

EQUITY GROUP HOLDINGS PLC

NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given to Shareholders that the **Twenty First Annual General Meeting ("AGM")** of **Equity Group Holdings PLC ("the Company")** will be held on **Wednesday, 25th June 2025 at 09.00 a.m. by electronic means**, for the purposes of conducting the following business:

Resolutions number 2(i) to (vi) and 3(i) to (ii) will be proposed as ordinary resolutions.

AGENDA

1. CONSTITUTION OF THE MEETING

To read the notice convening the meeting, table proxies received and confirm the presence of a quorum.

2. ORDINARY BUSINESS

i. Consideration of the Audited Financial Statements for the financial year ended 31st December 2024.

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st December 2024 together with the Chairman's, Directors' and Auditors' reports thereon.

ii. Dividend

To declare a first and final dividend of KES 4.25 per share in respect of the financial year ended 31st December 2024, to be paid on or about 30th June 2025 to the Shareholders on the register of members as at the close of business on 23rd May 2025.

iii. Remuneration of Directors

To receive, consider and approve the Directors' Remuneration Report and the remuneration paid to the Directors for the financial year ended 31st December 2024.

iv. Election of Directors

- a. To approve the appointment of Mrs. Farida Khambata as a Director, who having been appointed by the Board on 26th August 2024, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers herself for election.
- b. To approve the appointment of Mr. Nick O'Donohoe as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election.
- c. To approve the appointment of Dr. Aloysius Uche Ordu as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election.
- d. To approve the appointment of Mr. Obadiah Biraro as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election.
- e. To approve the appointment of Ms. Lakshmi Shyam-Sunder as a Director, subject to regulatory approval, who having been appointed by the Board on 12th May 2025, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers herself for election.
- f. To approve the appointment of Eng. David Mutombo as a Director, subject to regulatory approval, who having been appointed by the Board on 14th March 2025, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election.
- g. To note the retirement of Dr. Edward Odundo who retires from office in accordance with Article 100 of the Company's Articles of Association and though eligible, does not offer himself for re-election.
- h. To note the retirement of Mr. Vijay Gidoomal who retires from office in accordance with Article 100 of the Company's Articles of Association and though eligible, does not offer himself for re-election.
- i. To note the retirement of Dr. Helen Gichohi who retires from office in accordance with Article 100 of the Company's Articles of Association and though eligible, does not offer herself for re-election.
- j. To note the retirement of Mr. Samwel Kirubi who retires from office in accordance with Article 100 of the Company's Articles of Association and though eligible, does not offer himself for re-election.

v. Appointment of Directors to the Board Audit Committee

In accordance with the provisions of Section 769 of the Companies Act, CAP 486, Laws of Kenya, the following Directors be elected to serve as members of the Board Audit Committee.

- (i) Mr. Obadiah Biraro;
- (ii) Dr. Aloysius Uche Ordu;
- (iii) Ms. Lakshmi Shyam-Sunder; and
- (iv) Dr. Evanson Baiya.

vi. Appointment of Auditors

To appoint Messrs PricewaterhouseCoopers who were first appointed in 2017 as auditors of the Company to continue as auditors of the Company until the conclusion of the next Annual General Meeting in accordance with Section 721 of the Companies Act, CAP 486, Laws of Kenya and to authorise the Directors to fix their remuneration for the ensuing financial year in accordance with Section 724 (1) of the Companies Act, CAP 486, Laws of Kenya.

3. SPECIAL BUSINESS

Ordinary Resolution

(i) Approval of Policies Pursuant to Regulation 8.21 of the Thirteenth Schedule to the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023

The Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 (the Public Offers, Listings and Disclosures Regulations) require that every issuer of securities to the public should establish formal and transparent policies and procedures which shall be approved by Shareholders for remuneration, effective communication with stakeholders, corporate disclosures, dispute resolution for internal and external disputes and ensuring attraction and retention of board members.

The Company has therefore prepared drafts of the following policies (the Policies) to ensure compliance with the provisions of the Capital Markets (Public Offers, Listings and Disclosures Regulations, 2023 and the Board of Directors recommend that the Shareholders approve the Policies:

1. Directors' remuneration policy;
2. Stakeholder engagement policy;
3. Transparency and disclosure policy;
4. Dispute resolution policy; and
5. Board appointment policy and procedure.

The text of the relevant ordinary resolution is set out below:

Approval of Policies pursuant to Regulation 8.21 of the Thirteenth Schedule to the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023

To consider and if deemed fit to approve the following policies pursuant to Regulation 8.21 of the Thirteenth Schedule to the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023:

1. Directors' remuneration policy;
2. Stakeholder engagement policy;
3. Transparency and disclosure policy;
4. Dispute resolution policy; and
5. Board appointment policy and procedure.

