



LIBERTY KENYA HOLDINGS PLC

NOTICE OF THE 18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting of Liberty Kenya Holdings PLC "the Company" will be held via electronic communication on Friday, 19th May 2023 at 11:00 am to transact the following business:

AGENDA

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To consider and, if approved, adopt the Audited Financial Statements of the Company for the year ended December 31, 2022 together with the Directors' Report and the Auditors' Report.
4. To elect Directors:
 - i. In accordance with Article 111 of the Company's Articles of Association Mr. Philip Odera retires by rotation and, being eligible, offers himself for re-election.
 - ii. In accordance with Article 111 of the Company's Articles of Association Mr. Jeff Hubbard retires by rotation and, being eligible, offers himself for re-election.
5. To approve the Directors' Remuneration Policy and the Directors' Remuneration Report for the year ended December 31, 2022.
6. To note that the Auditors, PricewaterhouseCoopers, will continue in office in accordance with Section 721(4) of the Companies Act 2015 and to authorise the directors to fix their remuneration in accordance with Section 724(1) of the Companies Act 2015.
7. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769 (1) of the Companies Act, 2015, that the following Directors being members of the Board Audit Committee be elected to continue to serve as members of the said Committee:
 - i) Mr. Rajesh Shah;
 - ii) Mr. Peter Gethi; and
 - iii) Ms. Rachel Mbai.

Special Business

8. To consider and if thought fit to pass the following resolution as a special resolution, as recommended by the Directors:

THAT the Articles of Association of the Company be and are hereby amended and the form of the Articles of Association (a copy of which is available on the Company website <https://www.liberty.co.ke/>) be and is hereby adopted as the Articles of Association of the Company with effect from the conclusion of this meeting.
9. To transact any other business of the Annual General Meeting in respect of which notice has been given.

By order of the Board

Company Secretary

Doreen Onwong'a

25 April 2023

NOTES

1. Liberty Kenya Holdings PLC has convened and is conducting this virtual Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - i. Dialing *483*803# for all networks and follow the various prompts regarding the registration process; or
 - ii. Sending an email request to be registered to libertyshares@image.co.ke; or
 - iii. Shareholders with email addresses will receive a registration link via email through which they can use to register.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) 709 170 025 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.
3. Registration for the AGM opens on **26th April 2023 at 9:00 am** and will close on **17th May 2023 at 11:00 am**. Shareholders will not be able to register after this time.
4. In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company website <https://www.liberty.co.ke/>
 - a) A copy of this Notice and the Proxy Form;
 - b) The Articles of Association of the Company as proposed for amendment; and
 - c) The Company's audited financial statements for the year 2022.
5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) Sending their written questions by email to libertyshares@image.co.ke;
 - b) 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
 - c) 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 17th May 2023 at 11.00 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 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 Annual General Meeting.
6. 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) 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.
 - b) A proxy form is available on the Company's website. 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.
 - c) A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.
 - d) A completed form of proxy should be emailed to libertyshares@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 17th May 2023 at 11.00 a.m.
 - e) Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 17th May 2023 at 11.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 12 hours before the AGM to allow time to address any issues.
7. A poll shall be conducted for all the resolutions put forward in the notice.
8. Results of the poll shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.