

# CENTUM INVESTMENT COMPANY PLC

## NOTICE OF THE 53RD ANNUAL GENERAL MEETING

**Notice is Hereby Given** that the 53rd Annual General Meeting of Centum Investment Company Plc (the "Company") will be held via electronic means on Friday, 18th September 2020 from 11.00 a.m., in accordance with the High Court Order issued in Miscellaneous Application No. 680 of 2020, 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. Ordinary Business

- Consolidated Financial Statements, Directors' and Auditors' reports for the year ended 31 March 2020:  
To receive, consider and adopt the Consolidated Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' reports thereon.
- Declaration of a First and Final Dividend:  
To consider and, if thought fit, approve, in accordance with Article 118 of the Company's Articles of Association, the Directors' recommendation to declare a first and final dividend of KES. 1.20 per ordinary share for the financial year ended 31 March 2020, net of withholding tax, to shareholders on the Register of Members as of the close of business on 2nd October 2020
- Remuneration of Directors:  
To approve, in accordance with Section 681(1) of the Companies Act, 2015, the directors' remuneration report for the financial year ended 31 March 2020 contained in the Consolidated Audited Financial Statements.
- Election of Directors:
  - To re-elect, in accordance with Article 88 of the Company's Articles of Association, Mrs. Susan Wakhungu-Githuku, a Director retiring by rotation and who, being eligible, offers herself for re-election.
  - To re-elect, in accordance with Article 88 of the Company's Articles of Association, Hon. William Byaruhanga, a Director retiring by rotation and who, being eligible, offers himself for re-election.
  - To re-elect, in accordance with Article 88 of the Company's Articles of Association, Dr. Donald Kaberuka, a Director retiring by rotation and who, being eligible offers himself for re-election.
- Appointment and Remuneration of Auditors:
  - To appoint PricewaterhouseCoopers (PwC) as Auditors for the Company in accordance with Section 721(2) of the Companies Act, 2015.
  - To authorize the Board of Directors of the Company to fix the Auditors' remuneration in accordance with Section 724 of the Companies Act, 2015.

#### 3. 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 27th August 2020.

### BY ORDER OF THE BOARD



**Mwangi J. Mbogo**  
Company Secretary

### NOTES:

- Due to ongoing Covid-19 pandemic and the Government of Kenya directives restricting public gatherings, Shareholders will not be able to attend the AGM in person but will be able to register for, access to information pertaining to the proposed resolutions, participate in the meeting in the manner detailed below and to vote electronically or by proxy. The CMA has granted a No Objection to the Company to convene and hold this virtual Annual General Meeting. Shareholders will have an opportunity to ask questions before and during the meeting as detailed below.
- Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number [\*384\*045#] and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their Shares Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares.
- Registration for the AGM opens on 9th September, 2020 at 09:00AM and will close on 17th September, 2020 at 12 noon.
- For assistance, shareholders should dial the following helpline numbers: +254 20 7608216 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](mailto:digital@candrgroup.co.ke)
- Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> to view the livestream, vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions using their log in credentials via USSD [\*384\*045#]
- Shareholders wishing to raise any questions for the AGM may do so by:
  - Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Centum Investment Company Plc AGM"; Select "Q&A" option tab and submit questions in text box provided; or
  - Accessing Virtual AGM via USSD platform [\*384\*045#]; Use the menu prompts to Select "Centum Investment Company Plc AGM"; Select the menu 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](mailto: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.
    - All questions and clarification must reach the C&R Group on or before 17th September, 2020 12:00 Noon.
- Shareholders wishing to vote may do so by:
  - Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Centum Investment Company Plc AGM"; Select "Voting" option tab and vote; or
  - Accessing Virtual AGM via USSD platform; Use the menu prompts to Select "Centum Investment Company Plc AGM"; Select the menu 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 AGM 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 AGM. A proxy form is attached to this Notice and is available on the Company's website [www.centum.co.ke](http://www.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](mailto: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 not later than 11.00 a.m. on 17th September 2020. 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 24 hours after submission to allow time to address any issues.
- The AGM 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/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in two hours' time.
- The annual report and financial statements of the Company for the year ended 31 March 2020 have been made available on the Company's website [www.centum.co.ke](http://www.centum.co.ke) in the downloads section of the website