

CENTUM INVESTMENT COMPANY PLC NOTICE OF THE 51ST ANNUAL GENERAL MEETING



NOTICE Is Hereby Given that the 51st Annual General Meeting of Centum Investment Company Plc (the "Company") will be held on Friday, **14 September 2018** at Two Rivers, Limuru Road, Nairobi from 11.00 a.m. for the following purposes:

AGENDA

1. Constitution of the Meeting

The Secretary to read the notice convening the meeting and determine if a quorum is present.

2. Confirmation of Minutes

To confirm the minutes of the 50th Annual General Meeting held on Monday, 25 September 2017.

3. Ordinary Business

(i) Consolidated Financial Statements, Directors' and Auditors' reports for the year ended 31 March 2018:

To receive, consider and adopt the Consolidated Financial Statements for the financial year ended 31 March 2018 together with the Directors' and Auditors' reports thereon.

(ii) Declaration of a First and Final Dividend

To declare a first and final dividend of KShs. 1.20 per ordinary share for the financial year ended 31 March 2018, net of withholding tax, to shareholders on the Register of Members as of the close of business on 2 October 2018.

(iii) Remuneration of Directors:

To confirm the payment of fees to Directors for the financial year ended 31 March 2018.

(iv) Directors Retiring by Rotation:

(a) To approve the re-election of Dr. Christopher John Kirubi, a Director retiring by rotation and who, being eligible, presents himself for re-election.

(b) To approve the re-election of Industrial and Commercial Development Corporation (ICDC), a director retiring by rotation and which, being eligible, presents itself for re-election.

(v) Director Above the age of Seventy (70) years:

Pursuant to Paragraph 2.5.1 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, to approve the continuation in office as a Director by Dr. Christopher John Kirubi, who has attained the age of seventy (70) years, until he next comes up for retirement by rotation.

(vi) Board Audit Committee Members

Pursuant to Section 769(1) of the Companies Act No. 17 of 2015 (the "Act"), to ratify the appointment of the following Directors as Audit Committee Members:

- Mary Ngige (Chairperson);
- Catherine Igathe;
- Dr. Laila Macharia;
- Dr. Moses Ikiara; and
- Industrial and Commercial Development Corporation. (ICDC)

(vii) Appointment and Remuneration of Auditors:

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

4. Special Business

A. Ordinary Resolutions

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

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

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

a) THAT the incorporation of **Barium Capital Limited** as a wholly-owned subsidiary of Nabo Capital Limited, a subsidiary of the Company, be ratified.

b) THAT the incorporation of **Lisianthes Investments Limited** as a wholly-owned subsidiary of Centum Development Company Limited, a subsidiary of the Company, be ratified.

c) THAT the incorporation of **Olkeu Investments**

Limited as a wholly-owned subsidiary of Centum Development Company Limited, a subsidiary of the Company, be ratified.

d) THAT the incorporation of **Rapuzella Investments Limited** as a wholly-owned subsidiary of Centum Development Company Limited, a subsidiary of the Company, be ratified.

e) THAT the incorporation of **Sharobati Investments Limited** as a wholly-owned subsidiary of Centum Development Company Limited, a subsidiary of the Company, be ratified.

f) THAT the incorporation of **Spathode Investments Limited** as a wholly-owned subsidiary of Centum Development Company Limited, a subsidiary of the Company, be ratified.

g) THAT the sale of the Company's 73.35 % shareholding in **GenAfrica Asset Managers Limited (GenAfrica)** to Kuramo Africa Opportunity Kenyan Vehicle III Limited (an affiliate of Kuramo Capital Management LLC), resulting in GenAfrica 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.

Dated at Nairobi on this **23rd day of August 2018**.

BY ORDER OF THE BOARD

Lois W. Gakumo
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.

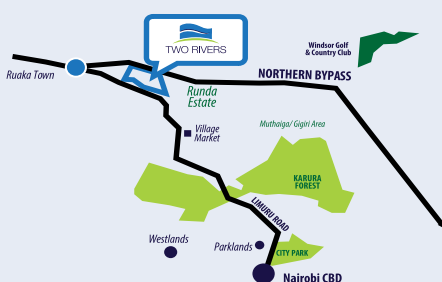
The Proxy Form can be downloaded on **www.centum.co.ke** or picked at the Registered Office of the Company on 9th Floor, South Tower, Two Rivers Office Towers, Limuru Road, Nairobi or at the offices of the Company's Share Registrars, C&R Group at Bruce House, 6th Floor, Standard Street, Nairobi. Shareholders who do not intend 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, so as to arrive not later than 10.00 a.m. on 12 September 2018.

2. Registration of members and proxies for the Annual General Meeting will commence at 7.00 a.m. on Friday, 14 September 2018 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.

- From 7.15 a.m.
- From 8.15 a.m.
- From 9.15 a.m.
- From 10.15 a.m.

MAP TO THE VENUE



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 2018 have been made available on the Company's website **www.centum.co.ke** in the downloads section of the website.