

BAMBURI CEMENT LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 70th Annual General Meeting of the Shareholders of Bamburi Cement Limited (the 'Company') will be held electronically via mobile and web application (the Virtual AGM System) on **Thursday, 10 June 2021 at 2.30p.m.** for the following purposes:

Ordinary Business

- To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2020 together with the reports of the Chairman, Directors and Auditors thereon.
- To approve a first and final dividend of KES 3.00 per ordinary share for the financial year ended 31 December 2020, to be paid net of withholding tax on 15 July 2021 to Shareholders on the Register of Members as at the close of business on 16 May 2021.
- To re-elect Directors:
 - In accordance with Article 111 of the Company's Articles of Association, Mbuvi Ngunze and Vasileios Karalis retire by rotation and being eligible, offer themselves for re-election; and,
 - In accordance with Article 116 of the Company's Articles of Association, Austin A.O. Ouko, having been appointed by the Board since the last Annual General Meeting, retires from office and being eligible, offers himself for re-election.
- Pursuant to the provisions of Section 769 of the Companies Act 2015, Alice Owuor, Mbuvi Ngunze, Rita Kavasho and Austin A.O. Ouko being members of the Board Audit & Risk Committee, be elected to continue to serve as members of the said Committee.
- To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2020.
- To note that Messrs Deloitte and Touche continue in office as Auditors by virtue of Section 721(2) of the Companies Act 2015 and to authorize the Directors to fix the Auditors' remuneration for the year ending 31 December 2021.
- To consider any other business of which due notice has been received.

Special Business

8. Change of Company Name:

To consider and if thought fit, pass the following Special Resolution:

"That the name of the Company be changed from Bamburi Cement Limited to Bamburi Cement plc in line with provisions of Section 53 of the Companies Act 2015, to be effective from the date indicated in the Certificate of Change of Name issued by the Registrar of Companies."

9. Amendment of the Company's Articles of Association:

a) To consider and if thought fit, pass the following Special Resolution:

"Articles 45 to 51 of the Company's Articles of Association dealing with Untraced Shareholders be deleted in their entirety, replaced with the following clause and all subsequent clauses renumbered accordingly:

45. In compliance with the Unclaimed Financial Assets Act 2011 or such other applicable laws, the Company shall report, deliver and/or pay to the Unclaimed Financial Assets Authority or any other regulator prescribed by applicable law, any unclaimed assets including but not limited to shares and dividends in the Company presumed to be abandoned or unclaimed in law and any dividends remaining unclaimed beyond prescribed statutory periods and the Board may perform such acts as may be necessary to effect such delivery or payment. Upon such delivery or payment, the unclaimed assets shall cease to remain owing by the Company and the Company shall no longer be responsible to the shareholder or his or her estate, for the relevant unclaimed assets."

By order of the Board

Waeni Ngea (Ms.)

Company Secretary

18 May 2021

NOTES

- Shareholders wishing to participate in the Annual General Meeting should register for the AGM by dialing USSD short code number ***384*068#** or via a link to the AGM platform and follow the various registration prompts. To complete the registration process, shareholders will need to have their national ID/passport numbers which were used to purchase their shares at hand. For assistance shareholders should dial the following helpline number **+254 20 7608216** from 8:00a.m. to 4:00p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.
- Registration for the AGM opens on 24 May 2021 at 08:00a.m. and will close on 9 June, 2021 at 12:00 noon.
- In accordance with Article 158 of the Company's Articles of Association, the following documents may be viewed on the Company's website www.lafarge.co.ke: this AGM notice and the proxy form, the Company's Annual Report & Audited Financial Statements, the Company's Memorandum & Articles of Association and the 2020 AGM Minutes.
- Registered Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - Sending their written questions by email to digital@candrgroup.co.ke or
 - Sending their written questions by SMS by dialing the USSD code ***384*068#** and selecting the option (ask Question) on the prompts; or
 - By visiting <https://digital.candrgroup.co.ke> platform, select 'Attend Event', select 'Bamburi Cement Limited AGM', select 'Q&A' option tab and submit questions in the text box provided; or
 - To the extent possible, physically delivering their written questions by 8 June 2021 at 12:00 noon with a return physical address or email address to the Company's Share Registrar i.e. Custody & Registrars Services Limited, at IKM Place, Tower B, 1st Floor, 5th Ngong' Avenue, Nairobi.
- Registered Shareholders wishing to vote on the resolutions may do so by:
 - Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform, select 'Attend Event', select 'Bamburi Cement Limited AGM', select 'Voting' option tab and vote; or
 - Accessing Virtual AGM via USSD platform ***384*068#**; Use the menu prompts to select the option for 'Voting' and following the various prompts regarding the voting process.
- A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her stead.
 - A proxy need not be a shareholder of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone or internet connection to the AGM platform.
 - A proxy form is available on the Company's website via this link: <https://www.lafarge.co.ke/annual-general-meetings>. Physical copies of the proxy form are also available at the Company's Share Registrar's address: Custody & Registrars Services Limited, IKM Place, Tower B, 1st Floor, 5th Ngong' Avenue, Nairobi.
- 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(s) or duly authorized attorney of such body corporate.
- The completed proxy form should be emailed to proxy@candrgroup.co.ke or delivered to the above mentioned physical address of the Company's Share Registrar so as to be received not later than Tuesday, 8 June 2021 at 2:00p.m. Any person appointed as a proxy should submit his/her email or mobile telephone number to the Company no later than Wednesday, 9 June 2021 at 12:00 noon.
- Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Tuesday, 8 June 2021 to allow time to address any issues.
- The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS and/or an email prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and providing a link to the live stream.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform, access the agenda and vote (when prompted by the Chairman) via the USSD ***384*068#** or via <https://digital.candrgroup.co.ke>.
- A poll shall be conducted for all the resolutions put forward in this AGM notice.
- Results of the AGM shall be published on the company website within 24 hours following conclusion of the AGM.
- The preferred method of paying dividends which are below KES 140,000.00 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 by dialing ***483*038#** or contacting the Company's Share Registrar.
- All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority') as abandoned assets on the appointed date.

Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.



For more information about the company please visit www.lafarge.co.ke