

CENTUM INVESTMENT COMPANY PLC

NOTICE OF THE 55TH ANNUAL 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 the 55th Annual General Meeting of Centum Investment Company Plc (the "Company") will be held via electronic means on Friday, 16 September 2022 from 8.00 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. Confirmation of Minutes

To confirm the minutes of the 54th Annual General Meeting held on Friday, 24 September 2021.

3. Ordinary Business

As ordinary business to consider and, if thought fit, pass the following ordinary resolutions:

i. Consolidated Financial Statements, Directors' and Auditors' reports for the year ended 31 March 2022:

To receive, consider and adopt the Consolidated Financial Statements for the financial year ended 31 March 2022 together with the Directors' and Auditors' reports thereon.

ii. 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 0.587 per ordinary share for the financial year ended 31 March 2022, to shareholders on the Register of Members as at the close of business on 30 September 2022.

iii. 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 2022 contained in the Consolidated Financial Statements.

iv. Election of Directors:

a. To re-elect, in accordance with Article 88 of the Company's Articles of Association, Dr. Laila Macharia, a Director retiring by rotation and who being eligible, offers herself for re-election.

b. To re-elect, in accordance with Article 88 of the Company's Articles of Association, Mrs. Catherine Igate, a Director retiring by rotation and who being eligible, offers herself for re-election.

c. To elect, in accordance with Article 92 of the Company's Articles of Association, 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 for election.

d. Pursuant to section 769(1) of the Companies Act 2015, to ratify the appointment of the following directors as Audit Committee members:

- Ms. Catherine Mturi-Wairi [Chairperson];
- Dr. Laila Macharia;
- Mrs. Catherine Igate;
- Dr. Moses Ikiara; and
- Mr. Christopher Huka [representing Kenya Development Corporation Limited].

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

THAT pursuant to paragraph 2.5 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. Donald Kaberuka, who has attained the age of seventy (70) years, until he next comes up for retirement by rotation.

vi. 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; and

b. To authorize the Board of Directors of the Company to fix the Auditors' remuneration in accordance with Section 724 of the Companies Act, 2015.

4. Special Business

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

As a special resolution:

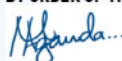
THAT with effect from the conclusion of this meeting, the Memorandum and Articles of Association of the Company be and are hereby amended by incorporating the proposed changes and new articles set out in the Annex to this Notice to align the Company's Memorandum and Articles of Association with the changes brought about by the repeal and replacement of the Companies Act (Cap 486) with the Companies Act (No. 17 of 2015).

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 25th August 2022.

BY ORDER OF THE BOARD



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Company Secretary

NOTES

1. The Annex referenced in Resolution 4 is available on the Company's website <http://Centum.co.ke>.

2. 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*043# via a

link to the AGM 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.

3. Registration for the AGM opens on 5th September, 2022 at 09:00AM and will close on 15th September, 2022 at 12 Noon.

4. 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.

5. Shareholders wishing to raise any questions for the AGM may do so by:

- Accessing Virtual AGM via <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select "Centum Investment Co. Plc AGM"; Select "Q&A" option tab and submit questions in text box provided; or
 - Accessing Virtual AGM 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.

6. Shareholders wishing to vote may do so by:

- Accessing Virtual AGM <https://digital.candrgroup.co.ke> or via a link to the platform; Select Attend Event; Select "Centum Investment Co. Plc AGM"; Select "Voting" option tab and vote; or
- Accessing Virtual AGM via USSD platform *384*043#; Use the menu prompts to Select option for "Voting" and follow the various prompts regarding the voting process.

7. 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 <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 14th September, 2022. 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 15th September 2022 at 3.00 pm to allow time to address any issues.

8. The AGM will be streamed live to all shareholders who will have registered to participate in the general meeting.

9. Duly registered shareholders and proxies will receive a short message service SMS and/or an email two hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in two hours' time and providing a link to the livestream.

10. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *384*043# or on the AGM Platform.

11. A poll shall be conducted for all the resolutions put forward in the notice.

12. Results of the AGM shall be published within 24 hours following conclusion of the AGM.

13. For any unclaimed dividends, the preferred method of paying dividends which are below KShs 140,000.00 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialing *483*038# or contacting the Share Registrar, Custody & Registrars Services Limited.

14. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority (the Authority) as abandoned assets on the appointed date. Therefore, all shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at IKM Place, Tower B, 1st Floor 5th Ngong Avenue, Nairobi; Tel: Mobile: +254 20 760 8216 Email: info@candrgroup.co.ke to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.