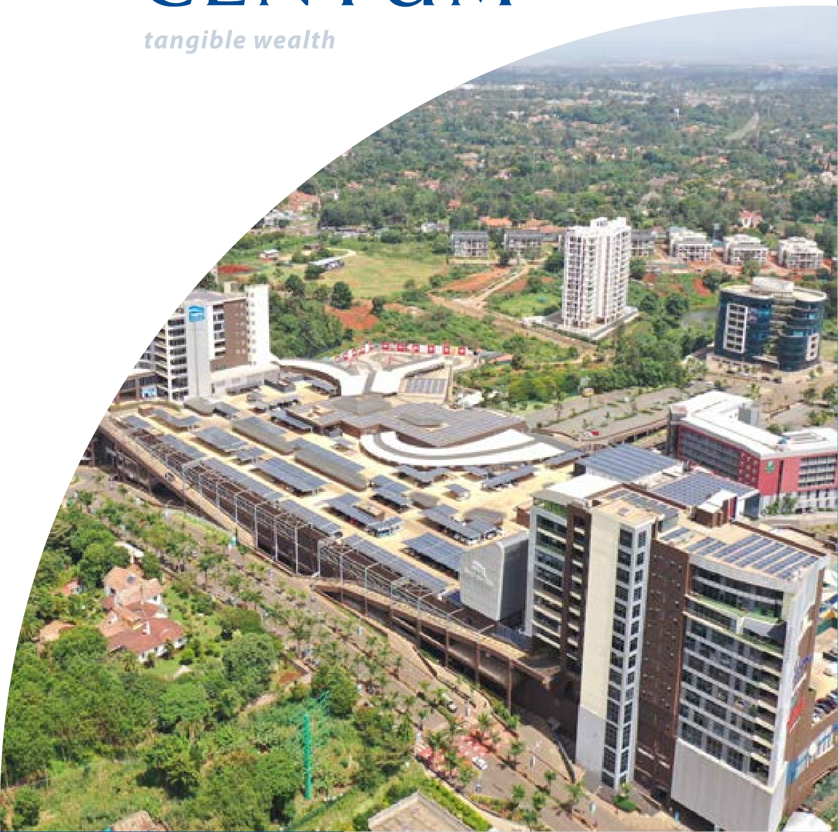


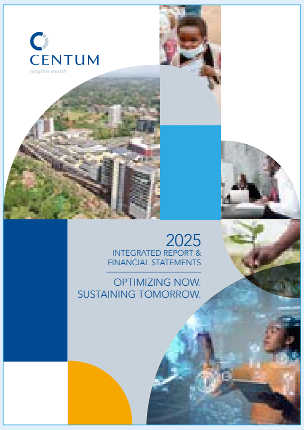
2025
INTEGRATED REPORT & FINANCIAL STATEMENTS

OPTIMIZING VALUE

Inside this Report

The information presented in this report aims to provide our various stakeholders with a clear understanding of the financial, human, social, environmental and economic impact of Centum to enable them to evaluate our ability to create sustainable value for all parties.

ABOUT THIS REPORT



The scope of this report relates to Centum as an investment Company, and material matters arising from its investment activities through its Growth Portfolio (Private Equity and Real Estate) and Marketable Securities.

Scope of the Report on Centum Investment Company

Welcome to our Integrated Report for the Financial Year ended 31 March 2025. This report focuses on Centum as an investment holding company, covering material matters arising from its investment activities through its Growth (Private Equity and Real Estate) and Marketable Securities portfolios. The Report highlights Centum's value creation model, showcasing how the company deploys capital, creates value, and monetises this value. It aims to provide a comprehensive analysis of our operations to meet the informational requirements of key stakeholders who utilise the Integrated Report.

Who is the target of this Report?

When evaluating Centum's capacity to create value across the short, medium, and long term, our stakeholders consider both our financial and non-financial performance, which serves as the foundation for this report. These stakeholders include customers, communities, investors and shareholders, regulators, government authorities, employees, and suppliers. The objective of the report is to provide these groups with a balanced overview of our activities and our ability to create and sustain value.

What the Report Covers

This report outlines who we are, what we do, and how we create value over the short, medium, and long term. It offers insights into our organizational structure, strategy, objectives structure, performance, governance, and future sustainability initiatives. Additionally, it provides an overview of the operations and performance of all businesses in which Centum has invested, accompanied by a simplified diagram of our ownership and legal structure.

Discussions on performance covered in our overview of business, reflections from leadership and portfolio performance sections of this report focus on the Company performance. The Company performance represents Centum's performance as an investment holding company. In this view of performance, the portfolio is held at fair value in the balance sheet and the total value created in the year is represented by the total return statement (the company statement of total comprehensive income). Refer to page 112 of the financial statements.

The consolidated performance aggregates the financial performance of our subsidiaries line by line and the proportion of performance of our associates and joint venture investments.

Applicable Frameworks

Our Integrated Report is crafted in accordance with the International Integrated Reporting Council's Integrated Reporting Framework, upholding fundamental concepts. We continue to adhere to the Companies Act, 2015, the guidelines issued by the Capital Markets Authority, and the listing requirements of the Nairobi Securities Exchange, as we have consistently done.

Our Integrated Report also focuses on sustainability matters that are essential for creating enterprise value. We will publish our 2025 Sustainability Report which will include additional disclosures on the International Financial Reporting Standards (IFRS) S1, which covers general requirements for sustainability-related financial information, as well as IFRS S2, relating to climate-related financial disclosures.

We are embracing a progressive strategy to achieve complete compliance with IFRS Sustainability Disclosure Standards by the Financial Year 2027. This approach is in line with the implementation roadmap provided by the Institute of Certified Public Accountants of Kenya (ICPAK).

The Financial Statements located on pages 112 to 245 are prepared in compliance with International Financial Reporting Standards (IFRS).

Materiality

The report addresses issues that we believe could significantly impact value creation at Centum. While primarily targeting current and prospective investors, it is also relevant to any stakeholder interested in evaluating Centum's long-term value creation capabilities.

Material information is presented through a structured narrative, with supplementary information that may not be material for this report but is pertinent for other considerations provided on our website.

Forward-Looking Statements

This report includes forward-looking statements concerning Centum's anticipated performance and prospects. These statements reflect our management's beliefs and expectations at the time of this report's preparation. However, various emerging risks, uncertainties, and other significant factors could alter our expected outcomes.

Assurance

To enhance the integrity of our report, the financial statements were audited by KPMG Kenya in accordance with International Standards on Auditing (ISAs).

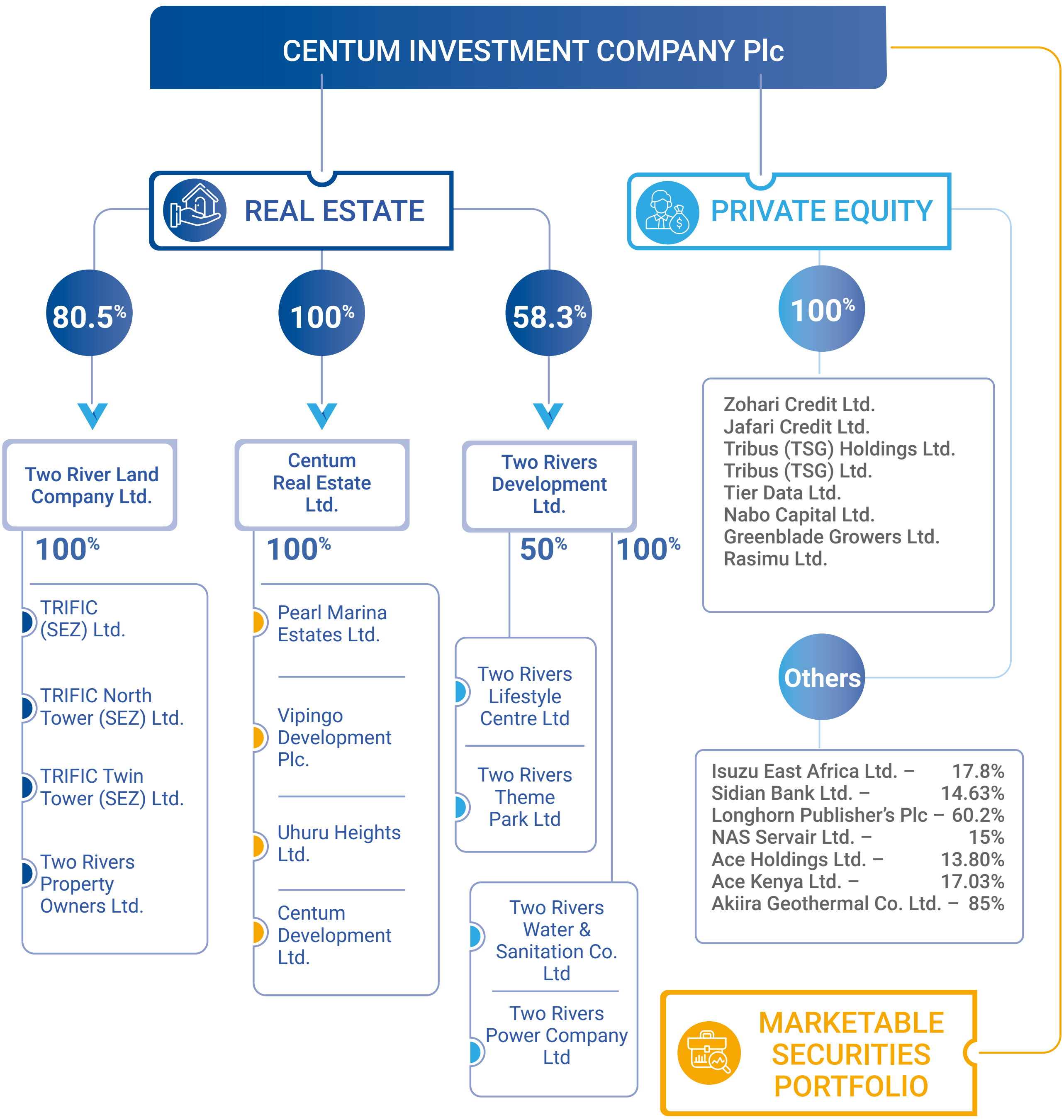
The Centum Board Audit Committee verified the independence of the assurance provided.
The External Auditor's report in relation to the financial statements of the Group and the Company is set out on pages 108 to 111 of this report.

02

OVERVIEW OF THE BUSINESS

CENTUM CORPORATE STRUCTURE

A snapshot of our portfolio investment portfolio as of 31 March 2025 is shown below.



OUR BUSINESS MODEL

1. Deploy Capital

Identify compelling **opportunities** and deploy capital through innovative investment structures

2. Create & Grow Value

- **Institutionalize** robust governance structures
- **Enhance** business process efficiencies
- **Grow** products and scale up markets
- **Resolve** operational challenges
- **Optimize** capital structures

3. Monetize Value

- Annuity **income streams** (dividends & interest)
- **Repayment of shareholder loans** from third party capital raise
- **Equity exits** at a gain on initial investment

Our Competitive Advantage

IDENTIFY

Identifying and or creating high quality investment opportunities

A **high-quality portfolio comprising** assets with potential for both significant yield and capital gains.

GROW

Deep expertise and local knowledge that is key for portfolio value creation

The current portfolio is held at an average of a **2.6X** multiple on the net cost invested.

EXIT

Strong track record of successful exits at a premium to the asset carrying value

10 exits made in the period 2009-2022 at **3.7X** money back on average.

Centum made **9 out of the 36 exits** (2023 East Africa Venture Capital Association Report) in Kenya over the past decade.

OUR STRATEGY

Strategy Evolution – Our Journey

This section outlines the Centum 5.0 strategy, its historical context from Centum 1.0, and how it drives value creation for stakeholders.

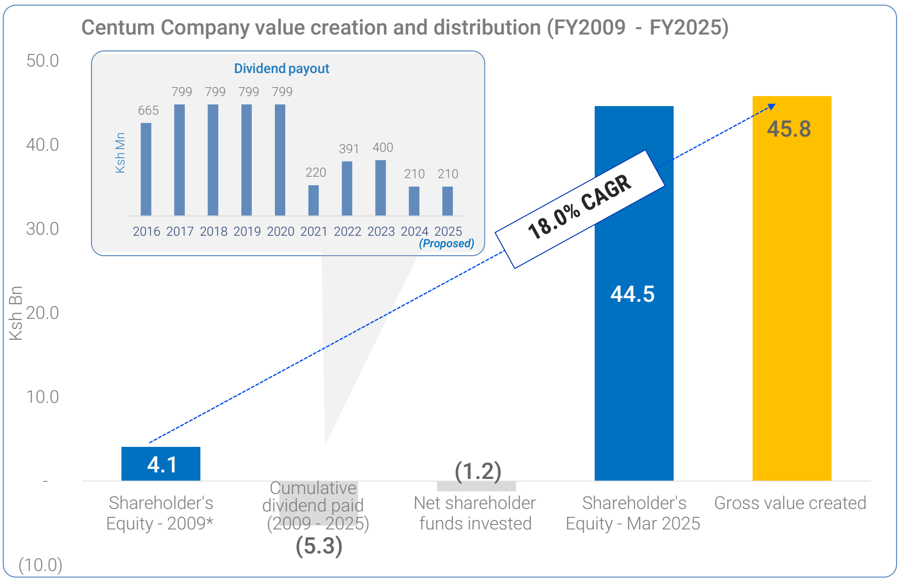
10x growth in shareholders' equity has been achieved through diverse strategies as the business adapted to the economic environment over the different growth stages.

VALUE PRESERVATION 4.0	**Portfolio Allocation**: marketable securities, controlling staKsh in private equity staKsh, real estate **Funding**: Internal Cash Flows **Liquidity**: Annuity Income and Exits	Total Assets Net Asset Value Return Vs. Market Borrowings Gearing	Ksh 44 Bn Ksh 42 Bn -15.5% vs -40% Ksh 1.9 Bn 4.8%	**2024**
DEVELOPER OF INVESTMENT GRADE OPPORTUNITIES 3.0	**Portfolio Allocation**: marketable securities, controlling staKsh in private equity staKsh, real estate **Funding**: Debt **Liquidity**: Annuity Income and Exits	Total Assets Net Asset Value Return Vs. Market Borrowings Gearing	Ksh 72 Bn Ksh 53 Bn 130% vs -44% Ksh 16.1 Bn 30%	**2019**
ACTIVE PORTFOLIO INVESTOR 2.0	**Portfolio Allocation**: marketable securities, minority private equity staKsh, started venturing into real estate **Funding:** Internal Cash Flows **Liquidity**: Annuity Income	Total Assets Net Asset Value Return Vs. Market Borrowings Gearing	Ksh 29 Bn Ksh 23 Bn 461% vs 77% Ksh 5.5 Bn 18%	**2014**
PASSIVE PORTFOLIO INVESTOR 1.0	**Portfolio Allocation**: marketable securities **Funding:** Internal Cash Flows **Liquidity:** Annuity Income	Total Assets Net Asset Value Borrowings Gearing	Ksh 4.6 Bn Ksh 4.1 Bn Ksh 170 Mn 0%	**2009**

Risk Reduction

From a passive investor to a regional private equity leader, Centum has delivered a 10x value increase (Ksh4.1 billion to Ksh45 billion, 2009 – 2025) and an 18% compounded annual return, with 11 exits representing 25% of East African private equity exits.

Refer to page 4 for definition of Company performance



CENTUM 5.0: VALUE OPTIMIZATION

The key theme of this strategy period, Centum 5.0, is value optimization. We believe that significant opportunities exist within our current portfolio to enhance growth and returns, and are actively pursuing that by implementing innovative business model transformations, with a particular focus on capitalizing on opportunities emerging in dynamic markets.

Centum's vision, **mission**, and **core values** are the guiding principles that collectively shape the actions of both the Board and management. This unified approach is centered on one primary objective: maximizing shareholder value.

The Board provides high-level strategic direction, that prioritize sustainable, long-term growth over short-term gains. This includes a rigorous process for endorsing investments, ensuring they not only promise significant returns but also align with our stringent **Environmental**, **Social**, and **Governance** (**ESG**) standards. Board members are also actively engaged in assessing and mitigating risks associated with each strategic decision. This approach minimizes value erosion and protects shareholder interests. We are also being proactive in identifying and executing strategic exits to unlock latent value and ensure responsible stewardship of our resources.

Management is responsible for the day-to-day execution of the strategy aligning all operational strategies with Centum's overarching mission and vision, and taking accountability for measurable outcomes that maximize shareholder value. This involves fostering a performance-driven culture where meeting financial targets is balanced with upholding the highest standards of ethical practice. Management is also actively driving innovation to ensure Centum remains agile and responsive to market opportunities, thereby enhancing long-term shareholder value. Through thorough risk assessments and scenario analyses, we are able to manage risks effectively and optimize returns for our investors. Ultimately, these aligned efforts of the Board and management are designed to create sustainable growth, long-term profitability, and enduring prosperity for our investors.

Our Vision *is to be Africa's foremost investment channel.*

Our Mission *at Centum is to create tangible wealth by providing the channel through which investors access and build extraordinary enterprises in Africa.*

Driving Growth and Value:
Governance and Investment Strategies for Maximizing Shareholder Returns.

As we reflect on the first year of Centum 5.0 (FY 2024/2025), we have made significant strides toward our ambitious goals. The Company recorded a Total Return of Ksh 4.4 billion, and an 8.5% growth in net asset value in the year ended 31 March 2025. The Company total return/total comprehensive income and balance sheet are detailed in pages 114 and 116 of the financial statements section of this report.

Snapshot as at 31st March 2025 - Company

Net Asset Value (2)
Ksh 44.5 billion

Market Capitalisation (1)
Ksh 8.2 billion

Ksh 50.7 billion
Total assets

Long Term Gearing: 0%

Cumulative Dividends
Ksh 5.3 billion
distribution consistently paid out annually since 2017

[1] Share price as of 10 July 2025, 665.44mn shares outstanding

Portfolio Allocation

Centum invests in sectors with:

Large and growing domestic and regional markets targeted principally at households and private businesses.

PERFORMANCE HIGHLIGHTS - COMPANY

Sustained Financial Performance

Revenue:

FY 2025:	Ksh 1.35bn
FY 2024:	Ksh 1.15bn
% Δ:	17.4%

Profit after tax:

FY 2025:	Ksh 547m
FY 2024:	Ksh 556m
% Δ:	-1.4%

Finance costs:

FY 2025:	Ksh 199.8m
FY 2024:	Ksh 294.7m
% Δ:	32%

Borrowings:

FY 2025:	Ksh 690m
FY 2024:	Ksh 1.95bn
% Δ:	-64.6%

Total assets:

FY 2025:	Ksh 50.7bn
FY 2024:	Ksh 48.1bn
% Δ:	5.4%

Net asset value:

FY 2025:	Ksh 44.5bn (Ksh 66.93 per share)
FY 2024:	Ksh 41.0bn (Ksh 61.68 per share)
% Δ:	8.5%

Dividend per share:

FY 2025:	Ksh 0.32 (Proposed)
FY 2024:	Ksh 0.32
% Δ:	0%

OTHER HIGHLIGHTS

Our People. Our Pillar

Employment Satisfaction Score:
96% (87% in 2022)

Diversified workforce:

- Gen X:23%
- Millenials:55%
- Gen Z: 22%

Female representation: **40%** in management, **50%** at board

Zero gender pay gap between male and female staff

Long service award: **12 Employees** honoured

Work-life balance: **Club Day** introduced

Our Social and Community Impact

50 full scholarships to needy students in Kilifi County every year

500 scholarships awarded to date

600,000 books donated to the Kenya National Library Service by Longhorn

1,000 CBC textbooks donated to the Department of Correctional Services

Supports an innovative digital learning platform through Longhorn

Our Commitment to Sustainability

30% of developments dedicated to green landscaped spaces

Energy efficiency:

- **1.2 MW** solar capacity installed at Two Rivers
- **0.2MW** solar energy capacity at Greenblade Growers.
- **140MW** geothermal field under development via Akiira Geothermal

Water conservation: 85% of wastewater recycled at Two Rivers

EDGE certification: 80% target for all projects by 2027

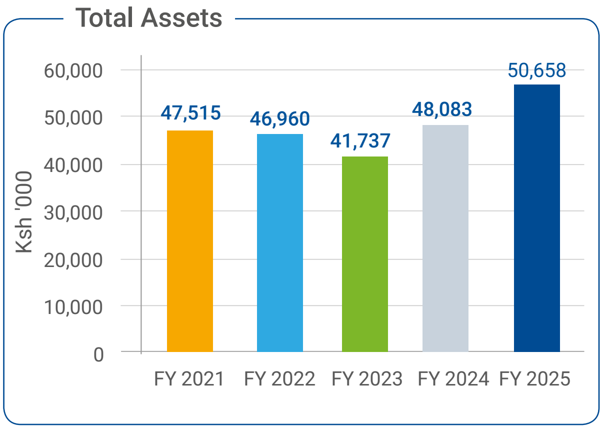
Environmental stewardship: over 3,500 indigenous trees planted at Two Rivers

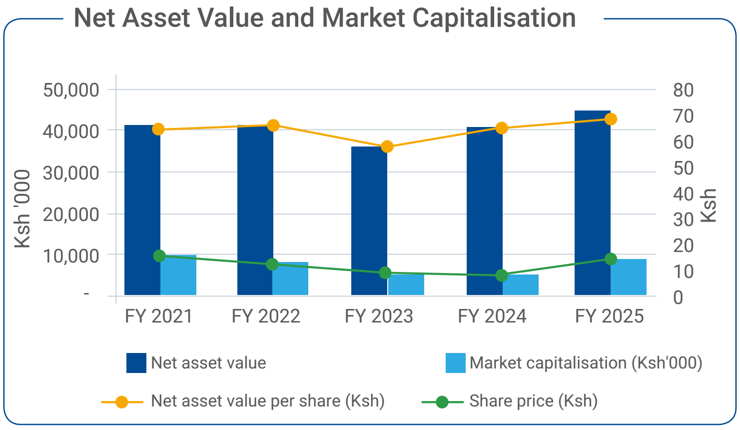
Ethical business: Whistleblowing portal launched in November 2024

5-YEAR COMPANY PERFORMANCE HIGHLIGHTS

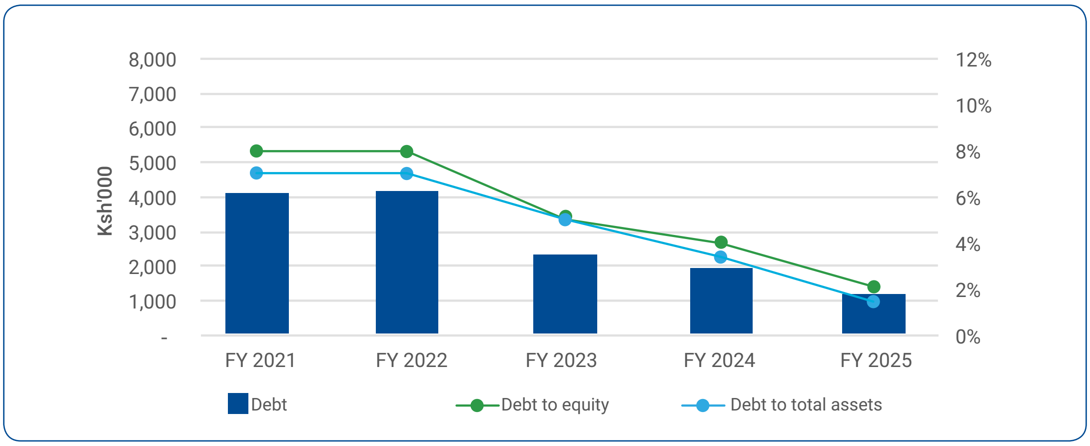
Return	FY 2025	FY 2024	FY 2023	FY 2022	FY 2021
Total Return (Ksh Mn)	4,412	5,504	(4,930)	(248)	(4,818)
Return on Opening Equity (%)	10.70%	15.3%	(11.9%)	(0.6%)	(10%)

Financial Position





Gearing



Total return represents the realized and unrealized return generated in the year as represented in the Company Statement of total comprehensive income on page 114 of the financial statements.

03

REFLECTIONS FROM OUR LEADERSHIP

CHAIRMAN'S STATEMENT

TAARIFA YA MWENYEKITI

*The Company made tremendous progress towards the delivery of its core objective of Value Optimization, generating **10.7% annualised return** on shareholder funds.*

Dear Stakeholders,
On behalf of the Board of Directors, I am pleased to present the results of Centum Investment Company Plc for the financial year ended 31 March 2025 (FY2025).

Macroeconomic Context

The year under review was marked by a difficult economic and operating environment. Globally, persistent inflation and tight monetary policy continued to affect capital flows into emerging markets. Domestically, Kenya experienced elevated interest rates, constrained liquidity, currency volatility, and socio-political disruptions that impacted business confidence.

In this context, Centum's performance is commendable. The Group delivered a 10.7% annualised return on equity and a KSh 3.9 billion fair value gain on investments. These results underscore the resilience of Centum's business model and the effectiveness of management's execution under challenging conditions.

Shareholder Value and Engagement

The Board remains focused on safeguarding and growing long-term shareholder value. During FY2025:

- We oversaw the successful completion of Centum's first share buyback programme and the launch of a second, reinforcing liquidity in the counter and supporting intrinsic value.
- We maintained the dividend at KSh 0.32 per share, balancing immediate shareholder returns with the need to reinvest for growth.
- The share price appreciated by 55%, significantly outperforming the NSE indices and reflecting investor confidence in the Group's strategy.

Active shareholder engagement remains central to the Board's work. In addition to the Annual General Meeting, the Company held targeted investor roadshows and presentations across China, the UAE, South Africa, and the United States. These interactions continue to provide valuable feedback that informs our strategic direction.

Corporate Governance and Board Oversight

The Board is committed to the highest standards of governance, transparency, and accountability. During the year:

- An independent corporate governance audit confirmed Centum's high level of compliance with the Code of Corporate Governance, with targeted areas for enhancement already being addressed.
- An annual Board evaluation exercise was conducted, identifying strengths and areas for improvement. Specific follow-up actions have been taken to enhance oversight effectiveness and to strengthen Board–management collaboration.

Kwa Wanahisa,
Kwa niaba ya Bodi ya Wakurugenzi, nina furaha kuwasilisha matokeo ya Centum Investment Company Plc kwa mwaka wa kifedha uliomalizika tarehe 31 Machi 2025 (FY2025).

Muktadha wa Uchumi Mkuu

Mwaka huu ulikabiliwa na changamoto kubwa za kiuchumi na za mazingira ya biashara. Kimataifa, mfumuko wa bei uliendelea kushamiri na sera kali za kifedha ziliendelea kuathiri mtiririko wa mitaji katika masoko yanayokua. Hapa Kenya, kulikuwa na viwango vya juu vya riba, ukosefu wa ukwasi, mabadiliko ya thamani ya sarafu na changamoto za kijamii na kisiasa zilizopunguza imani ya biashara.

Katika muktadha huu, utendaji wa Centum ulikuwa wa kufurahisha. Kundi lilipata faida ya mwaka ya 10.7% kwenye mtaji na faida ya thamani ya uwekezaji wa shilingi bilioni 3.9. Matokeo haya yanaonyesha uimara wa mtindo wa biashara wa Centum na ufanisi wa usimamizi katika kutekeleza mikakati kwenye mazingira magumu.

Thamani na Ushirikiano wa Wanahisa

Bodi imeendelea kumakinika kulinda na kukuza thamani ya muda mrefu kwa wanahisa. Katika FY2025:

- Tulisimamia kukamilika kwa mpango wa kwanza wa Centum wa kununua hisa zake na kuanzisha wa pili, jambo lililoongeza ukwasi wa hisa na kuimarisha thamani yake halisi.
- Tulidumisha mgao wa KSh 0.32 kwa kila hisa, tukisawazisha kutoa mapato ya moja kwa moja kwa wanahisa na hitaji la kuwekeza tena kwa ukuaji.
- Bei ya hisa ilipanda kwa 55%, ikizidi kwa kiwango kikubwa faharasa za NSE na kuonyesha imani ya wawekezaji katika mkakati wa Kundi.

Ushirikiano wa moja kwa moja na wanahisa unabaki kuwa jambo kuu kwa kazi ya Bodi. Mbali na Mkutano Mkuu wa Mwaka, Kampuni iliendesha mikutano ya wawekezaji na mawasilisho nchini China, Umoja wa Falme za Kiarabu, Afrika Kusini na Marekani. Mikutano hii imeendelea kutoa maoni muhimu yanayosaidia kuelekeza mkakati wetu.

Utawala Bora na Usimamizi wa Bodi

Bodi imejitolea kwa viwango vya juu zaidi vya utawala bora, uwazi na uwajibikaji. Katika mwaka huu:

- Ukaguzi huru wa uongozi wa shirika ulithibitisha kiwango cha juu cha utiifu wa Centum kwa Kanuni za Uongozi wa Mshirika na maeneo yaliyohitaji maboresho yameshughulikiwa tayari.
- Zoezi la tathmini ya kila mwaka ya Bodi lilifanyika, likibainisha nguvu na maeneo ya kuboresha. Hatua mahususi za ufuatiliaji zimechukuliwa ili kuongeza ufanisi wa usimamizi na kuimarisha ushirikiano kati ya Bodi na usimamizi.

CHAIRMAN'S STATEMENT

- The Board placed particular emphasis on risk governance, compliance, and ethics, setting a measurable target of advancing Centum's overall risk maturity over the medium term.

We also oversaw succession planning at Board level. Ms. Susan Githuku retired after many years of dedicated service. On behalf of my fellow Directors, I thank her sincerely for her invaluable contribution. We were pleased to welcome Mr. David Ssegawa and Mr. Richard Kiplagat to the Board. They bring diverse regional and international experience in human capital, strategic communications, and governance that will strengthen our collective capability.

Sustainability and Responsibility

The Board taKsh its responsibility for environmental, social, and governance (ESG) matters seriously, recognising that sustainable growth must be inclusive and responsible. During FY2025:

- All new real estate projects achieved EDGE certification, underscoring our commitment to green building standards.
- Renewable energy generation at Two Rivers was expanded, contributing to climate resilience.
- The Akiira geothermal project advanced, positioning Centum as a potential leader in renewable power generation.
- The Centum Foundation expanded its community initiatives, with a focus on education, youth employment, and entrepreneurship.

These actions reflect our belief that long-term financial success is inseparable from environmental stewardship and positive social impact.

Looking Into the Future

The Board's priorities for FY2026 include:

1. Supporting management to accelerate monetisation of mature assets and redeploy capital into scalable opportunities with strong earnings potential.
2. Deepening annuity income streams to underpin sustainable shareholder distributions.
3. Strengthening governance maturity, particularly in risk oversight, digital governance, and talent succession.
4. Maintaining strong stakeholder engagement to ensure alignment with investor expectations and market realities.

TAARIFA YA MWENYEKITI

- Bodi iliweka msisitizo maalum kwenye usimamizi wa hatari, utiifu wa kanuni na maadili, huku ikipanga lengo linalopimika la kuinua kiwango cha ukomavu wa usimamizi wa hatari wa Centum katika miaka ijayo.

Tulisimamia pia mpango wa kuchukua nafasi za uongozi katika ngazi ya Bodi. Bi. Susan Githuku alistaafu baada ya miaka mingi ya kuhudumu. Kwa niaba ya Wakurugenzi wenzangu, namshukuru kwa dhati kwa mchango wake mkubwa na wa thamani. Tuna furaha kuwapokea Bw. David Ssegawa na Bw. Richard Kiplagat kwenye Bodi. Wanaleta uzoefu mpana wa kieneo na wa kimataifa katika masuala ya rasilimali watu, mawasiliano ya kimkakati na uongozi, ambao utaimarisha uwezo wetu wa pamoja. Wasifu wao kamili umejumuishwa katika sehemu ya Uongozi wa shirika ya ripoti hii.

Uendelevu na Uwajibikaji

Bodi inachukua kwa umakini wajibu wake kuhusu masuala ya mazingira, kijamii na uongozi(ESG), ikitambua kwamba ukuaji endelevu sharti uwe jumuishi na wenye uwajibikaji. Katika FY2025:

- Miradi yote mipya ya ardhi na majengo ilipata uidhinishaji kutoka kwa EDGE, ikionyesha kujitolea kwetu kwa viwango vya ujenzi ambao hauadhiri mazingira.
- Uzalishaji wa nishati mbadala katika Two Rivers uliongezwa, na hivyo kusaidia ustahimilivu wa hali ya hewa.
- Mradi wa nishati ya jotoardhi wa Akiira uliendelea, ukiweka Centum katika nafasi ya kuwa kiongozi katika uzalishaji wa umeme mbadala.
- Centum Foundation ilipanua miradi yake ya kijamii, ikilenga elimu, ajira kwa vijana na ujasiriamali.

Hatua hizi zinaonyesha imani yetu kwamba mafanikio ya kifedha ya muda mrefu hayawezi kutenganishwa na utunzaji wa mazingira na athari chanya kwa jamii.

Kuangazia Mbele

Vipaumbele vya Bodi kwa FY2026 ni pamoja na:

1. Kusaidia wasimamizi kuongeza kasi ya kuuza mali ambazo ziko tayari na kuelekeza mtaji kwenye fursa zinazoweza kupanuka na zenye uwezo mkubwa wa mapato.
2. Kuimarisha vyanzo vya mapato ya kudumu ili kuendeleza mgao endelevu kwa wanahisa.
3. Kuimarisha ustadi wa uongozi, hasa katika usimamizi wa hatari, uongozi wa kidijitali na urithi wa vipaji.
4. Kudumisha ushirikiano thabiti na washikadau ili kuhakikisha kuwa mwelekeo unalingana na matarajio ya wawekezaji na hali halisi ya soko.

CHAIRMAN'S STATEMENT

Closing Remarks

I wish to thank my fellow Directors for their diligence, the management team led by our CEO, Dr James Mworia, for their commitment and discipline, and our employees across the Group for their dedication and resilience.

Above all, I thank you, our shareholders, for your continued confidence in Centum. With robust governance, a resilient business model, and a clear strategy, we are confident that Centum is well positioned to deliver sustainable value and impact in the years ahead.

Dr Donald Kaberuka
Chairman of the Board

TAARIFA YA MWENYEKITI

Hitimisho

Ningependa kuwashukuru Wakurugenzi wenzangu kwa bidii yao, timu ya usimamizi inayoongozwa na Afisa Mkuu Mtendaji wetu, Dr. James Mworia, kwa kujitolea na nidhamu yao na wafanyakazi wetu kote katika Kundi kwa kujitolea na ustahimilivu wao.

Zaidi ya yote, nawapongeza ninyi wanahisa wetu kwa kuendelea kuwa na imani na Centum. Kwa uongozi thabiti, mtindo wa biashara unaostahimili na mkakati ulio wazi, tunaamini kuwa Centum iko katika nafasi nzuri ya kutoa thamani endelevu na athari chanya katika miaka ijayo.

Dkt Donald Kaberuka
Mwenyekiti wa Bodi

LEADERSHIP TEAM

BOARD OF DIRECTORS

Dr. Donald Kaberuka
Chairman and Independent Non-Executive Director | Age: 74
Appointment Date: October 2019

Dr. Kaberuka is a renowned leader in global finance and economic development, with significant experience as the former President and Chairman of the African Development Bank and Rwanda's Minister of Finance and Economic Planning.

He has held prestigious roles, including serving as the African Union's High Representative for Financing and the Peace Fund, and as a Hauser Fellow at Harvard Kennedy School.

Currently, he is the Board Chair of The Global Fund and serves on multiple influential boards, including the Rockefeller Foundation and the London School of Economics. He also advises global firms like TPGSatya and Boston Consulting Group and leads SouthBridge Group as Chairman and Managing Partner.

Dr. Kaberuka holds a PhD in Economics from University of Glasgow, Scotland.

Dr. Laila Macharia
Vice - Chair and Independent Non-Executive Director | Age: 55
Appointment Date: October 2013

Dr. Macharia is a Serial Entrepreneur and Angel Investor, supporting ventures in media, education, data analytics, and financial technology. She is the Chair of the Board at Absa Life Assurance Kenya and previously served as a Non-Executive Director at Barclays Bank of Kenya (now Absa Bank Kenya).

Her career includes roles as CEO of Scion Real, a consultancy firm specializing in project finance, and practicing law at Kaplan & Stratton, where she managed transactions across Kenya, South Africa, and Uganda.

She also worked as a Corporate Finance Associate at Clifford Chance US LLP and served as a Senior Regional Advisor at USAID-East Africa. Additionally, Dr. Macharia led the Africa Initiative at the Global Fund for Women in San Francisco.

She holds a B.A. in Planning & Public Policy from the University of Oregon, a Juris Doctor and LL.M from Cornell University, and a doctorate from Stanford University.

Dr. James Mworia
Executive Director | Age: 48
Appointment Date: October 2008

Dr. Mworia is the Group Chief Executive Officer and Managing Director of Centum Investment Company Plc., a position he has held since October 2008. Dr. Mworia serves on several boards, including Sidian Bank Limited, where he serves as Chairman, Lewa Wildlife Conservancy as well as in the Laikipia Development Authority Board. He also previously served on the boards of Almasi Beverages Limited, Nairobi Bottlers Limited and Nairobi Securities Exchange.

Dr. Mworia was appointed as Chancellor of Machakos University in October 2016. Dr. Mworia holds a Bachelor of Laws Degree from the University of Nairobi, and an Honorary Doctoral Degree in Business from Machakos University.

He is an Advocate of the High Court of Kenya, a CFA Charter Holder, a Chartered Global Management Accountant, a Fellow of the Kenyan Institute of Management, and a member of the Institute of Certified Public Accountants of Kenya.

Mr. Andrew Musangi

Non-Executive Director | Age: 55
Appointment Date: May 2021

Mr. Andrew Musangi currently serves as the Chairman of the Board of Directors of the Central Bank of Kenya. He is a seasoned legal practitioner with expertise in corporate and commercial law, covering areas like Mergers and Acquisitions, Debt Recovery, Securities, Employment Law, and Intellectual Property. He has extensive experience in property and land matters and has advised both local and multinational corporate clients.

Mr. Musangi has served as Chairman of the Public Procurement Regulatory Board and the Rift Valley Law Society and as Council Member of the Nakuru Business Association. He also chairs the Boards of GenAfrica Asset Managers and Smart Applications International and serves on the Boards of Centum Real Estate Limited and Haco Industries.

He currently advises several local and multi-national corporations on governance, strategy and legal matters in a variety of economic sectors.

Andrew Mukite Musangi obtained his Bachelor of Laws (LLB) Degree from the University of Hull (UK) in 1993 and was admitted to the Bar in Kenya in 1995. He is a member of the Law Society of Kenya and the Commonwealth Lawyers Association. He is a Senior Partner at Mukite Musangi and Company Advocates and has 29 years experience in diverse areas of mainly corporate and commercial legal practice.

Mrs. Catherine Mturi - Wairi

Independent Non-Executive Director | Age: 58
Appointment Date: March 2022

Ms. Mturi-Wairi is a seasoned business leader with three decades of experience in finance and accounting. She has a proven track record in developing and executing business strategies, strengthening investment portfolios, and driving organizational success. Currently, she serves as a Non-Executive Director on the boards of Vipingo Development Plc and Sidian Bank Limited.

She previously held the position of Managing Director at Kenya Ports Authority (KPA), where she played a key role in strategic development and held various leadership roles over her 23-year tenure.

Ms. Mturi-Wairi holds an MBA in Strategic Management and a BSc. in Finance and Accounting from USIU. She is a Certified Public Accountant, Certified Public Secretary, and Certified SAP Consultant. She is also actively involved in several professional organizations, including the Institute of Directors of Kenya, ICPAK, and the Institute of Certified Secretaries.

Mrs. Catherine Igathe

Independent Non-Executive Director | Age: 52
Appointment Date: September 2016

Catherine Igathe is the Managing Director and Founder of Ortus Solutions Group Ltd, a consultancy firm specializing in leadership development, executive mentorship, personal growth, and business strategy.

Mrs. Igathe currently serves as Non-Executive Director on the board of GenAfrica Asset Managers Limited. She formerly served as the Managing Director of AIG Kenya Insurance Company Limited, bringing over 18 years of managerial experience to the role. She subsequently served as the Chief Executive Officer of Jubilee General Insurance Company Ltd.

Mrs. Igathe holds a Bachelor of Science in Business Administration from United States International University. She is also a graduate of the Advanced Management Program from Strathmore Business School and IESE Business School.

LEADERSHIP TEAM

BOARD OF DIRECTORS

Dr. Moses Ikiara

Independent Non-Executive Director | Age: 60
Appointment Date: November 2017

Dr. Ikiara is a highly accomplished professional with extensive experience in project finance, governance, and public policy, currently serving as the Director of Project Finance for Permanence (PFP) at the Nature Conservancy, Kenya, among other several directorships.

He has served various roles such as Acting Managing Director of the Kenya Bureau of Standards (KEBS), Managing Director of the Kenya Investment Authority (KenInvest), and Executive Director of the Kenya Institute for Public Policy Research and Analysis (KIPPRA), where he began as a Policy Analyst. Dr. Ikiara also has a background in academia as a lecturer and research fellow at Moi University's School of Environmental Studies.

He holds a PhD in Environmental and Natural Resource Economics from the University of Amsterdam, as well as a Master's degree in Economics and a Bachelor's degree in Agriculture (First Class Honors) from the University of Nairobi.

Ms. Norah Buyaki Ratemo

Representative of Kenya Development Corporation Limited Age: 43
Appointment Date: January 2023

Ms. Norah Buyaki Ratemo is the Director General and Board Member of Kenya Development Corporation (KDC) following her appointment on 4th July 2023.

Ms. Ratemo's previous role at KDC was Director, Investments. She has over 15 years' experience in Credit Risk Management having worked at Ecobank Kenya as a Credit Analyst, and before then, was engaged as Assistant Manager, Securities and Documentation with Sidian Bank Limited. She currently serves on the board of Kenya Wines Agencies Limited.

Ms. Ratemo holds a Master's degree in Business Administration Finance option from Jomo Kenyatta University of Agriculture and Technology and a Bachelor of Commerce (BCom) Accounting option. She is a Certified Public Accountant, CPA (K) and a member of the Institute of Certified Public Accountants (ICPAK) and Association of Women Accountants in Kenya.

Mr. William Byaruhanga

Non-Executive Director | Age: 65
Appointment Date: October 2016

Hon. Willian Byaruhanga previously served as the Attorney General, Republic of Uganda, a position he assumed in June 2016. Prior to his appointment as the Attorney General, he was the Principal Partner, Kasirye, Byaruhanga and Company Advocates, where he specialized in Investments and Corporate Finance Law.

Mr. Byaruhanga holds a Bachelor of Law Degree from Makerere University and a Diploma in Legal Practice from the Law Development Centre, Uganda. He is a member of the Ugandan and East African Law Society.

Mrs. Susan Wakhungu-Githuku

Non-Executive Director | Age: 65
Appointment Date: September 2017

Mrs. Githuku is the Founder and Managing Director of Human Performance Dynamics Africa and the Founder and Creative Director of publishing house Footprints Press. Mrs. Githuku was formerly the Head of Talent Management and Director of Coca-Cola University across Eurasia and Africa.

Mrs. Githuku holds a Bachelor of Science Degree in Economics and Psychology from St. Lawrence University and a Master of Science Degree in Development Economics from the University of Strathclyde-Glasgow.

LEADERSHIP TEAM
MANAGEMENT TEAM

Dr. James Mworia
Group Chief Executive Officer

Ms. Risper Alaro
Chief Financial Officer

Mr. Fred Murimi
Managing Partner CCAP & Company Secretary

Mr. Thomas Omondi-Achola
Group Chief Operating Officer

Miriam Boit Kahiro
Group Head of Legal & Deputy Company Secretary

CHIEF EXECUTIVE OFFICER'S STATEMENT

Our commitment is unwavering: to unlock the significant embedded value within our diversified portfolio and translate it into tangible returns for our shareholders and all our stakeholders.

Dear Stakeholders,
I am pleased to present the results of Centum Investment Company Plc for the financial year ended 31 March 2025 (FY2025).

Operating Environment

The year under review was one of the most challenging in recent times. Global economic conditions were shaped by persistent inflation, high interest rates, and weaker investor appetite for frontier markets. In Kenya, businesses contended with tight liquidity, elevated financing costs, and socio-political disruptions that slowed growth momentum.

Against this backdrop, Centum delivered a strong performance, underscoring the resilience of our portfolio and the discipline of our execution. The Group reported a 10.7% annualised return on equity and a Ksh 3.9 billion fair value gain on investments, while maintaining prudent leverage and strong liquidity.

Strategic Progress and Business Performance

Our strategy remains consistent: create value, realise it at the right time, and reinvest into opportunities that expand our earnings base. In FY2025, this approach translated into tangible outcomes:

- Cash generation: The Group generated Ksh 3.1 billion in cash from operations and investments, which was deployed into growth opportunities, debt reduction, and shareholder distributions.
- Investment income: Grew 17.4% to Ksh 1.35 billion, driven by higher dividend inflows and earnings from portfolio companies.
- Debt reduction: Finance costs fell by 32.2% following a Ksh 1.2 billion reduction in debt, further strengthening our balance sheet.

Real Estate: Centum RE monetised Ksh 1.1 billion through land sales, while securing USD 20 million in IFC funding for Mzizi, our affordable housing platform. Two Rivers achieved a significant milestone with North Tower now 88% leased, demonstrating the strength of our annuity income model.

Financial Services: Jafari Credit expanded its loan book by 49%, reflecting growing demand for its solutions and reinforcing its role as a high-return cash-generative business.

Kwa Washikadau,
Nina furaha kuwasilisha matokeo ya Centum Investment Company Plc kwa mwaka wa kifedha uliomalizika tarehe 31 Machi 2025 (FY2025).

Hali ya Uchumi

Mwaka huu ulikuwa mmoja wa miaka migumu zaidi katika nyakati za hivi karibuni. Hali ya uchumi duniani iliathiriwa na mfumuko mkubwa wa bei, viwango vya juu vya riba na kupungua kwa hamasa ya wawekezaji katika masoko madogo. Nchini Kenya, biashara zilikabiliana na upungufu wa fedha, gharama kubwa za mikopo na changamoto za kijamii na kisiasa zilizopunguza kasi ya ukuaji wa uchumi.

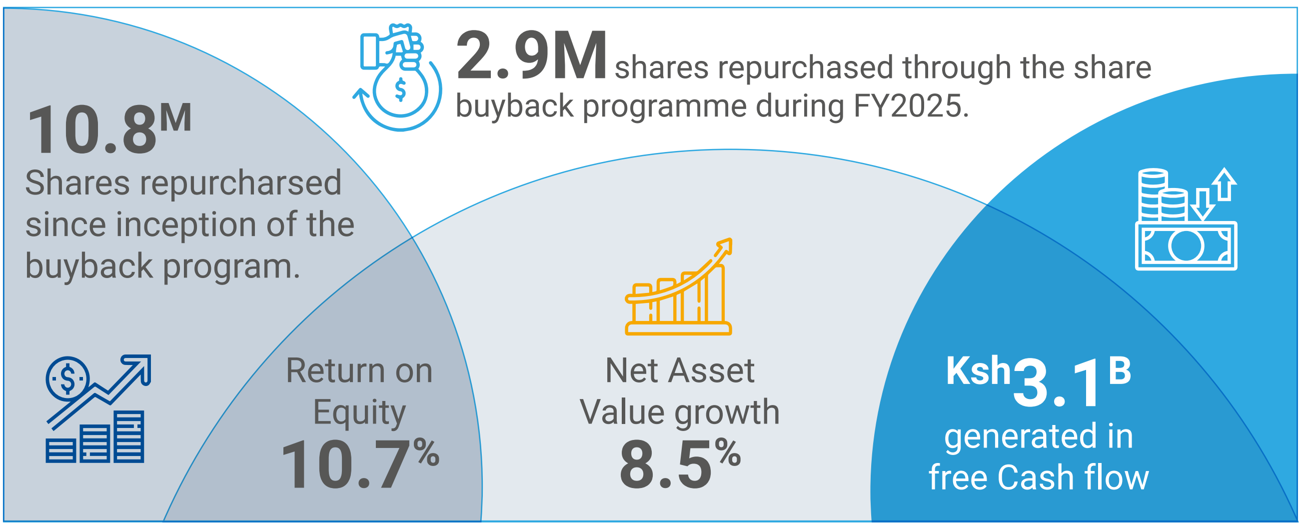
Pamoja na changamoto hizo, Centum iliweza kupata matokeo mazuri, ikionyesha uimara wa uwekezaji wetu na nidhamu katika utekelezaji wetu. Kampuni iliripoti faida ya mwaka ya 10.7% katika mtaji na faida ya shilingi bilioni 3.9 kutokana na ongezeko la thamani ya uwekezaji, huku ikidumisha usimamizi makini wa mikopo na mtiririko mzuri wa fedha.

Maendeleo ya Mkakati na Utendaji wa Biashara

Mkakati wetu unabaki kuwa ule ule: kuunda thamani, kuuza kwa wakati unaofaa na kuwekeza tena katika fursa zinazopanua msingi wa mapato yetu. Katika FY2025, njia hii ilileta matokeo halisi:

- Uzalishaji wa pesa taslimu: Kampuni ilipata shilingi bilioni 3.1 pesa taslimu kutokana na shughuli na uwekezaji, ambazo zilitumika kwa fursa za ukuaji, kulipa madeni na kugawa mapato kwa wanahisa.
- Mapato kutokana na uwekezaji: Yalikua kwa 17% kufikia shilingi bilioni 1.35, yakichochewa na ongezeko la mgao wa hisa na mapato kutoka kwa kampuni tulizo nazo za uwekezaji.
- Kupunguza madeni: Gharama za kifedha zilipungua kwa 32% baada ya kupunguza deni kwa shilingi bilioni 1.2 na hivyo kuimarisha zaidi taarifa yetu ya hali ya kifedha.

Sekta ya Ardhi na Majengo: Centum RE ilipata shilingi bilioni 1.1 kutokana na mauzo ya ardhi, huku ikipata ufadhili wa USD milioni 20 kutoka IFC kwa ajili ya Mzizi, mradi wetu wa nyumba za bei nafuu. Two Rivers ilifikia hatua kubwa kwa kuwa 88% ya jengo la North Tower imekodishwa, jambo linaloonyesha nguvu ya mfumo wetu wa mapato endelevu.



CHIEF EXECUTIVE OFFICER'S STATEMENT
TAARIFA YA AFISA MKUU MTENDAJI

Publishing: Longhorn Publishers accelerated its pivot to a digital-first model, building resilience and positioning itself to capture emerging opportunities in education technology.

Other Investments: Isuzu East Africa and Sidian Bank, while facing sector headwinds, continue to provide diversification and underpin the stability of the portfolio.

Portfolio Transformation

FY2025 was also a year of decisive portfolio actions. We monetised mature assets to release liquidity, entered into strategic partnerships to scale TRIFIC SEZ and Mzizi, and continued to reposition Centum as a leaner, more agile investment company. These moves are aligned with our focus on building a balanced portfolio of annuity assets, high-growth businesses, and strategic long-term holdings.

Innovation and Operational Excellence

Innovation is central to our strategy. During the year, we advanced digital transformation across the portfolio:

- Longhorn's digital-first education model gained momentum.
- ERP and systems upgrades across portfolio companies strengthened operational efficiency.
- Data-driven decision-making is now embedded across the Group, enhancing agility and scalability.

These initiatives are not only improving performance but also positioning Centum to capture value in a rapidly changing business environment.

Risk, Resilience and Capital Discipline

FY2025 highlighted the importance of resilience. By diversifying our portfolio, deleveraging our balance sheet, and maintaining disciplined capital allocation, we were able to mitigate macroeconomic shocks while creating headroom for growth. This disciplined approach remains a hallmark of Centum's model.

People and Culture

Our greatest strength lies in our people. We have invested in leadership development, enhanced execution capacity within portfolio companies, and fostered a culture of performance, accountability, and innovation. The Board and management remain focused on succession planning and talent development to ensure sustainability of leadership and performance.

Sustainability and Impact

Centum's ESG agenda advanced meaningfully in FY2025:

- All new developments are EDGE-certified, affirming our green building commitment.
- Two Rivers expanded renewable energy capacity to 3.2 MW.

Huduma za Kifedha: Jafari Credit ilipanua mkopo wake kwa 49%, ikionyesha ongezeko la mahitaji ya huduma zake na kuimarisha nafasi yake kama biashara inayozalisha pesa taslimu kwa faida kubwa.

Uchapishaji: Longhorn Publishers imeharakisha mtindo wa kuangazia zaidi huduma za kiteknolojia, ikijijengea uthabiti na kujiweka tayari kunufaika kutokana na fursa zinazojitokeza katika teknolojia ya elimu.

Uwekezaji Mwingine: Isuzu East Africa na Benki ya Sidian, ingawa zinakabiliwa na changamoto za sekta zao, bado zinachangia katika kuleta uwekezaji katika sekta mbalimbali na kuimarisha uthabiti wa uwekezaji wetu.

Mabadiliko ya Uwekezaji

FY2025 pia ulikuwa mwaka wa maamuzi makubwa ya uwekezaji. Tuliuza baadhi ya mali zilizokomaa ili kupata fedha, tukaingia katika ushirikiano wa kimkakati wa kukuza TRIFIC SEZ na Mzizi na tukaendelea kuibadilisha Centum kuwa kampuni rahisi kuendesha ya uwekezaji, yenye ufanisi na inayoweza kubadilika haraka. Hatua hizi zinaendana na lengo letu la kujenga uwekezaji ulio na usawa kati ya mali zinazozalisha mapato ya kudumu, biashara zinazokua kwa kasi na uwekezaji wa kimkakati wa muda mrefu.

Ubunifu na Ubora wa Uendeshaji

Ubunifu ni kiini cha mkakati wetu. Katika mwaka huu, tuliendeleza mabadiliko ya kidijitali kwenye kampuni zetu:

- Mtindo wa elimu ya kidijitali wa Longhorn uliendelea kupata mwamko mkubwa.
- Maboresho ya mifumo ya ERP na teknolojia kwenye kampuni za uwekezaji wetu yaliimarisha ufanisi wa uendeshaji.
- Maamuzi yanayotegemea data sasa yameunganishwa kote kwenye Kundi, jambo linaloongeza kasi na uwezo wa kupanuka.

Hatua hizi haziboreshi tu utendaji, bali pia zimeiweka Centum kwenye nafasi ya kunufaika kutokana na thamani katika mazingira ya biashara yanayobadilika kwa haraka.

Hatari, Ustahimilivu na Nidhamu ya Mitaji

FY2025 imeonyesha umuhimu wa ustahimilivu. Kupitia uwekezaji wetu katika sekta mbalimbali, kupunguza madeni, na kudumisha nidhamu katika matumizi ya mtaji, tuliweza kupunguza athari za misukosuko ya uchumi mkuu huku tukijitengenezea nafasi ya ukuaji. Njia hii yenye nidhamu ndiyo inaonyesha jinsi mtindo wa Centum hufanya kazi.

Watu na Utamaduni

Nguvu yetu kubwa zaidi ipo kwa watu wetu. Tumewekeza katika kukuza uongozi, kuongeza uwezo wa utekelezaji kwenye kampuni tulizo nazo za uwekezaji na kukuza utamaduni wa utendaji, uwajibikaji na ubunifu. Bodi na wasimamizi wameendelea kumakinika na mpango wa urithi wa uongozi na kukuza vipaji ili kuhakikisha uendelevu wa uongozi na matokeo bora.

- The Akiira geothermal project progressed, demonstrating our commitment to clean energy.
- Through the Centum Foundation, we broadened our impact on education, youth empowerment, and entrepreneurship.
- Mzizi Homes is addressing the housing deficit, with affordable homes delivered to working families.

