



CROWN PAINTS KENYA PLC (THE COMPANY)

NOTICE OF THE 67TH ANNUAL GENERAL MEETING TO THE SHAREHOLDERS OF CROWN PAINTS KENYA PLC

In accordance with the provisions of the Companies Act, No. 17 of 2015 as amended by the Business Laws (Amendment) (No. 2) Act, 2021, NOTICE IS HEREBY GIVEN in accordance with Article 77 of the Company's Articles of Association that the 67th Annual General Meeting of the Company will be held virtually at 11.00 am on Thursday, 27th June 2024 to conduct the business set out below:

All resolutions will be conducted by way of a Poll.

As ordinary business to consider and, if thought fit, pass the following ordinary resolutions:

- To adopt the audited financial statements for the year ended 31st December 2023 together with the Directors' and Auditors' Reports thereon.
 - To approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31st December 2023 and to authorise Directors to fix the remuneration of the Non-Executive Directors.
 - To note that the Directors do not recommend the payment of a dividend for the financial year ended 31 December 2023.
 - To re-elect the following Directors:
 - Mr Steven Oundo retires by rotation in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for re-election.
 - In accordance with the provisions of section 769 of the Companies Act 2015, the following Directors, being members of the Board Audit and Risk Committee be elected individually to continue serving as members of the Committee:
 - Mr Nicholas Kathiari
 - Mr Steven Oundo
 - Ms Alice Owuor
 - To re-appoint Messrs Ernst & Young LLP as the auditors of the Company for the Financial Year ending 31st December 2024 in accordance with Section 719 (2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for 2024.
- Shareholders can also register for the AGM online at <https://digital.candrgroup.co.ke> or by dialling USSD short code number *384*040#. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares at hand. For assistance shareholders should dial the following helpline number +254 20 8690360 from 8:00 a.m. to 4:00 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.
 - Registration for the AGM shall open on 19th June 2024 at 8.00 am and will close on 26th June 2024 at 12.00 noon. Shareholders will not be able to register after 26th June 2024 at 12.00 noon.
 - Shareholders wishing to raise any questions for the AGM may do so by:
 - Sending their written questions by email to digital@candrgroup.co.ke or
 - Dialling the USSD code *384*040# and selecting the option (ask Question) on the prompts and enter their question within the 160 character sms limit or
 - Clicking the link to the AGM Platform; Select Attend Event; Select "CROWN PAINTS AGM" Select "Q&A" option tab and submit questions in text box provided; or
 - 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, Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi. 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 your ID/Passport.
 - Shareholders wishing to vote may do so by:
 - Clicking the link to the AGM Platform; Select Attend Event; Select "CROWN PAINTS AGM"; Select "Voting" option tab and vote; or
 - Dialling the USSD platform*384*040#; Use the menu prompts to Select the menu option for "Voting" and follow the various prompts regarding the voting process.
 - 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 attend and vote on their behalf. A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor 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 and Registrars Services Ltd, the Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi so as to be received not later than Tuesday, 25th June 2024 at 11.00 a.m. When nominating a proxy, the ID/Passport No, details for email and/or mobile number of the proxy must be submitted to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Wednesday, 26th June 2024 to allow time to address any issues.
- The Virtual AGM will be accessible to shareholders and proxies who have duly registered. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers two hours before the AGM, reminding duly registered shareholders and proxies that the AGM will begin in two hours' time and providing the link to watch the live stream.
 - Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *384*040# or on the AGM Platform.
 - A poll shall be conducted for all the resolutions put forward in the notice.
 - Results of the AGM shall be published within 24 hours following conclusion of the AGM.
 - A copy of this notice, the proxy form, the Integrated Annual Report may be viewed from the company's website at www.crownpaints.co.ke.
 - 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.

BY ORDER OF THE BOARD

Conrad Nyukuri
Company Secretary

Date: 3rd June 2024.

Notes

- Shareholders with valid emails and mobile numbers on the register will receive a personalized pre-registration link. Shareholders will need to confirm their attendance for the AGM by clicking on the link and following the prompts.

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.

Custody & Registrars Services Ltd
IKM Place, Tower B, 1st Floor,
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Tel: Mobile: +254 20 7608216,
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