

Notice of Annual General Meeting

FTG Holdings Limited

Registered Office: 2nd Floor, C&R Court, 49 Labourdonnais Street,
Port-Louis, Mauritius

Email: info@flametreegroup.com

Website: www.flametreegroup.com

Nairobi office: P.O. Box 27621-00506, Nairobi.



Date: 21st May 2025

To: The Shareholders of the Company

From: St Lawrence Management Limited, Secretary

Subject: Notice of the Annual General Meeting of Shareholders of the Company to be held on Friday, 27th June 2025 at 11:00 A.M (Kenyan Time).

The company proposed to conduct the Annual General Meeting 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 Annual General Meeting of the Shareholders of the Company will be held via electronic communication on Friday, 27th June 2025 at 11:00 A.M (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 31st December 2024.
4. Election of the Board of Directors
 - a) Mr Bishwarnath Bachun 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) Mr Deven Auracootee has resigned as director of the Company with effect from 6 June 2025 and Ms Marie Joanna Martine CHOO FON will be appointed as director of the Company, effective from 6 June 2025, subject to approval from Capital Markets Authority. Ms Marie Joanna Martine CHOO FON 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.



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- c) Mr George Carmichael 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 Marangu 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.
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 2025 and to authorize the Directors to fix their remuneration in accordance with Section 196 of the Companies Act 2001.

7. 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 blue ink, appearing to read "A. Lawrence", written over the printed name of the Secretary.

For and on behalf of St Lawrence Management Limited
Secretary



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1. Any shareholders wishing to participate in the meeting should register for the virtual AGM by using either of the following:
 - (a) Registered Unit Holders will receive a link via SMS/email.
 - (b) Through the web portal:

By logging onto <https://escrowagm.com/ftg/login.aspx> Click the "Register" button using the credentials provided via SMS/Email. 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.

- (c) Unstructured Supplementary Service Data (USSD)

By dialing *483*560# and following the prompts. In order to complete the registration process via USSD. 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 3rd June 2025 at 09:00 hours and shall close on 24th June 2025 at 17:00 hours.

2. 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 eagm@efsregistrars.com or delivered to Escrow financial solutions registrars limited offices at 1st Floor, Occidental Plaza, Westlands, P.O. Box 6341-00100 Nairobi, so as to be received not later than Tuesday, 24th June 2025 at 17:00 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 will be communicated to the shareholder concerned no later than 25th June 2025 at 17.00 hours to allow time to address any issues.
3. 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 Escrow Financial Solutions Registrars Limited on +254 710 888 000;



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4. 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: <https://flametreegroup.com/financial-reports>
 - Copy of Notice & proxy form: <http://www.flametreegroup.com/other.html>
5. Shareholders having questions prior to the virtual AGM date should address them to the Company via email on agmftg@flametreegroup.com by indicating their names, ID/passport number CDSC Account and phone number. All questions received by 20th June 2025 will be responded to and answers shall be made available in the Company's website www.flametreegroup.com
6. 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.
7. The virtual AGM will be streamed live via a link to be provided to all shareholders who 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;
8. 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.
9. 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.
10. 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.

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 and summarized results on the USSD platform menu.



Proxy Form

I / We,

of P.O Boxbeing a member / s
of FTG Holdings Ltd,

hereby appoint:of

.....

or failing whom

.....of

.....

As my / our proxy, to vote for me / us and on my / our behalf at the Virtual Annual General Meeting of the Company to be held on 27th June 2025 at 11:00 a.m and at any adjournment thereon.

Number of Shares held

Account number of member

Signed this day of 2025

Notes:

Signature (s)

- 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 be a member of the Company.
- 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.
- Proxies must be emailed to registrar@efsregistrars.com or lodged at the registered office of the Company's Shares Registrars, ESCROW Financial Solutions Registrars Ltd (1st Floor, Occidental Plaza, Westlands, P.O. Box 6341-00100 Nairobi) not later than 24th June 2025 at 17:00Hrs.