

**FTG Holdings Ltd**

C/o JurisTax Ltd, Level 3, Ebene House, Hotel Avenue, 33 Cybercity, Ebene, Republic of Mauritius  
Telephone: (230) 465 5526, Fax: (230) 4681886  
Email: info@flametreegroup.com, Website: www.flametreegroup.com

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**Date:** 27<sup>th</sup> May 2021

**To:** The Shareholders of the Company

**From:** JurisTax Ltd, Secretary

**Subject:** Notice of the Seventh Annual General Meeting of Shareholders of the Company to be held on Wednesday, 30<sup>th</sup> June 2021 at 11.00 hours (Kenyan Time).

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As a result of the Government of Kenya's directives and restrictions on public gatherings, the Company has made arrangement for shareholders to attend this year's AGM electronically. The details of how shareholders will attend, vote and ask questions are further detailed as per the notes hereunder.

Notice is hereby given that the Seventh Annual General Meeting of the Shareholders of the Company will be held via electronic communication on Wednesday, 30<sup>th</sup> June 2021 at 11.00 hours (Kenyan Time) to transact the following business:

1. To table the proxies and note the presence of a quorum;
2. To read the notice convening the meeting;
3. To receive the auditor's report and consider the adoption of the financial statements for the year ended 31 December 2020;
4. Election of the Board of Directors
  - a) Mr. Soubramanien Gilles Pierre Kichenin retires by rotation at the dissolution of the meeting and being eligible, offers himself for re-election in accordance with Article 12.1.2 of the Company's Constitution;
  - b) Mrs. Imalambaal Kichenin retires by rotation at the dissolution of the meeting and being eligible, offers herself for re-election in accordance with Article 12.1.2 of the Company's Constitution;
  - c) Mr. George Theobald retires by rotation at the dissolution of the meeting and being eligible, offers himself for re-election in accordance with Article 12.1.2 of the Company's Constitution; and
  - d) Mr. Frank Ireri retires by rotation at the dissolution of the meeting and being eligible, offers himself for re-election in accordance with Article 12.1.2 of the Company's Constitution.

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5. To take note that Mr. Heril Colbert Bangera will continue to serve as Managing Director of the Company;

6. Appointment of Auditors

To consider the re-appointment of Crowe ATA as the auditors of the Company who have expressed their willingness to continue in office for the financial year ending 31 December 2021 and to authorize the Directors to fix their remuneration in accordance with Section 196 of the Companies Act 2001.

7. Amendment in the Articles of Association

To amend the articles of association of the Company by altering the clause 11.3.2 by the below clause to allow the Company to conduct AGM virtually in the future.

"11.3.2 by means of radio, telephone, closed circuit television, video-conferencing or other electronic, digital or audio/visual communication, or a combination of any of such means ("virtual meeting"). Notwithstanding that the members are not present together in one place at the time of the virtual meeting, a resolution passed by the members constituting a quorum at such a meeting shall be deemed to have been passed at a general meeting held on the day on which and at the time at which the virtual meeting was held. The provisions of these articles relating to proceedings of members apply in so far as they are capable of application mutatis mutandis to such a meeting. Such a general meeting shall be deemed to have been held at the registered office of the Company."

8. Any Other Business

To transact any other business which may be properly transacted at an annual general meeting and for which a valid notice has been issued in accordance with the Company's Constitution.

**Quorum Requirement:**

As per Article 11.4.1 of the Constitution, the quorum for an Annual General Meeting is as follows:

"A quorum for a meeting of members shall be present where the members or their proxies are present or have cast postal votes, who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meetings."

By order of the Board

A handwritten signature in black ink, appearing to read "Harchit Errappa", written over a dotted line.

**Mr. Harchit Errappa**

For and on behalf of JurisTax Ltd  
Secretary

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**Note:**

1. In view of the ongoing COVID-19 pandemic and the related public health regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable for the Company to hold a physical general meeting in the manner prescribed in the Company's constitution;
2. On 29<sup>th</sup> April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act 2015, issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA);
3. Any shareholders wishing to participate in the meeting should register for the virtual AGM by using either of the following:

(a) Through the web portal:

By logging onto <https://escrowagm.com/ftg/signup.aspx> and filling in the registration form. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which 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.

(b) Unstructured Supplementary Service Data (USSD)

By dialing \*483\*560# and following the prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which 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. The USSD service cost will be borne by FTG Holdings Limited.

The registration to the virtual AGM shall be open on 17<sup>th</sup> June 2021 at 09:00 hours and shall close on 28<sup>th</sup> June 2021 at 17:00 hours.

4. Shareholders are entitled to appoint a proxy to vote on their behalf. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a corporate body, the proxy form 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 [registrar@cdscregistrars.com](mailto:registrar@cdscregistrars.com) or delivered to CDSC Registrars offices at 1st Floor, Occidental Plaza, Westlands, P.O. Box 6341-00100 Nairobi, so as to be received not later than Tuesday, 22<sup>nd</sup> June 2021 at 09:00 hours. Any shareholder appointing a proxy must provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected

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will be communicated to the shareholder concerned no later than 25<sup>th</sup> June 2021 at 11.00 hours to allow time to address any issues;

5. Proxies will only be able to register for the meeting after the Proxy Form appointing them has been submitted and duly acknowledged by the Registrar. The proxy may then register using either the web portal or mobile phone, tablet or computer with internet access ("USSD platform") using their identity card/Passport Number. For further assistance, Proxies may call CDSC Registrars on +254 710 888 000;
6. As per the requirements of the Companies Act 2001, shareholders have a right to access the Company's annual accounts, a copy of the notice and proxy form. The mentioned documents are available on the following links for your consideration:
  - Annual Report: <http://www.flametreegroup.com/finance.html>
  - Copy of Notice & proxy form: <http://www.flametreegroup.com/other.html>
7. Shareholders having questions prior the virtual AGM date should address them to the Company via email on [agm2020@flametreegroup.com](mailto:agm2020@flametreegroup.com) by indicating their names, CDSC Account and phone number. All questions received by 24 June 2021 will be responded to and answers shall be made available in the Company's website [www.flametreegroup.com](http://www.flametreegroup.com).
8. Shareholders wishing to ask a question during the virtual AGM may do so by using the chat box available on the system, and the questions shall be responded during a question-and-answer session.
9. The virtual AGM will be streamed live via a link to be provided to all shareholders who will have registered to participate in the annual general meeting. Duly registered shareholders and proxies shall be able to join the meeting either by logging into the system using their registration credentials or following proceedings on a link to be shared via SMS for those who register through the USSD platform;
10. Duly registered shareholders and proxies may vote (when prompted by the Chairman) for resolutions on a panel provided next to the live stream screen or via the USSD platform menu for voting. Proxies shall also vote on behalf of all the shareholders they represent.
11. Proxies successfully registered via USSD may be able to vote on USSD by dialing the short code, selecting language then picking Menu No. 3. Each resolution will auto-populate and will require the proxy to pick the option of choice. Note: A USSD platform session lasts about 25 seconds so shareholders using USSD platform need to vote with relative speed.
12. Proxies who register via web portal will get a drop-down menu against each resolution that will prompt them to vote for each of the shareholders they represent. The Proxy will select the name of the shareholder and proceed to vote for that respective shareholder. The list will stop populating once all resolutions have been voted for.

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13. Results of the virtual AGM shall be published within 24 hours following conclusion of the virtual AGM. The results will be available on the Company's web portal [www.flametreegroup.com](http://www.flametreegroup.com) and summarized results on the USSD platform menu.