These initiatives underscore our conviction that financial success must be coupled with environmental and social responsibility.

Shareholder Returns

Delivering value to shareholders remains our highest priority. During the year, we:

- Completed our first share buyback and launched a second, improving liquidity and intrinsic value.
- Maintained a dividend of Ksh 0.32 per share.
- Achieved a 55% appreciation in Centum's share price, significantly outperforming the NSE indices and affirming investor confidence.

Outlook

Looking forward, we are focused on three priorities:

1. Accelerating monetisation of high-value assets and redeploying capital into scalable opportunities.
2. Expanding annuity income streams to provide stable, predictable returns.
3. Driving operational excellence and innovation to sustain above-market performance.

Closing Remarks

FY2025 has shown the strength of our model and the resilience of our people. We navigated a turbulent environment, delivered strong results, and laid the foundation for sustained growth.

As we enter FY2026, we do so with renewed confidence, a disciplined strategy, and a clear purpose: to create lasting value for our shareholders, opportunities for our people, and impact for our communities.

Dr James Mworia, MBS

Chief Executive Officer

Uendelevu na Athari

Ajenda ya ESG ya Centum ilisonga mbele kwa hatua kubwa katika FY2025:

- Miradi yote mipya imeidhinishwa na EDGE, ikithibitisha kujitolea kwetu kwenye ujenzi ambao haudhuru mazingira.
- Two Rivers iliongeza uwezo wake wa nishati safi hadi 3.2 MW.
- Mradi wa nishati ya jotoardhi wa Akiira uliendelea, ukionyesha dhamira yetu kwa nishati safi.
- Kupitia Centum Foundation, tuliendeleza mchango wetu kwenye elimu, uwezeshaji wa vijana na ujasiriamali.
- Mzizi Homes inakabiliana na upungufu wa makazi, kwa kutoa nyumba za gharama nafuu kwa familia zinazofanya kazi.

Hatua hizi zinaonyesha msimamo wetu kwamba mafanikio ya kifedha sharti yaende sambamba na uwajibikaji wa kijamii na kimazingira.

Mapato kwa Wanahisa

Kuwapatia wanahisa thamani bora bado ndio kipaumbele chetu cha juu zaidi. Katika mwaka huu:

- Tulikamilisha ununuzi wa hisa zetu kwa mara ya kwanza na kuanzisha awamu ya pili, hatua iliyoboreshwa ukwasi na thamani halisi ya hisa.
- Tulidumisha mgao wa KSh 0.32 kwa kila hisa.
- Bei ya hisa za Centum iliongezeka kwa 55%, ikizidi kwa kiwango kikubwa faharasa za NSE na kuthibitisha imani ya wawekezaji.

Mtazamo wa Baadaye

Tunapoangazia mbele, tunalenga mambo matatu:

1. Kuongeza kasi ya kuuza mali zenye thamani kubwa na kuelekeza mtaji kwenye fursa zinazoweza kupanuka.
2. Kupanua vyanzo vya mapato ya kudumu ili kutoa faida thabiti na zinazoweza kubashirika.
3. Kusukuma ubora wa uendeshaji na ubunifu ili kuendeleza matokeo yanayozidi wastani wa soko.

Hitimisho

FY2025 imethibitisha nguvu ya mtindo wetu na ustahimilivu wa watu wetu. Tumeweza kuendesha shughuli katika mazingira yenye changamoto, kutoa matokeo bora na kuweka msingi wa ukuaji wa muda mrefu.

Tunapoingia FY2026, tunafanya hivyo tukiwa na ujasiri mpya, mkakati wenye nidhamu na kusudi wazi: kuunda thamani ya kudumu kwa wanahisa wetu, fursa kwa watu wetu na athari chanya kwa jamii zetu.

Dkt James Mworia, MBS

Afisa Mkuu Mtendaji

CHIEF FINANCIAL OFFICER'S STATEMENT

DRIVING VALUE, REALISING OUR FUTURE

*Our Company profit before tax increased by **86%** to Ksh 517 million, driven by a 17% growth in investment income to Ksh 1.3 billion.*

The focus of the first year of our Centum 5.0 Strategy — aptly themed *Value Optimization* is to strengthen our balance sheet, accelerate capital efficiency, and to monetize the investment portfolio.

Company Performance

Centum, an investment holding company, focuses on identifying attractive opportunities, creating value in portfolio companies, and monetizing this value through dividends, loan repayments, and strategic exits. The growth in net asset value in each year reflects the value created.

The Company recorded a profit after tax of Ksh 547 million, with profit before tax increasing by 86% to Ksh 517 million, driven by a 17.4% growth in investment income to Ksh 1.3 billion. Operating expenses rose by a modest 8%, in line with inflation.

Total Company assets increased by 5% to Ksh 51 billion, while total liabilities declined by 13%, reflecting reduced debt levels. Net Asset Value per share rose by 9% to Ksh 66.93 (from Ksh 61.68 in March 2024), reflective of the performance improvement across the portfolio.

Consolidated Performance

The consolidated performance aggregates line by line the performance across subsidiaries, and includes Centum's share of performance from associates, and joint ventures.

Consolidated total comprehensive income improved by 28% to Ksh 3.2 billion. Consolidated profit after tax declined to Ksh 813 million (from Ksh 2.6 billion), largely due to lower fair value gains on Centum Real Estate and Special Economic Zone investment properties, following an exceptional prior-year transaction as well as a higher deferred tax charge of Ksh 1.2 billion, driven by both asset reclassifications and a change in the tax rate for land not held for sale (from 5% to 15%).

Despite these non-cash impacts, the underlying cash performance across most business segments improved during the year

In FY2025, our strategic focus was anchored on several key pillars.

Decisive Financial Discipline and Debt Reduction:

We significantly reduced company-level debt, retiring it by Ksh 1.2 billion debt and reducing the Company's borrowings to Ksh 690 million. Post year end, debt further reduced to Ksh 605 million after a further pay down. This was not just a deleveraging milestone — it was a strategic rebalancing of our capital structure to enhance agility, reduce finance costs, and redirect more value to shareholders.

Our value optimization strategy has evolved in Centum 5.0, moving away from investment acquisition debt at the Holding Company level to project specific funding at portfolio company level. This shift is and will continue to be critical in unlocking and accelerating value creation within the portfolio.

Driving Annuity Income and Cost Efficiency:

The Company generated free cash flows of Ksh 3.1 billion in FY2025, which included annuity income, repayment of shareholder loans and proceeds from disposal of investments. This was a dip compared to Ksh 6.6 billion generated in FY2025 — the result of a significant inflow from part divesture from a portfolio asset in the year, and the strategic reallocating funds from marketable securities to extinguish debt. We believe that this short-term tradeoff positions us for stronger sustainable cash returns from the portfolio. Free cashflows generated in the year were prudently redeployed toward portfolio investments and further debt reduction. As of 31 March 2025, net debt to equity stood at a conservative 1.5%.

Cost efficiency remained a key focus in the year. Costs increased by an inflationary 8% representing resources allocated towards our value optimization objective. Going forward with the expected growth in annuity income and overall cash returns, we expect our efficiency ratio to shift back to the targeted levels.

Strategic Value Optimization and Operating Excellence:

Centum 5.0 aims to optimize every facet of our portfolio to deliver tangible cash returns. We have actively sought innovative strategies to enhance the performance and efficiency of our underlying entities. This means a disciplined approach to strategy execution and efficiency allowing us to focus on unlocking value and channeling derived returns effectively. Our objective is to ensure that every asset contributes optimally to our integrated value creation model.

We have made good progress towards our ambitious strategy targets, evident by the improvement in cash performance across our portfolio.

A key pillar in Centum 5.0 is organizational effectiveness. During the year we commenced a process of review and optimization of processes and technology at Centum and portfolio company level. This will not only enable cost optimization but also drive value optimization during Centum 5.0.

Sustainability and Risk Management:

We commenced a robust ESG integration effort, including preparing for early adoption of IFRS S1 and S2 disclosures. ESG considerations are embedded into both capital planning, portfolio strategy and oversight.

Our risk management approach remained responsive and robust. During the year, our approach to capital allocation through the macroeconomic shifts was proactive and agile, safeguarding long-term value despite short-term market dynamics. We continue to invest in optimizing our processes and technology for seamless financial reporting and enhanced decision-making.

Looking Forward

As we move into FY2026, the impact of our optimization efforts will become more visible. Stronger cash flows and balance sheet are expected to drive improvements in Return on Equity and Total Return.

I wish to thank our Board for their counsel, our finance teams for their dedication and our shareholders, partners, and the entire Centum team for their continued trust. We are confident that the foundations laid in FY2025 have set Centum on a clear path to unlock and return value consistently and sustainably.

04

OUR GOVERNANCE FRAMEWORK

CORPORATE GOVERNANCE STATEMENT

Centum embraces a governance culture firmly rooted in our core values: ***Fulfilling our commitments, Investing responsibly, Valuing our people, and Driving innovation***. These principles form the foundation of our governance approach, ensuring that the strategic vision shaped by our Board flows seamlessly throughout our organization and is effectively implemented by our dedicated management and staff.

Our governance framework is built to uphold these values through comprehensive policies, strong internal controls, and clear operational standards. These mechanisms are designed to align with our long-term objectives while maintaining a steadfast focus on responsible and ethical stewardship.

We maintain strict compliance with the Capital Markets Authority (CMA) Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, the regulations of the Nairobi Securities Exchange, and our internal Code of Ethics. This commitment guarantees regulatory compliance, protects stakeholder interests, and fosters an environment where transformative and sustainable growth can thrive.

Incorporating Environmental, Social, and Corporate Governance (ESG) principles as well as sustainability reporting within our investment screening and portfolio management processes enhances transparency for our shareholders. This approach underscores our alignment with shareholder expectations while highlighting the breadth and diversity of investment opportunities within our portfolio.

Our adoption of the supervisory parenting model further bolsters our oversight functions, allowing us to proactively manage risk and focus on value creation across our subsidiaries. This model advances our mission to generate tangible wealth by enabling investors to access and nurture exceptional enterprises across Africa.

Centum remains committed to the highest standards of corporate governance. Guided by our values, rigorous practices, and proactive initiatives, we continue to create sustainable value and maintain the trust that stakeholders place in us.

THE BOARD

Ten (10) directors make up the constitution of the Board, who with the exclusion of the Group Chief Executive Officer each serve an initial three-year term which may be renewed based on satisfactory performance and the shareholders' discretion.

Nine (9) directors are non-executive members, and the independent, non-executive directors make up 70% of the Board. This forms a perfect balance of independence and efficiency which is assessed with every change in the Board's composition.

To maintain such efficiency and objectivity, there are indicators and assessments in place under the Board's Charter that monitor performance of the Board, the Chairperson, and the respective Committees on an annual basis.

The Board has four principal committees presented below; a majority of whose members are independent non-executive directors:

1. Nominations and Governance Committee
2. Finance and Investment Committee
3. Risk Committee
4. Audit Committee

CORPORATE GOVERNANCE STATEMENT

THE BOARD

Board Effectiveness

The effectiveness of the Board in its oversight role is enriched through:

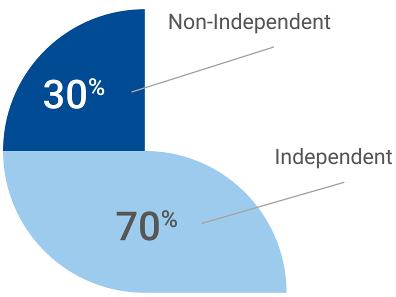
Board Diversity

Centum's Board is composed of a diverse group of individuals with complementary skills, knowledge, and experience, which fosters robust discussions and informed decision-making. We actively champion diversity across various dimensions, including age, geographic background, and gender, in addition to professional qualifications. This inclusive approach enriches the Board's perspective and enables a more balanced assessment of risk.

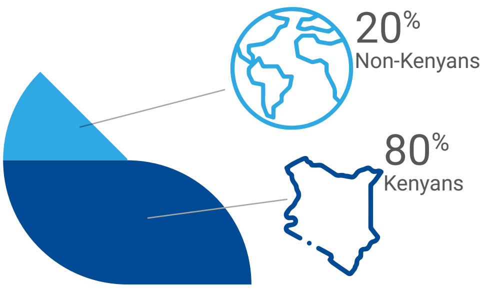
The Nomination and Governance Committee is tasked with identifying and recommending qualified candidates for Board positions. The Board then reviews and approves these recommendations before they are put forward for shareholder election.

All appointments are made in full compliance with the Company's Articles of Association and the Capital Markets Authority's Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015.

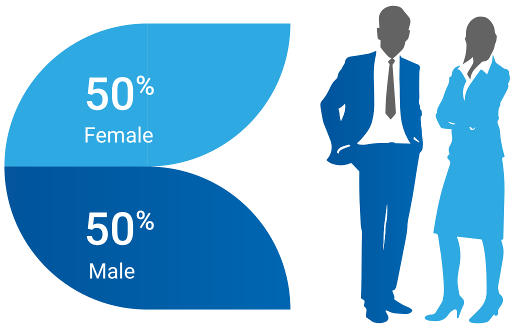
Independence of the Board Members



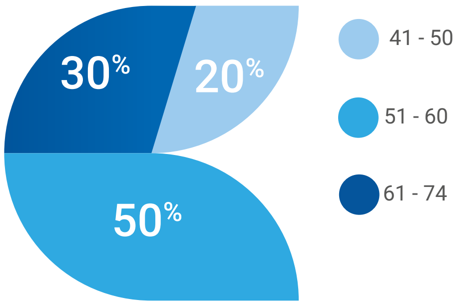
Regional Diversity



Gender Diversity



Age



Experience and Qualifications of Board Members

Summary of Directors' Qualifications and Experience	Dr. D. Kaberuka	Dr. J. Mworia (CEO)	A. Musangi	Dr. L. Macharia	C. Igathe	C. Mturi - Wairi	N. Ratemo (KDC Rep)	W. Byaruhanga	Dr. M. Ikiara	S. Wakhungu-Githuku
ACADEMIA/EDUCATION brings perspective regarding organizational management and academic research relevant to the Company's business and strategy.	◆		◆	◆			◆			
BUSINESS ADMINISTRATION experience brings strong leadership qualities and ability to develop and guide other directors and senior management.	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆
ENTREPRENEURSHIP skills and experience contribute a great deal to development of the Company's strategy, capital allocation, risk management and oversight of the Company's business.	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆
CORPORATE GOVERNANCE experience contributes to a strong Board to ensure management accountability, responsible investing, transparency, and protection of shareholders' interests.	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆
CAPITAL BUDGETING AND/CAPITAL ALLOCATION expertise is key in the Company's strategy and business as it ensures there is a balance in allocating the Company's resources in investments that will continuously bring attractive returns to investors while ensuring the ESG standards and met and maintained.	◆	◆	◆	◆		◆	◆			
FINANCIAL EXPERTISE is key in driving the Company's strategy as it ensures the Board understands the Company's financial reporting and internal controls and provides oversight over these aspects.	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆

CORPORATE GOVERNANCE STATEMENT

THE BOARD

Experience and Qualifications of Board Members

Summary of Directors' Qualifications and Experience	Dr. D. Kaberuka	Dr. J. Mworia (CEO)	A. Musangi	Dr. L. Macharia	C. Igathe	C. Mturi - Wairi	N. Ratemo (KDC Rep)	W. Byaruhanga	Dr. M. Ikiara	S. Wakhungu-Githuku
FINANCIAL SERVICES INDUSTRY experience is key in providing oversight in the Company's investments in the financial services industry as well as approving and understanding the implications of financing of the Company's investments.	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆
DIRECTORSHIP IN OTHER LISTED COMPANIES enables the Board to leverage on experience gained by Board members in other listed companies.		◆	◆	◆		◆				◆
PUBLIC SERVICE/ PUBLIC POLICY is essential as the government is a key stakeholder in the Company's business and government actions and public policy impact the Company's business substantively.	◆						◆	◆	◆	
REGIONAL/ INTERNATIONAL EXPOSURE is useful in benchmarking the Company against global industry players and attracting foreign investments.	◆			◆	◆		◆	◆	◆	◆
INVESTMENT is the core business of the Company and skills are key in evaluating the Company's investment strategy.		◆	◆	◆		◆	◆		◆	
MARKETING/ CORPORATE COMMUNICATIONS expertise is crucial in providing oversight to matters affecting the Company's brand and managing related risks.					◆					◆
REAL ESTATE experience is vital in providing oversight to the Company's real estate investments.		◆	◆	◆			◆	◆		

Summary of Directors' Qualifications and Experience	Dr. D. Kaberuka	Dr. J. Mworia (CEO)	A. Musangi	Dr. L. Macharia	C. Igathe	C. Mturi - Wairi	N. Ratemo (KDC Rep)	W. Byaruhanga	Dr. M. Ikiara	S. Wakhungu-Githuku
PRIVATE EQUITY experience is fundamental in providing oversight to the Company's private equity investments.		◆	◆	◆		◆				
TALENT MANAGEMENT is valuable as it helps the Company to attract, motivate, develop, and retain top talent and to ensure that there is an appropriate succession plan for the Company's critical roles.	◆	◆		◆	◆					◆
INTERNAL CONTROLS experience is critical in ensuring that the Company operates within the approved governance framework.				◆	◆	◆	◆			
RISK MANAGEMENT expertise enables the Board to identify the key risks facing the Company's investment and provide oversight in continually monitoring those risks.				◆	◆	◆	◆			
LEGAL skills are key in the Board as the Board is overall responsible for compliance with the laws and regulations applicable to the Company.		◆	◆	◆				◆		

CORPORATE GOVERNANCE STATEMENT

THE BOARD

Corporate Governance Assessment Report

During the period under review, the Capital Markets Authority (CMA) evaluated the Company's compliance with the CMA Code for the fiscal year ending March 31, 2024. The evaluation focused on key governance aspects including Board operations and control, shareholder rights, stakeholder relations, ethics and social responsibility, accountability, risk management and internal control, and transparency and disclosure.

The Company received an overall weighted leadership score of 83%, reflecting a strong commitment to exacting standards of corporate governance. The Board remains dedicated to continuously improving its practices and is actively implementing the CMA's recommendations to enhance compliance with the CMA Code.

Board Policies & Codes of Conduct

Centum Investment Company Plc. is committed to operating with integrity and transparency. To this end, we have established comprehensive policies and codes of conduct covering anti-corruption, ethical business practices, anti-money laundering, whistleblower protection, and conflict of interest management.

By strictly adhering to these guidelines, we ensure legal compliance, protect our reputation, and meet the expectations of all stakeholders.

Code of Ethics

Centum has implemented a comprehensive Code of Ethics governing the conduct of its Board, management, and staff. Widely adopted across Centum subsidiaries, the Code emphasizes integrity, diligence, and responsibility. It outlines strict business standards, including legal compliance, independence, objectivity, and prohibitions against misconduct.

To safeguard capital market integrity, the Code addresses issues like insider trading, market manipulation, and the proper handling of confidential information. It clearly defines employee duties, such as loyalty and confidentiality, and mandates transparent, well-documented investment practices. Additionally, the Code requires the disclosure of conflicts of interest and prioritizes company interests over personal gain.

Conflict of Interest Policy

Directors must fully inform the Board of any actual or potential conflicts of interest they become aware of, whether these conflicts are direct or indirect. All business dealings involving Directors, or their associated parties must be conducted at arm's length to ensure fairness and transparency. A Director shall not take part in the decision-taking process of the Board in respect of any situation in which he or she has a conflict of interest.

Whistleblowing Policy

This policy establishes mechanisms for stakeholders to report unethical behaviour anonymously through the whistle blowing portal. The management ethics committee monitors any reports raised through the platform and any risks identified are managed and reported to the Risk Committee.

Insider Trading Policy

The policy implements measures to prevent insider trading among Directors and Management, safeguarding the confidentiality of unpublished, sensitive information and preventing its misuse.

This policy prohibits staff and Directors from trading in company shares while in possession of any material insider information that is not available to the public outside the open period.

The Company Secretary informs Directors and staff on the open and closed periods for trading, ensuring compliance with the Companies Act, 2015. To the best of the Company's knowledge, there was no insider dealing in the fiscal year under review.

Anti-Bribery and Anti-Fraud Policy

This policy prohibits employees and agents from offering or accepting bribes, whether directly or indirectly, and from attempting to secure favors through bribery. The Risk Committee tracks adherence to regulatory requirements, with a focus on preventing fraud, corruption, and money laundering.

Board Remuneration Policy

This policy outlines the principles and criteria for compensating Non-Executive Directors.

External Auditor Assessment

The Audit Committee is responsible for overseeing the external audit process. Annually, the Committee assesses the auditor's independence, objectivity, and performance. This includes evaluating potential conflicts of interest such as financial ties, business relationships, and the scope of non-audit services. The Committee ensures auditor fees and engagement terms are fair and do not compromise independence. By gathering feedback from internal stakeholders and conducting a comprehensive review, the Committee identifies areas for improvement and communicates these to the auditor to maintain audit quality and adherence to best practices.

In adherence to good governance practices and the Companies Act, 2015, the Company follows the policy of rotating external auditors every six to nine years.

SHAREHOLDER'S ENGAGEMENT

Centum maintains a steadfast commitment to open dialogue with its shareholders. The company provides both scheduled and impromptu disclosures regarding operational and financial outcomes, while diligently addressing any shareholder concerns. This is facilitated through:

a) Interim and annual results and publication of extracts of its financial performance in the daily newspapers, preparation of annual audited accounts and holding of the Annual General Meeting. Copies of the annual reports are made available to shareholders at least 21 days before the date of the AGM, and they are free to raise questions to the Board during the meeting.

b) The Company has engaged an external Shares Registrar who provides feedback from existing shareholders and potential investors.

c) Investor briefing sessions are held to demystify the Company's performance and strategic objectives.

d) The Executive team engages with investors (both existing and potential) through regular presentations. They also meet with shareholders to discuss long-term issues and gather their views, present at externally run investor events, and maintain regular communication throughout the year.

e) The Company's website has a specific web page dedicated to shareholder information.

Each shareholder enjoys equal voting, subscription, and transfer rights based on their shareholding. To promote transparency and inclusivity, shareholder meeting notices and resolutions are provided in both English and Kiswahili. All shareholders receive notifications and dividends simultaneously. To enhance communication, the Company now distributes Annual General Meeting notices via SMS.

SHAREHOLDER'S ENGAGEMENT

Shareholder Mapping – Top 10 shareholders

Below is a list of the top ten (10) shareholders as of 31 March 2025 and 31 March 2024.

RANK	2025				2024			
	NAME	DOMICILE	TOTAL SHARES	PERCENTAGE (%)	NAME	DOMICILE	TOTAL SHARES	PERCENTAGE (%)
1	ESTATE OF THE LATE DR. CHRISTOPHER KIRUBI	LI	205,908,205	30.94%	ESTATE OF THE LATE DR. CHRISTOPHER KIRUBI	LI	205,908,205	30.94%
2	KENYA DEVELOPMENT CORPORATION LIMITED	LC	152,847,897	22.97%	KENYA DEVELOPMENT CORPORATION LIMITED	LC	152,847,897	22.97%
3	KIMANI, JOHN KIBUNGA	LI	69,398,985	10.43%	KIMANI, JOHN KIBUNGA	LI	45,693,485	6.87%
	SUB-TOTAL (TOP 3)		**428,155,087**	**64.34%**	**SUB-TOTAL (TOP 3)**		**404,449,587**	**60.78%**
4	CENTUM INVESTMENT COMPANY PLC	LC	10,839,300	1.63%	STANDARD CHARTERED NOMINEES NON-RED. A/C 4326	FC	8,265,856	1.24%
5	STANDARD CHARTERED KENYA NOMINEES LTD A/C KE004326	FC	8,265,856	1.24%	CENTUM INVESTMENT COMPANY PLC	FC	7,967,500	1.20%
6	STANDARD CHARTERED KENYA NOMINEES LTD A/C KE000954	LC	6,000,000	0.90%	STANDARD CHARTERED KENYA NOMINEES LTD A/C 9827	FC	7,799,537	1.17%
7	UGANDA SECURITIES EXCHANGE	FC	5,724,737	0.86%	STANDARD CHARTERED KENYA NOMINEES LTD A/C KE000954	LC	6,000,000	0.90%
8	MWIRIGI, JAMES MWORIA	LI	5,701,994	0.85%	UGANDA SECURITIES EXCHANGE	FC	5,724,737	0.86%
9	STANBIC NOMINEES LIMITES A/C NR1031313	LC	5,574,800	0.84%	MWIRIGI, JAMES MWORIA	LI	5,656,996	0.85%
10	STANBIC NOMINEES LIMITES R6631578	LI	5,483,600	0.82%	STANDARD NOMINEES LTD A/C NR1031313	FC	5,574,800	0.84%
	TOTAL (TOP 10)		**475,745,374**	**71.49%**	**TOTAL (TOP 10)**		**451,439,013**	**67.84%**
	TOTAL ISSUED SHARES		**665,441,714**		**TOTAL ISSUED SHARES**		**665,441,714**	

LI - Local Individual
LC - Local Company
FC - Foreign Company

Shareholding by Directors:

Director	2025 Total Shares	2024 Total Shares
Kenya Development Corporation (Alternate – Norah Buyaki Ratemo) *	152,847,897	152,847,897
James M. Mworia	5,701,994	5,701,994
Andrew Musangi	800,000	800,000
Dr. Laila Macharia	122,500	122,500
Dr. Moses Ikiara	77,550	59,050
Dr. Donald Kaberuka	-	-
Catherine Igathe	-	-
William Byaruhanga	-	-
Catherine Mturi- Wairi	-	-
Mrs. Susan Wakhungu-Githuku	-	-

Shareholding by Senior Management:

Director	2025 Total Shares	2024 Total Shares
James M. Mworia	5,701,994	5,701,994
Risper Alaro	735,300	735,300
Fred Murimi Ngari	690,700	690,700
Thomas Omondi	117,500	117,500

Shareholder Analysis by Volume

VOLUME RANGE	NO. OF SHARES	% OF SHARES	NO. OF HOLDERS	% OF HOLDERS
1 – 500	2,453,837	0.37%	14,811	40.69%
501 – 5000	32,195,581	4.84%	15,678	43.07%
5001 – 10000	20,013,329	3.01%	2,764	7.59%
10001 – 100000	72,630,498	10.91%	2,937	8.07%
100001 - 1000000	44,985,559	6.76%	187	0.51%
> 1000000	493,162,910	74.11%	22	0.07%

Shareholder Analysis by Domicile

DOMICILE	NO. OF SHARES	% OF SHARES	NO. OF HOLDERS	% OF HOLDERS
Foreign Companies	16,302,042	2.45%	10	0.03%
Foreign Individuals	1,828,983	0.27%	178	0.49%
Local Companies	204,918,710	30.80%	1,554	4.27%
Local Individuals	442,391,979	66.48%	34,657	95.21%

BOARD AND COMMITTEES' ACTIVITIES

Chairpersons' Report on Board Activities

The Board executes its mandate through the committees. Following receipt of recommendations from the committees, the Board shall deliberate on the justification of their recommendations before Board approval, based on the best interests of the shareholders and the Company to whom they owe a fiduciary duty.

A summary of the Board's activities for the year ended 31 March 2025 may be presented as follows:

a) Received and considered updated reports on the business and investment activities;

b) Received and considered updated reports on activities of all the committees.

c) Approved the Company and Group interim financial statements for the six-month period ended 30 September 2024.

d) Approved the Company and Group Financial statements for the year ended 31 March 2025.

e) Received updates on the Company's Share buy-back scheme and approved an extension of the Company Share Buy Back Programme.

f) Reviewed the Centum 5.0 strategy and assessed the progress made in achieving its strategic objectives.

g) Received updates on the activities of subsidiary Boards.

Dr. Donald Kaberuka
Chairperson, Board of Directors

Nominations and Governance Committee

Dear Shareholder,
The activities of the Committee are structured to ensure that the investment activities of the company are not only well-informed in terms of due diligence, but also that they are in line with the Company's agenda.

The activities conducted over the year ended 31 March 2025 included:

a) Received the Board Assessment report conducted by Nasdaq.

b) Reviewed the 2024 CMA Corporate governance self-assessment report and recommended it for approval by the Board.

c) Received an update from Management on HR & Governance matters.

d) Reviewed and approved the Board succession grid and the revised Director remuneration.

e) Reviewed and recommended for Board approval, potential candidates for appointment as Directors of the subsidiary companies.

On behalf of the Nominations & Governance Committee,

Susan Githuku
Chairperson, Nominations & Governance Committee

CORPORATE GOVERNANCE STATEMENT

BOARD AND COMMITTEES' ACTIVITIES

Finance and Investment Committee

Dear Shareholder,

The activities of the Committee are structured to ensure that the investment activities of the company are not only well-informed in terms of due diligence, but also that they are in line with the Company's agenda.

The activities conducted over the year ended 31 March 2025 included:

a) Receiving and deliberating on performance updates of the various investments by the Company, including risks associated with each investment.

b) Receiving activity and investment updates on the Company's private equity, marketable securities portfolio, real estate portfolios, including risks associated with each portfolio and approving the respective investment decisions.

c) Considering and approving proposals on transactions involving the Company's assets and receiving updates on such transactions.

d) Reviewing and tracking the first-year performance and initiatives against the 5-year subsidiary strategic plans, with a focus on the Year 2 strategy, reviewed the 5-year strategy plans for the portfolio companies and budget for the year.

e) Approving issuance of required Corporate Guarantees by Centum in fundraising transactions.

On behalf of the Finance and Investment Committee,

Andrew Musangi
Chairperson, Finance, and Investment Committee

Risk Committee

Dear Shareholder,
With efficient risk management in place, the company not only mitigates risks but also identifies and capitalizes on bountiful opportunities. By evaluating the company's risk assessment and risk appetite, the Committee identifies the most suitable ventures for the company. Risk management also informs how the company handles crises of varying magnitudes, such as unexpected market disruptions or unforeseen operational failures.

The activities of the Risk Committee carried out over the year ended 31 March 2025 included:

a) Received updates on the status of the Company's Environmental, Social and Governance standing.

b) Reviewed the Company's Environmental, Social and Governance Strategy (FY25-FY29) themed Sustainable Value and recommended it for Board adoption.

c) Reviewed and approved the risk management work plan for FY26.

d) Received a Risk & Compliance updates covering the various business units in the Group.

e) Reviewed the Company's Risk Appetite Framework to align it to business objectives in the current strategic period and recommended the same for Board adoption.

f) Reviewed the Company's Brand Strategy and recommended it for Board adoption.

On behalf of the Risk Committee,

Catherine Igathe
Chairperson, Risk Committee

CORPORATE GOVERNANCE STATEMENT

BOARD AND COMMITTEES' ACTIVITIES

Audit Committee

Dear Shareholder,
It is my pleasure to present to you the Audit Committee report for the year ended 31 March 2025.

Mandate of the Committee

From ensuring integrity in financial reporting to the internal control processes set in place for the monitoring of the Company's compliance with laws and regulations, the Audit Committee's role taKsh a supervisory nature before reporting to the Board.

While being guided by its Charter, its role may be categorized into the following primary areas: -

- The integrity of the Company and Consolidated Financial Statements.
- The independence and performance of the Company's Internal and External Auditors; and
- The Company's system of internal financial controls and internal control systems.

The management, as well as the internal and external auditors, while submitting reports to the Committee allow it to discuss the true position of the Company and carry out its supervisory role before making recommendations to the Board.

The key responsibilities of the Committee are: -

Financial Reporting
The veracity of the consolidated financial statements is assessed by the Committee before being tabled before the Board for approval. The assessment includes compliance with financial reporting standards and the basis of accounting decisions.

Oversight of internal controls
The committee ensures accountability of the internal controls and ensures that the recommendations made for implementation are executed. This level of accountability also extends to the activities of management.

Internal and External Audit Reports
The review of reports on the audit findings from the Internal and External Auditors allows the Committee to prioritize the entries on the workplan and work strategically.

The Chief Financial Officer, Internal Auditor, External Auditor and the Business Heads are regularly invited to the meetings to provide reports or respond to any arising queries. The Internal Auditor and External Auditor hold meetings with the non-executive Directors to discuss any issues identified from the audits and monitor the audit plan's progress.

During the year ended 31 March 2025, the Committee discharged its mandate as set out in its charter as follows: -

Financial Reporting	✓ Reviewed the interim financial statements for the 6-month period ended 30 September 2024 and recommended the report to the Board for approval and publication. ✓ Reviewed the key accounting judgements and estimates made by management during the preparation of the financial statements. ✓ Reviewed and debated key accounting and tax judgements and were satisfied with how these were addressed. ✓ Reviewed the Financial Statements for the year ended 31 March 2025 and recommended the report to the Board for approval and publication. ✓ Reviewed and recommended to the Board for approval, the Company budget for the year ending 31 March 2025.
External Audit	✓ Reviewed the independence, performance and effectiveness of the external auditor, KPMG Kenya. ✓ Reviewed and approved the FY 2025 audit plan including significant audit risks. ✓ Reviewed the report on the audit of the financial statements including key audit matters and was satisfied with how these were addressed. ✓ Reviewed the management letter and management's response to the external auditor's findings and recommendations.
Internal Control	✓ Reviewed and approved the internal audit workplan for the year and ensured that material risk areas were included, and that the coverage of risks and business processes was acceptable. ✓ Reviewed the independence, performance and effectiveness of the internal auditor, Ernst and Young and compliance with its terms of reference. ✓ Assessed the role and effectiveness of the internal audit function and reviewed and monitored progress against the annual audit plan and the review and monitoring of post-audit actions.

Catherine Mturi-Wairi
Chairperson, Audit Committee

BOARD AND COMMITTEES' ACTIVITIES

Directors' Participation in Meetings

Name	Executive/Non -Executive	Role		Board	Audit	Risk	Nomination and Governance	Finance and Investment
Dr. Donald Kaberuka	Non- Executive	Chairperson	Membership	Y	N	N	N	N
			Attendance	3/3	-	-	-	-
James Mworia	Executive	Group CEO	Membership	Y	N	N	N	N
			Attendance	3/3	-	-	-	-
Andrew Musangi	Non-Executive	Chair-FIC	Membership	Y	N	N	Y	Y
			Attendance	3/3	-	-	3/3	3/3
Dr. Laila Macharia	Non-Executive	Vice - Chairperson	Membership	Y	Y	Y	Y	Y
			Attendance	3/3	3/3	3/3	3/3	3/3
William Byaruhanga	Non-Executive	Board member	Membership	Y	N	N	N	N
			Attendance	3/3	-	-	-	-
Susan Wakhungu Githuku	Non-Executive	Chair- NGC	Membership	Y	N	N	Y	Y
			Attendance	3/3	-	-	3/3	3/3
Catherine Igathe	Non-Executive	Chair-Risk	Membership	Y	Y	Y	Y	Y
			Attendance	3/3	3/3	3/3	3/3	3/3
Catherine Mturi- Wairi	Non-Executive	Chair- Audit	Membership	Y	Y	Y	N	N
			Attendance	3/3	3/3	3/3	-	-
Dr. Moses Ikiara	Non-Executive	Board member	Membership	Y	Y	Y	Y	Y
			Attendance	3/3	3/3	3/3	3/3	3/3
Norah Ratemo (alternate to Kenya Development Corporation).	Non-Executive	Board member	Membership	Y	Y	N	N	N
			Attendance	3/3	3/3	3/3	-	-

Y - Member of the Committee
N - Not a member of the Committee
NGC - Nominations and Governance Committee Meeting
FIC - Finance and Investment Committee Meeting

Remuneration Policies

We recognize the input of the leaders who steer the Company and keep it on course towards its goals. Such recognition comes with policies (publicly available on the Company's website) structured to keep them well motivated and rewarded. The Company is well-guided by the Charter and keeps remuneration process transparent and in compliance with the law.

During the fiscal year, the Board approved an increase in remuneration for Non-Executive Directors.

Following a market analysis, the Nominations and Governance Committee recommended this adjustment, as the previous review had occurred in 2017.

There is no direct link between non-executive directors' remuneration and the performance of the Company. The Board remuneration policy is structured to ensure that the remuneration is sufficient to attract and retain directors to provide oversight of the Company effectively. The remuneration of the executive directors is determined based on benchmarks in the industry, prevailing market conditions as well as the Company's performance and profitability.

	31 March 2025	31 March 2024
Item	**Ksh'000**	**Ksh'000**
Executive Director's Fees	-	-
Executive Director's Emoluments	64,520	64,520
Non-Executive Director's Fees	35,976	23,472
Non-Executive Director's Emoluments	-	-

05

OUR APPROACH TO DELIVERING VALUE

OUR FOCUS DURING CENTUM 5.0

During Centum 5.0, our focus is to optimize the portfolio for enhanced liquidity generation and sustainable growth

01 **Deploy Capital:** Shift from debt-funding for asset acquisition at Centum to project-specific debt at portfolio level.

02 **Create Value:** Active portfolio management to drive portfolio growth.

03 **Monetize:** Monetize high value assets to release liquidity for reallocation into the portfolio

04 **Sustainability:** Embed ESG across operations, with green projects and robust governance ensuring long-term stakeholder value.

Expected Impact

- **Shareholder Value:** Enhanced value to shareholders through return on equity and dividends.
- **Portfolio Efficiency:** Optimized assets, enhanced liquidity and portfolio growth.
- **Sustainability Leadership:** Long term resilience and sustainable value for stakeholders, the society and environment.
- **Operational Agility:** through enhanced systems and processes.

OUR STAKEHOLDER ENGAGEMENT STRATEGIES

Our stakeholders are individuals, groups, organisations, and other entities affected or influenced by Centum's business activities and decisions. We constantly strive to understand the expectations, needs, and concerns of anyone who is affected by what we do and where we operate.

Our Approach to Stakeholder Management

Stakeholder	Importance to Centum	Material topics of interest to them	Level of interest
Employees	Contribute to business growth, day-to-day operations, and relationships with external stakeholders	• People development • Diversity and inclusion • Governance, business conduct, and ethics • Employee safety and health • Human rights • Employee wellbeing	High
Customers	Critical to the growth of portfolio companies and value creation	• Human rights, including consumer protection • Climate change • Governance, business conduct, and ethics	High
Suppliers	Provide essential support services, products required for business operations	• Governance, business conduct, and ethics • Human rights	Medium
Shareholders & investors	Provide funding for investment opportunities. Also involved in governance and influencing key decisions through voting	• Governance, business conduct, and ethics • Climate change • People development • Human rights • Economic performance	High
Government and regulators	Critical to the continued growth and success of Centum and portfolio companies	• Governance, business conduct, and ethics • Climate change • Economic performance	Low-to-medium
Local Communities	Key to safeguarding social licence to operate	• Local community development • Climate change • Human rights	Low to medium
Media	A platform to create awareness about Centum and engage with external stakeholders	• Climate change • Governance, business conduct, and ethics • Human rights • Economic performance	High

By engaging, listening, and learning from our stakeholders, we build stronger relationships, manage our business more effectively, and as a responsible business, address wider societal issues and challenges.

Level of influence	How we engaged them in FY 2024/2025	Impact of engagement/expected outcomes
High	• Internal communication platforms (email, intranet) • Training programmes • Teambuilding, sports events • Employee engagement surveys • Toll-free number for psychosocial support	Engaged, motivated, and satisfied staff (Employee Engagement Score of 96%)
High	• Customer events (trade fairs, sponsorships) • Key account manager relationships • Traditional and new media	Increased awareness of the business value proposition
High	• Due diligence and interviews before onboarding • Direct meetings with the relevant managers	Suppliers uphold high standards of ethics, transparency, and respect for people and the environment
High	• Annual General Meeting • Responses to requests for information • Quarterly earnings calls • Half-year and full-year reports • Analyst, investor briefings • Press releases, briefings/interviews • Investor newsletter • Company website	Continued access to funding for investment opportunities
High	• Compliance reports • Regular updates • Proactive communication on regulatory changes • Public participation forums • Submission of memoranda on legislation/ regulation • Partnerships in key areas of social, economic development, like education	Favourable regulatory environment, continued support to meet governance/ compliance requirements
Medium to high	• CSR initiatives	Transforming lives through impactful social investment initiatives and contribution to Sustainable Development Goals
High	• Updates on key business milestones through press releases, media briefings/interviews, and company website • Social media engagements	Enhanced understanding of the business, including Centum 5.0 strategy

OUR MATERIAL MATTERS

Defining Materiality

Our material matters are those environmental, social, governance, and economic issues/concerns that matter most to the business and our stakeholders, and that also influence Centum's ability to create long-term value.

Materiality Assessment

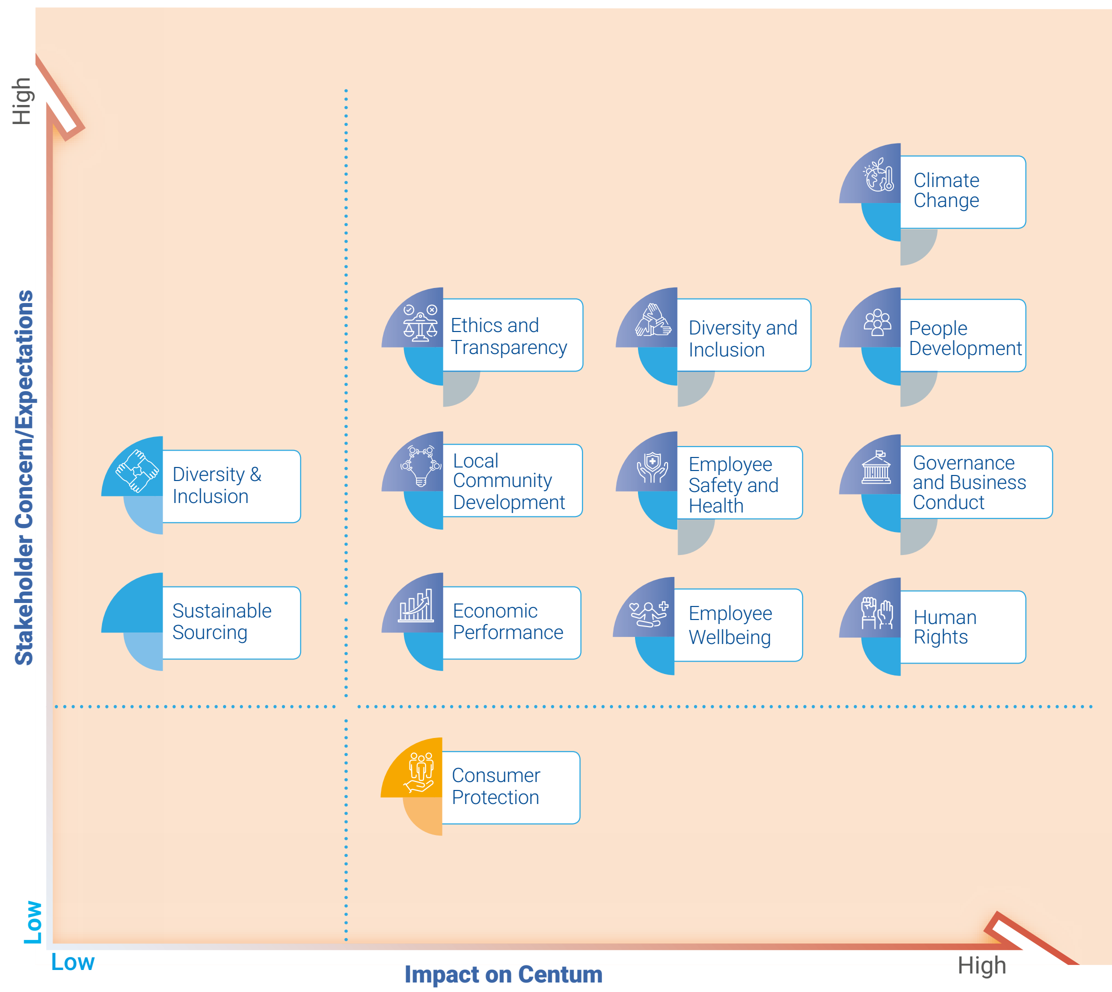
This is the process by which Centum aims to identify and prioritise the issues of the greatest material importance. Our initial materiality topics was done in 2019, with a revision in 2022 followed by the latest review conducted in 2025. The material topics identified informed the new Environmental, Social, and Governance (ESG) Strategy for the FY 2025-2029.

Identifying Material Topics

We strive to understand the expectations, needs, and concerns of our stakeholders, as well as the Company's strategic direction, which information is used as a basis for our materiality assessment.

These are as identified in the 2019 (and reviewed in 2025) materiality assessment:

Climate change | People development | Diversity and inclusion | Governance, business conduct, and ethics
Employee safety, health and well-being | Local community development | Human rights | Economic performance

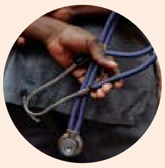


Analysis of Material Topics

Material Topic	Definition	Rationale	Equivalent GRI topic	SDG Alignment
Climate Change 	Managing climate-related financial risks and opportunities	• Increased regulatory and compliance requirements • Decarbonisation is now a major global goal • Enhanced risk in climate-sensitive sectors like agriculture • Push for renewable sources of energy • Consumer awareness and action around climate change.	**GRI 201 -2:** Financial implications and other risks and opportunities due to climate change **GRI 302:** Energy **GRI 305:** Emissions	SDG 7 – Clean and affordable energy -access to sustainable modern energy SDG 12- Responsible production and consumption SDG 13- Climate Action-Take urgent action to combat climate change and its impacts SDG 15 – Life on Land -Protect, restore and promote sustainable use of terrestrial ecosystems
People development 	Investing in employee wellbeing, skills, and leadership development	• Increased competition for talent in the sector • Reduced compliance risk arising from employment-related impacts • Ensure the business can meet its immediate and future human capital needs	**GRI 401:** Employment -related impacts **GRI 404:** Training and education **GRI 405:** Diversity and equal opportunity	SDG 4- Access to quality education and promoting lifelong learning opportunities for all SDG 8 – Decent work and economic growth, promote full and productive employment
Diversity and inclusion 	Promoting a diverse workforce, thus creating equal opportunities for all	• Attracting diverse skillsets and talents • Promoting innovation • Comply with the Constitution of Kenya 2010, international and municipal laws on labour rights	**GRI 405:** Diversity and equal opportunity **GRI 406:** Non-discrimination	SDG 5 – Gender equality, including empowerment of women SDG 8 – Decent work and economic growth, inclusive and sustainable economic growth SDG 9 – Industry, innovation and infrastructure – fostering innovation SDG 10 – Reduced inequalities

OUR MATERIAL MATTERS

Analysis of Material Topics

Material Topic	Definition	Rationale	Equivalent GRI topic	SDG Alignment
Governance, business conduct, and ethics 	Adhering to environmentally and socially sound investing practices.	• Minimizing legal, regulatory, and reputational risk • Promoting responsible investment practices	**GRI 102:** Governance, values, principles, standards, norms of behaviour, and ethics **GRI 205:** - Anti-Corruption, including anti-corruption policies and procedures	SDG 16 – Promote peaceful and inclusive societies, including building effective and accountable.
Employee safety, health, and well-being 	Ensuring a safe and healthy working environment.	• Minimizing workplace-related incidents • Complying with occupational health and safety regulations • Enhancing productivity at the workplace	**GRI 403** – Occupational Safety and Health, including policies, standards, and programmes	SDG 3 – Good health and wellbeing -ensuring healthy lives and wellbeing of all at all ages SDG 8 – Decent work and economic growth, including full and productive employment
Local community development 	Empowering local communities where we operate to achieve sustainable development.	• Strengthening social licence to operate • Enhancing brand reputation • Transform lives through sustainable life-changing initiatives.	**GRI 203** – Managing indirect economic impacts arising from infrastructure investments and services supported. **GR1 413** – Local community engagement, including supporting community development programmes based on local needs. Operational risk assessment of actual and potential negative impacts on local communities.	SDG 1 – Ending poverty SDG 4 – Access to quality education and promoting lifelong learning opportunities for all SDG 10 – Reduced inequalities SDG 11 – Sustainable cities and communities SDG 17 – Partnerships for Sustainable Development and the realisation of Sustainable Development

Material Topic	Definition	Rationale	Equivalent GRI topic	SDG Alignment
Human rights 	Protecting and promoting human rights of individuals, groups, and communities.	• Adhering to local, regional, and international human rights instruments • Promoting best social practice in doing business • Minimising legal risks arising from human rights violations • Human rights are fundamental to the company's purpose .	**GRI 408:** Child labour, including conducting due diligence to prevent the use of child labour in the business and supply chain **GRI 409:** Forced or compulsory labour, including measures to prevent and combat any form of forced or compulsory labour across the business operations and portfolio.	SDG 5 – Gender equality, including empowerment of women SDG 10 – Reduced inequalities SDG 16 – Promote peaceful and inclusive societies, including building effective and accountable
Economic performance 	Contributing to the sustainable development of Kenya and local communities.	• Investing in promising businesses and sectors of the economy • Meeting growing demand for sustainable financing • Promoting job creation	**GRI 201:** Economic performance, including reporting on direct economic value generated and how the business has created wealth for stakeholders.	SDG 7 – Clean and affordable energy -access to sustainable modern energy SDG 9 – Industry, innovation and infrastructure – building resilient infrastructure, sustainable industrialisation and fostering innovation SDG 11 – Sustainable cities and communities SDG 12 – Responsible production and consumption

OUR APPROACH TO RISK MANAGEMENT

Risk management ensures that Centum runs a sustainable business that creates trust and instils confidence in our stakeholders, strategic partners, and potential investors. Our risk management framework, which is approved by the Board, outlines both financial and non-financial material risks, enabling a consistent approach in identifying, assessing, managing, and reporting of the risk environment while supporting continuous improvement in monitoring the key risks.

This approach supports the achievement of Centum's strategic objectives by guiding its leadership to make risk-informed decisions. At Centum, we believe that risk management is critical for enterprise resilience - the ability to anticipate and respond to change. A proactive approach enables the Company to identify factors that represent not just risk, but also change, and how this change could impact performance and necessitate a shift in strategy.

Risk Management Framework

We operate a mature risk management framework that is aligned to ISO 31000 and COSO Enterprise Risk Management frameworks. This ensures that risk management practices are integrated across the Company, improving decision-making in governance, strategy, objective setting, and day-to-day operations.

The integrated risk management framework, as adopted by Centum, has supported the Company's strategic goals in the following ways:

- **Operational Efficiency:** The framework allows Management to have the unity of vision and align on the execution of projects to achieve the utmost value creation in its investment portfolios within the least time possible.
- **Business Resilience:** The framework allows the Company to improve its ability to identify risks and establish appropriate, timely responses, to reduce surprises and undesired costs or losses.
- **Quick Decision Making:** Our integrated framework allows Management to have a better understanding of underlying risks, emerging risks, and opportunity costs involved as they undertake business decisions daily.
- **Optimal Resource Deployment:** At Centum, every risk is considered as a request for resources. The framework provides robust risk information, allowing management, in the face of finite resources, to assess overall resource needs, prioritise resource deployment, and enhance resource allocation.

Risk Governance & Oversight

The Board of Directors has the ultimate oversight responsibility for the management of the Company's risk.
The Board has delegated the Company's risk oversight role to the Board Risk Committee (BRC). The BRC comprises five members, all of whom are non-executive independent directors. The BRC is responsible for reviewing and recommending to the Board for approval the risk appetite, effectiveness of the Company's risk management process, and the relevant controls.

The Board Risk Committee is responsible for providing assurance to the Board on the effectiveness of risk management. The Committee receives and considers risk reports covering various risks, including asset risks, liquidity, return risk, capital structure, portfolio risk, and organisational effectiveness, quarterly.

The risk reports include an assessment of the key exposures to the Company as well as its subsidiaries against the risk appetite. The Committee's charter authorises the Committee to access any information or personnel that it considers necessary in the execution of its mandates.

The BRC is responsible for oversight of all risks, including those that are delegated to other Board Committees, including the Board Audit Committee (BAC), the Nominations and Governance (NGC), and the Finance and Investment Committees (FIC). The BAC reviews Centum's financial position and advises the Board of Directors on financial risks and adequacy of internal controls to the extent they impact financial reporting.

The BRC leverages the work of the NGC to manage people and governance risks, and similarly on the FIC to enhance its oversight of financial, investment, and asset risks. These board committees report to the Board of Directors through their committee chairpersons.

Authority for risk-taking is cascaded downwards to the various heads of the business units through delegated charts of authority. Any material risk information, including adverse movement in risk metrics, is communicated to the various subsidiary executive committees and ultimately to the BRC and the Board.

Under the integrated framework, responsibility for risk management is delegated through the three lines of defence model.

BOARD OF DIRECTORS

Board Risk Committee | Board Audit Committee

01ST LINE

Management Control

Policies, Procedures, and Internal Control Measures

02ND LINE

Legal & Tax

Compliance

Financial Control

Risk Management

03RD LINE

Internal Audit

External Audit

Regulators

OUR APPROACH TO RISK MANAGEMENT

1

The First Line of Defence is all employees taking responsibility for the results, operations, compliance, and effective control of the Company's risks in their day-to-day operations in all the areas that are within their direct control.

2

The Second Line of Defence is independent of the First Line and is made up of several players, including the risk function, risk champions, and the compliance section of the legal and tax department. The Second Line coordinates and evaluates the risk management activities of the Company by ensuring that the risks are sufficiently controlled, monitored, and reported on. The Risk Function establishes policies and limits for the first line, which align with the risk appetite as set by the governance structure.

3

The Third Line of Defence is made up of Internal Audit and External Audit. The Internal Audit Function provides reasonable assurance over the adequacy of design and operating effectiveness of controls that support First Line's risk management of business activities, and the process maintained by the Second Line. Its role is defined and overseen by the Board Audit Committee.

Risk Culture

Centum is committed to maintaining a fit-for-purpose risk culture with the Board setting the tone at the top. Executive Management is responsible for modelling and communicating the expected norms to promote a culture of accountability, integrity, speedy resolution/escalation, and ethical governance practices.

Risk Appetite

Risk appetite is a measure of the aggregate amount of risk that the Board and other stakeholders deem appropriate for the Company to take in the pursuit of value and growth. The risk appetite includes both quantitative measures as well as qualitative statements.

Our strategy in risk management entails the evaluation of internal and external risks and opportunities and setting the risk appetite to regulate risk-taking and monitor performance within acceptable thresholds.

Risk Capacity

This is the maximum amount of risk that the Company can bear, given available capital, liquid assets, borrowing capacity, and resources.

Risk Tolerance Limit

Risk tolerance limit is the maximum acceptable amount of risk the Company is willing to tolerate above the prescribed risk appetite within a short-term basis, on condition that there are risk management actions in place to go back to the prescribed risk appetite limits.

Risk tolerance limits are the clearly defined boundaries established by the Company's operating units that provide the basis upon which actual risk levels are kept within prescribed appetites.

Our Current Risk Priorities:

Strategic Risk

Strategic Risk is the risk that internal weaknesses and external factors that the Company may face will prevent it from achieving its strategic goals.

FY2025 is the first year of the Centum 5.0 Strategy period, whose theme is centred on value Optimization.

Effective management of change risk, regulatory changes, strategic brand positioning, and monetisation of the existing portfolio, within the approved risk appetite limits, is key to accelerating the success of our commercial strategy and achieving an enhanced brand equity value for Centum.

Information, Technology & Cyber Risks

Cyberattacks are on the rise with the advancement of digitalisation throughout the world and with hackers continuing to enhance their attack capabilities.

The Company has put in place measures to minimise the risk of system penetration, unauthorised access to information systems, and materialisation of attacks, and to ensure the correctness, availability, and confidentiality of data.

Artificial Intelligence (AI) technology continues to evolve rapidly as professionals continue to deploy AI tools in the performance of their tasks and roles. This brings the added threats of data security and copyrights, and unverified information. Centum continuously evaluates the adoption of this technology to ensure that integration does not undermine its network integrity or negatively impact productivity.

