

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Eighth Annual General Meeting of the Company will be held via electronic communication, on Tuesday, 30th June, 2020, at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To confirm the minutes of the Forty Seventh Annual General Meeting held on 25th June 2019.
2. To receive, consider and, if thought fit, adopt the accounts for the year ended 31st December 2019, together with the Directors' and Auditors' Reports thereon.
3. To approve and note that Directors had not recommended payment of a dividend for the year 2019.
4. To elect Directors:
  - (a) Mrs. Teddy Mapunda retires by rotation in accordance with Article No. 111,112 & 113 of the Company's Articles of Association and being eligible, offers herself for re-election.
  - (b) Mr. Francis Okomo-Okello, and Mr. Ameer Kassim-Lakha, retire by rotation in accordance with Articles No. 111, 112 & 113 of the Company's Articles of Association. Special notices have been received by the Company pursuant to section 287 of the Companies Act 2015 and subject to section 131 of the Act that if thought fit, the following resolutions be passed:
 

"That Mr. Francis Okomo-Okello (a Director retiring by rotation) who is over 70 years of age, be and is hereby re-elected as a Director of the Company".

"That Mr. Ameer Kassim-Lakha (a Director retiring by rotation) who is over 70 years of age, be and is hereby re-elected as a Director of the Company".
5. To approve the Director's remuneration for 2019.
6. To appoint PricewaterhouseCoopers, the Company's Auditors, in accordance with Section 721 (2) of the Companies Act 2015. PricewaterhouseCoopers have indicated their willingness to continue in office.
7. To approve the Auditors' remuneration for 2019 and to authorise the Directors to fix the Auditors' remuneration for 2020.
8. To appoint the Audit Committee members which comprises Mr. Ameer Kassim-Lakha, Mr. Mahmood Manji, and Mr. Guedi Ainache in accordance with section 769 (1) of the Companies Act 2015.
9. To transact any other ordinary Business of an Annual General Meeting.

By Order of the Board.



Dominic K. Ng'ang'a  
COMPANY SECRETARY

Dated at Nairobi this 26 May, 2020

### Note:

1. In view of the ongoing coronavirus ("COVID-19") pandemic, the related Public Health Regulations, directives and health protocols communicated by the Government of Kenya precluding *inter alia* public gatherings, it is impractical, as contemplated under section 280 of the Companies Act 2015, for TPS Eastern Africa PLC ("TPSEAP") ("Company") to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
2. On 29<sup>th</sup> April, 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 issued an order granting special dispensation to 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").
3. TPSEAP has convened and is conducting this virtual Annual General Meeting following receipt of a No Objection from the CMA.
4. Shareholders wishing to participate in the AGM should register by dialing \*483\*806# on their Safaricom, Airtel or Telkom mobile telephone and following the various prompts regarding the registration process. Shareholders will not incur any charges by contacting the helpline number [+254] 709 170 000 from 9.00am to 3.00pm, Monday to Friday. Any shareholder outside Kenya wishing to register should dial the helpline number for assistance.
5. Registration for the AGM will commence at 9.00am on 9<sup>th</sup> June, 2020 and will close at 12.00pm on Friday 26<sup>th</sup> June, 2020. Shareholders will not be able to register after 12.00pm on 26<sup>th</sup> June, 2020.
6. In accordance with Section 283 (2) (c) of the Companies Act, 2015, the following documents may be viewed on the Company's website [www.serenahotel.com](http://www.serenahotel.com) (i) a copy of this notice and the proxy form, (ii) minutes of the last AGM held on 25<sup>th</sup> June, 2019, (iii) the Company's audited financial statements for the year ended 31 December, 2019, (iv) a copy of the High Court Order issued in Miscellaneous Application No. E680 of 2020, and (v) a copy of the No Objection issued by CMA.
7. Shareholders wishing to raise any questions or clarifications regarding the AGM may:
  - (a) send their written questions by email to [agmquestions@serenahotels.com](mailto:agmquestions@serenahotels.com) or
  - (b) to the extent possible, physically deliver their written questions with a return postal address or email address to the registered office of the Company at Williamson House, 4<sup>th</sup> Floor, 4<sup>th</sup> Ngong Avenue, or to Image Registrars, 5<sup>th</sup> Floor, ABSA Towers (formerly, Barclays Plaza) Loita Street, Nairobi; or
  - (c) send their written questions with a return postal address or email address by registered post to the Company's address at P.O. Box 48690 0010 Nairobi.  
Shareholders must provide their full details (Full name, ID/Passport Number/CDSC Account Number when submitting their questions and/or clarifications. All questions and clarification must reach the Company no later than 12.00pm, Friday, 26<sup>th</sup> June, 2020.

Following receipt of the questions and clarifications, the directors of the Company will provide written responses and return the same to the return postal address or email address provided by the Shareholder, no later than 12 hours before 11.00 a.m. on 30<sup>th</sup> June, 2020. A full list of all questions received and the answers thereto will be published on the Company's website no later than 12 hours before 11.00 a.m. on 30<sup>th</sup> June, 2020.

8. A Shareholder entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf. A Proxy need not be a member of the Company. The appointed Proxy will need to have access to a mobile telephone. A Proxy Form is attached to this Notice and is also available on the Company's website [www.serenahotels.com](http://www.serenahotels.com). Physical copies of the Proxy Form are also available from Image Registrars Limited, 5<sup>th</sup> Floor ABSA Towers (formerly, Barclays Plaza), Loita Street, P.O Box 9287 00100 Nairobi. To be valid, a Proxy Form must be duly signed by the member. If the member is a body corporate, the Proxy Form shall be provided under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. The completed Proxy Form should be emailed to [info@image.co.ke](mailto:info@image.co.ke) or sent/delivered to Image Registrars Limited, 5<sup>th</sup> Floor ABSA Towers (formerly, Barclays Plaza), Loita Street, Nairobi so as to be received not later than 11.00am on Friday, 26<sup>th</sup> June, 2020. Any person appointed as a Proxy should submit his/her mobile telephone number to the Company no later than 11.00am on Friday, 26<sup>th</sup> June, 2020 at 11.00am. Any rejected Proxy registration will be communicated to the shareholder concerned no later than Monday 29<sup>th</sup> June, 2020 in order to allow sufficient time to address any issues.
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 AGM. Duly registered shareholders and proxies will receive a short message (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM as a reminder of the AGM. A second (SMS/USSD) prompt shall be sent one hour prior to the AGM, being a final reminder together with a link to download livestream.
10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the customized private live stream platform and may then access the Agenda and vote when prompted by the Chairman via the USSD prompts.
11. Results of the AGM shall be published within 24 hours following conclusion of the AGM.



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