

# **JUBILEE HOLDINGS LIMITED**

## **RESOLUTIONS PASSED AT THE 86<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON TUESDAY 25<sup>TH</sup> JUNE 2024 AT 11.00 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 2023**

The audited consolidated financial statements for the year ended 31<sup>st</sup> December 2023, 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 MARGARET DINA KOKWARO and seconded by MILLICENT WANJIKU WAHOME and RESOLVED UNANIMOUSLY:

**“ That the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> December 2023 together with the Chairman’s, Directors’ and Auditor’s reports thereon, be and are hereby approved.”**

#### **2. RATIFICATION OF PAYMENT OF INTERIM DIVIDEND**

It was proposed by JOHN WANGA OTUOMA and seconded by THOMAS OLOKO ATAK and RESOLVED UNANIMOUSLY:

**“That the payment of the interim dividend for the year 2023 of Kes. 2.00 per share paid on 11<sup>th</sup> October 2023, be and is hereby ratified.”**

#### **3. APPROVAL OF PAYMENT OF FINAL AND SPECIAL DIVIDEND**

It was proposed by REGINA WANGUI MURUU and seconded by FRANK KANIARU KIHARA and RESOLVED UNANIMOUSLY:

**“ That the payment of a final dividend for the year 2023 of Kes 10.00 per share and a special dividend of Kes 2.30 per share be and is hereby approved. The final and special dividend shall be paid on 25<sup>th</sup> July 2024 to Shareholders registered as at 25<sup>th</sup> June 2024.”**

#### **4. ELECTION OF MS. ROSEMIN BHANJI**

It was proposed by CHARLES MUIGAI MBOGO and seconded by JOHN WANGA OTUOMA and RESOLVED BY MAJORITY VOTE:

**“That Ms. Rosemin Bhanji who was appointed by the Board on 29<sup>th</sup> May 2024 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.”**

#### **5. ELECTION OF MR. AMYN LALJI**

It was proposed by ALOIS WAFULA CHAMI and seconded by ANDREW KEBABE ONGERI and RESOLVED BY MAJORITY VOTE:

**“That Mr. Aryn Lalji who was appointed by the Board on 29<sup>th</sup> May 2024 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.”**

#### **6. APPOINTMENT OF THE BOARD AUDIT AND COMPLIANCE COMMITTEE MEMBERS**

It was proposed by JOHN GICHURE KIIRU and seconded by JONES KAVIVYA NZAU and RESOLVED BY MAJORITY VOTE :

**“ That in accordance with the provisions of Section 769 of the Companies Act 2015, Mr. Owen Koimburi, Mr. John Metcalf and Mr. Akbar Poonawala be and are hereby appointed as members of the Board Audit & Compliance Committee.”**

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

It was proposed by EDWARD WAHOME and seconded by EMMANUEL FENSWA MASABA and RESOLVED BY MAJORITY VOTE:

**“That the Directors’ Remuneration Report as detailed in the Annual Report for the year 2023, be and is hereby approved and the Board be and is hereby authorized to set the Directors remuneration for the financial year 2024.”**

**8. APPOINTMENT OF AUDITORS**

It was proposed by JOHN WANGA OTUOMA and seconded by STEPHEN IRUNGU KIMANI and RESOLVED BY MAJORITY VOTE:

**“ That KPMG Kenya be and is hereby appointed as auditors in accordance with Section 721(2) of the Companies Act and the Directors be and are hereby authorized to fix their remuneration for the ensuing financial year.**

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

**MARGARET KIPCHUMBA**  
**COMPANY SECRETARY**