



BAMBURI CEMENT PLC

RESOLUTIONS PASSED AT THE 71ST ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/BY ELECTRONIC MEANS ON 16TH JUNE 2022 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 2021

The Report of the Directors and the Audited Financial Statements for the year ended 31st December 2021 were received and considered. The Chairman invited questions from Shareholders on the Directors Report and audited Financial Statements. Shareholders asked questions to which the Chairman, the Managing Director and the Financial Director responded.

Ruigu George Muniu proposed and Brian Langat Kipkoech seconded the resolution and it was **unanimously resolved that** the Report of the Directors and the audited Financial Statements for the year ended 31st December 2021, be and are hereby approved and adopted.

2. DECLARATION OF A FIRST AND FINAL DIVIDEND

It was proposed by Maina Peter Waweru, seconded by Dr. Daniel Njiru Nyaga and **resolved by a majority vote that** the first and final dividend of KES 3.58 per ordinary share for the financial year ended 31st December 2021, to be paid net of withholding tax on 26th July 2022 to shareholders on the register of members at the close of business on 26th May 2022, be and is hereby approved.

3. DIRECTORS SEEKING RE-ELECTION

a) It was proposed by Michael Otieno Orege, seconded by Wycliffe Mmbwanga Bengo and **resolved by a majority vote that** Dr John Simba and Alice Owuor who retire by rotation in accordance with Article 111 of the Company's Articles of Association, and being eligible, offers themselves for re-election be and are hereby re-elected as Directors of the Company; and,

b) It was proposed by Michael Otieno Orege, seconded by Wycliffe Mmbwanga Bengo and **resolved by a majority vote that** John Stull who retires from office in accordance with Article 116 of the Company's Articles of Association, having been appointed by the Board since the last Annual General Meeting and being eligible, offers himself for re-election be and is hereby re-elected as a Director of the Company.

4. APPOINTMENT OF MEMBERS OF THE BOARD AUDIT & RISK COMMITTEE





It was proposed by Kaaria Christine Mwirigi, seconded by Maoga Geoffrey Bethuel and **resolved by a majority vote that** Alice Owuor, Mbuvi Ngunze, Rita Kavashe and Austin A.O. Ouko be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

5. DIRECTORS' REMUNERATION & DIRECTORS' REMUNERATION REPORT

It was proposed by Gachuru Isaac Wanjohi and seconded by Mutua Joshua Muoo and **resolved by a majority that** the Directors' Remuneration and Directors' Remuneration Report for the year ended 31st December 2021 be and is hereby approved.

6. APPOINTMENT OF AUDITORS AND FIXING AUDITOR'S REMUNERATION

It was proposed by Monda Kennedy, seconded by Kariuki Christopher Njau and **resolved by a majority vote that** Messrs Ernst & Young be appointed as the new auditors of the Company in place of Deloitte and Touche (whose term expires at the end of the meeting) in accordance with Sections 721 and 724 of the Companies Act 2015 and further that the Directors be and are hereby authorized to fix their remuneration.

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: 17th June 2022





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

Shareholders Registered to Participate:	1,569
Shareholders who attended the AGM:	328
Total Issued Shares:	362,959,275
Total Number of Shares held by Shareholders who registered:	288,262,638

Following are the polling results for all the resolutions put forward for determination to the shareholders attending the 71st Annual General Meeting of Bamburi Cement PLC held virtually on 16th June 2022 at 2.30p.m. ALL RESOLUTIONS WERE PASSED.

	RESOLUTION	VOTING RESULTS					
		FOR		AGAINST		ABSTAIN	
1.	To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2021 together with the reports of the Chairman, Directors and Auditors thereon.	287,754,769	99.99%	0	0.00%	25,435	0.01%
2.	To approve a first and final dividend of KES 3.58 per ordinary share for the financial year ended 31 December 2021, to be paid net of withholding tax on 26 July 2022 to Shareholders on the Register of Members as at the close of business on 26 May 2022.	287,763,906	99.99%	15,733	0.01%	565	0.00%
3.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: Dr John Simba and Alice Owuor	287,533,696	99.92%	8,450	0.00%	238,058	0.08%
3.b	In accordance with Article 116 of the Company's Articles of Association, the following Director having been appointed by the Board since the last Annual General Meeting, retires from office and being eligible, offers himself for re-election: John Stull	287,503,922	99.91%	21,601	0.01%	236,348	0.08%





4.	Pursuant to the provisions of Section 769 of the Companies Act 2015, the following Directors being members of the Board Audit & Risk Committee, be elected to continue to serve as members of the said Committee:						
	a) Alice Owuor	287,523,273	99.92%	3,950	0%	243,648	0.08%
	b) Mbuvi Ngunze	287,334,067	99.85%	189,355	0.07%	238,449	0.08%
	c) Rita Kavashe	287,526,773	99.92%	250	0%	234,848	0.08%
	d) Austin A.O. Ouko	287,512,268	99.91%	13,755	0.01%	235,848	0.08%
5.	To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2021.	287,701,584	99.98%	23,250	0.01%	37,037	0.01%
6.	To appoint Messrs. Ernst & Young as the new auditors of the Company in place of Deloitte and Touche (whose term expires at the end of this meeting) in accordance with Sections 721 and 724 of the Companies Act 2015 and to authorize the Directors to fix their remuneration.	287,721,823	99.99%	11,858	0.00%	28,190	0.01%

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

Waeni Ngea
COMPANY SECRETARY

Dated: 17th June 2022

