

NOTICE OF THE ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE is hereby given that, in accordance with the provisions of section 280 of the Companies Act, 2015 and pursuant to a Court Order issued by the High Court of Kenya in Miscellaneous Application No. E680 of 2020 on Wednesday, 29 April 2020, the Eighty Eighth Annual General Meeting of the Company will be held via electronic communication, on Thursday 11 March, 2021 at 11.00 am to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To read the notice convening the meeting, table proxies and to confirm the presence of a quorum.
2. To confirm minutes of the 87th Annual General Meeting held on 17th December 2020.
3. To confirm minutes of Extraordinary General Meeting held on 27th September 2019.
4. To receive the Chairman's report.
5. To receive, consider and adopt the Financial Statements for the year ended 30th June 2020 together with the reports of the Directors and Auditors thereon.
6. To note that the Directors do not recommend payment of a dividend in respect of the financial year ended 30 June 2020.
7. To approve the remuneration of the Directors as shown in the Financial Statements for the year ended 30 June 2020
8. To note that the audit of the Company's book of accounts will continue to be undertaken by the Auditor-General or an audit firm appointed in accordance with Section 11 of the State Corporations Act (as amended by the Miscellaneous Law Amendment Act, 2002), and Section 23 of the Public Audit Act 2015.

To Elect Directors

9. To re-elect NSSF as a Director of the Company, who retires by rotation at this meeting in accordance with Articles 128 and 130 of the Company's Articles of Association, (longest in office since last election as per the articles of association) and being eligible, offers himself for re-election.
10. To re-elect Dr. Francis Otieno Owino as a Director of the Company, who retires by rotation at this meeting in accordance with Articles 128 and 130 of the Company's Articles of Association, (longest in office since last election as per the articles of association) and being eligible, offers himself for re-election.

SPECIAL BUSINESS

11. To transact any other business of an annual general meeting of which due notice has been received.

BY ORDER OF THE BOARD

Jane Joram

Company Secretary

17th February 2021

NOTES:

Shareholders will be able to register to follow the meeting, vote electronically or by proxy and may ask questions in advance before the date of the Annual General Meeting in the manner detailed as follows:

- i. Owing to the ongoing Coronavirus 2019 (COVID -19) pandemic and the related Public Health Regulations and directives passed by the Government restricting public gatherings, it is impossible, for EAPC PLC to hold a physical Annual General Meeting in the manner envisaged under the Articles of Association of the Company and section 280 of the Companies Act 2015. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, issued an order permitting any company listed on the Nairobi Securities Exchange to convene and conduct a virtual general meeting subject to receipt of a 'No Objection' from the Capital Markets Authority (CMA). Relying on this court order, EAPC PLC had convened and will conduct its virtual annual general meeting following receipt of a No Objection from the CMA.
- ii. Shareholders wishing to participate in the meeting should register for the AGM:

a) Through the web portal

By logging onto <https://escrowagm.com/EAPCC/> and filling in the registration form. In order to complete the registration process, the shareholder will need to have their ID/Passport Numbers that were used to purchase their shares and/or their CDSC or Share Account Number at hand. For assistance, they should dial the following number: (+254) 710 888 000 between 9:00 a.m. to 5:00 p.m. from Monday to Friday.

b) Unstructured Supplementary Service Data (USSD)

By dialling *483*560# and following the prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers that were used to purchase their shares and/or their CDSC or Share Account Number at hand. For assistance, shareholders should dial the following helpline number: (+254) 710 888 000 between 9:00 a.m. to 4:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration. USSD costs are charged at Kshs 3 per session for Airtel subscribers and Kshs 1 per session for Safaricom subscribers.

- iii. Registration for the AGM opens on 18th February 2021 at 9.00AM and will close on 9th March 2021 at 5.00 PM. Shareholders will not be able to register after this time.
- iv. The following documents may be viewed on the Company website www.eastafricanportland.com (a) copy of this Notice and the proxy form; (b) the Company's Annual Report and Audited financial statements for the year ended 30 June 2020; (c) the Shareholders Circular; (d) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (e) a copy of the No Objection issued by the Capital Markets Authority.
- v. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such proxy need not be a member of the Company.
- vi. A proxy form is provided with the Annual Report. The proxy form can also be obtained from www.eastafricanportland.com Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to the Registered Office of the Company so as to arrive not later than 10.00 AM on 9th March 2021.
- vii. Duly signed proxy forms may also be emailed to agm@eapcc.co.ke in PDF format. A proxy form must be signed by the appointer or his attorney duly authorized 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 office or duly authorized attorney of such body corporate.
- viii. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before 9th March 2021 at 2.30 PM by: (a) sending their written questions by email to agm@eapcc.co.ke (b) to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to the Registered Office of the Company. 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 to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the AGM. Shareholders will be given an opportunity to ask questions during 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.
- ix. 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 received a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 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
- x. 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.
- xi. Results of the resolutions voted on will be published on www.eastafricanportland.com within 24 hours following conclusion of the AGM.

Shareholders will be notified on any updates relating to the AGM owing to the changing situation arising from the COVID – 19 pandemic. We appreciate the understanding of our shareholders as we navigate the evolving business conditions posed by COVID – 19.

The Company Secretary
East African Portland Cement PLC
P. O. Box 40101 - 00100
NAIROBI



PROXY FORM

I/WE _____

OF _____

Being a member of **EAST AFRICAN PORTLAND CEMENT PLC** hereby appoint

of _____

Or failing him, the Chairman of the Meeting, my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 11th March 2021 at 11.00 a.m. and any adjournment thereof:

As witness my /our hand this _____ Day of _____ 2021

Signed _____

Signed _____

NOTE:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead and a proxy need not to be a member of the Company.
2. In the case of a member being a Limited Company this form must be completed under its common seal or under the hand of an officer or attorney duly authorized in writing.
3. Proxies must be in the hands of the Secretary not later than 48 hours before the time of holding the meeting.