



KCB Group Plc
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RESOLUTIONS PASSED AT THE KCB GROUP PLC. 51ST ANNUAL GENERAL MEETING HELD ON 3 JUNE 2022 AT 10:00 A.M. THROUGH ELECTRONIC MEANS

1. **REPORT & FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER 2021**
THAT the Audited Consolidated Financial Statements for the year ended 31 December 2021 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer & Managing Director and the Auditor thereon be and are hereby adopted.
2. **DIVIDEND**
THAT the interim dividend of KShs. 1.00 per ordinary share paid on 5 January 2022 be confirmed and a first and final dividend of KShs.2.00 per ordinary share, payable, net of withholding tax, on or before 7 July 2022 to shareholders on the Register of Members at the close of business on 25 April 2022 be and is hereby approved.
3. **ELECTION OF DIRECTORS**
 - A. **THAT** in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, and offering themselves for re-election be and are hereby re-elected:
 - i) Mr. Lawrence Njiru
 - ii) Mr. Andrew W Kairu
 - B. In accordance with Articles 94 and 95 of the Company's Articles of Association, the following Director retires by rotation, and does not offer herself for re-election:
 - i) Ms. Georgina Malombe
 - C. **THAT** in accordance with Article 101 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following Director retires from the Board and being eligible and offering herself for election be and are hereby elected:
 - i) Mrs. Alice Kirenge

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Directors: A. W. Kairu (Chairman); L. K. Kiambi; C.S. – National Treasury; J. O. A Nyerere; Ms. G. M. Malombe; L. M. Njiru; Mrs. A.O. Eriksson; A. R. M. Mohamed; Dr. J.O. Bagaka; Mrs. A. M. Kirenge.



D. **THAT** in accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit & Risk Committee be and are hereby elected to continue to serve as members of the said Committee:

- i) Mrs. Anne Eriksson
- ii) Dr. Obuya Bagaka
- iii) Mrs. Alice Kirenge

4. **REMUNERATION OF DIRECTORS**

THAT the Directors' Remuneration Report is adopted and that the Board be and is hereby authorized to fix the remuneration of Directors.

5. **APPOINTMENT OF AUDITORS**

THAT Messrs. PricewaterhouseCoopers, Certified Public Accountants be and are hereby appointed as the auditors of the Company until the conclusion of the next Annual General Meeting and the Directors be and are hereby authorized to fix the remuneration of the Auditors.

CERTIFIED TRUE EXTRACT

BONNIE OKUMU
COMPANY SECRETARY
3 JUNE 2022



KCB GROUP PLC.

(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya)
(Registration Number C 9/88)

51ST ANNUAL GENERAL MEETING

POLLING RESULTS

The Board of Directors of KCB GROUP PLC is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Friday 3 June 2022.

The Poll was conducted by Image Registrars and scrutineered by PWC Kenya.

RESOLUTION	VOTES			
	FOR		AGAINST	
	VOTES	%	VOTES	%
That the Audited Consolidated Financial Statements for the year ended 31 December 2021 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer & Managing Director and the Auditor thereon be and are hereby adopted.	1,194,540,470	99.9982%	21,160	0.0017%
To confirm the interim dividend of KShs. 1.00 per ordinary share paid on 5 January 2022 and approve a final dividend of KShs. 2.00 per ordinary share, payable, net of withholding tax, on or about 7 July 2022 to shareholders on the Register of Members at the close of business on 25 April 2022.	1,193,417,262	99.8997%	1,197,581	0.1002%
That in accordance with Articles 94, 95 and 96 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election are hereby elected:				
(i) Mr. Lawrence Njiru	1,163,131,725	97.3894%	31,178,060	2.6105%
(ii) Mr. Andrew W. Kairu	1,193,952,240	99.9819%	215,425	0.0180%
That in accordance with Article 101 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, the following directors retire from the Board and being eligible offer themselves for re-election be and are hereby elected:				
(i) Mrs. Alice Kirenge	1,163,202,553	97.3852%	31,231,556	2.6147%
That in accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit & Risk Committee be and are hereby elected to continue to serve as members of the said Committee:	1,164,793,544	97.5187%	29,636,545	2.4812%
i) Mrs. Anne Eriksson ii) Dr. Obuya Bagaka iii) Mrs. Alice Kirenge				

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Directors: A. W. Kairu (Chairman); L. K. Kiambi; C.S. – National Treasury; J. O. A Nyerere; Ms. G. M. Malombe; L. M. Njiru; Mrs. A.O. Eriksson; A. R. M. Mohamed; Dr. J.O. Bagaka; Mrs. A. M. Kirenge.



That the Directors' Remuneration Report is adopted and that the Board is hereby authorized to fix the remuneration of Directors.	1,192,401,182	99.8612%	1,656,481	0.1387%
That Messrs. PricewaterhouseCoopers, Certified Public Accountants, are re-appointed as the Auditors of the Company until conclusion of the next Annual General Meeting and the Directors are hereby authorized to fix the remuneration of the Auditors.	1,164,989,338	97.5188%	29,640,514	2.4811%

DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

Board of Directors wish to thank all our shareholders who registered and participated in the virtual Annual General Meeting.

BY ORDER OF THE BOARD

BONNIE OKUMU
COMPANY SECRETARY

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