

LONGHORN PUBLISHERS PLC

NOTICE OF 2023 ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS
LONGHORN PUBLISHERS PLC

NOTICE is hereby given that the year 2023 Annual General Meeting of the Company will be held via electronic means on **Friday, 15 March 2024 at 11:00 a.m.** to transact the following business:-

ORDINARY BUSINESS

- The Secretary to read the notice convening the meeting and confirm the presence of quorum.
- To receive, consider and adopt the Financial Statements for the financial year ended 30 June 2023 together with the Chairman's Statement, and the Directors' and Auditors' reports thereon.
- To note that the Directors do not recommend the payment of a dividend in respect of the financial year ended 30 June 2023.
- To elect Directors:-
 - Directors retiring by rotation:
 - Ms Emma Miloyo, who retires in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers herself for re-election.
 - Mr Ali Hussein Kassim, who retires in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - Director appointed to fill a casual vacancy
 - Dr Dancan Irungu, who retires in accordance with the provisions of Article 98(a) of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - Retirement and appointment of Directors
 - Ms Truphosa Kwaka-Sumba, who retires at this meeting having completed her nine-year term of service in accordance with the provisions of Clause 2.4.2 of the Capital Markets Code of Corporate Governance, and does not offer herself for re-election.
 - Dr Shikoh Gitau, be appointed as a Director in accordance with the provisions of Articles 96(d) and 97 of the Company's Articles of Association, to fill the vacancy to be left by the retirement of Ms Truphosa Kwaka-Sumba, as recommended by the Directors.

- Pursuant to Section 769 (1) of the Companies Act 2015, to elect the following directors to serve as members of the Board Audit & Risk Committee:-
 - Dr Dancan Irungu – Chairperson
 - Fredrick Murimi
 - Thomas Omondi
 - Dr Shikoh Gitau – subject to her appointment by the shareholders as outlined in 4.3 (ii).
- To approve the Directors Remuneration Report for the financial year ended 30 June 2023.
- To appoint Messrs KPMG Kenya as Auditors of the Company in place of Messrs PricewaterhouseCoopers who will cease to hold office at the conclusion of the Annual General Meeting, in accordance with the provisions of Section 721(2) and 723(1) of the Companies Act, 2015, and to authorize the Directors to fix their remuneration for the ensuing financial year.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Resolution as a Special Resolution as recommended by the Directors:
Registration of Longhorn Digital Ventures Studio Kenya Limited
"That the registration of a subsidiary in Kenya in the name of Longhorn Digital Ventures Studio Kenya Limited be and is hereby ratified."
- Any other business of which due notice has been given.

BY ORDER OF THE BOARD

ENID MURIUKI (MRS)
COMPANY SECRETARY

Date 21st February 2024

NOTES:

- Longhorn Publishers PLC has convened and is conducting the 2023 virtual Annual General Meeting (AGM) pursuant to the provisions of its Articles of Association.
- Shareholders wishing to participate in the meeting should register for the AGM by dialing ***483*809#** for all Kenyan telephone networks and following the various registration prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 am to 5:00pm East African time from Monday to Friday. Any shareholder outside Kenya should send their details to longhornnagm@image.co.ke.

Registration for the AGM will open on Thursday, 22nd February 2024 at 11:00 am and will close on Wednesday, 13th March 2024 at 11:00 a.m. East African time.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.longhornpublishers.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 30 June 2023.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:-
 - sending their written questions by email to longhornnagm@image.co.ke; or
 - shareholders who will have registered to participate in the meeting will be able to ask questions via SMS by dialing the USSD code above and selecting the option 'Ask Question' on the prompts; or
 - to the extent possible, physically delivering their written questions with a return postal address or email address to the registered office of the Company, Longhorn Publishers Plc, Funzi Road, Industrial Area, Nairobi or to Image Registrars Limited offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - sending their written questions with a return postal address or email address by registered post to the Company Registrars' address: Image Registrars Limited, P. O. Box 9287, 00100 GPO, Nairobi.
- Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.
- All questions and clarifications must reach the Company on or before Wednesday, 13th March 2024 at 11:00 a.m. East African Time. Following receipt of the questions and clarifications, the Directors of the Company will provide written responses to the return postal address or email address provided by the Shareholder not later than 12 hours before the start of the general meeting. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 48 hours after the Annual General Meeting.

- In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
- A proxy form is available on the Company's website via the link: www.longhornpublishers.com. Physical copies of the proxy form are also available at the Longhorn Publishers Plc offices on Funzi Road, Industrial Area, Nairobi, or from Image Registrars Limited offices, 5th Floor Absa Towers (Formerly Barclays Plaza), Loita Street.
- Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

A proxy must be signed by the appointor, or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to longhornnagm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 48 hours before the time of holding the meeting i.e. Wednesday, 13th March, 2024 at 11:00 a.m. East African time.

Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Wednesday, 13th March 2024 at 11:00 a.m. East African time. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Thursday, 14th March 2024 to allow time to address the issues.

- The AGM will be streamed live through a link which shall be provided to all shareholders and proxies who will have registered to participate in the Annual General Meeting. 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 as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.

Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts. Results of the poll shall be published within 48 hours following the conclusion of the AGM on the Company's website.
- Shareholders are encouraged to continue monitoring the Company's website www.longhornpublishers.com for updates relating to the AGM.