

SHAREHOLDERS RESOLUTIONS

EXTRACT FROM THE MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EQUITY GROUP HOLDINGS PLC (THE COMPANY) DULY CONVENED, HELD AND CONSTITUTED AT KENYATTA INTERNATIONAL CONVENTION CENTRE (KICC), NAIROBI, ON 30TH APRIL, 2019.

PRESENT

1. Dr. Peter Munga	Chairman
2. Dr. James Mwangi	Group Managing Director & CEO
3. Dr. Helen Gichohi	Director
4. Mr. Deepak Malik	Director
5. Mr. Vijay Gidoomal	Director
6. Prof. Isaac Macharia	Director
7. Mrs. Mary Wamae	Director
8. Mr. David Ansell	Director
9. Mrs. Evelyn Rutagwenda	Director
10. Dr. Edward Odundo	Director
11. Mrs. Christine Browne	Secretary

The meeting being quorate, the shareholders unanimously resolved:

- i. That the Integrated Report, Audited Financial Statements and Directors' Remuneration Report for the year ended 31st December, 2018, together with the Chairman's, Directors' and Auditors' Reports thereon laid before the meeting be and are hereby received and adopted.
- ii. That a first and final dividend for the year ended 31st December, 2018 of KSHS 2.00/= per share, subject to withholding tax, where applicable, be and is hereby approved.
- iii. That the meeting hereby confirms the remuneration of directors for the year ended 31st December, 2018.
- iv. That Dr. Peter Kahara Munga, having attained the age of seventy years, retires from office in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and has hereby ceased being a director of the Company.
- v. That Mr. Dennis Aluanga retires by rotation in accordance with Article 101 of the Company's Memorandum and Articles of Association and has hereby ceased being a director of the Company.
- vi. That Mr. David Ansell, having attained the age of seventy years, retires from office in terms of Clause 2.5 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, be and is hereby re-elected as a director.
- vii. That Dr. Edward Odundo, having been appointed by the Board as a director on 27th July, 2018 be and is hereby elected as a director.

- viii. That Mrs. Evelyn Rutagwenda be and is hereby appointed to continue to serve as a member of the Board Audit Committee.
- ix. That Mr. Vijay Gidoomal be and is hereby appointed to continue to serve as a member of the Board Audit Committee.
- x. That Dr. Edward Odundo be and is hereby appointed to continue to serve as a member of the Board Audit Committee.
- xi. That the Company's external auditors, PricewaterhouseCoopers (PWC), being eligible and having expressed their willingness, be and are hereby authorized to continue in office in accordance with section 721 of the Companies Act, No. 17 of 2015 and the directors are hereby authorized to fix their remuneration.
- xii. That the payment of a one-off gratuity of KSHS 50,000,000 to the outgoing founder Chairman, Dr. Peter Kahara Munga, in consideration of his length of service, commitment and dedication to the Company spanning over 35 years be and is hereby approved.

IT IS HEREBY CERTIFIED THAT the above is a true extract from the Minutes of the meeting of the Annual General Meeting of the Company and that the Resolutions set forth above were duly passed.



Director:



Director: _____

Date: 30/4/2019