

KAPCHORUA TEA KENYA PLC

RESOLUTIONS PASSED AT THE 80TH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/VIA ELECTRONIC MEANS ON THURSDAY 4TH AUGUST, 2022 AT 10.00 AM.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORT AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

The Report of the Director's and the Audited Financial Statement for the year ended 31st March 2022 were received and considered.

The Chairman invited questions from Shareholders on the Financial Statements. Shareholders asked questions to, which the Chairman and the Financial Director responded.

Shareholders MWANGI SAMUEL KAMOTHO proposed and KIBOR SALLY JEPKORIR seconded the resolution. It was **UNANIMOUSLY RESOLVED THAT** the Report and the Directors and the Financial Statements for the year ended 31st March 2022 as audited and reported by the company's Auditors now submitted to the meeting be and is hereby approved and adopted.

2. DECLARATION OF A FINAL DIVIDEND

It was proposed by NZAU MARGARET NDUKU and seconded by CHAMI ALOIS WAFULA and **UNANIMOUSLY RESOLVED THAT** the payment of dividend of Ksh.10.00 per share for the financial year ended 31st March 2022 will be made to shareholders.

3. ELECTIONS OF DIRECTORS

The following directors retiring at the meeting and offer themselves for re-election:

| Position | Candidate | Votes Garnered | Percentage |
|-----------------|--------------------------|---------------------------|-------------------|
| 1. | MR. PHILIP MAGOR | 5,056,917 | 100% |
| 2. | MR. JAMES PATRICK BROOKS | 5,056,917 | 100% |

Election of Mr. Philip Magor as a Director in accordance with Article 108 of the Articles of Association was Proposed by GITUMAH, JOSEPH M MUTE and NJENGA, SALOME NJARI seconded the motion.

Election of Mr. James Patrick Brooks as a Director in accordance with Article 108 of the Articles of Association was proposed by MBUVI, PETER KIETI and GICHANE, ROSE NJOKI seconded the motion.

4. APPOINTMENT OF BOARD AUDIT COMMITTEE

In accordance with the provision of Section 769 of the companies Act 2015, the following directors being members of the Board Audit Committee, be appointed individually to continue to serve as members of the said committee:

- Mr. Mathew Koech
- Mr. James Patrick Brooks
- Mr. Edward Charles Magor

It was proposed by MUSYOKI, JULIET NDINDA and Seconded by MAOGA, GEOFFREY BETHUEL and **RESOLVED BY MAJORITY** of shareholders to authorize Directors to appoint members of the Audit Committee of the Board.

5. DIRECTOR'S REMUNERATION

It was proposed by CHAMI, ALOIS WAFULA and seconded by KIMANI, STEPHEN IRUNGU of Directors and the Directors' Remuneration Report for the year ended 31ST March 2022 be and is hereby approved.

6. APPOINTMENT OF AUDITORS

It was proposed by NDUNGUTI BETH WANGUI Seconded by DANIEL KIMOTHO MUCHIRI representing STEPPING STONE ENTERPRISES and **RESOLVED BY MAJORITY** of shareholders that the audit of the Company books of accounts will be undertaken by Messrs Pricewaterhouse Coopers having replaced Deloitte & Touche during the year.

