



CENTUM

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NOTICE OF THE 50TH ANNUAL GENERAL MEETING

NOTICE Is Hereby Given that the 50th Annual General Meeting of Centum Investment Company Plc (the "Company") will be held on **Monday, 25 September 2017 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 49th Annual General Meeting held on Thursday, 29 September 2016.

3. Ordinary Business

(i) Consolidated Financial Statements, Directors' and Auditors' reports for the year ended 31 March 2017:

To receive, consider and approve the Consolidated Financial Statements for the financial year ended 31 March 2017 together with the Directors' and Auditors' report 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 2017, net of withholding tax, to shareholders on the Register of Members as of the close of business on 27 September 2017.

(iii) Remuneration of Directors:

To confirm the payment of fees to Directors for the financial year ended 31 March 2017.

(iv) Directors Retiring by Rotation:

- To note the retirement of Mr. Henry Njoroge a director retiring by rotation who, although eligible, does not offer himself for re-election.
- To note the retirement of Mr. Imtiaz Khan a director retiring by rotation who, although eligible, does not offer himself for re-election.
- To note the retirement of Dr. James McFie a director retiring by rotation who, although eligible, does not offer himself for re-election.

(v) Director above the Age of 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 2015, to ratify the appointment of Mary Ngige as the chairperson of the Audit Committee (the "Committee"), and to authorize the Board of Directors to appoint Committee members.

(vii) Appointment and Remuneration of Auditors:

To appoint PricewaterhouseCoopers (PwC) as Auditors for the Company in accordance with section 721(2) and 724 of the Companies Act, No. 17 of 2015 and to authorize the Board of Directors to fix the Auditors' remuneration.

4. Special Business

A. Ordinary Resolutions

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

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 Officers, 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:

- g) THAT the incorporation of **Ramani Arch Phase I Limited** as a wholly-owned subsidiary of Vipingo Development Limited, a subsidiary of the Company, be ratified.
- b) THAT the incorporation of **Ramani Arch Phase II Limited** as a wholly-owned subsidiary of Vipingo Development Limited, a subsidiary of the Company, be ratified.
- c) THAT the incorporation of **Ramani Arch Phase III Limited** as a wholly-owned subsidiary of Vipingo Development Limited, a subsidiary of the Company, be ratified.
- d) THAT the incorporation of **Ramani Arch Phase IV Limited** as a wholly-owned subsidiary of Vipingo Development Limited, a subsidiary of the Company, be ratified.

e) THAT the incorporation of **Ramani Arch Phase V Limited** as a wholly-owned subsidiary of Vipingo Development Limited, a subsidiary of the Company, be ratified.

f) THAT the incorporation of **Ramani Arch Phase VI Limited** as a wholly-owned subsidiary of Vipingo Development Limited, a subsidiary of the Company, be ratified.

g) THAT the incorporation of **Ramani Arch Phase VII Limited** (name changed to **Tribus TSG Limited**) as a wholly-owned subsidiary of **Vipingo Development Limited**, a subsidiary of the Company, be ratified.

h) THAT the incorporation of **Ramani Arch Phase VIII Limited** as a wholly-owned subsidiary of **Vipingo Development Limited**, a subsidiary of the Company, be ratified.

i) THAT the incorporation of **Ramani Arch Phase IX Limited** as a wholly-owned subsidiary of **Vipingo Development Limited**, a subsidiary of the Company, be ratified.

j) THAT the incorporation of **Ramani Arch Phase X Limited** as a wholly-owned subsidiary of **Vipingo Development Limited**, a subsidiary of the Company, be ratified.

k) THAT the incorporation of **Rehati Holdings Limited** as a wholly-owned subsidiary of **Centum Development Company Limited**, a subsidiary of the Company, be ratified.

l) THAT the incorporation of **Zahanati Holdings Limited** as a wholly-owned subsidiary of **Shefa Holdings Limited**, a subsidiary of the Company, be ratified.

m) THAT the incorporation of **Greenblade Growers Limited** as a wholly-owned subsidiary of the Company be ratified.

n) THAT the incorporation of **Greenblade Growers EPZ Limited** as a wholly-owned subsidiary of **Greenblade Growers Limited**, 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 24th day of August 2017.

BY ORDER OF THE BOARD

Lois 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.

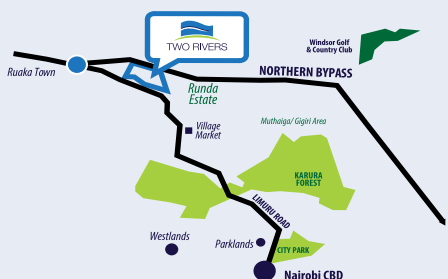
A Proxy Form is provided with this Notice. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return Proxy Form to the Registered Office of the Company at International House 5th Floor, Mama Ngina Street, Nairobi or to the office of the Company's share registrars C&R Share Registrars, Bruce House, 6th Floor, Standard Street, Nairobi so as to arrive not later than 10.00 a.m. on Thursday, 21 September 2017.

2. Registration of members and proxies for the Annual General Meetings will commence at 7.00 a.m. on Monday 25 September 2017. To facilitate registration on the 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 Kenyatta International Conference Centre in Nairobi to transport bona fide shareholders and proxies to the venue 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 the Venue back to the CBD after the A.G.M.

The annual report and financial statements of the Company for the year ended 31 March 2017 have been made available on the Company's website www.centum.co.ke in the downloads section of the website.