

NOTICE IS HEREBY GIVEN that the eightieth Annual General Meeting of Car & General (Kenya) plc which was originally scheduled to be held in Jasmine "B" Room, Azure Hotel, Lantana Road, Westlands, Nairobi on Wednesday, 25th March 2020 at 11.00 a.m., will now be held on **Wednesday, 15th July 2020 at 11:00 a.m. electronically**, for the following purposes:

- 1 To receive the Directors' Report and audited financial statements for the year ended 30th September 2019.
- 2 To receive and approve the Directors' Remuneration Report and Policy for the financial year ended 30th September 2019.
- 3 To ratify the payment of the final dividend of KShs 0.80 per share as recommended by the Directors.
- 4 To elect Directors:
  - (a) Mr N Ng'ang'a who is over the age of 70 and who retires by rotation and, being eligible, offers himself for re-election.
  - (b) Mr P Shah retires by rotation and, being eligible, offers himself for re-election.
- 5 To appoint the Audit Committee:  
Mr P Shah (Chairman), Mr M Soundararajan, Mr S P Gidoomal and Mr C M Ngini being members of the Audit Committee be re-appointed to continue to serve as members of the said Committee in accordance with The Companies Act, 2015.
- 6 To appoint Messrs Deloitte & Touche as auditors of the Company and to authorize the Directors to fix the remuneration of the auditors in terms of Section 721 of The Companies Act, 2015.

By Order of the Board



N P Kothari  
Secretary

11th June 2020

Notes:

- (a) *A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. A detachable proxy form is at the end of the financial statements.*
- (b) *In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, for Car & General (Kenya) plc to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.*
- (c) *On 29 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 (the Companies Act) issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).*
- (d) *Car & General (Kenya) plc has convened and will conduct its Eightieth Annual General Meeting via virtual/electronic means following receipt of a No Objection from the Capital Markets*

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- (e) Shareholders wishing to participate in the meeting should register for the AGM by dialling \*483\*824# for all networks and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday.

A Shareholder domiciled outside of Kenya can send an email to Image Registrars via [info@image.co.ke](mailto:info@image.co.ke) providing their details i.e Name, Passport/ID no., CDS no. and Mobile telephone number requesting to be registered. Image registrars shall register the shareholder and send them an email link once registered

- (f) Registration for the AGM opens on 29th day of June, 2020 at 9:00 am and will close on Sunday 12th July, 2020 at 11.00 am Shareholders will not be able to register after Sunday 12th July, 2020 at 11.00 am.
- (g) In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website [www.cargen.com](http://www.cargen.com) (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2019; (iii) Copy of the Amended Articles of Association; (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 the CMA.
- (h) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
- sending their written questions by email to [info@image.co.ke](mailto:info@image.co.ke)
  - shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts
  - to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, or
  - sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 58485-00200 Nairobi.

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

All questions and clarification must reach the Company on or before Sunday 12th July, 2020 at 11:00 am.

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 email address provided by the Shareholder no later than 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 not later than 12 hours before the start of the general meeting.

- (i) 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 attached to this Notice and is available on the Company's website via this link: <http://www.cargen.co.ke>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to [info@image.co.ke](mailto:info@image.co.ke) or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than Tuesday 14<sup>th</sup> July, 2020 at 11:00 a.m. Any person appointed as a

*July, 2020 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 14th July, 2020 to allow time to address any issues.*

- (j) 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, 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.*
- (k) 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.*
- (l) A poll shall be conducted for all the resolutions put forward in the notice.*
- (m) Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meetings.*