



NAIROBI SECURITIES EXCHANGE PLC

RESOLUTIONS PASSED BY THE SHAREHOLDERS DURING THE NAIROBI SECURITIES EXCHANGE PLC (“THE COMPANY”) 68TH ANNUAL GENERAL MEETING HELD BY ELECTRONIC COMMUNICATION ON FRIDAY 3RD JUNE 2022, AT 11.00 A.M.

A. ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2021

It was **resolved** that the Audited Financial Statements for the year ended 31st December 2021, together with the Directors’ and Auditors’ Reports thereon be and are hereby approved and adopted.

2. DIVIDEND

It was **resolved** that the payment of a first and second special dividend of Kshs. 0.50 per share each, resulting in a total special dividend of Kshs. 1.00 per share (the first of which was paid in December 2021) and a final dividend of Kshs. 0.40 per ordinary share for the year ended 31st December, 2021 be and is hereby approved. It was further **resolved** that the closure of the Register of Members at the close of business on 3rd June 2022 for one day for the purpose of determining the qualifying members entitled to dividends, be and is hereby approved.

3. DIRECTORS REMUNERATION

It was **resolved** that the Remuneration Report of the Board as detailed in the Integrated Report and Financial Statements for the Financial Year ended 31st December 2021 be and is hereby approved, and the Directors are authorized to fix their remuneration.

4. RE-ELECTION OF DIRECTORS

- a) It was **resolved** that in accordance with Articles 94 and 95 of the Company’s Articles of Association, Mr. Kiprono Kittony, who retires by rotation and being eligible for re-election, be and is hereby re-elected as an Independent Non-Executive Director; and
- b) It was **resolved** that in accordance with Articles 94 and 95 of the Company’s Articles of Association, Ms. Isis Nyong’o Madison, who retires by rotation and being eligible for re-election, be and is hereby re-elected as an Independent Non-Executive Director.

5. ELECTION OF DIRECTOR

It was **resolved** that in accordance with Article 93 of the Company’s Articles of Association, Mr. John Niepold, be and is hereby elected, as an Independent, Non-Executive Director.

6. RE-APPOINTMENT OF THE MEMBERS TO THE BOARD AUDIT, RISK AND COMPLIANCE COMMITTEE

It was **resolved** that in accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit, Risk and Compliance Committee, be re-appointed individually to continue to serve as members of the said Committee:

- a) Ms. Risper Alaro-Mukoto;
- b) Ms. Isis Nyong'o Madison;
- c) Mr. Michael Turner; and
- d) Mr. Paul Mwai

7. APPOINTMENT OF AUDITORS AND APPROVAL OF AUDITOR'S REMUNERATION

It was **resolved** that in accordance with the provisions of Section 721 of the Companies Act, 2015 Messrs. Deloitte & Touche be and are hereby re-appointed as the auditors for the Financial Year ending 31st December 2022 and the Directors are in accordance with the provisions of Section 724 of the Companies Act 2015, hereby authorized to fix the Auditors' remuneration

B. SPECIAL BUSINESS

8. SPECIAL RESOLUTION ON AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

It was **resolved** that the following Special Resolution be and is hereby passed:

"Subject to obtaining regulatory approvals for the creation of a wholly owned subsidiary of the Nairobi Securities Exchange Plc to carry on the exchange business ("Reorganization"), THAT the existing Articles of Association of the Nairobi Securities Exchange Plc be amended by incorporating the changes highlighted in red in the annexure attached to this resolution, with effect from the date of completion of the Reorganization."

CERTIFIED TRUE EXTRACT



KURIA K. WAIHAKA
COMPANY SECRETARY

3rd June 2022