



AUTOMOBILE ASSOCIATION OF KENYA

NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF MEMBERS

Notice is hereby given that pursuant to Rule 13.3.1 of the Association's Constitution, an Extraordinary General Meeting of members of the Automobile Association of Kenya will be held via electronic communication on Tuesday, 19th October 2021 at 10.00 am to conduct the business detailed below.

Agenda

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive and adopt a report on the Demutualization of the Association and Capital Raising project.
4. To submit to the members, and if approved, a proposal for an improved framework on membership of the Association establishing a categorization to be referred to as "Full Members" subject to payment of a one-off membership fee as detailed in 3 above.
5. To consider and, if thought fit, pass a resolution on amendment to the Constitution and Rules of the Association pursuant to the provisions under rule 14.1 of the Association's Constitution and Rules, 2018, with respect to 4 above. This will include but not limited to, defining the rights and the obligations of the Full Members and the manner in which all the other categories shall be treated in future.
6. To consider and, if thought fit, pass a resolution on amendment to the Constitution and Rules of the Association to accommodate other changes including correcting apparent typographical errors and providing for execution by the Officers of the Association.
7. To consider, and if thought fit, vest in the Governing Council the exclusive mandate of driving forward the demutualization and capital raising process, which mandate shall include the authorization to undertake all the necessary actions, to sign all relevant documentation, seek all the requisite regulatory approvals and any incidental matters to complete the demutualization of the Association and subsequent capital raising process.

By Order of the Governing Council

Francis Theuri
Chief Executive Officer
16th September 2021

NOTES

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under Article 13.4 of the Constitution and Rules of Automobile Association of Kenya, for the Association to hold a physical Extraordinary General Meeting (EGM) in the manner prescribed in its Constitution and Rules.
2. Automobile Association of Kenya has convened and is conducting this virtual Extraordinary General Meeting (EGM) in line with its Constitution and Rules.
3. Members wishing to participate in the meeting should register for the Extraordinary General Meeting (EGM) by dialing *483* 813# on their Safaricom mobile telephone or on their Airtel & Telkom mobile telephone and following the various prompts regarding the registration process.
4. In order to complete the registration process, members will need to provide their AA Membership or National Identification Numbers. For assistance members should dial the following helpline number: 0711 327799 from 9:00 a.m. to 3:00 p.m. from Monday to Friday or email agm@aakenya.co.ke
5. Registration for the Extraordinary General Meeting (EGM) opens on Thursday, 16th September 2021 at 9:00 am and will close on Friday, 15th October 2021 at 4.00 p.m.
6. The following documents may be viewed on the Association's website <https://aakenya.co.ke>
 - i. A copy of this Notice and the proxy form;
 - ii. Demutualization and Capital Raising progress report;
 - iii. Current Constitution and Rules;
 - iv. Draft amended Constitution and Rules; and
 - v. Draft Resolutions.

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports can also be accessed on the livestream link that will be sent to registered members.

7. Any member whose subscription will be in arrears shall be entitled to vote provided only that such member in arrears validates his/her membership by paying all the arrears seven (7) days before the Extraordinary General Meeting.
8. A Member entitled to attend and vote at the meeting and who is unable to attend electronically is still entitled to appoint a proxy to attend and vote on his behalf. To be valid, a proxy form must be completed and signed by the member and must be either emailed to agm@aakenya.co.ke or lodged at the head offices of the Association at least forty-eight (48) hours before the Extraordinary General Meeting (EGM). Proxy forms are available at the Association's Head Office and can also be downloaded from the Association's website via this link: <https://aakenya.co.ke>
9. Members wishing to raise any questions or clarifications regarding the Extraordinary General Meeting (EGM) may do so by:

- a. sending their written questions by email to agm@aakenya.co.ke;
 - b. to the extent possible, physically delivering their written questions with a return email address to the registered office of the Association at Renaissance Corporate Park, Upper Hill;
 - c. or any other means as communicated by the Association.
10. All questions and clarification must reach the Association on or before 13th October 2021 at 4.00 p.m. A list of common questions received, and the answers thereto will be published on the Association's website not later than 12 hours before the start of the general meeting and responses to the common questions will also be addressed at the EGM.
11. The Extraordinary General Meeting (EGM) will be streamed live via a link which shall be provided to all members who will have registered to participate in the Extraordinary General Meeting (EGM). Duly registered members and proxies may vote (when prompted) on the USSD platform by following the SMS prompts or on the livestream link.
12. Duly registered members will receive a short message (SMS) on their registered mobile, prior to the Extraordinary General Meeting (EGM) and a reminder of the Extraordinary General Meeting (EGM) together with the link to the live stream will also be sent closer to the meeting date.
13. Members will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.
14. A poll shall be conducted for all resolutions put forward in this Notice. Members will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to vote for the resolutions put forward in the notice.
15. Results and Resolutions passed in the Extraordinary General Meeting (EGM) shall be published within 72 hours following conclusion of the Extraordinary General Meeting (EGM).
16. Members are encouraged to continuously monitor the Association's website for updates relating to the Extraordinary General Meeting (EGM).