Climate Risk

Centum recognises the potential impact of climate change on the business as well as the Company's environmental footprint in the course of business operations.

As a result, the Company carefully considers various topics addressed by climate change and continues to embed climate action in our risk management approach.

To this end, we are addressing climate change risk through a comprehensive programme that aims to integrate environmental sustainability, as well as exploring the opportunities that come with it.

Centum is working towards minimising our contribution to climate change and promoting the transition to a low-carbon economy. The Company is also progressively adopting renewable energy in its areas of operation and integrating green projects to foster sustainability and responsible business practices.

People Risk

People Risk relates to potential losses or damages arising from human factors. It includes elements of governance risks, workforce performance management and HR systems, succession planning and business continuity, culture and behavioural conduct, personal data protection, people driven processes and enforcement of the Code of Ethics.

Centum maintains and implements a continuity plan for emergency preparedness and business continuity. The Company's preparedness is based on detailed action plans, working procedures, periodic testing, and drills defined in a system of emergency procedures.

The Company is intentional in its investment in training and the capacity of employees to ensure they are equipped and empowered to achieve Centum's strategic objectives.

We continue to undertake dedicated efforts to ensure the embedding of data protection principles in operations through regular sensitisation of employees and third parties to improve compliance.

Centum promotes a positive risk culture which comprises continuous employee risk awareness activities, a positive attitude towards risk management, and a proactive approach in risk mitigation at all levels within the business.

Centum is progressively adopting renewable energy in its areas of operation and integrating green projects to foster sustainability and responsible business practices.

OUR APPROACH TO RISK MANAGEMENT

External Risks

On the global landscape, the following risks remain a concern:

Geopolitical Risk with international tensions and unrest contributing negatively to commodity prices, supply chain disruption, and rising cost of due diligence on international transactions. The company has enhanced its risk assessments to review and monitor the related impact on its business objectives and portfolio operations.

International Governments' policy shifts, such as Government pronouncements that have an unintended direct and indirect impact on regional economies (both Kenya and Uganda). Centum continues to monitor and adapt strategies where necessary.

Sustainability Risk Management with key changes in the regulatory frameworks promoting sustainability disclosures and reporting, Centum is embracing early adoption in order to build capacity in readiness for globally set compliance deadlines.

Domestically, the following external risk areas continue to draw our attention:

Inflation trends and the overall CBK's monetary policy intervention have resulted in lowering interest rates with a direct impact on disposable incomes and investment decisions.

Regulatory evolution on the tax landscape as deployed by The National Treasury and its impact on the domestic economy.

Political unrest and protests, which to an extent impact our productivity as well as the safety of our clients, suppliers, or business partners.

Overview of Principal Risks

Principal risks are the key risks that have the potential to materially affect the achievement of the strategic objectives and impact our financial performance and brand reputation. These risks are under active and regular review by both management and the Board. The Board-set risk appetite, which is outlined in the Company Risk Appetite Framework, took into consideration the unacceptable outcomes to the business from the occurrence of key risk events. Outlined below are key risks that had a significant effect on the Company during the year under review and are projected to continue having an impact going forward:

KEY RISK TYPE	RISK DESCRIPTION	LINK TO STRATEGIC OBJECTIVE	RISK MANAGEMENT AND MITIGATION
Operational Risk	The risk of loss resulting from inadequate or failed internal processes, people, and systems. A failure of key processes, systems, and/or people comes at additional operating costs to Centum, reducing overall operational efficiency and effectiveness.	**Return**	This risk is managed through; • Embracing and fostering a culture of diversity and inclusivity that encourages staff to be innovative and supportive of each other. • Establishment of clear policies and processes. • Monitoring compliance with the policies and processes. • Clear goal setting and performance management. • A people-driven approach to managing the enabling technology and ensuring that system support is available all the time. This includes technology allowing staff to work remotely as may be needed from time to time.
Investment Risk/ Asset Risk	This is the risk of incurring financial losses in Centum's portfolio in pursuit of returns. This risk would arise from; • Under-performance by investee companies. • Investment concentration risk. • Adverse political, social, or economic change. • Illiquidity – inability to sell investment assets without incurring a substantial loss in value because of a lack of willing investors.	**Return**	The portfolio focus approach includes regular business review meetings. The key agenda in each of these meetings is to assess the management of all the key risks to which the asset is exposed. The Company also seeks to as much as possible diversify its risks by investing in a diverse range of industries. Our approach is to scale up our investments through the execution of value creation initiatives and realise value through an exit. We actively engage and maintain an active pool of possible and willing investors as part of the exit strategy.

OUR APPROACH TO RISK MANAGEMENT

Overview of Principal Risks

KEY RISK TYPE	RISK DESCRIPTION	LINK TO STRATEGIC OBJECTIVE	RISK MANAGEMENT AND MITIGATION
Liquidity and Capital Adequacy Risk	The risk that we do not have sufficient financial resources to meet our obligations when they fall due, or can only meet these obligations at a high financial cost.	**Capital Structure and Liquidity**	The Company runs liquidity stress tests and scenario analyses regularly to ensure that robust and optimal funding and use plans exist for best, plausible, and worst-case liquidity situations. Maintaining of an optimal balance of liquid assets through investment in fixed income securities with a good credit rating.
Financial Risk (Off-Balance Sheet Risks)	This is the risk that guarantees that we have issued to the benefit of some of our investee companies will be called up.	**Return**	Effecient portfolio oversight to ensure the investee companies remain on course to deliver their strategies and retain the required liquidity to meet their obligations.
Regulatory and Compliance Risk	This is the risk that our business may be adversely affected by: • New laws/regulations affecting our core business. • Ongoing litigation against us, our subsidiaries, or associates.	**Brand**	Compliance checks for all entities are conducted quarterly. There is proactive engagement with regulators on any changes in the business.

The top risk exposures by portfolio are highlighted in the table below:

PORTFOLIO	RISK CATEGORY	RISK DESCRIPTION	IMPACT AREA	RISK MANAGEMENT AND MITIGATION
Real Estate	**Market Uptake Risk**	Risk of less-than-expected sale of developed units.	**Return**	Achieving 30% presales before ground-breaking on projects with continuous sales during construction, with a target sales completion at 24 months from ground-breaking. Partnering with financial institutions that offer mortgage financing to expand client pools.
	Project Funding Risk	The risk that there will be inadequate funds for the construction phase of projects.	**Return**	Market validation before the start of the projects, as well as securing both debt and equity funding before and after ground-breaking.
	Liquidity Risk	Risk of inability to meet obligations as they fall due or incurring higher than budgeted finance costs in settling outstanding obligations.	**Return**	Enhancing sources of liquidity by improving on rate and value of customer deposits collected. Share of profits from completed projects is utilised in the new and existing projects.
Private Equity	**Investment Risk**	The risk that an investment's actual value reduces against the expected value uplift projected, informing its investment.	**Net Asset Value (NAV)**	Thorough screening of investments at the onset, with continuous portfolio monitoring leveraging our legacy expertise to increase value in our investees.
	Exit Risk	The risk of lower realisations from exits due to unfavourable industry/ private equity market dynamics or a lack of credible investors.	**Cash Returns**	Maintaining multiple potential exit relationships.
Marketable Securities Portfolio (MSP)	**Return Risk**	The risk of the portfolio achieving less than expected returns.	**Cash Returns**	Disciplined portfolio allocation guided by adherence to the Investment Policy Statement, with an affinity for instruments with good credit ratings and sound liquidity profiles.

Risk Appetite Statement (RAS)

Our Risk Appetite Statement simplifies Centum's risk appetite to ensure it is understood across all levels of our business and to provide baseline guidance on strategic and operational decision-making. The statement is at the heart of our Risk Management Framework.

"We create value for our shareholders through prudent and responsible investment practices. We have a low appetite for business disruptions arising from technology systems or operational systems failures. We have zero appetite for returns losses, or capital erosion due to misinformed decisions. We have zero appetite for engaging in business or activities that could compromise our reputation or diminish our brand equity value. We have zero appetite for business or market conduct that would result in regulatory breaches."

06

OUR HUMAN CAPITAL

1. Preamble

Our focus during the year was to bolster our human capital to meet the dynamic needs of the business in tandem with **Centum 5.0 strategy**, while driving significant improvements across key human resource management parameters.

We continued to build an inclusive, motivating and rewarding work environment where employees are recognised for their contribution to the success of our business, while fostering an empathetic organisational culture that empowers achievement of personal wellbeing goals and professional growth.

We are committed to remaining an Employer of Choice, offering equal opportunities to those who work or aspire to work with us.

2. Aligning our People Agenda with Centum 5.0

We continue to align the people agenda with the overall business strategy at the Investment Holding Company and Portfolio Company levels.

The People agenda to support the Centum 5.0 Strategy remains:

- Reward and Recognition
- Talent Management
- Learning and Development
- Diversity, Equity, and Inclusion.
- Staff Welfare

While each entity has the autonomy to cultivate its own culture and values, Centum maintains an appropriate level of oversight to ensure alignment with the broader strategic goals of the organisation. This balance allows for both independence and cohesion, fostering a unified approach to achieving our business objectives.

OUR HUMAN CAPITAL

96% *the 2025 Employment Satisfaction Score (ESS).*

5 ***EMPLOYEES rewarded and recognised for embodying Centum Values.***

Increased employee touch points e.g. through weekly ***Think Tank*** *sessions.*

We successfully organised ***2 team building*** *events that enabled employees to build a stronger sense of cohesion.*

3. Employee engagement remains a key priority

Employee engagement is a major element of our Human Resource management practice at Centum.

In a survey during the year, we recorded a significant improvement in the Employment Satisfaction Score (ESS) at 96% compared to 87% in the last culture survey conducted in 2022, signifying the positive impact of stakeholder engagement from an employee perspective.

Among the parameters scored in the survey were adaptability, involvement, consistency and mission.

Internal activities like team buildings, the annual CK Sports Day, end of year party and the Think Tank initiative launched in 2024 have resulted in a collaborative spirit of engagement and teamwork that contributed to the high engagement.

We successfully organised two team building events that enabled employees to build a stronger sense of cohesion and community.

4. Managing evolving workplace dynamics

Centum is committed to remaining an equal opportunity employer, and our diverse workforce reflects our dedication to fostering an inclusive workplace.

A significant portion of our staff consists of Millennials and Gen Zs, who account for 78% of the workforce and have distinct needs compared to their older colleagues.

We recognise the challenge of creating a work environment that caters to different generational needs and expectations. To address this, we focus on understanding the individual requirements of employees during performance appraisals and other engagement sessions and crafting tailored solutions. For instance, in the area of learning and development, we have implemented a training plan that caters to the unique learning needs of employees at various levels. This approach ensures that all team members can thrive and grow in their roles, regardless of their generational background.

5. Rewarding performance and excellence

At Centum, it is our policy is to ensure that employees are recognised and rewarded for their contributions to achieving our organisational objectives. We actively acknowledge and reward those who demonstrate exemplary performance, make outstanding contributions, or exceed the expectations of their roles. We believe that recognising employee contributions is vital to our business success, and as such, we have established practices to reward and highlight high performers.

Each year, through the Centum awards, employees have the opportunity to nominate their colleagues, with nominees carefully vetted by a committee. 5 employees were rewarded and recognised during the year for embodying Centum Values. Additionally, our Long Service Award honours those who have dedicated more than 10 years to the company, with 12 employees receiving this honour this year.

We are committed to fostering a culture of growth and excellence. If an employee's performance falls below standards, we engage collaboratively with them through our Performance Improvement Programme to address any gaps. Promotions within the organisation are based on performance, workplace conduct, potential for progression, and suitability for the role.

6. Fostering a culture of continuous learning

Through the Centum Learning and Development (L&D) programme, employees have the opportunity to enhance their skills, gain the professional competence necessary to perform their roles effectively, and advance in their careers. Participation in the L&D programme is mandatory for all employees and follows a comprehensive training plan that covers both functional learning related to specific roles and broader company learning that aligns with our overall strategy and operations.

We identify the training and learning needs of each employee during performance appraisals or based on their self-development goals. Consequently, we encourage employees to voice their learning needs. Centum is committed to cultivating a culture of continuous learning within the organisation. Employees are expected to take an active role in partnering with Centum to develop their skills and competencies. Our training policy aims to provide opportunities for all employees to engage in learning and development that not only supports their current roles but also prepares them for potential future advancements.

The company also offers support through ongoing professional development programmes and enforces mandatory certifications. The primary objective of our L&D initiatives is to enable the business to meet its strategic objectives through a well-trained and professionally competent workforce.

During the year, Centum staff participated in training courses covering diverse areas, including human resource, governance, ethics, risk and compliance, strategy, sustainability reporting, women in governance and leadership, tax, and information privacy.

7. Managing our talent to power business growth

The business must maintain an optimal workforce while allowing for a certain level of attrition to meet its human resource and strategic objectives. We prioritise the recruitment and retention of highly qualified and diverse employees who align with Centum's values and strategic goals. Aligning our workforce planning and recruitment efforts with the company's evolving business needs is crucial for remaining competitive and achieving our objectives.

To attract, hire, and retain capable staff, we offer robust employee welfare programmes and attractive remuneration packages. As an organisation, our target is a cap of 15% for general attrition rate and 5% for regrettable exits.

In addition to maintaining an optimal workforce, we have implemented robust mentorship and coaching programmes designed to help employees advance in their careers while fostering supportive relationships within the organisation. When working on projects, employees have access to colleagues at all levels, including senior executives, creating an environment of collaboration and learning.

In 2024, we launched the Think Tank initiative, a platform where employees can share their expertise within their professional fields or explore other areas of interest. This initiative aims to encourage thought leadership, networking, and the sharing of experiences across the organisation.

Centum also operates an internship programme because we recognise the importance of providing meaningful work experiences for students from institutions of higher learning. This initiative prepares them for future employment and helps bridge the gap between academic learning and real-world application.

8. Creating a diverse and inclusive workforce

At Centum, we foster an inclusive work environment by ensuring a fair and transparent recruitment process that provides equal opportunities for all candidates, regardless of background or identity.

We take pride in creating a working environment that promotes inclusivity and equality. Each employee at Centum is empowered to feel a sense of belonging. We have a strict non-discrimination policy guiding our hiring process that emphasizes merit and competence.

Centum has a robust Equity, Diversity, and Inclusion (EDI) policy anchored on the following principles:

Equity: providing fair access to opportunities and resources while addressing barriers that may hinder full participation.

Diversity: recognising and valuing differences in race, ethnicity, gender, age, disability, sexual orientation, socioeconomic background, and other unique characteristics.

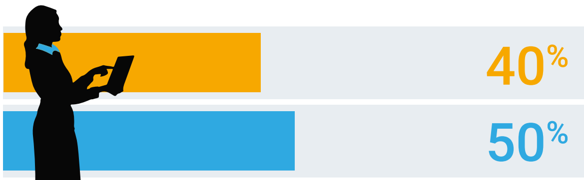
Inclusion: creating a culture where every individual feels valued, respected, and empowered to contribute fully.

Our staff complement ratios remained fairly consistent with the previous year at a 50:50 male: female gender ratio. We have an increasingly younger workforce with the majority being Millenials and Gen Z's.

Having a younger workforce ensures the business can nurture and develop talent to meet its present and future human capital needs, while aligning with emerging trends shaping the future workplace.

Key Demographic Ratios:

Gen X	23%
Millenials	55%
Gen Z	23%



We maintained female representation in management at 40% and 50% at the Board level.

9. Promoting employee welfare, health, and wellbeing

A healthy workforce ensures productivity and performance levels that support the growth of the business. Furthermore, well-looked-after staff are motivated to give their best in their job every day. Therefore, Centum prioritises the health, wellbeing and welfare of its employees with a holistic approach to physical, mental and emotional wellbeing, and achieving work-life balance.

We are committed to supporting a balanced and flexible work environment where employees can thrive both professionally and personally. We believe that a well-rested, healthy, and happy employee is more engaged, productive, and innovative.

9.1. Overall Staff Welfare; This includes ensuring that employees have a safe working environment (including ergonomic furniture), adequate amenities, and access to benefits such as medical insurance. Notable improvements in this area during the year include the introduction of Club Day which provides an opportunity for staff to collectively participate in physical activities.

9.2 Physical Health; The company not only encourages staff to embrace healthy lifestyles but also provides amenities for physical exercise and sporting activities, as well as healthy, nutritious meals served at the staff canteen.

- ***Health and fitness programs:*** We provide access to gym facilities to promote physical health. Additionally, Two Rivers complex has a track and field for outdoor activities that staff utilise. Every Thursday, we have the Club Day, where employees can go out to the field and play a game of their choice.
- ***Sporting activities:*** We also have an Annual Sports Day where staff from Centum and our related companies participate in various games. This helps build a culture of competitive teamwork.
- ***Health meal options:*** We provide free, nutritious meals at the staff canteen as part of company policy to promote healthy living and prevention of non-communicable diseases attributable to diet factors.

9.3 Mental and Emotional well-being; We encourage a culture of openness at Centum, where employees feel free to reach out in times of personal crisis.

Through our medical cover, we maintained a toll-free psychosocial support line. The mental health support programme is part of the medical benefits available to employees. Centum Group offers an Employee Assistance Programme to provide confidential counselling and support services for employees dealing with personal or work-related challenges.

9.4 Flexi-work Options; We believe in offering flexible work options to accommodate employees' needs, recognising that each person's work-life balance requirements are unique. The company has flexible work options catering for employees with special needs such as nursing mothers, those recently bereaved, or are undertaking part-time study.









9.5 Work-life Balance; We introduced Club Day, along with other engaging activities, to encourage employees to embrace a healthy balance between their work and social lives. With our working hours set from 8 am to 5:30 pm, employees have the opportunity to enjoy free time during the day to participate in meaningful endeavors outside of work. We recognise the importance of work-life balance and actively encourage our employees to take time off to rest, recharge, and prioritize their well-being. As part of our commitment to creating a healthy and productive work environment, all employees are entitled to annual leave in accordance with company guidelines and applicable laws.

10. Upholding employee rights and fair labour practices

Centum adheres to relevant labour laws, industry standards, and ethical practices throughout the recruitment and resourcing processes to maintain a compliant and accountable organisation. These include domestic and international conventions, laws and regulations governing employer-employee relations and the rights of workers.

Promoting a safe, health working environment

This includes Occupational, Safety and Health standards to guarantee a safe, healthy working environment with minimal or no workplace incidents. We ensure that all employees are able to work safely and efficiently with a good knowledge of all potential hazards and how to avoid them. We have a Health and Safety Policy guided by the Occupational Safety and Health Act 2007.

Prohibition of all forms of harassment

We have a zero tolerance to any form of harassment, physical or sexual, and any violations are taken seriously and necessary action taken against offenders. We had no incidents of sexual harassment during the year.

Diversity, equality and inclusivity

We are also committed to eliminating all forms of discrimination and give people from all backgrounds a chance to succeed. Our Diversity, Equality and Inclusivity (DEI) policies ensure that we have a diverse and inclusive workforce where employees enjoy equal treatment. Centum believes in treating all employees, contractors, and visitors with dignity, respect, and fairness. This policy applies to all employees of Centum and its subsidiary companies, contractors, consultants, vendors, and other stakeholders engaging with Centum in any capacity.

11. Whistle-blowing

Centum aims to create a climate where workplace concerns and irregularities can be reported safely and without fear of retribution and victimisation. In addition, the company wishes to encourage an open and ethical workplace and promote a culture of reporting wrongdoing. Our whistle-blowing policy ensures that conduct or activities that are potentially unethical and unlawful are reported to the relevant people safely and securely.

12. Employee role in embedding sustainability in the business

As a publicly-listed company at the Nairobi Securities Exchange (NSE), Centum has embraced sustainability as a core component of its operations in response to the global call for responsible business practices. By integrating Environmental, Social, and Governance (ESG) criteria into our business and investment activities, Centum is committed to fostering a sustainable future.

Over the years, we have cultivated a workplace environment that prioritizes sustainability. This includes initiatives aimed at carbon reduction and promoting green practices throughout our organisation. Our employees are integral to this effort, and we continue to provide them with training focused on ESG principles to enhance their understanding and involvement.

Our workforce plays a crucial role in our ESG and sustainability strategy, which we developed during the year under review. Recognising the importance of community engagement, we are also revitalizing the Centum Foundation, our corporate social investment arm. We expect our employees to actively participate in community-based initiatives that align with the company's values and objectives. Through these efforts, Centum is not only contributing to sustainable development but also empowering our employees to make a meaningful impact in their communities.

07

SUSTAINABLE INVESTING

SUSTAINABLE DEVELOPMENT DRIVES OUR BUSINESS

At Centum, we recognise that sustainability is essential to the long-term success of our business, making sustainable investing a crucial aspect of our investment decisions. Our investment objectives are anchored in sustainable development, which we define as human progress that fulfils present needs without compromising the ability of future generations to meet their own.

United Nations Global Compact

As a responsible business, Centum actively supports the United Nations' Sustainable Development Goals and aligns its investments with global environmental, social, and governance (ESG) standards.

In March 2024, Centum took a significant step by signing up for the UN Global Compact, the world's largest corporate sustainability initiative, committing to integrate the 10 Principles focused on human rights, labour, environment, and anti-corruption into the business strategies and operations.

In July 2025, Centum undertook its first annually required Communication on Progress (CoP), a public demonstration of accountability and transparency initiatives on the Company ensuring the status remains Active especially upon renewal undertaken in March 2025. These actions further solidify Centum's dedication to realising the SDGs and advancing the overall global sustainable development agenda.

Our commitment to the 10 Principles of the UN Global Compact

	PRINCIPLE	PROGRESS
Human Rights	**Principle 1:** Businesses should support and respect the protection of internationally proclaimed human rights and **Principle 2:** Businesses should ensure that they are not complicit in human rights abuses.	• We uphold the human rights of our employees and contractors and also require our portfolio companies to uphold the rights of employees and people in their supply chains. • Centum's Responsible Investing ESG Policy requires investee firms to respect human rights, including equitable treatment across the supply chain and fair customer treatment • Centum conducts due diligence and uses ethical investment frameworks to avoid harmful investments or partnerships.
Labour	**Principle 3:** Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.	• One of the minimum criteria for our portfolio companies is that they treat employees fairly, uphold their freedom of association, and collective bargaining. To date, Centum has no reported violations of human rights.
	Principle 4: Businesses should uphold the elimination of all forms of forced and compulsory labour.	• Forced labour remains a global challenge manifesting through coercion into employment, including measures to prevent and combat any form of forced or compulsory labour across the business operations and portfolio.

Labour	**Principle 5:** Businesses should uphold the effective abolition of child labour.	• Centum and its investee companies does not employ children in a manner that is economically exploitative or is likely to be hazardous or to interfere with the child's education, or to be harmful to the child's health or physical, mental, spiritual, moral or social development. • We conduct due diligence to prevent the use of child labour in the business, portfolio companies, and supply chain.
	Principle 6: Businesses should uphold the elimination of discrimination in respect of employment and occupation.	• We promote a diverse workforce • 50:50 gender ratio for men and women at the board level and across the workforce. We are working towards achieving 50:50 parity at the management level. • Since 2023, Centum has maintained a zero gender pay gap between its male and female staff affirming its commitment on fair compensation. • Centum now reports zero gender pay gap - Business Daily.
Environment	**Principle 7:** Businesses should support a precautionary approach to environmental challenges.	• Deliberate measures to reduce the carbon footprint, promote energy efficiency, and adoption of green energy. • We also undertake as required by regulators, Environmental impact assessments (EIA) before projects and developments.
	Principle 8: Businesses should undertake initiatives to promote greater environmental responsibility.	• Tree planting initiatives that also contribute to the national tree planting programme and goals. • 30 per cent of our developments dedicated to green landscaped spaces under our "Green by Design" approach. • Carbon footprint reduction mainly through adoption of solar power technology. • Energy efficiency – Solar installations at Two Rivers complex for residential and commercial use, with a capacity of 1.2 MW. • Water desalination at Vipingo thus reducing pressure on scarce fresh water resources. • Water recycling at Two Rivers complex: 85 per cent of waste water recycled and reused within the facility.
Anti-Corruption	**Principle 9:** Businesses should encourage the development and diffusion of environmentally friendly technologies.	• Solar energy technology adopted at Two Rivers. In 2024, we were in the final stages of sealing a strategic partnership to increase solar power output from 1.2 MW to 3.2 MW. • Green building certifications, such as EDGE Certification for South Tower. We plan to achieve 80% EDGE certification for all our projects by 2027.
	Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.	• We implement high corporate governance standards, including zero tolerance towards fraud, corruption, and bribery, while promoting a culture of transparency and accountability across all business operations. • Implementation of a whistle-blowing policy including launch of the Whistleblowing Portal in Nov of 2024.

Our Investment Philosophy

In our pursuit of becoming Africa's foremost investment channel, Centum is guided by its Investment Philosophy, which emphasizes the importance of focusing on investments that generate not only financial returns for shareholders but also benefit the environment and society. We are dedicated to protecting the environment, acting socially responsibly, and conducting our business in a legal and ethical manner. These principles form the foundational pillars of Centum's investment decision-making, portfolio management, and value creation activities, ensuring that our efforts contribute positively to both our investors and the communities we engage with.

Responsible Investing Policy

Our business is anchored in our Responsible Investing Policy, which mandates us to make conscious decisions that consider Environmental, Social, and Governance (ESG) factors, risks, and opportunities. This framework is integral to our mission of generating greater value for our shareholders and society at large. By adopting this approach, we reaffirm Centum's commitment to our stakeholders while embedding integrity as a core governing value and guiding principle.

This ensures that our investment decisions are not only financially sound but also socially responsible, fostering a positive impact within the communities we serve.

We practice responsible investing by:

- Ensuring we only invest in companies that meet strict criteria governing responsible investment.
- Minimising exposure to ESG-related risks.
- Capitalising on ESG-related opportunities by investing in sectors that show high growth potential.
- Increasing value at exit.

Our ESG strategy

Paramount to our long-term success and sustainability as a business is ensuring that the companies we invest in have integrated minimum environmental, social, and governance (ESG) standards into their operations. Key to this is reducing their environmental impact, enhancing their social performance, and governing their businesses responsibly. Furthermore, they must demonstrate both the ability and willingness to meet the following criteria throughout the investment life cycle, from due diligence to exit:

- Ensure equitable distribution of value across the supply chain in all operations.
- Responsible approach to environmental management, including efficient use of natural resources and mitigating environmental risks and damage.
- Respect the human rights of their workers and people working in their supply chain.
- Maintain safe and healthy working conditions for their employees and contractors.
- Treat employees fairly, upholding their freedom of association and collective bargaining.
- Protect customers and their health, safety, and well-being.

These criteria are considered at all stages of our investment processes and form part of our investment policy. By adhering to these criteria, we ensure that our investments not only yield financial returns but also contribute to a sustainable and responsible future.

Aligning ESG with Centum 5.0 strategy

Sustainability is a core component of our business strategy, Centum 5.0, which incorporates our ESG strategy developed in the past year. Aligned with Centum 5.0's objective of maximizing value across our portfolio, the Sustainability Strategy focuses on sustainable value creation. This strategy sets specific targets under the Environment, Social, and Governance pillars, which we plan to achieve primarily through our portfolio companies.

How do we promote ESG Stewardship?

We leverage our ownership position to ensure that our portfolio companies adopt high ESG standards, effectively mitigating investment risks while enhancing investment value at exit. Our commitment to ESG stewardship involves making intentional decisions that safeguard long-term value for our clients.

At Centum, we actively influence ESG decision-making within our portfolio companies, ensuring that ESG principles are integrated into the operations of the businesses we invest in. During our investment screening process, ESG considerations serve as the primary criteria, guiding us in determining which investments are included in our portfolio.

ESG Governance in Centum and Portfolio Companies

Effective ESG governance is key to implementing best practices across our business and portfolio. We have developed a comprehensive institutional framework that addresses ESG issues and concerns at every stage of the investment cycle, ensuring robust oversight of ESG performance and compliance. This structure allows us to effectively manage and integrate ESG considerations into our operations and investment strategies.

Board of Directors	Oversight and compliance with ESG
Investment Team	Integrates ESG performance into investment decisions and tracking of portfolio performance
Finance and Investment Committee	Responsible for pre-investment ESG appraisals
Portfolio Company Boards	Accountable for post-investment ESG monitoring and performance
Risk Committee	Oversight over ESG compliance, risk monitoring

Contribution to Sustainable Development Goals

Centum has selected eight Sustainable Development Goals (SDGs) that are most pertinent to our business and value chain, focusing on areas where we can make the most significant positive impact on society and human progress. By aligning our initiatives with these select SDGs, we aim to drive meaningful change and contribute to sustainable development. These are:

SDG		Centum Impact
4 QUALITY EDUCATION	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all.	• We provide at least 50 full scholarships every year to bright but needy students in Kilifi County. To date, we have awarded a total of 500 scholarships. • Supporting an innovative digital learning platform in partnership with Longhorn Publishers. • Promoting a culture of continuous learning at Centum as part of human capital and talent development, thus contributing to lifelong learning through the Ajiry learning platform.
5 GENDER EQUALITY	Achieve gender equality and empower all women and girls.	• We not only created a diverse workforce but also supported participation by female employees in leadership and decision-making. 50% board directors are women, and 40% of senior leadership roles are held by women. We maintain a 50-50 gender ratio in the workforce.
6 CLEAN WATER AND SANITATION	Ensure availability and sustainable management of water and sanitation for all.	• Centum runs Kenya's largest reverse osmosis water treatment facility at its Two Rivers property. • We have invested in a saltwater desalination plant in Vipingo. • We provide support to 150 small-scale water service providers in Kenya.
7 AFFORDABLE AND CLEAN ENERGY	Ensure access to affordable, reliable, sustainable, and modern energy for all.	• We are contributing to the expansion of geothermal energy production in Kenya with a 140MW geothermal field under development. • Solar energy production at Two Rivers (1.2MW) reduces reliance on the national grid and reduces carbon emissions. • We utilise green energy at Greenblade Growers with a solar energy capacity of 0.2MW.
8 DECENT WORK AND ECONOMIC GROWTH	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.	• Our greatest contribution is through the jobs we create, both directly and indirectly, across the value chain and the taxes we pay. • We promote equal employment and work opportunities for all. • We provide a supportive work environment promoting the safety, health, and wellness of all employees.

SUSTAINABLE INVESTING

Contribution to Sustainable Development Goals

11 SUSTAINABLE CITIES AND COMMUNITIES	Sustainable cities and communities.	• Investment in affordable housing projects • Incorporating green building initiatives • Sustainable use of resources through the use of clean sources of energy.
13 CLIMATE ACTION	Take urgent action to combat climate change and its impacts.	• Promoting energy resource efficiency in real estate projects and developing resource-efficient, green-certified properties. • Deployment of renewable energy (solar) to reduce reliance on non-renewable power and minimise carbon footprint. • Investing in geothermal energy production through the Akiira Geothermal Plant. • Over 3,500 indigenous trees planted at Two Rivers Development.
17 PARTNERSHIPS FOR THE GOALS	Partnership for the goals.	• Meaningful partnerships through Centum Foundation • Strategic public-private partnerships • Sustainable investment through portfolio companies • Promote transparency and knowledge sharing.

Integration of ESG across the business Portfolio

SUBSIDIARY	HOW SUBSIDIARY BUSINESS CONTRIBUTES TO CENTUM'S SUSTAINABILITY/ESG AGENDA
nabo CAPITAL	Encourages clients to align their investments with life goals like education, health, and philanthropy, reflecting broader social goals beyond just financial returns. Focuses on socially responsible investors looking for superior financial returns by investing in a de-risked portfolio in volatile markets. Promotes financial inclusion by offering retail access from as little as Ksh 100,000.
TRIFIC TWO RIVERS INTERNATIONAL FINANCE & INNOVATION CENTRE SPECIAL ECONOMIC ZONE	Hosts Innovation for Entrepreneurs to support and accelerate the growth of small businesses and start-ups, thus contributing to economic growth and job creation. Also, supported Chanzo ONESPACE Startup and Scaleup Accelerator (COSSA), investing in high-tech startups. North Tower achieved EDGE certification in September 2024 for energy efficiency and water conservation (25% energy savings; 23% less water used), in addition, reduced carbon footprint (58% less carbon materials in construction). .
CENTUM re	"Green by Design" is an environmentally conscious concept where minimum of 30% of the developments is dedicated to green spaces. Carbon footprint reduction mainly through the adoption of solar power technology. Energy efficiency by embracing energy-saving technology within the premises. Water desalination at Vipingo conserves natural fresh water resources. Also, 85 per cent of wastewater at Two Rivers is recycled and reused within the facility.

TWO RIVERS	The Mall supports physical wellbeing and inclusive social use of a public space, thus contributing to health and social wellbeing. Incorporates renewable energy by tapping into a 1.2 MW rooftop solar plant (owned/operated by Two Rivers Power Company). Achieved 85% wastewater reuse for landscaping within the broader Two Rivers complex. Engages in various Corporate Social Responsibility (CSR) initiatives supporting communities, for example, donations to children's homes.
Greenblade Growers Ltd	Utilizes environmentally-friendly crop production practices, including an Integrated Crop Management aimed at achieving zero maximum residue levels for chemical inputs. Greenhouses are fully drip-irrigated and use harvested rainwater, significantly reducing dependence on river extraction, thus contributing to the protection of ecosystems. Installed a 101 kWp grid-tied solar system, generating approximately 195 MWh/year, covering over 50% of the farms' electricity needs as renewable energy. Compliant with food safety, labor practices, and traceability standards for export markets with certifications from Global GAP, BRC, HACCP, SMETA, GRASP, and Ethical Trading Initiative.
JAFARI CREDIT	Promotes financial inclusion with its comprehensive loan product for civil servants who can access asset financing, emergency working capital, as well as cash to settle medical bills and school fees.
TIERDATA A member of the Centum Group	Has adopted energy-efficient infrastructure for its office and data centre. Has developed smart water meters that help clients monitor water use and reduce leakages. Promotes Artificial Intelligence (AI)-enabled financial technology, data protection, and financial inclusion. Partnered with Centum to develop local IT talent focusing on software engineering and innovation, thus increasing employment and entrepreneurship opportunities for youth.
LONGHORN PUBLISHERS PLC	Offers inclusive digital learning platforms through its e-learning subsidiary LoHo Learning Limited, including sign language-enabled e-books for hearing-impaired learners. By promoting e-books and e-platforms, Longhorn contributes to reduced use of paper in the education ecosystem, thereby conserving trees and forests. Has partnered with ChildFund, a non-governmental organization, to strengthen Early Childhood Education in Baringo County, supporting quality education and learning opportunities for children in less privileged communities. In March 2025, donated 600,000 books to the Kenya National Library Service, as part of a commitment to improve lives through enriching individuals with knowledge. In December 2024, donated 1,000 Competency-Based Curriculum textbooks to the Department of Correctional Services, thus supporting education for all.
AKIIRA One GEOTHERMAL	Supports Kenya's transition to renewable energy by investing in geothermal power production. Has integrated Stakeholder Engagement, including Grievance Redress Mechanism for Project Affected Persons and Communities and Marginalised Groups.

Looking ahead: 2025 and beyond

As we continue to evolve in a dynamic investment landscape, we are committed to enhancing transparency and accountability in how we create long-term value for all stakeholders. In line with this commitment, this quarter, we plan to publish a standalone Sustainability Report, which is separate from our Integrated Report.

This dedicated report will provide deeper insights into our ESG performance, our alignment with the UN Sustainable Development Goals, and the measurable impact of our sustainable investing strategies across our portfolio. By sharing our journey, we hope to spark meaningful dialogue, foster new partnerships, and reaffirm our role as a catalyst for sustainable development in Africa.

Centum Foundation:
Transforming lives and communities

The Centum Foundation is the principal Corporate Social Responsibility (CSR) vehicle of Centum Investment Company PLC and Centum Group.
Although each company in the Group undertakes various social investment initiatives, the Foundation acts as a unified CSR vehicle coordinating independent initiatives by the entities for greater impact. The Foundation also provides guidance and support through pooled resources and shared expertise.

Driving impactful programs transforming lives and communities

The Centum Foundation was established in 2016 by Centum Investment Company PLC to consolidate and scale the Group's corporate social initiatives, while driving highly impactful programmes that enhance the well-being of communities across Kenya and Africa.

Since its inception, the Foundation has remained steadfast in its vision: to champion sustainable programmes that transform lives through education, health, entrepreneurship, mentorship, and environmental conservation. Its mission is to facilitate creative and scalable solutions that empower both communities and entrepreneurs across the continent.

Over the years, the Foundation has been instrumental in creating success stories by supporting youth-led enterprises, improving access to quality education and healthcare, and fostering environmental stewardship. Through strategic partnerships and targeted interventions, it continues to unlock opportunities that drive inclusive growth and long-term impact.

The Foundation's contribution to Centum Group's CSR success

Elevated brand recognition:
The Foundation acts as a strategic vehicle driving the Group's CSR initiatives, thus providing exposure to Centum's transformational impact on communities, further contributing to brand building efforts.

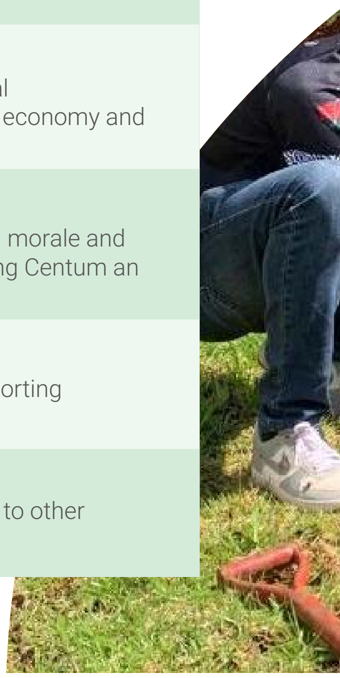
Optimizing costs:
By consolidating the Group's corporate social initiatives, the Foundation acts as a platform for optimizing resources invested by the company and its portfolio companies in various programmes and initiatives while harnessing shared expertise.

Driving influence:
Through strategic impact in areas such as education, health, entrepreneurship, and environmental conservation, the Foundation helps drive Centum influence across key sectors of the society and economy and contribute to the global Sustainable Development Goals.

Employee engagement:
The Foundation offers an opportunity for staff to volunteer in various CSI activities, thus boosting morale and employee retention. Contributing to impactful social causes also elevates the brand profile, making Centum an employer of choice.

Streamlined social investment:
Integrating the Group's CSR initiatives allows for a more coherent approach and standardised reporting framework across the portfolio.

Scaling impact:
Coordinated efforts and transparency make the Group more attractive as a social impact partner to other institutions, including non-governmental and civil society organisations.



A strategic realignment for greater impact

Over the past eight years, the Foundation has made significant strides in advancing our mission. Building on this success, the Board and management have identified the need to realign our operations to become more dynamic, focused, and impactful—especially in the thematic areas where our Group's contributions can make a deeper difference in the communities within which we serve.

This strategic shift is designed to enhance our Corporate Socal Responsibility (CSR) positioning by harnessing the power of synergy, shared resources, and unified visibility across the Group. By adopting a more integrated approach, we aim to unlock strategic partnerships and drive meaningful, and measurable impact.

Our chosen areas of impact (Impact Pillars)

1. Education	In addition to scholarship programmes, we aim to invest in educational infrastructure and promote partnerships in educational content.
2. Youth Empowerment	Promoting skills development, entrepreneurship, and scholarships for vocational training.
3. Healthcare & Wellness	Investing in community health initiatives with a focus to improve health outcomes. We also aim to support health and wellness programmes.
4. Entrepreneurship	Supporting Small and Medium Enterprises through training, mentorship, and seed capital.

08

OUR PORTFOLIO PERFORMANCE

BUSINESS REVIEW

Centum Capital Partners (CCAP)

Centum Capital Partners (CCAP) is a wholly owned, independently managed subsidiary of Centum and a private equity fund manager and currently manages Centum's private equity assets with an additional mandate to manage any new private equity funds and third-party capital alongside Centum's own capital.

Our Business Model

Centum Capital Partners (CCAP) adopts different "Parenting Models" in its portfolio management of different companies, where we prioritize the eventual independence and autonomy of each company in our portfolio, aligning with our vision of nurturing individual entities for value creation, and ultimately exit. We maintain an active and supportive role, leveraging our industry insights, strategic advice, and extensive network to deliver on the strategic vision. By fostering independence, we enable our portfolio companies to remain agile to adjust swiftly to market shifts and seize growth opportunities as they arise, as well as remain investor-ready should opportunities for exit materialize.

From a value creation strategy standpoint, CCAP's value creation levers are mainly centred around unlocking the true earnings potential of our underlying investee companies to maximize shareholder value. The earnings potential is unlocked through a combination of driving revenue, enhancing margins, capital deployment and risk mitigation This is achieved through working closely with management teams to define and drive business strategy, supporting business development, and growth capital raising by leveraging on Centum's networks and experience.

Our ESG Approach

CCAP has had a long-standing commitment to fostering strong Environmental, Social and Governance (ESG) performance in its portfolio. Seeking positive ESG outcomes aligns with one of our core values of investing responsibly, which forms the bedrock upon which sustainable development is anchored within the Company. We believe that working towards implementing high sustainability or environmental, social and governance ("ESG") standards at the companies in which we invest, is the best way to mitigate risk and an opportunity to create value.

CCAP engages and aligns its ESG practices with a range of leading performance – focused organizations and standard setting entities, including the Sustainability Accounting Standards Board (SASB), Task Force on Climate-related Financial Disclosures (TCFD) and Global Reporting Initiative (GRI).

To best improve the environmental and social impacts of our deployed capital, material ESG considerations are managed across multiple functions, including Risk and Compliance, Legal and Governance, Human Resources and Operations. The multidisciplinary team reviews the progress, activities, risks, and opportunities related to the environmental and social impacts of our capital at work. In addition, we have a dedicated team of ESG-focused professionals supporting the Company's activities in these areas.

The ESG team is responsible for the design, implementation, and performance of the firm's ESG strategy, including how to conduct ESG screening and due diligence on potential investments, encouraging cross-portfolio collaboration and knowledge sharing, as well as developing initiative-level engagements designed to create value and improve performance within individual portfolio companies.

FY 2025 PORTFOLIO PERFORMANCE

In the Financial Year ended March 2025, the Private Equity Portfolio recorded an improvement in operational performance compared to the previous financial year. Management efforts continued to be centred on: -

1. Driving Growth and Optimization

Management focused on fast tracking growth across the portfolio by exploring new investment opportunities, expanding product lines, and refining existing business models to increase market share. Our focus remains aligned with our current 5.0 strategy where we continue to focus on enhancing cash generation ability of our portfolio, to drive asset re-allocation and ultimately enhance the cash annuity income generated by the portfolio for distribution to our shareholders.

2. Enhancing Organizational Effectiveness

Efforts were also concentrated on improving the organizational effectiveness of various portfolio companies. This encompassed streamlining operations, refining management structures, and implementing best practices to boost efficiency and productivity.

PORTFOLIO PERFORMANCE

Growth Portfolio

(a) CENTUM REAL ESTATE LIMITED (CENTUM RE)

Centum Real Estate Limited is the holding company of four wholly owned subsidiaries i.e Vipingo Development Plc, Pearl Marina Estates Limited, Centum Development Kenya Limited, and Uhuru Heights Limited. Centum Real Estate Limited has two distinct business segments:

i) **Centum Real Estate (DevCo):** That is primarily involved in the development and sale of residential housing units; and,

ii) **Centum Real Estate (LandCo):** That is primarily involved in the sale of development rights. The company has continued to make great strides in its different businesses located in Kenya and Uganda, as evidenced by the quantum and value of development rights sales, size of residential units' pipeline, sales, cash collections and receivables.

i. RESIDENTIAL UNITS

Centum Real Estate (DevCo) has approximately 2,630 units in its project's portfolio spread out across Vipingo (Kilifi, Kenya), Nairobi (Kenya) and Pearl Marina (Uganda) and 89% of these had been sold as of 31 March 2025.

The units sold have a revenue potential of Ksh 19.9 Bn while the value of units in inventory is Ksh 2.5 Bn. From the sales made, Ksh 10.1 Bn cash had been collected and Ksh 6.4 Bn remained in receivables. According to IFRS, the revenue from units sold is only recognized in the profit and loss after completion, receipt of full payment and handover to the buyers. Thus, the profit from the current project portfolio will progressively be reflected in the Centum RE company books as they are completed. Additionally, despite the existence of registered sale contracts, the outstanding receivables from units sold do not reflect as an asset in the books of Centum RE but these remain a primary source of consistent stream of cash flows to the business as customers continue to make instalment payments for the units.

The gross realizable cash from receivables and inventory stood at Ksh 6.4 Bn with a cost to completion of Ksh 3.7 Bn, thus representing a net cash potential of Ksh 2.7 Bn for Centum Real Estate.

Cumulative Sales	Total Value	Total Cost	Profit Potential	Cash Collected	Receiva-bles	Cost to completion	Net cash Realizable
Residential Business Ksh. (Bn)							
Completed-sold & recognized in P&L	10.1	(9.2)	0.9	10.1	0	0	0
Completed-sold but not recognized in P&L	0.5	(0.3)	0.2	0.4	0.1	0	0.1
Completed- but not sold	0.1	(0.1)	0	0	0.1	0	0.1
Ongoing- sold	9.3	(7.7)	1.6	5.4	3.9	(2.3)	1.6
Ongoing- not sold	2.3	(1.8)	0.5	0	2.3	(1.4)	0.9
Total	**22.3**	**(19.1)**	**3.2**	**15.9**	**6.4**	**(3.7)**	**2.7**

ii. DEVELOPMENT RIGHTS

Centum Real Estate holds land banks across East Africa (Vipingo, Kilifi County, Kenya) and Pearl Marina (Uganda) which originally measured 10,600 acres. These have been value added through master-planning, securing development approvals and installation of world class infrastructure which includes internal roads, power, clean and wastewater management infrastructure, security, ICT.

Centum RE is currently selling portions of the land banks to other developers and so far, Ksh 8.6 Bn worth of sales have been made. The attributable cost of land and infrastructure apportioned to these sales is Ksh 1.0 Bn, thereby translating to 88% average profit margin realized.

Since the land bank is accounted for as investment property in accordance with IFRS, the asset is revalued annually, and value uplift recognized through profit and loss. At the point of sale, the capital gains that were previously booked are monetized. From the foregoing sales, Ksh 6.7 Bn cash has been collected and this represents 78% of the value of sales achieved. Surplus cash from land sales continue to be up streamed to the parent company, Centum Investment Company Plc, as repayment of the shareholder loans previous advanced to acquire and develop the property.

Cumulative Land Sales	Total Value	Cost (Land+Infra)	Profit Potential	Cash Collected	Receivables
Land sales segment (Ksh.Bn)					
Signed contracts-Completed (Bulk)	3.8	(0.6)	3.2	3.8	0
Signed contracts-Completed (Retail)	0.4	0	0.4	0.4	0
Signed contracts-Ongoing (Bulk)	3.5	(0.4)	3.1	2.1	1.0
Signed contracts-Ongoing (Retail)	1.0	0	1.0	0.4	0.6
Total	**8.7**	**(1.0)**	**7.7**	**6.7**	**1.6**

iii. PERFORMANCE HIGHLIGHTS FOR THE YEAR ENDED 31 MARCH 2025

a) Residential Units Development

In line with the criteria set by IFRS, revenue from the sales of residential units is only recognized in the profit and loss once the units have been fully paid for, construction completed and handed over to the buyers. The cash received with respect to units that have been sold but are yet to meet the revenue recognition criteria is booked as customer deposits (current liabilities) on the balance sheet. Thus, the profitability and impact of the residential project portfolio on shareholder value is expected to be reflected in future periods as revenue is recognized and matched to capitalized costs.

During the year ended 31st March 2025, the company recognized revenue from 212 units (FY 2024: 290 units) and booked revenue of Ksh 2.5 Bn (FY 2024: Ksh 3.7 Bn). At close of FY2025, the units that had been sold and completed but pending revenue recognition were valued at Ksh 500 Mn (FY2024: Ksh 1.9 Bn) while the unsold but completed units were valued at Ksh 100 Mn (FY2024: Ksh 300 Mn). The revenue from this clusters is expected to be booked in FY2026.

b) Sale of Development Rights

In line with the criteria set by IFRS, revenue from the sales of development rights is only recognized in the profit and loss once the development rights sales have been fully paid for and handed over to the buyers. The cash received with respect to development rights that have been sold but are yet to meet the revenue recognition criteria is booked as customer deposits (current liabilities) on the balance sheet. Thus, the profitability and impact of the residential project portfolio on shareholder value is expected to be reflected in future periods as revenue is recognized and matched to capitalized costs.

During the year ended 31 March 2025, the company recognized revenue of Ksh 227 Mn (FY 2024: Ksh 291 Mn). During the year, Centum Real Estate executed agreements for the sale of an additional 21 acres of land valued at Ksh 200 Mn increasing the value of active signed contracts to Ksh 4.2 Bn. Ksh 1.6 Bn is outstanding in receivables and this is expected to be fully collected over the next 12 to 48 months.

iii. PERFORMANCE HIGHLIGHTS FOR THE YEAR ENDED 31 MARCH 2025

The buyers have and continue to honour all the payment milestones. The development rights sales have been achieved at valuations that are several multiples to both the land acquisition and development costs and carrying values, validating both Centum RE's business model as a master developer and the valuation of the property on its balance sheet.

c) Cashflows and Gearing

As at 31st March 2025, the Centum RE Group had cash holdings of Ksh 188 Mn to fund the development of residential houses and meet the maturing debt obligations as they fall due. The net debt to equity ratio has reduced to 8.4% from 14.3% in the previous year and the asset cover ratio improved to 20.8x from 11.7x in the period following debt reductions.

Ksh'000	31-Mar-25	31-Mar-24
Borrowings	2,356,504	4,066,389
Less: Cash	(187,781)	(218,614)
Net Borrowings	2,168,723	3,847,775
Equity	25,560,362	27,031,130
Total Assets	44,755,126	45,055,569
Net Debt-Equity Ratio	8.5%	14.2%
Asset Cover Ratio	20.6x	11.7x

OUTLOOK

Residential Units: High Growth Pillar

Currently 2,357 homes are under active development, of which 1,087 homes have been completed and a further 1,270 under construction with a target completion date of June 2026.

Centum Real Estate remains optimistic on the prospects of the homes business and ability to leverage the brand and track record to generate sales. The primary focus is to complete construction of all Centum RE 1.0 projects within the current financial year ending 31 March 2026 and set up the next phase of developments (2.0 project pipeline) with a product offering that is focused on the high demand and underserved affordable to mid-market segment.

Additionally, the USD 20 Million International Finance Corporation funding that has been secured will accelerate development and sales of 1,940 units with a targeted revenue potential of Ksh.5.5 Bn. On the short to medium term, the current macro-economic environment will no doubt place pressure on the pre-sell and build model especially on housing demand and construction cost. The company will continue to monitor and adjust its product offering to respond to market demand, introduce new customer incentives to increase sales, focus on gross margin improvement, review the supply chain to mitigate high cost, adopt alternative construction technology to shorten construction time, cost, and cash flow cycle.

Development Rights: Strong Cash Generation Pillar

During the year ended 31 March 2025, Centum Real Estate Limited signed development rights sales contracts valued at Ksh 200 Mn where the required deposits have since been received. The purchasers are adhering to the terms of the respective contracts, and these sales are expected to be completed in the subsequent years. The cashflows from this pillar of this business is intended to be reinvested in the residential unit's business and settle the maturity debt obligations.

OUTLOOK

Isuzu

Isuzu East Africa Limited continues to record an exemplary performance year on year with an overall focus on regional diversification into the broader East African market namely Uganda, Tanzania & Rwanda. Isuzu continues to be a market leader, with a market share at 54.3% in the commercial vehicle segment. Centum has a 17.8% stake in the business with a carrying value of c. Ksh 5.6Bn. This marked an increase from Ksh 2.6 Bn, driven by higher revenues from increased sales, and improved cash collection efforts, including a shortened cash conversion cycle, which collectively boosted EBITDA and closing cash position.

17.8%
Stake that Centum holds in the ISUZU franchise.

The business continues to be a key player in the economy creating many employment opportunities as well as being an enabler of business in a wide range of sectors.

Sidian Bank

In FY25, our stake in Sidian Bank reduced from 20% to 14.63%, a current carrying value of c. Ksh 1 Bn, an increase from Ksh 0.9 Bn in the previous financial year. The reduction in our stake was not due to selling of shares, rather it was a result of dilution in shareholding from an ongoing rights issue in Sidian Bank in the year.

Ksh 60.1 Bn
Asset Base Growth

The Bank's management has identified opportunities to grow profitability through leveraging on digital channels to grow the customer base and sustain the growth of the non-funded income segment. The bank's total asset base has grown from Ksh 25.3 Bn in 2018 to Ksh 60.1 Bn as at 31st December 2024, representing a Compounded Annual Growth Rate (CAGR) of 15.5%.

Sidian remains compliant with statutory minimum capital requirements, with a core capital to risk-weighted assets ratio of 12.2%, 1.7 percentage points above the minimum Central Bank of Kenya (CBK) requirement of 10.5%. This keeps the bank in a strong position to leverage on emerging opportunities.

The bank has continued to invest in its digital distribution channels, such as mobile banking, internet banking, the Sidian Credible online bid bonds platform and others, allowing its customers to access a variety of banking services without having to visit their branch offices. Going forward, the bank is ideally positioned to take advantage of a multitude of development prospects that present themselves in the digital economy.

NAS Servair

This business operates in the airline and corporate catering business segment with its key sources of revenue being inflight meals uplift, handling services, airport services and corporate catering. Our current stake in the business is 15% with a carrying value of c. Ksh 1.1 Bn. The company has greatly recovered from the effects of the pandemic. At the end of December 2024, NAS achieved a revenue of Ksh 5 Bn against previous year revenue of Ksh 4 Bn. Management has also implemented robust measures to counter the increasing raw material costs and to reduce administrative and general overhead costs. NAS Servair registered growth in value on the back of improved profitability and an improvement in the net debt position due to higher closing cash balances in the year. Management also seeks collaborations with ship

Ksh 5 Bn
Revenue achieved in FY 2023

handling agents as well as corporate partners to identify new business opportunities and increase margins.

Longhorn

The business was negatively affected by several macro-economic factors as well as currency depreciation, increase in printing costs and economic downturn which has resulted in a drop in spending on books. The business has also been affected by changes in the education curriculum which adversely affected purchases and orders due to cautioned buying. Moreover, delayed government orders for books negatively impacted the business.

In the face of these headwinds, management's strategy remains creation of a versatile business model with a lean cost structure, fewer distributors to manage credit risk, outsourcing of non-core functions, discontinuation of non-performing businesses and strategic alliances with other publishers to manage product development costs. The business also seeks to enhance its digital eLearning services, for example, through Loho Learning, to acquire a larger target audience reach. These initiatives will see considerable improvement in profitability.

ACE Holdings

ACE Holdings operates in the education space, and owns schools in Kenya, and the Northern Africa region.

In Kenya, ACE Holdings owns Sabis International School Runda, which has continued to record an improvement in operational performance. While Sabis International School Runda continues to scale up with increasing student enrolments, the school is now profitable at the operating level.

Greenblade Growers Ltd

This business is involved in the production and export to Europe and the US of premium herbs such as chives, basil, mint and thyme. The global market for herbs continues to grow, presenting significant opportunities for expansion. Green Blade is strategically positioning itself to tap into this expanding market by maximizing the utilization of its existing capacity and further expansion of the area under production. This approach not only supports the scaling of production for both new and existing products but also aligns with the growing markets and customer base.

