

## TRANS-CENTURY PLC POLLING RESULTS

The Board of Directors of Trans-Century 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, 10<sup>th</sup> June 2021.

#	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	To receive and adopt, the Chairman's statement, reports of the Directors and Auditors and audited financial statements for year ended 31 December 2019.	206,361,937	86.9026%	31,101,294	13.0973%	9,509,452	PASSED
2	Mr. Shaka Kariuki who was appointed as a director of the Company with effect from 28 March 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.	206,346,353	99.9732%	55,282	0.0267%	40,571,048	PASSED
3	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. Ephraim Kariithi Njogu who is above the age of seventy (70) years.	206,252,153	86.8552%	31,214,476	13.1447%	9,506,054	PASSED
4	Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Ephraim Kariithi Njogu and Mr. Kamal Pallan being Members of the Board Audit, Risk & Compliance Committee be re-elected to continue to serve as Members of the said Committee.	206,268,153	99.9353%	133,382	0.0646%	40,571,148	PASSED

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5	To approve the Directors remuneration for the year ended 31st December 2019.	206,189,437	83.4876%	40,780,646	16.5123%	2,600	PASSED
6	To approve the re-appointment of KPMG Kenya as the auditors in accordance with section 721 (2) of the Companies' Act, 2015 and to authorize the Directors to fix their remuneration.	246,856,783	99.9848%	37,300	0.0151%	78,600	PASSED
7	B. SPECIAL BUSINESS 7. Amendment of the Articles of Association 7.1 To consider, and if deemed fit, pass the following resolutions as Special Resolutions amending the Articles of Association of the Company by introducing new Articles 61(ii), 61(iii), 61(iv) and renumbering Article 61 to read "61 (i) in accordance with section 22 of the Companies Act, 2015. 61(ii) "Notwithstanding anything contained in these Articles, if the Board calls a meeting of shareholders or of the Board, the Board may determine that the meeting be held, subject to and in accordance with the Act or any other applicable regulations, entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting (Multi-site, virtual or hybrid meeting). In the event such a meeting is to be held, the Board shall, notwithstanding anything contained in these Articles, establish the procedures for the conduct thereof including, without limitation, the procedures	215,796,087	87.3995%	31,111,396	12.6004%	65,200	PASSED

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	for voting by telephonic, electronic or other communications facility. Participation in the multi-site, virtual or hybrid meeting held by telephonic, electronic or other communications facility shall constitute presence of the Members or Directors at the meeting and anything contained in these Articles requiring: 61(iii) Members or Directors to be personally present shall be construed as including a virtual, telephonic or electronic presence; and 61(iv) Notice of a meeting to include the place of the meeting shall be construed to include the means of conduct and mechanism for assessing and participating in the meeting if it is a multi-site, virtual or hybrid meeting."						
8	<b>B. SPECIAL BUSINESS 8.</b> Increase of share capital and authorisation of directors to allot and issue shares 8.1 To consider, and if deemed fit, pass the following resolution as a special Resolution: "THAT the share capital of the Company be and is hereby increased from Kenya Shillings six hundred million (KES 600,000,000) divided into one billion two hundred million (1,200,000,000) ordinary shares of Kenya Shillings fifty cents (KES 0.50) each by the creation of an additional two billion (2,000,000,000) ordinary shares of a par value of Kenya Shillings fifty cent (KES 0.50) each and such shares to rank pari passu in all	215,800,989	87.3795%	31,168,594	12.6204%	3,100	<b>PASSED</b>

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9	<p>respects with the existing ordinary shares in the capital of the Company, with the intention that the newly authorized shares will be allotted and issued pursuant to a rights issue 8.2 To consider, and if deemed fit, pass the following resolution as an Ordinary Resolution: "THAT the directors be and are hereby granted the power to: a) Pursuant to a rights issue, allot and issue up to two billion (2,000,000,000) ordinary shares in the Company in accordance with Section 329 of the Companies Act, 2015; and</p> <p>B. SPECIAL BUSINESS 9. Rights Issue 9.1 To consider, and if deemed fit, pass the following resolution as a Special Resolution: "THAT, the directors be and are hereby authorised to carry out a rights issue for the allotment and issuance of up to two billion (2,000,000,000) additional ordinary shares in the Company, subject to any required regulatory approvals including but not limited to the Capital Markets Authority, by way of rights to the holders of the issued ordinary shares in the Company registered at the close of business on such date and at such price as shall be determined by the directors and on such terms and conditions as the directors may determine." The Rights Issue will be on the basis of five (5) new shares for everyone (1) ordinary share held and further the directors be authorized to deal</p>	215,778,907	87.3702%	31,191,776	12.6297%	2,000	PASSED

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	with fractions in such manner as they may think fit and to effect all acts and things required to give effect to this resolution subject to the provisions of the Companies Act 2015, the Company's Articles of Association and the CMA Regulations. For the purposes of paragraph 4 of the Fourth Schedule to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002, this is the announcement of the recommendation of the Rights Issue by the Board of the Company						

The above is a true record of the polling results of the resolutions passed at the 22<sup>nd</sup> Annual General Meeting of Trans-Century PLC.

Yours sincerely

**Trans-Century Plc**



**Virginia Ndunge**

**Company Secretary**