

Our Ref: TC/CS/009/6/24

28th June 2024

Mr. Wyckliffe Shamiah
Chief Executive Officer
Capital Markets Authority
Embarkment Plaza, 3rd Floor
Longonot Road, Upper Hill
NAIROBI

Dear Mr. Shamiah,

RE: RESOLUTIONS PASSED AT TRANS-CENTURY PLC 25TH ANNUAL GENERAL MEETING HELD AT THE NAIROBI SECURITIES EXCHANGE IN WESTLANDS NAIROBI ON FRIDAY 28TH JUNE 2024 AT 11.00AM BY ELECTRONIC COMMUNICATION

A. ORDINARY BUSINESS

1. Group's Audited Financial Statements for the period ended 31st December 2022

It was proposed by **Kelvin Kilokwe Musyoka**, seconded by **Beth Wangui Nduguti** and **RESOLVED** by majority vote, that the Group's audited financial statements for the year ended 31 December 2022 together with the Chairman's Statement, Report of the Directors, and Auditors' Report thereon be adopted.

2. Directors' Remuneration and Directors' Remuneration Report for the Period ended 31st December 2022

It was proposed by **Margaret Nduku Nzau**, seconded by **Emmanuel Fenswa Masaba** and **RESOLVED** by majority vote that the Directors' remuneration and Directors' remuneration report as indicated in the Group's audited financial statements for the year ended 31 December 2022 be approved.

3. Dividend

It was noted that the directors did not recommend payment of a dividend for the year ended 31 December 2022.

4. Election of Directors

The shareholders resolved to elect the following directors:

- i. It was proposed by **Peter Mwangi Kimani**, seconded by **Beatrice Wanjiru Maina** **RESOLVED** by majority vote that Mrs. Anne Mutahi, who retired by rotation at this meeting in accordance with the Company's Articles of Association, be and is hereby re-elected a Director of the company.
- ii. It was proposed by **Isaac Owuor Onyango**, seconded by **John Gichuri Kuria** and **RESOLVED** by majority vote that Mr. Wanjuki Muchemi who is over the age of 70 years is approved to continue in office as a director in accordance with the provisions of paragraph 2.5.1 of the Code of Corporate Governance Practices for Issuers of securities to the Public.

5. Election of Members of the Board Audit, Risk and Compliance Committee

It was proposed by **John Gichuri Kuria**, seconded by **Samuel Gitonga Mathenge** and **RESOLVED** by majority vote that, in accordance with the provisions of S. 769 of the Companies Act 2015, Mrs. Anne Mutahi and Mr. Kamal Pallan being members of the Board Audit, Risk & Compliance Committee, be and are hereby re-elected to continue to serve as members of the said Committee.

6. Re-appointment of Auditor and Auditor's Remuneration

It was proposed by **Jones Kavivya Nzau**, seconded by **Hannah Wanjiru Mwaura** and **RESOLVED** by a majority vote to re-appoint Messrs RSM Eastern Africa LLP, in office as the Company's Auditors in accordance with the provisions of Section 721 (2) of the Companies Act, 2015. It was further **RESOLVED** by a majority vote, that the Directors be and are hereby authorised to fix the Auditors' remuneration for the ensuing financial year.

B. SPECIAL BUSINESS

7. Approval to Adopt Certain Amendments to the Company's Articles of Association

It was proposed by **Elizabeth Wangari**, seconded by **Margaret Wanjala Mwachanya** and **RESOLVED** by a majority vote to pass the following Special Resolutions to adoption of certain amendments to the Company's Articles of Association in accordance with section 22 of the Companies Act, 2015: -

That:

- a) Article 99 insert the words "a maximum of" immediately preceding nine.
- b) Article 100 (a) insert the words " a maximum of" immediately preceding nine.
- c) Article 100 (b) insert the words " a maximum of" immediately preceding three.
- d) Article 100 (c) insert the words "a maximum of" immediately preceding three.

Polling Results

The Board of Directors of **Trans-Century** 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 Friday 28th June 2024.

	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	To receive, consider and if approved, adopt the Group's audited financial statements for the year ended 31 December 2022 together with the Chairman s Directors and Auditors reports thereon	845,669,198	99.9999%	100	0.0000%	6,982	PASSED
2	To approve the Directors remuneration and the Directors Remuneration Report for the year ended 31st December 2022.	845,667,198	99.9997%	1,900	0.0002%	7,182	PASSED
3	To re-elect Directors: - In accordance with the Company s Articles of Association, Mrs. Anne Mutahi retires by rotation and being eligible offers herself for re-election.	845,667,398	99.9997%	1,800	0.0002%	7,082	PASSED
4	To re-elect Directors: Pursuant to paragraph 2.5.1 of the Code of Corporate Governance Practices for Issuers of securities to the Public 2015, to approve the continuation in office as a director, Mr. Wanjuki Muchemi who is above the age of seventy (70) years.	845,534,580	99.9833%	140,900	0.0166%	800	PASSED
5	Pursuant to the provisions of Section 769 of the Companies Act 2015	845,668,098	99.9997%	1,800	0.0002%	6,382	PASSED

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	Mr Kamal Pallan and Mrs. Anne Mutahi being Members of the Board Audit Risk & Compliance Committee be re-elected to continue to serve as Members of the said Committee						
6	To approve the re-appointment of RSM Eastern Africa LLP Kenya as the auditors in accordance with section 721 (2) of the Companies' Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing year in accordance with the provisions of Section 724(1) of the Companies Act. 2015.	845,667,698	99.9998%	1,500	0.0001%	7,082	PASSED
7	Special Business: - Adoption of certain amendments to the Company's Articles of Association in accordance with section 22 of the Companies Act, 2015 a) Article 99 insert the words "a maximum of" immediately preceding nine. b) Article 100 (a) insert the words " a maximum of" immediately preceding nine. c) Article 100 (b) insert the words " a maximum of" immediately preceding three. d) Article 100 (c) insert the words "a maximum of" immediately preceding three.	845,620,896	99.9997%	1,902	0.0002%	53,482	PASSED

The above is a true record of the resolutions passed at the 25th Annual General Meeting of Trans-Century PLC.

Yours sincerely
Trans-Century Plc



Virginia Ndunge
Company Secretary