



Notice of the Annual Meeting

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Shareholders of REA Vipingo Plantations Limited will be held via electronic means on Friday, 31st March, 2023 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. Constitution of the Meeting and confirmation of a Quorum.
2. To receive and consider, and if thought fit, adopt the company's annual report and financial statements for the year ended 30 September 2022 together with the Auditor's Report thereon.
3. To confirm the payment of an interim dividend amounting to Shs 4.00 per share (80%) and to confirm the recommendation of the directors that no final dividend be paid in respect of the year ended 30th September 2022.
4. To elect directors in accordance with the company's Articles of Association.

Director retiring by rotation

Mr. Oliver Fowler retires by rotation and, being eligible, offers himself for re-election in accordance with Article 82 (c) of the Articles of Association.

5. To approve the directors' remuneration for the year ending 30 September 2023.
6. To note that Deloitte & Touche LLP will continue in office as auditors of the company in accordance with the provisions of section 721 (2) of the Kenyan Companies Act, 2015 and to authorize the directors to fix the auditor's remuneration for the ensuing financial year in accordance with section 724 (1) of the Kenyan Companies Act, 2015.

BY ORDER OF THE BOARD

I.R.Hodson
Company Secretary,
P.O. Box 17648 - 00500, Nairobi.

8 February 2023

Notes

1. The Annual General Meeting will be held by electronic means in accordance with the provisions of the Kenyan Companies Act, 2015 as amended by the Business Laws (Amendment) (No.2) Act, 2021.
2. Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via a link to the AGM Platform that will be sent to them via SMS and/or email. 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 Share Account Number 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 during the registration open period.
3. Registration for the AGM opens on 23rd March 2023 at 08:00 a.m. and closes on 30th March 2023 at 11:00 a.m. Shareholders will not be able to register after 30th March 2023 at 11:00 a.m.
4. In accordance with Section 283(2)(c) of the Kenyan Companies Act, 2015, the following documents may be viewed on the Company's website at <https://reavipingo.com>
 - (i) a copy of this Notice and the proxy form;
 - (ii) the Company's Annual Report and Audited Financial Statements for the year 2022.
5. Shareholders can access the Virtual AGM via a link to the AGM Platform or using their log in credentials via <https://digital.candrgroup.co.ke> to view the livestream and vote and ask questions.
6. Shareholders wishing to raise any questions for the AGM may do prior to the AGM (during the registration open period) or during the AGM by:

Prior to AGM

- i) Accessing Virtual AGM via a link to the AGM Platform or via <https://digital.candrgroup.co.ke>; Select *Attend Event*; Select "REA VIPINGO AGM" in the profile account; Select *Q&A* option tab on the live stream display section and submit questions in text box provided; or

During AGM

- ii) Follow the process as above; or
- iii) Sending their written questions by email to digital@candrgroup.co.ke; or
- iv) Physically delivering their written questions with a return physical address or email address to the registered office of the Company at 1st Floor Block D, Wilson Business Park, Wilson Airport, Nairobi; or

- v) Sending their written questions with a return physical address or email address by registered post to the Company's address at P. O. Box 17648-00500 Nairobi.

• Shareholders sending questions by email or delivering to the Company must provide their full details (full names, Shares Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.

• All questions and clarification must reach the Company on or before 30th March 2023 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 24 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 3 days after the end of the general meeting.

7. Shareholders wishing to vote may do so prior to the AGM (during the registration open period) or during the AGM by:

Prior to AGM

- vi) Shareholders accessing Virtual AGM via a link to the AGM Platform or via <https://digital.candrgroup.co.ke> platform; Select *Attend Event*; Select "REA VIPINGO AGM" in the profile account; Select *Voting Matters* option tab on the live stream display section and vote on each resolution using the drop down menu; or

During AGM

- vii) Follow the process as above

8. In accordance with section 298(1) of the Kenyan 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 wi-fi enabled device.

A proxy form is attached to this Notice and is available on the Company's website via this link: <https://reavipingo.com>. Physical copies of the proxy form are also available at the following address: Custody & Registrars, 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, Nairobi.

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 & Registrars offices at 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, Nairobi, so as to be received not later than Wednesday 29th March 2023 at 11.00 a.m. Any shareholder appointing a proxy must provide the phone number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Thursday 30th March 2023 at 11:00 am to allow time to address any issues prior to the AGM.

9. All proxies will be contacted and guided on how to register for the AGM. For further assistance, Proxies may call following helpline number: (+254) 20 8690360 from 8:00 a.m. to 4:00 p.m. from Monday to Friday during the registration open period
10. The AGM will be streamed live via the C&R Digital Services platform. Duly registered shareholders and proxies will receive a short message service (SMS/ USSD) prompt on their registered mobile numbers or email two hours ahead of the AGM reminding them that the AGM will begin in two hours time.
11. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) for resolutions on the Voting Matters tab on the live stream display screen.
12. Results of the AGM shall be published 24 hours following the conclusion of the AGM.
13. 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.
14. 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 shareholders with previous unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at IKM Place, Tower B, 1st Floor 5th Ngong Avenue, Nairobi; Tel: Mobile 020 7608216 Email: info@candrgroup.co.ke to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.