

CENTUM INVESTMENT COMPANY PLC

NOTICE OF THE 52ND ANNUAL GENERAL MEETING

NOTICE Is Hereby Given that the 52nd Annual General Meeting of Centum Investment Company Plc (the "Company") will be held on Friday, **13th September 2019** at Two Rivers, Limuru Road, Nairobi from 11.00 a.m. for the following purposes:

AGENDA

1. Constitution of the Meeting

The Secretary to:

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

2. Ordinary Business

(i) Consolidated Financial Statements, Directors' and Auditors' reports for the year ended 31 March 2019:

To receive, consider and adopt the Consolidated Financial Statements for the financial year ended 31 March 2019 together with the Directors' and Auditor's reports thereon.

(ii) Declaration of a First and Final Dividend

To consider and, if thought fit, approve the Directors' recommendation to declare a first and final dividend of KShs. 1.20 per ordinary share for the financial year ended 31 March 2019, net of withholding tax, to shareholders on the Register of Members as of the close of business on 2nd October 2019.

(iii) Remuneration of Directors:

To approve, in accordance with Section 681(1) of the Companies Act, 2016, the directors' remuneration report for the financial year ended 31 March 2019 contained in the Consolidated Financial Statements.

(iv) Election of Directors:

- a) In accordance with Article 88 of the Company's Articles of Association, Dr. Laila Macharia, retires by rotation and, being eligible, presents herself for re-election.
- b) In accordance with Article 88 of the Company's Articles of Association, Mrs. Catherine Igate, retires by rotation and, being eligible, presents herself for re-election.
- c) In accordance with Article 88 of the Company's Articles of Association, Ms. Mary Wangui Githiaka, retires by rotation and, being eligible, presents herself for re-election.

(v) Appointment and Remuneration of Auditors:

- a. To appoint PricewaterhouseCoopers (PwC) as Auditors for the Company in accordance with section 721(2) of the Companies Act, 2015.
- b. To authorize the Board of Directors to fix the Auditors' remuneration in accordance with section 724 of the Companies Act, 2015.

3. Special Business

A. Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions in regard to the business of the Company and in the interests of the Company:

i. Approvals under regulation G.06 of the Fifth Schedule of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002.

For the purposes of regulation G.06 of the Fifth Schedule of the Capital Markets (Securities) Public Offers, Listing and Disclosures) Regulations 2002:

- a) **THAT** the sale of the Company's 53.9% shareholding in Almasi Beverages Limited to Coca-Cola Sabco East Africa Limited, resulting in Almasi Beverages Limited ceasing to be a subsidiary of the Company, be ratified.
- b) **THAT** the sale of the Company's 100% stake in King Beverage Limited to Danish Brewery Company EA Limited resulting in King Beverage Limited ceasing to be a subsidiary of the Company, be ratified.

5. Any Other Business

To transact any other business that may legally be transacted at an Annual General Meeting and for which due notice has been given.

Dated at Nairobi on this day Thursday 22nd August 2019.

BY ORDER OF THE BOARD



Mwangi J. Mbogo
Company Secretary

PLEASE NOTE:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy who need not be a member of the company.
A Proxy Form can be accessed` on www.centum.co.ke or picked at the Registered Office of the Company on 9th Floor, South Tower, Two Rivers Office Towers, Limuru Road, Nairobi or at the offices of the Company's Share Registrars, C&R Group on 6th Floor, Standard Street, Nairobi. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the Proxy Form to the Registered Office of the Company or to the office of the Company's Share Registrars, to arrive not later than 10.00 a.m. on 11th September 2019.
2. Registration of members and proxies for the Annual General Meeting will commence at 7.00 a.m. on Friday 13th September 2019 at Two Rivers. To facilitate registration on this day, members and proxies should carry their National ID cards and a copy of a relevant Central Depository and Settlement Corporation (CDSC) account statement applicable to the member for the shareholding in the Company.
3. There will be buses at the **Uhuru Park Grounds** in Nairobi to transport *bona fide* shareholders and proxies to Two Rivers at the following times.
 - a. From 7.15 a.m.
 - b. From 8.15 a.m.
 - c. From 9.15 a.m.
 - d. From 10.15 a.m.Transport will also be provided from Two Rivers back to the CBD after the Annual General Meeting. The annual report and financial statements of the Company for the year ended 31 March 2019 have been made available on the Company's website www.centum.co.ke in the downloads section of the website.