

## **TRANS-CENTURY PLC**

### **MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF TRANS-CENTURY PLC HELD VIA ELECTRONIC MEANS AT THE TRADING FLOOR OF THE NAIROBI SECURITIES EXCHANGE, 55 WESTLANDS ROAD, WESTLANDS NAIROBI ON THURSDAY 16<sup>TH</sup> MARCH 2023 AT 11.00 AM**

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#### **PRESENT**

Mr. S. M. Kariuki	-	Chairman
Mr. N. Njiinu	-	CEO/Director
Mr. W. Muchemi	-	Director
Mr. W. F. Adeosun	-	Director – Attended Virtually
Mr. K. D. Pallan	-	Director – Attended Virtually
Mrs. A. W. Mutahi	-	Director – Attended Virtually

#### **APOLOGIES**

Mr. E. K. Njogu	-	Director
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#### **IN ATTENDANCE**

Mr. Trevor Okoth	-	Ag. TC Group Chief Finance Officer
Ms. Phyllis Gachau	-	TC Group Communication & IR Manager
Ms. Florence Murerwa	-	TC Group Human Resources Manager
Ms. Virginia Ndunge	-	Company Secretary

Shareholders present - A total of 284 shareholders and proxies attended the virtual Annual General Meeting.

The meeting started with a word of prayer led by one of the staff members, Ms. Florence Murerwa.

#### **OPENING REMARKS**

The Chairman welcomed the shareholders to the Extraordinary General Meeting which was held by electronic means.

The Chairman introduced the Board Members who were present and those who were attending virtually.

The Chief Executive Officer on the other hand introduced his management team. The Chairman further conveyed his appreciation to all the shareholders who had managed to dial in or connect through internet to attend and participate in the meeting.

He also confirmed that the requisite functionality had been put in place to allow real-time questions, responses and voting updates.

The Company Secretary then read the notice convening the meeting and confirmed the presence of a quorum. The Chairman declared the meeting properly constituted and called the meeting to order at 11.00 a.m.

**MIN. 1/AGM/2022: CONVERSION OF SHAREHOLDER LOANS INTO  
ORDINARY SHARES PURSUANT TO THE RIGHTS ISSUE  
AUTHORIZED BY THE SHAREHOLDERS' RESOLUTION  
DATED 10<sup>TH</sup> JUNE 2021**

**ORDINARY RESOLUTION**

The Chief Executive Officer did a brief presentation to the shareholders in respect of the proposed ordinary resolution.

The Chairman informed the meeting that shareholders were given an opportunity to ask questions and seek clarifications with respect to the proposed ordinary resolution contained in the notice and agenda of this meeting, prior to the Extraordinary Annual General Meeting (AGM). Responses were provided to all the shareholders who asked questions and sought clarifications prior to the AGM through the AGM platform. Questions raised were responded to.

The Chairman reminded shareholders to vote for the resolution as the meeting progressed. A video with the guidelines on how shareholders could cast their votes for the resolution placed before the EGM and which were summarised in the Notice of this meeting, was played.

The Chairman thereafter, invited the Chief Executive Officer to respond to the key questions which had been posted by the shareholders in the EGM platform. The Chief Executive Officer responded to the questions satisfactorily.

Shareholders were informed that all the questions raised and the respective answers would be uploaded in the Company's official website for their access within 24 hours after conclusion of this meeting.

Shareholders **DINA MARGARET KOKWARO** proposed and **STEPHEN IRUNGU KIMANI** seconded the resolution. It was **RESOLVED BY MAJORITY THAT** the directors be and are hereby authorized on application by a shareholder to convert existing shareholder loans into ordinary shares of the Company to be allotted pursuant to the Rights Offer.

The Company Secretary confirmed having not received any special notice and there being no other business, the meeting ended at 11.30pm. with a vote of thanks by the Chairman.

**CONFIDENTIAL CIRCULATION TO:**

All Shareholders  
Minute Book

**CONFIRMED**

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**CHAIRMAN**

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**DATE**

Dated this 7<sup>th</sup> Day of October, 2022