

**TPS EASTERN AFRICA LIMITED**  
**("the Company")**

**EXTRACT FROM THE MINUTES OF THE 45<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY DULY CONVENED CONSTITUTED AND HELD AT THE AMPHITHEATRE, KENYATTA INTERNATIONAL CONFERENCE CENTRE, NAIROBI, ON FRIDAY, 30 JUNE, 2017 AT 11.00 A.M.**

THE MEETING BEING QUORATE the Shareholders resolved as follows:

**ORDINARY RESOLUTIONS**

**01/17 CONFIRMATION OF THE MINUTES**

THAT the minutes of the forty fourth Annual General Meeting of the Company held on 30<sup>th</sup> June, 2016 be and are hereby approved.

**02/17 AUDITED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2016**

THAT the Audited Accounts for the year ended 31<sup>st</sup> December, 2016 together with the Directors' and Auditors' Reports thereon be and are hereby received and adopted.

**03/17 DECLARATION OF A DIVIDEND**

THAT payment of a first and final dividend for the year ended 31<sup>st</sup> December 2016 of KShs 0.35 per share (subject to withholding tax where applicable) be and is hereby approved, and that the same be paid on or about 30<sup>th</sup> July, 2017, to the members whose names appeared on the Register at the close of business on 30<sup>th</sup> June, 2017.

**04/17 RE-ELECTION OF DIRECTORS**

**THAT:**

(i) Mrs. Guedi Ainache who retired by rotation under Articles 111, 112 & 113 of the Company's Articles of Association and being eligible, be and is hereby re-elected as a Director of the Company;

(ii) Mr. Ameer Kassim-Lakha who retired by rotation under Articles 111,112 &113 of the Company's Articles of Association and being eligible be and is hereby re-elected as a Director of the Company. Special notices had been received by the Company pursuant to section 287 of the Companies Act 2015 and subject to section 131 of the Act that if thought fit, Mr. Ameer Kassim-Lakha, who is over 70 years, be and is hereby re-elected as a Director of the Company;

(iii) Mr. Jack Jacob Kisa who retired by rotation under Articles 111,112 &113 of the Company's Articles of Association and being eligible be and is hereby re-elected as a Director of the Company. Special notices had been received by the Company pursuant to section 287 of the Companies Act 2015 and subject to section 131 of the Act that if thought fit, Mr. Jack Jacob Kisa, who is over 70 years, be and is hereby re-elected as a Director of the Company.

(iv) Mr. Jean-Louis Vinciguerra who retired by rotation under Articles 111,112 &113 of the Company's Articles of Association and being eligible be and is hereby re-elected as a Director of the Company. Special notices had been received by the Company pursuant to section 287 of the Companies Act 2015 and subject to section 131 of the Act that if thought fit, Mr. Jean-Louis Vinciguerra, who is over 70 years, be and is hereby re-elected as a Director of the Company.

#### **05/17 DIRECTORS' FEES**

THAT The remuneration of Directors for the year ended 31<sup>st</sup> December, 2016 be and is hereby approved.

#### **06/17 APPOINTMENT OF THE COMPANY'S AUDITORS**

THAT Pricewaterhousecoopers, the Company's Auditors continue in office in accordance with Section 721 (2) of the Companies Act 2015 of the Laws of Kenya.

#### **07/17 AUDITORS REMUNERATION**

THAT the Auditors' remuneration for the year ended 31<sup>st</sup> December 2016 be and is hereby approved and that the Directors are hereby authorised to fix the Auditors remuneration for the year ending 31<sup>st</sup> December, 2017.

#### **08/17 APPOINTMENT OF AUDIT COMMITTEE MEMBERS**

THAT the Audit Committee members which comprises of Mr. Ameer Kassim-Lakha, Mr. Mahmood Manji, Mr. Guedi Ainache and Mr. Jean-Louis Vinciguerra be and are hereby appointed by shareholders in accordance with Section 769 (1) of the Companies Act 2015.

**09/17 CHANGE OF COMPANY'S NAME**

**SPECIAL BUSINESS**

THAT the name of the Company be and is hereby changed from TPS Eastern Africa Limited to TPS Eastern Africa Plc with effect from the date set out in the Certificate of Change of Name to be issued in that regard by the Registrar of Companies.

IT IS HEREBY CERTIFIED THAT the above is a true extract from the Minutes of the Annual General Meeting of the Company and that the resolutions set forth above were duly passed in accordance with the Memorandum and Articles of Association of the Company.



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Mr. Dominic Ng'ang'a  
**Company Secretary**

Dated at Nairobi this 05 July, 2017