

KAPCHORUA TEA KENYA PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 82nd Annual General Meeting of the Shareholders will be held by electronic communication on Thursday 22nd August 2024 at 10.15 a.m. for the following purpose:

Ordinary Business:

- 1) To receive and adopt the report of the Directors together with the audited financial statements for the year ended 31 March 2024.
- 2) To declare dividends:
 - i) To ratify the payment of Interim dividend of Shs.10 per share paid on 13th December 2023
 - ii) To approve dividend of Kshs 15.00 per share in respect of the year ended 31st March 2024 payable on 2nd September 2024, to shareholders on the Register of Members as at close of business on 31st July 2024. Thereafter, the register will remain closed from 1st August to 2nd August 2024, both days inclusive.
- 3) To re-elect Directors:
 - i) In accordance with Article 95 of the Company's Articles of Association, Mr. Ezekiel Ndichu Kimatu Wanjama retires by rotation and offers himself for re-election.
 - ii) In accordance with Article 95 of the Company's Articles of Association, Mr. Philip Magor retires by rotation and offers himself for re-election.
- 4) In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit Committee, be appointed individually to continue to serve as members of the said committee:
 - i) Mr. Mathew Koech
 - ii) Mr. James Patrick Brooks
 - iii) Mr. Edward Charles Magor
- 5) To approve the remuneration of the Directors
- 6) To note that PriceWaterHouse Coopers LLP continue in office and to authorize Directors to agree their remuneration.
- 7) To transact such other business as may be brought before the meeting.
- 8) Special business

To consider and if thought fit to pass the following resolution as ordinary resolution:

- i. That in pursuance of article 48 of the company's articles of association, "that the authorized Share capital of the company be increased from shillings forty eight million nine hundred thousand (Shs.48,900,000) divided into nine million seven hundred eighty thousand (9,780,000) ordinary shares of shillings five (shs.5) to ninety seven million eight hundred thousand (shs.97,800,000) divided into nineteen million five hundred sixty thousand eight hundred (19,560,000) ordinary shares of shillings five (shs.5) each by the creation of nine million seven hundred eighty thousand (9,780,000) ordinary shares of shillings five (shs.5) each to rank pari passu with the existing ordinary shares of the company in all respects."

BY ORDER OF THE BOARD

Gilbert K Masaki
SECRETARY

27th June 2024

Notes;

1. Any shareholder wishing to follow the virtual meeting should register for the AGM by dialing ***483*816#** for all networks and following the various prompts regarding the registration process. 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 CDSC Account Number at hand.

For assistance shareholders should dial the following helpline number: **0709 170 000 from 8:00 a.m. to 4:00 p.m. from Monday to Friday.**

A Shareholder domiciled outside of Kenya can send an email to Image Registrars via kapchoruaagm@image.co.ke providing their details i.e Name, Passport/ID no., CDS no. and Mobile telephone number requesting to be registered. Image registrars shall register the shareholder and send them an email notification once registered.

2. **Registration for the AGM opens on Thursday 1st August, 2024 at 9:00 am and will close on Tuesday 20th August 2024 at 10:00 am.**
3. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) sending their written questions by email to kapchorua@image.co.ke;
 - b) to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - c) sending their written questions with a return physical address or email address by registered post to Image Registrars' address at P.O. Box 9287 – 00100 Nairobi.
 - d) Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.
4. 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, the appointed proxy will need access to a mobile telephone.

A proxy must be signed by the appointor 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 corporation or Government office.

A completed form of proxy should be emailed to kapchoruaagm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 20th August 2024 at 10.00 am.

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.
6. Results of the poll shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.