

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the shareholders of SMEP Microfinance Bank ("Company") will be held via electronic communication, on Thursday, 9th May, 2024 at 2.30 p.m. when the business set out below will be transacted.

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 2023, 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 118 of the Company's Articles of Association, the following Directors retire by rotation and being eligible, offer themselves for re-election

- i. Dr. Nelson Kuria
- ii. Mr. John Mwangi Thiong'o

b) Directors filling a casual Vacancy

In accordance with Article 121 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offers themselves for re-election:

- i. Mr. Micah Jeffrey Crist
- ii. Mr. Gideon Maniragaba
- iii. Mr. Paul Munhuwani Nyachiwowa
- iv. Mr. Stanley Tsikirayi
- v. Mr. Emmanuel Efilii Mordey Wuvur

5. To note that auditors Mazars will continue in office in accordance with the provisions of Section 72(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 2023.

By Order of the Board
CS. VICTORIA CHEROTICH
COMPANY SECRETARY
IMAGE REGISTRARS LIMITED

18th April 2024

NOTES:

1. 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.
2. Any shareholder wishing to participate in the meeting should register for the Annual General Meeting (AGM) by dialing ***483*810#** for all networks and following the various prompts regarding 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. For assistance, shareholders should dial the following helpline number: **(*254)709 170 000/15** 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 **Thursday, 18th April 2024 at 9:00 am** and will close on **Tuesday, 7th May 2024 at 2.30 pm**.
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 a 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 2.30 p.m. on 7th May 2024.
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 appointor 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 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 64063, 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/USDD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USDD 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 USDD 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 the conclusion of the AGM.