

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

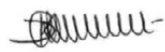
Notice is hereby given that the 12th Annual General Meeting of the shareholders of SMEP Microfinance Bank ("Company") will be held via electronic communication, on Friday, 5th May, 2023 at 2:30pm. when the business set out below will be transacted.

Shareholders will not be able to attend the meeting in person but will be able to register for, access relevant information, follow the meeting in the manner detailed below and vote electronically or by proxy. Shareholders may ask questions in advance of the meeting as detailed in the instructions below

AGENDA

1. To read the notice convening the Meeting and determine if a quorum is present
2. To receive, consider and if approved, adopt the Company's audited financial statements for the year ended 31 December 2022, together with the reports of the Chairman, Directors and Auditors thereon.
3. To note that the Directors do not recommend the payment of a dividend for the Financial Year under review.
4. Election of Directors
 - a) **Rotation of Directors:** In accordance with Article 111 of the Company's Articles of Association, the following Directors retire by rotation and being eligible, offer themselves for re-election
 - i. Canon Chris Kinyanjui Kamau
 - ii. Mr. James Jeremiah Nyokang'
5. To note that auditors Mazars will continue in office in accordance with the provisions of Section 721(2) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.
6. To approve the remuneration of Directors for the period ended 31st December 2022.

By Order of the Board



CS. LAWRENCE KIBET
COMPANY SECRETARY
IMAGE REGISTRARS LIMITED

NOTES:

1. Any shareholder wishing to participate in the meeting should register for the Annual General Meeting (AGM) by dialing *483*901# for all networks and following the various prompts regarding the registration process.
2. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares. For assistance shareholders should dial the following helpline number: **(+254)709 170 000 from 8:00 a.m. to 5:00 p.m.** from Monday to Friday. Shareholders outside Kenya should dial the helpline number or send an email to **SMEPAGM@image.co.ke** for assistance during registration.
4. Registration for the AGM opens on Friday, 14th April 2023 at 9:00 am and will close on Wednesday, 3rd May 2023 at 5:00pm.
5. The following documents may be viewed on the Company's website **www.smep.co.ke** a copy of this Notice and the proxy form.
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. The proxy form can also be obtained from the Company's website **www.smep.co.ke** or from Image Registrars Limited, 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 3rd May 2023.
8. Duly signed proxy forms may also be emailed to **SMEPAGM@image.co.ke** in PDF format. A proxy form must be signed by the appointor 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 3rd May 2023 at 5:30 pm by: **(a)** sending their written questions by email to **SMEPAGM@image.co.ke**; or **(b)** to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to the registered office of the Company or P.O. Box 63063, 00620, Nairobi, or to Image Registrars offices at the address above.
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.smep.co.ke** within 48 hours following conclusion of the AGM.