

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Ninth Annual General Meeting of the Company will be held via electronic communication, on Monday 28th June, 2021, at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Forty Eighth Annual General Meeting held on 30th June, 2020.
2. To receive, consider and, if thought fit, adopt the accounts for the year ended 31st December, 2020, 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 2020.
4. To elect Directors:
 - a. Mr. Guedi Ainache retires by rotation in accordance with Article No. 111, 112 & 113 of the Company's Articles of Association and being eligible, offers himself 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, 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, be and is hereby re-elected as a Director of the Company*.
5. To note that there was no Non Executive Directors' remuneration paid in 2020.
6. To appoint PricewaterhouseCoopers LLP, the Company's Auditors, in accordance with Section 721 (2) of the Companies Act 2015. PricewaterhouseCoopers LLP have indicated their willingness to continue in office.
7. To approve the Auditors' remuneration for 2020 and to authorise the Directors to fix the Auditors' remuneration for 2021.
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.

SPECIAL BUSINESS

10. To consider and, if thought fit, to pass the following resolution which shall be proposed as an ordinary resolution:

- (i) Increase of Authorised Share Capital

*That the authorised share capital of the Company be and is hereby increased from Kenya Shillings Two Hundred Million (KShs 200,000,000/=) divided into 200,000,000 ordinary shares of par value Kenya Shilling one (KShs. 1.00) each to Kenya Shillings Four Hundred Million (KShs 400,000,000/=) by the creation of additional Two Hundred million (200,000,000) new ordinary shares of Kenya Shilling one (KShs 1.00) each to rank *pari passu* in all respects with the existing ordinary shares of the Company*.

- (ii) Amendment of Articles of Association:

That the Company's Articles of Association be and are hereby altered by inserting the following as Article 67.

Notwithstanding the provisions of Article 64, 65 and 66 the Directors may if they deem fit and upon notifying members hold a general meeting including its annual general meeting via radio, telephone, closed circuit television, video-conferencing or other electronic, digital or audio/visual communication, or a combination of any such means ("virtual meeting"). Though the members would not be physically present together in one place at the time of the virtual meeting, a resolution passed by members constituting a quorum at such a general meeting shall be deemed to have been passed at a general meeting held on the day and time which the virtual meeting was held.

- (iii) That pursuant to passing the resolution 10(ii) above, the existing Articles 67 to 177 be and are hereby renumbered as Article 68 to 178 respectively.

By Order of the Board.



Dominic K. Ng'ang'a
COMPANY SECRETARY

Dated at Nairobi this 25th May, 2021.

Note:

1. In view of the ongoing Corona Virus ("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 29th 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 dialling *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 4.00pm, Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
5. Registration for the AGM commences on 7th June, 2021 at 9.00am and will close on Friday 26th June, 2021 at 12.00pm. Shareholders will not be able to register after Thursday 24th June, 2021 at 12.00pm.
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 (i) a copy of this notice and the proxy form, (ii) minutes of the last AGM held on 30th June, 2020, (iii) the Company's audited financial statements and annual report for the year 2020, (iv) a copy of the High Court Order 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 do so by:
 - (a) Sending their written questions by email to agmquestions@serenahotels.com; or
 - (b) To the extent possible, physically delivering their written questions with a return postal address number or email address to the registered office of the Company at Williamson House, 4th Floor, 4th Ngong Avenue, or to Image Registrars offices situated at 5th Floor, ABSA Towers (formerly, Barclays Plaza) Loita Street, Nairobi; or
 - (c) Sending their written questions with a return postal address number or email address by registered post to the Company's address using 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 /or clarifications must reach the Company on or before Thursday 24th June, 2021 at 12.00pm.

Following the receipt of the questions and /or clarifications, the directors of the Company shall provide written responses to the questions received to the return postal address number or email address provided by the shareholder not later than 12 hours before the start of the AGM. A full list of all questions received and the answers thereto will be published on the Company's website not later than 12 hours before the start of the AGM.

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 available on the Company's website www.serenahotels.com. Physical copies of the proxy form are also available at Image Registrars Limited's offices on 5th 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 given 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 or sent/delivered to Image Registrars Limited, 5th floor ABSA Towers (formerly, Barclays Plaza), Loita Street, Nairobi so as to be received not later than Thursday, 24th June, 2021 at 11.00am. Any person appointed as a proxy should submit his/her mobile telephone number to the Company not later than Thursday, 24th June, 2021 at 11.00am. Any rejected proxy registration will be communicated to the shareholder concerned not later than Sunday 27th June, 2021 to allow 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 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 livestream.
10. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may 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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