

## **Agenda Item 1: Report and Financial Statements 2021**

### Resolution 1:

THAT the Report of the Directors and the Financial Statements for the year ended 31 December 2021, as audited and reported by the Company's Auditors now submitted to this meeting, be and are hereby approved and adopted.

The Report and Accounts are for the year ended 31 December 2021.

## **Agenda Item 2: Declaration of final dividend**

### Resolution 2:

THAT the interim dividend of KSh. 3.50 per ordinary share paid on 16 September 2021, be and is hereby confirmed and that a final dividend of KSh. 50/- per ordinary share net of Withholding Tax, to be paid on or about 24 May 2022 to shareholders on the Register at the close of business on 22 April 2022, be and is hereby approved.

The Company paid an interim dividend of KSh. 3.50 per Ordinary Share on 16 September 2021. The Board recommends a final dividend of KSh. 50/- per Ordinary Share, bringing the total dividend for the year to KSh. 53.50 per Ordinary Share. Subject to approval by shareholders, the final dividend will be paid on or about 24 May 2022 to shareholders on the register on 22 April 2022.

## **Agenda Item 3: Directors seeking re-election pursuant to Article 102**

### Resolution 3:

THAT Samuel Onyango, Dr. Macharia Irungu and Marion Gathoga-Mwangi be and are hereby re-elected Directors of the Company.

In relation to the re-election of the above-named Directors, the Nominations & Governance Committee and the Board have determined that they continue to perform effectively and demonstrate commitment to their role, and that they are all respectable individuals in their respective fields and backgrounds.

Their balance of knowledge and skills combined with their diversity and business experience, makes a major contribution to the proper functioning of the Board and its Committees. Biographical details of the Directors seeking re-election are set out on page 66 of this Annual Report.

Copies of the Directors' letters of appointment are available for inspection during normal business hours at the Company's registered office on any business day.

## **Agenda Item 4: Re-election of Audit & Risk Committee members**

### Resolution 4:

THAT Dr. Martin Oduor-Otieno, Samuel Onyango, Carol Musyoka and Marion Gathoga-Mwangi be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

In accordance with the provisions of Section 769 of the Companies Act 2015, the Directors listed in Agenda Item 3(c) offer themselves for election to continue to serve as members of the Board Audit & Risk Committee.

## **Agenda Item 5: Directors remuneration**

### Resolution 5:

Resolution 5 is an advisory vote to approve the Directors' remuneration as prescribed by the Capital Markets Authority, Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015.

The Remuneration Report is set out on pages 94-97 of this Annual Report.

## **Agenda Item 6: Re-Appointment of Auditors and Auditor's remuneration**

### Resolution 6:

THAT in accordance with Section 721 (2) of the Companies Act, KPMG Kenya be re-appointed to continue in office as the External Auditor of the Company and that the Directors be and are hereby authorised to fix their remuneration.

With KPMG having expressed their willingness to continue in office as the Company's External Auditor in accordance with the provisions of Section 721 (2), it is proposed that Messrs KPMG Kenya be re-appointed as the External Auditor of the Company and that the Directors be authorised to fix their remuneration for the year ending 31 December 2022.