(ii) Establishment of a Representative Office for Equity Group Holdings Plc (the Company) in the United Arab Emirates (U.A.E.)

- a. To approve, subject to obtaining the requisite regulatory approvals, the establishment of a representative office for the Company or any one of its subsidiaries in the United Arab Emirates (U.A.E.) (the Representative Office in the U.A.E.) and
- b. To authorize the Board to take all actions necessary to effect the establishment of the Representative Office in the U.A.E., including but not limited to executing and filing all necessary documents and agreements, and paying all associated fees and expenses.

Noting that:

- the establishment of the Representative Office in the U.A.E., is in the best interests of the Company and its Shareholders; and
- the Board of Directors of the Company has approved the establishment of the Representative Office U.A.E., subject to the approval of the Shareholders and obtaining the requisite regulatory approvals and recommends that the Shareholders of the Company approve the establishment.

The text of the relevant ordinary resolutions is set out below:

Establishment of a Representative Office for Equity Group Holdings Plc

- a. THAT the establishment, subject to obtaining the requisite regulatory approvals, of the representative office for the Company or any one of its subsidiaries in the United Arab

EQUITY GROUP HOLDINGS PLC

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Emirates (U.A.E.) (the Representative Office in the U.A.E), be and is hereby approved.

- b. THAT the Board of Directors of the Company be and are hereby authorized to take all actions necessary to effect the establishment of the Representative Office in the U.A.E., including but not limited to executing and filing all necessary documents and agreements and paying all associated fees and expenses and putting in place all the necessary structures, commercial arrangements and any ancillary arrangements relating to the conduct and undertaking of the business of the Representative Office in the U.A.E.

4. ANY OTHER BUSINESS

To transact any other business that may legally be transacted at an annual general meeting, of which notice will have been duly received.

BY ORDER OF THE BOARD



Lydia N. Ndirangu
Company Secretary
P.O. BOX 75104-00200
NAIROBI.
30th May 2025

NOTES

- The Company has convened and will be conducting the AGM by electronic means in accordance with Article 54A of its Articles of Association.
- Registration for the AGM shall open on Wednesday, 4th June 2025 at 9:00 am and will close on Monday 23rd June 2025 at 09:00 am.
- Shareholders wishing to participate in the AGM should register for the AGM by dialing *760# on their Equitel mobile telephone lines or *483*824# on their Safaricom, Airtel or Telkom mobile telephone lines; and following the prompts, or sending an email request to be registered to EquityAGM@image.co.ke. Shareholders with email addresses will receive a registration link via email which they can use to register.
- To complete the registration process, Shareholders will need to have their ID/Passport Numbers which they used when purchasing their shares and/or their CDSC Account Number at hand. For assistance, Shareholders should dial the following helpline numbers: (+254) (0) 709 170 024/ 709 170 000 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any Shareholder outside Kenya should dial the helpline number to be assisted to register.
- A notification (by email and SMS) shall be sent to Shareholders domiciled outside Kenya who have registered to attend the AGM as well as to all Shareholders 1 hour before the AGM reminding them about the AGM. This notification will also include the link to stream the proceedings. For voting, the shareholder will receive a verification code via the mobile telephone number provided. The link shared to stream the AGM contains a voting tab. Once the Shareholder elects to vote, s/he shall key in the code received via SMS and follow the prompts.
- In accordance with Section 670 of the Companies Act, CAP 486, Laws of Kenya, the Company's Audited Financial Statements for the year ended 31st December 2024 may be viewed on the Company's website <https://equitygroupholdings.com/investor-relations/>.

The Audited Financial Statements may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The Audited Financial Statements and agenda can also be accessed on the livestream link.
- A copy of this Notice and the Proxy form and the draft policies may also be viewed on the Company's website <https://equitygroupholdings.com/investor-relations/> or by dialing the USSD codes above.
- Copies of the Policies are also available for inspection by Shareholders at the Company's Head Office situated at Equity Centre, 9th Floor, Hospital Road, Upper Hill,

Nairobi, between 9:00 am to 4:00 pm during working days, or can be provided on written request by email to EGHAGM2025@equitygroupholdings.com.

- Shareholders wishing to raise any questions or seek clarifications regarding the resolutions proposed to be passed at the AGM may do so by:
 - Sending their written questions by email to EGHAGM2025@equitygroupholdings.com; or
 - To the extent possible, physically delivering their written questions with a return physical address to the registered office of the Company situated at Equity Centre, 9th Floor, Hospital Road, Upper Hill, Nairobi; or
 - Sending their written questions with a return physical address or email address by registered post to the Company's postal address at P. O. Box 75104-00200 Nairobi.



