FUNGUO INVESTMENTS PLC

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TO ALL SHAREHOLDERS
ALL THE DIRECTORS
THE AUDITORS – RONALDS LLP

NOTICE & AGENDA OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Third (33rd) Annual General Meeting** of the Company shall be held **via Electronic Means** on **Friday, 4th December 2026** at **10.00 a.m. (East Africa Time)** to transact the following business: -

AGENDA
ORDINARY BUSINESS

1. **Notice Convening the Meeting**
   To read the notice convening the meeting, table the proxies received and confirm the presence of a quorum.

2. **Confirmation of Previous Minutes**
   To confirm and adopt the minutes of the 32nd Annual General Meeting held on **9 December 2025**.

3. **Audited Financial Statements**
   To receive, consider and adopt the Audited Financial Statements for the year ended 30 June 2026 together with the Chairman's Statement and the reports of the Directors and the Auditors thereon.

4. **Declaration and Payment of Dividend**
   To approve the payment of a first and final dividend of **KShs. 0.27 per ordinary share** in respect of the financial year ended 30 June 2026 (2025: Nil), to the shareholders on the Register of Members as at the close of business on 30 November 2026, payable either: -

   a) in cash in January 2027; or
   b) as a scrip dividend, at the rate of **15 ordinary shares** for every **1,000 ordinary shares** then held, with the new shares being issued at **KShs. 15 per share** and, any fractional entitlements being rounded down to the nearest whole number.

5. **Directors' Remuneration Report**
   To approve the Directors' Remuneration Report as detailed in the Annual Report for the financial year ended 30 June 2026.

6. **Re-election of Directors**
   a) Seta Holdings Limited, a Corporate Director represented by Dr. John P.N. Simba, OGW, MBS, retires by rotation in accordance with Article 90 of the Company's Articles of Association and, being eligible in accordance with Article 92 of the Company's Articles of Association, offers itself for re-election.

DIRECTORS: Dr. J.P.N. Simba, OGW, MBS - Chairman | K.D.C. | Japheth Osunga | P.K. Mwangi | Mary W. Ngari, HSC, CBS | Mt. Kenya Investment Ltd. | YCEO Holdings Ltd. | D.O. Owino

b) YCEO Holdings Limited, a Corporate Director represented Ms. Dorothy Sagwe, retires by rotation in accordance with Article 90 of the Company's Articles of Association and, being eligible in accordance with Article 92 of the Company's Articles of Association, offers itself for re-election.

7. **Re-appointment of Auditors**
To re-appoint Messrs. Ronalds LLP 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 Kenyan Companies Act, 2015.

SPECIAL BUSINESS

8. **Rights Issue**
To consider and, if deemed appropriate, approve the issuance of up to **15,000,000 new ordinary shares** at an offer price of **KShs. 15.00 per share**, in the ratio of **20 new ordinary shares** for every **100 ordinary shares** then held, with the entitlement determined by reference to the shareholding as at Thursday, 31 December 2026.

9. **Greenshoe/Over-allotment Option**
To consider and, if deemed appropriate, approve an additional allotment of up to **15,000,000 ordinary shares** at an offer price of **KShs. 15.00 per share**, subject to the applicable terms and conditions of the Rights Issue.

10. **Private Placement of Untaken Shares**
To consider and, if deemed appropriate, grant authority to the Board to offer and issue, through a private placement, any shares not taken up under the Rights Issue, subject to applicable regulatory and statutory requirements.

11. **Issuance of Shares for Consideration Other Than Cash**
To consider and, if deemed appropriate, grant authority to the Board to issue ordinary shares as consideration other than cash, (for services provided, or for share swap in another company), subject to applicable statutory and regulatory approvals.

ANY OTHER BUSINESS

12. To discuss any other business of which due notice has been received.

BY ORDER OF THE BOARD



J L G MAONGA
COMPANY SECRETARY
Date: 12th November 2026

Notes:

1. A Member entitled to attend and vote at this meeting is entitled to appoint a Proxy to attend and vote on his/her behalf. A Proxy need not be a Member of the Company.
2. A Proxy Form is attached herewith and, if used, must be deposited at or mailed to the Office of the Company Secretary, Funguo Investments PLC, Jadala Place, 3rd Floor, Ngong Lane, Ngong Road, P.O. Box 73248 - 00200, Nairobi or sent via email to info@maongandonye.com or lucy@funguoinvestments.co.ke so as to be received not later than Twenty-Four (24) hours before the time appointed for holding the meeting.
3. Shareholders wishing to receive their dividend in cash must complete and submit the prescribed Form of Election to the Company's Registrar on or before 31 December 2026 at 5.00 p.m. East Africa Time.

Holding of Annual General meeting through electronic means

4. The Company shall hold its 33rd Annual General Meeting using electronic means. The shareholders will be able to register for, attend and follow the meeting in the manner detailed below.
5. Shareholders/proxies are requested to send by email details of their full names, current telephone contact, postal address number and email address to info@maongandonye.com or lucy@funguoinvestments.co.ke for purposes of verification of contact details by Thursday, 3rd December 2026 at 10.00 a.m. (EAT).
6. Verified shareholders/proxies will receive an email with information on how to register and follow the Annual General Meeting proceedings.
7. Registration to attend the AGM will open on 1st December 2026 at 10.00 a.m. (EAT) and will close on Thursday, 3rd December 2026 at 4.00 p.m. (EAT).
8. Shareholders wishing to obtain hard Copies of the Notice, Audited Report and Accounts for the period ended 30th June 2026 and the Minutes of the 32nd Annual General Meeting held on Tuesday, 9th December 2025, can collect the documents from the Company Office, located on Azure Pride, Lantana Road, 4th Floor, Westlands on Mondays to Fridays, between 9.00 a.m. - 4.00 p.m.