Tribus Security Group

Tribus operates businesses along 4 main verticals: - Facility Management, Cybersecurity and Technical, Training, and Manufacturing. Tribus continues to be one of the fastest growing companies in our portfolio, with the growth largely being driven by management's focus on revenue expansion driven by new customers acquisition and venturing into new product offering. The business has remained profitable since inception.

Tier Data

Tier Data operates in the IT sector, with a focus on three primary business verticals: Outsourced IT, ICT Infrastructure, and Software Solutions. The company specializes in providing comprehensive IT services, from managing and optimizing IT operations to delivering robust infrastructure and innovative software solutions.

Tier Data is focusing on developing its customer base and increasing its market visibility by exploring new market segments, improving its service offerings, and capitalizing on marketing and partnership opportunities. Tier Data seeks to grow its reach and strengthen its position in the competitive IT sector through these activities.

Two Rivers International Finance and Innovation Centre (TRIFIC)

Centum and a consortium of other investors created TRIFIC SEZ in the financial year ended 31 March 2024. The investors provided debt and equity capital into Two Rivers Land Company SEZ Limited, a licensed SEZ developer, to enable the acquisition of 1.2 million square meters of development rights set on 84 acres of land at Two Rivers mixed-use and master-planned development in Nairobi. TRIFIC SEZ then secured gazettement of the location as a Special Economic Zone. TRIFIC aims to leverage on the incentives provided under Special Economic Zones regime in Kenya while offering a platform where export -oriented service enterprises can set up operations.

TRIFIC aims to boost export earnings, promote foreign direct investment, and contribute to the creation of export-oriented service jobs. TRIFIC offers Grade A office space (grey box, serviced or fitted) to export-oriented service enterprises and investment companies looking to domicile their operations within a SEZ, and provides business support services to facilitate the ease of set up by the enterprises.

Currently, the TRIFIC North Tower is at 88% occupancy level. Amongst the value realization opportunities being considered in an exit through listing of a USD based I-REIT upon completion.

Jafari Credit Limited

The business is a non-deposit taking microfinance company that offers long term credit to civil servants employed by both the National and County Governments. As at year end 31st March 2025, the company had 17 branches.

The business has made gross disbursement of Ksh 745 Mn since inception and is now profitable.

DEVELOPMENT PORTFOLIO

The strategy for our development portfolio is centred around the development and de-risking of the existing assets, making them investor-ready to attract third-party capital before transitioning them into our private equity portfolio or exiting to a strategic acquirer at an opportune time in the future.

DEVELOPMENT PORTFOLIO - FY 25 PERFORMANCE

Akiira Geothermal Ltd

Akiira is our investment vehicle in the energy sector that is looking to set up an initial 140MW geothermal powerplant, within the Greater Olkaria Geothermal Area. Akiira has access to a concession area covering up to 480 sqkm and has completed the exploration stage of project development. Akiira is presently actively raising equity and debt capital to complete the appraisal and construction stages of the project, so at to get to commercial operation.

We have taken a lead role as a developer of the project, by acquiring a 37.5% equity stake from Frontier Energy, taking our shareholding to 75%. Centum further acquired an additional 10% stake from RAM, taking us to our current shareholding of 85%.

GROWTH PORTFOLIO OUTLOOK

As we go through our 5.0 Strategy period, we retain a positive outlook on performance of our private equity business. In the near-term, focus will be placed on driving value creation in these assets, largely centred on growth and organizational effectiveness improvement.

We continue to pursue exits at an optimal valuation of the matured companies in our portfolio and look to re-deploy the proceeds to superior cash generation opportunities.

DEVELOPMENT PORTFOLIO OUTLOOK

As the population in the country grows, we anticipate a rising demand for power and food. This presents significant growth opportunities for industry players. Our development portfolio is well-positioned to address these needs, continuing to provide essential solutions for power access and food security.

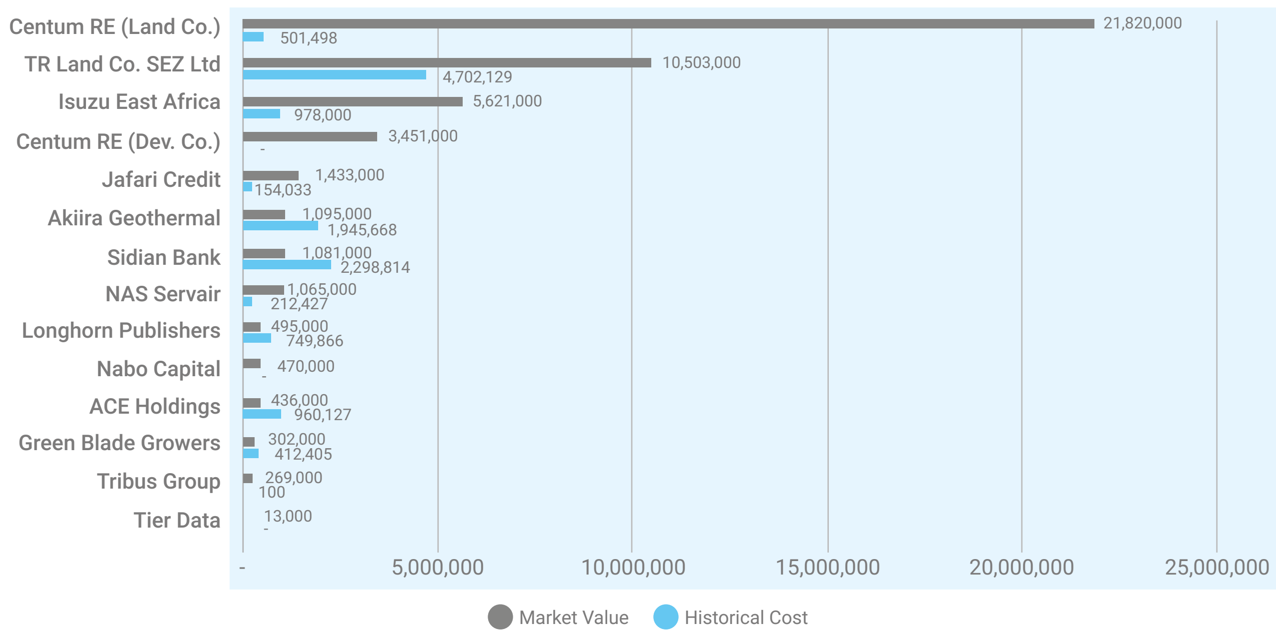
Centum has taken the lead role as a developer of the 140MW geothermal power plant by acquiring a 37.5% equity stake from Frontier Energy, 10% equity from RAM, taking our shareholding to 85%.

In the short term, our focus is on enhancing the profitability of our existing assets and operationalizing those currently under development. We plan to either transition these assets into our private equity portfolio or exiting to a strategic acquirer at an opportune time in the future.

CENTUM INVESTMENT COMPANY PLC (CICP) PORTFOLIO COMPANIES SUMMARY

The chart below summarises Centum's portfolio assets and shows the cost of the investment as well as the

Market value vs Historical cost (in Ksh '000)



As of 31 March 2025, the total market value of our investment portfolio was Ksh 48.6Bn, representing a multiple on net cost invested of 2.6x.

MARKETABLE SECURITIES PERFORMANCE – FY 2025

Nabo Capital Limited ("Nabo") is mandated by Centum Investment Company PLC ("Centum") to pursue a dual objective: the preservation of capital and the generation of asymmetric risk-adjusted returns within the Marketable Securities Portfolio ("MSP"), while concurrently maintaining sufficient operational liquidity.

This is executed through a high-conviction, asset class-neutral investment strategy that seeks to systematically capture relative value and structural alpha across market cycles.
The portfolio is intentionally designed to exhibit low correlation to Centum's core operating cash flows, thereby reinforcing the MSP's role as a resilient and uncorrelated return engine within the broader enterprise capital structure.

FY 2025 PERFORMANCE REVIEW

The Marketable Securities Portfolio delivered strong absolute returns of 20.0% in Ksh and 23.2% in USD, driven by disciplined risk management and capital preservation principles that guided asset selection.

While performance was positive, the portfolio lagged equity benchmarks, which rebounded sharply from prior-year lows. The NSE 20 and MSCI Africa ex-ZA indices posted outsized gains as investor sentiment improved.

The MSP remained defensively positioned, in line with its mandate. It outperformed the Bloomberg Africa Bond Index by 150 bps in USD, highlighting its resilience and underscoring its ability to generate resilient returns while maintaining liquidity.

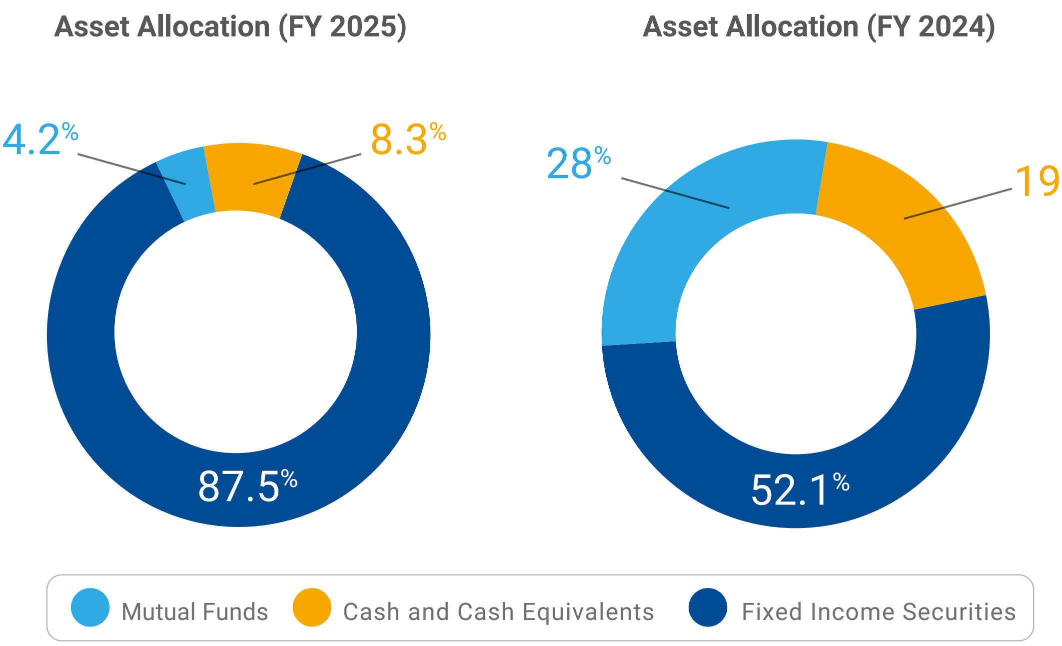
	Performance FY 2025 (Ksh)	Performance FY 2025 (USD)	Performance FY 2024 (Ksh)	Performance FY 2024 (USD)
Marketable Securities Portfolio Return	20.0%	23.2%	13.0%	5.9%
NSE 20 Equity Index	27.1%	29.3%	8.0%	8.7%
MSCI Africa ex-ZA Index	26.4%	29.3%	(6.9%)	(6.8%)
Bloomberg Africa Bond Index	21.7%	21.7%	(10.5%)	(9.9%)
Portfolio Outperformance to NSE 20 Equity Benchmark	-7.1%	-6.1%	5.0%	(2.8%)
Portfolio Outperformance to MSCI Africa ex-ZA Equity Benchmark	-6.4%	-6.1%	19.9%	5.9%
Portfolio Outperformance to Bloomberg Africa Bond Benchmark	-1.8%	1.5%	23.5%	15.8%

The portfolio remains well-positioned to navigate shifting macro conditions and continue delivering long-term, risk-adjusted value to shareholders.

Asset Allocation:

As at period end, the Marketable Securities Portfolio was predominantly allocated to Fixed Income Securities (87.5%), with Cash and Cash Equivalents comprising 8.3% and select Mutual Funds accounting for 4.2% of the portfolio.

The high fixed income weighting reflects a deliberate shift away from cash instruments, necessitated by the declining yields in short-duration money markets.



The portfolio's positioning remains aligned with its capital preservation mandate, while seeking to optimize risk-adjusted returns. Looking ahead, both tactical and strategic asset allocation decisions may drive rebalancing toward other asset classes, particularly where emerging opportunities or macroeconomic shifts present attractive risk premiums.

OPERATING ENVIRONMENT

Macro Economic Backdrop

Under the hood of Kenya's market cycle lay a disinflationary pivot in monetary policy, calibrated debt management, and a benign global funding environment. In early 2024, headline CPI exceeded the CBK's 2.5–7.5 percent band and the policy rate stood at 12.75 percent.

As food and fuel pressures eased, inflation decelerated into the low single digits by year-end. The MPC then trimmed the Central Bank Rate by 275 bps between October 2024 and April 2025, sending 91-day T-bill yields from roughly 15.9 percent in mid-2023 to below 10 percent by December 2024. Anchored inflation expectations and ample liquidity fueled credit growth, even amid pockets of NPL stress.

Fiscal Strategy & Sovereign Liability Management

Facing debt-service ratios near two-thirds of GDP, the Treasury blended liability-refinancing with measured fiscal consolidation. A USD 1.5 billion Eurobond issued in early 2024 funded repurchases of maturing paper, strengthening the shilling by \~21 percent over the year. Domestically, the government held a narrow 3–4 percent-of-GDP fiscal deficit target for FY 2024/25, deferring planned tax hiKsh after public protests. Renewed IMF engagement—culminating in a new program application in March 2025 — further bolstered sovereign risk metrics and cross-border investor confidence.

Global Funding & Capital Flows

A late-2024 pivot to easier policy by major central banks—most notably the US Fed's pause and subsequent cuts—alleviated funding pressures for EM borrowers. Kenya's attractive real yields, underpinned by robust diaspora remittances (peaking at \~USD 445 million in December 2024) and export receipts, enticed yield-seeking flows. By mid-2024, foreign portfolio holdings swung from net outflows to modest inflows, financing the current account and reinforcing market momentum.

Fixed Income Market Performance

These macro tailwinds translated into compelling total returns. Across the curve, sovereign bond prices advanced as yields compressed 5 and 10 year paper traded at levels unseen since before the pandemic. Local-currency sovereign indices posted double-digit gains, while corporate spreads remained contained amid broadening investor participation. CBK commentary and narrower rate corridors cemented expectations of further cuts into Q1 2025.

Equity Market Performance

Mirroring fixed-income gains, Kenyan equities rallied sharply. The NSE All-Share Index rose \~34 percent in 2024, led by defensive, dividend-oriented sectors. Energy and infrastructure names—Kenya Power, KenGen—more than doubled from end-2023 levels on stable earnings and rotation into reliable cash flows. Financials and insurers outperformed improved lending prospects, while cyclical sectors lagged. By mid-2025, market capitalization topped KSh 2.4 trillion, the highest since mid-2022.

OUTLOOK FOR FY 2026

Looking ahead to FY 2026, projections place Kenya's GDP growth to firm in the 4.8–5.0 percent range, up from an estimated 4.5 percent in 2024. A resilient agriculture sector—buoyed by favorable weather patterns—and a service rebound in tourism and telecoms will offset only modest gains in industry and construction. Inflation is set to linger near the bottom of the Central Bank's 2.5–7.5 percent band, with headline CPI around 3.5–4 percent and core measures at roughly 2.5–3 percent, barring unanticipated external shocks.

Monetary Policy Expectations

On monetary policy, the CBK's easing bias is likely to persist. Should disinflation remain entrenched and growth moderate, the MPC could pare the policy rate further into the 9.25–9.50 percent corridor by late 2025. We forecast 91-day T-bill yields to trade in the high-7 to low-8 percent area by yearend, delivering headroom for both capital appreciation and carry. Long-term bond yields may settle in the 12–13 percent range, supported by ongoing sovereign issuance calibrated to investor demand.

Asset Allocation

For asset allocation, high quality fixed income offers an attractive risk adjusted proposition: investors can harness approximately 6–7 percent of carry while capturing modest mark to-market gains if yields grind lower. Within equities, selective overweighting of defensive, cash flow resilient names in infrastructure, energy, and financials should deliver an optimal blend of income and capital stability. As tactical opportunities arise, we will maintain discipline-sized positions in cyclical segments—banking on sector specific catalysts such as credit expansion and commodity price shifts—while preserving overall portfolio resilience.

Conclusion

In summary, Kenya's macro pivot from tightening to loosening, underwritten by prudent debt management and supportive global conditions, has shaped a favorable backdrop for diversified portfolios. Going into FY 2026, a balanced allocation—anchored in high-quality fixed income and complemented by selectively chosen defensive equities—offers a compelling path to robust, asymmetric returns without sacrificing capital preservation.


CENTUM
tangible wealth

09

OUR FINANCIAL PERFORMANCE REPORT

Corporate Information

BOARD OF DIRECTORS	Dr. D Kaberuka - Chairman Dr. J M Mworia - Group Managing Director Mr. A Musangi Dr. L Macharia Hon. W Byaruhanga - Alternate: Mr. A Kasirye Mrs. C Igathe Mrs. C Mturi - Wairi Kenya Development Corporation - Alternate Ms. Norah Ratemo Mrs. S Githuku Dr. M Ikiara
REGISTERED OFFICE	**Two Rivers Office Towers** South Tower – 9th Floor, Limuru Road P O Box 10518 – 00100 Nairobi
AUDITOR	**KPMG Kenya** Certified Public Accountants 8th Floor, ABC Towers Waiyaki Way P O Box 40612 – 00100 Nairobi, Kenya
COMPANY SECRETARY	**Fred Murimi** Certified Public Secretary (Kenya) Two Rivers Office Towers South Tower – 9th Floor, Limuru Road P O Box 10518 – 00100 Nairobi
LEGAL ADVISORS	**KN Law LLP** 5th Floor, The Pavilion Lower Kabete Road, Westlands Nairobi, Kenya
PRINCIPAL BANKERS	**Sidian Bank Limited** Two Rivers Branch P O Box 25363 - 00603 Nairobi, Kenya **Stanbic Bank Kenya Limited** Stanbic Bank Centre Westlands Road, Chiromo P O Box 30550 – 00100 Nairobi

Directors' Report

The directors submit their report together with the audited consolidated and seperate financial statements for Centum Investment Company Plc (the "Company") and its subsidiaries, joint ventures and associates (the "Group") for the year ended 31 March 2025.

BUSINESS REVIEW

In evaluating performance, the Group's and Company's business is segmented into two principal portfolios:

a) Growth Portfolio

This portfolio includes:
(i) Real Estate, where we are master developers of mixed-use developments in East Africa; and
(ii) Private Equity, representing our subsidiaries or investments that have progressed from development to cash generative stage. Investments under this segment include the publishing, financial services, and utility companies. This business unit is also responsible for managing our development portfolio.

b) Marketable securities and cash

This portfolio represents our investment in listed, fixed income securities and cash that contribute to the Company's liquidity.

Performance
Company
Centum operates as an investment holding company. Our business model centers on identifying attractive opportunities, creating value in portfolio companies, and monetizing this value through dividends, loan repayments, and strategic exits.

The Company recorded a profit after tax of Ksh 547 million, with profit before tax increasing by 86% to Ksh 517 million, driven by a 17.4% growth in total income to Ksh 1.3 billion. Operating expenses rose by a modest 8%, in line with inflation.

A key milestone during the year was the continued reduction in investment acquisition debt, with repayments of Ksh 1.3 billion, bringing the outstanding debt to Ksh 690 million (down from Ksh 1.9 billion the previous year). This contributed to a 32.2% drop in finance costs, which is aligned with our strategic objective of improving net cash flows and financial efficiency.

The Company generated free cash flows of Ksh 3.1 billion in FY2025. While lower than the Ksh 6.6 billion in the prior year - primarily due to the one-off Sidian Bank stake sale - the cash generated was prudently redeployed toward portfolio investments and further debt reduction. As of 31 March 2025, net debt to equity stood at a conservative 1.5%.

Total Company assets increased by 5.4% to Ksh 51 billion, while total liabilities declined by 12.8%, reflecting reduced debt levels. Net Asset Value per share rose by 8.5% to Ksh 66.93 (from Ksh 61.68 in March 2024), underlining the continued value accretion across the portfolio.

Directors' Report (Continued)

Group
It is important to note that the Group financials include non-cash fair value movements and deferred tax adjustments, which do not reflect the underlying cash profitability of the Company.

The consolidated results reflect Centum's role as an investment company, aggregating performance across subsidiaries, associates, and joint ventures. These financials are compliance-driven and include accounting entries that may not directly reflect the core business's cash performance.

Consolidated total comprehensive income improved by 28% to Ksh 3.3 billion. However, consolidated profit after tax declined to Ksh 813 million (from Ksh 2.6 billion), largely due to:

- Lower fair value gains on Centum Real Estate and Special Economic Zone investment properties, following an exceptional prior-year transaction.
- A higher deferred tax charge of Ksh 641 million, driven by asset reclassifications.

Despite these non-cash impacts, the underlying cash performance across most business segments improved during the year

Outlook
Our focus in FY2026 remains on:

- Driving cash generation and operating profitability within portfolio companies.
- Monetizing selected investments that are non-cash yielding to recycle capital into high-yielding, liquid assets.
- Continuing disciplined cost and debt management.

We intend to continue allocating capital toward high-yielding, liquid marketable securities and scalable businesses that

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Profit/(loss) before income tax	2,135,482	2,908,144	517,247	277,624
Income tax (expense)/credit	(1,322,665)	(304,404)	29,891	278,345
Profit/(loss) for the year	812,817	2,603,740	547,138	555,969

The results for the year are set out fully on pages 112 to 245 in the financial statements.

Directors' Report (Continued)

DIVIDEND

The Directors recommend a dividend of Ksh 0.32 (2024: Ksh 0.32) per share for the financial year ended 31 March 2025.

DIRECTORS

The directors who served during the year and to the date of this report are as shown on page 102.

DISCLOSURES TO THE AUDITOR

The directors confirm that with respect to each director at the time of approval of this report:

a) there was, as far as each director is aware, no relevant audit information of which the Company's and Group's auditor is unaware; and

b) each director had taken all steps that ought to have been taken as a director so as to be aware of any relevant audit information and to establish that the Company's and Group's auditor is aware of all that information.

TERMS OF APPOINTMENT OF THE AUDITOR

The auditor, KPMG Kenya, was appointed during the year and continues in office in accordance with the Company's Articles of Association and Section 721 (2) of the Companies Act, 2015.

The directors monitor the effectiveness, objectivity and independence of the auditor. This responsibility includes the approval of the audit engagement contract and the associated fees on behalf of the shareholders.

APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated and separate financial statements were approved and authorized for issue on 11th July 2025.

By order of the Board

FMurimi

Fred Murimi
Secretary
Nairobi

11th July 2025

Directors’ Renumeration Report

Information not subject to audit
The Board of Directors reviews and recommends the remuneration structure of Directors annually, subject to approval of the Shareholders at the Company’s annual general meetings. The Company gathers relevant remuneration data and explores market conditions that are used to determine the Directors’ remuneration.

Executive Directors
The remuneration of Executive Directors is based on remuneration benchmarks in the industry, prevailing market conditions as well as the company’s perfomance and profitability. The Chief Executive is currently the only Executive director. The Executive Director does not earn directors’ fees or sitting allowances. The Executive director is entitled to the following renumeration:-

Basic salary
This is fixed in the employment contract and reviewed periodically by the Nominations and Governance Committee of the Board. The last review of the basic salary was done effective 1 April 2023.

Performance based bonus
Executive Directors are entitled to a performance-based bonus pay. Part of the bonus is deferred for payment in the future. In respect to the year ended 31 March 2025, the eligibility for bonus was not attained. The basis for determination of staff bonus is set out under Note 2.6.2.3 to the financial statements;

Club membership
Executive Directors are entitled to paid membership to a social or fitness club.

Allowances
Allowances paid include a telephone allowance.

Medical insurance cover
As provided to all employees, Executive Directors are entitled to medical insurance cover for their individual and family medical requirements covering both outpatient and in-patient requirements.

Professional indemnity cover
This is provided in line with best market practice to provide protection for the Executive Directors in undertaking their duties in such capacity.

Non-Executive Directors

The Group and Company has a policy in place that guides the remuneration of Non-Executive Directors. Non-Executive Directors are appointed for a renewable term of 3 years which is dependent on regulatory approval and ratification by shareholders. Non-Executive Directors retire by rotation and eligibility for re-election is subject to performance. Independent non-executive directors can only serve for a maximum term of nine years. The Non- Executive directors are entitled the following renumeration:-

Quarterly allowance
These are paid to the Non-Executive Directors, taking into account their responsibility as a Director of the Company. These are paid quarterly.

Sitting allowances
A sitting allowance is paid to each Non-Executive Directors for attending a duly convened and constituted meeting of the Board or of any of the Committees.

Travel allowance
A sitting allowance is paid to each Non-Executive Directors for attending a duly convened and constituted meeting of the Board or of any of the Committees.

Medical insurance cover
Provided to all Non-Executive Directors for their individual medical requirements covering both outpatient and in-patient requirements.

Professional indemnity cover
This is provided in line with best market practice to protect the Non-Executive Directors in undertaking their duties in such capacity.

Directors’ Renumeration Report (Continued)

Information not subject to audit (Continued)

Non-Executive Directors (Continued)

The Company undertaKsh a Board evaluation on an annual basis to review its performance and that of the individual directors and the various Board committees.

There is no direct link between Non - Executive Director’s renumeration and the annual results of the Company. The Non-Executive Directors are not entitled to performance bonus. There was a 44% increase in the Non - Executive Directors’ fees and sitting allowances effective 1 April 2024. The last review was in July 2017.

Statement of voting on the Directors’ remuneration report at the previous AGM
During the AGM held on 30th September 2024, voting was done by the ballot to approve the Directors’ Remuneration Report.The results of the vote were as below:-

Agenda	Vote	Total Votes	As a percentage of total votes cast
Directors’ remuneration report	For	383,555,587	98%
	Against	25,637	0%
	Withheld	6,102,759	2%
Total votes cast		**389,683,983**	**100%**

Directors' Renumeration Report (Continued)

Information subject to audit

The following table shows a single figure remuneration for the Executive Director, Chairman and Non-Executive directors in respect of qualifying services for the year ended 31 March 2025 together with the comparative figures for 2024. The aggregate Directors' emoluments are shown on note 12.1 (iv) to the financial statements and these had been paid as at the end of the financial year. Directors' remuneration set out in the table below has been audited.

Year ended 31 March 2025	Salary Kshs'000	Pension Kshs'000	Fees Kshs'000	Total Kshs'000
Dr. Donald Kaberuka (Chairman)	-	-	4,127	4,127
Mrs. Catherine Mturi-Wairi	-	-	3,799	3,799
Kenya Development Corporation Limited	-	-	1,103	1,103
Mr. Andrew Musangi	-	-	3,886	3,886
Hon. William Byaruhanga	-	-	3,279	3,279
Dr. Laila Macharia	-	-	4,641	4,641
Ms. Norah Ratemo	-	-	2,522	2,522
Mrs. Catherine Igathe	-	-	4,586	4,586
Dr. Moses Ikiara	-	-	4,320	4,320
Mrs. Susan Wakhungu-Githuku	-	-	3,713	3,713
Dr. James Mworia	60,019	4,501	-	64,520
	60,019	4,501	35,976	100,496

Year ended 31 March 2024	Salary Kshs'000	Pension Kshs'000	Fees Kshs'000	Total Kshs'000
Dr. Donald Kaberuka (Chairman)	-	-	2,245	2,245
Mrs. Catherine Mturi-Wairi	-	-	2,733	2,733
Kenya Development Corporation Limited	-	-	191	191
Mr. Andrew Musangi	-	-	2,541	2,541
Hon. William Byaruhanga	-	-	2,220	2,220
Dr. Laila Macharia	-	-	3,290	3,290
Ms. Norah Ratemo	-	-	1,921	1,921
Mrs. Catherine Igathe	-	-	2,922	2,922
Dr. Moses Ikiara	-	-	2,868	2,868
Mrs. Susan Wakhungu-Githuku	-	-	2,541	2,541
Dr. James Mworia	60,019	4,501	-	64,520
	60,019	4,501	23,472	87,992

On behalf of the Board

Dr. Laila Macharia
Chairperson, Nomination and Governance Committee

11 July 2025

Statement of Directors' Responsibilities

The directors are responsible for the preparation and presentation of the financial statements of the company and its subsidiaries (together the Group) set out on pages 112 to 245 which comprise the Consolidated and Company statements of financial position at 31 March 2025, and the Consolidated and Company statements of profit or loss and other comprehensive income, the Consolidated and Company statements of changes in equity and the Consolidated and Company statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policies.

The directors' responsibilities include: determining that the basis of accounting described in Note 2 is an acceptable basis for preparing and presenting the Consolidated and Company financial statements in the circumstances, preparation and financial statements in accordance with IFRS® Accounting Standards as issued by International Accounting Standards Board (IFRS Accounting Standards) and in the manner required by the Kenyan Companies Act, 2015 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Under the Kenyan Companies Act, 2015, the directors are required to prepare financial statements for each financial year which give a true and fair view of the financial position of the Group and Company as at the end of the financial year and of the profit or loss of the Group and Company for that year. It also requires the directors to ensure the Group and Company keeps proper accounting records which disclose with reasonable accuracy the financial position of the Group and Company.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with IFRS Accounting Standards and in the manner required by the Kenyan Companies Act, 2015. The directors are of the opinion that the Group's and Company's financial statements give a true and fair view of the financial position of the Group and Company and of its profit or loss.

The directors further accept responsibility for the maintenance of accounting records which may be relied upon in the preparation of Group and Company financial statements, as well as adequate systems of internal financial control. Having assessed the Group's and Company's ability to continue as a going concern, the directors are not aware of any material uncertainties related to events or conditions that may cast doubt upon the Group's and Company's ability to continue as a going concern.

APPROVAL OF THE GROUP AND COMPANY FINANCIAL STATEMENTS

The Group and Company financial statements of Centum Investment Company Plc, as indicated above, were approved and authorised for issue by the Board of Directors at a meeting held on 11th July 2025.

Dr. James M. Mworia
Director

Catherine Mturi- Wairi
Director

KPMG

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTUM INVESTMENT COMPANY PLC

Report on the audit of the consolidated and seperate financial statements

Opinion

We have audited the consolidated and separate financial statements of Centum Investment Company Plc (the "Group" and "Company") set out on pages **112 - 245** which comprise the consolidated and company statements of financial position as at 31 March 2025, and the consolidated and company statements of profit or loss and other comprehensive income, the consolidated and company statements of changes in equity and the consolidated and company statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of Centum Investment Company Plc as at 31 March 2025, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and in the manner required by the Kenyan Companies Act, 2015.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and separate financial statements* section of our report. We are independent of the Group and Company in accordance with the *International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)*, together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Kenya, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of unquoted investments in the consolidated and separate financial statements

The disclosure associated with the fair value measurement of unquoted investments is set out in the consolidated and separate financial statements in the following notes:

- Note 1.4.4 (iii) –Financial instruments: Measurements of equity instruments
- Note 1.5.1 – Critical accounting judgements, estimates, and assumptions: Valuation of unquoted investments.
- Note 5.2 – Investments: Unquoted equity investments.
- Note 10.1 (e) – Financial risk: Financial risk management and financial instruments, fair value hierarchy

Key audit matter	How our audit addressed the Key audit matter
As at the reporting date, the Group held unquoted investments amounting to Kshs 6.7 billion, comprising investments in unlisted entities measured at fair value, of which Kshs 7.1 billion relates to the Company. Unquoted investments are shares that are not listed on a registered stock exchange therefore the prices are not quoted in any active market and are classified as level 3 financial instruments in the fair value hierarchy. The Group and Company determine the fair value of these unquoted investments using the comparable trading multiples method and cost method.	Our procedures included the following: • assessing management's processes for determining the fair values of unquoted investments, including the oversight from those charged with governance. • assessing the design and implementation of key controls related to the valuation process. We engaged our internal valuation experts to: • evaluate and challenge the appropriateness of the valuation methodologies applied through comparison with market best practices

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTUM INVESTMENT COMPANY PLC (CONTINUED)

Report on the audit of the consolidated and separate financial statements (Continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
These valuation techniques involve significant estimates and assumptions of unobservable inputs. Where the comparable trading multiples technique is used, the multiples are market related based on management's judgement of comparable entities with similar businesses and then adjusted for discounts (marketability discounts) to determine an appropriate trading multiple. Where the cost method is used the fair value of underlying assets are used to derive the fair value of the unquoted investments. Changes in these inputs used in the valuation could also result in material adjustments to the carrying amounts of the unquoted investments and the recorded gains/losses at year end. As a result of the above, the disclosures relating to the valuation of these complex financial instruments are also considered significant. We identified the valuation of unquoted investments as a key audit matter, due to the significant judgement involved in management's use of unobservable valuation inputs and assumptions.	• assess the appropriateness and consistency of the valuation methods used and the underlying key inputs such as the selected comparable revenue multiples, marketability discounts amongst others by comparing them to independent data sources. • For a sample of unquoted investments measured using the cost method, we performed independent valuations and compared the results to management's fair value estimates, assessing the reasonableness of key assumptions and judgements applied. We assessed the appropriateness and adequacy of the disclosures related to the valuation of unquoted investments in the consolidated and separate financial statements, in accordance with IFRS 13, *Fair Value Measurement.*

Valuation of investment properties in the consolidated financial statements

The disclosure associated with the valuation of investment properties is set out in the consolidated financial statements in the following notes:

Note 1.5.4 – Critical accounting judgements, estimates, and assumptions: valuation of investment properties
Note 5.1.2 – Investments: Investment properties
Note 10.1 (e) – Financial risk: Financial risk management and financial instruments, fair value hierarchy

Key audit matter	How our audit addressed the Key audit matter
As at the reporting date, the Group held investment properties amounting to Kshs 53.3 billion comprising of land and buildings measured at fair value. The Group uses external real estate valuers to determine the fair values of investment properties at year-end. The Group used the discounted cash flow method to value investment properties of buildings amounting to Kshs 4.2 billion and the market approach to value investment properties of land amounting to Kshs 49.1 billion.	Our procedures included the following: • Evaluating the professional qualifications, competence, capabilities and objectivity of the external real estate valuers, employed by management, who valued the Group's investment properties through inspection of their professional membership and curriculum vita. • assessed management's processes over the valuation of investment properties, including oversight from those charged with governance. • assessed the design and implementation of key controls related to the valuation process.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTUM INVESTMENT COMPANY PLC (CONTINUED)

Report on the audit of the consolidated and separate financial statements (Continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
The fair value of the Group's investment property (buildings) is classified as Level 3 in the fair value hierarchy, due to the use of unobservable inputs that involve inherent estimation uncertainty. The valuation under the discounted cash flow approach, involves significant estimates and assumptions of unobservable inputs in the valuation model such as projected future cash flows, future rent escalations, exit capitalisation rates and the discount rates. We identified the valuation of investment property using the discounted cash flow method, as a key audit matter due to the significant judgement and estimation involved in management's use of unobservable inputs and assumptions.	We engaged our own valuation specialists to assist with: • Evaluating the reasonableness of the inputs used in the discounted cash flow model. This included: » Assessing the accuracy of the projected future cash flows used in the valuation model to supporting lease contracts and historical expenditure patterns based on prior year actual costs and the projected inflationary adjustments to costs. » Challenging the appropriateness of the discount rates and exit capitalisation rates used in the valuation by comparing the discount rate to market rates and exit capitalisation rates to available industry data, taking into consideration comparability to housing indices and market factors. We assessed the appropriateness and adequacy of the disclosures related to the valuation of investment properties in the consolidated financial statements, in accordance with IFRS 13, *Fair Value Measurement.*

Other information

The directors are responsible for the other information. The other information comprises the information included in the "2025 Integrated Report & Financial Statements" but does not include the consolidated and separate financial statements, and our auditor's report thereon..

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, other than that prescribed by the Kenyan Companies Act, 2015, as set out below.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors' for the consolidated and separate financial statements

The Directors are responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with IFRS Accounting Standards and in the manner required by the Kenyan Companies Act, 2015 and for such internal control as the Directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group's and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTUM INVESTMENT COMPANY PLC (CONTINUED)

Report on the audit of the consolidated and separate financial statements (Continued)

Auditor's responsibilities for the audit of the consolidated and separate financial statements (continued)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Kenyan Companies Act, 2015 we report to you, solely based on our audit of the consolidated and separate financial statements, that in our opinion:

(i) The information given in the Report of the Directors on pages 101 and 103 is consistent with the consolidated and separate financial statements; and

(ii The auditable part of the directors' remuneration report on page 106 has been prepared in accordance with the Kenyan Companies Act, 2015.

The engagement partner responsible for the audit resulting in this independent auditor's report is CPA Maurice Gachuhi, Practicing Certificate No P/2699.

For and on behalf of:

KPMG Kenya
Certified Public Accountants
PO Box 40612 - 00100
Nairobi

Date: 5 September 2025

Consolidated statement of profit or loss and other comprehensive income

	Notes	2025 Ksh'000	2024 Ksh'000
Revenues from contracts with customers	2.2	5,075,120	7,948,299
Interest income recognised using the effective interest method	2.4	324,377	3,351,867
Interest expense	2.7	(40,293)	(2,023,633)
Net interest income		284,084	1,328,234
Total revenues		**5,359,204**	**9,276,533**
Cost of sales	2.4.1 (a)	(3,687,533)	(5,611,836)
Gross profit		**1,671,671**	**3,664,697**
Change in fair value of investment property	5.1.2	3,202,080	7,097,584
Gain associated with loss of control of subsidiary	13.2	207,892	145,703
Gain on bargain purchase of subsidiary	13.1	738,029	-
Gain associated with loss of control of associate	13.2	45,204	-
Other income	2.3	1,013,202	102,123
Operating and administrative expenses	2.6.1(a)	(3,084,932)	(4,043,753)
Provision for impairment of assets	2.6.1(b)	(31,586)	(1,009,743)
Operating profit		**3,761,560**	**5,956,611**
Finance costs	2.7	(1,654,248)	(2,966,954)
Share of profit/ (loss) of associates	6.2.1	31,530	(81,513)
Share of loss of joint ventures	6.2.2	(3,360)	-
Profit before tax		**2,135,482**	**2,908,144**
Income tax expense	3.1	(1,322,665)	(304,404)
Profit after tax		**812,817**	**2,603,740**
Other comprehensive income for the year			
Items that will not be reclassified to profit or loss			
Revaluation gain on land and buildings	8.1.1	302,518	-
Change in fair value of quoted investments	5.2	2,746,047	(402,091)
Deferred income tax thereon	3.2	(640,804)	2,579
Items that are or may be reclassified subsequently to profit or loss			
Currency translation differences		44,032	337,132
Total other comprehensive income		**2,451,793**	**(62,380)**
Total comprehensive income for the year		**3,264,610**	**2,541,360**
Total comprehensive income for the year is attributable to:			
Owners of the parent		3,699,469	2,745,050
Non-controlling interests		(434,859)	(203,690)
		3,264,610	**2,541,360**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Consolidated statement of profit or loss and other comprehensive income (continued)

	Notes	2025 Ksh'000	2024 Ksh'000
Trading business:			
Sales	2.2	1,811,201	2,595,028
Cost of sales	2.4.1 (a)	(1,312,690)	(2,087,287)
Gross profit		498,511	507,741
Operating and administrative expenses	2.6.1 (a)	(756,770)	(864,378)
Impairment loss	2.6.1 (b)	(28,780)	(114,428)
Finance costs	2.7	(202,789)	(234,838)
Trading loss		**(489,828)**	**(705,903)**
Real estate:			
Residential unit sales	2.2	2,482,950	3,737,397
Cost of sales	2.4.1 (a)	(2,156,160)	(3,267,338)
Gross profit		326,790	470,059
Other income	2.3	25,887	43,466
Operating and administrative expenses	2.6.1(a)	(921,634)	(663,517)
Operating loss		**(568,957)**	**(149,992)**
Change in fair value of investment properties	5.1.2	1,972,364	3,698,481
Gain on disposal of investment properties	5.1.2	101,133	55,695
Finance income/(costs)	2.7	5,442	(1,091,094)
Profit from real estate operations		**1,509,982**	**2,513,090**
Two Rivers investment operations:			
Sale of goods and services (utilities)	2.2 (c)	265,353	314,174
Cost of sales	2.4.1 (a)	(218,683)	(257,211)
Other income	2.3	101,683	13,805
Operating and administrative expenses	2.6.1 (a)	(179,571)	(184,822)
Reversal of impairment provisions	2.6.1 (b)	40,347	36,961
Finance costs	2.7	(251,831)	(888,365)
Loss from Two Rivers investment operations		**(242,702)**	**(965,458)**
Financial services:			
Income from provision of financial services	2.5	488,419	4,035,227
Interest expenses	2.7	(40,293)	(2,023,633)
Net impairment of loans and advances	2.6.1 (b)	(35,140)	(707,933)
Operating and administrative expenses	2.6.1 (a)	(391,524)	(1,643,879)
Provision for impairment of assets	2.6.1 (b)	(8,013)	(224,343)
Gain associated with loss of control of subsidiary	13.2	-	145,703
Gain associated with loss of control of associate	13.2	45,204	-
Share of profit/ (loss) of associate	6.2.1	31,530	(81,513)
Operating profit from financial services		**90,183**	**(500,371)**
Investment operations:			
Investment and other income	2.5	1,029,978	607,436
Realised gains on disposal of investments	2.2 (c)	(8,648)	-
Gain associated with loss of control of subsidiary	13.2	207,892	-
Share of loss of joint venture	6.2.2	(3,360)	-
Gain on bargain purchase of subsidiary	13.1	738,029	-
Operating and administrative expenses	2.6.1 (a)	(584,606)	(556,947)
Finance costs	2.7	(199,816)	(403,386)
Operating profit/(loss) from investment operations		**1,179,468**	**(352,897)**
Two Rivers Special Economic Zone			
Other income	2.3	114,743	60
Operating and administrative expenses	2.6.1(a)	(250,827)	(130,210)
Finance costs	2.7	(1,005,254)	(349,270)
Change in fair value of investment properties	5.1.2	1,229,716	3,399,103
Operating profit from Two Rivers Special Economic Zone		**88,379**	**2,919,683**
Profit before income tax		**2,135,482**	**2,908,144**
Income tax expense	3.1 (a)	(1,322,665)	(304,404)
Profit for the year		**812,817**	**2,603,740**
Attributable to:			
Owners of the parent		1,340,467	2,807,430
Non-controlling interests		(527,650)	(203,690)
		812,817	**2,603,740**
Earnings per share (Basic and diluted)	2.9	2.05	4.27

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Company statement of profit or loss and other comprehensive income

	Notes	2025 Ksh'000	2024 Ksh'000
Revenue			
Investment income	2.2 (c)	238,738	721,191
Interest income recogonised using the effective interest method	2.4	422,788	441,736
Total revenue		**661,526**	**1,162,927**
Gain on disposal of subsidiary	13.2	207,892	-
Other income/(expense)	2.3	479,789	(10,904)
Total income		**1,349,207**	**1,152,023**
Expenses			
Operating and administrative expenses	2.6.1(a)	(628,784)	(579,711)
Finance costs	2.7	(199,816)	(294,688)
Operating profit		**520,607**	**277,624**
Share of loss in joint venture	6.2.2	(3,360)	-
Profit before income tax		**517,247**	**277,624**
Income tax credit	3.1 (a)	29,891	278,345
Profit for the year		**547,138**	**555,969**
Other comprehensive income for the year			
Items that will not be subsequently reclassified to profit or loss			
Change in fair value of investments in subsidiaries	6.1	1,000,783	6,164,025
Change in fair value of unquoted investments	5.2	2,753,409	(342,389)
Transfer of investment revaluation reserve upon disposal of equity investments at FVOCI	6.1	674,550	-
Deferred income tax charge	3.2	(564,238)	(873,240)
Total other comprehensive income		**3,864,504**	**4,948,396**
Total comprehensive income for the year		**4,411,642**	**5,504,365**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Consolidated statement of financial position

	Notes	2025 Ksh'000	2024 Ksh'000
Assets			
Property, plant and equipment	8.1.1	3,442,567	2,947,645
Asset under construction	8.1.2	3,530,942	-
Investment properties	5.1.2	53,271,803	50,472,767
Inventories - Residential houses	5.1.1	8,004,688	8,114,183
Intangible assets - software	8.2	832,138	782,875
Deferred income tax	3.2	282,167	1,009,312
Right of use assets	8.3	165,394	141,425
Investments:			
- Associates	6.2.1	-	3,009,038
- Joint ventures	6.2.2	1,028,619	-
- Unquoted equity investments	5.2	6,714,149	4,332,226
- Quoted investments	5.3	5	15
- Government securities and corporate bonds	7.2	527,597	584,118
Finance lease receivable	8.3.2	8,205	8,500
Loans and advances	7.1	404,108	271,180
Inventories	4.1	488,651	612,530
Biological assets	8.4	27,323	30,335
Current income tax	3.1	383,207	383,938
Other receivables and prepayments	4.2.2	1,358,245	1,545,628
Trade receivables	4.2.1	754,568	493,301
Restricted cash	4.3.2	1,800	1,732
Cash and bank balances	4.3	1,124,307	1,431,113
Total assets		**82,350,483**	**76,171,861**
Capital and reserves			
Share capital	11.1	332,721	332,721
Treasury shares	11.1	(99,209)	(67,209)
Share premium	11.1	589,753	589,753
Other reserves	11.2	1,861,892	(505,196)
Retained earnings		39,621,521	38,491,054
Proposed dividends	11.3	210,000	210,000
Total equity attributable to equity holders of the company		**42,516,678**	**39,051,123**
Non-controlling interests	6.1	727,751	713,260
Total equity		**43,244,429**	**39,764,383**
Liabilities			
Borrowings	9.1	17,854,674	16,590,542
Deferred income tax	3.1	7,574,780	6,380,079
Lease liabilities	8.3	194,976	162,735
Presales customer deposits	4.5	7,129,633	6,735,765
Payables and accrued expenses	4.4	5,860,490	6,070,312
Current income tax	3.1	21,166	24,482
Dividends payable	11.3	470,335	443563
Total liabilities		**39,106,054**	**36,407,478**
Total equity and liabilities		**82,350,483**	**76,171,861**

The financial statements on **pages 112 to 245** were approved by the Board of Directors on 27 July 2025 and signed on its behalf by:

Dr. James M. Mworia
Director

Catherine Mturi- Wairi
Director

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Company statement of financial position

	Notes	2025 Ksh'000	2024 Ksh'000
Assets			
Property and equipment	8.1	62,119	69,195
Intangible assets	8.2	6,644	348
Right of use assets	8.3	52,645	64,344
		121,408	133,887
Investments:			
- Investment in subsidiaries	6.1	30,586,154	30,786,107
- Investment in joint ventures	6.2.2	1,028,619	-
- Debt investment in subsidiaries	12.1	10,355,867	11,229,808
- Unquoted equity investments	5.2	7,138,174	4,401,846
- Government securities and commercial papers	7.2	1,179,687	1,013,887
		50,288,501	47,431,648
Current income tax	3.1 (e)	118,586	160,362
Receivables and prepayments	4.2.2	77,237	36,798
Cash and bank balances	4.3	52,757	319,939
		248,580	517,099
Total assets		**50,658,489**	**48,082,634**
Capital and reserves			
Share capital	11.1	332,721	332,721
Treasury shares	11.1	(99,209)	(67,209)
Share premium	11.1	589,753	589,753
Other reserves	11.2	23,023,429	19,158,925
Retained earnings		20,480,393	20,817,805
Proposed dividends	11.3	210,000	210,000
Total equity		**44,537,087**	**41,041,995**
Liabilities			
Borrowings	9.1	690,059	1,950,589
Deferred income tax	3.2	3,860,934	3,326,587
Lease liabilities	8.3	58,128	64,818
Payables and accrued expenses	4.4	1,041,946	1,255,082
Dividends payable	11.3	470,335	443,563
Total liabilities		**6,121,402**	**7,040,639**
Total equity and liabilities		**50,658,489**	**48,082,634**

The financial statements on **pages 112 to 245** were approved by the Board of Directors on 11 July 2025 and signed on its behalf by:

Dr. James M. Mworia
Director

Catherine Mturi- Wairi
Director

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Consolidated statement of changes in equity

	Notes	Share capital Ksh'000	Share premium Ksh'000	Treasury shares Ksh'000	Other reserves Ksh'000	Retained earnings Ksh'000	Proposed dividends Ksh'000	Owners equity Ksh'000	Non-controlling interest Ksh'000	Total equity Kshs'000
Year ended 31 March 2025										
At start of year		**332,721**	**589,753**	**(67,209)**	**(505,196)**	**38,491,054**	**210,000**	**39,051,123**	**713,260**	**39,764,383**
Comprehensive income										
Profit/(Loss) for the year		-	-	-	-	1,340,467	-	1,340,467	(527,650)	812,817
Other comprehensive income:										
Changes in fair value of unquoted investments	5.2	-	-	-	2,746,047	-	-	2,746,047	-	2,746,047
Revaluation gain on property	8.1.1	-	-	-	181,511	-	-	181,511	121,007	302,518
Currency translation differences		-	-	-	44,032	-	-	44,032	-	44,032
Deferred income tax thereon	3.2	-	-	-	(604,502)	-	-	(604,502)	(36,302)	(640,804)
Total other comprehensive income		-	-	-	2,367,088	-	-	2,367,088	84,705	2,451,793
Total comprehensive income		-	-	-	2,367,088	1,340,467	-	3,707,555	(442,945)	3,264,610
Transactions with owners in their capacity as owners:										
Contributions and distributions										
First and final 2024 dividends paid	11.3	-	-	-	-	-	(210,000)	(210,000)	-	(210,000)
Proposed 2025 dividends	11.3	-	-	-	-	(210,000)	210,000	-	-	-
Total contributions and distributions		-	-	-	-	(210,000)	-	(210,000)	-	(210,000)
Changes in ownership interest										
Acquisition of NCI without a change in control	13(i)								(197,269)	(197,269)
Acquisition of subsidiary with non-controlling interest	13(i)	-	-	-	-	-	-	-	654,705	654,705
Share buyback		-	-	(32,000)	-	-	-	(32,000)	-	(32,000)
Total changes in ownership interest		-	-	(32,000)	-	-	-	(32,000)	457,436	425,436
At end of year		**332,721**	**589,753**	**(99,209)**	**1,861,892**	**39,629,521**	**210,000**	**42,516,678**	**727,751**	**43,244,429**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Consolidated statement of changes in equity

Year ended 31 March 2024	Notes	Share capital Ksh'000	Share premium Ksh'000	Treasury shares Ksh'000	Other reserves Ksh'000	Retained earnings Ksh'000	Proposed dividends Ksh'000	Owners equity Ksh'000	Non-controlling interest Ksh'000	Total equity Ksh'000
At start of year		**332,721**	**589,753**	**(36,709)**	**(442,816)**	**35,451,996**	**400,000**	**36,294,945**	**811,178**	**37,106,123**
Comprehensive income										
Profit/(loss) for the year		-	-	-	-	2,807,430	-	2,807,430	(203,690)	2,603,740
Other comprehensive income:										
Changes in fair value of unquoted investments	5.2	-	-	-	(402,091)	-	-	(402,091)	-	(402,091)
Change in fair value of quoted investments	5.3	-	-	-	337,132	-	-	337,132	-	337,132
Currency translation differences		-	-	-	-	-	-	-	-	-
Deferred income tax thereon	3.2	-	-	-	2,579	-	-	2,579	-	2,579
Total other comprehensive loss		-	-	-	(62,380)	-	-	(62,380)	-	(62,380)
Total comprehensive Income		-	-	-	(62,380)	2,807,430	-	2,745,050	(203,690)	2,541,360
Transactions with owners in their capacity as owners:										
First and final 2023 dividends paid	11.3	-	-	-	-	-	(400,000)	(400,000)	-	(400,000)
Proposed 2024 dividends	11.3	-	-	-	-	(210,000)	210,000	-	-	-
Gain on acquisition of non-controlling interest		-	-			441,628		441,628		441,628
Acquisition of additional non-controlling interest		-	-						976,996	976,996
Transactions with non-controlling interest									(871,224)	(871,224)
Share buyback		-	-	(30,500)	-	-	-	(30,500)	-	(30,500)
At end of year		**332,721**	**589,753**	**(67,209)**	**(505,196)**	**38,491,054**	**210,000**	**39,051,123**	**713,260**	**39,764,383**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Company statement of changes in equity

Year ended 31 March 2025	Notes	Share capital Ksh'000	Share premium Ksh'000	Treasury shares Ksh'000	Other reserves Ksh'000	Retained earnings Ksh'000	Proposed dividends Ksh'000	Total equity Ksh'000
At start of year		**332,721**	**589,753**	**(67,209)**	**19,158,925**	**20,817,805**	**210,000**	**41,041,995**
Comprehensive income								
Profit for the year		-	-	-	-	547,138	-	547,138
Other comprehensive income:								
Changes in fair value of investments in subsidiaries	6.1	-	-	-	1,000,783	-	-	1,000,783
Change in fair value of unquoted investments	5.2	-	-	-	2,753,409	-	-	2,753,409
Transfer of investment revaluation reserve upon disposal of equity investments at FVOCI					674,550	(674,550)	-	-
Deferred income tax thereon	3.2	-	-	-	(564,238)	-	-	(564,238)
Total other comprehensive income		-	-	-	3,864,504	(674,550)	-	3,189,954
Total comprehensive income		**-**	**-**	**-**	**3,864,504**	**(127,412)**	**-**	**3,737,092**
Transactions with owners								
First and final 2024 dividends paid	11.3	-	-	-	-	-	(210,000)	(210,000)
Proposed 2025 dividends	11.3	-	-	-	-	(210,000)	210,000	-
Share buy back	11.1	-	-	(32,000)	-	-	-	(32,000)
At end of year		**332,721**	**589,753**	**(99,209)**	**23,023,429**	**20,480,393**	**210,000**	**44,537,087**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Company statement of changes in equity

Year ended 31 March 2024	Notes	Share capital Ksh'000	Share premium Ksh'000	Treasury shares Ksh'000	Other reserves Ksh'000	Retained earnings Ksh'000	Proposed dividends Ksh'000	Total equity Ksh'000
At start of year		**332,721**	**589,753**	**(36,709)**	**14,210,529**	**20,471,836**	**400,000**	**35,968,130**
Comprehensive income								
Profit for the year		-	-	-	-	555,969	-	555,969
Other comprehensive income:								
Changes in fair value of investments in subsidiaries	6.1	-	-	-	6,164,025	-	-	6,164,025
Change in fair value of unquoted investments	5.2	-	-	-	(342,389)	-	-	(342,389)
Deferred income tax thereon	3.2	-	-	-	(873,240)	-	-	(873,240)
Total other comprehensive income		-	-	-	4,948,396	-	-	4,948,396
Total comprehensive loss		-	-	-	4,948,396	555,969	-	5,504,365
Transactions with owners								
Proposed 2024 dividends	11.3	-	-	-	-	(210,000)	210,000	-
First and final 2023 dividends paid	11.3	-	-	-	-	-	(400,000)	(400,000)
Share buy back	11.1	-	-	(30,500)	-	-	-	(30,500)
At end of year		**332,721**	**589,753**	**(67,209)**	**19,158,925**	**20,817,805**	**210,000**	**41,041,995**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Consolidated statement of cash flows

	Notes	2025 Ksh'000	2024 Ksh'000
Cash flows from operating activities			
Cash generated from operations	2.8	439,015	531,739
Interest income received	2.4	324,377	3,351,867
Income tax paid	3.1	(98,681)	(65,004)
Net cash flows from operating activities		**664,711**	**3,818,602**
Cash flows from investing activities			
Acquisition of subsidiary net of cash acquired	13	(193,980)	-
Purchase of investment properties	5.1.2	(267,244)	(15,740)
Purchases of property, plant and equipment	8.1.1	(178,436)	(321,529)
Purchases of intangible assets	8.2	(104,565)	(64,279)
Purchase of shares in associates	6.2.1	-	(20,048)
Purchase of unquoted equity investments	5.2	(27,633)	(57,715)
Purchase of quoted equity investments	5.3	-	(1)
Purchase of commercial papers at amortised cost	7.2.3	(895,708)	(1,073,198)
Purchase of corporate bonds at amortised cost	7.2.4	(103,585)	(407,307)
Purchase of government securities at fair value through profit or loss	7.2.1	(568,242)	(342,514)
Purchase of government securities at amortised cost	7.2.2	(178,265)	(299,799)
Consideration received on sale of subsidiary	13(ii)	1,031,979	(874,210)
Proceeds from disposal of investment property (land)	5.1.2 (vi)	226,570	290,800
Proceeds from disposal of property, plant and equipment	8.1.1	196,490	1,981
Proceeds from disposal of unquoted investments	5.2	396,427	150,203
Proceeds from disposal of corporate bonds	7.2.4	156,060	757,264
Proceeds from disposal of quoted investments	5.3	10	3,378
Net proceeds on disposal of government securities at fair value through profit or loss	7.2.1	588,885	870,371
Net proceeds on disposal of government securities at amortised cost	7.2.2	166,020	490,301
Net proceeds on disposal of commercial papers at amortised cost	7.2.3	1,102,756	1,498,582
Net cash flows generated from investing activities		**1,347,539**	**586,540**
Cash flows from financing activities			
Proceeds from borrowings	9.1 (e)	6,175,254	2,066,047
Purchase of treasury shares	11.1	(32,000)	(30,500)
Repayments of principal portion of borrowings	9.1 (e)	(6,805,152)	(7,155,433)
Interest paid on borrowings	9.1 (e)	(1,088,452)	(1,230,884)
Interest paid on lease liability	8.3	(27,744)	(13,724)
Acquisition of additional shareholding in subsidiary	13	(38,808)	-
Dividends paid	11.3	(183,228)	(205,595)
Payment of principal portion of lease liabilities	8.3	(13,863)	(25,783)
Net cash flows used in financing activities		**(2,013,993)**	**(6,595,872)**
Decrease in cash and cash equivalents		**(1,743)**	**(2,190,730)**
Movement in cash and cash equivalents			
At start of year		545,686	2,908,746
Decrease		(1,743)	(2,190,730)
Effect of movements in exchange rates on cash held		(118,332)	(172,330)
At end of year	**4.3**	**425,611**	**545,686**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Company statement of cash flows

	Notes	2025 Ksh'000	2024 Ksh'000
Cash flows from operating activities			
Cash generated from operations	2.8	(105,772)	2,790,339
Interest income received	2.4	422,788	441,736
Income tax received/(paid)	3.1	41,776	(54,944)
Net cash flows from operating activities		**358,792**	**3,177,131**
Cash flows from investing activities			
Purchase of property and equipment	8.1	(22,122)	(3,916)
Purchase of intangible assets	8.2	(9,687)	-
Investment in subsidiaries	6.1	-	(4,869,062)
Net debt investment in subsidiaries		-	(885,479)
Proceeds from sale of unquoted investments	5.2	49,027	-
Proceeds from sale of government securities and commercial papers	7.2	1,268,774	5,691,373
Proceeds from disposal of investments	13 (ii)	1,031,979	-
Purchase of shares in unquoted investments	5.2	(27,276)	(56,855)
Purchase of government securities and commercial papers	7.2	(1,214,225)	(2,139,832)
Net cash flows generated from/(used in) investing activities		**1,076,470**	**(2,263,771)**
Cash flows from financing activities			
Repayment of borrowings	9.1 (c)	(1,000,000)	(500,000)
Interest paid on borrowings	9.1 (e)	(260,492)	(314,945)
Interest paid on lease liability	8.3	(10,737)	(2,829)
Payment of principal portion of lease liabilities	8.3	(6,690)	(5,376)
Dividends paid	11.3	(183,228)	(205,595)
Share buyback	11.1	(32,000)	(30,500)
Net cash flows used in financing activities		**(1,493,147)**	**(1,059,245)**
Decrease in cash and cash equivalents		**(57,885)**	**(145,885)**
Movement in cash and cash equivalents			
At start of year		(576,443)	(399,998)
Decrease		(57,885)	(145,885)
Effect of movements in exchange rates on cash held		(2,974)	(30,560)
At end of year	**4.3**	**(637,302)**	**(576,443)**

The notes to the consolidated and company financial statements shown in **pages 123 - 245** are integral to these financial statements.

