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**RESOLUTIONS PASSED BY THE SHAREHOLDERS DURING THE NAIROBI SECURITIES EXCHANGE PLC (“THE COMPANY”) 70<sup>TH</sup> ANNUAL GENERAL MEETING HELD BY ELECTRONIC COMMUNICATION ON WEDNESDAY 29<sup>TH</sup> MAY 2024, AT 11.00 A.M. EAST AFRICA TIME**

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**1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2023**

It was **resolved** that the Audited Financial Statements for the year ended 31<sup>st</sup> December 2023, together with the Directors’ and Auditors’ Reports thereon be and are hereby approved and adopted.

**2. DIVIDEND PAYMENT**

It was **resolved** that the payment of a final dividend of Kshs. 0.16 per ordinary share, in respect of the Financial Year ended 31<sup>st</sup> December 2023 be and is hereby approved. It was further **resolved** that the closure of the Register of Members at the close of business on 30<sup>th</sup> May 2024 for one day for the purpose of determining the qualifying members entitled to dividends, be and is hereby approved.

**3. DIRECTORS REMUNERATION**

It was **resolved** that the Remuneration Report of the Board as detailed in the Integrated Report and Financial Statements for the Financial Year ended 31<sup>st</sup> December 2023 be and is hereby approved, and the Directors are authorized to fix their remuneration.

**4. RE-ELECTION OF DIRECTORS**

- a) It was **noted** that in accordance with Articles 94 and 95 of the Company’s Articles of Association, Mr. Michael Turner (an Independent, Non-Executive Director), having completed his nine-year term, retired from the Board at the Annual General Meeting. It was further noted that a vacancy had arisen in this regard and would upon a rigorous process being undertaken, be filled in due course;
- b) It was **resolved** that in accordance with Articles 94 and 95 of the Company’s Articles of Association, Mr. Stephen Chege, who retires by rotation and being eligible for re-election, be and is hereby re-elected as a Non-Executive Director representing Listed Companies; and
- c) It was **resolved** that in accordance with Articles 94 and 95 of the Company’s Articles of Association, Mr. Donald Wangunyu, who retires by rotation and being eligible for re-election, be and is hereby re-elected as a Non-Executive Director representing Trading Participants.

**5. RE-APPOINTMENT OF THE MEMBERS OF THE BOARD AUDIT, RISK AND COMPLIANCE COMMITTEE**

It was **resolved** 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) Mr. John Niepold
- b) Ms. Risper Alaro-Mukoto; and
- c) Ms. Isis Nyong'o Madison.

**6. RE-APPOINTMENT OF AUDITORS AND APPROVAL OF AUDITOR'S REMUNERATION**

It was **resolved** 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<sup>st</sup> December 2024 and the Directors are in accordance with the provisions of Section 724 of the Companies Act 2015, hereby authorized to fix the Auditors' remuneration.

**CERTIFIED TRUE EXTRACT**



**KURIA K. WAITHAKA**  
**COMPANY SECRETARY**

**29<sup>TH</sup> MAY 2024**