



(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya)
(Registration Number C 11/2006)

NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO SHAREHOLDERS THAT THE SIXTEENTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY WILL BE HELD VIA ELECTRONIC COMMUNICATION ON FRIDAY, 27 MAY 2022 AT 11:00 A.M., WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED.

ORDINARY BUSINESS

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2021, together with the Chairman's, the Directors' and Auditor's Reports thereon.
- To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2021.
- Directors:
 - In accordance with the provisions of Article 30.1 of the Company's Articles of Association: –
 - Mr Andrew Grant Balfour Scott retires by rotation and being eligible, offers himself for re-election.
 - Mr Jonathan Neil Eggar retires at this meeting and being eligible, offers himself for re-election.
 - In accordance with the provisions of Article 29.5 of the Company's Articles of Association
 - Ms Patricia Kiwanuka who was appointed during the year retires at this meeting and being eligible, offers herself for re-election.
 - Ms Beverley Spencer-Obatoyinbo who was appointed during the year retires at this meeting and being eligible, offers herself for re-election.
 - Mr Peter M. Kimurwa, who was appointed during the year retires at this meeting and being eligible, offers himself for re-election.
 - Mr Federico de Nardis who was appointed during the year retires at this meeting and being eligible, offers himself for re-election.
 - Ms Tebogo Skwambane who was appointed during the year retires at this meeting and being eligible, offers herself for re-election.
 - In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee: –
 - Mr Peter M. Kimurwa
 - Ms Patricia Kiwanuka
 - Ms Beverley Spencer-Obatoyinbo
 - Mr. Jonathan Neil Eggar
 - Mr Shahid Sadiq
 - Mr Federico de Nardis
- Directors' Remuneration:-
 - To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2021.
 - To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2021.
- To note that the auditors, Deloitte Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.
- Any other business of which due notice has been received.
By Order of the Board
Winnie Jumba
Company Secretary
Date: 4 May 2022

NOTES:

- WPP Scangroup Plc has convened and is conducting this virtual Annual General meeting in accordance with articles 46.3 (b) and 57.1 of the Company's Articles of Association.
- Any shareholder wishing to participate in the meeting should register for the AGM online via a link to the AGM Platform or via USSD using short code number *384*041# 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: +254 20 7608216 from 8 a.m. to 4 p.m. on a working day.
- Registration for the AGM opens on 20 May 2022 at 9:00 a.m. and will close on 26 May 2022 at 11.00 a.m.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents are available for viewing on the Company's website <https://www.wpp-scangroup.com/>: (i) a copy of this Notice; (ii) Copy of the audited Financial Statements for the year ended 31 December 2021.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by one of the following options:
 - Accessing the Virtual AGM using the sms/email link to the event provided after registration is completed or reconfirmed to access the AGM.
 - Accessing Virtual AGM via <https://digital.candrgroup.co.ke>; Select Attend Event; Select "WPP ScanGroup Plc AGM"; Select "Q&A" option tab and submit questions in text box provided; or
 - Accessing the Virtual AGM via SMS by dialing the USSD *384*041# and selecting the option (ask Question) on the prompts;
 - Sending their written questions by email to digital@candrgroup.co.ke; or
 - To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at The Chancery, 5th Floor, Valley Road or Custody and Registrars Services Ltd at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue; 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 34537, GPO 00100, Nairobi.
- Written Questions
Shareholders must provide their full details (full names, ID/Passport Number, Shares or CDSC Account Number) when submitting their questions and clarifications by email, post or delivery.
All written questions and clarifications must reach the Company on or before Friday, May 27, 2022 at 11:00am. Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return email address provided by the Shareholder by 27 May 2022. A full list of all questions received and the answers thereto will be published on the Company's website not later than 31 May 2022.
Shareholders should note that it may not be possible to answer all questions during the AGM. A full list of questions received, and the answers thereto will be published on the Company's website not later than the 31 May 2022.
- Shareholders who will have registered to participate in the meeting shall be able to vote up to and during the AGM by;

- Accessing the Virtual AGM platform via the sms/email link for the AGM sent after registration or
 - Accessing the Virtual AGM via <https://digital.candrgroup.co.ke>; Select Attend Event; Select "WPP ScanGroup Plc AGM"; Select "Voting" option tab and vote or
 - Accessing the Virtual AGM via USSD platform *384*041#; Use the menu prompts to Select option for "Voting" and follow the various prompts regarding the voting process.
- 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: <https://www.wpp-scangroup.com/>. Physical copies of the proxy form are also available at the following address: Custody and Registrars Services Ltd, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue. A proxy must be signed by the appointor or his attorney duly authorised in writing, or, if the appointor is a company, either under seal, or under the hand of an officer or attorney duly authorised by the company. A completed form of proxy should be emailed in pdf form to proxy@candrgroup.co.ke or delivered to Custody and Registrars Services Ltd, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than 25 May 2022 at 11:00 a.m.
Duly completed proxy form must be supported by a copy of ID/valid Passport of the member and include the ID/Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 26 May 2022 to allow time to address any issues.
 - 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 at least 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.
 - Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts or on the AGM Platform.
 - A Poll shall be conducted for all the Resolutions put forward in this Notice. Voting shall be closed at 5:00 pm on the date of the meeting and the results shall be published within 48 hours following conclusion of the AGM.
 - The Company strongly encourages all Shareholders to monitor the Company's website (<https://www.wpp-scangroup.com/>) for further updates or changes in relation to the AGM.
 - To ensure receipt of future dividends in a timely manner, Shareholders are hereby requested to provide their bank details and update their payment option to electronic funds transfer method through their respective stockbrokers to facilitate remittance of dividends through their bank accounts in future. In addition, shareholders can opt-in for their future dividends to be paid to them via mobile money transfer while registering for the AGM.