

68TH ANNUAL GENERAL MEETING HELD BY ELECTRONIC COMMUNICATION ON 3RD JUNE 2022 AT 11.00 A.M.

POLLING RESULTS

The Board of Directors of Nairobi Securities Exchange Plc is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the 68th Annual General Meeting held on Friday, 3rd June 2022.

The Poll was conducted by CDSC Registrars.

| RESOLUTION | SHARES FOR | % FOR | SHARES AGAINST | % AGAINST | SHARES ABSTAINING | % ABSTAINING | OUTCOME |
|---|-------------|-------|----------------|-----------|-------------------|--------------|---------|
| ORDINARY BUSINESS | | | | | | | |
| 1. THAT the Audited Financial Statements for the year ended 31 st December, 2021, together with the Directors' and Auditors Reports thereon be and are hereby approved and adopted. | 121,047,646 | 86.27 | 301,867 | 0.22 | 18,950,323 | 13.51 | PASSED |
| 2. THAT a first and second special dividend of Kshs. 0.50 per share each, resulting in a total special dividend of Kshs. 1.00 per share (the first of which was paid in December 2021) and a final dividend of Kshs. 0.40 per ordinary share, in respect of the Financial Year ended 31 st December 2021, be and is hereby approved. Further THAT the closure of the Register of Members at the close of business on 3 rd June 2022 for one day for the purpose of determining the qualifying members entitled to dividends, be and is hereby approved. | 114,404,412 | 85.79 | 0 | 0 | 18,950,323 | 14.21 | PASSED |
| 3. THAT the Remuneration Report of the Board as detailed in the Integrated Report and Financial Statements for the Financial Year ended 31 st December 2021 be and is hereby approved, and the Directors are authorized to fix their remuneration. | 114,320,626 | 85.78 | 4,034 | 0.003 | 18,950,323 | 14.22 | PASSED |
| 4. (a) THAT in accordance with Articles 94 and 95 of the Company's Articles of Association, Mr. Kiprono Kittony who retires by rotation and being eligible for re-election, be and is hereby re-elected as an Independent Non-Executive Director. | 133,674,235 | 99.99 | 8,234 | 0.01 | 0 | 0 | PASSED |
| (b) THAT in accordance with Articles 94 and 95 of the Company's Articles of Association, Ms. Isis Nyong'o Madison, who retires by rotation and being eligible for re-election, be and is hereby re-elected as an Independent Non-Executive Director. | 133,323,436 | 99.99 | 7,834 | 0.01 | 0 | 0 | PASSED |
| (c) THAT in accordance with Article 93 of the Company's Articles of Association, Mr. John Niepold be and is hereby elected, as an Independent Non-Executive Director of the Company. | 118,967,971 | 99.97 | 38,634 | 0.03 | 0 | 0 | PASSED |

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| RESOLUTION | SHARES FOR | % FOR | SHARES AGAINST | % AGAINST | SHARES ABSTAINING | % ABSTAINING | OUTCOME |
|---|-------------|-------|----------------|-----------|-------------------|--------------|---------|
| ORDINARY BUSINESS | | | | | | | |
| 5. THAT in accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit, Risk and Compliance Committee, be re-appointed individually to continue to serve as members of the said Committee: a) Ms. Risper Alaro-Mukoto; b) Ms. Isis Nyong'o Madison; c) Mr. Michael Turner; and d) Mr. Paul Mwai. | 132,958,068 | 99.95 | 72,701 | 0.05 | 0 | 0 | PASSED |
| 6. THAT in accordance with the provisions of Section 721 of the Companies Act, 2015 Messrs. Deloitte & Touche be and are hereby re-appointed as the auditors for the Financial Year ending 31 st December 2022 and the Directors are in accordance with the provisions of Section 724 of the Companies Act, 2015 hereby authorized to fix the Auditor's remuneration. | 132,955,403 | 99.99 | 5,667 | 0.01 | 0 | 0 | PASSED |
| 7. THAT the following Special Resolution be and is hereby passed: <i>"Subject to obtaining regulatory approvals for the creation of a wholly owned subsidiary of the Nairobi Securities Exchange Plc to carry on the exchange business ("Reorganization"), THAT the existing Articles of Association of the NSE Group Plc be amended by incorporating the changes highlighted in red in the annexure attached to this resolution, with effect from the date of completion of the Reorganization."</i> | 125,515,905 | 99.94 | 81,167 | 0.06 | 0 | 0 | PASSED |

The Resolutions as presented to the shareholders were approved, having garnered a majority of the votes cast.

The Nairobi Securities Exchange Plc wishes to thank all the shareholders who registered and subsequently participated in this year's Annual General Meeting held by the Company.

BY THE ORDER OF THE BOARD



KURIA K. WAIHAKA
COMPANY SECRETARY

3rd June 2022