

Kakuzi Plc  
Notice of Annual General Meeting

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**NOTICE** is hereby given that the Ninety Third Annual General Meeting of the Members of the Company will be held via electronic means on Tuesday, 18<sup>th</sup> May 2021 at 12.00 noon for the following purposes:-

1. To read the notice convening the meeting.
2. To table the proxies and confirm the presence of a quorum.
3. To approve the minutes of the Ninety Second Annual General Meeting held on 9<sup>th</sup> June 2020.
4. To receive, consider and adopt the Financial Statements for the year ended 31 December 2020 together with the reports of the Chairman, the Directors and the Independent Auditors thereon.
5. To declare a first and final dividend of Shs. 18.00 per ordinary share (2019: Shs 14.00) for the Financial Year ended 31 December 2020.
6. To approve the Remuneration Report of the Board as detailed in the Annual Report for the Financial Year ended 31 December 2020.
7. To re-elect Directors:-
  - i) Mr Nicholas Ngang'a, a Director who is over seventy years old, retires by rotation in accordance with Article 27 of the Company's Articles of Association and being eligible in accordance with Article 28 of the Company's Articles of Association, offers himself for re-election.
  - ii) Mr Andrew Ndegwa Njoroge, a Director who retires by rotation in accordance with Article 27 of the Company's Articles of Association and being eligible in accordance with Article 28 of the Company's Articles of Association, offers himself for re-election.
  - iii) Dr John K Kimani, retires in accordance with Article 26 (5) of the Company's Articles of Association and in accordance with the provisions of clause 2.5.1 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015. Special Notice having been received proposing for his re-election pursuant to Section 287 of the Companies Act, 2015, he offers himself for re-election.
8. In accordance with the provisions of Section 769 of the Kenyan Companies Act, 2015, the following Directors, being members of the Board Audit & Risk Committee be re-elected to continue to serve as members of the said Committee:-
  - a) Mr Daniel M Ndonye
  - b) Mr Stephen N Waruhiu
  - c) Mr Andrew N Njoroge
9. To re-appoint Messrs Deloitte & Touche as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015 and to authorise the Directors to fix the Auditors' remuneration for the ensuing Financial Year in accordance with the provisions of Section 724 (1) of the Kenyan Companies Act, 2015.
10. To transact any other business of an Annual General Meeting of which due notice has been received.

**BY ORDER OF THE BOARD**



**J L G MAONGA**  
**COMPANY SECRETARY**

18 March 2021

**Note:**

A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company.

**Shareholders will be able to register to follow the meeting, vote electronically or by proxy and may ask questions in advance of the Annual General Meeting in the manner detailed hereafter. Registration for the AGM will open on Friday, 7<sup>th</sup> May 2021 at 8.00 a.m and will close on Monday, 17<sup>th</sup> May 2021 at 12.00 noon. Shareholders will not be able to register after Monday, 17<sup>th</sup> May, 2021 at 12.00 noon.**

Kakuzi Plc  
Virtual Annual General Meeting Instructions

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- 1) Shareholders wishing to participate in the meeting should register for the AGM by dialing USSD short code number \*384\*043# or via <https://digital.candrgroup.co.ke> and following the various registration prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and their shares account number or CDSC Account Number at hand. For assistance shareholders should dial the following helpline number +254 20 7608216 from 8:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke).
- 2) Registration for the AGM opens on 7<sup>th</sup> May, 2021 at 08:00AM and will close on 17<sup>th</sup> May, 2021 at 12.00 Noon.
- 3) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - a) Sending their written questions by email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke) or
  - b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code \*384\*043# and selecting the option (ask Question) on the prompts  
or
  - c) Shareholders who will have registered to participate in the meeting shall be able to ask questions by visiting <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Kakuzi Plc AGM"; Select "Q&A" option tab and submit questions in text box provided; or
  - d) To the extent possible, physically delivering their written questions by 14<sup>th</sup> May, 2021 12:00 Noon with a return physical address or email address to the Company Registrars address: Custody & Registrars, at IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue
- 4) Shareholders wishing to vote may do so by:
  - a) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Kakuzi Plc AGM"; Select "Voting" option tab and vote; or
  - b) Accessing Virtual AGM via USSD platform \*384\*043# ; Use the menu prompts to Select "Kakuzi Plc AGM"; Select the menu option for "Voting" and follow the various prompts regarding the voting process
- 5) 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. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
  - A proxy form is included in this Annual Report and is also available on the Company's website via this link: <https://www.kakuzi.co.ke/regulatory-news> Physical copies of the proxy form are also available at the Company Registrars address: Custody & Registrars, IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue, Nairobi.
  - A proxy form must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.
  - A completed form of proxy should be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) or delivered to Custody & Registrars, at IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue, Nairobi so as to be received not later than Friday 14<sup>th</sup> May 2021 at 12.00 Noon. Any person appointed as a proxy should submit his/her email or mobile telephone number to the Company no later than Friday 14<sup>th</sup> May 2021 at 12.00 Noon.
  - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Monday 17<sup>th</sup> May 2021 to allow time to address any issues.

- 6) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS and/or an email prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- 7) Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD \*384\*043# or via <https://digital.candrgroup.co.ke>.
- 8) A poll shall be conducted for all the resolutions put forward in the notice.
- 9) Results of the AGM shall be published within 24 hours following conclusion of the AGM
- 10) The preferred method of paying dividends which are below Kshs 140,000.00 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialing \*483\*038# or contacting the ShareRegistrar, Custody & Registrars Services Limited
- 11) 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 present and former 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 Limited (C&R Group)**

IKM Place, Tower B, 1<sup>st</sup> Floor  
5<sup>th</sup> Ngong Avenue, Nairobi  
Tel: Mobile: +254 20 7608216,  
Email: [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke)