

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

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**RESOLUTIONS PASSED AT THE NINETY FIRST ANNUAL GENERAL MEETING OF THE  
COMPANY HELD AT NAIROBI SERENA HOTEL ON TUESDAY 14 MAY 2019 AT 12.00 NOON**

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**1. APPROVAL OF MINUTES**

It was **unanimously resolved** to approve the minutes of the Ninetieth Annual General Meeting held on 15 May 2018.

**2. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

It was **unanimously resolved** that the Financial Statements of the Company for the year ended 31 December 2018 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 9.00/- per share in respect of the Financial Year ended 31 December 2018 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 2018.

**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 2018.

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

- i) It was **unanimously resolved** that Mr Daniel M Ndonge, a Director who retired by rotation in accordance with Article 27 of the Company's Articles of Association and, being eligible in accordance with Article 28 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 Stephen N Waruhiu a Director who retired by rotation in accordance with Article 27 of the Company's Articles of Association and, being eligible in accordance with Article 28 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 Kenyan 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
- e) Mr Kenneth Tarplee

#### 8. RE-APPOINTMENT OF AUDITORS

It was **unanimously resolved** to re-appoint Messrs Deloitte & Touché as the Auditors of the Company for the Financial Year ending 31 December 2019 in accordance with the provisions of Section 721 (2) of the Kenyan Companies Act, 2015 and, in accordance with the provisions of Section 724 (1) of the Kenyan Companies Act, 2015, 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: 14 May 2019**