



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

RESOLUTIONS PASSED AT THE NINETY THIRD (93RD) ANNUAL GENERAL MEETING OF THE COMPANY HELD BY ELECTRONIC MEANS ON TUESDAY, 18 MAY 2021 AT 12.00 NOON

1. APPROVAL OF MINUTES

On a proposal by Mr Alois Chami and seconded by Mr Stephen Irungu Kimani, it was **resolved** that the minutes of the Ninety Second Annual General Meeting held on 9 June 2020 be and are hereby approved.

2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

On a proposal by Mr Tom Oloo and seconded by Mr Gerald M'Ikunyua, it was **resolved** that the Audited Financial Statements of the Company for the year ended 31 December 2020 together with the reports of the Chairman, the Directors and the Independent Auditors thereon be and are hereby adopted.

3. DIVIDEND

On a proposal by Ms Salome Njari Njenga and seconded by Ms Grace Musimbi Oduor, it was **resolved** that a first and final Dividend of Kshs. 18.00 per ordinary share in respect of the Financial Year ended 31 December 2020 be and is hereby approved for payment on or before 30th June 2021 to members on the register at the close of business on 31st May 2021.

4. REMUNERATION REPORT OF THE BOARD

On a proposal by Mr Moses Muthui and seconded by Mr John Wandugo, it was **resolved** that the Remuneration Report of the Board as detailed in the Annual Report for the Financial Year ended 31 December 2020 be and is hereby approved.

5. RE-ELECTION OF DIRECTORS

- i) On a proposal by Mr Stephen Irungu Kimani and seconded by Ms Sarah Wairimu Muhoho, it was **resolved** that Mr Nicholas Ng'ang'a, a Director who is over seventy years old, 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 and had offered himself for re-election, be and is hereby re-elected.
- ii) On a proposal by Ms Christine Rakamba Obare and seconded by Ms Emily Maina, it was **unanimously resolved** that Mr Andrew Ndegwa Njoroge, 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 and had offered himself for re-election, be and is hereby re-elected.
- iii) On a proposal by Mr Ketan Shah and seconded by Ms Mary Ndung'u, it was **resolved** that Dr. John K Kimani, a Director who retired in accordance with Article 26 (5) of the Company's Articles of Association and in accordance with the provisions of clause 2.5.1 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.



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6. RE-ELECTION OF MEMBERS OF AUDIT AND RISK COMMITTEE


On a proposal by Ms Brigit Muruu and seconded by Ms Sophie Njeri Moturi, it was **resolved** that in accordance with the provisions of Section 769 of the Kenyan Companies Act, 2015, the following Directors, being members of the Board Audit and Risk Committee be and are hereby re-elected to continue serving as members of the said Committee:-

- a) Mr Daniel M Ndonye
- b) Mr Stephen N Waruhiu
- c) Mr Andrew N Njoroge

7. RE-APPOINTMENT OF AUDITORS

On a proposal by Mr Alois Chami and seconded by Mr Tom Oloo, it was **unanimously resolved** that in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015, Messrs Deloitte & Touche be and are hereby re-appointed as the Auditors of the Company for the Financial Year ending 31 December 2021 and the Directors were authorized to fix their remuneration in accordance with the provisions of Section 724 (1) of the Kenyan Companies Act, 2015.

CERTIFIED TRUE EXTRACT


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J L G MAONGA
COMPANY SECRETARY



Date: 19 May 2021