



OTHER INFORMATION

Notice and agenda
Proxy

272
275







FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Notice and agenda

TO ALL SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of Safaricom PLC for the year 2022 will be held via electronic communication on Friday, 29th July 2022 at 11:00 a.m. to conduct the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the year ended 31st March 2022 together with the Chairman's, Directors' and Auditor's reports thereon.
2. Dividend
 - a) To note the payment of an interim dividend of KShs 0.64 per share (Total: KShs 25.64 billion) which was paid to shareholders on or about 31st March 2022.
 - b) To approve a final dividend of KShs 0.75 per share (Total: KShs 30.04 billion) for the financial year ended 31st March 2022 as recommended by the Directors. The dividend will be payable on or before 31st August 2022 to the Shareholders on the Register of Members as at the close of business on 29th July 2022.
3. Directors
 - a) To re-appoint Ms. Rose Ogega who retires at this meeting in accordance with the provisions of Articles 90 and 91 of the Company's Articles of Association, and, being eligible, offers herself for re-election.
4. In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit, Risk and Compliance Committee be elected to continue to serve as members of the said Committee:
 - Ms. Rose Ogega
 - Prof. Bitange Ndemo
 - Ms. Winnie Ouko
 - Ms. Raisibe Morathi
 - Mr. Sitholizwe Mdlalose
5. To approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31st March 2022.
6. To re-appoint Messrs Ernst & Young 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 in accordance with the provisions of Section 724 (1) of the Companies Act, 2015.
7. Any other business of which due notice has been given.

By order of the board

Kathryne Maundu (Ms)

Company Secretary

Date: 6th July 2022

NOTES ON THE ANNUAL GENERAL MEETING (AGM)

- 1) Safaricom PLC has convened and is conducting this virtual annual general meeting in line with the provisions of the Company's Articles of Association.
- 2) Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - a) Dialing *717# for Safaricom telephone networks and *483*901# for all Kenyan telephone networks, *284*34# for Ugandan telephone networks, or *149*46*19# for Tanzania networks, *801*40# for Rwanda networks, *120*6210*10# for South Africa networks and *384*6# for Zambia networks and following the various registration prompts; or
 - b) Send an email request to be registered to safaricomshares@image.co.ke
 - 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 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) 709 170 041 from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.

- 3) Registration for the AGM opens on Thursday, 7th July, 2022 at 9:00 am and will close on Wednesday, 27th July, 2022 at 11:00 am.

In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.safaricom.co.ke

- (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 31st March 2022.

An abridged version of the Financial Statements for the year ended 31st March 2022 has been published with this Notice.

The reports may also be accessed upon request by dialing the USSD codes in 2(a) above and selecting the Reports option. The reports and agenda can also be accessed on the live-stream link.

- 4) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) Sending their written questions by email to agmquestions@image.co.ke; or
 - b) Shareholders who will have registered to participate in the meeting shall be able to ask questions vis SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts; or
 - c) To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at Safaricom House, or 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 the Company Registrars address: Image Registrars, 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.

Questions and clarification must reach the Company on or before Tuesday, 26th July 2022 at 11:00 am. Shareholders will also be given an opportunity to ask questions at the Annual General Meeting.

Following receipt of the questions and clarifications, the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting.

A full list of questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the Annual General Meeting. Questions will also be responded to at the Annual General Meeting.



FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

Notice and agenda continued

NOTES ON THE ANNUAL GENERAL MEETING (AGM) continued

- 5) 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 this link: www.safaricom.co.ke. Physical copies of the proxy form are also available at Safaricom House, Waiyaki Way, Westlands, Nairobi, or from any of the Safaricom Shops countrywide or from Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.

A proxy 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 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 info@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 27th July, 2022 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Wednesday 27th July, 2022 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Thursday 28th July, 2022 to allow time to address any issues.

