

LIMURU TEA PLC

**NOTICE OF ANNUAL GENERAL MEETING
FOR THE YEAR ENDED 31 DECEMBER 2019**

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 **95th ANNUAL GENERAL MEETING of the Shareholders of LIMURU TEA PLC (“the Company”)** will be held via electronic communication on **8th December 2020 at 11:00am** for the following purposes:

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 2019 together with the Directors’ and Auditors’ reports thereon.
3. To ratify the declaration and payment of a dividend of KShs 0.70/= per ordinary share for the year ended 31st December 2019, paid net of withholding tax on 26th June 2020.
4. To elect Directors:
 - (a) 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.
 - (b) In accordance with Article 100 of the Company’s Articles of Association Florence Mitei Kirui retires by rotation as a Director and being eligible offers himself for re-election.
 - (c) In accordance with the provisions of Code of Corporate Governance Dr Richard C. Korir having attained the age of 70 years retires as a Director and being eligible offers himself for re-election.
5. To appoint the following Directors as members of the Board Audit Committee pursuant to the provisions of Section 769 of the Companies Act 2015:
 - (a) Dorcas Muli
 - (b) Felgona Omollo
 - (c) Samson Korir
 - (d) Florence Mitei Kirui
6. To approve the Directors’ remuneration for the year ended 31st December 2019, as provided in the audited financial statements.
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.
8. To transact any other business of the Annual General Meeting in respect of which notice has been given.

SPECIAL BUSINESS

1. To ratify the convening and attendance of this Ninety Fifth Annual General Meeting of the Company by Electronic Means as a Special Resolution
2. 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 inserting the following new Article 58A:

58A Attendance of a General Meeting by Electronic Means

58A.1 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.

58A.2 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:

- a) participate in the business for which the meeting has been convened; and
- b) see and/or 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.

BY ORDER OF THE BOARD

DocuSigned by:

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Alison I.N. Karuki
Company Secretary

Date: 5th 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 Limuru Tea 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. *Limuru Tea 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 dialing *483*810# 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 (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 000) from 9:00 a.m. to 3:00 p.m. from Monday to Friday.
A Shareholder domiciled outside of Kenya can send an email to Image Registrars via info@image.co.ke providing their details i.e Name, Passport/ID no., CDS no. and Mobile telephone number requesting to be registered.*
5. *Registration for the AGM opens on 14th day of November, 2020 at 9:00 am and will close on Thursday 3rd December, 2020 at 11.00 am Shareholders will not be able to register after Friday 4th December, 2020 at 11.00 am.*
6. *In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 31st December 2019; (iii) Copy of the Amended Articles of Association (iv) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (v) a copy of the No Objection issued by the CMA.*

7. *The Company published an abridged set of the Audited Balance Sheet, Income Statement, Statement of Changes in Equity and Cashflow Statements for the year ended 31st December 2019 on 21st March 2020 on page 9 of the Daily Nation and page 5 of The Standard.*
8. *Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:*
 - a. *sending their written questions by email to info@image.co.ke*
 - b. *shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (ask Question) on the prompts*
 - c. *to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, or*
 - d. *sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 9287-00100 Nairobi.*

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

All questions and clarification must reach the Company on or before Thursday 3rd December, 2020 at 11:00 am.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Company's website not later than 12 hours before the start of the general meeting.

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 but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website via this link: <https://www.unilever-ewa.com/investor-relations/limuru-tea-financial-reports-and-accounts/agm/2020/>. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street. 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 under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to info@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 Thursday 3rd 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 Thursday 3rd December, 2020 at 11.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 4th December, 2020 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/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD 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 prompts.*

12. *A poll shall be conducted for all the resolutions put forward in the notice.*

13. Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meetings.