



NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN TO SHAREHOLDERS THAT THE EIGHTEENTH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY WILL BE HELD VIA ELECTRONIC COMMUNICATION ON FRIDAY, 21ST JUNE 2024 AT 11:00 A.M. WHEN THE BUSINESS SET OUT BELOW WILL BE TRANSACTED.



ORDINARY BUSINESS

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2023, together with the Chairman's, the Directors' and Auditor's Reports thereon.
4. To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2023.

5. Directors:

a) In accordance with the provisions of Article 30.1 of the Company's Articles of Association: –

- Mr Shahid Sadiq retires by rotation and being eligible, offers himself for re-election.
- Mr Jonathan Neil Eggar retires by rotation and being eligible, offers himself for re-election.
- Ms. Patricia Kiwanuka retires by rotation and being eligible, offers herself for re-election.

b) 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

6. Directors' Remuneration: –

a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2023.

b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2023.

7. To appoint Messrs. PricewaterhouseCoopers (Kenya) as auditors in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 in place of Deloitte & Touche LLP whose term had come to an end in line with the Company's policy on rotation of external auditors 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.

8. Any other business of which due notice has been received.

By Order of the Board

Winnie Jumba

Company Secretary

Date: 29 May 2024

Notes:

1. 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.
2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - a. Dialing *483*499# for all Kenyan telephone networks and following the various registration prompts; or
 - b. Send an email request to be registered to info@image.co.ke;
 - c. Shareholders with email addresses will receive a registration link via email through which they can use to register.

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) 709 170 030/ 709 170 000 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

3. Registration for the AGM opens on 29th May 2024 at 9:00 a.m. and will close on 19th June 2024 at 11.00 a.m.

4. 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 2023.

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by one of the following options:

i. Accessing the Virtual AGM using the sms/email link to the event provided after registration is completed or reconfirmed to access the AGM.

ii. Accessing the Virtual AGM via SMS by dialing the USSD *483*499# and selecting the option (ask Question) on the prompts;



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- iii. Sending their written questions by email to info@image.co.ke; or
- iv. 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 Image Registrars Limited at 5th Floor, Barclays Plaza, Loita Street, Nairobi
- v. 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.

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 questions received will be responded to via the channel used by the shareholder i.e. SMS (for USSD option) , Email, Letter or Telephone call. Questions will also be responded to during the meeting.

A full list of all questions received, and the answers thereto will be published on the Company's website not later than 72 hours following the conclusion of the meeting.

6. Shareholders who will have registered to participate in the meeting shall be able to vote up to and during the AGM by;
 - i. Accessing the Virtual AGM platform via the sms/email link for the AGM sent before the meeting or
 - ii. Duly registered Shareholders and proxies may vote (when prompted) via the USSD prompts as well as through the VOTE tab on the livestream link.
7. 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: Image Registrars Limited Absa Towers, 5th Floor Loita Street Nairobi. 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 info@image.co.ke or delivered to Image Registrars Limited, Absa Towers, 5th Floor, Loita Street, so as to be received not later than 19 June 2024 at 11:00 a.m.
8. 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 19 June 2024 to allow time to address any issues.

9. 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 or livestream link through their email, 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.
10. A Poll shall be conducted for all the Resolutions put forward in this Notice. Voting shall be closed when declared by the chairman on the date of the meeting and the results shall be published on the Company's website within 48 hours following conclusion of the AGM.
11. 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 when registering for the AGM.
12. 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.