



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting of Trans-Century Plc (the “Company”) will be held via electronic means on Thursday 27th March 2025 at 11am EAT to conduct the following business:

AGENDA

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Group’s audited financial statements for the year ended 31 December 2023 together with the Chairman’s, Directors’ and Auditor’s reports thereon.
2. To approve the Directors’ remuneration and the Directors’ Remuneration Report for the year ended 31st December 2023.
3. To note that the Directors do not recommend payment of a dividend for the year ended 31 December 2023.
4. To elect Directors:
 - 4.1 In accordance with the Company’s Articles of Association, Mr. Wale F. Adeosun retires by rotation and being eligible offers himself for re-election.
 - 4.2 In accordance with the Company’s Articles of Association, Mr. Shaka Kariuki retires by rotation and being eligible offers himself for re-election.
 - 4.3 Pursuant to paragraph 2.5.1 of the Code of Corporate Governance Practices for Issuers of securities to the Public 2015, to approve the continuation in office as a director, Mr. Wanjuki Muchemi who is above the age of seventy (70) years.
5. Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Kamal Pallan and Mrs. Anne Mutahi being Members of the Board Audit, Risk & Compliance Committee be re-elected to continue to serve as Members of the said Committee.
6. To approve the re-appointment of Messrs. RSM Eastern Africa LLP Kenya as the auditor in accordance with the provisions of Section 721 (2) of the Companies’ Act, 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.
7. To transact any other business of which due notice has been given.

B. SPECIAL BUSINESS

8. To consider and if thought fit, to pass the following resolution as Ordinary Resolution;

In accordance with Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the following company Policies be and are hereby approved for implementation;

- (i) Remuneration Policy
- (ii) Stakeholder Communication Policy
- (iii) Dispute Resolution Policy

By Order of the Board
Company Secretary
P.O. Box 42334-00100
NAIROBI
Date: 4th March, 2025

NOTES

1. Shareholders wishing to participate in the meeting should register for the AGM online by dialling *483*901# on their mobile telephone and follow the various prompts on the registration process
2. Shareholders domiciled outside of Kenya or those wishing to participate through the online platform should send an email to Image Registrars via info@image.co.ke. II. Shareholders with email addresses will receive a registration link via email through which they can use to register III. The online registration will close 48 (forty eight) hours prior to the AGM.
3. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: (+254) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number or send an email to info@image.co.ke for assistance during registration. Registration to open when the AGM notice is published and close 48 (forty eight) hours before the AGM.
4. The following documents may be viewed on the Company’s website www.transcentury.co.ke (a) a copy of this Notice and the proxy form; (b) Audited financial statements for year ended 31 December 2023. (c) The proposed Company’s Policies mentioned in agenda no. 8 above. The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
5. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on their behalf. Such proxy need not be a member of the Company.
6. A proxy form will be provided with the notice of the AGM. The proxy form can also be obtained from the Company’s website www.transcentury.co.ke or from Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 - 00100, Nairobi, Kenya. Shareholders who do not propose to be at the General Meeting are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than 48 (forty-eight) hours before the AGM. Duly signed proxy forms may also be emailed to info@image.co.ke in PDF format. A proxy form 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 the hand of an officer or duly authorized attorney of such body corporate.
7. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by: a) sending their written questions by email to info@image.co.ke; b) shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialing the USSD code above and selecting the option (ask Question) on the prompts c) 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 d) 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.
8. Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications. The Company’s directors will provide written responses to the questions received no later than 12 (twelve) hours before the start of 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 (twelve) hours before the start of the AGM.
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 AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers or emails on their registered email addresses, 24 (twenty-four) 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, as a reminder that the AGM will begin in an hours’ time and providing a link to the live stream.
10. Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the chairman) via the USSD prompts.
11. Results of the resolutions voted on will be published on the Company’s website www.transcentury.co.ke within 24 (twenty-four) hours following conclusion of the AGM. Shareholders are encouraged to continuously monitor the Company’s website for any updates relating to the AGM.

www.transcentury.co.ke