



THE NAIROBI HOSPITAL

NOTICE OF AN EXTRAORDINARY GENERAL MEETING (SPECIAL GENERAL MEETING)

NOTICE IS HEREBY GIVEN pursuant to Article 19 of the Kenya Hospital Association Articles of Association and vide an Order issued by the High Court of Kenya in Miscellaneous Application No. E757 of 2020 that the Kenya Hospital Association shall hold a virtual Special General Meeting on **30 July 2020 at 2.30 P.M.** to conduct the following business:

AGENDA

1. To table the proxies and apologies and note the presence of a quorum.
2. To read the Notice convening the meeting
3. To consider and approve the proposed Amendments to the Kenya Hospital Association's Memorandum and Articles of Association by voting for each proposed amendment.

Dr. W. Irungu Ndirangu
Chairman- Board of Management

NOTES:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations as directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under section 280 of the Companies Act 2015, for Kenya Hospital Association to hold any Meeting in the manner prescribed in its Articles of Association.
2. The High Court of Kenya in Miscellaneous Application No. E757 of 2020 and under the provisions of Section 280 of the Companies Act 2015, (The Companies Act) issued an order granting special dispensation to Kenya Hospital Association to convene and conduct virtual general meetings.
3. Any member wishing to follow the virtual meeting should register for the SGM by dialing *483*902# on all mobile networks and follow the various prompts regarding the registration process. In order to complete the registration process, the Members will need to have their KHA Membership Number. For assistance, members should reach out to +254709170000 or +254730666011.
4. Registration for the SGM will open up on 03 July 2020 at 11:00 am and will close on 28 July 2020 at 11:00am. Members will not be able to register after 28 July 2020 at 11:00am.
5. Members wishing to raise any questions or clarification regarding the SGM may do so by:
 - a) Sending their written questions by email to kha@nbihosp.org or call +254730666011 or +254730666019.
 - b) To the extent possible, physically delivering their written questions with a return address or email address to the registered office of the Company at the Nairobi Hospital, the CEO's Office, Argwings Kodhek Road.
 - c) Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 30026 – 00100 Nairobi.

Members must provide their full details (full names, ID/Passport Number/Membership Number) when submitting their questions and clarification. Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the members no later than 48 hours before 11:00 am 30 July 2020. 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 meeting.

6. In accordance with Section 298(1) of the Companies Act, Members entitled to attend and vote at the SGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Kenya Hospital Association. If the proxy appointed is not the Chairman of the SGM the appointed proxy will need access to a mobile number. A proxy form is available on the Company's website. Physical copies of the proxy are also available at the following address: The CEO, The Nairobi Hospital, Argwings Kodhek Road, Nairobi.

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 corporation or Government office.

A completed form of proxy should be emailed to kha@nbihosp.org or delivered to The CEO Office, The Nairobi Hospital, Argwings Kodhek Road, Nairobi. P.O. Box 30026 – 00100 Nairobi, so as to be received not later than 28th July 2020 at 5:00 P.M. Any person appointed as a proxy should submit his/her mobile telephone number to the Company not later than 29th July 2020 at 5:00 P.M. Any proxy registration that is rejected will be communicated to the members concerned not later than 29th July 2020 at 5:00 p.m. to allow time to address any issues.

7. The SGM will be streamed live via a link which shall be provided to all Members who will have registered to participate in the SGM. Duly registered members and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers 24 hours prior to the SGM acting as a reminder for the SGM. A second SMS/USSD prompt shall be sent one hour ahead of the SGM, reminding duly registered members and proxies that the SGM will begin in an hour's time and providing a link to the live stream.

8. Duly registered members and proxies may follow the proceedings of the SGM using the live stream platform and may access the agenda. Duly registered members and proxies may vote (when prompted by the Chairman) via the live stream Platform on each resolution. A poll shall be conducted for each proposed amendment to the Memorandum and Articles of Association.

9. Results of the poll shall be sent via email to the members and shall also be published on the Company's website within 48 hours following the conclusion of the SGM.

Members are encouraged to continuously monitor the Company's website for updates relating to the SGM due to the continuous evolving situation with COVID -19 and the Government directives being subject to change.

We appreciate the understanding of our members as we navigate the changing business conditions posed by COVID -19.