

CENTUM INVESTMENT COMPANY PLC.

MINUTES OF THE 55TH ANNUAL GENERAL MEETING HELD AT TWO RIVERS, LIMURU ROAD, NAIROBI AND VIRTUALLY ON FRIDAY 15TH SEPTEMBER 2021 AT 8:00 AM.

PRESENT

Dr. L. Macharia	Acting Chairperson (by physical attendance)
Dr. J. Mworia	Chief Executive Officer (by physical attendance)
Dr. M. Ikiara	Director (by virtual attendance)
Mrs. M. Ngige	Director (by virtual attendance)
Ms. G. Magunga as proxy for Mr. C. Huka	(alternate to Kenya Development Corporation Limited) (by virtual attendance)
Mr. A. Musangi	Director (by virtual attendance)
Mrs. C. Igathe	Director (by virtual attendance)
Mr. W. Byaruhanga	Director (by virtual attendance)
Mrs. S. Wakhungu Githuku	Director (by virtual attendance)

IN ATTENDANCE

Ms. M. Agina	Company Secretary
Ms. R. Alaro	Chief Financial Officer
Mr. M. Mugasa	Partner, PricewaterhouseCoopers LLP
Mr. F. Murimi	Managing Director, Centum Capital Partners Ltd.

ABSENT WITH APOLOGIES

Dr. D. Kaberuka	Board Chairman
-----------------	----------------

MIN.1/AGM/2022 - CONSTITUTION OF THE MEETING

a. Welcoming Remarks

The Chairman called the meeting to order at 8:00 A.M, welcomed the members and appreciated their continued commitment to Centum by attending the Annual General Meeting.

b. Opening Prayer

The Chairman invited Mr. Fred Murimi to make the opening prayer.

c. Quorum

The Company Secretary confirmed that the members present, both in person and by proxy, constituted a quorum for the Annual General Meeting.

d. Introductions

The Chairman introduced the directors of the Company, the Group CFO Ms. Risper Alaro, the Company Secretary Ms. Mical Agina and Mr. M. Mugasa, the representative of our external auditors PricewaterhouseCoopers.

e. Notice

Following confirmation that the meeting was quorate, the Chair called on the Company Secretary to read the Notice and Agenda for the 55th Annual General Meeting of Centum Investment Company Plc, which had been published in the national dailies and uploaded on the Company's website. The Company Secretary read the Notice and the Agenda, which was adopted as circulated, and thereafter thanked the Chair.

MIN.2/AGM/2022 - CONFIRMATION OF MINUTES

The Chairman requested members to confirm the minutes of the 54th Annual General meeting of the Company which had been uploaded on the Company's website. The minutes were proposed and seconded, following which the members RESOLVED that the minutes be adopted as being a true and accurate account of the proceedings of the said meeting.

MIN. 3/AGM/2022 - REPORT OF THE AUDITORS, DIRECTORS, AND PRESENTATION OF THE AUDITED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

The Chair gave a recap on the strategic objectives under Centum 4.0 noting to update members on the progress to date. It was noted that the company had five key pillars and strategic objectives under Centum 4.0 out of which three were financial and two non-financial. The Pillars were noted to be as follows:

- i. **Returns and Dividend Pay-out:** the company had targeted to have a Net Asset Value of KES. 47.6 Bn by 31 March 2022 and had also targeted distribute a minimum of 30% of annuity cash income. It was noted that with respect to the NAV, management achieved KES. 41.3 Bn while the dividend declared between FY20, and FY 22 amounted to KES 1.4 Bn.
- ii. **Capital Structure and Liquidity:** The Company had targeted to repay the Company's long-term debt and enhance the value of the marketable securities. The Chair informed the members that since the commencement of the Centum 4.0 strategy they had paid down KES 13 bn of the total long-term debt that led to a 60% decline in finance costs. The Chair highlighted that the annuity cash income fully covered the operating costs and finance costs, translating to an operating profit of Kes 551Mn, 125% up from Kes 245 Mn in FY2021.
- iii. **Operating Costs:** The Chair reported that they maintained a 39% cost-to-income ratio versus 44% in the prior year.
- iv. **Portfolio Focus:** It was reported that the strategy is to invest in growth companies that meet the underlying consumer demand in the markets that they operate in, thereby offering significant scope for growth in value. As at 31 March 2022 the Marketable Securities Portfolio (MSP) and cash value stood at Kes 7.25Bn.
- v. **Organizational Effectiveness:** The Company adopted a supervisory approach to portfolio management to ensure the companies attain operational autonomy and are well prepared for exit.

