

NOTICE IS HEREBY GIVEN that the eighty fifth (85th) Annual General Meeting of Car & General (Kenya) plc (the Company) will be held virtually at the Company's Registered Office, New Cargen House, Lusaka/Dunga Road, Industrial Area, Nairobi via electronic means on 19th June 2025 at 10.00 a.m., to conduct business detailed below.

Shareholders will be able to attend, register for, access the information pertaining to the Audited Financial Statements for the year ended 31st December 2024, 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.

A copy of this notice and the documents stated herein can be accessed on the Company's website at <https://www.cargen.com/>

All resolutions will be conducted by way of a Poll.

ORDINARY BUSINESS

1. To receive the Directors' Report and audited financial statements for the year ended 31st December 2024.
2. To declare a final dividend of KES 0.80 per ordinary share, as recommended by the Directors and to approve the closure of the Register of Members at 4.30 pm on 29th May 2025 for one day only.
3. To elect Directors:
 - (a) Mr S P Gidoomal who retires by rotation and being eligible, offers himself for re-election.
 - (b) Mr M Soundararajan who retires by rotation does not offer himself for re-election.
 - (c) Mr Nikhil Hira who was nominated for appointment as an Independent Non-Executive Director by the Board of Directors, in accordance with Article 85 (e) of the Articles of Association.
4. To appoint the Audit Committee:

Mr P Shah (Chairman), Mr S P Gidoomal and Mr C M Ngini being members of the Audit Committee be re-appointed to continue to serve as members of the said Committee in accordance with the Companies Act, CAP 486.
5. To receive and approve the Directors' Remuneration Report and Policy for the financial year ended 31st December 2024.
6. To appoint Messrs Deloitte & Touche as auditors of the Company until the conclusion of the next Annual General Meeting in accordance with Section 721 of the Companies Act and to authorize the Directors to fix the remuneration of the auditors in terms of Section 724 of the Companies Act, CAP 486.

SPECIAL BUSINESS

7. Delegated Authority to the Board
- The following resolution be passed as an Ordinary Resolution:

"That pursuant to paragraph 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, that the Board be and is hereby authorized to formulate, approve, implement and regularly review, policies and procedures for:

- i. Remuneration;
- ii. Effective communication with stakeholders;
- iii. Corporate disclosure policies and procedures;
- iv. Dispute resolution for internal and external disputes; and
- v. Ensuring attraction and retention of board members.

8. Any Other Business
- To transact any other business of the Company for which due notice has been received.

By Order of the Board

Conrad Nyukuri
Secretary
27th May 2025

Notes:

(a) The Companies Act, CAP 486 was amended to permit companies to convene and conduct virtual general meetings. In this respect, the Company has already amended its Articles of Association, to this effect.

(b) Car & General (Kenya) plc has convened and will conduct its eighty fifth (85th) Annual General Meeting via virtual/electronic means.

(c) Shareholders wishing to participate in the meeting should register for the AGM by dialling *483*494# 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 shareholders (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 000/026 from 9:00 a.m. to 5:00 p.m. from Monday to Friday.

A Shareholder domiciled outside of Kenya can send an email to Image Registrars via cargen@image.co.ke providing their details i.e Name, Passport/ID no., CDS no. and Mobile telephone number requesting to be registered. Image registrars shall register the shareholder and send a confirmation to that effect.

(d) Registration for the AGM opens on Friday 6 June, 2025 at 9:00 am and will close on Wednesday 18 June, 2025 at 10.00 am. Shareholders will not be able to register after 18 June, 2025 at 10.00 am

(e) In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.cargen.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2024.

The reports may also be accessed by registered shareholders by dialling the USSD code above and selecting the reports option.

(f) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

- i. sending their written questions by email to cargen@image.co.ke
- ii. 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
- iii. 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
- iv. sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 58485-00200 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 Tuesday 17 June 2025 at 10.00 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.

(g) 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: <http://www.cargen.co.ke>. 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 cargen@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 Wednesday 18 June 2025 at 10.00 am. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Wednesday 18 June 2025 at 10.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Wednesday 18 June 2025 at 4.00 pm. to allow time to address any issues.

(h) 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.

(i) 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.

(j) A poll shall be conducted for all the resolutions put forward in the notice.

(k) Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.