

## NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD ON 30 JULY 2020 AT 2.30 PM THROUGH ELECTRONIC COMMUNICATION

IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2015 SEC 280, AND PURSUANT TO COURT ORDER ISSUED BY THE HIGH COURT OF KENYA IN MISC APPLICATION NO. E721 OF 2020 IN THE MATTER OF KENYA PRIVATE SECTOR ALLIANCE (KEPSA), AND IN COMPLIANCE THE REGISTRAR OF COMPANIES CONSENT DATED 19 JUNE 2020:

NOTICE IS HEREBY GIVEN THAT the 2020 Annual General Meeting (AGM) of the Company will be held by electronic communication on Thursday, 30<sup>th</sup> July 2020 at 2.30pm.

The purpose of the Meeting is to consider and if thought fit pass the resolutions set out below.

Due to the 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:

- Register for and access information pertaining to the Annual Report and Audited Financial Statements for the year ended 31 December 2019.
- Access documents related to the Notice and Agenda given below, electronically,
- Follow the meeting in the manner detailed below and vote electronically or by returning the printed Agenda indicating a shareholder's vote on each item in the Agenda.

Shareholders may ask questions in advance of the meeting as detailed in the instructions below.

## AGENDA

## 1. Ordinary Business:

- To read the notice convening the meeting.
- To table proxies, determine if quorum is present, and record apologies.
- To receive and adopt the Annual Report and Financial Statements for the year ended 31<sup>st</sup> December 2019 together with the Directors and Auditors Reports thereon.
- To note that Directors do not recommend payment of a dividend.
- Election of Directors:
  - In accordance with Clauses 89, 90 and 91 of Table A Mr., RM Haria retire by rotation and being eligible offer himself for re-election
  - In accordance with Clauses 89, 90 and 91 of Table A Mr., SD Gregory retire by rotation and being eligible offer himself for re-election
  - In accordance with Article 98 of the Company's Articles of Association Ms. Mary Reba Chabeda-Ouko who was appointed in November 2019 offers herself for election
- To approve the Remuneration of Directors
- To re-appoint the Auditors, RSM Eastern Africa LLP,
- To authorize Directors to fix the Auditor's remuneration

## 2. Special Business:

## (a) Amendments to the Articles of Association

To pass the following special resolution amending Articles of Association in order to allow for attendance at general meetings to be by the participation of shareholders through physical, electronic or hybrid means, which may be partially physical and partially virtual.

## Resolution:

- That the Articles of Association be amended by adding the following Article 47A after Article 47:

**47A) At the discretion of Directors, general meetings may be called and held through electronic means - Virtual meetings, or a decided combination of both electronically and personally or proxy represented meeting -hybrid meeting or purely personally and proxy represented shareholders physical meeting.**

- To amend the Articles of Association by removing in toto amendments made on 25 June 2015 due to nonrealization of the purposes for which the amendments were made.

## Resolution:

**That amendments to the Articles of Association made on 25<sup>th</sup> June 2015 be and are hereby cancelled and revoked so that the Articles be reinstated to the state they were on 24<sup>th</sup> June 2015.**

## 3. Any Other Business:

To transact any other business of the Company for which due notice has been received.

## By Order of the Board

J Kamau  
Company Secretary  
Dated: 7<sup>th</sup> July 2020

## NOTES

- This Annual General meeting is convened and will be held in accordance with High Court Order Misc. application No. E721 of 2020 and Registrar of Companies consent for delayed meeting. Members may participate in the meeting through teleconference link given in this notice, registered telephone number and other registered electronic means providing audio or audio/visual communication.
- Shareholders wishing to participate in the AGM should fill in and submit the registration form that is available in the Company's website; [www.moriental.co.ke](http://www.moriental.co.ke). For verification purposes shareholders will be required to provide their names as they appear on share certificates, I/D number and mobile telephone number. For assistance, shareholder should send an email to [agm2020@moriental.co.ke](mailto:agm2020@moriental.co.ke)
- A shareholder entitled to attend and vote at the meeting may appoint one or more proxies (who need not be members) to attend and vote in his stead. Proxy forms must be received at the Head Office of the Company, Finance House, Koinange Street, Nairobi, PO Box 14357-00800 Nairobi not later than 48 hours before the time for holding the meeting.
- Registration for the AGM opens on 11<sup>th</sup> July 2020 at 9.00am and will close on 27<sup>th</sup> July 2020 at 5.00 pm. Shareholders will not be able to register after 27<sup>th</sup> July 2020
- The following documents may be viewed on the Company's website: [www.moriental.co.ke](http://www.moriental.co.ke) 1) Copy of this Notice and proxy form, 2) Company's Audited Financial Statements for the year ended 31<sup>st</sup> December 2019 3) Special Resolutions passed on 25th June 2015 now being reversed.
- Shareholders wishing to raise questions or clarification regarding the AGM may so do through:
  - Email: [agm2020@moriental.co.ke](mailto:agm2020@moriental.co.ke)
  - Physically delivering written questions to the Registered Office - Ground Floor, Finance House, Koinange Street Nairobi
  - Registered mail to the Company Secretary, M-Oriental Bank Limited, PO Box 44080-00100 Nairobi. Questions and /or clarifications must reach the Company Secretary on or Before 27<sup>th</sup> July 2020 at 1pm.
- Registered Shareholders and proxies may follow the proceedings of the AGM and vote when prompted through the platform registered for the meeting. Results of the voting will be announced on vote count being completed and at any rate before proceeding to the next item in the agenda.
- It is in the interest of shareholders to continuously monitor the Company's website [www.moriental.co.ke](http://www.moriental.co.ke) due to the evolving Government directives as Covid-19 continues.