

ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE is hereby given that in accordance with an Order issued by the High Court of Kenya in Miscellaneous Application No E.680 of 2020 on 29th April 2020, the Ninety-Third Annual General Meeting of Unga Group Plc for the year 2020 will be held via electronic communication on Thursday, 10 December 2020 at 10.00 a.m. to conduct the following business:-

ORDINARY BUSINESS

1. To read the notice convening the meeting.
2. To confirm the minutes of the Ninety Second (92nd) Annual General Meeting held on Thursday, 5 December 2019.
3. To receive the Chairman's report.
4. To receive and adopt the Consolidated Audited Financial Statements for the financial year ended 30 June 2020 together with the reports of the Directors and the Auditors thereon.
5. To note that the Directors did not recommend a dividend for the year ended 30 June 2020.
6. Election of Directors:-
 - a) In accordance with the provisions of Article 67.1 of the Company's Articles of Association
 - i) Mr Andrew Ndegwa retires by rotation and being eligible, offers himself for re-election.
 - ii) Ms Shilpa Haria retires by rotation and being eligible, offers herself for re-election.
 - b) In accordance with the provisions of Article 67.2 of the Company's Articles of Association:-
 - i) Ms Maureen Miring'u retires at this meeting and being eligible, offers herself for re-election.
 - ii) Ms Wangari Murugu retires at this meeting and being eligible, offers herself for re-election.
 - c) In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said committee:-
 - i) Ms Shilpa Haria;
 - ii) Mr Andrew Ndegwa
 - iii) Mr Vitalis Ojode
 - iv) Ms Maureen Miring'u
 - v) Ms Wangari Murugu
7. Directors' Remuneration:-
 - a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 30 June 2020.
 - b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 30 June 2020.
8. To appoint Messrs PricewaterhouseCoopers (PwC) as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.

SPECIAL BUSINESS

9. To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors: - That the Articles of Association of the Company be amended by:
 - a) Inserting the following new Article 38.5:

38.5 ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS

38.5 (a) In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.

38.5 (b) The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:

- i) participate in the business for which the meeting has been convened; and
- ii) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

- b) Deleting Article 107 in its entirety and replacing it with the following new Article 107:

107 EXECUTION OF DOCUMENTS

- 107.1 Any documents, including but not limited to deeds, agreements, share certificates and securities shall be validly executed by any two authorised signatories as sanctioned by a resolution of the board of directors of the Company from time to time.
- 107.2 For the purposes of this article, an authorised signatory is:
 - (a) any director of the company;
 - (b) the company secretary; or
 - (c) any person authorised by the directors for signing documents.
- 107.3 A document is validly executed by the company if it is signed on behalf of the company:
 - (a) by two authorised signatories; or
 - (b) by a director of the company in the presence of a witness who attests the signature.

10. To consider any other business of which notice will have been duly received.

BY ORDER OF THE BOARD

WINNIEFRED JUMBA (MS)

COMPANY SECRETARY

Date: 18 November 2020

NOTES:

- 1) In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under section 280 of the Companies Act 2015, for Unga Group Plc to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
- 2) On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).
- 3) Unga Group Plc has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.
- 4) Shareholders wishing to participate in the meeting should register for the AGM by dialling USSD short code number *384*046# or via <https://digital.candrgroup.co.ke> and following 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 their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number+254 20 7608216 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email digital@candrgroup.co.ke.
- 5) Registration for the AGM opens on 30th November, 2020 at 09:00AM and will close on 9th December, 2020 at 12.00 noon.
- 6) In accordance with Article 180 of the Companies Act and the Article 37.3 of the Company's Articles of Association, the following documents may be viewed on the Company's website (www.unga-group.com) (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 30th June 2020; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the CMA. An abridged version of the Financial Statements for the year ended 30th June 2020 has been published with this Notice.
- 7) 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 by 9th December, 2020 12:00 Noon; or
 - b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialling the USSD code *384*046# and selecting the option (ask Question) on the prompts ;or
 - c) Shareholders who will have registered to participate in the meeting shall be able to ask questions via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Unga Group PLC AGM"; Select "Q&A" option tab and submit questions in text box provided; or
 - d) To the extent possible, physically delivering their written questions by 9th December, 2020 12:00 Noon with a return physical address or email address to the registered office of the Company's Offices, Ngano House, Commercial Street, Industrial Area, P O Box 30096, 00100-Nairobi; to the Company Registrars address: Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue
- 8) Shareholders wishing to vote may do so by:
 - a) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Unga Group PLC AGM"; Select "Voting" option tab and vote; or
 - b) Accessing Virtual AGM via USSD platform*384*046# ; Use the menu prompts to Select "Unga Group PLC AGM"; Select the menu option for "Voting" and follow the various prompts regarding the voting process
- 9) 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 via this link: (www.unga-group.com) Physical copies of the proxy form are also available at Company's Offices, Ngano House, Commercial Street, Industrial Area, Nairobi; or the Company Registrars address: Custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.
 - A proxy must be signed by the appointer 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 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, Nairobi so as to be received not later than 48 hours before the time of holding the meeting i.e. 8th December 2020 at 10.00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 8th December 2020 at 10.00 a.m.
 - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 9th December, 2020 at 10.00 am to allow time to address any issues.
- 10) 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 an email prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMSand/or an email prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- 11) 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 *384*046# or via <https://digital.candrgroup.co.ke>.
- 12) A poll shall be conducted for all the resolutions put forward in the notice.
- 13) Results of the poll shall be published within 48 hours following conclusion of the AGM, in two newspapers of national circulation and on the Company's website.
- 14) The preferred method of paying dividends which are below Kshs 140,000.00 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 dialling *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 present and former 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 **Nairobi**

Tel: Mobile: +254 20 7608216,
Email: info@candrgroup.co.ke