Notes to the Financial Statements

1 Accounting framework and critical judgements

1.1 General information

Centum Investment Company Plc is incorporated and domiciled in Kenya. Its shares are listed on the Nairobi Securities Exchange and on the Uganda Securities Exchange. The address of its registered office is:

Two Rivers Office Towers
8th Floor, South Tower, Limuru Road
P O Box 10518 – 00100
Nairobi

1.2 Basis for preparation

(i) Compliance with IFRS and Kenyan Companies Act

The consolidated financial statements of Centum Investment Company Plc (the "Company"), its subsidiaries and its interests in associates and joint ventures (together, the "Group") have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and in a manner required by Kenyan Companies Act, 2015.

The Group has operations across various sectors. In order to achieve a more informative presentation of the financial statements, the expenses in the consolidated statement of profit or loss have been presented using a mix of both nature and function classification. As required by IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), a detailed breakdown of the expenses has been presented in the notes to the financial statements. The directors are satisfied that mixing the presentation provides more relevant information and does not have an effect of misstating any balance or giving any undue bias.

The consolidated statement of profit and loss has been presented based on the nature of the various businesses that the Group engages in. A list of the subsidiaries and the nature of their operations has been presented under note 6.1.

(ii) New and amended standards adopted by the Group and Company

The following standards and interpretations have been applied by the Group and Company for the first time for the financial reporting period commencing on or after 1 April 2024. The amendments are applied retrospectively for annual reporting periods beginning on or after 1 January 2024. Earlier application of the amendments is permitted. If an entity applies the amendments for an earlier period, it is also required to apply the 2020 amendments early.

The Directors of the Group do not anticipate that the application of the amendments in the future will have a high impact on the Group's financial statements with the exception of amendments to IAS 1 Presentation of Financial Statements-Non-Current Liabilities with Covenants.

The table below summarises the new and amended standards adopted by the Group and Company and, their effective dates:-

Standards/Interpretation	Effective date
Lease liability in a sale and leaseback - Amendments to IFRS 16	01-Jan-24
Amendments to IAS 1 - Classification of Liabilities as Current or Non-current Liabilities with covenants	01-Jan-24
Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Supplier Finance Arrangements	01-Jan-24

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.2 Basis for preparation (continued)

(ii) New and amended standards adopted by the Group and Company (continued)

Amendment to IFRS 16 Leases—Lease Liability in a Sale and Leaseback

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date.

The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognised a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease term) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted. If a seller-lessee applies the amendments for an earlier period, it is required to disclose that fact. A seller-lessee applies the amendments retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application, which is defined as the beginning of the annual reporting period in which the entity first applied IFRS 16.

The Directors of the Group do not anticipate that the application of the amendments in the future will have an impact on the Group's financial statements.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS 1 published in January 2020 affect only the presentation of liabilities as current or noncurrent in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items. The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2024, with early application permitted. The IASB has aligned the effective date with the 2022 amendments to IAS 1. If an entity applies the 2020 amendments for an earlier period, it is also required to apply the 2022 amendments early.

1 Accounting framework and critical judgements

1.2 Basis for preparation (continued)

(ii) New and amended standards adopted by the Group and Company (continued)

Amendments to IAS 1 Presentation of Financial Statements — Non-current Liabilities with Covenants

The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or noncurrent). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date). The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

This standard impacted the Group as certain borrowings were classified as current as described in note 9.1.

Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Supplier Finance Arrangements

The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. The term 'supplier finance arrangements' is not defined. Instead, the amendments describe the characteristics of an arrangement for which an entity would be required to provide the information. To meet the disclosure objective, an entity will be required to disclose in aggregate for its supplier finance arrangements:

- The terms and conditions of the arrangements;
- The carrying amount, and associated line items presented in the entity's statement of financial position, of the liabilities that are part of the arrangements;
- The carrying amount, and associated line items for which the suppliers have already received payment from the finance providers;
- Ranges of payment due dates for both those financial liabilities that are part of a supplier finance arrangement and comparable trade payables that are not part of a supplier finance arrangement; and
- Liquidity risk information.

(iii) New and amended standards not yet adopted by the Group and Company

A number of new standards and amendments to standards are effective for annual periods beginning after 1 April 2023 and earlier application is permitted; however, the Group and Company has not early adopted them in preparing these consolidated financial statements. These are summarised below:

Standards/Interpretation	Effective date
Lack of exchangeability (Amendments to IAS 21)	01-Jan-25
IFRS 7 and IFRS 9 amendments.	01-Jan-24
IFRS 18 Presentation and Disclosure in Financial Statements	01-Jan-27
IFRS 19 Subsidiaries without Public Accountability: Disclosures	01-Jan-27
Amendments to IFRS 10 and IAS 28-Sale or Contribution of Assets between an Investor and its Associate or Company	Available for optional adoption/ effective date deferred indefinitely

1 Accounting framework and critical judgements

1.2 Basis for preparation (continued)

(iii) New and amended standards not yet adopted by the Group and Company (continued)

Lack of exchangeability (Amendments to IAS 21)
The amendments clarify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking, as well as require the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. A lack of exchangeability might arise when a government imposes currency controls in response to macro-economic instability and balance-of-payments problems. In addition, the currencies of hyperinflationary economies often experience a lack of exchangeability.

The directors anticipate that the new standard will not have a material impact on the Group and Company financial statements.

Classification and measurement requirements for financial instruments (Amendments to IFRS 7 and IFRS 9)

Classification of financial assets with contingent feature

The amendments introduce an additional SPPI (solely payment of principal and interest) test for financial assets with contingent features that are not related directly to a change in basic lending risks or costs – e.g. where the cash flows change depending on whether the borrower meets an ESG (environmental, social, and governance) target specified in the loan contract.

Under the amendments, certain financial assets including those with ESG-linked features could now meet the SPPI criterion, provided that their cash flows are not significantly different from an identical financial asset without such a feature.

The amendments also include additional disclosures for all financial assets and financial liabilities that have certain contingent features that are:
- not related directly to a change in basic lending risks or costs; and
- are not measured at fair value through profit or loss.

Other amendments

Contractually linked instruments (CLIs) and non-recourse features

The amendments clarify the key characteristics of CLIs and how they differ from financial assets with non-recourse features. The amendments also include factors that a company needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the 'look through' test).

Disclosures on investments in equity instruments

The amendments require additional disclosures for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income (FVOCI).

The amendments apply for reporting periods beginning on or after 1 January 2026. Companies can choose to early-adopt these amendments (including the associated disclosure requirements), separately from the amendments for the recognition and derecognition of financial assets and financial liabilities.

The amendments to IFRS 7 and IFRS 9 are effective from 1 January 2026. The amendments include guidance on the classification of financial assets, including those with contingent features. Further, the amendments clarify the key characteristics of contractually linked instruments and how they differ from financial assets with non-recourse features. The amendments also require additional disclosures for investments in equity instruments that are measured at fair value through other comprehensive income. Lastly, the amendments clarify when a financial asset or a financial liability is recognised and derecognised and to provide an exception for derecognition of certain financial liabilities when settled using an electronic payment system.

The Group is in the process of assessing the impact of these amendments, particularly with respect to the collation of additional information needed to assess the recognition and derecognition of financial instruments, as well as to meet the new disclosure requirements.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.2 Basis for preparation (continued)

(iii) New and amended standards not yet adopted by the Group and Company (continued)

Presentation and Disclosures in Financial Statements (IFRS 18)

IFRS 18 promotes a more structured income statement, in particular, it introduces a newly defined 'operating profit' subtotal and a requirement for all income and expenses to be allocated between three new distinct categories being, operating, investing and financing activities, based on a company's main business activities. However, the Group's and Company's net profit will not change.

IFRS 18 also requires companies to analyse their operating expenses directly on the face of the income statement - either by nature, by function or using a mixed presentation. If any items are presented by function on the face of the income statement (e.g. cost of sales), then a company provides more detailed disclosures about their nature.

IFRS 18 also requires the disclosure of Management Performance Indicators ("MPMs") which are subject to audit. They are designed to capture some but not all 'non-GAAP' measures The standard requires MPMs to be:

- a subtotal of income and expenses;
- used in public communications outside the financial statements; and
- reflective of management's view of financial performance.

For each MPM presented, companies will need to explain in a single note to the financial statements why the measure provides useful information, how it is calculated and reconciled to an amount determined under IFRS Accounting Standards. Furthermore, a company must state that it provides management's view of financial performance and is not necessarily comparable to those of other companies. Any changes or new MPMs must also be explained.

Under IFRS 18, which is effective from 1 January 2027, companies net profit will not change. What will change is how the results are presented on the face of the income statement as well as the notes to the financial statements. This includes disclosure of certain "non-GAAP" measures – management performance measures (MPMs) which will form part of the audited financial statements. The Group is in the process of assessing the impact of the amendments, particularly with respect to the collation of additional information needed to meet the new disclosure requirements.

Subsidiaries without Public Accountability: Disclosures (IFRS 19)

Subsidiaries of companies using IFRS Accounting Standards can substantially reduce their disclosures and focus more on users' needs following the release of IFRS 19.

A subsidiary may choose to apply the new standard in its consolidated, separate or individual financial statements provided that, at the reporting date:

- it does not have public accountability; and
- its parent produces consolidated financial statements under IFRS Accounting Standards.

A subsidiary applying IFRS 19 is required to clearly state in its explicit and unreserved statement of compliance with IFRS Accounting Standards that IFRS 19 has been adopted.

Under IFRS 19, which is effective from 1 January 2027, eligible subsidiaries can choose to apply the reduced disclosure requirements as set out in the standard. The company is not eligible to apply the reduced disclosure requirements of the standard as it has a public accountability as it is listed.

Sale or Contribution of Assets between an Investor and its Associate or Company (Amendments to IFRS 10 and IAS 28)

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.2 Basis for preparation (continued)

(iii) New and amended standards not yet adopted by the Group and Company (continued)

Sale or Contribution of Assets between an Investor and its Associate or Company (Amendments to IFRS 10 and IAS 28)

The effective date of the amendments has yet to be set by the IASB; however, earlier application of the amendments is permitted. The directors of the Company anticipate that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods should such transactions arise.

1.3 Going concern

The Group and the Company forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group and the Company should be able to operate within their current funding levels into the foreseeable future.

The Directors are of the opinion that the Company and its subsidiaries have adequate resources to continue in operational existence for the foreseeable future. The consolidated and company financial statements therefore have been prepared on a going concern basis.

1.4 Material accounting policies

The material accounting policies applied in the preparation of these consolidated and company financial statements are set out below and in the related notes to the Group and Company financial statements.

The material accounting policies applied are consistent with those adopted in the prior year, unless otherwise stated.

Where reference is made to accounting policy to Group or company it should be interpreted as being applicable to the consolidated or company financial statements as the context requires. The consolidated and company financial statements are herein after reffered to as " the financial statements"

1.4.1 Principles of consolidation and equity accounting

i Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Where necessary, adjustments are made to the financial statements of subsidiaries to align any difference in accounting policies with those of the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.1 Principles of consolidation and equity accounting (continued)

ii Changes in ownership interests in subsidiaries without change of control

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Centum Investment Company Plc.

iii Disposal of Subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

iv Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 49% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

v Joint arrangements

Under ***IFRS 11 Joint Arrangements*** investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated statement of financial position, and subsequently adjusted to reflect the group's share of the joint venture profit or loss, other comprehensive income and dividends received.

vi Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.1 Principles of consolidation and equity accounting (continued)

vii Changes in ownership interests with change of control

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

viii Business combinations

The Group accounts for business combinations using the acquisition method when control is obtained by the Group. A business is defined as an integrated set of activities and assets that are capable of being conducted and managed for the purposes of providing a return directly to investors or other owners, members or participants.
The consideration transferred is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are recognised in profit or loss. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interests.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed. If, after reassessment, the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), such excess is recognised immediately in profit or loss as a bargain purchase gain.

An obligation to pay contingent consideration is classified as either a financial liability or equity based on the respective definitions set out in IAS 32 Financial Instruments: Presentation. The Group classifies any rights to the return of consideration previously transferred as a financial asset. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IFRS 9 Financial Instruments, with the corresponding gain or loss recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured after the acquisition date.

Any changes resulting from additional and new information about events and circumstances that existed at the acquisition date and, if known, would have affected the measurement of the amount recognised at that date, are considered to be measurement period adjustments.

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.1 Principles of consolidation and equity accounting (continued)

viii. Business combinations (continued)

The Group retrospectively adjusts the amounts recognised for measurement period adjustments. The measurement period ends when the acquirer receives all the information that they were seeking about the facts and circumstances that existed at the acquisition date or learns that information cannot be obtained. The measurement period shall, however, not exceed one year from the acquisition date. To the extent that changes in the fair value relate to post-acquisition events, these changes are recognised in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) applicable to the specific asset or liability.

ix. Investments in subsidiaries in company financial statements

Investments in the subsidiaries (details of which are disclosed in Note 6.1) are stated in the Company's statement of financial position at fair value. Fair value is based on recent transactions or price multiples, or net asset value.

x. Non-controlling interests

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

xi. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated.

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

1.4.2 Foreign currency

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'Kenyan Shillings (Ksh)', which is the Group's presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investments in a foreign operation. The Group does not have qualifying cash flow hedges.

Foreign exchange gains and losses that relate to cash and cash equivalents and borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.2 Foreign currency (continued)

Transactions and balances (continued)

For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as financial assets at fair value through other comprehensive income.

Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

1.4.3 Measurement principles

Key assets and liabilities shown in the statement of financial position are measured as follows:

Item included in the statement of financial position	Measurement principle	Item included in the statement of financial position	Measurement principle
		Assets	
Property, plant and equipment	Historical cost less accumulated depreciation and impairment losses.	Biological assets	Fair value less cost to sell.
		Quoted investments	Fair value through other comprehensive income.
		Investment properties	Fair value through profit and loss.
		Land	Fair value through profit and loss.
Loans and advances	Amortised cost.	Cash and cash equivalents	Amortised cost.
Goodwill	Historical cost less impairment losses.	Receivables and prepayments	Amortised cost.
Intangible assets	Historical cost less accumulated amortisation and impairment losses.	Investment in subsidiaries	Company: Fair value based on recent transactions or price multiples, or net asset value.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.3 Measurement principles (continued)

Key assets and liabilities shown in the statement of financial position are measured as follows:

Item included in the statement of financial posi- tion	Measurement principle	Item included in the statement of financial position	Measurement principle
		Assets	
Deferred tax assets	Undiscounted amount measured at the tax rates that have been enacted and are expected to apply to the period when the asset is realised.	Undiscounted amount measured at the tax rates that have been enacted and are expected to apply to the period when the asset is realised.	Fair value through profit and loss, fair value through other comprehensive income and armotized cost.
Investments in associates and joint ventures	Group: Cost adjusted for share of movements in net assets less impairment losses. Company: Fair value based on price of a recent transaction or earnings multiples of comparable companies or cost.	Current income tax recoverable	Amount expected to be recovered from tax authorities, using tax rates that have been enacted or substantively enacted at the reporting date.
Unquoted investments	Fair value based on price of a recent transaction or earnings multiples of comparable companies or cost	Right of use asset	Historical cost less accumulated depreciation and accumulated impairment.
		Liabilities	
Deferred income tax liabilities	Undiscounted amount measured at the tax rates that have been enacted and are expected to apply to the period when the liability is settled.	Current income tax liabilities	Amount expected to be paid to tax authorities, using tax rates that have been enacted or substantively enacted at the reporting date.
Provisions	Present value of the best estimate of the settlement amount.	Payables and accruals	Amortised cost.
		Borrowings	Amortised cost.
		Bank overdraft	Amortised cost.
Lease liabilities	Present value of lease payments during the lease term that are not yet paid.	Dividends payable	Present value of the best estimate of the settlement amount.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.4 Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provision of the measurement.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

A trade receivable without a significant financing component is initially measured at the transaction price.

ii. Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual characteristics of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

iii. Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, it is a derivative or it s designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecogntion is also recognised in profit or loss.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.4 Financial instruments (continued)

iii. Measurement (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:-

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss. There are government securities, corporate bonds and commecial papers that are treated under amortized costs.

- FVTPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises. There are Government securities that are treated under FVTPL.

Equity instruments
The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iv. Impairment

The Group recognises loss allowances for ECLs on:-
(i) financial assets measured at amortised cost ('cash and cash equivalents' and 'trade and other receivables');
(ii) contract assets.
The Group also recognises loss allowances for ECLs on lease receivables which are disclosed as part of trade and other receivables.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following which are measured at 12 months ECL.

(i) debt securities that are determined to have low credit risk at the reporting date; and
(ii) other debt securities and bank balances for which credit risk (i.e the risk of default occuring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade and other receivables (including lease receivables) and contract assets are always measured at an amount equal to lifetime ECLs.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.4 Financial instruments (continued)

iv. Impairment (continued)

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following which are measured at 12 months ECL.

(i) debt securities that are determined to have low credit risk at the reporting date; and
(ii) other debt securities and bank balances for which credit risk (i.e the risk of default occuring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade and other receivables (including lease receivables) and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:
- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held);or
- the financial asset is more tan 90 days past due.

The Group considers a debt security to have a low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12 month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs
ECLs are a probability- weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e the difference between the cashflows due to the entity in accordance with the contract and the cashflows that the Group expects to receive).

Credit-impaired financial assets
At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact

of the estimated future cashflows of the financial asset have occured.
Evidence that a financial asset is credit-impaired includes the following observable data::

- significant financial difficulty of the debtor;
- a breach of contract such as default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; and
- the disapperance of an active market for a security because of financial difficulties.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.4 Financial instruments (continued)

iv. Impairment (continued)

Presentation of allowance for expected credit losses in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the asset.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof.

v. Interest income

Effective interest rate and amortised cost

Interest income and expense are recognised in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than credit-impaired assets, the Group and Company estimates future cash flows considering all contractual terms of the financial instrument, but not expected credit losses. For credit-impaired financial assets, a credit-adjusted effective interest rate is calculated using estimated future cash flows including expected credit losses.

The calculation of the effective interest rate includes transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability.

Calculation of interest income and expense

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis. For financial assets that were credit-impaired on initial recognition, interest income is calculated by applying the credit-adjusted effective interest rate to the amortised cost of the asset. The calculation of interest income does not revert to a gross basis, even if the credit risk of the asset improves.

vi. Presentation

Interest income and expense presented in profit or loss include:

- interest on financial assets and financial liabilities measured at amortised cost calculated on an effective interest basis;interest on debt instruments measured at FVOCI calculated on an effective interest basis;
- the effective portion of fair value changes in qualifying hedging derivatives designated in cash flow hedges of variability in interest cash flows, in the same period as the hedged cash flows affect interest income/expense; and
- the effective portion of fair value changes in qualifying hedging derivatives designated in fair value hedges of interest rate risk.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.4 Financial instruments (continued)

vi. Presentation (Continued)

Interest income and expense on all trading assets and liabilities are considered to be incidental to the Group's and Company's trading operations and are presented together with all other changes in the fair value of trading assets and liabilities in net trading income.

All financial assets are classified as non-current except those that are held for trading, those with maturities of less than 12 months from the balance sheet date, those which management has the express intention of holding for less than 12 months from the balance sheet date or those that are required to be sold to raise operating capital, in which case they are classified as current assets.

All financial liabilities are classified as non-current except those held for trading, those expected to be settled in the Group's normal operating cycle, those payable or expected to be paid within 12 months of the balance sheet date and those which the Group does not have an unconditional right to defer settlement for at least 12 months after the balance sheet date.

vi. Derecognition/write off

Financial assets are derecognised when the rights to receive cash flows from the financial asset have expired, when the Group has transferred substantially all risks and rewards of ownership, or when the Group has no reasonable expectations of recovering the asset.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged or cancelled or expires.

When a financial asset measured at fair value through other comprehensive income, other than an equity instrument, is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. For equity investments for which an irrevocable election has been made to present changes in fair value in other comprehensive income, such changes are not subsequently transferred to profit or loss.

vii. Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet only when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

1.4.5 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is determined for an individual asset, unless the asset are largely independent of those from other assets or groups of assets. Impairment losses of continuing operations are recognised in profit or loss in those expense categories consistent with the function of the impaired asset.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.4 Material accounting policies (continued)

1.4.6 Contract costs

Costs to obtain a contract i.e. sales commissions are capitalised and expensed when the corresponding revenue from the contract is recognised in the income statement.

1.4.7 Contract liabilities

The Group collects partial payments from the buyers of the residential units that are currently under construction. The Group also collects partial payments from land sales. The advance deposits are accumulated in the statement of financial position as contract liabilities until the requirements of revenue recognition are met.

1.4.8 Comparatives

Except otherwise required, all amounts are reported or disclosed with comparative information. Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

1.5 Critical accounting judgements, estimates and assumptions

The Group maKsh judgements, estimates and assumptions concerning the future when preparing the consolidated financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

The “Critical accounting judgements, estimates and assumptions” note should be read in conjunction with the “Material accounting policies”.

1.5.1 Valuation of unquoted Investments

Valuation of the Group’s unquoted investments is an area of judgement, involving significant estimates and assumptions.

The Group’s policy is to measure all unquoted investments at fair value on the Company statement of financial position. On the consolidated statement of financial position, only unquoted investments with a holding of less than 20% are measured at fair value as subsidiaries are consolidated and associates are accounted for under the equity accounting method. Unquoted investments on the Company statement of financial position are classified as fair value through other comprehensive income.

Valuation of unquoted investments involves making use of significant unobservable inputs. The main inputs into the valuation models for these investments include:

a) EV/EBITDA multiples - based on the most recent EBITDA achieved on a rolling 12 months basis of the company under valuation and equivalent corresponding EBITDA multiples of comparable companies;
b) Market approach for the banking subsidiary - based on a recent transaction between minority shareholders;
c) Discounted cash flow methodology which reflects the specifics of the entity and its operating environment;
d) EV/Revenue multiples - based on the most recent revenue achieved on a rolling 12 months basis of the company under valuation and equivalent corresponding Revenue multiples of comparable companies; and
e) Marketability discounts, based on guidance under International Private Equity and Venture Capital Valuation (IPEV) and IFRS accounting standards. In principle, the Group applies an illiquidity discount between 1% and 30% set out under IPEV guidelines

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.1 Valuation of unquoted Investments (continued)

The Group also considers the original transaction prices, recent transactions in the same or similar instruments and completed third party transactions in comparable companies instruments in valuation of some of the unquoted investments.

Real Estate subsidiaries are valued on the basis of the Group's proportionate share of their Net Asset Values as the underlying properties are measured at fair value. A cost or net asset value approach is also used for some of the unquoted investments and early stage portfolio companies.

In evaluating the valuations, management reviews the performance of the portfolio investee companies on a monthly basis and is regularly in contact with the management of the portfolio companies in order to make assessments of business and operational matters which are considered in the valuation process. Where appropriate, management also tracks peer company multiples, recent transaction results and credit ratings for similar instruments and companies.

The valuations are prepared by management and are reviewed on a regular basis by the Board Finance and Investment Committee and the Board Audit Committee. The Board Committees consider the appropriateness of the valuation model itself, the significant and key inputs as well as the valuation result using various valuation methods and techniques generally recognised as standard within the industry.

In determining the continued appropriateness of the chosen valuation technique, management may perform back-testing to consider the various models' actual results and how they have historically aligned to actual market transactions. As a result of this process, management may recalibrate the valuation techniques appropriately.

Where EBITDA multiples are used, management determines comparable companies based on industry, size, development stage, revenue generation and strategy. The trading multiple for each comparable company identified is then calculated. The multiple is calculated by dividing the enterprise value of the comparable company by its earnings before interest, taxes, depreciation and amortisation (EBITDA).

The trading multiple is then adjusted for discounts with regards to such considerations as illiquidity and other differences, advantages and disadvantages between the portfolio company and the comparable public company based on company specific facts and circumstances.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.1 Valuation of unquoted investments (continued)

The table below present those investments in portfolio companies whose fair values have been determined on the basis described above.

Year ended 31 March 2025

Description Unquoted investments: Company	Ownership	Fair value at 31 March 2025 Ksh'000	Valuation technique	Unobservable inputs	Weighted average input	Reasonable possible shift+/- (absolute value)	Change in valuation +/- Ksh'000
Isuzu East Africa Limited	17.8%	5,621,350	Comparable trading multiples	EBITDA multiple	8.66x	1%	50,057
				Marketability discount	17.5%	5%	(59,620)
				Discounted EBITDA multiple	7.15x		
				EBITDA (Ksh 'm)	ND*	10%	500,565
				Net debt (Ksh 'm)	ND*	NA	NA
NAS Airport Services Limited	15%	1,065,147	Comparable trading multiples	EBITDA multiple	7.53x	1%	11,687
				Marketability discount	18%	5%	(12,107)
				Discounted Revenue multiple	6.21x		
				Revenue (Ksh 'm)	ND*	10%	116,871
				Net debt (Ksh "m)	ND*	NA	NA
Africa Crest Education (ACE) Holdings	17%	420,938	Cost method				
Nabo Unit Trust Funds		30,739	Amortised cost				
Total - Company		**7,138,174**					

* Isuzu East Africa Limited, NAS Airport Services Limited and Africa Crest Education (ACE) Holdings are private companies where the Group holds a minority interest. The EBITDA and debt information is market sensitive information and has therefore not been disclosed.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.1 Valuation of unquoted investments (continued)

The table below present those investments in portfolio companies whose fair values have been determined on the basis described above.

Year ended 31 March 2024

Description Unquoted investments: Company	**Ownership**	**Fair value at 31 March 2024 Ksh'000**	**Valuation technique**	**Unobservable inputs**	**Weighted average input**	**Reasonable possible shift+/- (absolute value)**	**Change in valuation +/- Ksh'000**
Isuzu East Africa Limited	17.8%	2,797,139	Comparable trading multiples	EBITDA multiple	8.53x	1%	29,104
				Marketability discount	17.5%	5%	(29,667)
				Discounted EBITDA multiple	7.04x		
				EBITDA (Ksh 'm)	ND*	10%	291,039
				Net debt (Ksh 'm)	ND*	NA	NA
NAS Airport Services Limited	15%	1,128,552	Comparable trading multiples	Revenue multiple	9.13x	1%	11,160
				Marketability discount	18%	5%	(11,969)
				Discounted Revenue multiple	7.53x		
				Revenue (Ksh 'm)	ND*	10%	111,597
				Net debt (Ksh "m)	ND*	NA	NA
Africa Crest Education (ACE) Holdings	17%	428,765	Cost method				
Nabo Unit Trust Funds		47,390	Amortised cost				
Total - Company		**4,401,846**					

* Isuzu East Africa Limited, NAS Airport Services Limited and Africa Crest Education (ACE) Holdings are private companies where the Group holds a minority interest. The EBITDA and debt information is market sensitive information and has therefore not been disclosed.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.2 Valuation of subsidiaries

Year ended 31 March 2025

Subdiaries: Company	Ownership	31-Mar-25 Ksh'000	Valuation basis for the year ended 31 March 2025
Centum Real Estate Limited	100%	18,584,867	This is a real estate development company.The entity holds investments in Uhuru Heights Limited, Centum Development Kenya Limited, Vipingo Development Plc, Vipingo Estates Plc and Centum Development Company Limited (that owns 100% of Pearl Marina Estates Limited). It is measured at net asset value of the underlying assets and liabilities.
Two Rivers Development Limited	53.6%	-	This is a real estate investment company that holds a joint control in the investment in Two Rivers Mall. It is measured at adjusted net asset value of which the underlying assets are measured at fair value. The investment in Two Rivers Mall is disclosed in note 6.2.2.
Longhorn Publishers Plc	60.2%	495,323	This is the investment in the controlling stake of the publishing company. The entity is listed on the Nairobi Securities Exchange. The investment valuation is based on market prices.
Rasimu Limited	100%	-	This is an investment company that holds 3.65% of Two Rivers Development Limited. It is measured at adjusted net asset value of which the underlying assets are measured at fair value. The investment in Two Rivers Development Limited is disclosed above.
Nabo Capital Limited	100%	452,342	This is an investment company involved in fund management and transaction advisory services. It is measured at adjusted net asset value.
Greenblade Growers Limited	100%	112,671	This is an agricultural production company. It is measured using comparable trading multiples.
Zohari Credit Limited	100%	-	This is a leasing company. It is measured at adjusted net asset value.
Tribus TSG Limited	80%	268,909	This is a training, security and governance consultancy services company. It is measured using comparable trading multiples. at net asset value.
Tier Data Limited	100%	-	This is the investment in the controlling stake of an IT service provision company. It is measured at adjusted net asset value. value.
Jafari Credit Limited	100%	1,229,777	This is a micro-lender that offers long term credit to civil servants. It is measured using the discounted cash-flow method.
Two Rivers Land Company (SEZ) Limited (TRLCL)	80.5%	9,442,265	This is an infrastructure development company associated with a functional special Economic Zone. It is measured based on a recent transaction price.
Total		**30,586,154**	

A complete list of the Group's subsidiaries is included under note 6.1

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.2 Valuation of subsidiaries (Continued)

Year ended 31 March 2025

Description Subsidiaries: Company	Ownership	Fair value at 31 March 2025 Ksh'000	Valuation technique	Unobservable inputs	Weighted average input	Reasonable possible shift+/- (absolute value)	Change in valuation +/- Ksh'000
Centum Real Estate Limited	100%	18,584,867	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Two Rivers Development Limited	53.3%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Longhorn Publishers Plc	60.2%	495,323	Market Price	Not applicable	Not applicable	Not applicable	Not applicable
Rasimu Limited	100%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Nabo Capital Limited	100%	452,342	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Greenblade Growers Limited	100%	112,671	Comparable trading multiples	EV/Sales	0.9x	1%	(46,887,889)
				Marketability discount	30%	5%	(53,147,368)
				Control premium	20%	5%	(40,628,410)
Zohari Credit Limited	100%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Tribus TSG Limited	80%	268,909	Comparable trading multiples	EBITDA multiple	6.9x	1%	58,610,439
				Marketability discount	30%	5%	43,671,055
				Control premium	20%	5%	73,549,822
Tier Data Limited	100%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Jafari Credit Limited	100%	1,229,777	Discounted cash flows	Weighted average cost of capital	17.87%	0.5%	987,910
				Free cash flows	664,803	10%	66,480
Two Rivers Land Company (SEZ) Limited (TRLC)	80.5%	9,442,265	Recent transaction	Not applicable	Not applicable	Not applicable	Not applicable
Total - Company		**30,586,154**					

A complete list of the Group's subsidiaries is included under note 6.1

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.2 Valuation of subsidiaries (continued)
Year ended 31 March 2024

Description	Ownership	31-Mar-24 Ksh'000	Valuation basis for the year ended 31 March 2024
Centum Real Estate Limited	100%	18,039,425	This is a real estate development company.The entity holds investments in Uhuru Heights Limited, Centum Development Kenya Limited, Vipingo Development Plc, Vipingo Estates Plc and Centum Development Company Limited (that owns 100% of Pearl Marina Estates Limited). It is measured at net asset value of the underlying assets and liabilities.
Two Rivers Development Limited	53.6%	-	This is a real estate investment company that holds a joint control in the investment in Two Rivers Mall. It is measured at adjusted net asset value of which the underlying assets are measured at fair value. The investment in Two Rivers Mall is disclosed in note 6.2.2.
Bakki Holdco Limited	100%	1,856,066	This is a holding company for the investment in Sidian Bank Limited. It is measured at adjusted net asset value however the underlying assets are measured based on the price of a recent transaction.
Longhorn Publishers Plc	60.2%	377,232	This is the investment in the controlling stake of the publishing company. The entity is listed on the Nairobi Securities Exchange. The investment valuation is based on market prices.
Rasimu Limited	100%	-	This is an investment company that holds 3.65% of Two Rivers Development Limited. It is measured at adjusted net asset value of which the underlying assets are measured at fair value. The investment in Two Rivers Development Limited is disclosed above.
Nabo Capital Limited	100%	459,394	This is an investment company involved in fund management and transaction advisory services. It is measured at adjusted net asset value.
Greenblade Growers Limited	100%	159,559	This is an agricultural production company. It is measured comparable trading multiples.
Zohari Leasing Limited	100%	-	This is a leasing company. It is measured at adjusted net asset value.
Tribus TSG Limited	80%	210,299	This is a training, security and governance consultancy services company. It is measured comparable trading multiples.
Tier Data Limited	100%	-	This is the investment in the controlling stake of an IT service provision company. It is measured at net asset value.
Jafari Credit Limited		241,867	This is a micro-lender that offers long term credit to civil servants. It is valued using the Discounted Cashflow Method.
Two Rivers Land Company (SEZ) Limited(TRLCL)	100%	9,442,265	This is an infrastructure development company associated with a functional Special Economic Zone. It is measured based on a recent transaction price.
Total		**30,786,107**	

A complete list of the Group's subsidiaries is included under note 6.1

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.2 Valuation of subsidiaries (Continued) Year ended 31 March 2024

Description Subsidiaries: Company	Ownership	Fair value at 31 March 2024 Ksh'000	Valuation technique	Unobservable inputs	Weighted average input	Reasonable possible shift+/- (absolute value)	Change in valuation +/- Ksh'000
Centum Real Estate Limited	100%	18,039,425	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Two Rivers Development Limited	53.6%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Bakki Holdco Limited	100%	1,856,066	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Longhorn Publishers Plc	60.2%	377,232	Market price	Not applicable	Not applicable	Not applicable	Not applicable
Rasimu Limited	100%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Nabo Capital Limited	100%	459,394	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Greenblade Growers Limited	100%	159,559	Comparable trading multiples	EBITDA multiple	5.98x	1%	3,165,485
				Marketability discount	30%	5%	(8,864,362)
				Control premium	20%	5%	8,864,362
Zohari Credit Limited	100%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Tribus TSG Limited	80%	210,299	Comparable trading multiples	EBITDA multiple	6.53%	1%	2,168,177
				Control premium	20%	5%	11,683,248
				Marketability discount	30%	5%	(11,683,248)
Tier Data Limited	100%	-	Adjusted net asset value	Not applicable	Not applicable	Not applicable	Not applicable
Jafari Credit Limited	100%	241,867	Discounted cashflows	Weighted average co	22.72%	0.5%	(73,393)
				Free cashflows	244,237	10%	(6,340)
Two Rivers Land Company (SEZ) Limited (TRLCL)	80.5%	9,442,265	Recent transaction	Not applicable	Not applicable	Not applicable	Not applicable
Total		**30,786,107**					

A complete list of the Group's subsidiaries is included under note 6.1

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.2 Valuation of subsidiaries (continued)

The change in valuation disclosed in the above table shows the relative increase or decrease in the input variables deemed to be subjected to the most judgement and estimate and the respective impact on the fair value presented in these financial statements. For equity securities, increases in the EBITDA multiple and control premium inputs would each lead to an increase in estimated value. However an increase in the discount for lack of marketability would lead to a decrease in value.

1.5.3 Valuation of associates

The Group did not have associates as at 31 March 2025.

Year ended 31 March 2024

Associates: Group	**Ownership**	**31-Mar-24 Ksh'000**	**Valuation basis for the year ended 31 March 2024**
Akiira Geothermal Limited	37.50%	1,026,545	The Company held a 37.5% interest through it's subsidiary, Investpool Company Limited. It is measured at cost less impairments.
Sidian Bank Limited	40.00%	1,982,493	The Company held a 40% interest through it's subsidiary, Bakki Holdco. Ltd. It is measured at cost less impairments.
		3,009,038	

*Prior year amount has been adjusted consistent with the amount of investment in associate.

1.5.4 Valuation of investment properties

The fair value model has been applied in accounting for investment properties. The Group commissioned external, independent and professionally qualified real estate valuers that hold recognised relevant professional qualification and have recent experience in the locations and types of investment properties valued to determine the fair value of the investment properties at 31 March 2025 and 31 March 2024 on the basis of open market value. The current use of the investment properties equates to the highest and best use.

Investment property comprises of land and commercial property that is leased to third parties. The market value of the land was determined using recent market prices of comparable properties and there are therefore no significant unobservable inputs. Considerations for factors such as changing market conditions overtime, location, size, quality and amenities, as well as the terms of the transactions were considered in the comparable sales approach and adjustments made to reflect the actions of typical buyers are sellers. The market value of the building was determined using the discounted cashflow approach. The fair value gains have been credited to 'income' in the income statement (Note 5.1.2).

The Group's investment properties are valued by reference to a level 2 and level 3 fair value measurement. In 2025 and 2024, there were no transfers between different levels within the fair value hierarchy. Level 3 measurement uses one or more significant inputs not based on observable data.

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1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.4 Valuation of investment properties (continued)

The Group's investment properties are valued by reference to a level 2 and level 3 fair value measurement. In 2025 and 2024, there were no transfers between different levels within the fair value hierarchy. Level 3 measurement uses one or more significant inputs not based on observable data.

	Level 1 Ksh'000	Level 2 Ksh'000	Level 3 Ksh'000
31 March 2025			
Investment properties - Buildings	-	-	4,196,838
Investment properties - Land	-	49,074,965	-
	-	49,074,965	4,196,838
31 March 2024			
Investment properties - Buildings	-		3,446,847
Investment properties - Land		47,025,920	
	-	47,025,920	3,446,847

See note 5.1.2 for the reconciliation of investment properties.

1.5.4.1 Valuation technique and significant unobservable inputs for investment properties - land

Valuation technique	Significant observable inputs
Market approach: The valuation model uses prices and other relevant information generated by market transactions involving identical or similar assets. The fair value is determined as the price that would be paid to sell the land in an orderly transaction to market participants.	1. Property prices in the locality. 2. Infrastructure developments

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.4 Valuation of investment properties (continued)

1.5.4.2 Valuation technique and significant unobservable inputs for investment properties - buildings (continued)

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flows: The valuation model considers the present value of net cashflows to be generated from the property, considering the expected rental growth rate, void periods, occupancy rate, lease incentive costs and other costs not paid by tenants. The expected net cashflows are discounted using risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.	Discount rate: 11.75% Exit capitalisation rate:8.75% Occupancy rate (2026:60.8%, 2027:85.5%, 2028: 93.1%, 2029: 95.2%, 2030: 96.2% and 2031: 96.2%)	The estimated fair value would increase(decrease) if: • The discount rate were lower/ (higher); • The exit capitalisation rate were lower/(higher); or • The occupancy rate were higher/ (lower).

Sensitivity analysis

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. The sensitivity of the valuation of the investment property to changes in the principal assumptions is:

i. 31 March 2025

Assumption	Assumption value as per valuation	Reasonable possible shift	Change in the fair value of the investment property
			Ksh' 000
Net cashflow	Year 1: USD 1,647,344 Year 2: USD 2,818,877 Year 3: USD 2,992,955 Year 4: USD 3,174,956 Year 5: USD 2,807,897 Year 6: USD 3,442,732	1%	21,550
Discount rate	11.75%	0.5%	94,789
Exit capitalization rate	8.75%	0.5%	147,938

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.4 Valuation of investment properties (continued)

1.5.4.2 Valuation technique and significant unobservable inputs for investment properties - buildings

ii. 31 March 2024

Assumption	Assumption value as per valuation	Reasonable possible shift	Change in the fair value of the investment property
			Ksh' 000
Net cashflow	Year 1: USD (826,048) Year 2: USD 1,049,974 Year 3: USD 2,858,471 Year 4: USD 3,621,882 Year 5: USD 3,561,215	1%	8,435
Discount rate	12.50%	0.5%	75,126
Exit capitalization rate	10.50%	0.5%	130,482

1.5.5 Impairment losses on loans and advances

IFRS 9 Financial Instruments requires assessment on a forward looking basis of the expected credit losses ('ECL') associated with its debt instrument assets carried at amortised cost and with the exposure arising from loan committments and financial guarantee contracts. The Group recognises a loss allowance for such losses at each reporting period. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Refer to note 7.1 for a detailed analysis on the Group's expected credit loss model for loans and advances.

1.5.6 Impairment of goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisition of associates is included in investments in associates.

For purposes of impairment testing, goodwill acquired in a business combination is allocated to CGUs. On the basis described on the accounting policy above, the Group's primary CGUs are as outlined above. Goodwill is tested for impairment annually in the fourth quarter by comparing the recoverable amount of each goodwill carrying CGU with its carrying amount. In addition, in accordance with IAS 36, the Group tests goodwill whenever a triggering event is identified. The recoverable amount is the higher of a CGU's fair value less costs of disposal and its value in use.

Notes to the Financial Statements (Continued)

1 Accounting framework and critical judgements

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.7 Impairment losses

Critical estimates are made by directors in determining the expected credit losses on financial assets. Such estimates include the determination of probabilities of default including the use of forward-looking information, and of loss given default.

1.5.8 Income taxes

Significant judgement is required in determining the Group's and Company's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of the business. The Group and Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

1.5.9 Other judgements in applying the Group's and Company's accounting policies

Other judgements made by the directors in the process of applying the Group's and Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements include:

- Going concern: whether there are material uncertainties that may cast significant doubt on the entity's ability to continue as a going concern;
- Whether it is probable that future taxable profits will be available against which temporary differences can be utilized;
- Classification of financial assets: whether the business model in which financial assets are held has as its objective the holding of such assets to collect contractual cash flows or to both collect contractual cash flows and sell the assets; and whether the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest;
- whether credit risk on financial assets has increased significantly since initial recognition; and
- how to determine the incremental borrowing rate used in the discounting of lease liabilities.

Notes to the Financial Statements (Continued)

2 Results of operations

2.1 Operating Segments

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. The Group's chief operating decision maker is the executive management committee. The executive management committee consists of the Chief Executive Officer, Chief Financial Officer, Managing Director - Centum Capital Partners, Managing Director - Centum Real Estate, Managing Director - Nabo Capital Limited, Partner - Portfolio Operations, Company Secretary and heads of the various business units.

The operating structure comprises the reportable segments below:

a) Growth Portfolio - This consists of:

i. Private Equity Portfolio

Centum's investments in Longhorn Publishers Plc, NAS Servair Limited, Sidian Bank Limited, Isuzu East Africa Limited, Africa Crest Education (ACE) Holdings, Amu Power Limited, Centum Capital Partners Limited, Zohari Credit Limited, Greenblade Growers Limited, Tribus TSG Limited and Tier Data Limited, Jafari Credit Limited and Two Rivers Land Company (SEZ) Limited.

ii. Centum Real Estate Portfolio

This represents Centum's investment in real estate assets under Centum Real Estate Limited and Two Rivers Development Limited Group.

iii. Development portfolio

This represents Centum's investment in Akiira Geothermal Limited.

b) Marketable Securities

This portfolio comprises of investments in quoted equity and fixed income securities.

The Group segment information provided to the executive management committee for the reportable segments for the year ended 31 March 2025 and 31 March 2024 is as presented overleaf.

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.1 Operating Segments (continued)

Year ended 31 March 2025	Private Equity Ksh'000	Real Estate Ksh'000	Marketable Securities Ksh'000	Total Ksh'000
Dividend income	202,525	-	-	202,525
Interest income	164,671	-	159,706	324,377
Lease rentals	22,198	-	-	22,198
Fund management income	202,940	-	-	202,940
Sale of residential units and development rights	-	2,584,083	-	2,584,083
Sales income	1,811,201	265,353	-	2,076,554
Cost of sales	(1,312,690)	(2,374,843)	-	(3,687,533)
Other income	810,386	101,683	-	912,069
Realised losses	207,065	-	(7,821)	199,244
Fee, commission and forex trading income	98,610	-	-	98,610
Share of profit of associates and joint ventures	28,170	-	-	28,170
Gain on bargain purchase of a subsidiary	738,029	-	-	738,029
Gain on loss of control of associate	45,204	-	-	45,204
Unrealised value movements	-	3,202,080	(2,009)	3,200,071
Gross return	**3,018,309**	**3,778,356**	**149,876**	**6,946,541**
Finance costs	(1,248,335)	(246,389)	(199,816)	(1,694,540)
Provision for impairment of assets	(31,586)	-	-	(31,586)
Portfolio costs	(456,101)	(840,056)	(584,607)	(1,880,764)
Employee benefits*	(943,020)	(261,149)	-	(1,204,169)
Segment profit/(loss) before tax	**339,267**	**2,430,762**	**(634,547)**	**2,135,482**
Tax	(384,491)	(938,174)	-	(1,322,665)
Segment profit/(loss) after tax	**(45,224)**	**1,492,588**	**(634,547)**	**812,817**
Shareholder funds: 1 April 2024				
Total assets	26,186,821	47,728,449	2,256,591	76,171,861
Borrowings	(10,759,070)	(5,831,472)	-	(16,590,542)
Other liabilities	(4,879,833)	(14,587,572)	(349,531)	(19,816,936)
Non-controlling interest	39,498	(752,758)	-	(713,260)
Net asset value attributable to equity holders	**10,587,416**	**26,556,647**	**1,907,060**	**39,051,123**
Shareholder funds: 31 March 2025				
Total assets	34,268,156	46,524,352	1,557,975	82,350,483
Borrowings	(4,344,618)	(13,510,056)	-	(17,854,674)
Other liabilities	(4,596,906)	(16,321,851)	(332,623)	(21,251,380)
Non-controlling interest	455,536	(1,183,287)	-	(727,751)
Net asset value attributable to equity holders	**25,782,168**	**15,509,158**	**1,225,352**	**42,516,678**

*The note has been restated by splitting the employee benefits expense from portfolio costs to comply IFRS 8 requirements

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.1 Operating Segments (continued)
Group

Year ended 31 March 2024	Private Equity Ksh'000	Real Estate Ksh'000	Marketable Securities Ksh'000	Total Ksh'000
Dividend income	231,145	-	-	231,145
Interest income	3,037,477	-	314,390	3,351,867
Lease rentals	50,563	-	-	50,563
Fund management income	186,080	-	-	186,080
Sale of residential units and development rights	-	3,793,092	-	3,793,092
Sales income	2,684,132	314,174	-	2,998,306
Cost of sales	(2,087,287)	(3,524,549)	-	(5,611,836)
Other income	2,961	43,466	-	46,427
Realised losses	(900)	-	(15,398)	(16,298)
Fee, commission and forex trading income	761,107	-	-	761,107
Gain associated with loss of control of subsidiary	145,703	-	-	145,703
Share of profit/(loss) of associates and joint ventures	(81,513)	-	-	(81,513)
Unrealised value movements	-	7,097,584	-	7,097,584
Gross return	**4,929,468**	**7,723,767**	**298,992**	**12,952,227**
Finance costs	(2,258,471)	(2,328,729)	(403,387)	(4,990,587)
Provision for impairment of assets	(1,009,743)	-	-	(1,009,743)
Portfolio costs	(1,159,138)	(612,318)	(556,947)	(2,328,403)
Employee benefits•	(1,479,329)	(236,021)	-	(1,715,350)
Segment profit/(loss) before tax	**(977,213)**	**4,546,699**	**(661,342)**	**2,908,144**
Tax	351,875	(656,279)	-	(304,404)
Segment profit/(loss) after tax	**(625,338)**	**3,890,420**	**(661,342)**	**2,603,740**
Shareholder funds: 1 April 2023				
Total assets	52,449,758	57,819,457	2,470,092	112,739,307
Borrowings	(4,737,299)	(14,940,481)	-	(19,677,780)
Other liabilities	(42,194,285)	(13,411,588)	(349,531)	(55,955,404)
Non-controlling interest	(1,149,977)	338,799	-	(811,178)
Net asset value attributable to equity holders	**4,368,197**	**29,806,187**	**2,120,561**	**36,294,945**
Shareholder funds: 31 March 2024				
Total assets	26,186,821	47,728,449	2,256,591	76,171,861
Borrowings	(10,759,070)	(5,831,472)	-	(16,590,542)
Other liabilities	(4,879,833)	(14,587,572)	(349,531)	(19,816,936)
Non-controlling interest	39,498	(752,758)	-	(713,260)
Net asset value attributable to equity holders	**10,587,416**	**26,556,647**	**1,907,060**	**39,051,123**

*The note has been restated by splitting the employee benefits expense from portfolio costs to comply IFRS 8 requirements

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.2 Revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities as described below.

a) Revenue streams

The Group's revenue comprises of the following:

Type	Nature	Description	Recognition
Sale of goods	Educational materials	Sale of educational material is through Longhorn Publishers Plc.	Revenues from the various sources are recognised in the period in which the company has delivered products to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery does not occur until the products have been accepted by the customer. Revenue is recognised at a point in time.
	Agricultural products	The Group exports exotic herbs through Greenblade Growers Limited.	
Financial services	1. Interest income 2. Fund management income 3. Fees, commissions and trading income 4. Leasing income	1. Interest income relates to income earned by Jafari Credit Limited and fixed income investments by the asset management subsidiaries. 2. Fund management income relates to management fees earned by the asset management companies. 3. Fees, commissions and trading income is the non funded income earned by Jafari Credit Limited. 4. Leasing income relates to rental and finance lease income earned on operating and finance leases provided by Zohari Credit Limited.	- Interest income is accrued using the effective interest rate method, by reference to the principal outstanding and the interest rate applicable.Interest income is recognised over time. - Fund management income is recognised in the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a percentage of the total services to be provided. - Fees and commissions are recognised on an accrual basis when the service has been provided. Loan commitment fees for advances are credited to income upon first utilisation of the facility and are charged on an annual basis. - Operating lease income is accrued by reference to time on a straight-line basis over the lease term. Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable. Processing fee is recognized on inception of the lease at a point in time.
Sale of services	1. Project management fees 2. Utilities 3. Provision of security and cleaning services 4. Provision of IT services	1. Project management fees relate to fees earned by Centum Real Estate Limited on Real Estate projects. 2. Utilities relate to income earned by Two Rivers Power Company Limited and Two Rivers Water and Sanitation Company Limited on the provision of electricity and water to the Two Rivers Development. 3. Security and cleaning services earned by Tribus TSG Limited to third party clients. 4. IT services earned by Tier data on provision of ICT infrastructure, internet services, networking solutions, data centre and disaster recovery.	- Project management fees are recognised in the period in which the services are rendered, by reference to completion of the specific project assessed on the basis of the actual service provided as a percentage of the total service to be provided. Project management fees are recognised over time. - Electricity and water revenue are recognised when electricity and/or water is consumed by the user and is stated net of value added tax and other Government levies. The revenues are recognised at a point in time. - Security and cleaning services are recognised on a monthly basis when services are offered. The revenues are recognised over time. - IT services are recognised on a monthly basis when monthly services are offered. In case of projects, the revenues are recognised over time based on percentage of the work completed.

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.2 Revenue (continued)

Type	Nature	Description
Investment income	1. Dividend income 2. Gains on disposal of investments 3. Interest income	- Dividend income from investments is recognised when the shareholders' right to receive payment has been established. Recognised based on point in time. - Gains on disposal of investments are recognised when the Company has no unfulfilled obligation that could affect the completion of the transaction. Recognition based on point in time. - Interest income is accrued using the effective interest rate method, by reference to the principal outstanding and the interest rate applicable. Interest income is recognised over time.
Real Estate	1. Sale of houses 2. Sale of land	- Revenue from sale of housing units is recognised upon completion and release of ownership to the respective buyers of the completed units. Revenue is recognised at a point in time. - Revenue from sale of land is recognised upon execution of the transfer of title and settlement of the consideration of the land per the agreement.Revenue is recognised at a point in time.
Other income	1. Change in fair value of biological assets 2. Realised and unrealised foreign exchange gains	- The change in fair value (less costs to sell) of a biological asset between reporting dates is reported as a gain or loss. Recognition is at a point in time. - Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Recognition is at a point in time.

