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

Tuesday, 30th June, 2020, at 11.00 a.m. to transact the following business:

To transact any other ordinary Business of an Annual General Meeting.

1. To approve the appointment of PricewaterhouseCoopers as the Company's Auditors, in accordance with Section 721 (2) of the Companies Act 2015.

2. To appoint PricewaterhouseCoopers, the Company's Auditors, in accordance with Section 721 (2) of the Companies Act 2015.

3. To approve the Director's remuneration for 2019.

4. “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. “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”.

6. To appoint the Audit Committee members which comprises Mr. Ameer Kassim-Lakha, Mr. Mahmood Manji, and Mr. Guedi Anache in accordance with section 769 (3) of the Companies Act 2015.

7. 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 26th 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 all public gatherings, it is imperative, 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. TPSEAP has convened and is conducting this virtual Annual General Meeting following a No Objection from the CMA.

3. Shareholders wishing to participate in the AGM should register by dialing *483*5008# 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.

4. Registration for the AGM will commence at 9.00am on 9th June and will close at 12.00pm on Friday 26th June, 2020. Shareholders will not be able to register after 12.00pm on 26th June, 2020.

5. 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 (i) a copy of this notice and the proxy form, (ii) minutes of the last AGM held on 25th 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. E860 of 2020, and (v) a copy of the No Objection issued by CMA.

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

(a) send their written questions by email to 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, 4th Floor, 4th Avenue, or to Image Registrars, 5th 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 00100 Nairobi.

7. Shareholders must provide their full details (Full Name, ID/Passport Number/IDSC Account Number when submitting their questions and/or clarifications. All questions and clarification must reach the Company no later than 12.00am, Friday, 26th June, 2020.

8. Following receipt of 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 30th June, 2020. A full list of all questions received and the answers thereto will be published on the Company’s website www.serenahotels.com or sent to shareholders by physical delivery to the registered office of the Company if requested by the Shareholder no later than 11.00am on Friday, 26th June, 2020. Any rejected Proxy registration will be communicated to the shareholder concerned no later than Monday 29th 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/USBD) prompt upon their registered mobile number to access the AGM as a member of the meeting (SMS/USBD). The AGM registration 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 USBD prompts.

11. Results of the AGM shall be published within 24 hours following conclusion of the AGM.