The Chair then gave the strategic actions to be undertaken particularly with respect to dividend payout noting that the Company targeted to improve the net operating cash profits which would enable sustainable enhancement of future dividend payouts without capital erosion.

The Chair also presented the Company's sustainability report noting that the Company's strategy and corporate social responsibility was guided by the desire to make a sustainable impact along four CSR pillars which were education, infrastructure, healthcare, and entrepreneurship.

The Chair then invited the C. E. O, Dr. James Mworira, to make his presentation on the performance of the business for the year ended 31 March 2022. Dr. Mworira highlighted the company's performance and noted the Company's commitment to reduce the debt on the balance sheet and progressively increase the dividends pay-out. The CEO also highlighted the Company's near term priorities by noting that the Company was coming to an end of its Centum 4.0 strategy and the focus was to close the share price to NAV gap through monetizing mature assets, debt reduction and enhancement of the cash yielding asset pool.

The Chairman invited Mr. M. Mugasa, the representative of the Company's Auditors, PricewaterhouseCoopers who read their Report and opinion with respect to the audited financial results for the year ended 31st March 2022.

The adoption and approval for the Audited Accounts for the Financial year that ended on 31st March 2022, together with the Directors' and the Auditors' Reports, was proposed and seconded after which the motion was put to poll.

On conclusion of the poll, the votes were tallied by PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To adopt and approve the accounts for the year ended 31 st March 2022 together with the Directors and Auditors report thereon.	386,366,690	2,044	10,526	Yes.
% of votes	100%	0%	0%	

The poll results confirmed that the Audited Accounts for the financial year that ended on 31st March 2022, together with the Directors' and Auditors' Reports were adopted and approved by the members.

MIN. 4/AGM/2022: DECLARATION OF DIVIDENDS

The Chairman tabled the motion of a first and final dividend of Kshs. 0.587 per ordinary share for the year ended 31st March 2022. The approval of the declaration for a first and final dividend for the financial year ended 31st March 2022 was proposed and seconded after which the motion was put to a poll.

On conclusion of the poll, the votes were tallied and verified by PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To declare the first and final dividend of Kshs. 0.587 per ordinary share for the year ended 31 st March 2022	380,753,007	5,530,517	95,736	Yes.
% of votes	98.54%	1.43%	0.02%	

The poll results confirmed that the declaration of first and final dividend for the financial year that ended on 31st March 2022 was approved.

MIN.5/AGM/2022: REMUNERATION OF DIRECTORS

The Chairman tabled the motion on the remuneration of directors. The approval of the remuneration of directors for the financial year ended 31st March 2022 was proposed and seconded after which the motion to put to poll.

On conclusion of the poll, the votes were tallied and verified by PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To declare the first and final dividend of Kshs. 1.20 per ordinary share for the year ended 31 st March 2022	385,442,125	14,426	922,709	Yes.
% of votes	99.76%	0%	0.24%	

The poll results confirmed that the directors' remuneration for the financial year that ended 31st March 2022 was approved.

MIN.6/AGM/2022: ELECTION FO DIRECTORS

The Chairman tabled the motion for approval for re-election of Dr. Laila Macharia and Mrs. Catherine Igathe Directors retiring by rotation.

Confidential

The approval of the appointment of Dr. Laila Macharia, Mrs. Catherine Igathe and Ms. Catherine Mturi-Wairi as Directors due to retire by rotation was proposed and seconded after which the motion to put to poll.

The Chair tabled a motion for the election of Ms. Catherine Mturi-Wairi who was appointed during the financial year, to fill a casual vacancy on the Board. She retires in accordance with the provisions of Article 92 of the Company's Articles of Association, and being eligible, offers herself up for election.

