

**NOTICE IS HEREBY GIVEN** that the fifty third (53rd) Annual General Meeting of Eveready East Africa PLC (the "Company") will be held via electronic communication on Tuesday 27 October 2020 at 9:30 a.m. for the following business:

## AGENDA

### A. Ordinary Business

#### 1. Constitution of the Meeting

To determine if a quorum is present, and to read the notice convening the meeting.

#### 2. Confirmation of Minutes

To confirm the minutes of the fifty second (52nd) Annual General Meeting held on Thursday 28 March, 2019.

#### 3. Ordinary Business

(i) *Report of the Auditors and Financial Statements for the Year Ended 30 September 2019:*

To receive, consider and, if thought fit, adopt the Audited Financial Statements for the year ended 30 September 2019 together with the Directors' and Auditors' Reports thereon.

(ii) *Election of Directors:*

- a) Industrial Commercial Development Corporation will retire by rotation in accordance with Article 91 of the Company's Articles of Association and being eligible offers itself for re-election as a Director of the Company.
- b) Mrs. Lucy Waithaka will retire by rotation in accordance with Article 91 of the Company's Articles of Association and being eligible offers herself for re-election as a Director of the Company.

iii) *Board Audit Committee Membership*

In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors be re-elected to serve as members of the Board Audit Committee:

- (a) Mr. Joseph Sitati (Chair);
- (b) Ms. Fauzia Shah; and
- (c) Mrs. Lucy Waithaka.

iv) *Remuneration of Directors*

(i) To approve the Directors' Remuneration Policy contained in the Director's Remuneration Report for the year ended 30 September 2019.

(ii) To approve the Directors' Remuneration Report for the year ended 30 September 2019. (Other than the part relating to the Directors' Remuneration Policy).

v) *Appointment and Remuneration of Auditors*

To note that Messrs RSM Eastern Africa continue in office as Auditors by virtue of Section 721(2) of the Companies Act, 2015 and to authorize the Board to fix the Auditors' remuneration for the ensuing financial year.

### B. Special Business

#### 6. To amend the Company's Articles of Association

In accordance with Section 22 of the Companies Act, A new clause 63 (b) be inserted into the Company's Articles of Association as follows:

*"Article 63(b): Notwithstanding anything contained in these Articles, if the Board calls a meeting of shareholders or of the Board, the Board may determine that the meeting be held, subject to and in accordance with the Act or any other applicable regulations, entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting (multi-site virtual or hybrid meeting). In the event such a meeting is to be held, the Board shall, notwithstanding anything contained in these Articles, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. Participation in the multi-site, virtual or hybrid meeting held by telephonic, electronic or other communications facility shall constitute presence of the Members or Directors at the meeting and anything contained in these Articles requiring:*

*63(b)(i) Members or Directors to be personally present shall be construed as including a virtual, telephonic or electronic presence; and  
63(b)(ii) Notice of a place of the meeting to include the place of the meeting shall be construed to include the means of conduct and mechanism for assessing and participating in the meeting if it is a multi-site, virtual or hybrid meeting.*

#### 7. Other Business

To transact any other business for which appropriate notice has been issued and received.

By Order of the Board,

**Image Registrars Limited, Company Secretary**  
27 September 2020

**NOTES:**

- 1) 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, as contemplated under section 280 of the Companies Act 2015, for Eveready East Africa Plc to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
- 2) 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).
- 3) Eveready East Africa PLC has convened and will conduct its virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority dated 7 August, 2020
- 4) Any shareholder wishing to follow the virtual meeting should register for the AGM by dialing **\*483\*804#** 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 should dial the following helpline number: 0709 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 notification once registered.

Links to register via the web portal will also be sent to all shareholders with email addresses in the Register.

- 5) Registration for the AGM opens on 28 September 2020 at 9:00 am and will close on Sunday 25 October 2020 at 9:30 am. Shareholders will not be able to register after Sunday 25 October 2020 at 9.30 a.m.

In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's **<http://www.eveready.co.ke/>** (i) a copy of this Notice and the Proxy Form; (ii) the Company's audited financial statements for the year 2019; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the CMA and (v) Proposed amended sections of the Articles of Association of the Company.

- 6) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

6.1 Sending their written questions by email to **info@image.co.ke**;

6.2 To the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars' offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or

6.3 Sending their written questions with a return physical address or email address by registered post to Image Registrars' address at P.O. Box 9287 – 00100 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 25 October 2020 at 9.30 a.m.

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 9.30 a.m. Tuesday 27 October 2020. 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 Annual General Meeting.

- 8) 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 shareholder and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- 9) 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.
- 10) A poll shall be conducted for all the resolutions put forward in the notice.
- 11) Results of the poll shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.

In light of the escalating COVID-19 pandemic, we encourage our Shareholders to monitor the Eveready East Africa PLC's website for updates (if any) post the issuing of this Notice.

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