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RESOLUTIONS PASSED AT THE KCB GROUP PLC. 49TH ANNUAL GENERAL MEETING HELD ON 4 JUNE 2020 AT 10:00 A.M. THROUGH ELECTRONIC MEANS

1. **REPORT & FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER, 2019**

THAT the Audited Consolidated Financial Statements for the year ended 31 December, 2019 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer and the Auditor thereon be and are hereby adopted”

2. **DIVIDEND**

THAT the interim dividend of Kes. 1.00 per ordinary share paid on 15 November, 2019 is confirmed and that the final dividend of Kes. 2.50 per ordinary share, payable, net of withholding tax, on or before 3 July, 2020 to shareholders on the Register of Members at the close of business on 27 April, 2020 is approved.

3. **ELECTION OF DIRECTORS**

A. **THAT** in accordance with Articles 94 and 95 of the Company’s Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election are hereby elected:

- i) Ms. Georgina Malombe
- ii) Mr. Andrew Wambari Kairu
- iii) Mr. Lawrence Mark Njiru

B. **THAT** in accordance with Article 101 of the Company’s Articles of Association, having been appointed by the Board to fill in a casual vacancy, Mrs. Anne Eriksson retires from the Board and being eligible offers herself for re-election is hereby elected.

C. **THAT** in accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be and are hereby elected to continue to serve as members of the said Committee:

- i) Mr. Lawrence Mark Njiru
- ii) Mr. John Nyerere
- iii) Mrs. Anne Eriksson

4. **REMUNERATION OF DIRECTORS**

THAT the Directors’ Remuneration Report is adopted and that the Board is hereby authorized to fix the remuneration of Directors.



5. **APPOINTMENT OF AUDITORS**

THAT Messrs. PriceWaterhouseCoopers, Certified Public Accountants, are appointed as the new Auditors of the Company in place of KPMG, Certified Public Accountants (whose term expires at the end of this meeting) until conclusion of the next Annual General Meeting.

6. **REMUNERATION OF AUDITORS**

THAT Directors are hereby authorized to fix the remuneration of the Auditors.

CERTIFIED TRUE EXTRACT

**JOSEPH KANIA
GROUP COMPANY SECRETARY
4 JUNE 2020**



KCB GROUP PLC.

(Incorporated in Kenya under the Companies Act, 2015, Laws of Kenya)
(Registration Number C 9/88)

49TH ANNUAL GENERAL MEETING POLLING RESULTS

The Board of Directors of KCB GROUP PLC is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Thursday 4 June 2020.

The Poll was conducted by Image Registrars and scrutineered by PWC Kenya.

RESOLUTION	VOTES			
	FOR		AGAINST	
	VOTES	%	VOTES	%
That the Audited Consolidated Financial Statements for the year ended 31 December, 2019 together with the reports of the Directors, the Group Chairman, the Group Chief Executive Officer and the Auditor thereon be and are hereby adopted.	1,292,614,937	99.97%	410,251	0.03%
That the interim dividend of Kes. 1.00 per ordinary share paid on 15 November, 2019 is confirmed and that the final dividend of Kes. 2.50 per ordinary share, payable, net of withholding tax, on or before 3 July, 2020 to shareholders on the Register of Members at the close of business on 27 April, 2020 is approved	1,292,526,853	99.96%	498,335	0.04%
That in accordance with Articles 94 and 95 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election are hereby elected:				
(i) Ms. Georgina Malombe	1,292,002,137	99.92%	1,023,051	0.08%
(ii) Mr. Andrew Wambari Kairu	1,292,195,061	99.94%	830,127	0.06%
(iii) Mr. Lawrence Mark Njiru	1,292,112,754	99.93%	912,434	0.07%
That in accordance with Article 101 of the Company's Articles of Association, having been appointed by the Board to fill in a casual vacancy, Mrs. Anne Eriksson retires from the Board and being eligible offers herself for re-election is hereby elected.	1,292,299,401	99.94%	725,787	0.06%
That in accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee be and are hereby elected to continue to serve as members of the said Committee:	1,292,352,143	99.95%	673,045	0.05%
iv) Mr. Lawrence Mark Njiru v) Mr. John Nyerere vi) Mrs. Anne Eriksson				

KCB Group Plc

Directors: A.W. Kairu (Chairman); J.N. Oigara; L.K. Kiambi; C.S. - National Treasury;
A.A. Khawaja; T.D. Ipomai; J.O.A Nyerere; Ms. G.M. Malombe; L. M. Njiru; Mrs. A.O. Eriksson.

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That the Directors' Remuneration Report is adopted and that the Board is hereby authorized to fix the remuneration of Directors.	1,292,162,393	99.93%	862,795	0.07%
That Messrs. PriceWaterhouseCoopers, Certified Public Accountants, are appointed as the new Auditors of the Company in place of KPMG, Certified Public Accountants (whose term expires at the end of this meeting) until conclusion of the next Annual General Meeting.	1,292,334,972	99.95%	690,216	0.05%
That Directors are hereby authorized to fix the remuneration of the Auditors.	1,292,117,601	99.93%	907,587	0.07%

Note:

19,136 shareholders holding a total of 1,388,913, 471 shares in KCB Group PLC registered and participated in the electronic general meeting.

DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

Board of Directors wish to thank all our shareholders who registered and participated in our first virtual Annual General Meeting.

BY ORDER OF THE BOARD

JOSEPH KANIA
GROUP COMPANY SECRETARY

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