



SCANGROUP

July 1, 2013

The Chief Executive
Capital Markets Authority
Embankment Plaza, Upper Hill - Longonot Road
Off Kilimanjaro Avenue
Nairobi

The Chief Executive
Nairobi Stock Exchange
Nation Centre, 1st floor
Kimathi Street
Nairobi



Dear Sirs,

RE: RESOLUTIONS PASSED BY SHAREHOLDERS AT THE 2013 ANNUAL GENERAL MEETING

Pursuant to Regulation E.05 of the Fifth Schedule – Continuing Obligations of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002, below are the resolutions passed by the shareholders at the Company's Annual General Meeting which was held on 27th June 2013 at the Bomas of Kenya, Langata Road Nairobi at 11.00 a.m.

1. ADOPTION OF ACCOUNTS AND REPORTS

It was proposed by Mr. Alois W. Chami, seconded by Mr. James M. Kiamba and unanimously resolved:

"That the Balance Sheet and Accounts for the year ended 31st December 2012 together with the reports of the Directors and the Independent Auditor thereon be and are hereby approved."

2. APPROVAL OF DIVIDEND

It was proposed by Ms. Rhoda N. Ngalyuka, seconded by James K. Mũuthia and unanimously resolved:

"That the payment of a dividend of Kshs. 0.60 per share to all shareholders on the Register of Members as at 27th June 2013 be and is hereby approved. This dividend will be paid on or about 30th July 2013."

3. APPROVAL OF DIRECTORS' REMUNERATION

It was proposed by Mr. Paul O. Oludhe, seconded by Ms. Joyce N. Nganga and unanimously resolved:

"That for services rendered to the Company, the Directors remuneration as provided in the accounts for the year ended 31st December 2012 be and is hereby approved."

SCANGROUP LIMITED

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DIRECTORS: D. HUTCHISON (CHAIRMAN)(BRITISH) • B. THAKRAR (CEO) • M.SHAH(INDIAN) • M. WAHOME • R. OMWELA • A. SCOTT (BRITISH) • L. MELLMAN (BRITISH)

4. **RE-ELECTION OF DIRECTOR**

It was proposed by Mr. Philip M. Gathina, seconded by Ms. Mary M. Kahenya and unanimously resolved:

“That Mr. Wahome Muchiri, Director of the Company retiring by rotation under the provisions of Article 93 of the Articles of Association, be and is hereby re-elected.”

5. **APPOINTMENT OF INDEPENDENT AUDITOR**

It was proposed by Mr. Samuel G. Nganga, seconded by Mr. Paul O. Oludhe and unanimously resolved:

“That Deloitte & Touche, Certified Public Accountants, having agreed to continue in office, be and are hereby appointed as Auditors until the conclusion of the next Annual General Meeting and the Board be authorized to fix their remuneration for the next financial year.”

Yours faithfully,


Margaret M. Kipchumba (Mrs.)
Company Secretary

