

AGRICULTURAL AND INDUSTRIAL HOLDINGS PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held via electronic communication on Friday 24th November, 2023 at 11.00 am to conduct the following business:

1. To table the proxies and note the presence of a quorum.
2. To read the Notice convening the meeting.
3. To confirm the minutes of the last Annual General Meeting held on 17th November, 2022.
4. To consider and, if thought fit, adopt the audited Financial Statements for the year ended 31st December 2022, together with the Chairman's, Directors' and Auditors' reports thereon.

Proposed Resolution

That the audited Final Statements for the year ended 31st December 2022, together with the Chairman's, Directors' and Auditors' Reports thereon be and are hereby adopted.

5. To authorize payment of a first and final dividend of Kshs.26 per paid-up share of Kshs.100/= each amounting to Kshs. 13,817,388/= (Kenya Shillings Thirteen Million Eight Hundred and Seventeen Thousand Three Hundred and Eighty-eight only) in respect of the financial year ended 31st December 2022.

Proposed Resolution

That a first and final dividend of Kshs.26 per paid-up share of Kshs.100/= Kshs. 13,817, 388/= (Kenya Shillings Thirteen Million Eight Hundred and Seventeen Thousand Three Hundred and Eighty-Eight only)) be declared in respect of the financial year ended 31st December 2022.

6. To elect Directors:
 - (i) In accordance with Article 8(b) of the Company's Articles of Association, Mr. Joseph Gichuru, Mr. Henrey Kaburia and Rev.

Joseph Kihara retire on rotation and, being eligible offer themselves for re-election.

Proposed Resolution

(ii)**That** in accordance with Article 8(b) of the Company's Articles of Association, Mr. Joseph Gichuru, Mr. Henry Kaburia and Rev. Joseph Kihara, be and are hereby re-elected as Directors of the Company.

7. To approve the Directors' remuneration as indicated in the Audited Financial Statements for the year ended 31st December 2022.

Proposed Resolution

That the Directors' remuneration as indicated in the audited Financial Statements for the year ended 31st December 2022 be and is hereby approved.

8. To confirm that the Auditors, Messrs. Mugo Dominic & Co., having indicated their willingness, shall continue in office in accordance with Section 721 (2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration.

Proposed Resolution

That Messrs. Mugo Dominic & Co., the Company Auditors having indicated their willingness, shall continue in office in accordance with Section 721 (2) of the Companies Act 2015 and that the Directors be and are hereby authorized to fix their remuneration.

9. To transact any other business of the Annual General Meeting for which proper notice has been given.

BY ORDER OF THE BOARD

Lucy W. Kibera
Company Secretary
Nairobi

Date: 31st October, 2023

NOTES:

NOTES:

- 1) The Board has determined that the 2023 Annual General Meeting of the Company be held via electronic means in accordance with Article 7(a) of the Company's Articles of Association.
- 2) Shareholders wishing to participate in the meeting should register for the AGM via a link to the AGM Platform that will be sent to them by SMS and / or email or via <https://digital.candrgroup.co.ke/> or by dialing *384*043# and follow 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/or their Shares at hand. For assistance shareholders should dial the following helpline number: +254 20 8690360 from 9:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should email digital@candrgroup.co.ke to be assisted to register.
- 3) Registration for the AGM opens on 17th November 2023 at 08; 00 am and will close on 23rd November 2023 at 12.00 Noon.
- 4) 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; or
 - b) Accessing Virtual AGM via a link to the AGM Platform or via <https://digital.candrgroup.co.ke/>; Select Attend Event; Select "Q&A" option tab and submit questions in text box provided
 - c) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts (within 160-character limit for SMS text)
 - d) Shareholders wishing to vote may do so prior to the AGM during the registration open period or during the AGM by:
 - a) Accessing Virtual AGM via a link to the AGM platform or via <https://digital.candrgroup.co.ke/> ; Select Attend Event; Select

Voting Matters option tab at the top of the live stream display section and vote; or

- b) Accessing Virtual AGM via USSD platform via *384*043#; Select the menu option for Voting and follow the various prompts regarding the voting process.

1) 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 available on the Company's website. Physical copies of the proxy form are also available at Company's Offices or at the offices of Custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.
- A proxy must be signed by the appointer, or his attorney duly authorised 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 authorised attorney of such body corporate.
- A completed form of proxy should be emailed to proxy@candrgroup.co.ke or delivered to Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue or lodged at the Registered Office of the Company, Clayworks, Kasarani, off Thika Superhighway, P.O Box 50124 - 00200, Nairobi or posted, so as to reach the Company not later than 2.00 p.m. on Wednesday 22nd November, 2023.
- Any person appointed as a proxy should submit his/her mobile telephone number and email address to the Company no later than 22nd November 2023 at 10.00 a.m.
- Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 22nd November 2023 to allow time to address any issues.

5) 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 email two hours ahead of the AGM,

reminding them that the AGM will begin in two hours' time and providing a link to the live stream.

- 6) 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 prompts or on the AGM Platform
- 7) A poll shall be conducted for all the resolutions put forward in the notice.
- 8) Results of the poll shall be published within 48 hours following the conclusion of the AGM on the Company's website.