

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Trans-century PLC (“Company”) will be held electronically on Thursday, 30th July 2020 at 10.00 a.m. (East Africa Time) to conduct the following business:

AGENDA

A. ORDINARY BUSINESS

To read the notice convening the meeting and determine the presence of a quorum.

B. SPECIAL BUSINESS

To consider and if deemed fit obtain an authority from shareholders to approve and/or ratify the following transactions about to be completed by the Company including all steps taken by the Directors of the Company in connection therewith by way of a special resolution:

De-Listing of the Company from Nairobi Securities Exchange (“NSE”) in line with ongoing strategic initiatives by the Company

THAT, pursuant to Regulation 22(4) of the Capital Markets (Securities) (Public Offers, Listings and Disclosures) Regulations, 2002, all the issued ordinary shares of the Company comprising 375,202,766 shares of par value KES 0.50 each shall be de-listed from the official list of the Alternative Investment Market Segment of the NSE.

C. VIRTUAL MEETING

- Owing to the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government restricting public gatherings, it is impossible, for the Company to hold a physical EGM in the manner envisaged under the Company's Articles of Association and section 280 of the Companies Act 2015. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, issued an order permitting any company listed on the NSE to convene and conduct a virtual general meeting subject to receipt of a ‘No Objection Certificate’ from the Capital Markets Authority (“CMA”). Relying on this court order, the Company will conduct the proposed EGM through the means of a virtual platform following receipt of a No Objection Certificate dated 7th July 2020 from the CMA.
- The detailed procedure for registration, participation and voting at the EGM will be provided on the Company's website www.transcentury.co.ke. For any assistance on the registration process shareholders should dial the following helpline number: +254 709 170 000 from 8:00 a.m. to 4:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number or send an email to info@image.co.ke for assistance during registration.
- The following documents may be viewed on the Company's website www.transcentury.co.ke:
 - a copy of this Notice and the proxy form;
 - the shareholders' circular in relation to the recommendations made by the directors to the shareholders.
 - a copy of the High Court Order in Miscellaneous Application No. E680 of 2020, and
 - a copy of the No Objection Certificate issued by the CMA.
- Shareholders wishing to participate in the EGM via their mobile phone should register for the EGM by dialling *483*821# on their mobile phone and follow the various prompts on the registration process. Shareholders domiciled outside of Kenya or those wishing to participate through the online platform should send an email to Image Registrars via info@image.co.ke. The online registration will close 72 (seventy-two) hours prior to the EGM. Shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number to complete registration.
- Shareholders wishing to raise any questions or clarifications regarding the EGM may do so 24 (twenty-four) hours before the start of the EGM or by: (a) sending their written questions by email to info@image.co.ke; or (b) to the extent possible, physically delivering or posting their written questions to Image Registrar's office at Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya. Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications.

The Company's directors will provide written responses to the questions received no later than 12 (twelve) hours before the start of the EGM. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 (twelve) hours before the start of the EGM.
- The EGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the EGM. Duly registered shareholders and proxies will receive a short message service (SMS/USDD) prompt on their registered mobile numbers or email on their registered email addresses, 24 (twenty-four) hours prior to the EGM acting as a reminder of the EGM. A second SMS/USDD prompt and email shall be sent 1 (one) hour ahead of the EGM, as a reminder that the EGM will begin in an hours' time and providing a link to the live stream.
- Shareholders and proxies who have registered to attend the EGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the Chairman) via the USSD prompts or the live streaming link.
- Results of the resolutions voted on will be published on the Company's website www.transcentury.co.ke within 24 (twenty-four) hours following conclusion of the EGM.

Shareholders are encouraged to continuously monitor the Company's website for any updates relating to the EGM owing to the changing situation arising from the COVID-19 pandemic. We appreciate the understanding of our shareholders as we navigate the evolving business conditions posed by COVID-19.

BY ORDER OF THE BOARD

Virginia Ndunge
Company Secretary
NAIROBI
Date: 8th July 2020

NOTES:

- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company.
- A form of proxy can also be obtained from the Company's website www.transcentury.co.ke or from the Company's share registrars at Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya.
- To be valid, a form of proxy must be duly completed and signed by each member and lodged either in PDF form at info@image.co.ke or to the Company's share registrars at Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya, to arrive not later than 48 (forty-eight) hours before the meeting or any adjournment thereof.
- Whether or not you propose to attend the EGM you are requested to complete the form of proxy in accordance with the instructions printed thereon as soon as possible. The completion and return of a form of proxy will not prevent you from attending and voting in person if you wish to do so.