

BAMBURI CEMENT LTD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 69th Annual General Meeting of the Shareholders of Bamburi Cement Limited will be held electronically via mobile and web application (the Virtual AGM System) on Thursday 18 June 2020 at 2.30 pm for the following purposes:

1. To table the proxies and to note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive the Chairman's statement, the Report of the Directors and the Audited Accounts for the year ended 31 December 2019.
4. To consider and adopt the recommendation of the Directors that no dividend payment be declared or paid for the year ended 31 December 2019.
5. To approve Directors' fees for 2019 and to note that there will be no increase in Directors' fees in 2020.
6. To re-elect directors:
 - 6.1. In accordance with Article 110 of the Company's Articles of Association to re-elect the following directors who retire by rotation and being eligible, offer themselves for re-election:
 - 6.1.1. Helen Gichohi
 - 6.1.2. Rita Kavashe
 - 6.2. In accordance with Article 115 of the Company's Articles of Association, to re-elect Jean-Michel Pons, a director appointed since the last Annual General Meeting who retires from office and, being eligible, offers himself for re-election.
 - 6.3. In accordance with the provisions of Section 769 of the Companies Act 2015, to appoint the following Directors as members of the Audit & Risk Committee:
 - 6.3.1. Alice Owuor
 - 6.3.2. Joseph Kimote
 - 6.3.3. Rita Kavashe
 - 6.3.4. Mbuvi Ngunze
7. To note that Deloitte and Touche continue in office as Auditors in accordance with Section 159 (2) of the Companies Act and to authorize the Directors to fix their remuneration for 2020.
8. To transact any other business of the Company of which due notice has been received.

By order of the Board

B Kanyagia
SECRETARY
18 May 2020



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NOTES

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote in his stead. Proxy forms can be found at <https://www.lafarge.co.ke/annual-general-meetings>. Download and complete the proxy form then lodge it either at the registered office of the Company, P O Box 10921, 00100 Nairobi or at C&R Group, IKM Place, Tower B, 1st Floor, 5th Ngong Road or through proxy@candrgroup.co.ke. Proxies must be lodged at least 48 hours before the meeting. The appointment of a proxy will prevent a member from subsequently attending and voting at the meeting.
2. The Annual General Meeting will be held virtually. Members will be able to log into a live webcast of the meeting, vote electronically in real time and ask questions in writing.
3. Registration:
 - 3.1. Members who wish to attend the meeting virtually must pre-register their attendance as soon as possible and no later than at 12.00 pm on 17 June 2020.
 - 3.2. To attend the AGM and vote online please fill the registration details on <https://digital.candrgroup.co.ke> and attach the requested KYC Details. You will receive log-in credentials to your email address to attend the Virtual AGM.
 - 3.3. If you wish to attend and vote via mobile phone, please dial the USSD Short Code *384*039# for C&R Digital services and follow the registration prompts with short text messaging. You will receive log-in credentials to your mobile number to attend the Virtual AGM.
 - 3.4. Members that have duly appointed a proxy must register their proxy to enable them attend the meeting.
4. Voting

Members will be able to vote for the resolutions in real time when prompted and the Chairman will confirm the results of the votes for each resolution before the end of the meeting.
5. Asking Questions

Shareholders who virtually attend the Annual General Meeting will be able to questions at any time during the Annual General Meeting through the Virtual AGM System. The Company will consider all questions received and, if appropriate, address them at the AGM or provide a written response thereafter.
6. Details of how to register, vote and ask questions through the Virtual AGM System are set out in the user guide for the Virtual AGM System attached to this Notice. Should you require any further assistance, kindly get in touch with our Registrars through the Shareholder Hotline +254 20 760 8216 or digital@candrgroup.co.ke. Shareholder Hotline will be accessible one (1) week before the AGM date.