The Group revenues are recognised based on point in time and over period of time based on the various businesses invested in.

b) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

The contract assets primarily relate to advance payments done to contractors while contract liabilities relate to contract retentions. The amounts will be recognized as revenue at the completion of the residential houses whose construction is still in progress. See completion dates of different units in note 5.1.1 (i).

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Contract assets	341,973	264,112	-	-
Contract liabilities	(874,727)	(456,575)	-	-
	(532,754)	**(192,463)**	**-**	**-**

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.2 (c) Disaggregation of revenue from contracts with customers

i) Revenue recognized at a point in time

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
Trading Business:				
- Publishing business	898,092	1,545,370	-	-
- Utilities	407,005	485,439	-	-
- Agribusiness	506,104	564,219	-	-
	1,811,201	2,595,028	-	-
Investment income				
Dividend income (Note 2.2.1)	202,525	231,145	235,752	250,644
(Losses)/gains on disposal of investments (Note 2.7)	(8,648)	(16,298)	(827)	468,091
Unrealised (losses)/gains on investments	(2,009)	89,103	3,813	2,456
	191,868	303,950	238,738	721,191
Real Estate:				
- Revenue from sale of residential house units	2,482,950	3,737,397	-	-
	4,486,019	**6,636,375**	**238,738**	**721,191**
ii) Revenue recognized over time				
Two Rivers Investment Operations:				
- Electricity income	230,908	230,192	-	-
- Water income	34,445	34,625	-	-
- Levies	-	49,357	-	-
	265,353	**314,174**	**-**	**-**
Financial services:				
- Fees, commission and forex trading income	98,610	761,107	-	-
- Fund management income	202,940	186,080	-	-
- Lease rentals	22,198	50,563	-	-
	323,748	997,750	-	-
	589,101	**1,311,924**	**-**	**-**
	5,075,120	**7,948,299**	**238,738**	**721,191**

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.2 (c) Disaggregation of revenue from contracts with customers (continued)

2.2.1 Dividend Income	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
Subsidiaries	-	-	33,228	20,000
Unquoted investments	202,525	231,145	202,524	230,644
	202,525	**231,145**	**235,752**	**250,644**
2.3 Other income				
Gain on disposal of investment properties (Note 5.1.2)	101,133	55,695	-	-
Miscellaneous income	912,069	46,428	479,789	(10,904)
Other	-	-	-	-
	1,013,202	**102,123**	**479,789**	**(10,904)**
Other income per segment				
Real Estate	25,887	43,466	-	-
Two Rivers investment operations	101,683	13,805	-	-
Two Rivers Special Economic Zone	114,743	60	-	-

Miscellaneous income relates to parking revenue,data center revenue and project/development management fees.

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
2.4 Expenses				
2.4.1 (a) Cost of sales by segment				
Trading business	1,312,690	2,087,287	-	-
Real estate	2,156,160	3,267,338	-	-
Two Rivers investment operations	218,683	257,211	-	-
	3,687,533	**5,611,836**	**-**	**-**
2.4.1 (b) Cost of sales by nature				
Cost of goods sold	3,509,873	5,332,393	-	-
Employee benefits	177,660	279,443	-	-
	3,687,533	**5,611,836**	**-**	**-**

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.4 Interest income recognised using the effective interest method

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
- Financial services	164,671	3,037,477	-	-
- Investment operations	159,706	314,390	422,788	441,736
	324,377	**3,351,867**	**422,788**	**441,736**

2.5 Segmental analysis of income

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
Trading business				
- Revenue from contracts with customers	1,811,201	2,595,028	-	-
	1,811,201	**2,595,028**	**-**	**-**
Financial services				
- Interest income	164,671	3,037,477	-	-
- Fees, commission and forex trading income	98,610	761,107	-	-
- Fund management income	202,940	186,080	-	-
- Lease rentals	22,198	50,563	-	-
	488,419	**4,035,227**	**-**	**-**
Investment operations				
- Interest income	159,706	314,390	422,788	441,736
- Dividend income (Note 2.2.1)	202,525	231,145	235,752	250,644
- (Losses)/gains on disposal of investments (Note 2.10)	(8,648)	(16,298)	207,065	468,091
- Unrealised (losses)/gains on investments	(2,009)	89,103	3,813	2,456
- Other income	678,404	(10,904)	479,789	(10,904)
	1,029,978	**607,436**	**1,349,207**	**1,152,023**

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.6 Expenses

2.6.1 (a) Operating and administrative expenses

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
Employee benefits expense (Note 2.6.2)	1,204,169	1,715,350	306,131	321,215
Directors' fees and expenses	83,471	120,121	50,900	42,243
Auditor's remuneration	76,301	50,105	30,754	15,426
Depreciation and amortisation	353,668	546,367	33,793	19,343
AGM and annual report printing	9,791	7,195	9,791	7,195
Business development costs	133,526	135,576	4,280	33,876
Advertising costs	216,082	217,202	11,558	7,657
Share registration costs	6,877	6,004	6,877	6,004
Listing expenses	4,901	6,608	3,707	3,071
Consultancy	99,477	173,155	22,160	49,503
Management fees	67,807	107,003	38,287	19,096
Donations	16,813	24,554	3,663	5,779
Other costs*	812,049	934,513	106,883	49,303
	3,084,932	**4,043,753**	**628,784**	**579,711**
Analysed as below:				
Trading business	756,770	864,378	-	-
Real estate	921,634	663,517	-	-
Two Rivers investment operations	179,571	184,822	-	-
Financial services	391,524	1,643,879	-	-
Two Rivers Land Special Economic Zone	250,827	130,210	-	-
Investment Operations	584,606	556,947	628,784	579,711
	3,084,932	**4,043,753**	**628,784**	**579,711**

*Other costs relate to software licences, legal fees, connectivity charges, printing and stationery, travel and accommodation expenses and other operating expenses.

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
2.6.1 (b) Provision for impairment of assets				
- Expected credit losses (Note 4.2)	(3,554)	301,810	-	-
- Impairment of loans and advances(Note 7.1)	35,140	707,933	-	-
	31,586	**1,009,743**	**-**	-
The expected credit losses per segment is analysed as below:-				
Trading business	28,780	114,428	-	-
Financial services	8,013	224,343	-	-
Two Rivers investment operations	(40,347)	(36,961)	-	-
	(3,554)	**301,810**	**-**	-

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.6 Expenses (continued)

2.6.2 Employee benefits expense

2.6.2.1 Short term employee benefits

Liabilities for wages and salaries, including non-monetary benefits and accumulating annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

2.6.2.2 Retirement benefits obligations

TThe Group operates a defined contribution pension scheme. The assets of the scheme are held in a separate trustee administered fund. The scheme is administered by independent fund managers and is funded by contributions from both the employer and the employees.

The Group also contributes to the statutory National Social Security Fund. This is a defined contribution pension scheme registered under the National Social Security Act. The Group's obligations under the scheme are limited to specific obligations legislated from time to time and are currently limited to a maximum of Ksh 4,320 per month per employee.

The Group contributions in respect of retirement benefit schemes are charged to profit or loss in the year to which they relate.

2.6.2.3 Performance bonus

The bonus scheme is designed to optimize the cash return on the assets managed by the Company for the shareholders. The scheme aligns the staff reward system to creation of cash return on assets at a rate greater than that of the market. The return considered for the purposes of the bonus computation is cash adjusted and does not include the annual fair valuation movement of assets, but instead incorporates the net asset value movements.

2.6.2.3.1 Determining the bonus pool

The determination of the bonus pool is as follows:

a. The private equity and marketable securities portfolios bonus pool

The annual performance bonus pool for the private equity and marketable securities portfolios is subject to attainment of a total cash return as a percentage of Company opening cash-adjusted shareholder funds of 15% or more in the financial year (the hurdle rate).

The annual bonus pool is then computed as 20% of the total cash return that is above the hurdle rate of 15%. Should total return exceed 25%, then the performance pool will be increased by 1% for each 1% above total return.

Elements of cash return for the two portfolios are:

i. Monetization events which include sale/exit of a stake in a portfolio company and securing equity investments at multiples to the carrying value of the portfolio investments;
ii. Dividend and interest income from the portfolio; and
iii. Cash Net Asset Value movements in the portfolio companies, representing the Company's share of distributable dividends.

b. Real estate portfolio

The Real Estate portfolio bonus pool is only determined on the attainment of a cash return (property sale or an exit transaction) in a real estate portfolio company. However, the hurdle rate in Real Estate cash returns is tied to a relevant index of value appreciation (Hass Composite Land Property Index) to ensure that management is not incentivized for ordinary/inflationary increases in property values. The percentage cash return is therefore effectively adjusted downwards for the effects of ordinary property value appreciation.

The Real Estate bonus pool is based on 10% of return in excess of the hurdle adjusted base. The base refers to the actual cash deployed into the investment. At the end of a financial year where sale or exit transactions have occurred, the base is adjusted for the hurdle rate plus all costs incurred (investment and operational).

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.6 Expenses (continued)

2.6.2 Employee benefits expense (continued)

2.6.2.3 Performance bonus (continued)

2.6.2.3.2 Vesting Conditions

The bonus entitlement for a particular year is paid out to staff in three tranches over a period of three years, subject to the following vesting conditions:

i. Shareholder funds (defined as Net Asset Value) will not fall below the level they were at the point of the bonus award (high-water mark);

ii. The high-water mark will be adjusted for owner related adjustments such as payment of dividends or new capital raisings; and

iii. An eligible employee must remain in the employ of the Company for the entire period unless a specific waiver is granted by the Board of Directors.

The performance hurdle rates described above were not met in the year ended 31 March 2025 and hence no bonus pool was recognized for the year.

2.6.2.4 Other entitlements

The estimated monetary liability for employees' accrued annual leave entitlement at the reporting date is recognised as an accrued expense.

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Salaries	1,017,924	1,362,908	261,231	252,648
Retirement benefit scheme contributions	25,148	54,374	16,118	17,639
National Social Security Fund contributions	7,732	10,176	848	377
Accrued leave	(12,618)	14,472	(7,368)	13,718
	1,038,186	**1,441,930**	**270,829**	**284,382**
Staff medical expenses	65,127	107,522	15,962	14,040
Other staff costs*	100,856	165,898	19,340	22,793
	1,204,169	**1,715,350**	**306,131**	**321,215**
Average number of employees	905	1,082	28	19

*Other staff costs includes staff meals, staff welfare costs, staff insurance charges

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.7 Finance costs

Finance costs comprise interest expenses on borrowings and net foreign exchange movements that are recognised in profit or loss. All borrowing costs are recognised in profit or loss using the effective interest method, unless the borrowing costs are directly attributable to the acquisition, construction or production of qualifying assets, in which case the directly attributable borrowing costs are capitalised.

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Trading businesses:				
- Interest on bank and other borrowings	200,364	226,736	-	-
- Interest on lease liabilities	2,425	8102	-	-
	202,789	234,838	-	-
Centum Real Estate Limited:				
- Interest on bank and other borrowings	329,557	575,269	-	-
- Foreign exchange losses/(gains) on borrowings	(334,999)	494,851	-	-
- Amortised borrowing costs	-	20974	-	-
	(5,442)	1,091,094	-	-
Two Rivers Investment Operations:				
- Interest on bank and other borrowings	249,705	590,898	-	-
- Commitment and other fees	4,161	26,724	-	-
- Foreign exchange losses on borrowings	(2,035)	270,743	-	-
	251,831	888,365	-	-
Investment operations:				
- Interest on bank and other borrowings	170,964	278,963	170,964	278,963
- Commitment and other fees	18,115	12,896	18,115	12,896
- Foreign exchange losses on borrowings	-	108,699	-	-
- Interest on lease liabilities	10,737	2,829	10,737	2,829
	199,816	403,387	199,816	294,688
Two Rivers Special Economic Zone:				
- Interest on bank and other borrowings	897,419	699,590	-	-
- Commitment and other fees	336,065	-	-	-
- Foreign exchange gains	(228,230)	(350,320)	-	
	1,005,254	349,270	-	-
Total finance costs	**1,654,248**	**2,966,954**	**199,816**	**294,688**
Financial services:				
- Interest on customer deposits	-	1,003,234	-	-
- Interest on bank and other borrowings	25,711	1,017,606	-	-
- Interest on lease liabilities	14,582	2,793		
Total Interest expense	**40,293**	**2,023,633**	-	-

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.8 Cash generated from operations

	Notes	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
- Reconciliation of profit before income tax to cash generated from operations:					
Profit before income tax		2,135,482	2,908,144	517,247	277,624
Adjustments for:					
Share of profit/(loss) from associate	6.2.1	(31,530)	81,513	-	-
Interest income	2.4	(324,377)	(3,351,867)	(422,788)	(441,736)
Finance costs	2.7	1,694,541	4,976,863	199,816	291,859
Depreciation on property, plant and equipment	8.1.1	307,056	287,944	29,198	13,652
Amortisation of intangible assets	2.2	46,612	275,239	3,391	57
Depreciation on right of use asset	8.3.1	26,713	34,489	11,699	5,850
Gain/(loss) on disposal of investments	2.2 (c)	8,648	16,298	827	(468,091)
Change in fair value of investment property	5.1.2	(3,202,080)	(7,097,584)	-	-
Unrealised exchange (gains)/losses		(556,309)	24,628	(205,666)	44,295
Fair value (gains)/losses on government securities through profit and loss	2.2	(3,796)	31,397	-	(2,456)
Bargain purchase gain		(738,029)	-	-	-
Gain on disposal of investment property	5.1.2	(101,133)	(55,695)	-	-
Gain associated with loss of control of subsidiary	13	(207,892)	(145,703)	(207,892)	-
Gain associated with loss of control of associate		(45,204)	-	-	-
Gain on lease termination		408	(719)	-	-
Share of loss from joint ventures	6.2.2	3,360	-	3,360	-
Net impairment of loans and advances	7.1	35,140	707,933	-	-
Provision for impairment on assets	2.6.1 (b)	(3,554)	301,810	-	75,951
Change in fair value of biological assets	8.4	3,012	(11,232)	-	-
Changes in working capital:					
- Debt investment in subsidiaries	-	-	-	218,611	2,237,650
- inventories	4.1	123,879	265,352	-	-
- trade receivables	4.2	(261,267)	(70,707)	-	-
- receivables and prepayments	4.2	187,383	21,989	(40,439)	40,543
- construction of residential units	5.1.1	1,290,607	1,824,699	-	-
- payables and accrued expenses	4.4	(209,822)	471,185	(213,136)	715,141
- finance lease receivable	8.3.2	295	(3,725)	-	-
- presales customer deposits	4.5	393,868	(1,425,414)	-	-
- loans and advances	7.1	(132,928)	(170,253)	-	-
- restricted cash	4.3.1	(68)	635,155	-	-
		439,015	531,739	(105,772)	2,790,339

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.9 Earnings per share

Basic earnings per share
Earnings per share is calculated using the weighted average number of ordinary shares in issue during the period and is based on the profit after tax attributable to ordinary shareholders.

Diluted earnings per share
The Company has not issued any convertible securities and as such, the basic and diluted earnings per share is the same.

	2025 Ksh'000	2024 Ksh'000
Basic and diluted earnings per share		
From continuing operations attributable to the ordinary equity holders of the company	2.05	4.27
Total basic and diluted earnings per share attributable to the ordinary equity holders of the company	2.05	4.27
Reconciliation of earnings used in calculating earnings per share Profit attributable to equity holders of the company used in calculating basic and diluted earnings per share:		
- From continuing operations	1,340,467	2,807,430
- From discontinued operations	-	-
	1,340,467	2,807,430
Weighted average number of ordinary shares in issue (thousands)	654,691	657,474

Notes to the Financial Statements (Continued)

2 Results of operations (continued)

2.10 Gain on disposal of investments

		Group			Company		
	Notes	Carrying value Kshs'000	Proceeds Kshs'000	Gain/(Loss) on disposal Kshs'000	Cost Kshs'000	Proceeds Kshs'000	Gain/(Loss) on disposal Kshs'000
Year ended 31 March 2025							
Quoted investments		9,355	12,147	2,792	-	-	-
Other investments		1,182,477	1,171,037	(11,440)	166,845	166,018	(827)
		1,191,832	1,183,184	(8,648)	166,845	166,018	(827)
Subsidiaries		1,856,066	2,063,958	207,892	1,856,066	2,063,958	207,892
Gain during the year				**199,244**			**207,065**
Year ended 31 March 2024							
Quoted investments		4,141	3,241	(900)	-	-	-
Other investments		3,009,457	2,994,059	(15,398)	5,458,483	5,484,947	26,464
Subsidiaries		-	-	-	438,087	879,714	441,627
		3,013,598	2,997,300	(16,298)	5,896,570	6,364,661	468,091
Reserves released on disposal:							
Quoted investments				-			-
(Loss)/gain during the year				**(16,298)**			**468,091**

Notes to the Financial Statements (Continued)

3 Income tax

3.1 Income tax expense

The tax expense for the year comprises current and deferred income tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

Current income tax

Current income tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the reporting date in the countries where the Company and its subsidiaries operate and generate taxable income, and any adjustment to tax payable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the Financial Statements (Continued)

3 Income tax (continued)

3.1 Income tax expense (continued)

a) Income tax expense	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
Current income tax	22,765	136,489	-	390
Deferred income tax	1,299,900	167,915	(29,891)	(278,735)
	1,322,665	304,404	(29,891)	(278,345)

b) Tax rate reconciliation

The table below explains the differences between the expected tax expense at the Kenyan statutory tax rate of 10% for Special Economic Zone entities (2024:10%) and 30% (2024:30%) for other entities and the Group's total tax expense.

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
Accounting profit before tax	2,135,482	2,908,144	517,247	277,624
Tax at the applicable rate of 30% (2024: 30%)	640,644	872,443	155,174	83,287
Tax effect of:				
Income not subject to tax	(263,446)	(9,232)	-	-
Income subject to capital gains tax rate	304,986	(401,743)	(265,456)	(132,488)
Expenses not deductible for tax	3,594	673,637	80,391	15,016
Write- off of deferred tax assets	880,618	-	-	-
Adjustment in respect of prior periods	44,308	(19,796)	-	-
Unrecognised deferred tax assets	(1,207)	(189,420)	-	(244,160)
Effect of different tax rates	(286,832)	(621,485)	-	-
	1,322,665	304,404	(29,891)	(278,345)
c) Tax losses				
Unused tax losses for which no deferred tax asset has been recognised*.	4,023	631,400	-	813,867
Potential tax benefit at 30%	1,207	189,420	-	244,160

Tax losses do not expire under the current legislation.

Notes to the Financial Statements (Continued)

3 Income tax (continued)

3.1 Income tax expense (continued)

d) Unrecognized temporary differences

Temporary differences relating to investments in subsidiaries for which deferred tax liabilities have not been recognised:

	Group 2025 Ksh'000	2024 Ksh'000	Company 2025 Ksh'000	2024 Ksh'000
Foreign currency translation	(40,807)	(84,839)	-	-
Undistributed earnings	2,655,955	2,655,955	-	-
	2,615,148	2,571,116	-	-
Unrecognised deferred tax liabilities relating to the above temporary differences	261,515	257,112	-	-

Temporary differences of Ksh 41 Million (2024– Ksh 85 Million) have arisen as a result of the translation of the financial statements of the Group's subsidiaries in Mauritius, Uganda and Tanzania. However, a deferred tax liability has not been recognised as the liability will only eventuate in the event of disposal of the subsidiaries, and no such disposals are expected in the foreseeable future.

e) Current income tax recoverable

	Group 2025 Ksh'000	2024 Ksh'000	Company 2025 Ksh'000	2024 Ksh'000
At start of year	(359,456)	(411,145)	(160,362)	(105,808)
Charge for the year	22,765	136,489	-	390
Payments during the year	(98,681)	(65,004)	(33,338)	(54,944)
Disposal of subsididary	331	(19,796)		
Adjustment in respect of prior periods	73,000	-	75,114	-
At end of year	**(362,041)**	**(359,456)**	**(118,586)**	**(160,362)**
Analysed as:				
Current income tax recoverable	(383,207)	(383,938)	(118,586)	(160,362)
Current income tax payable	21,166	24,482	-	-
	(362,041)	**(359,456)**	**(118,586)**	**(160,362)**
Amounts recognised in the statement of cashflow	98,681	65,004	(41,776)	54,944

Notes to the Financial Statements (Continued)

3 Income tax (continued)

3.2 Deferred income tax

Deferred income tax is calculated on all temporary differences under the liability method using the currently enacted tax rate of 10% for Special Economic Zone entities (2024:10%) and 30% (2024: 30%) for other entities and the capital gains tax rate of 15% (2024: 15%). The movement on the deferred income tax account is as follows:

	Group		Company	
	2025	2024	2025	2024
	Ksh'000	Ksh'000	Ksh'000	Ksh'000
At start of year	5,370,767	4,981,401	3,326,587	2,732,082
Charge/(credit) to income statement	1,299,900	167,915	(29,891)	(278,735)
Credit to other comprehensive income	640,804	(2,579)	564,238	873,240
Adjustment in respect of prior periods	(18,858)	14,969	-	-
Derecognition on disposal of subsidiary	-	209,061	-	-
At end of year	**7,292,613**	**5,370,767**	**3,860,934**	**3,326,587**

Deferred income tax assets and liabilities are analysed as follows:

Deferred income tax assets	(282,167)	(1,009,312)	-	-
Deferred income tax liabilities	7,574,780	6,380,079	3,860,934	3,326,587
	7,292,613	**5,370,767**	**3,860,934**	**3,326,587**

Notes to the Financial Statements (Continued)

3 Income tax (continued)

3.2 Deferred income tax (continued)

Group	At start of year Ksh'000	Charged/ (credited) to Profit/loss Ksh'000	Adjustment in respect of prior periods Ksh'000	Charged/ (credited) to OCI Ksh'000	Derecognition on disposal of subsidiary Ksh'000	At end of year Ksh'000
Year ended 31 March 2025						
Property, plant and equipment:						
- on historical cost basis	212,372	(6,916)	-	-	-	205,456
- on fair value basis	-	-	-	(90,755)	-	(90,755)
Tax losses	(2,232,151)	684,336	-	-	-	(1,547,815)
Other deductible differences	(780,128)	2,029,140	834,136	-	-	2,083,148
Exchange differences	388	(1,248)	-	-	-	(860)
Fair value changes on investment properties	7,636,398	(1,405,412)	-	-	-	6,230,986
Fair value changes on investments	533,888	-	(852,994)	731,559	-	412,453
	5,370,767	**1,299,900**	**(18,858)**	**640,804**	**-**	**7,292,613**

Year ended 31 March 2024	At start of year	Charged/ (credited) to Profit/loss	Adjustment in respect of prior periods	Charged/ (credited) to OCI	Reclassified to assets held for sale	At end of year (Restated)
Property, plant and equipment:						
- on historical cost basis	302,018	(89,646)	-	-	-	212,372
Tax losses carried forward	(2,695,475)	463,324	-	-	-	(2,232,151)
Other deductible differences	(956,967)	(47,191)	14,969	-	209,061	(780,128)
Exchange differences	(351,462)	351,850	-	-	-	388
Fair value changes on investment properties	8,098,040	(461,642)	-	-	-	7,636,398
Fair value changes on investments	585,247	(48,780)	-	(2,579)	-	533,888
	4,981,401	**167,915**	**14,969**	**(2,579)**	**209,061**	**5,370,767**

Company						
Year ended 31 March 2025						
Property and equipment	(3,359)	(605)	-	-	-	(3,964)
Other deductible differences	(181,017)	(29,286)	-	-	-	(210,303)
Fair value gains on investments	3,510,963	-	-	564,238	-	4,075,201
	3,326,587	**(29,891)**	**-**	**564,238**	**-**	**3,860,934**
Year ended 31 March 2024			**-**	**-**	**-**	
Property and equipment	(2,457)	(902)	-	-	-	(3,359)
Other deductible differences	96,816	(277,833)	-	-	-	(181,017)
Fair value gains on investments	2,637,723	-	-	873,240	-	3,510,963
	2,732,082	**(278,735)**	**-**	**873,240**	**-**	**3,326,587**

The Group has concluded that the deferred income tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets. The Group is expected to continue generating taxable income.

* Note has been restated to correct deferred tax on fair value gains on investments.

Notes to the Financial Statements (Continued)

4 Working capital

4.1 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by use of weighted average. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and applicable variable selling expenses.

	2025 Ksh'000	2024 Ksh'000
Publishing business:		
- Educational materials	519,335	647,884
- Provision for obsolescence	(56,448)	(69,074)
Agribusiness:		
- Consumables	25,764	33,720
	488,651	**612,530**

Inventories are held in Longhorn Publishers Plc, Greenblade Growers Limited and Akiira Geothermal limited. The cost of inventories recognised as an expense and included in 'cost of sales' amounted to Ksh 674,224,000 (2024:Ksh 1,445,378,000).

No amounts of inventory have been pledged as security for any borrowings.

4.2 Receivables and prepayments

Receivables are amounts due from investments and sales in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business, if longer), they are accounted for as current assets. If not, they are non-current assets.

Receivables are recognised initially at fair value and subsequently recognised at amortised cost, less any provision for impairment.

4.2.1 Trade receivables

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Trade receivables	1,096,444	801,743	-	-
Less: provision for expected credit losses	(341,876)	(308,442)	-	-
Net trade receivables	**754,568**	**493,301**	**-**	**-**
Movement in provision for expected credit losses				
At start of year	308,442	133,943	-	-
Charge for the year	-	301,810	-	-
Reversals in the year	36,988	(127,311)	-	-
Write back of provisions	(3,554)	-	-	-
At end of year	**341,876**	**308,442**	**-**	**-**

Notes to the Financial Statements (Continued)

4 Working capital (continued)

4.2 Receivables and prepayments (continued)

4.2.2 Other receivables and prepayments

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
VAT recoverable	278,108	249,571	-	-
Other receivables	593,990	694,792	70,167	28,355
Commissions (deferred acquisition costs)	33,991	22,304	-	-
Prepayments	309,358	382,194	7,070	8,443
Dividend and interest receivable	11,721	110,657	-	-
	1,227,168	1,459,518	77,237	36,798
Amounts due from joint ventures	3,896,564	3,961,125	-	-
Less: Provision for impairment	(3,765,487)	(3,875,015)	-	-
12.1	131,077	86,110	-	-
	1,358,245	**1,545,628**	**77,237**	**36,798**

4.3 Cash and cash equivalents

Cash and cash equivalents are accounted for at amortised cost in accordance with the accounting policies.

Cash and cash equivalents includes deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, including overdrafts.

4.3.1 Cash and bank balances:

	Group		Company	
Notes	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
- Call deposits (maturing within 90 days)	264,347	988,600	45,332	253,384
- Bank balances	859,960	442,513	7,425	66,555
	1,124,307	**1,431,113**	**52,757**	**319,939**

4 Working capital

4 Working capital (continued)

4.3 Cash and cash equivalents (continued)

4.3.1 Cash and bank balances (continued)

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Cash and cash equivalents	1,124,307	1,431,113	52,757	319,939
Bank overdrafts	(698,696)	(885,427)	(690,059)	(896,382)
	425,611	**545,686**	**(637,302)**	**(576,443)**

4.3.2 Restricted cash

- Restricted cash	1,800	1,732	-	-

Restricted cash relates to cash held in a debt service reserve account and is used for servicing the borrowings obtained. The cash is restricted and therefore not available for general use by the Group companies within Centum Real Estate Limited.

4.4 Payables and accrued expenses

Payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities.

Payables are recognised initially at fair value and subsequently at amortised cost using the effective interest method. Other payables are recognised at their nominal value.

		Group		Company	
	Notes	**2025 Ksh'000**	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Trade payables		1,000,734	817,018	15,533	7,069
Contract liabilities and payables to property contractors		1,025,879	688,344	-	-
Other payables and accrued expenses		3,038,768	3,604,663	1,008,038	1,242,020
Leave pay accrual		59,764	32,814	-	-
Derivatives Liability		227,112	-	-	-
Client deposits		508,233	12,081	-	-
Due to related parties	**12.1**	-	-	18,375	5,993
Due to joint ventures		-	915,392	-	-
		5,860,490	6,070,312	1,041,946	1,255,082
(i) Amounts recognised in the statement of cashflow					
Changes in working capital		(209,822)	471,185	(213,136)	715,141

The carrying amounts of the payables approximate to their fair values.

Notes to the Financial Statements (Continued)

4 Working capital (continued)

4.5 Pre-sales customers' deposits

The balance relates to advance deposits from customers for purchase of land and housing units in the ongoing development projects. The amounts are recognised as revenue when the Company meets its performance obligations under the sales contracts.

	Group	
	2025 Ksh'000	2024 Ksh'000
Deposits on land sales	4,891,184	1,563,367
Deposits on residential units	2,238,449	5,172,398
	7,129,633	6,735,765
Residential units advances and progress billings		
The movement in this balance is as broken down below:		
Residential units		
At start of year	5,172,398	5,410,390
Collections during the year	2,153,271	3,362,714
Recognised as revenue during the year	(2,482,950)	(3,728,822)
Currency translations	48,465	128,116
At end of year	4,891,184	5,172,398
Land sales	1,563,367	2,750,789
Collections during the year	901,652	1,870,379
Recognised as revenue during the year	(226,570)	(265,800)
Reclassification of deferred income	-	(2,781,846)
Currency translations	-	(10,155)
At end of year	2,238,449	1,563,367
Total at end of the year	7,129,633	6,735,765

The deposits are non-interest bearing and are only refundable in accordance with the provisions of the respective sale agreements.

Notes to the Financial Statements (Continued)

5 Investments

5.1 Investment properties and residential houses under construction (inventories)

5.1.1 Inventories - Residential houses

Inventoried costs on the residential houses program include land, construction costs, borrowing costs and professional fees not in excess of the estimated net realisable value. To the extent a material amount of such costs are related to an abnormal event or are fixed costs not appropriately attributable to the program, they are expensed in the current period rather than inventoried. Inventoried costs include amounts relating to programs and contracts with long-term production cycles, a portion of which is not expected to be realised within one year.

The determination of net realisable value of long term contract costs is based on monthly reviews that estimate costs to completion. When actual contract costs and the estimate to complete exceed total estimated contract revenues, a loss provision is recorded.

Borrowing costs directly attributable to the acquisition and construction of the residential houses are capitalised.

	Group	
	2025 Ksh'000	2024 Ksh'000
At start of year	8,114,183	8,871,837
Additions	810,920	1,379,301
Capitalized borrowing costs	14,046	9,907
Commissions	23,558	8,621
Transfer to investment properties	1,087,870	1,136,032
Transfers to cost of sales	(2,139,131)	(3,222,528)
Currency translation differences	93,242	(68,987)
At end of year	8,004,688	8,114,183

The Group has a subsidiary that develops residential property, which it sells in the ordinary course of business and has entered into contracts to sell certain of these properties.

	Group	
	2025 Ksh'000	2024 Ksh'000
For the purposes of the statement of cash flows, changes in working capital for construction of residential units is:-		
Cashflow impact	1,290,607	1,824,699

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Notes to the Financial Statements (Continued)

5 Investments (continued)

5.1 Investment properties and residential houses under construction (inventories) (continued)

5.1.1 Inventories - Residential houses (continued)

The expected realisation date for the inventories - residential houses is detailed below:-

i. FY 2025

Project name	Type of Project	Location/ Node	Developer	Category	Status	Expected completion Date	Cost Ksh'000
Cascadia	Apartments	Two Rivers	Uhuru Heights Limited	Mid-market	Under construction	31-Dec-26	2,607,658
Riverbank	Apartments	Two Rivers	Centum Real Estate Limited	High end	Completed	February 2022	134,386
Loft	Duplexes	Two Rivers		High end	Completed	Phase 1 December 2022	1,174,192
						Phase 2 August 2024	6,676
						30 April 2025	338,154
Elmer One	Apartments	Kasarani	Centum Development Kenya Limited	Affordable	Under construction	30-Jun-26	1,181,353
26 Mzizi Court Residences	Apartments	Two Rivers	Centum Development Kenya Limited	Affordable	Under construction	28-Feb-26	20,024
Awali Estate	Maisonettes/ Bungalows	Vipingo, Kilifi	Vipingo Development Plc	Mid-market	Completed	October 2020	86,568
1255	Apartments	Vipingo, Kilifi		Affordable	1A-Completed	1A-July 2021	980,178
					1B-Under Construction	1B-July 2022	
					Completed	February 2022	93,469
Mirabella	Villas	Entebbe	Pearl Marina Estates Limited	High end	Completed	February 2021	243,262
Riviera	Villas	Entebbe		Mid-market	Under construction	31 January 2025	214,555
La Perla	Bungalows	Entebbe		Mid-market	Under construction	31 August 2026	924,213
							8,004,688

Notes to the Financial Statements (Continued)

5 Investments (continued)

5.1 Investment properties and residential houses under construction (inventories) (continued)

5.1.1 Inventories - Residential houses (continued)

The expected realisation date for the inventories - residential houses is detailed below:-

ii. FY 2024

Project name	Type of Project	Location/ Node	Developer	Category	Status	Expected completion Date	Cost Ksh'000
Cascadia	Apartments	Two Rivers	Uhuru Heights Limited	Mid-market	Under construction	31-Dec-25	2,607,658
Riverbank	Apartments	Two Rivers	Centum Real Estate Limited	High end	Completed	February 2022	134,386
Loft	Duplexes	Two Rivers	Centum Real Estate Limited	High end	Under construction	Phase 1 December 2022	1,174,192
Loft	Duplexes	Two Rivers	Centum Real Estate Limited	High end	Under construction	Phase 2 August 2024	6,676
Loft	Duplexes	Two Rivers	Centum Real Estate Limited	High end	Under construction	30 April 2025	338,154
Elmer One	Apartments	Kasarani	Centum Development Kenya Limited	Affordable	Under construction	30 April 2025	1,290,847
26 Mizizi Court Residences	Apartments	Two Rivers	Centum Development Kenya Limited	Affordable	Under construction	October 2020	20,024
Awali Estate	Maisonettes/ Bungalows	Vipingo, Kilifi	Vipingo Development Plc	Mid-market	Completed	Phase 1A- July 2021	86,568
1255 Palmridge	Apartments	Vipingo, Kilifi	Vipingo Development Plc	Affordable	1A - Completed	1B-July 2022	980,178
1255 Palmridge	Apartments	Vipingo, Kilifi	Vipingo Development Plc	Affordable	1B - Under construction	February 2022	980,178
Bella Vista	Apartments	Entebbe	Pearl Marina Estates Limited	Affordable	Completed	February 2021	93,469
Mirabella	Villas	Entebbe	Pearl Marina Estates Limited	High end	Completed	31 January 2025	243,262
Riviera	Villas	Entebbe	Pearl Marina Estates Limited	Mid-market	Under construction	31 January 2026	214,555
La Perla	Bungalows	Entebbe	Pearl Marina Estates Limited	Mid-market	Completed	31 March 2025	924,214
Kingswood	Villas	Entebbe	Pearl Marina Estates Limited	Mid-market	Under construction		-
							8,114,183

5.1.2 Investment properties

Buildings, or part of a building, (freehold or held under a finance lease) and land (freehold or held under an operating lease) held for long term rental yields and/or capital appreciation and are not occupied by the Group are classified as investment properties and are non-current assets. Investment properties are carried at fair value, representing open market value determined annually by external valuers. Properties under construction and development sites with projected use as investment properties are valued at projected fair values taking into account current market conditions. Changes in fair values are presented in the income statement in the year to which they relate.

Notes to the Financial Statements (Continued)

5 Investments (continued)

5.1 Investment properties and residential houses under construction (inventories) (continued)

5.1.2 Investment properties (continued)

	Group	
	2025 Ksh'000	2024 Ksh'000
At start of year	50,472,767	43,855,237
Additions	4,905,477	1,187,028
Transfer to inventory	(1,087,870)	(1,136,032)
Change in fair value	3,202,080	7,097,584
Disposals	(4,663,045)	(235,105)
Currency translation differences	442,394	(295,945)
	53,271,803	50,472,767
The changes in fair value are broken down below:-		
Two Rivers Development (SEZ)	1,229,716	3,399,103
Pearl Marina Estates	(403,551)	418,549
Vipingo Development	2,284,832	3,264,166
Vipingo Estates	91,083	15,766
	3,202,080	7,097,584
The segmental analysis of the changes in fair value is:-		
Real Estate	1,972,364	3,698,481
Two Rivers Special Economic Zone	1,229,716	3,399,103
The Group's investment properties consist of assets held in:		
Two Rivers Land Company (SEZ) Limited	18,313,067	16,905,391
Pearl Marina Estates Uganda Limited	10,492,734	11,365,619
Vipingo Estates Limited	633,694	542,611
Vipingo Development Plc	23,832,308	21,659,146
	53,271,803	50,472,767
i) Amounts recognised in profit or loss for investment properties		
Fair value gain recognised in investment income	3,202,080	7,097,584
Currency translation differences	442,394	(295,945)

ii)Transfers to inventory

These relate to transfers of investment property in Pearl Marina Estates Limited (2024: Vipingo Development Plc, Pearl Marina Estates Limited and Uhuru Heights Limited) to inventory following a change of use in these investment properties.

Notes to the Financial Statements (Continued)

5 Investments (continued)

5.1 Investment properties and residential houses under construction (inventories) (continued)

5.1.2 Investment properties (continued)

iii) Valuation methodology

The information is set out under Note 1.5.4

iv) Cashflow

For the purposes of the statement of cash flows, additions during the year are made up of:-

	Group	
	2025 Ksh'000	2024 Ksh'000
Additions as above	4,905,477	1,187,028
Non- cash transactions	(4,638,233)	(1,171,288)
Actual cash payments	267,244	15,740

v) Valuers

The fair value model has been applied for the investment properties. The Group commissioned independent qualified valuers, Regent Valuers International (K) Limited and Axis Real Estate Limited, to determine the fair value of the investment properties as at 31 March 2025 and 31 March 2024 based on open market value. The open market value of the properties was determined using recent market prices of comparable properties. The valuers are registered and have recent experience in the location and the category of the investment properties being valued.

vi) Disposals

During the year, the group sold land for a total consideration of Ksh 226,570,000 (2024: Ksh 290,800,000) resulting in a gain in the profit or loss account as follows:

	Group	
	2025 Ksh'000	2024 Ksh'000
Sales proceeds	226,570	290,800
Original cost of the land and related infrastructure costs	(35,403)	(37,434)
	191,167	253,366
Less: previously recognised fair value gains	(90,034)	(197,671)
Gain recognised in profit or loss	101,133	55,695

Notes to the Financial Statements (Continued)

5 Investments (continued)

5.1 Investment properties and residential houses under construction (inventories) (continued)

5.1.2 Investment properties (continued)

vi) Disposals (continued)

For the purposes of the statement of cash flows, sales proceeds during the year are made up of:-

	Group	
	2025 Ksh'000	**2024 Ksh'000**
Sales proceeds as above	226,570	290,800
Non- cash transactions	-	-
Actual cash receipts	226,570	290,800

vii) Pledges as security for borrowings

Investment properties valued at Ksh 43 billion (2024: Ksh 39 billion) has been pledged as security for bank borrowings in the Group. Refer to note 9.1c.

Investment Property	2025 Ksh'000	2024 Ksh'000	Restrictions
Vipingo Development Plc	23,832,308	21,659,146	Yes. The Standard Bank of South Africa Limited loan facility is secured by a charge over the investment property.
Vipingo Estates Limited	633,694	542,611	Yes. The Standard Bank of South Africa Limited loan facility is secured by a charge over the investment property.
Two Rivers Land Company (SEZ) Limited	18,313,067	16,905,391	Yes. The Nedbank Limited loan facility is secured by a charge over the vacant land and buildings owned by the company.
	42,779,069	**39,107,148**	

Notes to the Financial Statements (Continued)

5 Investments (continued)

5.2 Unquoted equity investments

	Notes	Group		Company	
		2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
At start of year		4,332,226	4,825,113	4,401,846	4,687,380
Additions		27,633	57,715	27,276	56,855
Disposals		(396,427)	(150,203)	(49,027)	-
Interest income		4,670	1,692	4,670	-
Changes in fair value		2,746,047	(402,091)	2,753,409	(342,389)
		2,381,923	(492,887)	2,736,328	(285,534)
At end of year		6,714,149	4,332,226	7,138,174	4,401,846

The Group's unquoted investments relate to investments in Isuzu East Africa Limited, Nas Airport Services Limited, Africa Crest Education (ACE) Holdings and Nabo Unit Trusts Fund.

Africa Crest Education (ACE) Holdings is carried at share of net assets.This is a private equity investment with no quoted market.

The investment in Nabo Unit Trust Funds is measured using the cost approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

The fair value of Isuzu East Africa and NAS Airport Services is determined using the market approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable (ie similar) assets,liabilities or a group of assets and liabilities, such as a business. the market approach often use market multiples derived from a set of comparables. Unquoted investments are non-current assets. Detailed disclosures in the valuation of each investee company are set out under note 1.5.1.

5.3 Quoted equity investments

	Notes	Group		Company	
		2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
At start of year		15	3,792	-	-
Additions		-	1	-	-
Disposals		(10)	(3,378)	-	-
Currency translation differences		-	(400)	-	-
Change in fair value		-	-	-	-
		(10)	(3,777)	-	-
At end of year		5	15	-	-

The fair value of all equity securities is based on the quoted closing market prices on the listed securities market at the year end date. Fair value is determined by reference to published price quotations in an active market (classified as level 1 in the fair value hierarchy).

Notes to the Financial Statements (Continued)

6 Group composition

6.1 Interest in subsidiaries

The Company's interest in subsidiaries is as set out below:

	Ownership	Cost 01-Apr-24	Additions	Disposals	31-Mar-25	01-Apr-24	Cumulative fair value gains/ (losses) In the year	Released on Disposal	31-Mar-25	Fair value 31-Mar-25	31-Mar-24
	%	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000
Centum Real Estate Limited	100%	501,498	-	-	501,498	17,537,927	545,442	-	18,083,369	18,584,867	18,039,425
Rasimu Limited	100%	100	-	-	100	(100)	-	-	(100)	-	-
Centum BVI Limited	100%	8	-	-	8	(8)	-	-	(8)	-	-
Two Rivers Development Limited	58.30%	1,216,458	-	-	1,216,458	(1,216,458)	-	-	(1,216,458)	-	-
eTransact Limited	100%	100	-	-	100	(100)	-	-	(100)	-	-
Centum Exotics Limited	100%	100	-	-	100	(100)	-	-	(100)	-	
Nabo Capital Limited	100%	438,000	-	-	438,000	21,394	(7,052)	-	14,342	452,342	459,394
Investpool Holdings Limited	100%	68	-	-	68	(68)	-	-	(68)	-	-
Mvuke Power Limited	100%	100	-	-	100	(100)	-	-	(100)	-	-
Jafari Credit Limited	100%	154,033	655,330	-	809,363	87,834	332,580	-	420,414	1,229,777	241,867
*Bakki Holdco Limited	100%	2,530,616	-	-	2,530,616	(674,550)	-	-	(674,550)	1,856,066	1,856,066
Greenblade Growers Limited	100%	412,405	-	-	412,405	(252,846)	(46,888)	-	(299,734)	112,671	159,559
Elimu Holdings Limited	100%	1,000	-	-	1,000	(1,000)	-	-	(1,000)	-	-
Longhorn Publishers Plc	60.20%	749,866	-	-	749,866	(372,634)	118,091	-	(254,543)	495,323	377,232
Zohari Credit Limited	100%	227,428	-	-	227,428	(227,428)	-	-	(227,428)	-	-
Tribus TSG Limited	100%	100	-	-	100	210,199	58,610	-	268,809	268,909	210,299
Barium Capital Limited	100%	5,000	-	-	5,000	(5,000)	-	-	(5,000)	-	-
Two Rivers Land Company (SEZ) Limited	80.5%	4,702,129	-	-	4,702,129	4,740,136	-	-	4,740,136	9,442,265	9,442,265
		10,939,009	655,330	-	11,594,339	19,847,098	1,000,783	-	20,847,881	32,442,220	30,786,107
Bakki Holdco Limited		-	-	-	(2,530,616)	-	-	-	674,550	(1,856,066)	-
Total		10,939,009	655,330	-	9,063,723	19,847,098	1,000,783	-	21,522,431	30,586,154	30,786,107

*** Disposal of subsidiary**
During the year, the Group lost control over Bakki Holdco Limited following the disposal of shareholding to a third party investor, resulting in a reduction of its ownership to 50%. The Group has joint control over Bakki Holdco Limited and now accounts for it as a joint venture using the equity method.We have derecognized the assets and liabilities of the subsidiary and any related NCI and other components of equity. The resulting gain associated with loss of control of the subsidiary is recognized in profit or loss. See note 13 (a).

Additional investment in Jafari Credit Limited
During the year, the company converted a shareholder debt investment of Kshs 655,330 Million in Jafari Credit Limited into equity. As a result, there was no cash impact.

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.1 Interest in subsidiaries (continued)

The Company's interest in subsidiaries is as set out below:

		Cost				Cumulative fair value gains/ (losses)			Fair value	
	Ownership	01-Apr-24	Additions	Disposals	31-Mar-24	01-Apr-23	In the year	Released on Disposal	31-Mar-24	31-Mar-24	31-Mar-23
	%	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000
Centum Real Estate Limited	100%	501,498	-	-	501,498	16,017,881	1,520,046	-	17,537,927	18,039,425	16,519,379
Rasimu Limited	100%	100	-	-	100	75,268	(75,368)	-	(100)	-	75,368
Centum BVI Limited	100%	8	-	-	8	(8)	-	-	(8)	-	-
Two Rivers Development Limited	53.60%	1,216,458	-	-	1,216,458	(1,216,458)	-	-	(1,216,458)	-	-
eTransact Limited	100%	100	-	-	100	(100)	-	-	(100)	-	-
Centum Exotics Limited	100%	100	-	-	100	(100)	-	-	(100)	-	-
Nabo Capital Limited	100%	438,000	-	-	438,000	(58,870)	80,264	-	21,394	459,394	379,130
Investpool Holdings Limited	100%	68	-	-	68	(68)	-	-	(68)	-	-
Mvuke Power Limited	100%	100	-	-	100	(100)	-	-	(100)	-	-
Jafari Credit Limited	100%	100	153,933	-	154,033	(100)	87,934	-	87,834	241,867	-
Bakki Holdco Limited	100%	4,768,266	-	(2,237,650)	2,530,616	(530,125)	(144,425)	-	(674,550)	1,856,066	4,238,141
Greenblade Growers Limited	100%	412,405	-	-	412,405	(279,562)	26,716	-	(252,846)	159,559	132,843
Elimu Holdings Limited	100%	1,000	-	-	1,000	(1,000)	-	-	(1,000)	-	-
Longhorn Publishers Plc	60.20%	749,866	-	-	749,866	(321,789)	(50,845)	-	(372,634)	377,232	428,077
Zohari Credit Limited	100%	214,428	13,000	-	227,428	(50,058)	(177,370)	-	(227,428)	-	164,370
Tribus TSG Limited	100%	100	-	-	100	53,262	156,937	-	210,199	210,299	53,362
Barium Capital Limited	100%	5,000	-	-	5,000	(5,000)	-	-	(5,000)	-	-
Two Rivers Land Company (SEZ) Limited	80.5%	-	4,702,129	-	4,702,129	-	4,740,136	-	4,740,136	9,442,265	-
Centum Capital Partners Limited	100%	-	-	-	-	-	-	-	-	-	-
		8,307,597	4,869,062	(2,237,650)	10,939,009	13,683,073	6,164,025	-	19,847,098	30,786,107	21,990,670
Reclassification to asset held for sale											
Sidian Bank Limited		-	-	-	-	-	-	-	-	-	(4,238,141)
		8,307,597	4,869,062	(2,237,650)	10,939,009	13,683,073	6,164,025	-	19,847,098	30,786,107	17,752,529

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.1 Interest in subsidiaries (continued)

i) Incorporation and principal activity

Company	Country of incorporation	Classification	Operation segment	Percentage ownership	Principal activity
Centum Real Estate Limited	Kenya	Investment operations	Real estate	100%	End-to-end project and development management services for real estate projects and also owns developments.
Rasimu Limited	Kenya	Investment operations	Real estate	100%	Investment holding company. At 31 March 2025, the company's sole holding was a 3.65% stake in Two Rivers Development Limited.
Pearl Marina Estates Limited	Uganda	Investment operations	Real estate	100%	Real estate development in Uganda.
Two Rivers Development Limited	Kenya	Investment operations	Real estate	58.3%	Real estate investment entity.The company holds a joint controlling stake of 50% at Two Rivers Lifestyle Center Limited and a 100% stake in Two Rivers Power Company Limited, Two Rivers Water and Sanitation Company Limited, Two Rivers Theme Park Limited is a joint venture between Two Rivers Development Limited and Funscapes Limited.
Uhuru Heights Limited	Kenya	Investment operations	Real estate	100%	The company is an investment holding company. At 31 March 2025, the company's holdings included a 1.05% stake in Two Rivers Development Limited and was developing Cascadia apartments.
Centum Development Kenya Limited	Kenya	Investment operations	Real estate	100%	The company is an investment holding company.
Centum Exotics Limited	Mauritius	Investment operations	Marketable securities	100%	The company is engaged in investment in marketable securities. At 31 March 2025, the company held 100% stake in Oleibon Investments Limited.
Centum Development Company Limited	Mauritius	Investment operations	Real estate	100%	The company is an investment holding company for real estate development. At 31 March 2025, the company's sole holding was in Pearl Marina Estates Limited.
Vipingo Development Plc	Kenya	Investment operations	Real estate	100%	Real estate development holding in Vipingo Estates Limited.
Vipingo Estates Limited	Kenya	Investment operations	Real estate	100%	Real estate development.
Nabo Capital Limited	Kenya	Financial services	Private equity	100%	The company is involved in fund management and transaction advisory services.
Investpool Holdings Limited	Mauritius	Investment operations	Private equity	100%	The company is an investment holding company. At 31 March 2025, the company held 85% stake in Akiira Geothermal Limited.
Jafari Credit Limited (Formerly Centum Business Solutions Limited)	Kenya	Financial services	Private equity	100%	The company is involved in payroll lending to government employees and previously provided shared services to Centum Investment Company Plc and its subsidiaries.

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.1 Interest in subsidiaries (continued)

i) Incorporation and principal activity (continued)

Company	Country of incorporation	Classification	Operation segment	Percentage ownership	Principal activity
Greenblade Growers Limited	Kenya	Trading	Private equity	100%	Agricultural production and export.
Shefa Holdings Limited	Mauritius	Investment operations	Private equity	100%	Private equity investments.
Zohari Credit Limited	Kenya	Financial services	Private equity	100%	Leasing services.
Elimu Holdings Limited	Mauritius	Investment operations	Private equity	58.3%	Investment holding company. The company has invested in the educational sector.
Longhorn Publishers Plc	Kenya	Trading	Private equity	60.2%	Public limited liability company involved in publishing and distribution of learning materials in Kenya and East Africa.
Tier Data Limited	Kenya	IT Services	Private equity	100%	Provision of IT services.
Tribus TSG Limited		Investment operations	Private equity	100%	Training, security, governance consultancy services and facilities management.
Two Rivers Land Company (SEZ) Limited	Kenya	Investment operations	Private equity	80.5%	This is an infrastructure development company associated with a functional Special Economic Zone.The company holds 100% stake in Two Rivers Property Owners Company Limited and Two Rivers International Finance and Innovation Centre.
Akiira Geothermal Limited	Kenya	Investment operations	Private equity	100%	This is a Geothermal power development company.

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.1 Interest in subsidiaries (continued)

ii) Significant restrictions

No local exchange control regulations apply in relation to exporting capital in the foreign jurisdictions where the Group has incorporated subsidiaries.

iii) Non controlling interests

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

	Akiira Geothermal Limited	Land Company		Two Rivers Development Limited		Two Rivers Publishers Limited		Tribus TSG	Longhorn	Total
	2025	2025	2024	2025	2024	2025	2024	2024	2025	2024
	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000
Summarised balance sheet										
Current assets	1,558,370	986,725	159,571	477,643	366,966	684,031	1,083,245		3,706,769	1,609,782
Current liabilities	(130,543)	(943,566)	(2,046,642)	(587,583)	(636,040)	(1,061,181)	(1,055,751)		(2,722,873)	(3,738,433)
Net current assets/(liabilities)	1,427,827	43,159	(1,887,071)	(109,940)	(269,074)	(377,150)	27,494		983,896	(2,128,651)
Non current assets	4,073,245	18,388,998	16,905,563	1,208,381	2,077,105	1,324,222	1,075,702		24,994,846	20,058,370
Non current liabilities	(2,451,502)	(10,852,052)	(7,570,431)	(3,936,059)	(3,613,205)	(974,612)	(1,068,913)		(18,214,225)	(12,252,549)
Net non current assets/(liabilities)	1,621,743	7,536,946	9,335,132	(2,727,678)	(1,536,100)	349,610	6,789		6,780,621	7,805,821
Net assets	3,049,570	7,580,105	7,448,061	(2,837,618)	(1,805,174)	(27,540)	34,283		7,764,517	5,677,170
Accumulated NCI	457,436	1,478,120	1,452,372	(1,183,287)	(752,758)	(10,960)	13,645		727,751	713,260
Summarised income statement										
Income	-	1,344,459	3,399,163	382,955	375,278	898,092	1,545,370		2,625,506	5,319,811
Profit/(loss) for the year	(10,119)	197,117	2,437,621	(1,065,503)	(985,194)	(292,898)	(589,034)	24,909	(1,171,403)	888,302
Other comprehensive income	-	-	-	-	-	232,340	-		232,340	-
Total comprehensive income/ (loss)	(10,119)	197,117	2,437,621	(1,065,503)	(985,194)	(60,558)	(589,034)	24,909	(939,063)	888,302
Profit/(loss) allocated to NCI	-	38,438	475,336	(444,315)	(410,826)	(24,102)	(234,436)		(429,979)	(169,926)
Dividends paid to NCI	-	-	-	-	-	-	-		-	-
Summarised Cashflow										
Cash flows from/(used in) operating activities	2,708	(1,179,344)	1,105,299	(55,159)	(430,605)	291,507	319,645		(940,288)	989,652
Cash flows (used in)/from investing activities	(10,085)	(244,578)	(13,630,968)	138,576	12,179,153	(32,337)	(58,008)		(148,424)	(1,573,600)
Cash flows used in financing activities	8,509	1,947,367	12,529,090	(84,132)	(11,702,824)	(281,375)	(200,940)		1,590,369	694,890
Cash equivalent at start of the year	569	3,421	-	56,780	11,055	45,403	37,275		106,173	47,809
Cash and cash equivalents at the end of the year	1,701	526,866	3,421	56,065	56,779	23,198	97,972		607,830	158,751

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.2 Investment in associates and joint ventures

At Company level, associates and joint ventures are accounted for at fair value in accordance with IFRS 9. At the Group level, associates and joint ventures are accounted for using the equity method and are recognised initially at cost. The Group's investment in associates and joint ventures includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Group's share of post acquisition accumulated profits or losses of associated companies and joint ventures in the carrying amount of the investments, which are generally determined from their latest audited annual financial statements or management accounts and the profit attributable to the Group is recognised in profit or loss.

The Group's share of any post-acquisition movement in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The carrying amount of the Group's investments in associates and joint ventures is reduced to recognise any potential impairment in the value of individual investments. When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless the Group has an obligation, issued guarantees or made payments on behalf of the associate or joint venture.

