

ACCESSKENYA GROUP LIMITED

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT THE KENYATTA INTERNATIONAL CONFERENCE CENTRE, CITY HALL
WAY, NAIROBI ON MONDAY, 27 MAY 2013 AT 11.10 AM

1 STATEMENT OF FINANCIAL POSITION (BALANCE SHEET) AND ACCOUNTS
AND DIRECTORS' AND AUDITORS' REPORTS

The audited Balance Sheet and Accounts for the year ended 31 December 2012 were laid before the meeting.

The Chairman's Report, Group Managing Director's Report and Directors' Reports were taken as read. Mr Joe Wangai, on behalf of the auditors, Deloitte & Touche, read the Auditors' Report.

The resolution to approve and adopt the Balance Sheet and Accounts for the year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon was proposed by Mr A W Chami and seconded by Mr Geoffrey B Maoga.

The Balance Sheet and Accounts were discussed at length by the meeting.

After dealing with questions, the Chairman put the resolution to the meeting and it was carried unanimously.

2 DIVIDEND

The resolution to declare a final dividend of KShs 0.30 per share for the financial year ended 31 December 2012 and to approve the closure of the Register of Members on 30 May 2013 for one day only was proposed by Ms Rhoda Ndungo and seconded by Mr James Kiamba.

The Chairman put the resolution to the meeting and it was carried unanimously.

The dividend would be paid in on or around 27 August 2013.

3 DIRECTORS

It was noted that Mr Michael Turner retired by rotation in accordance with the Company's Articles of Association and being eligible, offered himself for re-election. It was proposed by Mr Nzau Jones, seconded by Mr Christopher Kimele and unanimously RESOLVED that he be and is hereby re-elected.

4 DIRECTORS' REMUNERATION

It was proposed by Mr Cyrus Nderi, seconded by Mr Oludhe and unanimously RESOLVED that the Directors' remuneration as shown in the audited accounts for the year ended 31 December 2012 be and is hereby approved.

5 AUDITORS

It was proposed by Mr Amos, seconded by Mr Raphael Nzuvi and unanimously RESOLVED that Messrs Deloitte and Touche, having agreed to continue in office, be and are hereby re-appointed as Auditors of the Company and the Directors be authorised to fix their remuneration for the year 2013.

SPECIAL BUSINESS

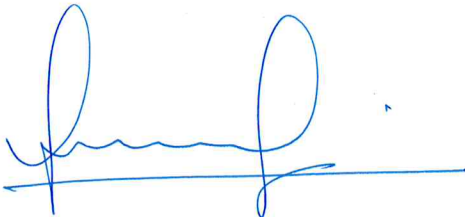
6 ARTICLES OF ASSOCIATION

It was proposed by Mr Irungu Kimani, seconded by Mr Apollo Ombeta and unanimously RESOLVED that the following resolution be and is hereby passed as a Special Resolution:

“That Article 141 of the Company's Articles of Association be deleted in its entirety and substituted with the following;

The Company may, if required by law, deliver or pay to any prescribed regulatory authority any unclaimed assets including, but not limited to, shares in the Company presumed to be abandoned or unclaimed in law and any dividends or interest thereon remaining unclaimed beyond prescribed statutory periods. Upon such delivery or payment the unclaimed assets shall cease to remain owing by the Company and the Company shall no longer be responsible to the owner or holder or his or her estate, for the relevant unclaimed assets.”

CERTIFIED TRUE EXTRACT



Conrad Nyukuri
Company Secretary

28 May 2013