

TO ALL SHAREHOLDERS

NOTICE is hereby given that the Ninety-Fourth Annual General Meeting of Unga Group Plc for the year 2021 will be held via electronic communication on Friday, 10th December 2021 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 Third (93rd) Annual General Meeting held on Thursday, 10th December 2020.
3. To receive the Chairman's report.
4. To receive and adopt the Consolidated Audited Financial Statements for the financial year ended 30th June 2021 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 30th June 2021.
6. Election of Directors:-
 - a) In accordance with the provisions of Article 67.1 of the Company's Articles of Association:-
 - i) Mrs Isabella Ochola-Wilson retires by rotation and being eligible, offers herself for re-election.
 - ii) Mr Vitalis Odeke Ojode retires by rotation and being eligible, offers himself for re-election.
 - iii) Mr Alan McKittrick retires by rotation and being eligible, offers himself for re-election.
 - b) 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 Ciru Miringu
 - 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 30th June 2021.
 - b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 30th June 2021.
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

Establishment of joint venture companies

Following the completion of the conditional investment agreements that were entered into by and between Nutreco International B.V. (**Nutreco**) and each of Unga Farm Care (E.A.) Limited (**Unga Farm Care**) and Unga Millers (U) Limited (**Unga Millers**), respectively, both indirect subsidiaries of Unga Group Plc:

- a) Nutreco and Unga Farm Care shall invest in and establish a 50:50 joint venture company in Kenya and transfer their respective Kenya aquafeed businesses (which in respect of Unga Farm Care represents a small part only of its existing business, which shall continue without change) and certain production assets to the Kenya joint venture company; and
 - b) Nutreco and Unga Millers shall invest in and establish a 50:50 joint venture company in Uganda and shall transfer or procure the transfer of their respective Uganda animal feed and nutrition businesses and certain Uganda assets to the Uganda joint venture company, (together, the **Transactions**).
The shareholders are requested to ratify the following resolution as an Ordinary Resolution:
"That the establishment and incorporation of the joint venture companies in Kenya and Uganda owned/to be owned 50:50 by Nutreco International B.V. (Nutreco) and each of Unga Farm Care (E.A.) Limited and Unga Millers (U) Limited, respectively in relation to the Transactions be and are hereby approved, ratified and confirmed and the directors be and are hereby empowered to do all things necessary to bring this resolution into effect and all their actions in respect of the same undertaken before the date of this resolution be and are hereby approved, ratified and confirmed."
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 2021

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, the Board has determined that the 2021 Annual General Meeting of the Company be held via electronic means in accordance with Article 38.5 of the Company's Articles of Association.
- 2) Shareholders wishing to participate in the meeting should register for the AGM via the link to the AGM Platform sent by SMS/email or via <https://digital.candrgroup.co.ke/> or by dialling *384*043# and follow 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/or their Shares or CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: (+254 20 7608216 from 9:00 a.m. to 4:00 p.m. from Monday to Friday. Any shareholder outside Kenya should email digital@candrgroup.co.ke to be assisted to register.
- 3) Registration for the AGM opens on 29th November 2021 at 09:00 am and will close on 9th December 2021 at 12.00 noon.
- 4) In accordance with Article 180 of the Companies Act and the Article 37.3 of the Company's Articles of Association, the following documents are available on the Company's website (<https://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 2021.
- 5) 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; or
 - b) Accessing Virtual AGM via a link to the AGM Platform (or via <https://digital.candrgroup.co.ke/>); Select Attend Event; Select "Q&A" option tab and submit questions in text box provided
 - c) 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; or
 - d) To the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company's Offices, Ngano House, Commercial Street, Industrial Area, PO Box 30096, 00100-Nairobi; or sending their written questions with a return physical address or email address by registered post to the Company Registrars address: Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi. Shareholders wishing to vote may do so prior to the AGM during the registration open period or during the AGM by:
 - a) Accessing Virtual AGM via a link to the AGM platform (or via <https://digital.candrgroup.co.ke/>); Select Attend Event; Select Unga Group Plc AGM in the profile account; Select Voting Matters option tab at the top of the live stream display section and submit questions in text box provided; or
 - b) Accessing Virtual AGM via USSD platform via *384*043#: Select the menu option for Voting and follow the various prompts regarding the voting process.
- 6) 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: (<https://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 authorised 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 authorised 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 so as to be received not later than 48 hours before the time of holding the meeting i.e. 8th December 2021 at 10.00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number and email address to the Company no later than 9th December 2021 at 10.00 a.m.
 - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 9th December 2021 to allow time to address any issues.
- 7) 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 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 live stream.
- 8) 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 or on the AGM Platform
- 9) A poll shall be conducted for all the resolutions put forward in the notice.
- 10) Results of the poll shall be published within 48 hours following conclusion of the AGM on the Company's website.
- 11) 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 via M-PESA by dialling *483*038# or contacting the Share Registrar, Custody & Registrars Services Limited.
- 12) 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.