

LIBERTY KENYA HOLDINGS PLC

NOTICE OF THE 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of Liberty Kenya Holdings PLC “the Company” will be held via electronic communication on May, 23 2025 at 11:00 am to transact the following business:

AGENDA

1. To table the proxies and confirm the presence of a quorum.
2. To read the notice convening the meeting.
3. To consider and, if thought fit, adopt the Audited Financial Statements of the Company for the year ended December 31, 2024, and the Directors’ Report and Auditors’ Report.
4. To consider and if thought fit, approve the recommendation by the board for the payment of a first and final dividend of KShs. 1.0 per ordinary share for the year ended 31 December 2024 incorporating a dividend of KShs. 0.5 per share on account of the exceptional financial performance in the year ended 31 December 2024. Subject to shareholder approval, the published book closure date is 14 June 2025, and payment will be made on or before 24 August 2025.
5. To consider and if thought fit, approve the recommendation by the board for the payment of a special dividend of KShs. 0.6 per share on account of the proceeds received by the Company upon the disposal of Heritage Insurance Tanzania. Subject to shareholder approval, the published book closure date is 14 June 2025, and payment will be made on or before 24 August 2025.
6. To elect Directors in accordance with Article 101 of the Company’s Articles of Association. Mr. Peter Gethi and Ms. Rachel Mbai retire by rotation and being eligible, offer themselves for re-election.
7. To approve the Directors’ Remuneration Policy and the Directors’ Remuneration Report for the year ended December 31, 2024.
8. To consider for approval the following policies: -
 - i. Stakeholder communication policy; and
 - ii. Dispute resolution policy.
9. To re-appoint PricewaterhouseCoopers as Auditors of the Company, and to authorise the directors to fix their remuneration in accordance with Sections 721(4) and 724(1) of the Companies Act 2015, respectively.
10. To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769 (1) of the Companies Act, 2015, that:
 - i. Mr. Rajesh Shah being a member of the Board Audit Committee, be elected to continue to serve as a member of the Board Audit Committee.
 - ii. Mr. Jeffrey Hubbard being a member of the Board Audit Committee be elected to continue to serve as a member of the Board Audit Committee.
 - iii. Ms. Rachel Mbai being a member of the Board Audit Committee and subject to her re-election under 5 above, be elected to continue to serve as a member of the Board Audit Committee.
11. To transact any other business of the Annual General Meeting in respect of which notice has been given.

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:
 - a. Dialing *483*806# for all networks and follow the various prompts regarding the registration process; or
 - b. Sending an email request to be registered to libertyshares@image.co.ke; or
 - c. Shareholders with email addresses on record 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) 709 170 025/709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

By order of the Board
Doreen Onwong’a (Company Secretary)
02 May 2025

3. Registration for the AGM opens on 2nd May 2025 at 9:00 am and will close on 21st May 2025 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’s website <http://www.libertykenya.co.ke/>
 - a. a copy of this Notice and the Proxy Form
 - b. the Company’s annual reports and financial statements for the year 2024
 - c. the policies recommended for approval
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/CD-SC Account Number) when submitting their questions and clarifications. All questions and clarification requests must reach the Company on or before 21st May 2025 at 11:00 am. Following receipt of the questions and clarification requests, 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 AGM.
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 via this link https://www.libertykenya.co.ke/investor_relations.php. 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 appointor 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 21st May 2025 at 11:00 am.
 - e. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 21st May 2025 at 11:00 am. 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. Results of the poll shall be published on the Company’s website within 24 hours following the conclusion of the AGM.
8. To facilitate timely receipt of dividends, shareholders are encouraged to update their contact details and register to receive their dividend payments via mobile (Mobile money) or bank payments. To do so, shareholders are requested to update their dividend payment details via any one of the following channels:
 - a. Complete an online opt-in form through <https://libertykenya.azurewebsites.net/>
 - b. Send an email to Image Registrars Limited through libertyshares@image.co.ke
 - c. Opt-In via USSD by dialing [*483*806#] as you register for the Annual General Meeting (AGM).
9. Shareholders who maintain CDS Accounts are also encouraged to notify any change of address or request for payment of dividends through bank accounts /Mobile money via their stockbroker or investment bank.