



NAIROBI SECURITIES EXCHANGE PLC
COMPANY NO. CPU/2014/144920
(Hereinafter referred to as the "Company")

RESOLUTIONS PASSED AT THE SIXTY FIFTH (65TH) ANNUAL GENERAL MEETING OF NAIROBI SECURITIES EXCHANGE PLC HELD AT KENYATTA INTERNATIONAL CONVENTION CENTRE, TSAVO BALLROOM, NAIROBI ON THURSDAY, 30 MAY 2019 AT 11.00 A.M.

ORDINARY BUSINESS

1. CONFIRMATION OF MINUTES

It was **unanimously resolved** to confirm the minutes of the 64th Annual General Meeting of the Company held on 30 May 2018 as a correct and accurate record of the proceedings of that day's meeting.

2. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

It was **unanimously resolved** that the audited Financial Statements of the Company for the year ended 31 December 2018 together with the Chairman's Statement and the Reports of the Chief Executive, the Directors and Auditors thereon be adopted.

3. DIVIDEND

It was **unanimously resolved** to approve a first and final dividend of Kshs 0.49 per ordinary share comprising of an ordinary dividend of Kshs 0.29 per ordinary share and a special dividend of Kshs 0.20 per ordinary share in respect of the Financial Year ended 31 December 2018 as recommended by the Directors and to approve closure of Register of Members at the close of business on 30 May 2019 for one day for the purpose of determining the qualifying members entitled to dividends.

4. REMUNERATION REPORT OF THE BOARD

It was **unanimously resolved** to approve the Remuneration Report of the Board as detailed in the Annual Report for the Financial Year ended 31 December 2018.

5. RE-ELECTION OF DIRECTORS

- a) It was **unanimously resolved** that Mr. Hosea Kimutai Kili, an Independent Non-Executive Director, who retired at this meeting in accordance with Articles 94 and 95 of the Company's Articles of Association and had offered himself for re-election, be and is hereby re-elected as a director of the Company.
- b) It was **unanimously resolved** that Mr. Paul Vollant, a Non-Executive Director, who retired at this meeting in accordance with Articles 94 and 95 of the Company's Articles of Association and had offered herself for re-election, be and is hereby re-elected as a director of the Company.

- c) It was **unanimously resolved** that Ms Isis Amondi Nyong'o Madison, who had been validly nominated as an Independent Non-Executive Director in accordance with Article 96 of the Company's Articles of Association, be and is hereby elected as a director of the Company subject to clearance by Capital Markets Authority (CMA).

6. APPOINTMENT OF MEMBERS OF THE AUDIT, RISK AND COMPLIANCE COMMITTEE

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

- a) Ms. Risper Alaro-Mukoto
- b) Mrs. Nasim Devji
- c) Mr. Hosea Kimutai Kili

7. AUDITORS

It was **unanimously resolved** to re-appoint Messrs PricewaterhouseCoopers (PwC) as Auditors of the Company for the Financial Year ending 31 December 2019 in accordance with the provisions of Section 721 of the Companies Act, 2015 and, in accordance with the provisions of Section 724 (1) of the Companies Act, 2015, the Directors were authorised to fix the Auditors' remuneration for ensuing Financial Year.

CERTIFIED TRUE EXTRACT



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J.L.G MAONGA
COMPANY SECRETARY

Date: 30 May 2019