KAKUZI PLC
Company No. 5/51
(Hereinafter referred to as the "Company")

RESOLUTIONS PASSED AT THE NINETY SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD IN THE BALLROOM, FAIRMONT THE NORFOLK HOTEL, ON WEDNESDAY 14 MAY 2025 AT 12.00 NOON

1. APPROVAL OF MINUTES

It was **resolved** to approve the minutes of the Ninety Sixth Annual General Meeting held on 14 May 2024.

2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

It was **resolved** that the Financial Statements of the Company for the year ended 31 December 2024 together with the Chairman's Statement and the Directors' and Auditors' Reports thereon be adopted.

3. DIVIDEND

It was **resolved** to approve a first and final dividend of Kshs 8.00/- per share in respect of the Financial Year ended 31 December 2024 as recommended by the Directors.

4. DIRECTORS' REMUNERATION REPORT

It was **resolved** to approve the Directors' Remuneration Report as detailed in the Annual Report for the year ended 31 December 2024.

5. RE-ELECTION OF DIRECTORS

i) It was **resolved** that Mr Stephen Njoroge Waruhiu, a Director who had attained the age of seventy years, retired in accordance with the provisions of clause 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 and a Special Notice having been received which proposed his re-election pursuant to Section 287 of the Companies Act, 2015, and had offered himself for re-election be and is hereby re-elected

ii) It was **resolved** that Mr Danie Mutisya Ndonye, a Director who is over seventy years old and retired at this meeting in accordance with Article 27 of the Company's Articles of Association and, being eligible in accordance with Article 28 of the Company's Articles of Association, be and he is hereby re-elected as a Director of the Company.

iii) It was **resolved** that Mr Graham Harold Mclean, a Director who retired by rotation in accordance with Article 27 of the Company's Articles of Association and, being eligible in accordance with Article 28 of the Company's Articles of Association, be and he is hereby re-elected as a Director of the Company.

6. APPOINTMENT OF MEMBERS OF AUDIT AND RISK COMMITTEE

i) It was **resolved** that in accordance with the provisions of Section 769 of the Kenyan Companies Act, 2015, the following directors be and are hereby appointed to serve as Members of the Board Audit & Risk Committee in the ensuing Financial Year:-

a) Mr Daniel Mutisya Ndonye
b) Mr Stephen Njoroge Waruhiu
c) Mr Andrew Ndegwa Njoroge
d) Mrs Pamella Ager

7. RE-APPOINTMENT OF AUDITORS

It was **resolved** to re-appoint Messrs Deloitte & Touché LLP as the Auditors of the Company for the Financial Year ending 31 December 2025 in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015 and, in accordance with the provisions of Section 724 (1) of the Kenyan Companies Act, 2015, the Directors were authorized to fix the auditors' remuneration for the ensuing Financial Year.

CERTIFIED TRUE EXTRACT

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J L G MAONGA
COMPANY SECRETARY

Date: 14 May 2025