



EQUITY GROUP HOLDINGS PLC
(the “Company”)

RESOLUTIONS PASSED AT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS ON THURSDAY, 24TH JUNE 2021.

MIN 1/2021 AUDITED FINANCIAL STATEMENTS, DIRECTORS’ REMUNERATION REPORT FOR THE YEAR ENDED 31ST DECEMBER 2020, TOGETHER WITH THE CHAIRMAN’S, DIRECTORS’ AND AUDITORS’ REPORTS THEREON.

THAT the Audited Financial Statements and Directors’ Remuneration Report for the year ended 31st December 2020, together with the Chairman’s, Directors’ and Auditors’ Reports thereon laid before the meeting be and are hereby received and adopted.

MIN 2/2021 REMUNERATION OF DIRECTORS

THAT the remuneration of the Directors for the year ended 31st December 2020 be and is hereby approved.

MIN 3/2021 ELECTION OF DIRECTORS

IT WAS NOTED THAT Mr. Christopher Newson retired from office by rotation in accordance with Article 100 of the Company’s Memorandum and Articles of Association and has hereby ceased being a Director of the Company.

THAT Dr. Hellen Gichohi who retired from office by rotation in accordance with Article 100 of the Company’s Memorandum and Articles of Association and being eligible, be and is hereby re-elected as a Director.

THAT Mr. Vijay Gidoomal who retired from office by rotation in accordance with Article 100 of the Company’s Memorandum and Articles of Association and being eligible, be and is hereby re-elected as a Director.

MIN 4/2021 APPOINTMENT OF MEMBERS OF THE BOARD AUDIT COMMITTEE

THAT Dr. Edward Odundo be and is hereby appointed to continue to serve as a member of the Board Audit Committee.

THAT Mrs. Evelyn Rutagwenda be and is hereby appointed to continue to serve as a member of the Board Audit Committee.

THAT Mr. Vijay Gidoomal be and is hereby appointed to continue to serve as a member of the Board Audit Committee.

THAT Dr. Helen Gichohi be and is hereby appointed to continue to serve as a member of the Board Audit Committee.

MIN 5/2021 APPOINTMENT OF COMPANY AUDITOR

THAT the Company's external auditors, PricewaterhouseCoopers LLP, being eligible and having expressed their willingness, be and are hereby authorized to continue in office in accordance with section 721 of the Companies Act, No. 17 of 2015 and the Directors are hereby authorized to fix their remuneration.

MIN 6/2021 AMENDMENT OF THE ARTICLES OF ASSOCIATION

THAT by way of special resolution Articles 1 and 79 of the Articles of Association of the Company be and are hereby amended by insertion of a new Article 79A of the Articles of Association of the Company to provide for (i) the ability to nominate a director for any shareholder holding more than 12.5% of the Company's issued shares; (ii) ability to nominate a director for the Equity Group Foundation; and (iii) the appointment of Executive Directors [as defined below]

THAT the amendment of Article 1 of the Articles of Association of the Company by insertion of the following new definitions be and is hereby approved.

i. *"Executive Director" after the definition of "The Directors"*

"Executive Director means a member of the Board who is an employee of the Company and also serves as a senior manager of the Company and includes the Managing Director and the term "Executive Directors" shall be construed accordingly";

ii. *"Equity Group Foundation" after the definition of "Board"*

Equity Group Foundation means Equity Group Foundation, a company limited by guarantee and incorporated in the republic of Kenya with Company Number C.150117.

THAT the insertion of a new Article 79A of the Articles of Association of the Company immediately after Article 79 of the Articles of Association of the Company be and is hereby approved.

Article 79A

- i. *Each shareholder shall be entitled to nominate for appointment, in accordance with the process under applicable law and the Company board charter, one (1) Director for each complete twelve-point five percent (12.5%) of shares held by the shareholder in the Company provided always that the total number of Directors so nominated for appointment by shareholders pursuant to this Article 79A shall not exceed four (4) Directors.*
- ii. *The Equity Group Foundation shall be entitled to nominate for appointment in accordance with the process under applicable law and the Company's board charter, one (1) Director.*
- iii. *The number of Executive Directors shall not exceed three (3).*

BY THE ORDER OF THE BOARD



**LYDIA NDIRANGU
GROUP COMPANY SECRETARY**