the Company's website via this link: www.nse.co.ke. Physical copies of the Proxy Form are also available at the following address: CDSC Registrars, 1st Floor, Occidental Plaza, Muthithi Road, Westlands. To be valid, a Proxy Form must be duly completed by the member and must be returned to CDSC Registrars on the above address or through their email address eagm@cdscregistrars.com so as to arrive not later than forty eight (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. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than forty eight (48) hours before the time fixed for the meeting. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than twenty four (24) hours after receipt to allow time to address any issues.
8. In accordance with the provisions of Article 96 of the Articles of Association of the Company, a person seeking election as a Director at the Annual General Meeting should deliver to the Company Secretary, through the Company's physical, postal or email address info@nse.co.ke (copy to kwaithaka@nse.co.ke), by 26th May 2022 at 1.00 pm, 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. The person so nominated will be required to send a Consent in the format also available on the Company's website.
9. The AGM will be streamed live via a link which shall be provided 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, twenty four (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, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts.



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11. For shareholders residing outside Kenya and wishing to participate in the AGM, the following procedure shall apply:

- a) The Shareholder domiciled outside of Kenya will send an e-mail to CDSC Registrars eagm@cdscregistrars.com providing their details i.e. Name, Passport/ID Number, and Mobile telephone number requesting to be registered.
- b) CDSC Registrars shall register the shareholder and send them an email notification once registered.
- c) A notification (email and SMS) shall be sent to them as well as all shareholders an hour before the AGM notifying them about the AGM. This notification will also include the link to stream the proceedings.
- d) For voting, the shareholder will receive a verification Code via the Mobile telephone number provided.
- e) The link shared to stream the meeting contains a voting tab. Once the shareholder selects to vote, he/she shall key in the code received via SMS and proceed to follow the prompts.
- f) A shareholder may also ask questions via the Questions Tab.

12. Results of the AGM shall be published within twenty four (24) hours following conclusion of the AGM.

13. Shareholders are encouraged to continually monitor the Company's website www.nse.co.ke for updates relating to the AGM.