



JUBILEE HOLDINGS LIMITED

RESOLUTIONS PASSED AT THE 83RD ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS ON TUESDAY 29TH JUNE 2021 AT 11.00 A.M.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2020

It was proposed by Geoffrey Bethuel Maoga and seconded by Stephen Irungu Kimani and UNANIMOUSLY RESOLVED:

"THAT the audited consolidated financial statements for the year ended 31st December, 2020 together with the reports of the Chairman, Directors and Auditor thereon, be and are hereby adopted."

2. APPROVAL OF INTERIM AND FINAL DIVIDENDS

It was proposed by Hannington Karanja Kangethe and seconded by Sally Jepkorir Kibor and RESOLVED BY MAJORITY:

"THAT the payment of the interim dividend for the year 2020 of Kes 1.00 per share made on 9th October, 2020 be and is hereby ratified and that the payment of a final dividend for the year 2020 of Kes 8.00 per share to be paid on 26th July, 2021 to Shareholders registered as at 26th May, 2021 be and is hereby approved."

3. RE-ELECTION OF DIRECTORS

- a. It was proposed by Isaac Ayekha Mudoga and seconded by Titus Nathaniel Njuguna Njoroge and RESOLVED BY MAJORITY:

"THAT Mr. John Metcalf be and is hereby re-elected as a Director."

- b. It was proposed by Naomi Wambui Nganga and seconded by John Wanga Otuoma and UNANIMOUSLY RESOLVED:

"THAT Mr. Juma Kisaame be and is hereby re-elected as a Director."

- c. It was proposed by Francis Patrick Addikah and seconded by Felix Maina Waringu and UNANIMOUSLY RESOLVED:

"THAT Mr. Ashif Kassam be and is hereby re-elected as a Director."

4. APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE

It was proposed by Edward Wahome Muchiimi/Millicent Wanjiku Wahome and seconded by Daniel Kimotho Muchiri and RESOLVED BY MAJORITY:

"THAT the following members of the Board Audit and Compliance Committee be and are hereby confirmed to continue to serve as members of the said committee: (i) Mr. Zul Abdul (ii) Mr. Juma Kisaame (iii) Mr. John Metcalf (iv) Mr. Ashif Kassam"



5. DIRECTORS' REMUNERATION REPORT & DIRECTORS REMUNERATION

It was proposed by Jones Kavivya Nzau and seconded by Alois Wafula Chami and RESOLVED BY MAJORITY:

"THAT the Directors' Remuneration Report for the year ended 31 December, 2020 be and is hereby approved and the Board be and is hereby authorized to set the Directors' remuneration."

6. APPOINTMENT OF AUDITORS

It was resolved by Nancy Nyambura Njoka and seconded by Geoffrey Bethuel Maoga and RESOLVED BY MAJORITY:

"THAT PricewaterhouseCoopers LLP, continue in office in accordance with Sec. 721 of the Companies Act, 2015 and the Directors be and are hereby authorized to set their remuneration for the year ending 31st December 2021.

SPECIAL BUSSINESS

- 7.** The Special Resolution was proposed by Stephen Irungu Kimani and seconded by David Kamau Mwangi and RESOLVED BY MAJORITY:

"THAT the Company's Articles of Association be amended by introduction of a new Article 145 to read as follows:

Art. 145 Acquisition by Company of its own shares

The Company may from time to time, with the sanction of a Special Resolution of the Shareholders, acquire its own shares in accordance with the provisions of Part XVI of the Companies Act, 2015 and any guidelines that may be stipulated by the Capital Markets Authority for share buyback transactions by listed companies."

END