

NOTICE & AGENDA OF THE ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

Notice is hereby given that the **Sixty Ninth (69th) Annual General Meeting** of the Company shall be held via **Electronic Means**, on **Thursday 15th June 2023 at 12:00 Noon** (East Africa Time) to transact the following business:

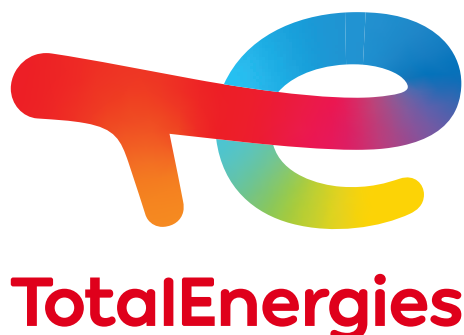
AGENDA

ORDINARY BUSINESS

1. To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.
2. To confirm and adopt the minutes of the 68th Annual General Meeting held on 30 June 2022.
3. To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2022 together with the Chairman's Statement and the reports of the Directors and the Auditors thereon.
4. To approve the payment of a first and final dividend of KShs 1.31 per share in respect of the Financial Year ended 31 December 2022 (2021: Kshs. 1.31), payable on or around 31 July 2023 to the holders of Ordinary Shares and Redeemable Preference Shares on record at the close of business on 15 June 2023.
5. To approve the Directors' Remuneration Report as detailed in the Annual Report for the Financial Year ended 31 December 2022.
6. Re-election of Directors
 - i) Mr. Olagoke Aluko, a Director retiring by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - ii) Mr. Jean-Philippe Torres, a Director retiring by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible, offers himself for re-election.
7. To appoint the Board Audit Committee of the Company in accordance with the provisions of Section 769 of the Companies Act, 2015 comprising the following members:
 - a) Mr. Joseph Karago
 - b) Mr. Maurice Odhiambo K'Anjejo
 - c) Mr. Guillaume Navez
8. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company in accordance with the provisions of Section 721(2) of the Companies Act, 2015 and to authorize the Directors to fix their Remuneration for the ensuing Financial Year.
9. To discuss any other business of which due notice has been received.

BY ORDER OF THE BOARD


J L G MAONGA
COMPANY SECRETARY
Date: 24 May 2023



NOTE

1. The Company has appointed Image Registrars Limited to specifically provide their platform and to manage this Virtual AGM.
2. Shareholders will be able to register and follow the proceedings of the meeting, vote electronically or by proxy and may ask questions in advance of the Annual General Meeting in the manner detailed below: -
 - i) Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - a) Dialling *483*816# for all networks and follow the various prompts regarding the registration process; or
 - b) Sending an email request to be registered to totalenergiesagm@image.co.ke; or
 - c) Shareholders with email addresses will receive a registration link via email through which they can use to register.In order to complete the registration process, shareholders will be required to use their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, shareholders (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 041 from 8:00 a.m. to 5:00 p.m. (EAT) from Monday to Friday.
 - ii) The registration period opens on Wednesday, 24 May 2023 at 9.00 a.m (EAT) and will close on Tuesday, 13 June 2023 at 12.00 Noon (EAT). Shareholders will not be able to register for the AGM after 13 June 2023 at 12.00 Noon (EAT).
 - iii) A printed copy of the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2022 may be obtained from the Registered Office of the Company, Regal Plaza, Limuru Road, Nairobi.
 - iv) The following documents are available on the Company's website, www.totalenergies.ke: (i) The Company's Annual Report and Audited Financial Statements for the year ended 31 December 2022 and (ii) a copy of this Notice.
The documents may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
 - v) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so:
 - a) by dialling the USSD code above and selecting the option (ask Question) on the prompts (For shareholders who will have registered to participate in the meeting)
 - b) by sending their written questions by email to totalenergiesagm@image.co.ke.
 - c) to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - d) sending their written questions with a return physical address or email address by registered post to Image Registrars' address at P.O. Box 9287 – 00100 Nairobi.
 - Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.
 - All questions and clarification must reach the Company on or before Tuesday, 13 June 2023 at 5.00 p.m. (EAT).
 - Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions received to the physical address or email address provided by the Shareholder by no later than 5.00 p.m. (EAT) on Wednesday, 14 June 2023. A full list of all questions received and the answers thereto shall be published on the Company's website by not later than 12 hours before the start of the Annual General Meeting.
 - vi) In accordance with Section 298 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 but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form must be signed by the appointor or his duly authorized attorney 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 totalenergiesagm@image.co.ke or delivered to Image Registrars, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287– 00100 GPO, Nairobi so as to be received by not later than Tuesday, 13 June 2023 at 12.00 Noon (EAT). Any person appointed as a proxy should submit his/her mobile telephone number to the Registrars by no later than Tuesday, 13 June 2023 at 12.00 Noon (EAT). Any proxy registration that is rejected will be communicated to the shareholder concerned by not later than Tuesday, 13 June 2023 to allow time to address any issues. A copy of the Proxy Form may be obtained from the Company's website www.totalenergies.ke.
 - vii) The AGM will be streamed live via a link which shall be provided to all shareholders 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 acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent three hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in three hours' time and providing a link to the live stream.
 - viii) Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the chairman) via the USSD prompts or the web link.
 - ix) Results of the AGM shall be published on the Company's website, www.totalenergies.ke within 24 hours following conclusion of the AGM.
 - x) Shareholders are encouraged to continuously monitor the Company's website, www.totalenergies.ke or update relating to the AGM. We appreciate the understanding of our shareholders for embracing technological changes in line with the changing business and environmental conditions.