

EVEREADY EAST AFRICA PLC (the Company)

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2023 HELD VIRTUALLY ON FRIDAY, 28th JULY 2023 AT 11:00 A.M

ORDINARY BUSINESS

1. Audited Financial Statements for the year ended 30th September 2022

It was proposed by **Brenda Lumbasi Barasa**, seconded by **Margaret Nduku Nzau** and **resolved by majority vote**, that the Financial Statements of the Company for the year ended 30th September 2022, together with the reports of the Directors, Statements of the Chairperson and Acting Managing Director and the Auditor's report thereon be and are hereby adopted.

2. Election of Directors

Directors Appointed to Fill Casual Vacancies

- a) It was proposed by **John K. Munene**, seconded by **Hellen Njeri Mwangi** and **resolved by majority vote** to elect **Mr. Maurice Nduranu**, having been appointed by the Board to fill in a casual vacancy and this being the first Annual General Meeting to be held since his appointment as Director.
- b) It was proposed by **Apollo Olubero Mbeta**, seconded by **Edward Nyakundi Ibuhe** and **resolved by majority vote** to elect **Mr. Wilfred Saroni**, having been appointed by the Board to fill in a casual vacancy and this being the first Annual General Meeting to be held since his appointment as Director.
- c) It was proposed by **Jeremiah Kubeere Imwili**, seconded by **Joseph Kunikina Wataka** and **resolved by majority vote** to elect **Ms. Faith Mwaura**, having been appointed by the Board to fill in a casual vacancy and this being the first Annual General Meeting to be held since her appointment as Director.

Directors Retiring by Rotation

- a) It was proposed by **Milton Righa Mwanduto**, seconded by **Peter Irungu Chege** and **resolved by majority vote**, that in accordance with Article 91 of the Company's Articles of Association **Kenya Development Corporation**, a director retiring by rotation and who being eligible offers itself for re-election.
- b) It was proposed by **Fredrick Kyumwa Ikulume**, seconded by **Michael Omolo Agutu** and **resolved by majority vote**, that in accordance with Article 91 of the Company's Articles of Association **Mr. Maurice Nduranu**, a director retiring by rotation and who being eligible offers himself for re-election.

Election of an Additional Director

- a) It was proposed by **Peter Muchiri Kiminda**, seconded by **John Thimo Kuria** and **resolved by majority vote**, to elect **Ms. Anzeste Were** as a Director of the of the Company.

3. Board Audit and Risk Committee Membership

It was proposed by **William Raphaels Olwande**, seconded by **Manzura Hussein De Costa** and **resolved by majority vote**, to re-elect in accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors to continue to serve as members of the Board Audit Committee:

- a) Joseph Sitati (Chairperson)
- b) John Karia - Member
- c) Faith Mwaura – Member

4. Director's Remuneration

It was proposed by **Peter Irungu Chege**, seconded by **Sally Jepkorir Kibor** and **resolved by majority vote** to approve the Directors' Remuneration Report for the year ended 30 September 2022 and to authorize the Board to fix the remuneration of the Directors for the year 2023.

5. Re-appointment and Remuneration of Auditors

It was proposed by **Stephen Irungu Kimani**, seconded by **Enoch Mureithi** and **resolved by a majority vote** to re-appoint Messrs **RSM Eastern Africa** as the auditor of the Company in accordance with Section 721 of the Companies Act, 2015, and to authorize the Directors to fix their remuneration for the ensuing financial year.

The above is a true record of the Resolutions passed at the 2023 Annual General Meeting of Eveready East Africa PLC.

BY ORDER OF THE BOARD



Evans Lagat, FCI Arb.
COMPANY SECRETARY.

Dated: 28th June 2023.