

PUBLIC NOTICE ♦ ANNUAL GENERAL MEETING ♦ FINANCIAL STATEMENTS ♦ WEBSITE

NOTICE IS HEREBY GIVEN that in accordance with an Order issued by the High Court of Kenya in Miscellaneous Application No E.680 of 2020 on 29th April 2020, the Eighty First Annual General Meeting of Car & General (Kenya) plc (the Company) will be held in a hybrid format at the Company's Registered Office, New Cargen House, Lusaka/Dunga Road, Industrial Area, Nairobi via electronic means on Thursday, 25th March, 2021 at 10.00 a.m., to conduct business detailed below. The Company has convened and is conducting the meeting in hybrid format following receipt of NO OBJECTION from the Capital Markets Authority.

In view of ongoing Government of Kenya restrictions on public gatherings shareholders will not be able to attend the Annual General Meeting in person but will be able to attend register for, access the information pertaining to the Audited Financial Statements for the year ended 30th September 2020, vote electronically in person or by proxy and follow the meeting in the manner detailed in the Notes below. Shareholders may ask questions in advance of the meeting as detailed in the Notes below.

All resolutions will be conducted by way of a Poll.

ORDINARY BUSINESS

- 1 To receive the Directors' Report and audited financial statements for the year ended 30th September 2020.
- 2 To receive and approve the Directors' Remuneration Report and Policy for the financial year ended 30th September 2020.
- 3 To declare a final dividend of KShs 0.80 per share as recommended by the Directors.
- 4 To elect Directors:
 - (a) Mr C M Ngini who retires by rotation and, being eligible, offers himself for re-election.
 - (b) Ms G M Mboya who retires by rotation and, being eligible, offers herself 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 until the conclusion of the next Annual General Meeting in accordance with Section 721 of the Companies Act and to authorize the Directors to fix the remuneration of the auditors in terms of Section 724 of The Companies Act, 2015.

SPECIAL BUSINESS

- 7 To consider and if thought fit pass the following resolution as a Special Resolution for *Amendment of Articles*:

The Company's Articles of Association be amended

- (a) By deleting the words, "shall be under the Seal" in Article 17.
- (b) By adding the following Article as Article 51A

51A (i) The Board may, in the case of any General Meeting, resolve to and make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at the place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.

(ii) The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:

- (a) participate in the business for which the meeting has been convened, and.
- (b) see and hear all persons who speak (whether through the use of microphones, loudspeakers, computer, audio – visual communication equipment or otherwise, whether in use when these Articles are adopted (or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

- (c) By adding the following Article as Article 103A

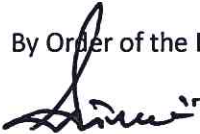
103A The Board, or any committee of the Board, may hold meetings by telephone or video conference, either by a conference telephone or video connection or by a series of telephone conversations, or by any communication equipment which allows all persons participating in the meeting to speak and hear each other. The views of the Board, or any committee of the Board, as ascertained by such telephone conversations or other means and communicated to the Chairman of the meeting shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held.

- (d) By deleting Article 110 in toto and substituting with the following new Article:

110 (a) Where the Company elects to maintain the Seal, the Directors shall provide for safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed by two Directors or one Director and the Secretary or one Director and such other person as the Directors may appoint for the purpose.

110 (b) Unless a contract specifically requires to be affixed the seal, a contract may be made by the Company in writing and on behalf of the Company by a person acting under its authority, express or implied; and a document may be validly executed by the Company if it is signed on behalf of the Company either by two authorized signatories or by a director of the Company in the presence of a witness who attests the signature."

By Order of the Board



N P Kothari

Secretary

2nd March 2021

Notes:

- (a) 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.*
- (b) 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).*
- (c) Car & General (Kenya) plc has convened and will conduct its Eighty first Annual General Meeting via virtual/electronic means following receipt of a No Objection from the Capital Markets Authority.*
- (d) 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 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
- (e) Registration for the AGM opens on 5th day of March, 2021 at 9:00 am and will close on Tuesday 23rd March, 2021 at 11.00 a.m. Shareholders will not be able to register after Tuesday 23rd March, 2021 at 11.00 am.*
- (f) 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 (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2020; (iii) Copy of the Articles of Association with proposed amendments; (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.*
- (g) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:*

- i. *sending their written questions by email to info@image.co.ke*
- ii. *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*
- iii. *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*
- iv. *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 Tuesday 23rd March, 2021 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.

- (h) *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: <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 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 Wednesday, 24th March, 2021 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Wednesday, 24th March, 2021 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 24th March, 2021 to allow time to address any issues.*
- (i) *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.*
- (j) *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.*
- (k) *A poll shall be conducted for all the resolutions put forward in the notice.*
- (l) *Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.*
- (m) *In light of the escalating COVID-19 pandemic, we encourage our Shareholders to monitor the Car & General's website for updates (if any) post the issuing of this Notice.*