



**BAMBURI CEMENT PLC**

**RESOLUTIONS PASSED AT THE 73RD ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/BY ELECTRONIC MEANS ON 13TH JUNE 2024 AT 2:30P.M.**

|    | <b>RESOLUTION</b>  | <b>Voted in Favour</b> | <b>% In Favour</b> | <b>Voted Against</b> | <b>% Against</b> | <b>Abstained</b> | <b>% Abstained</b> | <b>RESULT</b> |
|----|--|------------------------|--------------------|----------------------|------------------|------------------|--------------------|---------------|
| 1. | To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2023 together with the Reports of the Chairman, Group Managing Director, Directors and Auditors thereon.   | 311,319,697            | 99.998%            | 37                   | 0.00%            | 5,692            | 0.002%             | <b>PASSED</b> |
| 2. | To approve a first and final dividend of KES 5.47 per ordinary share for the financial year ended 31 December 2023, to be paid net of withholding tax on or about 25 July 2024, to Shareholders on the Register of Members as at the close of business on 24 May 2024. | 311,322,195            | 99.999%            | 62                   | 0.00%            | 3,056            | 0.001%             | <b>PASSED</b> |
| 3. | To re-elect Directors:<br>a) In accordance with Article 105 of the Company's Articles of Association the following Directors retire by rotation and being eligible, offer themselves for re-election;  |                        |                    |                      |                  |                  |                    |               |
|    | i. Dr. John Simba and  | 311,259,647            | 99.979%            | 55,400               | 0.018%           | 10,379           | 0.003%             | <b>PASSED</b> |
|    | ii. Mr. Mbuvi Ngunze   | 311,137,675            | 99.940%            | 178,075              | 0.057%           | 9,676            | 0.003%             | <b>PASSED</b> |



|    |   |   |   |  |   |   |   |   |
|----|---|---|---|--|---|---|---|---|
|    | <p><b>b)</b> In accordance with Article 110 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. Ms. Claudia Albertini,</p> <p>ii. Mr. David Koros,</p> <p>iii. Mr. Grant Earnshaw and</p> <p>iv. Mr. Kaspar Theiler</p> | <p>311,183,673</p> <p>311,172,263</p> <p>311,263,448</p> <p>311,299,448</p> | <p>99.955%</p> <p>99.951%</p> <p>99.980%</p> <p>99.992%</p> | <p>131,637</p> <p>139,150</p> <p>49,537</p> <p>9,450</p> | <p>0.042%</p> <p>0.044%</p> <p>0.016%</p> <p>0.003%</p> | <p>10,116</p> <p>14,013</p> <p>12,328</p> <p>16,528</p> | <p>0.003%</p> <p>0.005%</p> <p>0.004%</p> <p>0.005%</p> | <p><b>PASSED</b></p> <p><b>PASSED</b></p> <p><b>PASSED</b></p> <p><b>PASSED</b></p> |
|    | <p><b>c)</b> Pursuant to the provisions of Section 769 of the Companies Act 2015, Alice Owuor, Mbuvi Ngunze, Rita Kavashe, Dr. Helen Gichohi and David Koros being members of the Board Audit &amp; Risk Committee, be elected to continue to serve as members of the said Committee.</p>   | <p>311,184,706</p>  | <p>99.955%</p>  | <p>46,313</p>  | <p>0.015%</p>   | <p>94,407</p>   | <p>0.030%</p>   | <p><b>PASSED</b></p>  |
| 4. | <p>To approve the remuneration of Directors and the Directors' Remuneration Report for the year ended 31 December 2023, and authorize the Board to fix the remuneration of Directors for the year ending 31 December 2024.</p>  | <p>310,279,138</p>  | <p>99.664%</p>  | <p>3,737</p>   | <p>0.00%</p>  | <p>1,042,251</p>  | <p>0.335%</p>   | <p><b>PASSED</b></p>  |
| 5. | <p>To reappoint Messrs Ernst &amp; 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 2024.</p>  | <p>311,290,588</p>  | <p>99.989%</p>  | <p>6,237</p>   | <p>0.002%</p>   | <p>28,488</p>   | <p>0.009%</p>   | <p><b>PASSED</b></p>  |

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

**Joyce Munene**  
**COMPANY SECRETARY**

Dated: 14<sup>th</sup> June 2024