

LIMURU TEA PLC

NOTICE AND AGENDA OF THE ANNUAL GENERAL MEETING FOR YEAR 2023

NOTICE IS HEREBY GIVEN that the **98th ANNUAL GENERAL MEETING** of **LIMURU TEA PLC** (“the Company”) will be held at Sarova Panafric Hotel, Nairobi, on **26th May 2023 at 11:00 a.m.** to conduct the following business:

ORDINARY BUSINESS

1. To read the Notice Convening the Meeting.
2. To receive, consider and adopt the Company's Audited Financial Statements for the year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.
3. To approve a final dividend of Kshs 2.50/= per ordinary share for the year ended 31 December 2022, payable net of withholding tax on or about 30th June 2023, to shareholders on the register of Members at the close of business on 14th April 2023.
4. To elect Directors:
In accordance with Article 100 of the Company's Articles of Association, Dorcas Muli retires by rotation as a Director and being eligible offers herself for re-election.
5. To appoint the following Directors to continue being members of the Board Audit Committee pursuant to the provisions of Section 769 of the Companies Act 2015:
 - (a) Sarah Mbwaya
 - (b) Felgona Omollo; and
 - (c) Samson Korir
6. To approve the Directors' Remuneration Report as provided in the Audited Financial Statements for the year ended 31 December 2022.
7. To reappoint KPMG Kenya as the Company's Auditor in accordance with the provisions of Section 721 (2) of the Companies Act, 2015 to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the Auditors for the ensuing financial year.
8. To transact any other business of the Annual General Meeting in respect of which notice has been given.

SPECIAL BUSINESS

To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors: -

- a. That by virtue of the changes brought about by the Business Laws (Amendment) Act, 2020 (the Amendment Act), since is no longer necessary for a Kenyan incorporated company to have a 'common seal' or attach seals to documentation, the Articles of Association of the Company be amended by deleting Article 116 and 117 in entirety.

BY ORDER OF THE BOARD

Lydia K. Musili, LLB, CPS (K)
Company Secretary

Date: 24th March 2023

Notes

1. *A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.*
2. *In the case of a member being a limited liability company or corporate body, the form must be completed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.*
3. *In accordance with Section 283 (2) (c) of the Companies Act a copy of this Notice and the proxy form may be viewed on the Company's website.*
4. *Shareholders who will not be able to attend the meeting are requested to complete and return the Proxy Form, so as to reach the Company Secretary, Limuru Tea Plc., P.O. Box 9287 - 00100, Nairobi not later than 24th May 2023.*
5. *In accordance with Article 133 of the Company's Articles of Association a copy of the Audited Financial Statements may be viewed on and obtained from the Company's website or from the Registered Office of the Company.*
An abridged set of the audited Balance Sheet, Income Statement, Statement of Changes in Equity and Cashflow Statements for the year ended 31st December 2022 were published in two daily newspapers with nationwide circulation on 25th March 2023.