



AGM Notice

NAIROBI BUSINESS VENTURES PUBLIC LIMITED COMPANY

Company Registration No. CPU/2015/187285 (“the Company”)

NOTICE & AGENDA OF GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE is hereby given that due to the ongoing COVID-19 pandemic, the related Public Health Regulations and restrictions on public gatherings by the Government of Kenya, the Annual General Meeting (AGM) of the Company shall be held via Electronic Means on Thursday 29th September 2022 at 10.00 a.m. to consider and, if thought fit, to transact the following business:

Ordinary Business

1. To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.
2. To receive and adopt the audited financial statements for the year ended 31st March 2022 together with the report of the Chairman, Directors and Auditors therein.
3. To note that the Company does not declare any dividend for the year under review.
4. To re-elect directors:
 - 4.1 Directors retiring by rotation in accordance with the Articles of Association of the Company:
 - i. Mr. Naresh J. Ranpura retires by rotation and being eligible, offers himself for re-election.
 - ii. Mr. Lucas F. L. O. Meso retires by rotation and being eligible, offers himself for re-election.
 - 4.2 Directors appointed during the year under review:
 - i. Ms. Rita A. Okuthe was appointed during the year under review as an independent Non- Executive Director, and in accordance with the Articles of Association, hereby retires and offers herself for election
 - ii. Mr. Gaurang V. Soni was appointed during the year under review as an Executive Director and in accordance with the Articles of Association, hereby retires and offers himself for election
 - iii. Mr. Vimal N. Ranpura was appointed during the year under review as an Executive Director and in accordance with the Articles of Association, hereby retires and offers himself for election
 - iv. Mr. Umang H. Soni was appointed during the year under review as an Executive Director and in accordance with the Articles of Association, hereby retires and offers himself for election
5. In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit Committee, be appointed to continue to serve as members of the said committee:
 - i. Mr. Lucas F. L. O. Meso
 - ii. Mr. Robert K. Nyasimi



- iii. Mr. Naresh J. Ranpura
6. To approve the remuneration of Directors and the Directors Remuneration report for the financial year ended 31st March 2022.
7. To re-appoint Messrs Jesse & Associates as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015 and to authorize the Directors to fix the Auditors' remuneration for the ensuing financial year.
8. To consider any other business of which due notice has been received.

Special Business

As ordinary resolutions

Resolution 1

That subject to Regulatory approvals, the Company be listed on the Main Investment Market Segment (MIMS) and the directors are hereby authorised to do all that is required and execute all the necessary documents and do all that appertains to ensure the listing of the Company.

BY ORDER OF THE BOARD

LAWRENCE KIBET

COMPANY SECRETARY

Date: 6th September 2022



NOTE

1. Nairobi Business Ventures Plc has convened and will conduct its Annual General Meeting via virtual/electronic means in line with the Companies Act 2015.
2. Shareholders wishing to participate in the meeting should register for the AGM by dialling ***483*806#** on their mobile telephone and follow the various prompts on the registration process.
3. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration.
4. Registration for the AGM opens on Wednesday 7th September 2022 at 9:00 am and will close on 27th September 2022 at 5.00pm.
5. The following documents may be viewed on the following website www.nbvplc.com (a) a copy of this Notice and the proxy form; (b) Annual Report and Audited Financial Statements for the year ended 31st March 2022.
6. 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 stead. Such proxy need not be a member of the Company.
7. A proxy form is provided with the Annual Report. The proxy form can also be obtained from the Company's website www.nbvplc.com or from Image Registrars offices at Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than 10.00 a.m. on 27th September 2022.
8. Duly signed proxy forms may also be emailed to info@image.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 officer or duly authorized attorney of such body corporate.
9. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before 28th September 2022 at 5.00 pm by: (a) submitting their questions via the USSD platform by dialling the code ***483*806#** (b) sending their written questions by email to info@image.co.ke; or (c) to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to Image Registrars Ltd P.O. Box 9287-00100, Nairobi, or to Image Registrars offices at the address above.



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. 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.

10. 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 receive 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.
11. 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.
12. Results of the resolutions voted on will be published on the Company's website i.e. www.nbvplc.com within 24 hours following conclusion of the AGM.