

**KAKUZI PLC**  
**Company No. 5/51**  
**(Hereinafter referred to as the “Company”)**

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**RESOLUTIONS PASSED AT THE NINETIETH ANNUAL GENERAL MEETING OF THE  
COMPANY HELD AT NAIROBI SERENA HOTEL ON TUESDAY 15 MAY 2018 AT 12.00 NOON**

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**1. APPROVAL OF MINUTES**

It was **unanimously resolved** to approve the minutes of the Eighty Ninth Annual General Meeting held on 15 May 2017.

**2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017**

It was **unanimously resolved** that the Financial Statements of the Company for the year ended 31 December 2017 together with the Chairman’s Statement and the Directors’ and Auditors’ Reports thereon be adopted.

**3. DIVIDEND**

It was **resolved** to approve a first and final dividend of Kshs 7.00/- per share in respect of the Financial Year ended 31 December 2017 as recommended by the Directors.

**4. REMUNERATION POLICY OF THE COMPANY**

It was **unanimously resolved** to approve the Remuneration Policy as detailed in the Annual Report for the year ended 31 December 2017.

**5. REMUNERATION REPORT OF THE BOARD**

It was **unanimously resolved** to approve the Remuneration Report of the Board as detailed in the Annual Report for the year ended 31 December 2017.

**6. RE-ELECTION OF A DIRECTORS**

- i) It was **unanimously resolved** that Mr Kenneth William Tarplee, a director who is over seventy years old and retired at this meeting in accordance with Article 27 of the Company’s Articles of Association, be and he is hereby re-elected as a Director of the Company.
- ii) It was **unanimously resolved** that Mr Nicholas Ng’ang’a, a director who is over seventy years old, and retired at this meeting in accordance with Article 27 of the Company’s Articles of Association, be and he is hereby re-elected as a Director of the Company.

**7. RE-ELECTION/ELECTION OF MEMBERS OF AUDIT AND RISK COMMITTEE**

- i) It was **unanimously resolved** that in accordance with the provisions of Section 769 of the Companies Act 2015, the following directors be and are hereby re-elected to serve as Members of the Board Audit & Risk Committee in the ensuing Financial Year:-
  - a) Mr Daniel M Ndonge
  - b) Mr Stephen N Waruhiu
  - c) Mr Andrew N Njoroge
  - d) Mr Nicholas Ng’ang’a



- ii) It was **unanimously resolved** that in accordance with the provisions of Section 769 of the Companies Act 2015, Mr Kenneth William Tarplee be and he is hereby elected to serve as a Member of the Board Audit & Risk Committee in the ensuing Financial Year.

#### **8. RE-APPOINTMENT OF AUDITORS**

**It was unanimously resolved** to re-appoint Messrs Deloitte & Touché as auditors of the Company in accordance with the provisions of Section 721 of the Companies Act, 2015 and the Directors were authorized to fix the auditors' remuneration for the ensuing financial year.

#### **CERTIFIED TRUE EXTRACT**



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**J L G MAONGA**  
**COMPANY SECRETARY**

**Date: 15 May 2018**