

KAKUZI PLC

NOTICE OF THE NINETY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that due to the ongoing COVID-19 pandemic, the related Public Health Regulations and restrictions on public gatherings by the Government of Kenya, the Ninety Second Annual General Meeting of the Members of the Company scheduled to be held on **Tuesday, 9 June 2020 at 12.00 noon** shall be held on the **same day and time via Electronic Means** to transact the following business:-

AGENDA

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 First Annual General Meeting held on 14 May 2019.
4. To receive, consider and adopt the financial statements for the year ended 31 December 2019 together with the reports of the Chairman, the Directors and the Independent Auditors thereon.
5. To ratify the payment of a first and final dividend of Shs. 14.00 per ordinary share (2018: Shs 9.00) for the Financial Year ended 31 December 2019.
6. To approve the Remuneration Policy of the Company as detailed in the Annual Reports for the Financial Year ended 31 December 2019.
7. To approve the Remuneration Report of the Board as detailed in the Annual Reports for the Financial Year ended 31 December 2019.
8. To re-elect Directors:-
 - i) Mr Ketan Rameshchandra Shah, 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.
 - ii) Mr Graham Harold Mclean, 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) Mr Daniel Ndonye, a Director who has attained the age of seventy years, retires in accordance with the provisions of clause 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015. Special Notice having been received proposing his re-election pursuant to Section 287 of the Companies Act, 2015, he offers himself for re-election.
9. 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
 - d) Mr Nicholas Nganga
10. 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.
11. 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

20th May 2020

Note: 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 under 'Virtual AGM 2020 Instructions' on the Company's website: www.kakuzi.co.ke/investor-relations/regulatory-news