

Notice of the 2022 Annual General Meeting



NOTICE IS HEREBY GIVEN that the 70th Annual General Meeting (AGM) of the Company will be held via electronic/virtual means on **Tuesday, 24 May 2022 at 9:00 a.m.** for the purpose of considering, and if thought fit, passing the resolutions set out below. Shareholders may ask questions in advance of the meeting in the manner detailed below.

Ordinary Business

1. To receive, consider, and if approved, adopt the Company's audited Financial Statements for the year ended 31 December 2021, together with the reports of the Chairperson, Directors and Auditor thereon.
2. To confirm the interim dividend of KSh. 3.50 per ordinary share paid on 16 September 2021, and approve a final dividend of KSh. 50/- per ordinary share, to be paid net of Withholding Tax on or about 24 May 2022, to shareholders on the Register at the close of business on 22 April 2022.
3. To re-elect Directors:

Samuel Onyango, Dr. Macharia Irungu and Marion Gathoga-Mwangi retire by rotation in accordance with Article 102 of the Articles of Association and being eligible, offer themselves for re-election as Directors.
4. In accordance with the provisions of Section 769 of the Companies Act 2015, Dr. Martin Oduor-Otieno, Samuel Onyango, Carol Musyoka and Marion Gathoga-Mwangi, being members of the Board Audit & Risk Committee, be elected to continue to serve as members of the said Committee.
5. To approve the remuneration of Directors and the Directors Remuneration report for the year ended 31 December 2021.
6. To appoint Messrs KPMG Kenya as External Auditor of the Company by virtue of Section 721(2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for the year ending 31 December 2022.
7. To consider any other business of which due notice has been given.

By Order of the Board

Kathryne Maundu

Company Secretary

1 May 2022

NOTES:

1. The Company has convened and is conducting this virtual Annual General Meeting in line with Article 62 (b) of the Articles of Association.
2. Any Shareholder wishing to attend the AGM should register by dialling ***483*393#** on their mobile telephone and follow the various prompts regarding registration. A shareholder/proxy will require to have the ID/Passport number which was used to purchase the shares and/or the CDSC Account number. For assistance, shareholders should call the following helpline number between **9:00 a.m. to 5:00 p.m.** Monday to Friday: (+254) 709 170 000/ (+254) 709 170 030.
3. Registration for the AGM opens on **1 May 2022** and will close on **20 May 2022** at 5:00 p.m. Shareholders will not be able to register after this time.
4. In accordance with Article 174 of the Company's Articles of Association, the following documents may be viewed on the Company's website www.batkenya.com (i) a copy of this Notice and the proxy form; and (ii) the Company's audited Financial Statements for the year ended 31 December 2021.
5. Any shareholder who is eligible to attend and vote at the AGM 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 is provided with the Annual Report. The proxy form can also be obtained from the Company's website, www.batkenya.com, 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 intend/unable to be at the AGM are requested to complete and return the proxy form to Image Registrars Limited via the address above, or by email to: info@image.co.ke or BATshares@image.co.ke. Alternatively, deliver to the Registered Office of the Company, to arrive not later than 9:00 a.m. on 20 May 2022.

7. A proxy form must be signed by the appointor or their attorney, duly authorised in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or, under the hand of an officer or duly authorised attorney of such body corporate.
8. All questions and/or clarifications must reach the Company on or before 20 May 2022 at 5:00 p.m. Shareholders wishing to raise questions may do so by:
 - i. Sending their written questions by email to BATshares@image.co.ke;
 - ii. Physically delivering or posting their written questions which include a return address (physical, postal or email), to the registered office of the Company or P.O. Box 30000 – 00100, Nairobi, or to Image Registrars offices at the address above.

Shareholders must provide their full details (names, ID/Passport Number, CDSC Account Number) when submitting their questions and or clarifications.

The Company's Directors will provide written responses to the questions received via the return address (physical, postal or email) provided by the Shareholder, no later than 12 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 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 successfully registered to participate in the AGM. Registered shareholders and proxies will receive a short messaging service (SMS/USSD) prompt on their registered mobile numbers 24 hours prior to the AGM as a reminder.

A second SMS/USSD prompt shall be sent one hour prior to the AGM, as a reminder that the AGM will begin in an hour and provide a link to the live stream. In registering to attend the AGM, a shareholder opts in to receive these messages.

10. Duly registered shareholders and proxies may access the agenda and follow the proceedings of the AGM using the live stream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairperson) via the USSD prompts as well as via the VOTE tab on the live stream link.
11. A poll shall be conducted for all the resolutions put forward in the notice.
12. Results of the AGM shall be published on the Company's website, www.batkenya.com, within 24 hours of concluding the AGM.
13. The preferred method of paying dividends which are below KSh 140,000/- is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment, can opt to receive future dividends via M-PESA when registering for the AGM via the USSD or contact Image Registrars (Tel: +254 20 2230330/ +254 20 2212065/ +254 20 2246449; Mobile: +254 724 699667/ +254 735565666/ +254 770 052116, Email: info@image.co.ke).
14. Shareholders are encouraged to continuously monitor the Company's website, www.batkenya.com, for updates relating to the AGM.