



## JUBILEE HOLDINGS LIMITED

### **RESOLUTIONS PASSED AT THE 85<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON FRIDAY 30<sup>TH</sup> JUNE 2023 AT 10.00 AM.**

The meeting being quorate, the shareholders resolved as follows:

#### **ORDINARY RESOLUTIONS**

##### **1. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2022**

The Audited Financial Statements for the year ended 31<sup>st</sup> December 2022, together with the reports of the Chairman, Directors' and Auditor thereon, were received and considered.

The Chairman invited questions from Shareholders which were responded to.

It was proposed by NJOKA NANCY NYAMBURA and seconded by MWANGI SAMUEL KAMOTHO and RESOLVED BY MAJORITY VOTE THAT:

**"The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> December 2022 together with the Chairman's, Directors' and Auditor's reports thereon, be and are hereby approved."**

##### **2. PAYMENT OF DIVIDEND**

It was proposed by KIMANI STEPHEN IRUNGU and seconded by ABDULLA FAUZIAH NYAMBURA and RESOLVED BY MAJORITY VOTE THAT:

**"The payment of the interim dividend for the year 2022 of Kes. 1.00 per share paid on 11<sup>th</sup> October 2022 be and is hereby ratified and FURTHER THAT the payment of a final dividend for the year 2022 of Kes. 8.00 per share and a special dividend of Kes. 3.00 per share both to be paid on 26<sup>th</sup> July 2023 to shareholders registered as at 14<sup>th</sup> June 2023 be and is hereby approved.**

##### **3. DIRECTORS SEEKING RE-ELECTION**

a) It was proposed by KANGETHE HANNINGTON KARANJA and seconded by KIRAGU EPHANTUS MATHENGE and RESOLVED BY MAJORITY VOTES THAT:

**"Mr. Akbar Poonawala who was appointed by the Board on 29<sup>th</sup> August 2022 in accordance with Article 90 of the Company's Articles of Association and who being eligible, offers himself for election by the shareholders, be and is hereby elected as a Director of the Company."**

b) It was proposed by MWANGI SAMUEL KAMOTHO and seconded by ONYANGO ISAAC OWUOR and RESOLVED BY MAJORITY VOTE THAT:

**"Mr. Sultan Allana who retires by rotation in accordance with Article 86 of the Company's Articles of Association and who being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company."**

c) It was proposed by MUTHUNGU PHILIP MUNYWOKI and seconded by KAHU ELIZABETH GATHONI and RESOLVED BY MAJORITY VOTE THAT:

**"Mr. Zul Abdul, who retires by rotation in accordance with Article 86 of the Company's Articles of Association and who being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company."**

d) It was proposed by CHAMI ALOIS WAFULA and seconded by OTUKE JOSEPH AMWOMA and RESOLVED BY MAJORITY VOTE THAT:

**“Mr. Shabir Abji who retires by rotation in accordance with Article 86 of the Company’s Articles of Association and who being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.”**

#### **4. CONFIRMATION OF THE BOARD AUDIT AND COMPLIANCE COMMITTEE MEMBERS**

It was proposed by MATIBE PAUL ONSONGO and seconded by NJOROGE TITUS NATHANIEL NJUGUNA and RESOLVED BY MAJORITY VOTE THAT:

**“In accordance with the provisions of Section 769 of the Companies Act 2015, Mr. Zul Abdul, Mr. John Metcalf and Mr. Owen Koimburi be and are hereby confirmed to serve as members of the Board Audit & Compliance Committee.”**

#### **5. APPROVAL OF DIRECTORS REMUNERATION REPORT**

It was proposed by NDORO FREDRICK NJUGUNA and seconded by MBETA APOLLO OLUBERO and RESOLVED BY MAJORITY VOTE THAT:

**“The Directors’ Remuneration Report as detailed in the Annual Report for the year 2022, be and is hereby approved and the Board be and is hereby authorized to set the Directors remuneration for the financial year 2023.”**

#### **6. APPOINTMENT OF AUDITORS**

It was proposed by SALLY JEPKORIR KIBOR and seconded by MAOGA GEOFFREY BETHUEL and RESOLVED BY MAJORITY VOTE THAT:

**“PricewaterhouseCoopers LLP continue as the Auditors of the Company in accordance with Sections 721 of the Companies Act, 2015 and that the Directors be and are hereby authorized to set their remuneration for the financial year 2023.”**

*I confirm that the above resolutions were passed by the Shareholders on the above-mentioned date.*



**MARGARET KIPCHUMBA  
COMPANY SECRETARY**