- 6) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USDD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USDD 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.
- 7) 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 USDD prompts.
- 8) A poll shall be conducted for all the resolutions put forward in the notice.
- 9) Results of the poll shall be published within 48 hours following conclusion of the AGM, in two newspapers of national circulation and on the Company's website.
- 10) The preferred method of paying dividends which are below KShs 150,000/- is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends via M-PESA when registering for the AGM via the USDD or contact Image Registrars Tel: +254 709 170000/ +254 709 170041, Email: safaricomshares@image.co.ke or Safaricom PLC's Investor Relations Email: investorrelations@safaricom.co.ke.
- 11) Shareholders are encouraged to continuously monitor the Company's website www.safaricom.co.ke for updates relating to the AGM.

Proxy

I/WE _____

Share A/c No _____

Of (Address) _____

Being a member(s) of Safaricom PLC, hereby appoint: _____ of mobile no./email _____

Or failing him/her, the duly appointed Chairman of the Meeting, to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 29 July 2022 and at any adjournment thereof.

As witness I/We lay my/our hand(s) this _____ day of _____ 2022

Signature _____

Signature _____

Please clearly mark the box below to instruct your proxy how to vote _____

RESOLUTION	FOR	AGAINST	ABSTAIN
1) To receive, consider and adopt the audited Financial Statements for the year ended 31 March 2022 together with the Chairman's, Directors' and Auditors' reports thereon.			
2) To note the payment of an interim dividend of KShs 0.64 per share which was paid to shareholders on or about 31 March 2022 and to approve a final dividend of KShs 0.75 per share for the Financial Year ended 31 March 2022 as recommended by the Directors. The dividend will be payable on or before 31 August 2022 to the Shareholders on the Register of Members as at the close of business on 29 July 2022.			
3) To re-appoint Ms. Rose Ogega who retires at this meeting in accordance with the provisions of Articles 90 and 91 of the Company's Articles of Association, and, being eligible, offers herself for re-election.			
4) To elect the following Directors, being members of the Board Audit, Risk and Compliance Committee to continue to serve as members of the said Committee: Ms. Rose Ogega; Prof. Bitange Ndemo; Ms. Winnie Ouko; Ms. Raisibe Morathi and Mr. Sitholizwe Mdlalose.			
5) To approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 March 2022.			
6) To re-appoint Messrs. Ernst & Young as Auditors of the Company in accordance with the provisions of member(s) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724(1) of the Companies Act, 2015.			



FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

PROXY continued

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of Proxy(s): _____

Address: _____

Mobile Number _____

Date: _____

Signature: _____

Please tick ONE of the boxes below and return to Image Registrars at PO Box 9287-00100 Nairobi, 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi:

Approval of registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on Friday 29 July 2022.

Consent for use of the Mobile Number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM.

Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to reach the Company's share registrar, Image Registrars Limited, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi; PO Box 9287, GPO 00100, Nairobi, or via email to safaricomshares@image.co.ke to arrive not later than 11:00 a.m. on Wednesday, 27 July, 2022 i.e. 48 hours before the meeting or any adjournment thereof or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the meeting or adjourned meeting.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
4. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
6. A vote "abstain" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.

Corporate information

Registered Office

Safaricom House, Waiyaki Way, Westlands P.O. Box 66827-00800, Nairobi
Telephone: +254 722 00 3272
Website: www.safaricom.co.ke

Registrars

Image Registrars Limited
5th Floor, Absa Towers, Loita Street
P.O. Box 9287-00100, Nairobi
Telephone: +254 709 170 000
Email: info@image.co.ke
Website: www.image.co.ke

Shareholder Related Issues

Telephone: +254 709 170 041/00
Email: safaricomshares@image.co.ke

Investor Relations

Safaricom House, Waiyaki Way, Westlands
P.O. Box 66827-00800, Nairobi
Telephone: +254 722 00 6218/4233
Email: investorrelations@safaricom.co.ke
Website: www.safaricom.co.ke/investorrelations

Auditors

Ernst & Young
Kenya Re Towers, Off Ragati Road
P.O. Box 44286-00100, Nairobi
Telephone: +254 20 2886000