Shareholders who will have registered to participate in the AGM shall also be able to ask questions via SMS by dialing the USSD code above and selecting the option (Ask Question) on the prompts.

Shareholders must provide their full details (full name, Kenyan National Identity Card/Passport Number/CDSC Account Number) when submitting their questions and clarification requests.

All questions and clarification requests must reach the Company on or before Friday, 20th June 2025 at 1:00 pm for those requiring responses ahead of the AGM, but Shareholders can continue forwarding questions thereafter and responses will be provided during and after the AGM.

Following receipt of the questions and clarification requests, the Directors of the Company shall provide written responses to the questions and clarification requests received to the return physical addresses or email addresses provided by the Shareholders no later than 10:00 am on Tuesday, 24th June 2025. A full list of all questions received, and the answers thereto, will be published on the Company's website not later than 10:00 am on Friday, 27th June 2025.

- In accordance with Section 298(1) of the Companies Act, CAP 486, Laws of Kenya, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy/proxies to vote on their behalf. A proxy need not be a member of the Company. The appointed proxy will need to have access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website <https://equitygroupholdings.com/investor-relations/>. A proxy form must be signed by the appointor, or his/her attorney duly authorized in writing, or if the appointor is a company, under the hand of an officer or attorney duly authorized by that company. The completed proxy form should be emailed to EGHAGM2025@equitygroupholdings.com or lodged with the Company Secretary at the Company's Head Office situated at Equity Centre, 9th Floor, Hospital Road, Upper Hill, Nairobi, or to Image Registrars Ltd's offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; postal address at P.O. Box 9287- 00100 GPO, Nairobi, email address EquityAGM@image.co.ke not later than 9.00 am on Monday, 23rd June 2025. Any person appointed as a proxy should submit his/her mobile telephone number to the Company not later than 9.00 am on Monday, 23rd June 2025. Any proxy registration that is rejected shall be communicated to the Shareholder concerned no later than 10.00 am on Tuesday, 24th June 2025 to allow time to address any issues.
- The AGM will be streamed live via a link which will be provided to all Shareholders and proxies who will have registered to participate in the AGM. Duly registered Shareholders and proxies will receive a short message service (SMS)/USSD prompt via their registered mobile telephone numbers or email addresses 24 hours prior to the start of the AGM acting as a reminder of the AGM. A second SMS/USSD prompt or email will be sent 1 hour before the AGM start time, reminding duly registered Shareholders and proxies that the AGM will begin in an hour's time and providing a link to the livestream.
- Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the resolutions and vote (when prompted by the Chairman) via the SMS/USSD prompts or web link provided through the email prompt.
- Results of the AGM voting shall be published within 24 hours following conclusion of the AGM.
- Time indicated on this Notice is East African Time (EAT).

 • Most Admired Financial Services Brand in Africa-2024	 • Position 19 in Africa • Position 1 in East Africa • Position 9 on liquidity • Position 3 on soundness • (Capital Assets to Assets ratio)	 • 2 nd strongest banking brand in the World 2024 • Position 1 - in Africa • 10 th most valuable banking brand in Africa • Brand Strength Index (BSI) score of 92.5 out of 100 • Brand Strength Rating (BSR) of AAA+ • Brand value rose to Kshs. 65.8 billion	 • Best Bank for Corporate Responsibility in Africa (2022, 2023 & 2024) • Best Bank for Corporate Responsibility in Kenya (2022, 2023 & 2024) • Overall Best Bank in Kenya (2023 & 2024) • Best Bank for SMEs in Kenya (2023 & 2024)	 Equity Bancassurance Intermediary Limited • Overall Best Bancassurance Intermediary Ltd • Most Customer-Centric Bancassurance Intermediary • Best Bancassurance Intermediary in Technology • Best Bancassurance Intermediary in Life Products Equity Life Assurance (K) Limited • Chief Executive Officer (CEO) of the Year • Life Insurer of the Year Category • Most Customer-Centric Underwriter - Life • Best Insurance Company in CSR Category	 • CEO of the Year - Dr. James Mwangi (5 years running) • Best Bank in Sustainable Corporate Social Responsibility-Winner (7 years running) • Best Bank in Financial Literacy Programs - (Winner) • Best Bank in SME Banking-Winner (3 years running) • Best Bank in Agriculture Financing-Winner (5 years running) • Best Bank in Asset Financing-Winner (8 years running) • Best Bank in Mortgage Financing-Winner • Special Judges Award for Product Innovation-Winner (5 years running) • Best Bank in Microfinance • Best Bank in Agency Banking-Winner (8 years running)
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