

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of the Company will be held at Kenyatta International Conference Centre (KICC), Nairobi on Tuesday, 27 August 2019 at 11.00 a.m. to conduct the following business:

AGENDA

A. ORDINARY BUSINESS

1. To read the notice convening the meeting and determine if a quorum is present;
2. To receive and adopt, the Chairman's statement, reports of the Directors and Auditors and audited financial statements for year ended 31 December 2018;
3. To note that the directors do not recommend payment of a dividend for the year ended 31 December 2018;
4. To elect directors in accordance with the Company's Articles of Association;
 - (i) Mr. Wale Adeosun who was appointed as a director of the Company with effect from 28 March 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
 - (ii) Mr. Kamal Pallan who was appointed as a director of the Company with effect from 28 March 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
5. Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Ephraim Kariithi Njogu and Mr. Kamal Pallan 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 Directors' remuneration for the year ended 31 December 2018;
7. To approve the re-appointment of KPMG Kenya as the auditors in accordance with section 723 (b) of the Companies' Act, 2015 and to authorise the Directors to fix their remuneration;
8. To transact any other business which may be properly transacted at an Annual General Meeting.

B. SPECIAL BUSINESS

1. To approve the Amendments of Articles of Association;

By Order of the Board
Company Secretary
P.O. Box 42334-00100
NAIROBI
Date: 31 July 2019

NOTE:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. A form of proxy is enclosed and should be returned to the secretary, P.O. Box 42334-00100 Nairobi, to arrive not later than 48 hours before the meeting or any adjournment thereof.
2. In accordance with Article 158 of the Company's Articles of Association, a copy of the financial statements for the year ended 31 December 2018 may be viewed and/or downloaded from the Company's website: www.transcentury.co.ke
3. A copy of the proposed amended Articles of Association may be viewed and/or downloaded from the Company's website: www.transcentury.co.ke