



LIBERTY KENYA HOLDINGS Plc

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Directors : P Odera (Chairman),
M du Toit (Managing Director) **, J Hubbard **, P Gethi,
G May*, G Ogallo
Company Secretary : C Kioni
(*British, ** South African)

Liberty Kenya Holdings Plc : Reg No. C12/2010

19th June 2020

Mr Geoffrey Odundo
The Chief Executive Officer
Nairobi Securities Exchange
The Exchange, 55 Westlands
P O Box 43633 - 00100

NAIROBI

Dear Sir,

LIBERTY KENYA HOLDINGS Plc

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 18TH JUNE 2020 THROUGH ELECTRONIC MEANS

Pursuant to the Capital Markets (Securities) (Public Officers, Listing and Disclosures) Regulations 2002, we write with reference to the above following approval by the Board of Directors and the shareholders of the Company.

1. Quorum

The total number of 1,091 shareholders holding a total of 395,070,327 shares representing 73.7% registered and participated in the electronic AGM.

Under Article No. 70 of the Company's Articles of Association, a minimum of 25 members in person or by proxy or, in the case of a corporation, represented by an authorized person and entitled to vote shall form a quorum for an AGM. The proxies received which together with members registered constituted a quorum.

2. Notice

The Notice convening the Annual General Meeting was published in the Daily Nation and Standard newspapers on 29th May 2019. The 2019 Integrated Report and Annual Financial Statements were made available to all shareholders through a publication in the local dailies on 31st March 2020 as well as on the Company's website as indicated in the notice convening the meeting.

3. Resolutions

The following resolutions were passed by poll by the shareholders through a USSD code prompts sent to their phones and email addresses with guidelines on how to vote. The results of the poll were published on the Company's website within 24 hours following conclusion of the Annual General Meeting.

- a) The annual report and the financial statements for the year ended 31st December 2019, together with the Directors 'and Auditors' Reports thereon were considered and adopted.
- b) It was noted that the Directors do not recommend payment of dividend for the year ended 31st December 2019.

- c) Rotation and election of directors:
- i. In accordance with Article No. 111 of the Company's Articles of Association, Mr. Philip Odera retired by rotation and was re-elected.
 - ii. In accordance with Article No. 111 of the Company's Articles of Association, Mr. Jeffery Hubbard retired by rotation and was re-elected.
 - iii. In accordance with Article No. 111 of the Company's Articles of Association, Mr. Gayling R May, retired from the Board.
 - iv. In accordance with Article No.88 of the Company's Articles of Association, Ms Gladys Ogallo, a director appointed to fill a casual vacancy retired at the dissolution of the meeting and, being eligible, was elected.
 - v. In accordance with Article No.88 of the Company's Articles of Association, Mr. Rajesh Shah, a director appointed to fill a casual vacancy retired at the dissolution of the meeting and, being eligible, was elected.
- d) An ordinary resolution was passed pursuant to Section 769 of the Companies Act, 2015, that the following directors being members of the Board Audit Committee be elected to continue to serve as members of the said Committee:
- i. Mr Peter Gethi
 - ii. Mr Rajesh Shah
- e) The Directors Remuneration Report for the year ended 3rd December 2019 was approved.
- f) It was noted that the auditors, KPMG will continue in office in accordance with Sections 721 and 724 of the Companies Act 2015, and the directors were authorized to fix their remuneration.
- g) By way of special resolution, it was resolved that Articles 66 and 78 of the Articles of Association of the Company be and are hereby amended to include the following new Articles to read as follows to provide for holding of Annual General Meetings and Extraordinary General Meetings virtually and for voting to be carried by electronic means;
- 66(a) In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, participate and vote at the meeting.
 - 66(b) The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues.
 - 66(c) The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating by electronic means are able to:
 - (i) Participate in the business for which the meeting has been convened; and
 - (ii) To participate reasonably effectively in the meeting.

- 78(a) Where for any reason general meetings cannot be conducted practically as prescribed in these Articles of Association, the Board shall have power to employ alternative innovative means to hold general meetings and to enable members or their proxies to participate and to vote on resolutions which are required to be passed by members at general meetings.

4. Questions and Answers

Shareholders were given an opportunity to ask questions online and seek clarifications in regard to the financial statements and the resolutions being presented. Responses were provided to all shareholders who sought clarifications as provided in the notice calling for the meeting. All the questions received prior to the meeting and during the livestream shall be collated and responses published on the Company's website.

Yours Faithfully,

For: Liberty Kenya Holdings Plc



Caroline Kioni
COMPANY SECRETARY