



BAMBURI CEMENT PLC

RESOLUTIONS PASSED AT THE 72nd ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/BY ELECTRONIC MEANS ON 15TH JUNE 2023 AT 2:30P.M.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. DIRECTORS REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2022

The Report of the Chairman, Group Managing Director, the Directors, the Auditors and the Audited Financial Statements for the year ended 31st December 2022 were received and considered. The Chairman invited questions from Shareholders on the said Reports and Audited Financial Statements. Shareholders asked questions to which the Chairman, the Group Managing Director and the Group Financial Director responded.

Macharia Isaac Geoffrey Munuhe proposed and Mwangi Isaac seconded resolution and it was **resolved by a majority vote that** the Report of the Chairman, Group Managing Director, the Directors and the Audited Financial Statements for the year ended 31st December 2022, be and are hereby approved and adopted.

2. DECLARATION OF A FIRST AND FINAL DIVIDEND

It was proposed by Muruu Regina Wangui, seconded by Makau Frank Kasini and **resolved by a majority vote that** the first and final dividend of KES 0.75 per ordinary share for the financial year ended 31st December 2022, to be paid net of withholding tax on or about 27th July 2023, to Shareholders on the Register of Members as at the close of business on 27th May 2023, be and is hereby approved.

3. DIRECTORS SEEKING RE-ELECTION

- a) It was proposed by Mutua Peterson Kitoo, seconded by Haji Abdifatah Abdalla Mohamed and **resolved by a majority vote that** Jean-Michel Pons, Rita Kavashe and Dr Helen Gichohi who retire by rotation in accordance with Article 111 of the Company's Articles of Association, and being eligible, offer themselves for re-election, be and are hereby re-elected as Directors of the Company;
- b) It was proposed by Rungai Joan Kinya, seconded by Namwalo Lewis Alex and **resolved by a majority vote that** Mohit Kapoor, Eugene Antera and Rajesh Surana, who retired from office having been appointed by the Board since the last Annual General Meeting, be and are hereby re-elected as Directors of the Company.





c) **Appointment of Members of the Board Audit & Risk Committee**

It was proposed by Kariuki Lydia Wangari, seconded by Kimani Stephen Irungu and **resolved by a majority vote that** Alice Owuor, Mbuvi Ngunze, Rita Kavashe, Dr. Helen Gichohi and Austin Ouko be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

4. DIRECTORS' REMUNERATION & DIRECTORS' REMUNERATION REPORT

It was proposed by Dera Collins Ochieng and seconded by Kariithi Florence Wawira and **resolved by a majority vote that** the Directors' Remuneration and Directors' Remuneration Report for the year ended 31st December 2022 be and is hereby approved.

5. RE-APPOINTMENT OF AUDITORS AND FIXING AUDITOR'S REMUNERATION

It was proposed by Geoffrey Bethuel Maoga, seconded by Mwaura Hannah Wanjiru and **resolved by a majority vote that** Messrs Ernst & Young are approved to continue in office as Auditors of the Company by virtue of Section 721(2) of the Companies Act 2015 and further that the Directors be and are hereby authorized to fix their remuneration for the year ending 31st December 2023.

I hereby certify that the resolutions above were duly passed in accordance with the Company's Articles of Association. The result of the vote on each resolution is attached hereto for reference.

By order of the Board

Waeni Ngea
COMPANY SECRETARY

Dated: 16th June 2023





RESULTS OF THE POLL ON EACH RESOLUTION PUT TO SHAREHOLDERS AT THE AGM

Shareholders Registered to Participate:	1,712
Shareholders who attended the AGM:	331
Total Issued Shares:	362,959,275
Total Number of Shares held by Shareholders who registered:	305,929,613
Shareholders who Registered but did not vote	1,571
Shareholders who Registered and voted	141

Following are the polling results for all the resolutions put forward for determination to the shareholders attending the 72nd Annual General Meeting of Bamburi Cement PLC held virtually on 15th June 2023 at 2.30p.m. ALL RESOLUTIONS WERE PASSED.

	RESOLUTION	VOTING RESULTS				ABSTAIN	
		FOR		AGAINST			
1.	To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2022 together with the reports of the Chairman, Group Managing Director, Directors and Auditors thereon.	299,433,494	99.99%	400	0.00%	16,115	0.01%
2.	To approve a first and final dividend of KES 0.75 per ordinary share for the financial year ended 31 December 2022, to be paid net of withholding tax on or about 27 July 2023, to Shareholders on the Register of Members as at the close of business on 27 May 2023	289,296,709	100%	3,400	0.00%	2,200	0.00%
3.	To re-elect Directors: a) In accordance with Article 111 of the Company's Articles of Association the following Directors retire by rotation and being eligible, offer themselves for re-election:						
	i. Jean-Michel Pons,	299,394,620	99.98%	8,815	0.00%	46,574	0.02%
	ii. Rita Kavashe and	299,255,079	99.94%	93,988	0.03%	100,942	0.04%
	iii. Dr Helen Gichohi	299,335,664	99.96%	11,803	0.00%	101,842	0.04%





	<p>b) In accordance with Article 116 of the Company's Articles of Association, the following Directors having been appointed by the Board since the last Annual General Meeting, retire from the Board and, being eligible, offer themselves for re-election:</p> <p>i. Mohit Kapoor</p> <p>ii. Eugene Antera and</p> <p>iii. Rajesh Surana</p>	299,338,108	99.96%	11,700	0.01%	99,501	0.03%
	<p>c) Pursuant to the provisions of Section 769 of the Companies Act 2015, Alice Owuor, Mbuvi Ngunze, Rita Kavashe, Dr. Helen Gichohi and Austin Ouko being members of the Board Audit & Risk Committee, be elected to continue to serve as members of the said Committee</p>	299,321,508	99.96%	3,000	0.00%	123,501	0.04%
4.	To approve the remuneration of Directors and the Directors' Remuneration Report for the year ended 31 December 2022	299,382,168	99.98%	13,900	0.00%	51,941	0.02%
5.	To reappoint Messrs Ernst & Young as Auditors of the Company by virtue of Section 721(2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the year ending 31 December 2023.	299,417,980	99.99%	3,215	0.00%	26,814	0.01%

The above polling results were provided by the Company's Share Registrar, C&R Group Limited.

Waeni Ngea
COMPANY SECRETARY

Dated: 16th June 2023

