



**IN THE HIGH COURT OF KENYA AT
MILIMANI LAW COURTS
COMMERCIAL AND TAX DIVISION
MISC. APPLICATION NO. E680 OF 2020
IN THE MATTER OF WPP SCANGROUP PLC
AND IN THE MATTER OF
AN APPLICATION FOR AN ORDER ALLOWING THE CONVENING OF AN
EXTRAORDINARY GENERAL MEETING UNDER SECTION. 280 OF THE
COMPANIES ACT, 2015
BETWEEN
BHARAT KUMAR THAKAR
AND
CAPITAL MARKETS AUTHORITY
ORDER**

The Originating Summons dated 20th April 2020 is now marked as settled in terms of the consent order dated 27th April 2020 signed by the Advocates of both parties and now endorsed by the court on the following terms:

1. WPP Scangroup PLC be and is hereby granted leave by this court to convene and hold a general meeting in the manner set out in the Originating Summons subject to compliance with the provisions of the Capital Markets Act and Regulations made thereunder.
2. In further exercise of its powers under section 280(3) of the Companies Act, 2014, this Court further orders and directs any company listed on the Nairobi Securities Exchange ("Public Company") which finds it

impracticable to conduct its general meeting in the manner required by its Articles of Association on account of the ongoing novel Coronavirus 2019 (COVID-19) pandemic and related public health laws, regulations and directives currently in force and as may be passed by the Government of Kenya from time to time, including but not limited to the *Public Health (Covid-19) Restriction of Movement of Persons and Related Measures) Rules, 2020* precluding inter alia public gatherings or for any other reasons, be allowed subject to a No Objection from the Capital Markets Authority and further subject to the following terms;

- a. Any Public Company seeking to hold a general meeting outside the provisions of its Articles of Association on account of COVID-19 must, at least 14 days prior to issuing to its shareholders the statutory notice of the intended general meeting, first obtain a No Objection in writing, from the Capital Markets Authority.
- b. Such Public Company must, in its request to the Capital Markets Authority for a No Objection as aforesaid, set out in detail, the manner in which the Public Company intends to hold the general meeting, including the manner in which the virtual and/or electronic technology or any hybrid means of holding the meeting, will be applied.
- c. All notices, to the Capital Markets Authority provided under clause (a) above must confirm and demonstrate that Shareholders of the Public Company shall be provided with:
 - (i) Notice of the general meeting as provided for under the Companies Act, 2015 and the applicable regulations;
 - (ii) Sufficient information to make informed decisions on any resolutions placed before the general meeting;
 - (iii) Sufficient opportunity to ask any questions and seek any clarifications that they require from the directors;

- (iv) An opportunity to vote and that the registration and voting procedure are made clear to them;
 - (v) Any other grounds as may be deemed appropriate in the circumstances.
3. It is hereby ordered that any meeting convened, held and conducted in accordance with this order and under section 280 of the Companies Act, 2015 be and is hereby taken for all purposes to be a general meeting of the company properly convened held and conducted, subject to the foregoing conditions being met.
4. Liberty is hereby given to either party or any party affected by this order to apply for any other or further order or directions.
5. This order shall be published in at least one newspaper of national circulation.

DATED AND DELIVERED AT NAIROBI this 29th day of April 2020.

D. S. MAJANJA

JUDGE



NOTE

Please note that due to the COVID-19 emergency, the courts have scaled down operations and encourage the parties to use online platforms. Parties may communicate to the High Court, Commercial and Tax Division through elizabeth.tanui@court.go.ke copied to chepkoech.elizabeth76@gmail.com and telephone 0721398722. All communication regarding any matter in court must be copied to all parties to the suit.