

10th June 2019

The Chief Executive Officer
Nairobi Securities Exchange
The Exchange, 55 Westlands
P O Box 43633
Nairobi 00100

Dear Sir,

LIBERTY KENYA HOLDINGS Plc
Resolutions passed at the Annual General Meeting held on 7th June 2019 at the Hotel InterContinental Nairobi

Pursuant to the Capital Markets (Securities) (Public Officers, Listing and Disclosures) Regulations 2002, we write with reference to the above following approval by the Board of Directors and the shareholders of the Company.

1. Quorum

The total number of shares represented in person / by proxy at the commencement of the proceedings was 471,563,463 this being 88.03% representation of the total shareholding. 1,000 attendees were recorded as present.

Under Article No. 70 of the Company's Articles of Association, a minimum of 25 members present in person or by proxy or, in the case of a corporation, represented by an authorized person and entitled to vote shall form a quorum for an AGM. The proxies received which together with members present constituted a quorum.

2. Notice

The Notice convening the Annual General Meeting was published in the Daily Nation and Standard newspapers on 17th May 2019. A summarized version of the Annual Accounts was published on 29th March 2019. The Annual Accounts were also posted on the website and hard copies were made available at the offices of the Registrar. Hard copies of the Annual Accounts were availed to shareholders at the meeting.

It was **unanimously agreed** that the Notice, Chairman's Statement and Managing Director's Report be taken as read.

3. Accounts for the year ended 31st December 2018 and the reports of the Directors and Auditors thereon.

KPMG, the Company's appointed Statutory Auditors, read the Auditors' report. All the questions on the Annual Report and Accounts having been answered satisfactorily, it was **unanimously resolved** that the Annual Report and Accounts of the Company for the year ended 31 December 2018 be received and adopted by the Company.

4. Dividend

On a recommendation by the Board of Directors, it was **unanimously resolved** that a first and final dividend for the year of Kenya Shillings 0.50/- per ordinary share with respect of the Financial Year ended 31 December 2018 to be paid to shareholders registered as at close of business on 7 June 2019, and to allow for one working day after close of business on 7th June 2019, for purposes of determining the qualifying members entitled to dividends.

5. Election of Directors

- i) In accordance with the provisions of section 769(1) of the Companies Act 2015, the following Directors, being members of the Audit Committee of the Board, were **unanimously** confirmed to serve as members of the said Committee;

Mr Gayling May
Mr Peter Gethi
Mr Rajesh Shah

6. Directors' Remuneration

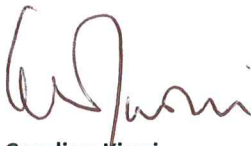
The resolution for the approval of the Directors' Remuneration Report as detailed in the Annual Report for the financial year ended 31 December 2018 was put to vote by **poll** at the **AGM** and was passed by members representing a simple majority of the total voting rights of members who, being entitled to do so, voted in person or by proxy on the resolution.

7. Remuneration and Re-appointment of Auditors

The Meeting **resolved unanimously** that KPMG be re-appointed as External Auditors of the Company in accordance with the provisions of Section 721 of the Companies Act 2015 and that the Directors be authorized to fix their remuneration for 2019 in accordance with the provisions of Section 724 of the Companies Act 2015.

Yours Faithfully,

For: Liberty Kenya Holdings Plc



Caroline Kioni
COMPANY SECRETARY