CENTUM
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CENTUM INVESTMENT COMPANY PLC
NOTICE OF THE 59TH 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 59th Annual General Meeting of the shareholders of Centum Investment Company Plc (the "Company") will be held via electronic means on Tuesday, 29th September 2026 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 58th Annual General Meeting held on Friday 26th September 2025.

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 2026:
To receive, consider and adopt the Consolidated Financial Statements for the financial year ended 31 March 2026 together with the Directors' and Auditors' reports thereon.

ii. Dividend Declaration:
To consider and, if thought fit, approve, in accordance with Article 118 of the Company's Articles of Association, the Directors' recommendation to declare an ordinary dividend of KShs. 0.42 per ordinary share and a special dividend of KShs. 0.36 per ordinary share, for the financial year ended 31 March 2026.

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 2026 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. Donald Kaberuka, a Director retiring by rotation and being eligible, presents himself for re-election.

b. To approve, in accordance with Article 88 of the Company's Articles of Association, the re-election of Mr. William Byaruhanga, a Director retiring by rotation and being eligible, presents himself for re-election.

c. To approve, in accordance with Article 88 of the Company's Articles of Association, the re-election of Ms. Norah Ratemo representing Kenya Development Corporation Limited, a Corporate 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, Mrs. Mary Wamae, who was appointed during the financial year, to fill a casual vacancy on the Board. She retires in accordance with the provisions of Article 92 of the Company's Articles of Association, and being eligible, offers herself 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. Special Business
A. Ordinary Resolutions
To consider and if thought fit, to pass the following resolutions, as recommended by the Directors:

i. Approvals under regulation 14.6 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing and Disclosures) Regulations, 2023.

For the purpose of regulation 14.6 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing and Disclosure) Regulations, 2023 to consider, and if thought fit, to pass the following resolutions as Ordinary resolutions in regard to the business of the Company and in the interest of the Company:

a) THAT the sale of a portion of the Company's shareholding (60%) in Nabo Capital Limited, a wholly owned subsidiary, resulting in Nabo Capital Limited ceasing to be a subsidiary of the Company, be ratified.

b) THAT the sale of the company's 50% stake in Bakki Holdco Limited, resulting in Bakki Holdco Limited ceasing to be a subsidiary of the Company, be ratified.

ii. Approvals under regulation 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listing and Disclosures) Regulations, 2023.

a) THAT the Company's policy governing stakeholder engagement be and is hereby approved.

b) THAT the Company's policy governing director remuneration be and is hereby approved.

iii. Approvals in accordance with the provisions of the Companies Act, No. 17 of 2015 as amended by the Business Laws (Amendment) (No. 2) Act, 2021

Subject to regulator approval, to consider and if thought fit, to pass the following resolutions, as recommended by the Directors:

a) As an ordinary resolution: THAT the Company be and hereby is authorized to undertake a share buyback programme and purchase up to 55,704,871 ordinary shares of the Company, being 10% of the issued and paid up share capital of the Company (Ordinary Shares), through on market purchases at the Nairobi Securities Exchange at a maximum price of Kes.15.51 per ordinary and minimum price of Kes. 15.10 per share, over a period of 18 months from the date of this resolution, on such terms and conditions as are more particularly set out in the shareholders' circular dated 8th September 2026 (the Buyback) and which circular is attached to this Notice and is also available on the Company's website.

b) As an ordinary resolution, conditional upon the Authority granting its approval of the proposed share buy-back programme: THAT, in accordance with section 329 of the Companies Act 2015, and subject to and with effect from the date of such approval, the directors of the Company be generally and unconditionally authorized to re-allot such Ordinary Shares as may be purchased by the Company pursuant to the Buyback provided that this authority shall, unless renewed, varied or revoked by the Company, expire no later than five years from the effective date of these resolutions.

B As a special resolution:
To consider and if thought fit, to pass the following resolutions, as recommended by the Directors:

THAT a new article to be numbered as Article 78A is inserted into the Company's Articles of Association immediately following the current Article 78 as follows:

78A DIRECTORS
The number of Directors shall be not less than two and, unless and until otherwise determined by the Company in General Meeting, shall not exceed thirteen.

5. 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 8th September 2026.
BY ORDER OF THE BOARD

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 17th September, 2026 at 09:00AM and will close on 28th September, 2026 at 12 Noon.

4. For assistance, shareholders should dial the following helpline numbers: (020) 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 a link to the AGM platform; Select Attend Event; Select "Centum Investment Co. Plc AGM"; 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 a link to the platform; Select Attend Event; Select "Centum Investment Co. Plc AGM"; 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 25th September, 2026. Duly completed form must be supported by a copy of ID/ valid Passport of the member and include the ID/Passport, 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 28th September 2026 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 (when prompted by the Chairman) 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 29th September 2026, the ordinary dividend of Kshs. 0.42 per ordinary share and a special divided of Kshs. 0.36 per ordinary share will be paid on or before 18th December 2026 to shareholders whose names appeared on the register of members by close of business on 21st October 2026 (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 7608216,
Email: info@candrgroup.co.ke