

RESOLUTIONS PASSED AT THE 70TH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/VIA ELECTRONIC MEANS ON FRIDAY 4TH MARCH, 2022 AT 11.00 AM.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORT AND FINANCIAL STATEMENT FOR THE YEAR ENDED 30TH SEPTEMBER 2021 TOGETHER WITH THE CHAIRMAN'S, DIRECTORS' & AUDITORS REPORT

The Report of the Chairman's, Director's, Auditors and the Audited Financial Statement for the year ended 30th September 2021 were received and considered.

The Chairman invited questions from Shareholders on the Financial Statements. Shareholders asked questions to, which the Managing Director responded.

LINAH WAITHERERO NGUMBA proposed and, **GABRIEL NJERU M'KWENDA** seconded the resolution. It was **UNANIMOUSLY RESOLVED THAT** the Chairman's Report, the Auditors Report, the Directors Report and the Financial Statements for the year ended 30th September 2021, as audited and reported by the company's Auditors now submitted to the meeting be and is hereby approved and adopted.

2. DECLARATION OF A FINAL DIVIDEND

It was proposed by **STEPHEN IRUNGU KIMANI** and seconded by **NANCY NYAMBURA NJOKA** and **UNANIMOUSLY RESOLVED THAT** the payment of a final dividend of 50% per share for the financial year ended 30th September 2021 will be made to shareholders on register in our books as at 22nd February 2022. To be paid on or about 15 March 2022. The Shareholders also confirmed an interim dividend of 50% paid on 15 July 2021 to the shareholders on the register of members as at close of business on 2 June 2021.

3. AUDITORS

The resolution was proposed by **PETER WAINAINA NJOROGE** and seconded by **JOHN WILSON WAITHAKA MBOGO**. It was **UNANIMOUSLY RESOLVED** THAT Messrs, KPMG Kenya continue in office as Auditors by virtue of section 721(2) of the Companies Act, 2015 and to authorize the Directors to fix the Auditors' remuneration for the ensuing financial year.

4. DIRECTORS ELECTION

i. It was proposed by **APOLLO OLUBERO MBETA** and seconded by **MARY WANGARI WAINAINA** and **UNANIMOUSLY RESOLVED THAT** That Dr James Boyd McFie who

has attained the age of 70 years, be and is hereby re-elected a Director of the company until he comes up for retirement by rotation.

ii. It was proposed by **DINA MARGARET KOKWARO** and seconded by **DANIEL KIMOTHO MUCHIRI** representing **STEPPING STONE ENTERPRISES** and **UNANIMOUSLY RESOLVED THAT** Mr. Sameer Merali, a Director retiring by rotation in accordance with the Company Articles of Association and being eligible, offers herself for re-election.

5. AUDIT COMMITTEE

It was proposed by **GEOFFREY BETHUEL MAOGA** and seconded by **JOSEPH MUTE MBWIRIA GITUMAH** and **UNANIMOUSLY RESOLVED THAT** in accordance with the provisions of Section 769 of the Companies Act 2015, the following directors, being members of the Audit, Risk & Compliance Committee of the Board be elected and are hereby elected to continue to serve as members of the said Committee:

- i. Mrs. Betty Koech
- ii. Mrs. Rosemary Munyiri
- iii. Mr. Sameer Merali
- iv. Dr. James McFie

6. REMUNERATION OF DIRECTORS

It was proposed by **SIMON KAMAU WAINAINA** and seconded by **GEOFFREY BETHUEL MAOGA** **UNANIMOUSLY RESOLVED THAT** that the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 30th September 2021 be and is hereby approved.

CERTIFIED TRUE EXTRACT



LAWRENCE KIBET
COMPANY SECRETARY
4TH MARCH 2022