

# BAMBURI CEMENT PUBLIC LIMITED COMPANY

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 71<sup>st</sup> Annual General Meeting of the Shareholders of Bamburi Cement Public Limited Company (the 'Company') will be held electronically/virtually via mobile and web application (the 'Virtual AGM System') on Thursday, **16 June 2022 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 2021 together with the reports of the Chairman, Directors and Auditors thereon.
- To approve a first and final dividend of KES 3.58 per ordinary share for the financial year ended 31 December 2021, to be paid net of withholding tax on 26 July 2022 to Shareholders on the Register of Members as at the close of business on 26 May 2022.
- To re-elect Directors:
  - In accordance with Article 111 of the Company's Articles of Association, Dr. John Simba and Alice Owuor retire by rotation and being eligible, offer themselves for re-election; and,
  - In accordance with Article 116 of the Company's Articles of Association, John Stull, 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 Kavashe 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 2021.
- To appoint Messrs Ernst & Young as the new auditors of the Company in place of Deloitte and Touche (whose term expires at the end of this meeting) in accordance with Sections 721 and 724 of the Companies Act 2015 and to authorize the Directors to fix their remuneration.
- To consider any other business of which due notice has been received.

### By order of the Board

Waeni Ngea (Ms.)  
Company Secretary

23 May 2022

### NOTES

- Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or by dialing **USSD short code number \*483\*154#** or via a link to the AGM Platform that will be sent to them via SMS and/or Email and following 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 and their shares account number or CDSC Account Number at hand. For assistance shareholders should dial the following **helpline number +254 20 7608216** from 8:00 a.m. to 4:00 p.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](mailto:digital@candrgroup.co.ke).
- Registration for the AGM opens on **2 June 2022 at 08:00a.m.** and will close on **15 June 2022 at 12.00 noon.**
- In accordance with Article 148 of the Company's Articles of Association, the following documents may be viewed on the Company's website <https://www.lafarge.co.ke>: A copy of this Notice and the Proxy Form, the Company's Annual Report & Audited Financial Statements 2021 and c) Minutes of the AGM held on 10 June 2021.
- 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](mailto:digital@candrgroup.co.ke); or
  - Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code \*483\*154# and selecting the option (ask Question) on the prompts; or
  - Shareholders who will have registered to participate in the meeting shall be able to ask questions online at <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select "Bamburi PLC AGM"; Select "Q&A" option tab and submit questions in text box provided; or
  - To the extent possible, physically delivering their written questions by 14 June 2022 12:00 noon with a return physical address or email address to the Company Share Registrars address: Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong' Avenue.
- Shareholders wishing to vote may do so by:
  - Accessing Virtual AGM online at <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select "Bamburi PLC AGM"; Select "Voting" option tab and vote; or
  - Accessing Virtual AGM via USSD platform \*483\*154#; Use the menu prompts, select menu option for "Voting" and follow the various prompts regarding the voting process.
- A shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to vote on his/her behalf. Please note that:
  - A proxy need not be a member 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 an internet enabled device.
  - A proxy form is available on the Company's website via the 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 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 its common seal or under the hand of an officer or duly authorized attorney of such body corporate.
  - A completed form of proxy should be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) or delivered to Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong' Avenue, Nairobi so as to be received not later than **Tuesday, 14 June 2022 at 3.00p.m.** Any person appointed as a proxy should submit his/her email or mobile telephone number to the Company no later than 15 June 2022 at 12.00 noon.
  - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Tuesday, 14 June 2022 to allow time to address any issues.
- The AGM will be streamed live via a link which shall be provided to all shareholders or proxies 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 hours' 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 and may access the agenda and vote (when prompted by the Chairman) via the USSD code \*483\*154# or Voting Matters tab on the live stream display screen.
- A poll shall be conducted for all the resolutions put forward in this notice.
- Results of the AGM shall be published 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 Share Registrar, Custody & Registrars Services Limited
- 1All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act 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 as abandoned assets on the appointed date. Therefore, all present and former shareholders with unpaid dividends are requested to 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.

