

Carbacid Investments plc

Registered Office: ALN House, Eldama Ravine Close, Off Eldama Ravine Road, Westlands
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PUBLIC NOTICE ♦ ANNUAL GENERAL MEETING ♦ FINANCIAL STATEMENTS ♦ WEBSITE

NOTICE IS HEREBY GIVEN that the fiftieth Annual General Meeting of Carbacid Investments plc (the Company) will be held in a hybrid format at the Company's Registered Office, ALN House, Eldama Ravine Close, Eldama Ravine Road, Westlands, Nairobi via electronic means on Friday, 17th December 2021 at 10.00 a.m., to conduct business detailed below.

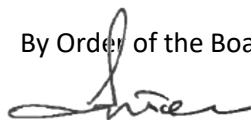
In view of ongoing Government of Kenya restrictions on public gatherings shareholders will not be able to attend the Annual General Meeting in person but will be able to attend register for, access the information pertaining to the Audited Financial Statements for the year ended 31st July 2021, vote electronically in person or by proxy and follow the meeting in the manner detailed in the Notes below. Shareholders may ask questions in advance of the meeting as detailed in the Notes below.

All resolutions will be conducted by way of a Poll.

- 1 To receive the Directors' Report and audited financial statements for the year ended 31st July 2021.
- 2 To approve the Directors' Remuneration Policy and the Directors' Remuneration report for the financial year ended 31st July 2021.
- 3 To declare a Final Dividend of KShs 0.70 per share and a Special Dividend of KShs 0.90 per share totalling to a dividend of KShs 1.60 per share as recommended by the Directors to the shareholders registered on 26th November 2021.
- 4 To elect Directors:
 - (a) Amb D N O Awori retires by rotation and being eligible, offers himself for re-election.
 - (b) Mr M K R Shah retires by rotation and being eligible, offers himself for re-election.
- 5 To appoint the Audit and Risk Committee:

Mrs S O Mudhune (Chairperson), Mr M K R Shah, Eng. E A Musebe and Mr R B Patel be appointed members of the Board Audit and Risk Committee in accordance with The Companies Act, 2015.
- 6 To appoint RSM Eastern Africa LLP as auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix the remuneration of the auditors in terms of Section 721 of The Companies Act, 2015.

By Order of the Board



N P Kothari
Secretary

22nd November 2021

Notes:

A. Information relating to the Meeting

1. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. A detachable proxy form is available for download from the Company's website www.carbacid.com.
2. In view of the ongoing Corona virus 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 Carbacid Investments plc to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
3. The Companies Act, 2015 was amended to permit companies to convene and conduct a virtual general meeting. In this respect, the Company has already amended its Articles of Association.

REGISTRATION AND PARTICIPATION

4. Shareholders wishing to participate in the meeting should register for the AGM online via a link to the AGM Platform or via USSD using short code number *384*041# and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have the ID/Passport Number which were used to purchase their shares at hand.
5. Registration for the AGM opens on 6th December 2021 at 09:00AM and will close on 16th December 2021 at 12.00 noon.
6. For assistance, shareholders should dial the following helpline numbers: +254 20 7608216 from 8:00 a.m. to 5:00 p.m. during the registration open period. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.
7. Registered shareholders can access the Virtual AGM using a link to the AGM Platform to view the livestream, vote and submit questions. Registered shareholders without internet access can access the Virtual AGM and vote and submit questions using USSD *384*041#
8. Shareholders who have registered to participate in the meeting shall be able to ask questions by:
 - (i) Accessing Virtual AGM via a link to the AGM Platform; Select Attend Event; Select "Carbacid Investments plc AGM"; Select "Q&A" option tab and submit questions in text box provided; or
 - (ii) Accessing Virtual AGM via USSD platform *384*041#; Use the menu prompts to Select option for "Q&A" and submit their questions (within 160 character limit for sms text); or
 - (iii) Sending their written questions by email to digital@candrgroup.co.ke; or
 - (iv) To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.
 - Shareholders sending questions by email or delivering to C&R Group must provide their full details (full names, Shares Account Number//CDSC Account Number) when submitting their questions and clarifications. Also attach a copy of their ID/Passport.

- All questions and clarification must reach the C&R Group on or before 16th December 2021 at 12:00 Noon.

9. Shareholders who have registered to participate in the meeting shall be able to vote by:
- Accessing Virtual AGM via a link to the AGM platform; Select Attend Event; Select “Carbacid Investments Plc AGM”; Select “Voting” option tab and selecting their preferred voting option for each resolution; or
 - Accessing Virtual AGM via USSD platform *384*041#; Use the menu prompts to Select option for “Voting” and follow the various prompts regarding the voting process
 - After voting shareholders may also opt to be a proposer or seconder on the voting resolutions. A shareholder will only be selected as proposer or seconder for resolutions on which they have voted for approval of passing the resolution.

10. PROXY

- 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 or a valid email address.
 - A proxy form is available on the Company’s website www.carbacid.com. Physical copies of the proxy form are also available at the following address: Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue and at the Company’s Registered Office, ALN House, Eldama Ravine Close, off Eldama Ravine Road, Westlands, Nairobi.
 - To be valid, the proxy form must be duly completed by the shareholder, or his attorney duly authorized in writing. If the shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an officer or duly authorized attorney of such body corporate.
 - A scanned copy of completed form of proxy should be emailed to proxy@candrgroup.co.ke in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar or the Company Secretary not later than 10.00 a.m. on 15th December 2021. Duly completed forms must be supported by a copy of ID/ valid Passport of the member and must include the ID/Passport, email or telephone number of the appointed proxy to facilitate registration.
 - Any proxy registration that is rejected will be communicated to the shareholder concerned not later than 16th December 2021, at 10.00 am to allow time to address any issues by the time of the AGM.
11. The AGM will be streamed live 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 or email, 24 hours prior to the AGM 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 a two hours’ time.

12. Duly registered shareholders or appointed proxies may vote before the AGM and during the AGM until the end of the voting period via the then AGM Platform or via USSD code *384*041#.
13. A poll shall be conducted for all resolutions put forward in the notice.
14. Results of the poll shall be published 48 hours after the conclusion of the AGM on the Company's website.
15. The annual report and financial statements of the Company for the year ended 31st July 2021 have been made available on the Company's website www.carbacid.com.