The election of Ms. Catherine Mturi-Wairi as a Director in the Company was proposed and seconded after which the motion was put to poll.

On conclusion of the poll, the votes were tallied and verified by PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To approve the re-election of Dr. Laila Macharia as a Director due to retire by rotation, but eligible for re-election	386,150,585	169,074	55,775	Yes.
% of votes	99.94%	0.04%	0.02%	
To approve the re-election of Mrs. Catherine Igathe as a Director to for retire by rotation, but eligible for re-election	380,382,386	5,571,641	421,407	Yes.
% of votes	98.45%	1.44%	0.11%	
To approve the re-election of Ms. Catherine Mturi-Wairi as a Director due for retire by rotation, but eligible for re-election	380,395,246	5,526,457	453,731	Yes.
% of votes	98.45%	1.43%	0.12%	

The poll results confirmed that the re-election of Dr. Laila Macharia, Mrs. Catherine Igathe and Ms. Catherine Mturi-Wairi as Directors retiring by rotation was approved.

MIN.7/AGM/2022: APPOINTMENT OF MS. CATHERINE MTURI-WAIRI, DR. LAILA MACHARIA, DR. MOSES IKIARA, MRS. CATHERINE IGATHE AND MR. CHRISTOPHER HUKA (REPRESENTING KENYA DEVELOPMENT CORPORATION LIMITED) AS AUDIT COMMITTEE MEMBERS

The Chairman informed the meeting that pursuant to section 769 (1) of the Companies Act No. 17 of 2015, to ratify the appointment of Catherine Mturi-Wairi, Dr. Laila Macharia, Catherine Igathe, Dr. Moses Ikiara and Mr. Christopher Huka (representing Kenya Development Corporation Limited) as Audit Committee members.

The appointment of Catherine Mturi-Wairi, Dr. Laila Macharia, Catherine Igathe, Dr. Moses Ikiara and Mr. Christopher Huka (representing Kenya Development Corporation Limited) as members of the Audit Committee was proposed and seconded after which the motion was put to poll.

On conclusion of the poll, votes were tallied and verified by the Company's independent auditors, PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To ratify the appointment of Catherine Mturi-Wairi, a Director of the Company, as the Chairperson of the Audit Committee	380,358,386	5,707,423	306,625	Yes.
% of votes	98.44%	1.48%	0.08%	

To ratify the appointment of Dr. Laila Macharia, a Director of the Company, as a member of the Audit Committee	386,090	164,995	118,207	Yes.
% of votes	99.93%	0.04%	0.03%	
To ratify the appointment of Catherine Igathe, a Director of the Company, as a member of the Audit Committee	380,398,659	5,513,168	461,607	Yes.
% of votes	98.45%	1.43%	0.12%	
To ratify the appointment of Dr. Moses Ikiara, a Director of the Company, as a member of the Audit Committee	386,192,172	10,600	170,662	Yes.
% of votes	99.96%	0%	0.04%	
To ratify the appointment of Mr. Christopher Huka (representing Kenya Development Corporation limited), a Director of the Company, as a member of the Audit Committee	386,044,536	156,205	162,773	Yes.
% of votes	99.92%	0.04%	0.04%	

The poll results confirmed the following motions were passed by the members:

- i. That the appointment of Ms. Catherine Mturi-Wairi as the chairperson of the Audit Committee was ratified.
- ii. That the appointment of Dr. Laila Macharia as a member of the Audit Committee was ratified.
- iii. That the appointment of Mrs. Catherine Igathe as a member of the Audit Committee was ratified.
- iv. That the appointment of Dr. Moses Ikiara as a member of the Audit Committee was ratified.
- v. That the appointment of Mr. Christopher Huka representing Kenya Development Corporation Limited as a member of the Audit Committee was ratified.

MIN.8/AGM/2022: Directors Above the age of Seventy (70) years

The Chairman tabled the motion for approval for continuation in office as a director, by Dr. Donal Kaberuka, a director who attained the age of seventy (70) years.

The approval of the appointment of Dr. Donald Kaberuka as a Director who had attained the age of seventy (70) was proposed and seconded after which the motion to put to poll.

