

PROPOSED CHANGES TO ARTICLES OF ASSOCIATION

To amend the Articles to reflect the applicable sections of the Companies Act 2015 in the current Articles 6, 8, 17, 60.2, 65, 108, 116, 132, 151, 154 and 167.

To amend Article 3 as follows.

3. In these presents the words standing in the first column of the table next hereinafter contained shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively in the second column thereof:-

~~The~~ Act The Companies Act, 2015 Chapter 486, Laws of Kenya.

Electronic address..... An address used for purposes of sending or receiving documents or information by electronic means

Electronic copy..... A copy of a document or information that is stored or kept in electronic form

Electronic means..... Sending, supplying, delivering or receiving a document by means of electronic equipment or being entirely transmitted, conveyed and received by wire, radio, optical means or by other electromagnetic means

To amend Article 7 by deleting the words “~~except in accordance with the provisions of Section 59 of the Act~~” appearing in the last line thereof.

To amend the last paragraph of Article 70 as follows:

No business other than the appointment of the chairman of the meeting shall be transacted at any General Meeting unless a quorum is present.

To amend Article 72 as follows and insert a new Article 73 then renumber the rest accordingly.

72. The Chairman of the Board (if any), or in his absence the Vice-Chairman of the Board (if any) shall preside as chairman at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if neither of them be present within ten minutes after the time appointed for holding the meeting, or neither of them shall be willing to act as Chairman, the Directors present shall choose one of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person and entitled to vote shall choose one of their own number to act as Chairman at such meeting.

73. The Chairman may adjourn a general meeting at which a quorum is present:

73.1. with the consent of the meeting, or

73.2. if directed by the meeting; or

73.3. if it appears to the Chairman that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

and ~~if directed by the meeting shall, adjourn~~ the meeting shall be adjourned from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

To amend the last paragraph of Article 91 as follows:

91. Unless and until otherwise determined by the Company by Ordinary Resolution the number of Directors shall not be less than ~~twofive~~.

To amend Article 98.6 as follows:

98.6 if he becomes prohibited from being a Director ~~by reason of any order made under Sections 213 or 269~~ by virtue of any provision of the Act ~~or is prohibited from being a director by law.~~

To amend Article 102.1 by deleting the words “*in accordance with Section 200 of the Act*” at the end.

To inserting a new Article after Article 102 then renumber the rest accordingly:

103. Authorisation of Directors’ Conflict of Interest including a conflict of interest and a conflict of duties:

103.1. The Board may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involved a Director (an Interested Director) breaching his duty under the Act to avoid conflicts of interest.

103.2. A Director seeking authorisation in respect of a conflict of interest shall declare to the Board in accordance with Article 102.1 indicating the nature and extent of his interest in a conflict of interest as soon as is reasonably practicable. The Director shall provide the Board with such details of the matter as are necessary for the

Board to decide how to address the conflict of interest together with such additional information as may be requested by the Board.

103.3. Any authorisation under this Article will be effective only if:

103.3.1. any requirement as to the quorum for consideration fo the relevant matter is met without counting the Interested Director and any other interested Director; and

103.3.2. the matter is agreed to without the Interested Director voting or would be agreed to if the Interested Director's and any other interested Director's vote is not counted.

~~103.1.~~103.4. If a question arises at a meeting of directors or of a committee of directors about whether a Director (other than the chairman of the meeting) has an interest which is likely to give rise to a conflict of interest or whether he can vote or be counted in the quorum and the Director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the meeting, whose ruling shall be final and conclusive. If the question arises about the chairman of the meeting, the question must be directed to the Directors.

To amend the fourth sentence of Article 120 as follows:

120. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, ~~two~~five Directors shall be a quorum. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairman shall not have a second or casting vote.

To amend Clause 128 by adding the following at the end:

It is immaterial whether any director signs the resolution before or after the time by which the notice proposed it to be adopted.

To amend Article 129 by deleting the words “*Without Prejudice to the first sentence of Article 90*” at the beginning.

To amend Article 152 as follows:

152. The Company shall, not less than 21 clear days before the date of the meeting before which they are to be laid, send to all the members of the Company, all holders of debentures of the Company and the auditors of the Company in hard copy, electronic form or by means of a website:



152.1. ~~a copy of the Directors' and Auditors reports accompanied by copies of the balance sheet, profit and loss account and other documents required by law to be annexed to the balance sheet~~ its annual financial statement and reports; or

152.2. a summary financial statement.

Before Article 155, to rename the section heading "NOTICE" to "SERVICE".