

**RESOLUTIONS PASSED AT TRANSCENTURY PLC 24<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON  
FRIDAY 30<sup>TH</sup> JUNE 2023 BY ELECTRONIC MEANS IN NAIROBI**

**ORDINARY BUSINESS**

**1. Group's Audited Financial Statements for the period ended 31<sup>st</sup> December 2021**

It was proposed by **VIRGINIA NYAMBURA MWANGI**, seconded by **BETH WANGU NDUGUTI** and **RESOLVED** by majority vote, that the Group's audited financial statements for the year ended 31 December 2021 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 31<sup>st</sup> December 2021**

It was proposed by **MARY MURUGI WANG'ANG'A**, seconded by **JOHN MWANGI** 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 2021 be approved.

**3. Dividend**

It was noted that the directors did not recommend payment of a dividend for the year ended 31 December 2021.

**4. Election of Directors**

The shareholders resolved to elect the following directors:

- i. It was proposed by **ISAAC OWUOR ONYANGO**, seconded by **DINA MARGARET KOKWARO** and **RESOLVED** by majority vote that Mr. Kamal Pallan, 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 **GEOFFREY BETHUE MAOGA**, seconded by **CATHERINE ALUDAH EMALI** 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.
- iii. It was noted that Mr. Ephraim Kariithi Njogu who is over the age of 70 years retired in office as a director at this Annual General Meeting 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 Audit Committee**

It was proposed by **DINA MARGARET KOKWARO**, seconded by **WILLIAM MUIGAI MWATHI** 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 Auditors and Auditors Remuneration**

It was proposed by **HENRY KIPLANGAT SANG**, seconded by **EUNICE WANGUI NDORIA** and **RESOLVED** by a majority vote to re-appoint 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.

#### **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 30<sup>th</sup> June 2023.

#	Resolution	Approved	% Approved	Rejected	% Rejected	Abstained
1	To receive and adopt, the Chairman's statement, reports of the Directors and Auditors and audited financial statements for year ended 31 December 2021	136,274,689	100.00%	100	0.00%	11,282
2	To approve the Directors' remuneration and the Directors' Remuneration Report for the year ended 31st December 2021;	134,661,489	99.74%	355,000	0.26%	1,269,582
3	In accordance with the Company's Articles of Association, Mr. Kamal Pallan retires by rotation and being eligible, offers himself re-election.	134,962,789	99.96%	53,700	0.04%	1,269,582
4	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.	136,222,471	99.96%	57,600	0.04%	6,000
5	Pursuant to the provisions of Section 769 of the Companies Act 2015, 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.	134,963,871	99.96%	56,700	0.04%	1,265,500
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.	136,273,089	100.00%	1,500	0.00%	11,482