

## TransCentury Ltd

### **RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON FRIDAY 7TH OCTOBER 2022 AT 11.00 AM**

The meeting being quorate, the shareholders resolved as follows:

#### **ORDINARY RESOLUTIONS**

##### **1. REPORTS AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> December 2020**

The Chairman's statement, Reports of the Directors and Auditors and Audited Financial statements for year ended 31 December 2020 were received and considered.

Shareholders **DANIEL KIMOTHO MUCHIRI** proposed and **DINA MARGARET KOKWARO** seconded the resolution. It was **RESOLVED THAT** the Chairman's statement, Reports of the Directors and Auditors and Audited Financial statements for year ended 31 December 2020 now submitted to the meeting be and is hereby approved and adopted.

##### **2. DIRECTOR'S REMUNERATION**

It was proposed by **ANTONY MUCHIRI MURIUKI** and Seconded by **JONES NTHUKU NDUNDU** and **RESOLVED BY MAJORITY** of shareholders to approve fees payable to the Directors for the year ended 31<sup>st</sup> December 2020.

##### **3. DIRECTOR SEEKING RE-ELECTION**

- a) It was proposed by **JOSEPH MBWIRIA MUTE GITUMAH** and Seconded by **LYDIA WANGARI KARIUKI** and **RESOLVED BY MAJORITY** for appointment of Mr. Wanjuki Muchemi
- b) It was proposed by **GABRIEL NJERU M'KWENDA** and Seconded by **GLADYS WANGECHI NJARAMBA** and **RESOLVED BY MAJORITY** for appointment of Mr. Ephraim Kariithi Njogu.
- c) It was proposed by **NANCY NYAMBURA NJOKA** and Seconded by **DUNCAN NDIRANGU MURIITHI** and **RESOLVED BY MAJORITY** for appointment of Mr. Wanjuki Muchemi.

##### **4. COMMITTEE MEMBERS SEEKING RE-ELECTION**

It was unanimously proposed by **WILLIAM MUIGAI MWATHI** and Seconded by **PETERSON NDIRANGU NGUNJIRI** and **RESOLVED BY MAJORITY** that the following Directors, being members of the Audit, Risk and Compliance Committee be elected to continue serving as members of the Committee:

Mr. Ephraim Kariithi Njogu, Mrs. Anne Mutahi and Mr. Kamal Pallan

## 5. APPOINTMENT OF AUDITORS & AUDITORS REMUNERATION

To note that subsequent to the AGM notice going out KPMG shall not be reappointed at this AGM as the group auditor. This arose from the fact that KPMG has been with TransCentury PLC for over 14years and therefore prudent to rotate the auditor in line with the regulatory guidelines on auditor rotation for listed companies

### TransCentury Ltd Polling Results

The Board of Directors of **TransCentury** 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 7<sup>th</sup> October 2022.

	<b>RESOLUTION</b>	<b>Voted In Favour</b>	<b>% In Favour</b>	<b>Votes Against</b>	<b>% Against</b>	<b>Abstained</b>	<b>Verdict</b>
<b>1</b>	To receive and adopt, the Chairman's statement, reports of the Directors and Auditors and audited financial statements for year ended 31 December 2020	<b>127,066,225</b>	<b>99.9667%</b>	<b>42,300</b>	<b>0.0332%</b>	<b>8,430,838</b>	<b>PASSED</b>
<b>2</b>	To approve the Directors' remuneration and the Directors' Remuneration Report for the year ended 31st December 2020.	<b>124,928,819</b>	<b>99.9802%</b>	<b>24,702</b>	<b>0.0197%</b>	<b>10,585,842</b>	<b>PASSED</b>
<b>3</b>	In accordance with the Company's	<b>135,483,263</b>	<b>99.9651%</b>	<b>47,200</b>	<b>0.0348%</b>	<b>8,900</b>	<b>PASSED</b>

	Articles of Association, Mr. Wanjuki Muchemi retires by rotation and being eligible offers himself for re-election.						
<b>4</b>	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	<b>124,899,319</b>	<b>92.1528%</b>	<b>10,635,644</b>	<b>7.8471%</b>	<b>4,400</b>	<b>PASSED</b>
<b>5</b>	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.	<b>135,484,961</b>	<b>99.9628%</b>	<b>50,300</b>	<b>0.0371%</b>	<b>4,102</b>	<b>PASSED</b>

6	Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Ephraim Kariithi Njogu, Mrs. Anne Mutahi and Kamal Pallan being Members of the Board Audit, Risk & Compliance Committee be re-elected to continue to serve as Members of the said Committee.	<b>124,902,919</b>	<b>92.1555%</b>	<b>10,631,942</b>	<b>7.8444%</b>	<b>4,502</b>	<b>PASSED</b>
7	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 for the ensuing year in accordance with the provisions of Section 724(1) of the Companies Act. 2015.	<b>135,535,863</b>	<b>99.9996%</b>	<b>500</b>	<b>0.0003%</b>	<b>3,000</b>	<b>PASSED</b>