



CENTUM

tangible wealth

CENTUM INVESTMENT COMPANY PLC

NOTICE OF EXTRAORDINARY GENERAL MEETING

In accordance with the provisions of the Companies Act, No. 17 of 2015 as amended by the Business Laws (Amendment) (No. 2) Act, 2021, Notice is Hereby Given that an Extraordinary General Meeting of Centum Investment Company Plc (the "Company") will be held via electronic means on Friday, 3 February 2023 from 9.00 a.m. for the following business:

AGENDA

1. Constitution of the Meeting

The Secretary to:

- read the notice convening the meeting;
- table the proxies and determine if a quorum is present.

2. Special Business

To consider and if thought fit, to pass the following resolutions, as recommended by the Directors:

i. As an ordinary resolution:

THAT the Company be and hereby is authorized to undertake a share buyback programme and purchase up to 66,544,178 ordinary shares of the Company, being 10% of the issued and paid up share capital of the Company (Ordinary Shares), through on market purchases at the Nairobi Securities Exchange at a maximum price of Kes.9.03 per ordinary and minimum price of Kes.0.50 per share, over a period of 18 months from the date of this resolution, on such terms and conditions as are more particularly set out in the shareholders' circular dated 12 January 2023 (the Buyback) and which circular is attached to this Notice and is also available on the Company's website.

ii. As an ordinary resolution:

THAT, in accordance with section 329 of the Companies Act 2015, the directors of the Company be generally and unconditionally authorized to re-allot such Ordinary Shares as may be purchased by the Company pursuant to the Buyback provided that this authority shall, unless renewed, varied or revoked by the Company, expire no later than five years from the effective date of these resolutions.

Dated at Nairobi on this day 12 January 2023

BY ORDER OF THE BOARD

Mical Agina
Company Secretary

Notes:

- The Annex referenced in Resolution I is available on the Company's website <http://Centum.co.ke>.
- Shareholders wishing to participate in the meeting should register for the EGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number *384*043# via a link to the EGM Platform that will be sent to them via SMS and/or Email and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their ID/Passport Number which were used to purchase their shares and their shares account number or CDSC Account Number at hand.
- Registration for the EGM opens on 24th January 2023 at 09:00AM and will close on 2nd February 2023 at 12 Noon.
- For assistance, shareholders should dial the following helpline numbers: +254 20 8690360 from 8:00 a.m. to 4:00 p.m. during the registration open period. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.
- Shareholders wishing to raise any questions for the EGM may do so by:
 - Accessing Virtual EGM via <https://digital.candrgroup.co.ke> or via a link to the EGM platform; Select Attend Event; Select "Centum Investment Co. Plc EGM"; Select "Q&A" option tab and submit questions in text box provided; or
 - Accessing Virtual EGM via USSD platform *384*043#; Use the menu prompts to Select option for "Q&A" and submit their questions (within 160-character limit for sms text); or
 - Sending their written questions by email to digital@candrgroup.co.ke; or
 - To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.
- Shareholders sending questions by email or delivering to C&R Group must provide their full details (full names, Shares Account Number// CDSC Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.
- Shareholders wishing to vote may do so by:
 - Accessing Virtual EGM <https://digital.candrgroup.co.ke> or via a link to the platform; Select Attend Event; Select "Centum Investment Co. Plc EGM"; Select "Voting" option tab and vote; or
 - Accessing Virtual EGM via USSD platform *384*043#; Use the menu prompts to Select option for "Voting" and follow the various prompts regarding the voting process.
- In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the EGM 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 EGM. A proxy form is attached to this Notice and is available on the Company's website <http://Centum.co.ke>. Physical copies of the proxy form are also available at the following address: Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue. To be valid, the proxy form must be duly completed by the shareholder, or his attorney duly authorized in writing. If the shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to proxy@candrgroup.co.ke in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi so as to reach the Registrar or the Company Secretary not later than 10.00 a.m. on 1 February 2023. Duly completed form must be supported by a copy of ID/ valid Passport of the member and include the ID/Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 2 February 2023 at 3.00 pm to allow time to address any issues.
- The EGM will be streamed live 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/ and/or an email two hours ahead of the EGM, reminding duly registered shareholders and proxies that the EGM will begin in two hours' time and providing a link to the livestream.
- Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *384*043# or on the EGM Platform.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Results of the EGM shall be published on the company's website within 24 hours following conclusion of the EGM.