On conclusion of the poll, the votes were tallied and verified by PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To approve the continuation in office by Dr. Donald Kaberuka, as a director, who has attained the age of seventy (70) years, until he next comes up for retirement by rotation.	385,888,721	210,275	264,408	Yes.
% of votes	99.88%	0.05%	0.07%	

The poll results confirmed the continuation in office by Dr. Donald Kaberuka as a Director who had attained the age of seventy (70) years was approved.

MIN.9/AGM/2022: APPOINTMENT AND REMUNERATION OF EXTERNAL AUDITORS

The Chairman informed the meeting that the Board recommended the appointment of PricewaterhouseCoopers as the Company's auditors. The appointment of PricewaterhouseCoopers as external auditors for the Company for the financial year beginning 1st April 2022 was proposed, seconded after which the motion was put to poll.

On conclusion of the poll, the votes were tallied and verified by the Company's independent auditors, PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes Withheld	Resolution passed (Yes/No)
To appoint PricewaterhouseCoopers (PwC) as Auditors for the Company in accordance with section 721 (2) of the Companies Act, 2015.	386,199,650	4,100	159,654	Yes
% of votes	99.96%	0%	0.04%	
To authorize the Board of Directors to fix the Auditors' remuneration.	386,186,128	14,718	162,558	Yes
% of votes	99.96%	0%	0.04%	

The poll results confirmed that members authorized directors to appoint PricewaterhouseCoopers as the Company's external auditors for the financial year beginning 1st April 2022 and fix their remuneration.

MIN. 10/AGM/2022: AMENDMENT OF THE COMPANIES MEMORANDUM AND ARTICLES OF ASSOCIATION

The Chairman tabled a motion for approval of the proposed amendment to the Company's Memorandum & Articles of Association to align them to the Companies Act (No.17 of 2015).

The approval of the amendment to the Company's Memorandum & Articles of Association to align them to the Companies Act (No.17 of 2015) was proposed and seconded after which the motion to put to poll.

On conclusion of the poll, the votes were tallied and verified by PricewaterhouseCoopers. The results of the poll were as follows:

Motion	Votes For	Votes Against	Votes withheld	Resolution passed (Yes/No)
As a special resolution: To approve amendment to the Company's Memorandum & Articles of Association to align them to the Companies Act (No.17 of 2015)	386,224,625	3,349	135,425	Yes
% of votes	99.96%	0%	0.04%	

The poll results confirmed that members ratified the incorporation of Barium Capital Limited.

MIN 11/AGM/2022: ANY OTHER BUSINESS

The Chair informed the members that they had until 1pm to vote, after which the results would be published on the Company's website and in the national dailies within 48 hours. The Chair then invited questions from the members and informed the members that their questions and the responses would be posted on the Company's website within 48 hours of conclusion of the meeting.

The Chairman was requested to give clarity on the Company's business strategy. In response the Group CEO stated that the focus shall be to improve profitability across the portfolio companies to grow their valuations and capacity to pay higher dividends to Centum. This will in turn enhance Centum's return to shareholders as we generate higher annuity income and/or eventually exit the portfolio companies at higher valuations.

A shareholder sought to understand the basis of having the Company's year end in March whilst most companies in Kenya have their year end in June or December. The Group CEO responded by informing members that majority of the portfolio Companies have December year end hence we set a March year end to allow them time to complete their audits and provide us with audited financial statements for consolidation into the Centum financial statements.

Confidential

A shareholder highlighted that the Company's Board heavily comprised of people from one region in the country and enquired what the Company intended to do to reflect the face of Kenya. In response the Group CEO stated that the Board and Management team were widely diversified by gender, skills and geography and comprises members draw across the country and East Africa region.

The C.E. O then handed over to the Chair who requested the Company Secretary to confirm whether any other matters had been received to which the Company Secretary confirmed that there were none. The Chair informed members that it was now voting time and that a tutorial would be played for the members with instructions on the voting process. The Chair thanked the members for their attendance.

There being no other business to transact, the meeting ended at 11:00 AM.

CONFIRMED BY: _____
CHAIRMAN

DATED: _____