Dilution gains or losses arising on investments in associates and joint ventures are recognised in profit or loss. If the ownership interests in an associate or joint venture is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss. Profits or losses resulting from upstream and downstream transactions between the Group and its associates and joint ventures are recognised in the Group's financial statements only to the extent of unrelated investors' interests in the associates and joint ventures. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Adjustments have been made where necessary to align the accounting policies of the associates and joint ventures with those of the Group.

6.2.1 Investment in associates

As of 31 March 2024, the group had one associates as set out below

The entities listed had share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Country of incorporation	% of ownership interest
		2024
Akiira Geothermal Limited	Kenya	37.50%
Sidian Bank Limited	Kenya	40%

During the year ended 31 March 2025, Centum Investment Company Pie, through its subsidiary Bakki Holdco Limited,disposed of a significant portion of its interest in Sidian Bank. As a result of various equity transactions, including a rights issue in which the Group did not participate, the Group's effective interest in Sidian Bank Limited decreased from 40% as at 31 March 2024 to 29.26% as at 31 March 2025.

On 18 April 2024, Centum Investment Company Plc increased its interest in Akiira Geothermal Limited through Investpool from 37.5% to 75% following the acquisition of shares from DI Frontier Market & Carbon Fund. A further 10% interest was acquired on 15 November 2024 from RAM Energy Inc. Consequently, Akiira Geothermal ceased to be an associate and is now accounted for as a subsidiary.

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.2 Investment in associates and joint ventures (continued)

6.2.1 Investment in associates (continued)

Movements in investments in associates is as follows:

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
At start of year	3,009,038	1,006,497	-	-
Share of profits after income tax	-	-	-	-
Dividends received	-	-	-	-
Additions during the year	-	2,084,054	-	-
Disposal during the year	-	-	-	-
Deconsolidation of Bakki Holdco Limited's interest in Sidian Bank Limited	(2,014,022)	-	-	-
Reclassification-Akiira Geothermal Limited to a subsidiary (Note 13)	(1,026,546)	-	-	-
Loss on disposal	-	-	-	-
Share of profits after income tax	31,530	(81,513)	-	-
	-	3,009,038	-	-
Cashflow				
For the purposes of the statement of cash flows, additions during the year are made up of:-				
Additions as above	-	2,084,054	-	-
Reclassification from investment in subsidiary	-	(2,064,006)	-	-
Actual cash payments	-	20,048	-	-

6.2.2 Investment in joint ventures

Set out below are the joint ventures of the Group at 31 March 2025 and 31 March 2024. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	**Country of incorporation**	**% of ownership interest**	
		2025	**2024**
Two Rivers Lifestyle Centre Limited	Mauritius	50%	50%
Two Rivers Theme Park Limited	Kenya	50%	50%
Bakii Holdco Limited	Kenya	50%	100%
Amu Power Company Limited	Kenya	51%	51%

Movements in joint ventures during the year are as follows:

	Group	
	2025 Ksh'000	**2024 Ksh'000**
Equity accounting of the interest in Bakki Holdco Limited in the Group Financial Statements At start of year	-	-
Accounting of the company's interest in Bakki Holdco Limited	1,031,979	-
Share of Losses	(3,360)	-
	1,028,619	-
Fair Value accounting of the interest in Bakki Holdco Limited in the company's financial statements		
At start of year	-	-
Accounting of the company's interest in Bakki Holdco Limited	1,028,619	-
	1,028,619	-

During the year, Bakki Holdco Limited disposed its shareholding to an investor. Following the transaction, the Group's ownership interest in Bakki Holdco Limited was reduced from 100% to 50%. As a result, the Group lost control over Bakki Holdco Limited.Therefore, the Group derecognised the assets and liabilities of Bakki Holdco Limited, and, the retained 50% interest in Bakki Holdco Limited has been reclassified to investment in joint ventures.

i) Summarised financial information for joint ventures

The tables below provide summarised financial information for joint ventures that are material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant joint ventures and not the Group's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.2 Investment in associates and joint ventures (continued)

6.2.2 Investment in joint ventures (continued)

i) Summarised financial information for joint ventures (continued)

	Bakki Holdco Limited	Two Rivers Lifestyle Centre Limited		Two Rivers Theme Park Limited	
	2025 Ksh'000	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Summarised balance sheet					
Current assets:					
- Cash and cash equivalents	-	15,564	25,026	7,543	2,391
- Other current assets	-	4,290,535	3,905,108	30,432	46,876
Total current assets	-	4,306,099	3,930,134	37,975	49,267
Non current assets	2,189,296	10,223,942	12,234,152	529,797	572,904
Current liabilities:					
- Financial liabilities (excluding trade payables)	(49,381)	(5,285,858)	(12,837,547)	(1,437,952)	(1,163,504)
- Other current liabilities	(564)	(898,171)	(5,924,230)	(23,696)	(39,553)
Total current liabilities	(49,945)	(6,184,029)	(18,761,777)	(1,461,648)	(1,203,057)
Non current liabilities					
- Other non current liabilities	(82,114)	(11,601,158)	(191,834)	(24,076)	(24,076)
Total non current liabilities	(82,114)	(11,601,158)	(191,834)	(24,076)	(24,076)
Net assets	**2,057,237**	**(3,255,146)**	**(2,789,325)**	**(917,952)**	**(604,962)**
Summary statement of comprehensive income					
Revenue	95,876	857,834	658,283	105,647	108,525
Cost of sales	-	-	-	(77,750)	(59,210)
Depreciation*	-	(22,609)	(63,740)	(53,677)	(56,751)
Operating and administration expenses	(4,733)	(488,460)	(501,640)	(7,963)	(10,127)
Impairment loss	(97,863)	-	-	(29,492)	-
Change in fair value	-	830,904	-	-	-
Operating profit/(loss)	**(6,720)**	**1,177,669**	**92,903**	**(63,235)**	**(17,563)**
Finance costs	-	(632,678)	(764,986)	(249,757)	(23,242)
Income tax expense	-	-	-	-	603
(Loss)/profit	**(6,720)**	**544,991**	**(672,083)**	**(312,992)**	**(40,202)**
Total comprehensive income	**(6,720)**	**544,991**	**(672,083)**	**(312,992)**	**(40,202)**
Summary statement of cashflow					
Cash flows from/(used in) operating activities	-	48,079	(747,309)	22,719	17,569
Cash flows (used in)/ from investing activities	-	-	1,060,432	(10,568)	-
Cash flows used in financing activities	-	31,764	(290,349)	(7,000)	(15,968)
Cash and cash equivalents at start of year	-	78,546	15,475	2,391	790
Total Cashflow	**-**	**158,389**	**38,249**	**7,542**	**2,391**

*The note has been restated by splitting the depreciation expense from operating expenses in the current period.

The Group's interest in Two Rivers Lifestyle Centre and Two Rivers Theme Park Limited is fully impaired (2024- Nil) following an impairment assessment carried in prior periods.

Notes to the Financial Statements (Continued)

6 Group composition (continued)

6.2 Investment in associates and joint ventures (continued)
6.2.2 Investment in joint ventures (continued)

ii) Other joint ventures

In addition to the interest in joint ventures disclosed above, the Group also has interests in Amu Power Company Limited. The carrying amount of the investment is at the historical cost and represents the Group's investments in the company's power project. The management considers the cost to be the estimate of fair values. An impairment provision of Ksh 2,097,549,000 was recognised against the carrying value of the investment in Amu Power Company Limited during the year ended 31 March 2020.

There were no commitments and contingent liabilities with respect to associate and joint ventures that have a material impact on the Group.

7 Other financial assets and liabilities

7.1 Loans and advances

Loans and advances are measured at amortised cost using the effective interest method, less any impairment losses. Origination transaction costs and origination fees received that are integral to the effective rate are capitalised to the value of the loan and amortised through interest income as part of the effective interest rate.

	Group	
	2025 Ksh'000	**2024 Ksh'000**
Term loans	449,196	290,247
Gross loans and advances	449,196	290,247
Expected credit loss allowance	(45,088)	(19,067)
	404,108	271,180
Analysis of gross loans and advances by maturity		
Maturing within one year	16,727	137,156
Between two and three years	13,437	45,432
Over 3 years	419,032	107,659
	449,196	290,247
The movement in the expected credit loss allowance:		
Statement of financial position		
At start of year	19,067	6,732
Charged through profit or loss in the year (loans and advances)	35,140	12,335
Write - offs in the year	(9,119)	-
At end of year	45,088	19,067
Profit and loss		
Provision in the year	35,140	720,053
Recoveries of amounts previously provided for	-	(12,120)
	35,140	707,933

As at 31 March 2025 and 2024, loans and advances are held by Jafari Credit Limited.

7 Other financial assets and liabilities (continued)

7.1 Loans and advances (continued)

a) Measurement of the expected credit loss allowance

The measurement of the expected credit loss allowance for loans and advances is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g., the likelihood of customers defaulting and the resulting losses).

The estimation of potential credit losses is inherently uncertain and depends upon many factors, including general economic conditions, changes in individual customers' circumstances, structural changes within industries that alter competitive positions and other external factors such as legal and regulatory requirements.

Impairment is measured for all accounts that are identified as non-performing. All relevant considerations that have a bearing on the expected future cash flows are taken into account which include but not limited to future business prospects for the customer, the Group's position relative to other claimants and the existence of any court injunctions placed by the borrower. Subjective judgments are made in this process of cash flow determination both in value and timing and may vary from one person to another and team to team. Judgments may also change with time as new information becomes available.

The Group reviews its loans and advances at each reporting date to assess whether an allowance for impairment should be recognized in profit or loss. In particular, judgment by the directors is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on the assumptions about a number of factors and actual results may differ, resulting in future changes in the allowance.

b) Judgements

The following represent critical judgements adopted:-

- Ascertaining what constitutes significant increase in credit risk;
- Choosing the appropriate models and assumptions for measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL;
- Determining the appropriate business models and assessing the "solely payments of principal and interest (SPPI)" requirements for financial assets.
- Segmentation of portfolios;
- Criteria used in determination of which exposures should be individually assessed; and
- Definition of default and/or credit impaired.

c) Estimates

The following approach was adopted to determine estimates:-

- Selecting and calibrating the PD, LGD and EAD models which support the calculations, including making reasonable and supportable judgements about how models react to current and future economic conditions;
- Selecting model inputs including determining whether sufficient and appropriately weighted economic forecasts are incorporated to calculate unbiased expected losses; and
- Determining balances to write off.

The Group has revised its estimated expected credit losses, in response to uncertainties, and elevated credit risks. The financial impact of the downturn in the economy on the Group's financial instruments was reassessed with changes made to the Probability of Default (PD) rates and Loss Given Default (LGD). Where applicable, the probability weightings assigned to possible loss scenarios were also revised. In determining what was considered to be appropriate levels for these critical inputs. Some judgement was also applied, based on our credit experience with the Group's borrowing clients.

7 Other financial assets and liabilities (continued)

7.1 Loans and advances (continued)

d) Classification of loans and advances

Credit impaired (Stage 3)

Impaired loans and securities are loans and advances for which the Group determines that it is probable that it will be unable to collect a part/whole of principal and interest due according to the contractual terms of the loan. These loans are classified as stage 3, in accordance with IFRS 9 framework.

Under performing (Stage 2)
Loans and securities where contractual interest or principal payments are past due but the Group believes that impairment is not appropriate on the basis of the stage of collection of amounts owed to the Group. These exposures are categorised as stage 2 accounts in line with IFRS 9 framework.

Performing (Stage 1)
The Group classifies loans and advances under this category for those exposures that are upto date and in line with contractual agreements. Such loans would have demonstrated financial conditions, risk factors and capacity to repay that are acceptable. These exposures will normally be maintained largely within approved product programs and with no signs of impairment or distress. These exposures are categorised as stage 1 accounts in line with IFRS 9 framework.

Loans with renegotiated terms
Loans with renegotiated terms are loans that have been restructured due to deterioration in the borrower's financial position and where the Group has made concessions that it would not otherwise consider. Once the loan is restructured it remains in this category independent of satisfactory performance after restructuring.

From a risk management point of view, once an asset is modified, the Group's credit department continues to monitor the exposure until it is completely and ultimately derecognised. There were no restructured assets in the period.

e) Write-off policy

The Company writes off a loan (and any related allowances for impairment losses) when the credit committee determines that the loans are uncollectible (there are no more chances of recovery after exploration of all recovery options).

Notes to the Financial Statements (Continued)

7 Other financial assets and liabilities (continued)

7.1 Loans and advances (continued)

f) Maximum exposure to credit risk before collateral held

The breakdown of loans and advances is summarised below:

Group	2025 Stage 1 12 month ECL Ksh'000	Stage 2 Ksh'000	Stage 3 Lifetime ECL Ksh'000	Total Ksh'000	2024 Ksh'000
Individually impaired / non performing facilities					
- Cash and Grade 3: Substandard	-	-	49,969	49,969	6,052
Grade 4: Doubtful	-	-	-	-	7,529
Grade 5: Loss	-	-	-	-	10,231
Gross amount	**-**	**-**	**49,969**	**49,969**	**23,812**
Credit impairment losses	-	-	(27,573)	(27,573)	(18,961)
Carrying amount	**-**	**-**	**22,396**	**22,396**	**4,851**
Collectively impaired					
Grade 1: Normal	388,007	-	-	388,007	250,859
Grade 2: Watch	-	11,219	-	11,219	15,576
Gross amount	**388,007**	**11,219**	**-**	**399,226**	**266,435**
Credit impairment losses	(14,248)	(3,266)	-	(17,514)	(106)
Carrying amount	**373,759**	**7,953**	**-**	**381,712**	**266,329**
Total carrying amount	**373,759**	**7,953**	**22,396**	**404,108**	**271,180**

(g) Collateral and other credit enhancements

The Group uses a range of policies and practices to mitigate credit risk. The most traditional of these is the taking of security for funds advanced, which is common practice. The acceptability of collateral for credit risk mitigation is guided by the Group's procedures and policies. The main types of collateral taken are:

Type of lending	Common collateral type
Personal loans	Checkoffs and cash backed

The Group's policies regarding obtaining collateral have not significantly changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Group since the period.

Notes to the Financial Statements (Continued)

7 Other financial assets and liabilities (continued)

7.1 Loans and advances (continued)

h) Impairment and provisioning policies

The following tables explain the changes in the loss allowance in the year due to these factors:

Group	Stage 1 12 month ECL Ksh'000	Stage 2 Lifetime ECL Ksh'000	Stage 3 Lifetime ECL Ksh'000	Total Ksh'000
Year ended 31 March 2025				
Loss allowance at 1 April 2024	91	13	18,962	19,066
Charge for the year	14,157	3,253	17,731	35,141
Net charge to profit or loss in the year	14,157	3,253	17,731	54,207
Other movements with no profit and loss impact:				
Write-offs	-	-	(9,119)	(9,119)
Loss allowance at 31 March 2025	**14,248**	**3,266**	**27,574**	**45,088**

Year ended 31 March 2024	Stage 1 12 month ECL Ksh'000	Stage 2 Lifetime ECL Ksh'000	Stage 3 Lifetime ECL Ksh'000	Total Ksh'000
Loss allowance at 1 April 2023	760,101	341,175	(664,805)	436,471
Net staging transfers	-	-	-	-
New financial assets originated or purchased	-	-	-	-
Net charge to profit or loss in the year	708,401	317,995	(318,464)	707,932
Other movements with no profit and loss impact:				
Financial assets derecognised	(1,468,411)	(659,157)	1,002,231	(1,125,337)
Loss allowance at 31 March 2024	**91**	**13**	**18,962**	**19,066**

Notes to the Financial Statements (Continued)

7 Other financial assets and liabilities (continued)

7.1 Loans and advances (continued)

h) Impairment and provisioning policies (continued)

The following tables explain the changes in the loss allowance in the year due to these factors:

Group	Stage 1 12 month ECL Ksh'000	Stage 2 Lifetime ECL Ksh'000	Stage 3 Lifetime ECL Ksh'000	Total Ksh'000
Year ended 31 March 2025				
Gross carrying amount at 1 April 2024	250,768	15,561	4,851	271,180
Net staging transfers	-	-	-	-
Financial assets derecognised	(250,768)	(15,561)	(4,851)	(271,180)
New financial assets originated	373,759	7,953	22,396	404,108
At year end	373,759	7,953	22,396	404,108
Year ended 31 March 2024				
Gross carrying amount at 1 April 2023	17,831,369	2,394,275	3,088,953	23,314,597
Net staging transfers	-	-	-	-
Financial assets derecognised	(17,831,369)	(2,394,275)	(3,088,953)	(23,314,597)
New financial assets originated	250,768	15,561	4,851	271,180
At year end	**250,768**	**15,561**	**4,851**	**271,180**

7.2 Government securities, commercial papers and corporate bonds:

		Group		Company	
	Notes	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Government securities at fair value through profit or loss	7.2.1	130,784	130,805	-	-
Government securities at amortised cost	7.2.2	104,782	74,081	59,737	54,065
Commercial papers at amortised cost	7.2.3	93,002	93,007	1,119,950	959,822
Corporate bonds at amortised cost	7.2.4	199,029	286,225	-	-
		527,597	**584,118**	**1,179,687**	**1,013,887**

7.2.1 Government securities at fair value through profit or loss

	Group 2025 Ksh'000	Group 2024 Ksh'000	Company 2025 Ksh'000	Company 2024 Ksh'000
At start of year	130,805	692,935	-	-
Additions	568,242	342,514	-	-
Net proceeds on disposal	(588,885)	(870,371)	-	-
Accrued interest	16,826	(2,876)	-	-
Changes in fair value	3,796	(31,397)	-	-
	(21)	(562,130)	-	-
At end of year	**130,784**	**130,805**	**-**	**-**

Changes in fair values of government securities at fair value through profit and loss are recorded in 'investment income' in the income statement.

Notes to the Financial Statements (Continued)

7 Other financial assets and liabilities (continued)

7.2 Government securities, commercial papers and corporate bonds (continued)

7.2.2 Government securities at amortised cost

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
At start of year	74,081	268,890	54,065	199,693
Additions	178,265	299,799	158,385	199,820
Effect of changes in foreign exchange rates	8,114	(9,243)	2,963	(4,720)
Net proceeds on disposal	(166,020)	(490,301)	(166,018)	(345,664)
Accrued interest	10,342	4,936	10,342	4,936
	30,701	(194,809)	5,672	(145,628)
At end of year	**104,782**	**74,081**	**59,737**	**54,065**

7.2.3 Commercial papers at amortised cost

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
At start of year	93,007	290,438	959,822	3,904,675
Additions	895,708	1,073,198	1,055,840	1,940,012
Net proceeds on disposal	(1,102,756)	(1,498,582)	(1,102,756)	(5,112,819)
Accrued interest	207,043	227,953	207,044	227,954
	(5)	**(197,431)**	**160,128**	**(2,944,853)**
At end of year	**93,002**	**93,007**	**1,119,950**	**959,822**

7.2.4 Corporate bonds at amortised cost

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
At start of year	286,225	637,095	-	-
Additions	103,585	407,307	-	-
Accrued interest	(14,397)	17,963	-	-
Effect of changes in foreign exchange rates	(20,324)	(18,876)	-	-
Net proceeds on disposal	(156,060)	(757,264)	-	-
	(87,196)	(350,870)	-	-
At end of year	**199,029**	**286,225**	**-**	**-**

Notes to the Financial Statements (Continued)

7 Other financial assets and liabilities (continued)

7.2 Government securities, commercial papers and corporate bonds (continued)

No expected credit losses (ECL) have been recognised in the company's financial statements in relation to government securities, commercial papers and corporate bonds as the resultant ECL was immaterial to these financial statements. Additionally, the ECL relating to commercial papers has been deemed to be immaterial as it relates to funds advanced to subsidiaries for real estate development.

The maturity profile of government securities, commercial papers and corporate bonds is set out below:

Group **Year ended 31 March 2025**	**0-180 days** **Ksh'000**	**181 days-** **1 year** **Ksh'000**	**1-5 years** **Ksh'000**	**Over** **5 years** **Ksh'000**	**Total** **Ksh'000**
Government securities at fair value through profit and loss	-	-	-	130,784	130,784
Government securities at amortised cost	-	-	62,299	42,483	104,782
Commercial papers at amortised cost	-	93,002	-	-	93,002
Corporate bonds at amortised cost	-	199,029	-	-	199,029
		292,031	62,299	173,267	527,597
Year ended 31 March 2024					
Government securities at fair value through profit and loss	-	-	103,351	27,454	130,805
Government securities at amortised cost	-	-	61,398	12,683	74,081
Commercial papers at amortised cost	-	93,007	-	-	93,007
Corporate bonds at amortised cost	-	286,225	-	-	286,225
	-	379,232	164,749	40,137	584,118

The maturity profile of government securities and commercial papers is set out below:

Company **Year ended 31 March 2025**	**0-180 days** **Ksh'000**	**181 days-** **1 year** **Ksh'000**	**1-5 years** **Ksh'000**	**Over** **5 years** **Ksh'000**	**Total** **Ksh'000**
Government securities at amortised cost	-	-	51,930	7,807	59,737
Commercial papers at amortised cost	-	1,119,950	-	-	1,119,950
	-	1,119,950	51,930	7,807	1,179,687
Company **Year ended 31 March 2024**					
Government securities at amortised cost	-	-	51,930	2,135	54,065
Commercial papers at amortised cost	-	959,822	-	-	959,822
	-	959,822	51,930	2,135	1,013,887

8 Non financial assets

8.1.1 Property, plant and equipment

Property and equipment are initially recorded at cost. Land and buildings are subsequently shown at market value, based on valuations carried out every 3 years by external independent valuers,less subsequent depreciation and accumulated impairment losses. All other property and equipment are stated at historical cost less depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and shown under other reserves in equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against the revaluation reserve. All other decreases are charged to profit or loss. Each year the difference between depreciation based on the revalued carrying amount of the asset (the depreciation charged to the statement of profit or loss) and depreciation based on the assets original cost is transfered from the revaluation reserve to retained earnings. Revaluation surpluses are not distributable.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Buildings	40 - 50 years
Plant and equipment	8 years
Motor vehicles, lorries and trucks	4 - 5 years
Computers	3 - 4 years
Furniture, fittings and equipment	8 - 10 years

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.1.1 Property, plant and equipment (continued)

Depreciation charged on factory plant, buildings, machinery and motor vehicles used in distribution of raw materials and finished goods is included in cost of sales while depreciation on all the other assets is included in operating and administrative expenses in the statement of profit or loss.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are included in profit or loss. When revalued assets are sold, the amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

The Group annually reviews the carrying amounts of its property, plant and equipment in order to determine whether there is any indication of impairment. If any such indication exists, the recoverable amounts of the assets are estimated in order to determine the extent, if any, of the impairment loss.

Land and buildings of Longhorn Publishers Plc were revalued on 18 October 2024 by independent valuers Proland Realtors Limited. The fair values of land and buildings have been derived using the following methods:

i) Cost Approach: The method takes the open market value of land as though vacant and adds into it the depreciated replacement costs of the developments. In arriving at the open market value the neccessary depreciation factor has been taken into consideration.

ii) Comparable method: The value was derived by comparing the property being valued to similar properties that have recently been sold, applying the appropriate units of comparison and making adjustments to the sale prices of comparable sales.

iii) Income capitalization approach: This method estimated value based on the property's anticipated income from the perspective of a typical investor in the market place. The net operating income was capitalized by an appropriate capitalization rate based on a reasonable expectation of return on the investment appropriate to the market and the rate of return the investors would expect on net operating income in order to invest in similar properties.

Revaluations on land and building is carried out regulary, normally every 3 years, to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. In the intervening period management carries out desktop valuations to monitor the fair value.

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.1.1 Property, plant and equipment (continued)

Group	Land and buildings	Plant and equipment	Office furniture and fittings	Motor vehicles	Computers	Work in Progress	Total
	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000
At 1 April 2024							
Cost	501,763	5,367,129	1,101,990	558,061	548,952	136,849	8,214,744
Accumulated depreciation	(194,776)	(3,387,436)	(816,993)	(420,623)	(447,271)	-	(5,267,099)
Net book amount	**306,987**	**1,979,693**	**284,997**	**137,438**	**101,681**	**136,849**	**2,947,645**
Year ended 31 March 2025							
Opening net book amount	306,987	1,979,693	284,997	137,438	101,681	136,849	2,947,645
Additions	49,661	49,971	67,819	-	10,985	-	178,436
Acquisition of Akiira Geothermal Limited	542,302	-	-	-	-	-	542,302
OB Adjustments/Transfers*	3,013	(7,460)	-	(8,964)	410	(1)	(13,002)
Disposals	-	(151,863)	(41,624)	(10,976)	(2,675)	(1,966)	(209,104)
Revaluation	302,518	-	-	-	-	-	302,518
Reclassification to assets held for sale	-	-	-	-	-	(11,786)	(11,786)
Depreciation released on disposal	-	860	1,791	6,689	3,274	-	12,614
Depreciation charge for the year	(42,064)	(178,578)	(40,747)	(14,754)	(13,060)	(17,853)	(307,056)
Closing net book amount	**1,162,417**	**1,692,623**	**272,236**	**109,433**	**100,615**	**105,243**	**3,442,567**
At 31 March 2025							
Cost	1,399,257	5,257,777	1,128,185	538,121	557,672	134,882	9,015,894
Reclassification to assets held for sale	-	-	-	-	-	(11,786)	(11,786)
Accumulated depreciation	(236,840)	(3,565,154)	(855,949)	(428,688)	(457,057)	(17,853)	(5,561,541)
Net book amount	**1,162,417**	**1,692,623**	**272,236**	**109,433**	**100,615**	**105,243**	**3,442,567**

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.1.1 Property, plant and equipment (continued)

Group	Land and buildings	Plant and equipment	Office furniture and fittings	Motor vehicles	Computers	Work in Progress	Total
	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000	Ksh'000
At 1 April 2023							
Cost	494,780	4,941,168	1,092,309	601,426	542,098	460,172	8,131,953
Reclassification to assets held for sale	2,125	(179,363)	7,709	3,697	-	-	(165,832)
Accumulated depreciation	(144,545)	(3,231,463)	(759,154)	(480,322)	(434,596)	-	(5,050,080)
Net book amount	**352,360**	**1,530,342**	**340,864**	**124,801**	**107,502**	**460,172**	**2,916,041**
Year ended 31 March 2024							
Opening net book amount	352,360	1,530,342	340,864	124,801	107,502	460,172	2,916,041
Additions	4,858	607,624	1,972	23,544	6,854	(323,323)	321,529
Disposals	-	(2,300)	-	(70,606)	-	-	(72,906)
Reclassification to assets held for sale	-	-	-	-	-	-	-
Depreciation released on disposal	-	1,991	-	68,934	-	-	70,925
Depreciation charge for the year	(50,231)	(157,964)	(57,839)	(9,235)	(12,675)	-	(287,944)
Closing net book amount	**306,987**	**1,979,693**	**284,997**	**137,438**	**101,681**	**136,849**	**2,947,645**
At 31 March 2024							
Cost	501,763	5,367,129	1,101,990	558,061	548,952	136,849	8,214,744
Reclassification to assets held for sale	-	-	-	-	-	-	-
Accumulated depreciation	(194,776)	(3,387,436)	(816,993)	(420,623)	(447,271)	-	(5,267,099)
Net book amount	**306,987**	**1,979,693**	**284,997**	**137,438**	**101,681**	**136,849**	**2,947,645**

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.1.1 Property, plant and equipment (continued)

Company	Motor Vehicles Ksh'000	Equipment Ksh'000	Computers Ksh'000	Furniture & Fittings Ksh'000	Total Ksh'000
Property and equipment					
At 1 April 2024					
Cost	27,536	-	23,869	126,223	177,628
Accumulated amortisation	(27,536)	-	(16,714)	(64,183)	(108,433)
Net book amount	-	-	7,155	62,040	69,195
Year ended 31 March 2025					
Opening net book amount	-	-	7,155	62,040	69,195
Additions	-	3,444	3,626	15,052	22,122
Depreciation charge	-	(1,230)	(5,644)	(22,324)	(29,198)
Closing net book amount	-	2,214	5,137	54,768	62,119
At 31 March 2025					
Cost	27,536	3,444	27,495	141,275	199,750
Accumulated amortisation	(27,536)	(1,230)	(22,358)	(86,507)	(137,631)
Net book amount	-	2,214	5,137	54,768	62,119
At 1 April 2023					
Cost	27,536	-	21,994	124,182	173,712
Accumulated amortisation	(27,536)	-	(15,186)	(52,059)	(94,781)
Net book amount	-	-	6,808	72,123	78,931
Year ended 31 March 2024					
Opening net book amount	-	-	6,808	72,123	78,931
Additions	-	-	1,875	2,041	3,916
Depreciation charge	-	-	(1,528)	(12,124)	(13,652)
Closing net book amount	-	-	7,155	62,040	69,195
At 31 March 2024					
Cost	27,536	-	23,869	126,223	177,628
Accumulated amortisation	(27,536)	-	(16,714)	(64,183)	(108,433)
Net book amount	-	-	7,155	62,040	69,195

8 Non financial assets (continued)

8.1.2 Asset Under Construction

The Group through its subsidiary, Akiira Geothermal Limited, engages in exploratory activities which include drilling of geothermal wells aimed in generation of renewable energy sources.The Group applies IFRS 6 Exploration for and Evaluation of Mineral Resources in accounting for expenditure incurred in the exploration for and evaluation of geothermal resources.
On acquisition exploration and evaluation expenditure includes the cost of acquiring exploration rights, geological studies, professional fees, and construction in progress of infrastructure
directly related to exploration activities.

Capitalisation of exploration and evaluation expenditure commences when the legal rights to explore have been obtained and continues until the technical feasibility and commercial viability of extracting the geothermal resource are demonstrable. Costs incurred before this point are expensed as incurred. Construction in progress relating to the exploration activities is recognised at cost and is not depreciated. Upon commencement of commercial steam generation, they are reclassified to Property, Plant and Equipment under IAS 16, and depreciation commences when the asset is available for use.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount. Any impairment is recognised in profit or loss.

	2025 Ksh'000	2024 Ksh'000
At 1 April		
Cost	-	-
Acquisition of Akiira Geothermal Limited	3,530,942	-
Accumulated impairment	-	-
Net book value	**3,530,942**	**-**

8.2 Intangible assets

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisition of associates is included in investments in associates. Goodwill on subsidiaries is not amortised but is tested annually or more frequently if changes in circumstances indicate that it might be impaired and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes being the operating segment.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or a cash-generating unit exceeds its estimated recoverable amount. For the purpose of impairment testing, assets are grouped together into cash-generating units. The recoverable amount of an asset or cash-generating unit is the higher of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (Group of units) on a pro rata basis.

8 Non financial assets (continued)

8.2 Intangible assets (continued)

An impairment loss is subsequently reversed only to the extent that the asset or cash-generating unit's carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised. A reversal of an impairment loss is recognised immediately in profit or loss. An impairment loss in respect of goodwill is not reversed.

Computer software

Expenditure incurred on computer software are initially accounted for at cost and subsequently at cost less any accumulated amortisation and accumulated impairment losses. Amortisation is calculated on a straight line basis over the estimated useful lives for a period of 3 to 5 years.

	Group			Company
	Goodwill Ksh'000	**Computer software Ksh'000**	**Total Ksh'000**	**Computer software Ksh'000**
At 1 April 2024:				
Cost	1,209,983	2,215,616	3,425,599	2,745
Accumulated impairment	(1,209,983)	-	(1,209,983)	-
Accumulated amortisation	-	(1,432,741)	(1,432,741)	(2,397)
Net book amount	-	782,875	782,875	348
Year ended 31 March 2025				
Opening net book amount	-	782,875	782,875	348
Additions	-	104,565	104,565	9,687
Disposals	-	(8,690)	(8,690)	-
Amortisation charge	-	(46,612)	(46,612)	(3,391)
Closing net book amount	-	832,138	832,138	6,644
At 31 March 2025				
Cost	1,209,983	2,311,491	3,521,474	12,432
Accumulated impairment	(1,209,983)	-	(1,209,983)	-
Accumulated amortisation	-	(1,479,353)	(1,479,353)	(5,788)
Net book amount	**-**	**832,138**	**832,138**	**6,644**

8 Non financial assets (continued)

8.3 Leases

8.3.1 Leases as lessee

This note provides information for leases where the Group and Company is a lessee. For leases where the group is a lessor, see note 8.3.2

(i) Amounts recognised in the balance sheet

The statement of financial position shows the following amounts relating to leases:

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Right-of-use assets				
Buildings	165,394	141,425	52,645	64,344
	165,394	**141,425**	**52,645**	**64,344**
Lease liabilities				
Current	13,082	5,176	6,083	-
Non - current	181,894	157,559	52,045	64,818
	194,976	**162,735**	**58,128**	**64,818**
The movement in right-of-use assets is broken down below:				
At start of year	141,425	60,644	64,344	-
Additions	50,682	119,449	-	70,194
Lease termination	-	(4,179)	-	-
Amortisation	(26,713)	(34,489)	(11,699)	(5,850)
Reclassified from assets held for sale	-	-	-	-
Lease modification	-	-	-	-
At end of year	**165,394**	**141,425**	**52,645**	**64,344**
The movement in lease liabilities is broken down below:				
At start of year	162,735	73,967	64,818	-
Additions	50,682	119,449	-	67,647
Lease termination	(2,707)	(4,898)	-	-
Accretion of interest	27,744	13,724	10,737	-
Interest repayment	(27,744)	(13,724)	(10,737)	(2,829)
Payment of principal portion of Lease Liability	(13,863)	-	(6,690)	-
Lease modification	(1,871)	(25,783)	-	-
Reclassificaion from held for sale	-	-	-	-
At end of year	**194,976**	**162,735**	**58,128**	**64,818**
(ii) Amounts recognised in the statement of profit or loss				
Depreciation charge of right of use assets	26,713	34,489	11,699	5,850
Interest expense (included in finance cost)	27,744	13,724	10,737	2,829

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.3 Leases (continued)

8.3.1 Leases as lessee (continued)

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
(iii) Amounts recognised in the statement of cashflow				
Payment of principal portion of the lease liability	13,863	25,783	6,690	5,376
Interest paid on lease liability	27,744	13,724	10,737	2,829
	41,607	**39,507**	**17,427**	**8,205**

Cash payments for the principal portion of the lease liabilities are shown as cash flows from financing activities and cash payments for the interest portion are shown as cashflows from operating activities in the statement of cashflow.

(iv) Maturity analysis for lease liabilities

The table below sets out the maturity analysis of the lease liabilities:-

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Current	19,562	84,447	6,083	6,083
Non-current	175,413	78,288	52,045	58,735
	194,975	162,735	58,128	64,818

(v) The Group and Company's leasing activities and its accounting treatment

The Group and Company leases various office spaces, equipment and vehicles. Rental contracts are typically made for fixed periods of 6 months to 8 years, but may have extension options as described in (iv) below.

Contracts may contain both lease and non-lease components. The Group and Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the group under residual value guarantees;
- the exercise price of a purchase option if the group is reasonably certain to exercise that option;and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

8 Non financial assets (continued)

8.3 Leases

8.3.1 Leases as lessee

(v) The Group and Company's leasing activities and how these are accounted for (continued)

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group and Company, which does not have recent third party financing, and
- maKsh adjustments specific to the lease, eg term and security.

The Group is exposed to potential future increases in variable lease payments based on a rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

(vi) Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.3 Leases

8.3.2 Leases as lessor

This note provides information for leases where the Group and Company is a lessor.A lease is an agreement whereby the lessor conveys to the lessee in return for a payment or series of payments, the right to use an asset for an agreed period of time. When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

	Group	
	2025 Ksh'000	**2024 Ksh'000**
Gross finance lease receivable	172,519	170,814
Provision for expected credit losses	(164,314)	(162,314)
Net finance lease receivable	8,205	8,500
The finance lease receivables relate to Zohari Credit Limited which is the lessor.		
Non current:		
Gross finance lease receivable	6,330	7,186
Unearned finance income	(819)	(1,611)
	5,511	5,575
Current:		
Gross finance lease receivable	3,648	4,688
Unearned finance income	(954)	(1,763)
	2,694	2,925
	8,205	**8,500**
Gross receivable from finance leases:		
- No later than 1 year	3,648	4,688
- Later than 1 year no later than 5 years	6,330	7,186
	9,978	11,874
Unearned future finance income on finance lease	(1,773)	(3,374)
	8,205	**8,500**
Amounts recognised in the statement of cashflow		
Changes in working capital	(295)	3,725

Notes to the Financial Statements (Continued)

8 Non financial assets (continued)

8.4 Biological assets

Biological assets comprise growing produce on herb bushes and are held at Greenblade Growers Limited.

Biological assets are measured on initial recognition and at each reporting date at fair value less costs to sell. Any gains or losses arising on initial recognition of biological assets and from subsequent changes in fair value less costs to sell are recognised in the profit or loss in the year in which they arise.

The Group's biological assets have maturities of less than 12 months and management has assessed the fair value of growing produce on herb bushes and concluded that it approximates the cost.

	2025 Ksh'000	2024 Ksh'000
At start of year	30,335	19,103
Fair value gain due to transformation	(3,012)	11,232
At end of year	27,323	30,335

Significant assumptions made in determining the fair value of biological assets and agricultural produce are:

(i) A 10% increase/decrease in the selling price would result in Shs 523,600 increase/decrease in the value of biological assets.

(ii) There will be no significant change in exchange rates between the Kenya Shillings vis a vis the Euro as fluctuations are expected to even out in the long run; and

(iii) The maturity period of chives is expected to be between 5 to 7 weeks depending on the farm practice in place to boost growth to match the forecasted demand.

9 Financing structure and commitments

9.1 Borrowings

Borrowings are accounted for as financial liabilities in accordance with the accounting policy disclosed under note 1.4

Fees paid on the establishment of loan facilities are recognised as transaction costs and capitalised to the extent that it is probable that some or all of the facility will be drawn down. When the draw down is made, the transaction costs are amortised to profit or loss using the effective interest method. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is expensed as incurred.

Notes to the Financial Statements (Continued)

9 Financing structure and commitments (continued)

9.1 Borrowings (continued)

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Unsecured:				
Term loans	1,631,544	1,546,967	-	-
Commercial Papers and Loan Notes	1,471,090	2,124,175	-	-
Convertible debt	2,451,502	-	-	-
	5,554,136	**3,671,142**	**-**	**-**
Secured:				
Bank borrowings	12,291,900	12,908,444	690,059	1,950,589
Short term borrowings	8,638	10,956	-	-
	12,300,538	**12,919,400**	**690,059**	**1,950,589**
Total borrowings	**17,854,674**	**16,590,542**	**690,059**	**1,950,589**
Analysed as follows:				
Other	17,854,674	16,590,542	690,059	1,950,589
	17,854,674	16,590,542	690,059	1,950,589
The classification of the Group's and Company's borrowings is as follows:				
Current	3,633,719	7,106,468	690,059	950,000
Non current	14,220,955	9,484,074	-	1,000,589
	17,854,674	16,590,542	690,059	1,950,589
Kenya Shillings	8,319,981	8,333,229	690,059	1,950,589
United States dollar	9,371,593	8,031,598	-	-
Euro	163,100	225,715	-	-
	17,854,674	16,590,542	690,059	1,950,589
The Group and Company had the following undrawn committed facilities at year end:-				
Stanbic Bank Kenya Limited	-	1,579	-	1,579
	-	1,579	-	1,579

9 Financing structure and commitments (continued)

9.1 Borrowings (continued)

a) Term Loans

	Group	
	2025 Ksh'000	**2024 Ksh'000**
GridX Africa	1,323,587	1,157,433
Standard Chartered Bank Kenya Limited	307,957	389,534
Total term loans	**1,631,544**	**1,546,967**
The Term Loans above are held by Two Rivers Power Company Limited and Longhorn Publishers Plc. The movement in the term loans is as follows:-		
At start of year	1,546,967	1,337,696
Foreign exchange (gain)/loss	(1,794)	(23,539)
Accrued interest	249,771	481,557
Repayments during the year	(150,384)	(158,016)
Interest repayments	(13,017)	(90,731)
At end of year	**1,631,543**	**1,546,967**

Grid X Duara Holdings

Two Rivers Power Company Limited (TRPC) obtained a USD 7,000,000 convertible loan facility from GridX Duara Holdings. According to the terms of the agreement, the lender has the option to convert the outstanding loan balance to share capital of TRPC voluntarily or on occurrence of an event of default. No such conversion had occurred by the year end. The facility accrues interest at a rate of 14.13% per annum. The loan tenor is 180 months from the first drawn down in October 2021. Financial covenants include borrower loan to value ratio (75%) and borrower Debt Service Coverage Ratio (DSCR) equal to or greater than (1.11x). At 31 March 2025, TRPC was in breach of both financial covenants.

Due to the breach of the financial covenants, the borrowing facilities have been classified as current liabilities on note 15 as required by the IFRS Accounting Standards.

Standard Chartered Bank Kenya Limited

The facility was advanced to Longhorn Publishers Plc for working capital financing and is secured by the Company's buildings. The loan attracts interest at Central Bank Reference Rate (CBR) plus 4% and matures over 12 months.

Notes to the Financial Statements (Continued)

9 Financing structure and commitments (continued)

9.1 Borrowings (continued)

b) Commercial Papers and Loan Notes

Commercial Papers and Loan Notes are issued by the following entities to private investors:

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Two Rivers Development Limited	1,072,739	1,594,534	-	-
Two Rivers Land Company (SEZ) Limited	291,219	400,000	-	-
Longhorn Publishers Plc	107,132	129,641	-	-
Total	**1,471,090**	**2,124,175**	**-**	**-**
The movement in commercial papers was as follows:				
At start of year	2,124,175	4,032,667	-	-
Received during the year	1,299,484	1,777,136	-	-
Accrued interest	378,530	348,073	-	-
Repayments during the year	(2,331,099)	(4,033,701)	-	-
Interest repayments	-	-	-	-
At end of year	**1,471,090**	**2,124,175**	**-**	**-**

The Commercial papers and loan notes are unsecured debt obligations and have fixed repayment maturity dates. The Two Rivers Development Limited Loan Notes earn interest at rates of 25%. The Longhorn Publishers Plc Commercial Papers have been issued by NCBA Bank Kenya Limited and earn interest at a rate of 15%.

c) Bank Borrowings

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Stanbic Bank Kenya Limited	690,059	1,950,551	690,059	1,950,589
Standard Bank of South Africa Limited	1,327,066	3,097,618	-	-
Nedbank Group	9,371,593	6,874,165	-	-
NCBA Bank Kenya Limited	180,921	225,715	-	-
Standard Chartered Bank Kenya Limited	559,522	549,775	-	-
Sidian Bank Limited	156,956	203,702	-	-
Absa Bank Kenya Plc	5,783	6,918	-	-
	12,291,900	12,908,444	690,059	1,950,589

9 Financing structure and commitments (continued)

9.1 Borrowings (continued)

c) Bank borrowings (continued)

Movement in bank borrowings is as follows:

	Group		Company	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
At start of year	12,908,444	13,009,163	1,950,551	2,248,171
Received during the year	4,875,770	1,665,908	-	-
Revaluation loss	(226,566)	(204,593)	-	-
Accrued interest	1,011,872	1,597,452	-	517,325
Repayments during the year (Principal)	(5,342,728)	(2,019,333)	(1,000,000)	(500,000)
Repayments during the year (Interest)	(1,075,435)	(1,140,153)	(260,492)	(314,945)
Amortised borrowing costs	140,543	-	-	-
At end of year	12,291,900	12,908,444	690,059	1,950,551

Stanbic Bank Kenya Limited
Centum Investment Company Plc
As at 31 March 2025, the Company maintained an overdraft and term loan facilities with Stanbic Bank of Ksh 690 million (31 March 2024: Ksh 1.9 billion).The Kenya Shillings facilities are priced at 182-Days T-Bill Rate plus 2.7%. The facilities are secured by a charge over the Company's marketable securities portfolio. The facility has a tenor of 36 months from November 2022.

Under the terms of the borrowing facility, the Company is required to comply with the following financial covenants:

1. Leverage ratio;
2. Asset cover ratio;and
3. Current ratio.

The Company was compliant with all the covenants as at 31 March 2025.

Standard Bank of South Africa Limited
Vipingo Development Plc
Vipingo Development Plc has a Ksh facility priced at a base rate of the 182-day T-Bill and a margin of 350 bps.

The facility is secured by a charge over Vipingo's land and is guaranteed by Centum Investment Company Plc. The facility has a tenor of 42 months from September 2023.

Under the terms of the borrowing facility, the Company is required to comply with the following financial covenants:

1. Loan to value of land ratio;
2. Asset cover ratio (measured at Centum Investment Company Plc level);
3. Guarantor leverage ratio (measured at Centum Investment Company Plc level); and
4. Current ratio (measured at Centum Investment Company Plc level)

The Company was compliant with all the covenants as at 31 March 2025.

Notes to the Financial Statements (Continued)

9 Financing structure and commitments (continued)

9.1 Borrowings (continued)

c) Bank borrowings (continued)

Nedbank Limited
Two Rivers Land Company (SEZ) Limited
This relates to a term loan facility with Nedbank Limited and through its London Branch of USD 38,500,000. The Nedbank Limited facility is priced at daily SOFR plus 5.75% per annum with a tenor of 2 years. The facility is secured by a charge over the vacant land. Nedbank financial covenants include borrower loan to value ratio (58%), debt to total assets ratio (41.5%), guarantor net asset value (USD 335,000,000), guarantor interest cover ratio (1.85x) and guarantor debt to total assets ratio (60%). The Company was compliant with all the financial covenants as at 31 March 2025.

Vantage Capital
Two Rivers Land Company (SEZ) Limited
This relates to a Mezzanine debt facility USD. 32,300,000.The Vantage Capital facility is priced at fixed rate of 10.25% per annum and is secured by North Tower building and land plots 17,18 & 19 owned by the Group and Company.Vantage Capital financial covenants include loan to value (75%) and asset cover ratio (2.2x). The Group and Company was compliant with all the financial covenants as at 31 March 2025.

NCBA Bank Kenya
Two Rivers Power Company Limited
Two Rivers Power Company Limited (TRPC) has two Euro facilities with NCBA Bank Plc (the bank). The first facility's principal amount is EUR 2,181,990. The facility is subject to a minimum of the Bank's six months EURIBOR plus 3% subject to a floor rate of 3% per annum. The loan tenor is 120 months from the first drawn down in 2017 with a one-year principal only moratorium.

The second facility's principal amount is EUR 1,440,000. The facility accrues interest at a rate that is the Bank's six months EURIBOR plus 3%. The loan tenor is 108 months since the first draw down in 2023 with six months moratorium on principal. Financial covenants include Bank Gearing Ratio equal to or less than (2:1) and Debt Service Coverage Ratio (DSCR) equal to or greater than (1.25X). At 31 March 2025, Two Rivers Power Company Limited was in breach of both covenants. However, a waiver letter was obtained.

The second facility principal amount is EUR 1,440,000 was advanced towards expansion of the solar plant. The facility accrues interest at a rate that is the Bank's six months EURIBOR plus 3%. The loan tenor is 108 months since the first draw down in 2023 with six months moratorium on principal.

Standard Chartered Bank Kenya Limited
Longhorn Publishers Plc
The facility was advanced to Longhorn Publishers Plc for working capital financing and is secured by the Company's buildings. The loan attracts interest at Central Bank Reference Rate (CBR) plus 4% and matures over 12 months.

Under the terms of the borrowing facility, the Company is required to comply with the following financial covenants:
i) Current ratio should not fall below 0.8x;
ii) Debt coverage ratio should be greater than 1x; and
iii) Total debt/EBITDA ratio should be below 4x.

As at 31 March 2025, Longhorn Publishers Plc was not compliant with the ratios. This breach was acknowledged by the bank and the bank issued a waiver on condition that the company undertaKsh not to incur any additional borrowing which would further breach the financial covenants, without a prior written consent of the bank.

Sidian Bank Limited
Zohari Credit Limited
The bank borrowings are denominated in Kenya shillings and bear interest at the banks current lending rate of 18% (2024: 21%)

The fair value of current borrowings equals their carrying amount, as the impact of discounting is not significant. The fair values are based on cash flows discounted using a rate based on the borrowing rate of 18% (2024:21%). The purpose of the loan is to finance the growth of the lease book especially the long-term assets being purchased through finance lease. The bank loan is secured by land title belonging to related party entity, Green blade Growers Limited, by virtue of common ownership and directors' guarantee. There is also a Corporate Guarantee and Indemnity by Centum Investment Company Plc with evidence of commercial benefit for the guarantee. The loans have different tenures with the longest repayable by September 2028.

9 Financing structure and commitments (continued)

9.1 Borrowings (continued)

c) Bank borrowings (continued)

Absa Bank Kenya Plc

Greenblade Growers Limited

Absa Bank Kenya Plc approved a Ksh 7,767,000 asset finance facility to Greenblade Growers Limited. The facility is priced at 5.5% above the ABSA Bank rate. The facility has a tenor of 60 months. The facility is financed by the assets being acquired.

	Group		Company	
d) Corporate bonds	**2025 Ksh'000**	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
At start of year	-	1,295,993	-	-
Accrued interest	-	197,887	-	-
Repayments during the year - principal	-	(1,493,880)	-	-
	-	-	-	-

On 19 November 2023, Centum Real Estate Limited settled its 3-year Zero Coupon Bond of Shs 2,957,900,000. The bond comprised of fixed rate notes of Shs 2,603,300,000 at an interest rate of 12.5% and equity linked notes of Shs 354,600,000 at an interest rate of 12%.

The investors of the equity linked notes were paid an additional 2% for a total return of 14% since the developer achieved a 20% internal rate of return on at least two of its projects funded using the bond proceeds.

	Group		Company	
e) Amounts included in cashflow statement	**2025 Ksh'000**	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
i) Proceeds from borrowings				
Commercial papers	1,299,484	1,777,136	-	-
Bank borrowings	4,875,770	1,665,908	-	-
	6,175,254	3,443,044	-	-
Non- cash transactions	-	(1,376,997)	-	-
Proceeds per cashflow statement	6,175,254	2,066,047	-	-
ii) Repayment of borrowings				
Term loans	150,384	158,016	-	-
Commercial papers	1,312,040	4,033,701	-	-
Bank borrowings	5,342,728	2,019,333	1,000,000	500,000
Corporate bonds	-	1,493,880	-	-
	6,805,152	7,704,930	1,000,000	500,000
Non cash transactions	-	(549,497)	-	-
	6,805,152	7,155,433	1,000,000	500,000
iii) Interest paid on borrowings				
Term loans	13,017	90,731	-	-
Bank borrowings	1,075,435	1,140,153	260,492	314,945
	1,088,452	1,230,884	260,492	314,945

Notes to the Financial Statements (Continued)

9 Financing structure and commitments (continued)

9.2 Capital commitments

	Company	
	2025 Ksh'000	2024 Ksh'000
Residential housing projects	3,214,935	4,837,281

9.3 Contingent liabilities

The Group does not recognise contingent liabilities in the statement of financial position until it is probable that an outflow of resources will take place and a reliable estimate can be made.

a) Contingent consideration

Centum Investment Company Plc (CICP) entered into a Sales and Purchase Agreement (SPA) with Coca-Cola Beverages Africa (CCBA) relating to the disposal of CICP's stakes in Almasi Beverages Limited and Nairobi Bottlers Limited during the year ended 31 March 2020. Under the terms of the SPA, CCBA required CICP to provide a guarantee of USD 34.4 Million against general and contingent tax liabilities that were unresolved as at the transaction date. During the year ended 31 March 2022, USD 21.4 Million of the CCBA guarantee was discharged following the Supreme Court's ruling on the Excise duty claim in favor of the bottlers. The third party guarantee from Stanbic Kenya Limited stands at Ksh 662 Million (2024: Ksh 662 Million).The guarantee is in respect of any claims that were unknown as at the sale date which may later come up. As at 31 March 2025 and 31 March 2024 no claims had come up. The guarantee matures seven years from September 2019.

10 Financial risk

10.1 Financial risk management and financial instruments

Risk management framework

Introduction

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the Group's business, and the operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on its financial performance. The key types of risk include:

a) Market risk - currency risk, interest rate risk and price risk;
b) Credit risk; and
c) Liquidity risk.

The Group's overall risk management programme focuses on unpredictability of changes in the business environment and seeks to minimise the potential adverse effect of such risks on its performance by setting acceptable levels of risk.

The Group recognises that in order to pursue its objectives and take advantage of opportunities, it cannot avoid taking risks, and that no risk management programme can aim to eliminate risk fully.

The Group's general risk management approach is to increase the likelihood of success in its strategic activities, that is, to raise the potential reward of its activities relative to the risks undertaken.

Accordingly, the Group's approach to risk management is intended to increase risk awareness and understanding, and thus support taking risks where appropriate, in a structured and controlled manner. The Group recognises that in pursuit of its mission and investment objectives it may choose to accept a lower level of reward in order to mitigate the potential hazard of the risks involved.

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Risk management framework (continued)

To assist in implementing its risk management policy, the Group has:
- identified, analysed and produced a risk management strategy for those risks which might inhibit it from achieving its strategic objectives and which would threaten its ongoing survival as a leading investment Group and Company;
- raised awareness of and integrated risk management into its management policies. Promoted an understanding of the importance and value of risk management, particularly associated with investment opportunities; and
- established risk management roles and responsibilities for its board of directors, audit risk committee and the risk department.

The risk management function is supervised by the Board Risk Committee. Management identifies, evaluates and manages financial risks under policies approved by the Board of Directors. The board provides written principles for overall risk management, as well as written policies covering specific areas such as price risk, foreign exchange risk, interest rate risk, credit risk and investing excess liquidity.

The Board has put in place a Risk and Internal Audit function to assist it in assessing the risk faced by the Group on an ongoing basis, evaluate and test the design and operating effectiveness of its internal accounting and operational controls.

Financial instruments by category - Group

i) Financial assets

	Group			Company	
	At fair value through profit or loss Ksh'000	At fair value through other comprehensive income Ksh'000	At amortised cost Ksh'000	At fair value through other comprehensive income Ksh'000	At amortised cost Ksh'000
At 31 March 2025					
Government securities	130,784	-	104,782	-	59,737
Corporate bonds and commercial papers	-	-	292,031	-	1,119,950
Loans and advances	-	-	404,108	-	-
Finance lease receivables	-	-	8,205	-	-
Call deposits	-	-	264,347	-	45,332
Bank balances	-	-	861,760	-	7,425
Trade and other receivables	-	-	1,803,455	-	77,237
Debt investment in subsidiaries	-	-	-	-	10,355,867
Quoted investments	-	5	-	-	-
Unquoted investments	-	7,742,768	-	-	-
	130,784	**7,742,773**	**3,738,688**	**-**	**11,665,548**

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Financial instruments by category - Group

i) Financial assets (continued)

	Group			Company	
	At fair value through profit or loss Ksh'000	At fair value through other comprehensive income Ksh'000	At amortised cost Ksh'000	At fair value through other comprehensive income Ksh'000	At amortised cost Ksh'000
At 31 March 2024					
Government securities	130,805	-	74,081	-	54,065
Corporate bonds and commercial papers	-	-	379,232	-	959,822
Loans and advances	-	-	271,180	-	-
Finance lease receivables	-	-	8,500	-	-
Call deposits	-	-	988,600	-	253,384
Bank balances	-	-	444,245	-	66,555
Trade and other receivables	-	-	1,656,735	-	36,799
Debt investment in subsidiaries	-	-	-	-	11,229,808
Quoted investments	-	15	-	-	-
Unquoted investments	-	4,332,226	-	-	-
	130,805	**4,332,241**	**3,822,573**	**-**	**12,600,433**

ii) Financial liabilities

All the Group's financial liabilities are measured at amortised cost. The carrying value of the Group's and the Company's financial liabilities at the end of 2025 and 2024 are shown under respective notes.

a) Market risk

Market risk is the risk arising from changes in market prices, such as interest rate, equity prices, and foreign exchange rates which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) Interest rate risk

The Group is exposed to interest rate risk as it borrows funds at both floating and fixed interest rates and also holds cash deposits with financial institutions. The interest rates on the cash deposits are fixed and agreed upon in advance. Interest rates on overdrafts are pegged to the bank's base lending rate or prevailing Treasury Bills rates.

