



## Kenya

TotalEnergies Marketing Kenya PLC  
Marketing & Services

**TOTALENERGIES MARKETING KENYA PLC**  
**COMPANY NO. 3/89**  
**(Hereinafter referred to as "the Company")**

**RESOLUTIONS PASSED AT THE SIXTY EIGHTH (68<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE COMPANY HELD BY ELECTRONIC MEANS ON THURSDAY, 30<sup>TH</sup> JUNE 2022 AT 2.00 P.M.**

### 1. APPROVAL OF MINUTES

On a proposal by Ms. Dina Margaret Kokwaro and seconded by Ms. Fauziah Nyambura Abdalla, it was **resolved** that the minutes of the Sixty Seventh (67<sup>th</sup>) Annual General Meeting held on 25 June 2021 be and are hereby approved.

### 2. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

On a proposal by Ms. Sally Jepkorir Kibor and seconded by Mr. Isaac Geoffery Munuhe Macharia, it was **resolved** that the Audited Financial Statements of the Company for the year ended 31 December 2021 together with the reports of the Chairman, the Directors and the Independent Auditors thereon be and are hereby adopted.

### 3. DIVIDEND

On a proposal by Mr. Joseph Mute Gitumah and seconded by Mr. Joseph Mwenda M'ambutu, it was **resolved** that a first and final Dividend of Kshs 1.31 per share in respect of the Financial Year ended 31 December 2021 be and is hereby approved for payment on or around 31 July 2022 to the holders of Ordinary Shares and Redeemable Preference Shares on record at the close of business on 30 June 2022.

### 4. DIRECTORS' REMUNERATION POLICY AND REPORT

On a proposal by Mr. Alois Wafula Chami and seconded by Mr. Joseph Mute Gitumah, it was **resolved** that the Directors' Remuneration Policy and Report as detailed in the Annual Report for the Financial Year ended 31 December 2021 be and is hereby approved and the Directors were authorized to fix the remuneration of the Directors.

### 5. RE-ELECTION OF DIRECTORS

- a) On a proposal by Mr. Wilson Kamande Kinyanjui and seconded by Mr. Alois Wafula Chami, it was **resolved** that Mr Maurice Odhiambo K'Anjejo, a Director who retired by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible and had offered himself for re-election, be and is hereby re-elected.
- b) On a proposal by Mr. Geoffrey Bethuel Maoga and seconded by Mr. Gabriel Njeru M'kwenda, it was **resolved** that Mr. Paul-Henri Assier de Pompignan, a Director who retired by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible and had offered himself for re-election, be and is hereby re-elected.

### 6. RE-ELECTION OF MEMBERS OF THE BOARD AUDIT COMMITTEE

On a proposal by Mr. Chiboli Induli Shakaba and seconded by Mr. Samuel Peter Njoroge Kuria, it was **resolved** that in accordance with the provisions of Section 769 of the Companies Act, 2015, the following

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Directors: Olagoke Aluko \*(Chairman), Eric Fanchini\* (Managing), Jean-Phillippe Torres\*, Paul-Henri Assier de Pompignan\*, Maurice K'Anjejo, Joseph Karago, Margaret Shava \*(French) (\*\*British)


Directors, being members of the Board Audit Committee be and are hereby re-elected to continue serving as members of the said Committee:-

- a) Mr. Joseph Karago
- b) Ms. Margaret Shava
- c) Mr. Maurice Odhiambo K'Anjejo
- d) Mr. Paul-Henri Assier de Pompignan

**7. RE-APPOINTMENT OF AUDITORS**

On a proposal by Mr. Stephen Irungu Kimani and seconded by Mr. Geoffrey Bethuel Maoga, it was **resolved** that in accordance with the provisions of Section 721 (2) of the Companies Act, 2015, Messrs Ernst & Young LLP be and are hereby re-appointed as the Auditors of the Company for the Financial Year ending 31 December 2022 and the Directors were authorized to fix their remuneration in accordance with the provisions of Section 724 (1) of the Companies Act, 2015.

**CERTIFIED TRUE EXTRACT**

  
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**J L G MAONGA**  
**COMPANY SECRETARY**



**Date: 1<sup>st</sup> July 2022**