

AGRICULTURAL AND INDUSTRIAL HOLDINGS PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held via electronic communication on Wednesday 11th December, 2024 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 24th November, 2023.
4. To consider and, if thought fit, adopt the audited Financial Statements for the year ended 31st December 2023, together with the Chairman's, Directors' and Auditors' reports thereon.

Proposed Resolution

That the audited Final Statements for the year ended 31st December 2023, 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.27 per paid-up share of Kshs.100/= each amounting to Kshs. 14,348,826/= (Kenya Shillings Fourteen Million Three Hundred and Forty Eight Thousand Eight Hundred and Twenty Six only) in respect of the financial year ended 31st December 2023.

Proposed Resolution

That a first and final dividend of Kshs.27 per paid-up share of Kshs.100/= Kshs. 14,348,826/= (Kenya Shillings Fourteen Million Three Hundred and Forty Eight Thousand Eight Hundred and Twenty Six only)) be declared in respect of the financial year ended 31st December 2023.

6. To elect Directors:
 - (i) In accordance with Article 8(b) of the Company's Articles of Association, Mr. Martin Njeru, Mr. Michael Mbarire and Dr. Peter Munga 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. Martin Njeru, Mr. Michael Mbarire and Dr. Peter Munga, 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 2023.

Proposed Resolution

That the Directors' remuneration as indicated in the audited Financial Statements for the year ended 31st December 2023 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: 15th November, 2024

NOTES:

- 1) A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. To be valid, a form of proxy which can be downloaded from the website, must be duly completed by the member and must either be 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 Friday 6th December, 2024.
- 2) The virtual AGM will be accessible to shareholders and proxies who have duly registered and received the log in credentials. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile phones, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding the shareholders and proxies that the AGM will begin in two hours time.