Management closely monitors the interest rate trends to minimise the potential adverse impact of interest rate changes. Deposits are placed at fixed interest rates and management is therefore able to plan for the resulting income. For facilities with variable rates, the Group is in regular contact with the lenders in a bid to obtain the best available rates. The Group may also review the level of holding of such facilities downwards in order to mitigate the attaching cash flow interest rate risk.

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Financial instruments by category - Group (continued)

b) Financial liabilities (continued)

The interest rate profile of the Group's and Company's interest bearing financial instruments as reported is as follows:-

	Group		Company	
Corporate bonds	**2025 Ksh'000**	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Fixed-rate instruments				
Financial assets				
Government securities at amortised cost	104,782	74,081	59,737	54,065
Government securities at fair value through profit and loss	130,784	130,805	-	-
Commercial papers	93,002	93,007	-	-
Corporate bonds	199,029	286,225	1,119,950	959,822
Loans and advances	404,108	271,180	-	-
Call deposits	264,347	988,600	45,332	253,384
Variable-rate instruments				
Financial liabilities				
Borrowings	17,854,674	16,590,542	690,059	1,950,589

As at 31 March 2025, a 5% increase/decrease of the annual interest rate would have resulted in an increase/decrease in pre-tax profit and equity net of tax as follows:-

	Group		Company	
	2025 Profit or Loss Ksh'000	**2025 Equity net of tax Ksh'000**	**2025 Profit or Loss Ksh'000**	**2025 Equity net of tax Ksh'000**
As at 31 March 2025				
Financial liabilities	614,595	430,217	34,503	24,152
As at 31 March 2024				
Financial liabilities	664,897	465,428	97,529	68,271

ii) Price risk

The Group's private equity holdings are valued in accordance with International Private Equity and Venture Capital guidelines and International Financial Reporting Standards, which set out the valuation methodology for fair valuation. Valuation is relatively subjective and may change from time to time. In addition the valuation is also affected by the volatility of the stock prices since the Group uses the earnings multiple method which entails the use of the trading multiples of similar/comparable quoted companies among other components. Valuation risks are mitigated by comprehensive quarterly reviews of the underlying investments by management every quarter. The appropriateness of the investment valuations are then considered by the Board Audit Committee.

Quoted equity are valued at their market prices. These values are subject to frequent variations and adverse market movements. This risk is mitigated by choice of defensive stocks with low price volatility, and weekly monitoring of the value changes.

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Financial instruments by category - Group (continued)

b) Financial liabilities (continued)

ii) Price risk (continued)

At 31 March 2025, if the prices at the Nairobi Securities Exchange and other exchanges had appreciated/depreciated by 5% with all other variables held constant, the impact on the Group and Company comprehensive income and equity would have been Nil (2024: Nil) and Nil (2024: Nil) higher/lower respectively.

iii) Investment holding period risk

98% and 99% (2024: 98% and 99%) of the Group and Company's investments respectively are not traded on any formal exchange. Disposal of these investments is constrained in many instances by pre-emptive rights, shareholder agreements and the absence of willing trade buyers or an active secondary market. The timing of realised proceeds on disposal may pose a risk to the Group.

The Group/Company mitigates this risk by seeking influence in the investee company's operations through large shareholding or board representation. The Group/Company also seeks compensation for this risk through high return hurdles during the investment appraisal and laying emphasis on dividend generating potential. However, the Group/ Company has no fixed time horizon for its investments, and does not enforce exit options on investments as it believes current practice maKsh it easier to acquire attractive investments.

iv) Concentration risk

77% (2024: 76%) of the Group's assets are located in Kenya while 23% (2024: 24%) is located outside of Kenya.

Investment portfolio sectoral allocation

The allocation of Centum's investments to the different sectors is as disclosed in note 2.

Each investment asset is considered independently by the Board's Finance and Investment Committee and the Board of Directors according to a structured process that includes extensive due diligence, industry analysis, consideration of existing assets and future capital commitments. Whereas sector limits are in place, concentration in the Real estate and financial sectors have mainly been brought about by organic growth and appreciation of market value.

To reduce exposure to country risk the Group is actively looking for regional investment opportunities.

v) Foreign exchange risk

Currency risk is the exposure to exchange rate fluctuations that have an impact on cash flows and financing activities.

The Group operates internationally and is exposed to currency risk arising from various currency exposures. Refer to the table below for the Group's exposure to foreign currency risk based on notional amounts. Currency risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. The Group is also exposed to translation risk as holding companies do not report in the same currencies as operating entities.

The Group has foreign subsidiaries whose assets are exposed to foreign currency translation risk, which is managed primarily through borrowings denominated in the relevant foreign currencies to the extent that such funding is available on reasonable terms in the local capital markets.

The Group's exposure to fluctuations in the foreign currency rates relate to conversion rates for valuation of overseas holdings.

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Risk management framework (continued)

a) Market risk (continued)

v) Foreign exchange risk (continued)

The mean exchange rates ruling at 31 March 2025 and 31 March 2024 were:	2025	2024
1 US dollar (USD)	129.32	131.80
1 Euro (Eur)	139.51	142.67
1 British pound (GBP)	165.58	166.55
1 Ugandan shilling (UGX)	28.34	29.47
1 Tanzania shilling (Tshs)	20.65	19.36
1 Ghana cedi (Ghc)	8.34	10.08

Below is a summary of the financial assets and liabilities denominated in foreign currencies at their carrying amounts:

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Financial assets				
Cash and equivalents (USD)	46,270	530,890	25,708	3,277
Cash and equivalents (EUR)	7,005	1,124	-	-
Cash and equivalents (GBP)	976	15	-	-
Loans and advances (USD)	-	-	5,256,039	5,399,567
Loans and advances (EUR)	-	-	-	-
	54,251	532,029	5,281,747	5,402,844
Financial liabilities				
Borrowings (Euro)	163,100	225,715	-	-
Borrowings (USD)	9,371,593	8,031,598	-	-
	9,534,693	8,257,313	-	-

If all other variables were held constant, at 31 March 2025 and 31 March 2024, the impact on profit and equity of the Shilling weakening or strengthening by 5% against the above currencies would have been as below:

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Profit or loss				
1 US dollar (USD)	466,266	375,035	(264,087)	(270,142)
1 Euro (EUR)	7,805	11,230	-	-
1 British pound (GBP)	49	1	-	-
	474,120	386,266	(264,087)	(270,142)
Equity, net of tax				
1 US dollar (USD)	326,386	262,525	(184,861)	(189,100)
1 Euro (EUR)	5,463	7,861	-	-
1 British pound (GBP)	34	1	-	-
	331,883	270,387	(184,861)	(189,100)

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Risk management framework (continued)

a) Market risk (continued)

v) Foreign exchange risk (continued)

b) Liquidity risk

This is the risk that the Group will encounter difficulties in meeting its financial commitments from its financial liabilities, including off balance sheet items. Prudent liquidity risk management includes maintaining sufficient cash to meet its obligations. Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long term funding and liquidity management requirements.

The Group manages liquidity risk by:

- maintaining adequate cash reserves and banking facilities on the Parent company and operating subsidiaries' balance sheets;
- holding cash, near cash assets and other fixed income marketable securities in two special purpose liquidity vehicles (Centum Exotics Limited and Oleibon Investments Limited); and
- continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity risk also relates to the risk that the Group would miss out attractive investment opportunities due to lack of funding. This risk is mitigated by the fact that the investments measured at fair value through other comprehensive income can be converted to cash when funds are required. The risk is also minimised by use of annually renewable credit facilities.

The Group has developed internal control processes and contingency plans for managing liquidity risk including maturity gaps that incorporates an assessment of expected cash flows. The Group maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow.

At 31 March 2025, 2% (2024: 2.6%) of the Group's assets were held in marketable securities which are quickly convertible to cash. The Group had unutilised bank credit facilities of Ksh Nil (2024: Ksh 1,579,000) (Note 9.1).

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Risk management framework (continued)
b) Liquidity risk (continued)

The following are the remaining contractual maturities of financial assets and liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting arrangements.

Group At 31 March 2025	Upto 1 month Ksh'000	1-3 months Ksh'000	3-12 months Ksh'000	1-3 years Ksh'000	3-5 years Ksh'000	Over 5 years Ksh'000	Total Ksh'000
Financial assets							
Unquoted equity investments	-	-	-	-	6,714,149	-	6,714,149
Quoted investments	-	-	5	-	-	-	5
Loans and advances	-	-	16,727	-	45,432	341,949	404,108
Finance lease receivable	-	-	3,648	4,557	-	-	8,205
Government securities at fair value	-	-	130,784	-	-	-	130,784
Government securities at amortised cost	-	-	104,782	-	-	-	104,782
Corporate bonds at amortised cost	-	-	199,029	-	-	-	199,029
Commercial papers at amortised cost	-	-	93,002	-	-	-	93,002
Trade and other receivables	47,709	1,421,707	3,952,495	-	-	-	5,421,911
Cash and cash equivalent	1,124,307	-	-	-	-	-	1,124,307
Committed funds	-	2,586,330	4,551,941	-	-	-	7,138,271
	1,172,016	4,008,037	9,052,413	4,557	6,759,581	341,949	21,338,553
Financial liabilities							
Borrowings	-	-	3,633,719	14,220,955	-	-	17,854,674
Lease liabilities	-	-	19,562	175,413	-	-	194,975
Other liabilities and accrued expenses	1,000,734	-	719,149	-	-	-	1,719,883
Unclaimed dividends	-	470,335	-	-	-	-	470,335
Guarantees	-	1,200,000	-	662,000	-	3,938,000	5,800,000
	1,000,734	1,670,335	4,372,430	15,058,368	-	3,938,000	26,039,867
Net liquidity	171,282	2,337,702	4,679,983	(15,053,811)	6,759,581	(3,596,051)	(4,701,314)

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)

Risk management framework (continued)

b) Liquidity risk (continued)

Group At 31 March 2024	Upto 1 month Ksh'000	1-3 months Ksh'000	3-12 months Ksh'000	1-3 years Ksh'000	3-5 years Ksh'000	Over 5 years Ksh'000	Total Ksh'000
Financial assets							
Unquoted equity investments	-	-	-	-	4,332,226	-	4,332,226
Quoted investments	-	-	15	-	-	-	15
Loans and advances	-	-	137,156	-	45,432	88,592	271,180
Finance lease receivable	-	-	4,688	3,812	-	-	8,500
Government securities at fair value	-	-	-	103,351	-	27,454	130,805
Government securities at amortised cost	-	-	-	61,398	-	12,683	74,081
Commercial papers at amortised cost	-	-	286,225	-	-	-	286,225
Corporate bonds at amortised cost	-	-	93,007	-	-	-	93,007
Receivables and prepayments	56,152	1,447,162	-	67,310	-	3,961,125	5,531,749
Cash and cash equivalent	1,431,113	-	-	-	-	-	1,431,113
Committed funds	-	1,664,000	5,135,000	1,950,000	-	-	8,749,000
	1,487,265	3,111,162	5,656,091	2,185,871	4,377,658	4,089,854	20,907,901
Financial liabilities							
Borrowings	-	-	7,106,468	9,484,074	-	-	16,590,542
Lease liabilities	-	-	84,447	78,288	-	-	162,735
Other liabilities and accrued expenses	817,018	915,392	4,337,902	-	-	-	6,070,312
Lease Liabilities	-	-	-	-	-	-	-
Unclaimed dividends	-	443,563	-	-	-	-	443,563
Guarantees*	-	-	-	3,362,000	-	4,238,000	7,600,000
	817,018	1,358,955	11,528,817	12,924,362	-	4,238,000	30,867,152
Net liquidity	670,247	1,752,207	(5,872,726)	(10,738,491)	4,377,658	(148,146)	(9,959,251)

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)
b) Liquidity risk (continued)

Company **At 31 March 2025**	**Upto 1 month** **Ksh'000**	**1-3 months** **Ksh'000**	**3-12 months** **Ksh'000**	**1-3 years** **Ksh'000**	**3-5 years** **Ksh'000**	**Over 5 years** **Ksh'000**	**Total** **Ksh'000**
Financial assets							
Debt investment in subsidiaries	-	-	-	10,355,867	-	-	10,355,867
Unquoted equity investments	-	-	-	-	7,138,174	-	7,138,174
Government securities and corporate bonds	-	-	1,179,687	-	-	-	1,179,687
Receivables and prepayments	-	-	70,167	-	-	-	70,167
Cash and cash equivalent	7,425	45,332	-	-	-	-	52,757
	7,425	45,332	1,249,854	10,355,867	7,138,174	-	18,796,652
Financial liabilities							
Payables and accruals	985,847	22,191	-	-	-	-	1,008,038
Due to subsidiary companies	-	18,375	-	-	-	-	18,375
Lease liabilities	-	-	6,083	52,045	-	-	58,128
Borrowings	-	690,059	-	-	-	-	690,059
Unclaimed dividends	-	470,335	-	-	-	-	470,335
Guarantees	-	1,200,000	-	662,000	-	3,938,000	5,800,000
	(985,847	2,400,960	6,083	714,045	-	3,938,000	8,044,935
Net liquidity	(978,422)	(2,355,628)	1,243,771	9,641,822	7,138,174	(3,938,000)	10,751,717

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)
b) Liquidity risk (continued)

Company At 31 March 2024	Upto 1 month Ksh'000	1-3 months Ksh'000	3-12 months Ksh'000	1-3 years Ksh'000	3-5 years Ksh'000	Over 5 years Ksh'000	Total Ksh'000
Financial assets							
Debt investment in subsidiaries	-	-	-	11,229,808	-	-	11,229,808
Unquoted equity investments	-	-	-	-	4,401,846	-	4,401,846
Receivables and prepayments	8,443	-	28,355	-	-	-	36,798
Government securities and corporate bonds*	1,013,887	-	-	-	-	-	1,013,887
Cash and cash equivalent	66,555	253,384	-	-	-	-	319,939
	1,088,885	253,384	28,355	11,229,808	4,401,846	-	17,002,278
Financial liabilities							
Payables and accruals	1,209,206	32,814	-	-	-	-	1,242,020
Due to subsidiary companies	-	5,993	-	-	-	-	5,993
Lease liabilities	-	-	6,083	58,735	-	-	64,818
Borrowings	-	950,000	-	1,000,589	-	-	1,950,589
Unclaimed dividends	-	443,563	-	-	-	-	443,563
Guarantees*	-	-	-	3,362,000	-	4,238,000	7,600,000
	1,209,206	1,432,370	6,083	4,421,324	-	4,238,000	11,306,983
Net liquidity	(120,321)	(1,178,986)	22,272	6,808,484	4,401,846	(4,238,000)	5,695,295

*The note had been restated by including Government securities and corporate bonds and guarantees issued by the company to commercial banks in respect of credit facilities granted to two subsidiaries

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

c) Credit risk and expected credit losses

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk mainly arises from financial assets.

Credit risk on financial assets with banking institutions is managed by dealing with institutions with good credit ratings and placing limits on deposits that can be held with each institution. The Group carries out its own assessment of credit risk before investing in corporate bonds, and updates such assessments at each reporting date.

Credit risk on trade receivables is managed by ensuring that credit is extended to customers with an established credit history. The credit history is determined by taking into account the financial position, past experience and other relevant factors. Credit is managed by setting a credit limit and credit period for each customer. The utilisation of the credit limits and the credit period is monitored by management on a monthly basis.

In assessing whether the credit risk on a financial asset has increased significantly, the Group compares the risk of default occurring on the financial asset as at the reporting date with the risk of default occurring on that financial asset as at the date of initial recognition. In doing so, the Group considers reasonable and supportable information that is indicative of significant increases in credit risk since initial recognition and that is available without undue cost or effort. There is a rebuttable assumption that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due.

For these purpose default is defined as having occurred if the debtor is in breach of contractual obligations, or if information is available internally or externally that suggests that the debtor is unlikely to be able to meet its obligations. However, there is a rebuttable assumption that that default does not occur later than when a financial asset is 90 days past due.

If the Group does not have reasonable and supportable information to identify significant increases in credit risk and/or to measure lifetime credit losses when there has been a significant increase in credit risk on an individual instrument basis, lifetime expected credit losses are recognised on a collective basis. For such purposes, the Group clusters financial assets on the basis of shared credit risk characteristics, such as:

- industry in which the debtor operates
- nature of collateral held.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit impaired include observable data about the following events:

- significant financial difficulty of the debtor;
- a breach of contract;
- it is probable that the debtor will enter bankruptcy; and
- the disappearance of an active market for the financial asset because of financial difficulties.

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

c) Credit risk and expected credit losses

The gross carrying amount of financial assets with exposure to credit risk at the balance sheet date was as follows:

Group

Basis for measurement of loss allowance	12-month expected credit losses Ksh'000	Lifetime expected credit losses (a) Ksh'000	(b) Ksh'000	(c) Ksh'000	Total Ksh'000
At 31 March 2025					
Government securities	235,566	-	-	-	235,566
Corporate bonds and commercial papers	292,031	-	-	-	292,031
Loans and advances	388,007	11,219	49,969	-	449,195
Finance lease receivables	8,205	-	-	-	8,205
Call deposits	264,347	-	-	-	264,347
Bank balances	859,960	-	-	-	859,960
Trade and other receivables	-	-	-	1,833,232	1,833,232
Gross carrying amount	2,048,116	11,219	49,969	1,833,232	3,942,536
Loss allowance	(45,088)	-	-	(341,876)	(386,964)
Exposure to credit risk	2,003,028	11,219	49,969	1,491,356	3,555,572
At 31 March 2024					
Government securities	204,886	-	-	-	204,886
Corporate bonds and commercial papers	379,232	-	-	-	379,232
Loans and advances	250,859	15,576	23,812	-	290,247
Finance lease receivables	8,500	-	-	-	8,500
Call deposits	988,600	-	-	-	988,600
Bank balances	442,513	-	-	-	442,513
Trade and other receivables	-	-	-	5,568,317	5,568,317
Gross carrying amount	2,274,590	15,576	23,812	5,568,317	7,882,295
Loss allowance	(19,067)	-	-	(4,183,457)	(4,202,524)
Exposure to credit risk	2,255,523	15,576	23,812	1,384,860	3,679,771

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

c) Credit risk and expected credit losses

The gross carrying amount of financial assets with exposure to credit risk at the balance sheet date was as follows:

Company					
Basis for measurement of loss allowance	**12-month expected credit losses Ksh'000**	**Lifetime expected credit losses (a) Ksh'000**	**(b) Ksh'000**	**(c) Ksh'000**	**Total Ksh'000**
At 31 March 2025					
Call deposits	45,332	-	-	-	45,332
Bank balances	7,425	-	-	-	7,425
Government securities and corporate bonds	1,179,687				1,179,687
Trade and other receivables	-	-	-	70,167	70,167
Shareholder loans advanced to subsidiaries	10,355,867	-	-	-	10,355,867
Gross carrying amount	11,588,311	-	-	70,167	11,658,478
Loss allowance	(3,225,602)	-	-	-	(3,225,602)
Exposure to credit risk	8,362,709	-	-	70,167	8,432,876
At 31 March 2024					
Call deposits	253,384	-	-	-	253,384
Bank balances	66,555	-	-	-	66,555
Government securities and bonds	1,013,887	-	-	-	1,013,887
Trade and other receivables	-	-	-	28,355	28,355
Shareholder loans advanced to subsidiaries	14,437,908	-	-	-	14,437,908
Gross carrying amount	15,771,734	-	-	28,355	15,800,089
Loss allowance	(3,208,101)	-	-	-	(3,208,101)
Exposure to credit risk	12,563,633	-	-	28,355	12,591,988

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

c) Credit risk and expected credit losses

The gross carrying amount of financial assets with exposure to credit risk at the balance sheet date was as follows:

Group					
Basis for measurement of loss allowance	**12-month expected credit losses Ksh'000**	**Lifetime expected credit losses (a) Ksh'000**	**(b) Ksh'000**	**(c) Ksh'000**	**Total Ksh'000**
At 31 March 2025					
Loans and advances	388,007	11,219	49,969	-	449,195
Trade and other receivables	-	-	-	1,833,232	1,833,232
Total	388,007	11,219	49,969	1,833,232	2,282,427
At 31 March 2024					
Loans and advances	250,859	15,576	23,812	-	290,247
Trade and other receivables	-	-	-	5,568,317	5,568,317
Total	250,859	15,576	23,812	5,568,317	5,858,564

The Group does not hold any collateral against the past due or impaired receivables. The management continues to actively follow up past due receivables.

Financial assets for which the loss allowance has been measured at an amount equal to lifetime expected credit losses have been analysed above based on their credit risk ratings as follows:

(a) financial assets for which credit risk has increased significantly since initial recognition but that are not credit impaired;

(b) financial assets that are credit impaired at the balance sheet date; and

(c) trade receivables, contract assets and lease receivables for which the loss allowance is always measured at an amount equal to lifetime expected credit losses, based, as a practical expedient, on provision matrices

d) Movements in the allowance for impairment in respect of trade receivables and shareholder loans

	Group		**Company**	
	2025 Ksh'000	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Balance at 1 April	4,183,457	4,008,958	3,208,101	3,190,600
Net remeasurement of loss allowance	-	-	118,577	118,577
- on trade and other receivables	(3,554)	301,810	-	-
- on amounts due from joint ventures	-	-	-	-
- on debt investment in subsidiaries	-	-	-	-
Reversals				
- on receivables	36,988	(127,311)	-	-
- on debt investment in subsidiaries	-	-	(101,076)	(101,076)
Balance at 31 March	**4,216,891**	**4,183,457**	**3,225,602**	**3,208,101**

The movement in the allowance for impairment of loans and advances is detailed in note 7.1

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

e) Fair value hierarchy

The Group specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Group's market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1
Quoted prices in active markets for identical assets or liabilities. This level includes equity securities and debt instruments listed on the Nairobi Securities Exchange.

Level 2
Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly as prices or indirectly as derived from prices.

Level 3
Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components.

This hierarchy requires the use of observable market data when available. The Group considers relevant and observable market prices in its valuations where possible. The following table shows an analysis of financial instruments reflected at fair value by level of the fair value hierarchy.

Group	Carrying amount Ksh'000	Level 1 Ksh'000	Level 2 Ksh'000	Level 3 Ksh'000	Total Ksh'000
31 March 2025					
Financial assets:					
Unquoted equity instruments	7,742,768	-	-	7,742,768	7,742,768
Quoted equity instruments	5	5	-	-	5
Government securities at fair value through profit and loss	130,784	130,784	-	-	130,784
	7,873,557	130,789	-	7,742,768	7,873,557
Non financial assets:					
Investment property	53,271,803	-	-	53,271,803	53,271,803
	53,271,803	-	-	53,271,803	53,271,803
31 March 2024					
Financial assets:					
Unquoted equity instruments	4,332,226	-	-	4,332,226	4,332,226
Quoted equity instruments	15	15	-	-	15
Government securities at fair value through profit and loss	130,805	130,805	-	-	130,805
	4,463,046	130,820	-	4,332,226	4,463,046
Non financial assets:					
Investment property	50,472,767	-	-	50,472,767	50,472,767
	50,472,767	-	-	50,472,767	50,472,767

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

e) Fair value hierarchy (continued)

The following table summarises the carrying amount of those assets and liabilities not held at fair value. Except for held-to-maturity investment securities, the carrying amount of assets and liabilities held at amortised cost is considered to approximate their fair value where they have short tenor or, for long term facilities, earn/accrue interest at market rate.

(i) The fair value of due from group companies is estimated using the carrying amount since the amounts are receivable on demand as at the reporting date. A substantial proportion of borrowings are on floating rates and re-price within 12 months, hence their fair value approximates their carrying amounts.
(ii) The fair value of borrowings, corporate bonds and receivables that are payable/receivable on demand are the carrying amounts at the reporting date.
(iii) Loans and advances and finance leases to customers are net of allowance for impairment. The estimated fair value of loans and advances represents the discounted amount of future cash flows expected to be received. Expected cash flows are discounted at current market rates to determine fair value. A substantial proportion of loans and advances are on floating rates and re-price within 12 months, hence their fair value approximates their carrying amounts.
(iv) Government securities with observable market prices are fair valued using that information.
(v) Investment securities that do not have observable market data are fair valued either using discounted cash flow method or quoted market prices for securities with similar yield characteristics.

Group	Carrying amount Ksh'000	Fair value Ksh'000	Level 1 Ksh'000	Level 2 Ksh'000	Level 3 Ksh'000
31 March 2025					
Financial assets:					
Government securities at amortised cost	104,782	104,782	104,782	-	-
Loans and advances	404,108	404,108	-	-	404,108
Finance lease receivable	8,205	8,205	-	-	8,205
Other assets	1,513,626	1,513,626	-	-	1,513,626
	2,030,721	**2,030,721**	**104,782**	**-**	**1,925,939**
Financial liabilities					
Borrowings	17,854,674	17,854,674	-	-	17,854,674
Other liabilities including pre sale deposits	12,930,359	12,930,359	-	-	12,930,359
	30,785,033	**30,785,033**	**-**	**-**	**30,785,033**

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

Group	Carrying amount Ksh'000	Fair value Ksh'000	Level 1 Ksh'000	Level 2 Ksh'000	Level 3 Ksh'000
31 March 2024					
Financial assets:					
Government securities at amortised cost	74,081	74,081	74,081	-	-
Loans and advances	271,180	271,180	-	-	271,180
Finance lease receivable	8,500	8,500	-	-	8,500
Other assets*	1,296,507	1,296,507	-	-	1,296,507
	1,650,268	**1,650,268**	**74,081**	**-**	**1,576,187**
Financial liabilities					
Borrowings	16,590,542	16,590,542	-	-	16,590,542
Other liabilities including pre sale deposits	11,857,871	11,857,871	-	-	11,857,871
	28,448,413	**28,448,413**	**-**	**-**	**28,448,413**

*Note has been restated to exclude certain assets and liabilities that do not meet the definition of financial instruments

Reconciliation of level 3

	Note
Government securities at amortised cost	7.2
Loans and advances	7.1
Finance lease receivable	8.3

The following table summarises the carrying amount of those assets and liabilities not held at fair value. Except for held-to-maturity investment securities, the carrying amount of assets and liabilities held at amortised cost is considered to approximate their fair value where they have short tenor or, for long term facilities, earn/accrue interest at market rate.

Company	Level 1 Ksh'000	Level 2 Ksh'000	Level 3 Ksh'000	Total Ksh'000
31 March 2025				
Financial assets:				
Investment in subsidiaries	495,323	-	30,090,831	30,586,154
Government securities and corporate bonds	59,736	-	-	59,736
Investment in joint ventures	-	-	1,028,619	1,028,619
Debt investment in subsidiaries*	-	-	10,355,867	10,355,867
Unquoted equity instruments	-	-	7,138,174	7,138,174
	555,059	-	48,613,491	49,168,550
31 March 2024				
Financial assets:				
Investment in subsidiaries	377,232	-	30,408,875	30,786,107
Debt investment in subsidiaries*	-	-	11,229,808	11,229,808
Government securities and corporate bonds	54,065	-	-	54,065
Unquoted equity instruments	-	-	4,401,846	4,401,846
	431,297	-	46,040,529	46,471,826

**Note has been restated to include debt investment in subsidiaries*

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

e) Fair value hierarchy (continued)

There were no transfers into or out of level 3 in 2025 and 2024. The following is a movement of financial assets classified under level 3.

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
At start of year	4,332,226	4,825,113	35,824,607	26,116,200
Additions	27,633	57,715	1,896,831	7,065,749
Disposals	(396,427)	(150,203)	2,971,183	(3,407,149)
Effect of changes in foreign exchange rate	-	-	2,962	(4,721)
Interest income	4,670	1,692	222,056	232,890
Fair value	2,746,047	(402,091)	3,754,194	5,821,638
At end of year	6,714,149	4,332,226	44,671,833	35,824,607
Total on level 3 financial assets held at the end of the year as recognised in other comprehensive income	2,746,047	(402,091)	3,754,194	5,821,638

Financial assets under level 3 are valued using earnings multiples that are based on the market prices of comparable entities. If the market prices of the comparable entities listed on the Nairobi Securities Exchange appreciated/(depreciated) by 5%, the fair values of the financial assets under level 3 would change by the following:

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
5% change in market value	11,687	11,160	11,687	11,160

f) Capital management

The Group's objectives when managing capital are:
- To safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for the shareholders and benefits for the other stakeholders; and
- To maintain a strong capital base to support the current and future development needs of the business.

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The impact of the level of capital on shareholders' return is important and the Group recognises the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position.

The capital structure of the Group consists of debt, which includes borrowings, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by equity. Net debt is calculated as total borrowings less cash and cash equivalents.

Notes to the Financial Statements (Continued)

10 Financial risk (continued)

10.1 Financial risk management and financial instruments (continued)
Risk management framework (continued)

f) Capital management (continued)

During 2025, the Group's strategy, which was unchanged from 2024, was to maintain a gearing ratio within 20% to 50%. The gearing ratios at 31 March 2025 and 31 March 2024 were as follows:

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Share capital	332,721	332,721	332,721	332,721
Share premium	589,753	589,753	589,753	589,753
Investment revaluation reserve	1,861,892	(505,196)	23,023,429	19,158,925
Retained earnings	39,621,521	38,491,054	20,480,393	20,817,805
Dividends proposed	210,000	210,000	210,000	210,000
Treasury shares	(99,209)	(67,209)	(99,209)	(67,209)
Non controlling interest	727,751	713,260	-	-
Equity	43,244,429	39,764,383	44,537,087	41,041,995
Total borrowings	17,854,674	16,590,542	690,059	1,950,589
Less: cash and bank balances	(1,124,307)	(1,431,113)	(52,757)	(319,939)
Net borrowings	16,730,367	15,159,429	637,302	1,630,650
Gearing (%)	38.69%	38.12%	1.43%	3.97%

Loan covenants

Group and Company

Under the terms of the major borrowing facilities, the Group and Company is required to comply with various financial covenants. The details have been disclosed in note 9.1c.

11 Equity structure

11.1 Ordinary share capital, share premium and share buyback

Ordinary shares are classified as 'share capital' in equity. Any amounts received over and above the par value of the shares is classified as 'share premium' in equity.

	Number of shares in Ksh'000	Ordinary shares Ksh'000	Share premium Ksh'000
At 1 April 2024, 31 March 2024 and 31 March 2025	665,442	332,721	589,753

he total authorised number of ordinary shares is 800,000,000 with a par value of Ksh 0.50 per share. 665,441,714 shares were issued and fully paid up as at 31 March 2025 and 31 March 2024.

Notes to the Financial Statements (Continued)

11 Equity structure (continued)

11.1 Ordinary share capital, share premium and share buyback (continued)

Share buyback

The movement in Treasury shares is shown below:-

	Group and Company	
	2025 Ksh'000	**2024 Ksh'000**
At start of year	67,209	36,709
Shares bought back	32,000	30,500
At end of year	99,209	67,209

The Shareholders during an Extraordinary General Meeting held on 3rd February 2023 approved to undertake a share buyback programme and purchase up to 66,544,178 ordinary shares of the Company, being ten percent (10%) of its issued and paid up share capital of the Company (Ordinary Shares), through on market purchases at the Nairobi Security Exchange at a minimum price of Ksh 9.03 and minimum price of Ksh 0.5 per share over a period of 18 months from the resolution. Following approval by the Capital Market Authority, the second buyback program commenced on 1 October 2024.

Holders of ordinary shares are entitled to dividends as declared from time to time, and are entitled to one vote per share at general meetings of the company.

The shares repurchased through the Buyback are held as Treasury shares. As at 31 March 2025,10,839,000 (2024: 7,968,000 shares had been bought back by the company at a cost of Ksh 99,209,000(2024: 67,209,000).

11.2 Other reserves

	Group			Company
	Investment revaluation Ksh'000	**Currency translation Ksh'000**	**Total other reserves Ksh'000**	**Investment revaluation Ksh'000**
At 31 March 2023	(20,845)	(421,971)	(442,816)	14,210,529
Fair value gains in subsidiaries	-	-	-	6,164,025
Fair value losses in unquoted investments	(402,091)	-	(402,091)	(342,389)
Currency translation differences	-	337,132	337,132	-
Deferred tax on revaluation gains	2,579	-	2,579	(873,240)
At 31 March 2024	**(420,357)**	**(84,839)**	**(505,196)**	**19,158,925**
Fair value gains in subsidiaries	-	-	-	1,000,783
Revaluation deficit on property	181,511	-	181,511	-
Fair value losses in unquoted investments	2,746,047	-	2,746,047	2,753,409
Fair value losses in quoted investments	-	-	-	-
Currency translation differences	-	44,032	44,032	-
Other movements	-	-	-	674,550
Deferred tax on revaluation gains	(604,502)	-	(604,502)	(564,238)
At 31 March 2025	**1,902,699**	**(40,807)**	**1,861,892**	**23,023,429**

11 Equity structure (continued)

11.2 Other reserves (continued)

Investment revaluation reserve
The investment revaluation reserve arises on the revaluation of financial assets at fair value through other comprehensive income financial assets and are distributable upon realisation. Where a revalued financial asset is sold, the portion of the reserve that relates to that financial asset, which is effectively realised, is reduced from the investment revaluation reserve and is recognised in profit or loss. Where a revalued financial asset is impaired, the portion of the reserve that relates to that financial asset is recognised in retained earnings .

Currency translation reserve
The currency translation reserve comprises all foreign currency differences arising from the translation of foreign operations and are distributable upon realisation.

11.3 Dividends

Dividends payable to the Company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders. Proposed dividends are shown as a separate component of equity until declared.

i) Dividends paid	2025 Ksh'000	2024 Ksh'000
Final dividend in respect of the prior year	210,000	210,000

ii) Dividends proposed

The Board of Directors has recommended the payment of a dividend equivalent to Ksh 0.32 per share for the financial year ended 31 March 2025 (2024: Ksh 0.32 per share). The aggregate amount of the proposed dividend expected to be paid out of retained earnings at 31 March 2025, but not recognised as a liability at year end, is Ksh 210,000,000 (2024: Ksh 210,000,000).

	Group		Company	
iii) Unclaimed dividend	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
At start of year	443,563	249,158	443,563	249,158
Dividend	210,000	400,000	210,000	400,000
Dividend paid	(183,228)	(205,595)	(183,228)	(205,595)
	470,335	443,563	470,335	443,563

Notes to the Financial Statements (Continued)

12 Related parties

12.1 Related party transactions

Related party transactions constitute the transfer of resources, services or obligations between the Group and a party related to the Group, regardless of whether a price is charged. For the purposes of defining related party transactions with key management, key management has been defined as directors and the Group's executive committee and includes close members of their families and entities controlled or jointly controlled by these individuals.

Centum Investment Company Plc is the ultimate controlling party of the Group. The Group transacts with companies related to it by virtue of common shareholding and also by virtue of common directors.

The following transactions were carried out with related parties:

	Group		Company	
i) Purchase of goods and services	**2025 Ksh'000**	**2024 Ksh'000**	**2025 Ksh'000**	**2024 Ksh'000**
Two Rivers Lifestyle Centre Limited	41,607	39,507	-	-
Nabo Capital Limited	-	-	36,672	13,047
	41,607	39,507	36,672	13,047

Rental expenses relate to rent paid to Two Rivers Lifestyle Centre, a joint venture, for space occupied by the Company. Rental expenses are based on agreed rates and area occupied. Management fees paid to Nabo Capital Limited, a subsidiary, for asset management services based on assets under management.

	Company	
ii) Interest income	**2025 Ksh'000**	**2024 Ksh'000**
Centum Real Estate Limited	161,736	70,490
Zohari Credit Limited	496	1,424
Jafari Credit Limited	-	12,287
Two Rivers Development Limited	-	149,876
Greenblade Growers Limited	20,247	14,742
Tier Data Limited	7,444	6,341
Two Rivers Land Company (SEZ) Limited	190,953	56,657
	380,876	311,817
iii) Dividend income		
Nabo Capital Limited	20,000	20,000

All outstanding balances with related parties are priced on an arm's length basis. None of the balances are secured. No expense has been recognised in the current year or prior year for bad and doubtful debts in respect of amounts owed by related parties.

12 Related parties (continued)

12.1 Related party transactions

iv) Key management compensation

Key management includes executive directors and members of senior management. The compensation paid or payable to key management for employee services is shown below:

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Salaries	60,019	60,019	60,019	60,019
Retirement benefit scheme contribution	4,501	4,501	4,501	4,501
	64,520	**64,520**	**64,520**	**64,520**

	Group		Company	
v) Directors remuneration	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Fees and expenses for services as a non-executive director	35,976	23,472	35,976	23,472
Other included in key management compensation above	64,520	64,520	64,520	64,520
	100,496	**87,992**	**100,496**	**87,992**
vi) Other related party transactions				
Legal fees	2,350	16,401	-	-

The Group used the legal services of one of its Non-executive directors for litigation matters. The amounts were billed based on market rates for such services and were due and payable under normal payment terms.

	Group		Company	
vii) Outstanding related party balances	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Amounts due to related parties	-	915,392	18,375	5,993
Amounts due from related parties	131,077	86,110	10,355,867	11,229,808
viii) Amounts due to related parties				
Two Rivers Lifestyle Centre Limited	-	915,392	-	5,993
Tribus TSG Limited	-	-	18,375	-
	-	915,392	18,375	5,993

Notes to the Financial Statements (Continued)

12 Related parties (continued)

12.1 Related party transactions (continued)

vii) Amounts due from related parties

	Group		Company	
	2025 Ksh'000	2024 Ksh'000	2025 Ksh'000	2024 Ksh'000
Sales of goods and services				
Two Rivers Lifestyle Centre Limited	124,506	73,107	-	-
Two Rivers Theme Park Limited	6,571	13,003	-	-
Loans and commercial papers				
Two Rivers Development Limited	-	-	581,113	570,896
Uhuru Heights Limited	-	-	580,377	580,377
Centum Exotics Limited	-	-	398,475	1,498,620
Centum Development Limited (Mauritius)	-	-	5,256,039	5,399,567
Nabo Capital Limited	-	-	17,338	37,053
Jafari Credit Limited	-	-	203,659	190,034
Tier Data Limited	-	-	13,062	22,896
Rasimu Limited	-	-	-	-
Investpool Holdings Limited	-	-	1,094,523	1,002,842
Shefa Holdings Limited	-	-	7,758	5,589
Elimu Holdings Limited	-	-	14,789	11,627
Greenblade Growers Limited	-	-	189,424	167,281
Bakki Holdco Limited	-	-	49,381	44,313
Centum Real Estate Limited-	-	-	849,335	1,050,257
Zohari Leasing Limited	-	-	-	-
Centum Capital Partners Limited	-	-	18,974	18,594
Vipingo Free Trade Zone	-	-	5,000	-
Two Rivers Land Company(SEZ) Limited	-	-	1,061,007	618,075
Two Rivers Power Company Limited	-	-	15,613	11,787
	131,077	86,110	10,355,867	11,229,808

The relationships of the different related parties is disclosed on note 1.5.2

vi) Terms and conditions

At Group level, the amounts due from related parties are in relation to the joint venture investments specifically for services provided to Two Rivers Lifestyle Centre Limited and Two Rivers Theme Park Limited. These transactions were made on normal commercial terms and conditions. The loans repayable to related parties are repayable between one to five years from the reporting date. The average interest rate on the loans was 20% (2024: 20%).

Notes to the Financial Statements (Continued)

13 Business Combination

13.1 Acquisition - Akiira Geothermal Limited

In April 2024, Centum Investment Company Plc acquired a 37.5% stake from the DI Frontier Market & Carbon Fund (a shareholder of AKiira Geothermal Limited) doubling its stake to 75%. The identifiable sets acquired were: Land, Exploration wells, and Geothermal License rights for a phase I 140MW geothermal plant. Securing control of the company was meant to facilitate the acceleration of the development process of the first phase of the project, by onboarding of a new strategic partner into the project.

Details of the purchase consideration and the net assets acquired are as follows:

(a) Purchase consideration: Outflow of cash to acquire subsidiary, net of cash acquired:

	Ksh'000
Acquisition of subsidiary net of cash acquired	
Consideration paid	193,980
Fair value of previously held interest in Akiira Geothermal Limited (37.5%)	1,032,106
(b) Net outflow of cash-investing activities	**1,226,086**

Acquisition-related costs
The Group did not incur any acquisition related costs

(c) Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of asssets acquired and liabilities assumed at the date of acquisition.

	Ksh'000
Property and equipment	650,000
Construction in progress	2,719,000
Due from related parties	578,960
Cash and cash equivalents	2,673
Trade and other receivables	2,117
Inventories	2,455
Convertible loan	(915,517)
Shareholder loans	(297,288)
Trade and other payables	(123,580)
Total identifiable net assets acquired	**2,618,820**

i. Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

Assets acquired	Valuation technique	Key Assumptions
Inventories	Market comparison technique: Fair value was determined based on the estimated selling prices in the ordinary course of business, less the estimated costs of completion and sale, and a reasonable profit margin.	Inventory items were in similar condition and of comparable quality to those observed in the market.

Notes to the Financial Statements (Continued)

13 Business Combination (continued)

13.1 Acquisition - Akiira Geothermal Limited (continued)

i. Measurement of fair values (continued)

Trade and other receivables, as well as trade and other payables, were measured at their carrying amounts, as these approximated fair value and no discounting was considered necessary due to the short-term nature of the balances.

Fair value measured on a provisional basis

The fair value of property and equipment, construction in progress, prepayments for exploratory assets, convertible loans and shareholder loans have been measured provisionally, pending completion of an independent valuation.

If new information is obtained within one year of the date of acquisition about facts and circumstances that existed at the date of acquisition, identifies adjustment to the above amounts or any additional provisions that existed as the date of acquisition, then the accounting for the acquisition will be revised.

(d) Goodwill on acquistion

Goodwill arising from the acquisition has been recognised as follows:

	Ksh'000
Consideration paid (37.5%)	193,980
NCI based on their proportionate interest in the recognised amounts of the assets and liabilities of Akiira Geothermal Limited	654,705
Fair value of previously held interest in Akiira Geothermal Limited (37.5%)	1,032,106
Fair value of identifiable net assets	(2,618,820)
Negative goodwill/Bargain Purchase	**(738,029)**

The amounts of income and net profit of the acquiree since the acquisition date are included in the consolidated statement of profit or loss and other comprehensive income are summarised on note 6.1

Acquisition of NCI

On 15 November 2024, Ram Energy, Inc (Seller) and Investpool Holdings Limited (Buyer) both shareholders in Akiira Geothermal Limited agreed to the sale and purchase of 10% of the Shares in Akiira Geothermal Limited. The acquisition of additional shares in the subsidiary was accounted for as an equity transaction with owners.

	Ksh'000
Carrying amount of NCI acquired	197,269
Consideration paid to NCI	(38,808)
An increase/(decrease) in equity attributable to owners of the company	**158,461**

There were no acquisitions in the year ended 31 March 2024.

13 Business Combination (continued)

13.2 Disposal of subsidiary

Bakki Holdco Limited

In the financial year 2023, Bakki Holdco Limited held 81.18% shares in Sidian Bank Limited. During the year ended 31 March 2024, the company disposed 1,908,281 shares to other shareholders in Sidian Bank Limited. Following the disposal, the Company as at 31 March 2024 held 40% shares in Sidian Bank Limited. Consequently the investment was reclassified to an investment in associate.

Prior to 31 December 2024, Centum Investment Company owned 100% of Bakki Holdco Limited. As at 31 December 2024, Bakki Holdco Limited sold 50% of its shareholding in Bakii Holdco Limited to another shareholder, who is a third party. This transaction led to a 50% dilution of Centum Group's shareholding in Bakki Holdco Limited. The resultant gain has been arrived as follows:

	Group 2025 Ksh'000	Group 2024 Ksh'000
Consideration received	1,031,979	2,237,650
Fair value of remaining shares	1,031,979	2,064,006
Carrying value of investment in subsidiary as at date of disposal	(1,856,066)	(4,155,953)
Gain associated with loss of control/influence of subsidiary/associate	207,892	145,703
Effect of disposal on the financial position of the Group		
Consideration received,satisfied in cash	1,031,979	2,237,650
Cash and cash equivalents disposed off	-	(3,111,860)
Net cash inflows/ outflows	1,031,979	(874,210)
Gain on dilution for Sidian Bank		
Fair value of retained investment	1,027,247	-
Fair value of proceeds from interests disposed	1,031,979	-
Carrying value of associate (Sidian) in Centum as at 31st March 2024	(2,014,022)	-
Gain on dilution	**45,204**	**-**

14 Subsequent events

In June 2025, Centum Investment Company Plc acquired 100% shares of Uhuru Heights Limited from Centum Real Estate at nominal consideration of Ksh one hundred thousand (100,000). Subsequently, Uhuru heights Limited (UHL) is a subsidiary of Centum Investment Company Plc. As a result of this transaction, there would be an increase in Investment in subsidiary and share capital by KSh 100,000. Conversely, the acquisition of the entity would not have an impact on the consolidated financial statements as the entity is already being consolidated.

Notes to the Financial Statements (Continued)

15 Maturity analysis of the balance sheet

The analysis of the balance sheet between current and non-current items is shown below:-

	Group				Company			
	2025 Ksh'000		2024 Ksh'000		2025 Ksh'000		2024 Ksh'000	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Assets								
Property, plant and equipment	3,442,567	-	2,947,645	-	62,119	-	69,195	-
Asset under construction	3,530,942	-	-	-	-	-	-	-
Investment properties	53,271,803	-	50,472,767	-	-	-	-	-
Inventories- Residential houses	8,004,688	-	8,114,183	-	-	-	-	-
Intangible assets - software	832,138	-	782,875	-	6644	-	348	-
Deferred income tax	282,167	-	1,009,312	-	-	-	-	-
Right of use asset	165,394	-	141,425	-	52,645	-	64,344	-
Investments								
Subsidiaries	-	-	-	-	30,586,154	-	30,786,107	-
Debt investment in subsidiaries	-	-	-	-	10,355,867	-	11,229,808	-
Associates	-	-	3,009,038	-	-	-	-	-
Joint ventures	1,028,619	-	-	-	1,028,619	-	-	-
Unquoted equity investments	6,714,149	-	4,332,226	-	7,138,174	-	4,401,846	-
Quoted investments	-	5	-	15	-	-	-	-
Government securities and corporate bonds	-	527,597	-	584,118	-	1,179,687	-	1,013,887
Loans and advances	387,381	16,727	134,024	137,156	-	-	-	-
Finance lease receivable	5,511	2,694	5,575	2,925	-	-	-	-
Inventories	-	488,651	-	612,530	-	-	-	-
Biological assets	-	27,323	-	30,335	-	-	-	-
Current income tax	-	383,207	-	383,938	-	118,586	-	160,362
Other receivables and prepayments	-	1,358,245	-	1,545,628	-	77,237	-	36,798
Trade receivables	-	754,568	-	493,301	-	-	-	-
Restricted cash	-	1,800	-	1,732	-	-	-	-
Cash and bank balances	-	1,124,307	-	1,431,113	-	52,757	-	319,939
Total assets	**77,665,359**	**4,685,124**	**70,949,070**	**5,222,791**	**49,230,222**	**1,428,267**	**46,551,648**	**1,530,986**
Liabilities								
Borrowings excluding banking subsidiary	14,220,955	3,633,719	9,484,074	7,106,468	-	690,059	1,000,589	950,000
Deferred income tax	7,574,780	-	6,380,079	-	3,860,934	-	3,326,587	-
Lease liabilities	175,414	19,562	78,288	84,447	52,045	6,083	58,735	6,083
Presales customer deposits	7,129,633	-	6,735,765	-	-	-	-	-
Payables and accrued expenses	-	5,860,490	-	6,070,312	-	1,041,946	-	1,255,082
Current income tax	-	21,166	-	24,482	-	-	-	-
Dividends payable	-	470,335	-	443,563	-	470,335	-	443,563
Total liabilities	**29,100,782**	**10,005,272**	**22,678,206**	**13,729,272**	**3,912,979**	**2,208,423**	**4,385,911**	**2,654,728**

**Note has been restated to align maturity analysis of certain classes of assets in line with IAS 1*

10

OTHER SHAREHOLDER INFORMATION

Centum Investment Company Plc
NOTICE OF THE 58TH 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 58th Annual General Meeting of the shareholders of Centum Investment Company Plc (the "Company") will be held via electronic means on Friday, 26th September 2025 from 10.00 a.m. for the following business:

AGENDA

1. **Constitution of the Meeting**
   The Secretary to:
   a. read the notice convening the meeting;
   b. table the proxies and determine if a quorum is present.

2. **Confirmation of Minutes**
   To confirm the minutes of the 57th Annual General Meeting held on Monday 30th of September 2024.

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 2025:**
   To receive, consider and adopt the Consolidated Financial Statements for the financial year ended 31 March 2025 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 Ksh 0.32 per ordinary share for the financial year ended 31 March 2025.

   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 2025 contained in the Consolidated Financial Statements.

   iv. **Election of Directors:**
   a. To approve, in accordance with Article 88 of the Company's Articles of Association, the re-election of Dr. Laila Macharia, a Director retiring by rotation and being eligible, presents herself for re-election.

   b. To approve, in accordance with Article 88 of the Company's Articles of Association, the re-election of Ms. Catherine Mturi Wairi, a Director retiring by rotation and being eligible, presents herself for re-election.

   d. To elect, in accordance with Article 92 of the Company's Articles of Association, Mr. Richard Kiplagat, who was appointed during the financial year, to fill a casual vacancy on the Board. He retires in accordance with the provisions of Article 92 of the Company's Articles of Association, and being eligible, offers himself for election.

   e. To elect, in accordance with Article 92 of the Company's Articles of Association, Mr. David Ssegawa, who was appointed during the financial year, to fill a casual vacancy on the Board. He retires in accordance with the provisions of Article 92 of the Company's Articles of Association, and being eligible, offers himself for election.

   v. **Director Above the age of Seventy (70) years:**
   THAT 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. 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 KPMG Kenya 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. **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 4th September 2025.

BY ORDER OF THE BOARD

FMurimi

Fredrick Murimi
Company Secretary

NOTES:

1. All shareholders will be pre-registered for the AGM using their bio-data details on the register. Each shareholder will receive a personalized link with which they will be able to confirm their attendance.

2. Alternatively, shareholders can register for the AGM via USSD using short code number ***384*043#** 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.

3. Registration for the AGM opens on Monday 15th September 2025 at 09:00AM and will close on Thursday 25th September 2025 at 12 Noon.

4. For assistance, shareholders should dial the following helpline numbers: **+254 20 8690360 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@candr.africa.

5. Shareholders wishing to raise any questions for the AGM may do so by:
   (i) Accessing Virtual AGM via their personalized link to the AGM platform; Select "Q&A" option tab and submit questions in text box provided; or
   (ii) 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
   (iii) Sending their written questions by email to digital@candr.africa ; or
   (iv) 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:
   (i) Accessing Virtual AGM via their personalized link to the platform; Select "Voting" option tab and vote; or
   (ii) 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 give 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@candr.africa 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 24th September, 2025. Duly completed form must be supported by a copy of ID/ valid Passport of the member and include the, 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 24th September 2025 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 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. Following the approval by the Company's shareholders on 26th September 2025, the first and final dividend of Kshs. 0.32 per share will be paid on or before 19th December 2025 to shareholders whose names appeared on the register of members by close of business on 9th October 2025 (the Register Closure Date).

14. For any unclaimed dividends, the preferred method of paying dividends which are below Kshs 250,000.00 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.

15. 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 the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd
IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi
Tel: Mobile: +254 20 7909276,
Email: info@candr.africa

Proxy Form / Fomu ya Uakilishi

I/We:____

Share A/C no.____

of [address]____
Being a member(s) of Centum Investment Company PLC

hereby appoint _______________________________________

Proxy Email Address ___________________________________

Proxy Mobile No_______________________________________

or failing him/her the duly appointed Chairman of the meeting to be my/our proxy, to vote for me/us and on my/our behalf at the Meeting of the Directors of the Company, to be held virtually on Friday 26th of September 2025 at at 10:00 a.m. and at any adjournment thereof.

I/we direct the proxy to vote for/against the resolution(s) as indicated on the back of this Proxy Form.

As witness I/We lay my/our hands this _____ day of_____________2025.

Signature (s): ____

NOTES:

1. This proxy form is to be delivered to the share registrar's office Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi not later than 11:00 a.m. on Wednesday 24th September 2025.
2. In the case of a Corporation, the proxy must be under the Common or under the hand of an officer or Attorney duly authorized.
3. There is a form provided to each shareholder to be used for voting for or against or to withhold your vote on the resolutions. If neither for nor against is struck out or your vote is not withheld you will be deemed to have authorized the Proxy to vote as they think fit.
4. Please note that voting will only take place if a poll is demanded at the meeting in accordance with section 295 and 303 of the Companies Act No. 17 of 2015.

Mimi/Sisi:____

Namabari ya akaunti ya hisa________________________________

Anwani____
Kama Mwanahisa/Wanahisa wa Centum Investment Company PLC namteua/tunamteua____________________________________

Barua pepe ya mwakilishi___________________________________

Nambari ya simu ya mwakilishi______________________________

Na akikosa, nateua/tunamteua Mwenyekiti wa Mkutano kama mwakilishi wangu/wetu, kupiga kura kwa niaba yangu/yetu kwenye Mkutano Mkuu utaofanyika Ijumaa, 26 Septemba 2025 katika mtandao kuanzia saa nne asubuhi ama siku yoyote ile endapo mkutano hua utahirishwa.

Mimi/sisi ninamuagaiza/tunamuagiza mwakilishi kupiga kura kuunga mkono/dhidi ya/kuzuia kura kwa maamuzi kama ilivyoelekezwa katika sehemu ya nyuma ya fomu hii.

Sahihi hii/hizi imewekwa/zimewekwa Tarehe_________ ya__________2025.

Sahihi: ____

MAELEZO:

1. Ni lazima fomu hii ya uwakilishi ijazwe kikamilifu na kufikishwa kwa wasajili wa hisa za kampuni Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi kabla ya saa tano asubuhi Jumatano, 24 Septemba, 2025 am au tuma kupitia barua pepe kwa proxy@candrgroup.co.ke .
2. Iwapo mteuaji ni shirka, fomu hii ya uwakilishi ni lazima ipigwe muhuri wa kampuni hiyo na walio idhinishwa.
3. Kuna fomu ya upigaji kura ambayo inafaa kutimika kuunga mkono/dhidi ya/kuzuia kura yako. Ikiwa maamuzi ya kuunga mkono ama dhidi ya ama kuzuia kura yako haijaelekezwa katka fomu ya upigaji kura basi itaeleweka kwamba umemuidhinisha muwakilishi wako kupiga kura kama anvyofikiria.
4. Upigaji kura utafanyika iwapo kura itaitishwa katika mkutano ikiambatana na kifungu 295 na 303 ya Sheria za Kampuni za Kenya (Nambari. 17 mwaka wa 2015).

The Company Secretary
Two Rivers Office Towers, South Tower, 9th Floor, Limuru Road,
P.O.Box 10518, 00100, Nairobi, Kenya

CENTUM

tangible wealth

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Nairobi, Kenya
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info@centum.co.ke

CentumPLC

Centum Investment Company Plc.