NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that there will be an Annual General Meeting of AA Kenya PLC that will be held virtually on **Tuesday, 25th November 2025** at **10:00 am**, to transact the following business:

ORDINARY BUSINESS

1. To read the notice convening the meeting, table the proxies received, and confirm the presence of a quorum.
2. To receive the Chairman's Statement & the CEO's Report and to note the progress of the demutualization process.
3. To receive, consider and, if thought fit, adopt the Audited Financial Statements for the year ended 31st December 2024 together with the reports of Auditors thereon.
4. To approve a first and a final dividend of Kshs. 1.00 per share, with each share having a par value Kshs. 8, for the financial year ended 31st December 2024, as recommended by the directors. The dividend will be payable to the shareholders holding ordinary shares of the Company whose names appear in the Register of Members at the close of business on 31st October 2025.
5. To approve the re-election of the current Board composition, without rotation, until completion of the demutualization process and related transactions plus any required regulatory approvals, after which the normal process of rotation and election of directors shall resume.
6. To approve the remuneration of Directors for the financial year ended 31st December 2024 and to authorise the board to fix the remuneration of Directors.
7. To re-appoint Messrs PKF Kenya LLP, being eligible and having expressed their willingness to continue in office, as the Company's Auditors for the financial year ending 31st December 2025, and THAT the Directors be and are hereby authorized to fix their remuneration.

SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following Resolution as Special Resolutions:

a. In accordance with Article 5 of the company articles of Association, to approve that each of the Company's existing ordinary shares of KES 8.00 be subdivided into sixteen (16) ordinary shares of KES 0.50 each, with all rights, privileges, and obligations attached to the existing shares applying equally to the new shares resulting from the sub-division. The objective of the split is to enhance liquidity and broaden shareholder participation.

b. THAT in accordance with section 329 of the Companies Act 2015 ("the Act"), the directors of the Company be authorized to allot shares in the Company up to an aggregate nominal amount of Kenya Shillings forty-nine Million, ninety-three thousand, three hundred and twenty (Kshs. 49,093,320) provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this Resolution.

c. THAT pursuant to Articles 12.1 and 12.2 of the Articles of Association of the Company and the Directors having so recommended, and subject to receipt of all requisite regulatory approval, the sum of Kenya Shillings forty-nine Million, ninety-three thousand, three hundred and twenty (Kshs. 49,093,320) be and is hereby capitalized from the Retained Earnings and applied in paying up in full 6,136,665 new ordinary shares of par value Kshs. 8.00 each to be allotted and distributed as fully paid bonus shares to the holders of the existing ordinary shares of the Company whose names appear in the Register of Members at the close of business on 31st October 2025, in the proportion of one (1) new ordinary share for every five (5) existing ordinary shares held, and that the said bonus shares shall rank Pari passu in all respects with the existing ordinary shares of the Company.

d. THAT the Directors be and are hereby authorized to take all necessary steps, including seeking regulatory approvals, to list the Company's shares on the Nairobi Securities Exchange by Introduction with the objective of enhancing shareholder value, expanding the Company's capital base, and positioning AA Kenya as a leading mobility solutions provider in the region.

e. THAT the Board of Directors be and are hereby authorized to take all such actions as they may deem necessary or advisable in order to carry into effect the purpose and intent of the foregoing resolutions, including without limitation the allocation of the shares issued by way of Bonus Issue, the filing of any required documentation with the Registrar of Companies, the Capital Markets Authority, the Nairobi Securities Exchange or any other regulatory authorities as well as entering into any agreement and/or other documents, and appointing any professional advisers or parties necessary to give effect to the resolutions.

ANY OTHER BUSINESS

9. To consider any other business of which due notice has been received.

BY ORDER OF THE BOARD
COMPANY SECRETARY

DATE: 27TH OCTOBER 2025

Shareholders are requested to note that they will receive further information from Image Registrars

NOTES

1. AA Kenya PLC has convened and will conduct its Annual General Meeting via virtual/electronic means in line with the Companies Act 2015.
2. Shareholders wishing to participate in the meeting should register for the AGM by dialling ***483*901#** on their mobile telephone and follow the various prompts on 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) 709 170 000/26 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration.
4. Registration for the AGM opens on **27th October 2025 at 9:00 am** and will close on **24th November 2025 at 5.00 pm.**
5. The following documents may be viewed on the following website www.aakenya.co.ke: (a) a copy of this Notice and the proxy form; (b)Annual Report and Audited Financial Statements for the year ended 31st December 2024.
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. A proxy form is provided with the Annual Report. The proxy form can also be obtained from the Company's website www.aakenya.co.ke or from Image Registrars' offices at 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 24th November 2025**
8. Duly signed proxy forms may also be emailed to info@image.co.ke in PDF format. A proxy form must be signed by the appointer 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 by:

(a) submitting their questions via the USSD platform by dialling the code*483*901#

(b) sending their written questions by email to info@image.co.ke; or

(c) to the extent possible, physically delivering or posting their written questions with a return physical, postal, or email address to Image Registrars Ltd, P.O. Box 9287-00100, Nairobi, or to Image Registrars' offices at the address above.

Shareholders must provide their full details (full names, National ID/Passport Number) when submitting their questions or clarifications. The Company's directors will provide written responses to the questions received to the return physical, postal, or email address provided by the Shareholder no later than 12 hours before the start of the AGM. A full list of all questions received, and the answers thereto, will be published on the Company's website not later than 12 hours before the start of the AGM.

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 hour's 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.aakenya.co.ke, within 24 hours following conclusion of the AGM.