



EAST AFRICAN BREWERIES LIMITED

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2020 HELD ELECTRONICALLY ON WEDNESDAY, 16 SEPTEMBER 2020 AT 11:00 A.M.

ORDINARY BUSINESS

1. **Audited Financial Statements for the year ended 30 June 2020**

It was proposed by Geoffrey Bethuel Maoga, seconded by James Njuguna Njihia and **resolved by majority vote**, that the Financial Statements for the financial year ended 30 June 2020, together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be and are hereby adopted.

2. **Dividend**

It was proposed by Gilbert Oduor Omondi, seconded by James Njuguna Njihia and **resolved by majority vote**, that the interim dividend of Kshs 3/- per ordinary share paid on 17th April 2020 for the year ended 30 June 2020, be confirmed and be noted as the full and final dividend for the financial year under review.

3. **Re-election of Directors**

- a) It was proposed by Wellington Mutuku Mbondo, seconded by Geoffrey Bethuel Maoga and **resolved by majority vote**, that Ms. Carol Musyoka be and is hereby re-elected as a Director of the Company.
- b) It was proposed by Francis Kamenwa Chege, seconded by Geoffrey Bethuel Maoga and resolved by **majority vote**, that Mr. Jimmy Mugerwa be and is hereby re-elected as a Director of the Company.
- c) It was proposed by George Wendot Cheboi, seconded by Geoffrey Bethuel Maoga and **resolved by majority vote**, that Mr. John O'Keeffe be and is hereby re-elected as a Director of the Company.
- d) It was proposed by Lazarus Alusiola Kataka, seconded by Stepping Stone Enterprises and **resolved by majority vote**, that Mr. Leo Breen be and is hereby re-elected as a Director of the Company.
- e) It was proposed by Joseph Mute Mbwiria Gitumah, seconded by John Thagana Mwai and **resolved by majority vote**, that Ms. Risper Ohaga be and is hereby re-elected as a Director of the Company.

4. **Appointment of the members of the Board Audit Committee**

It was proposed by Joseph Mute Mbwiria Gitumah, seconded by John Thagana Mwai and **resolved by majority vote**, that the following Directors, being members of the Board Audit Committee be and are hereby appointed to continue to serve as members of the Committee: Mr. John Ulanga, Mr. Japheth Katto, Mr. Jimmy Mugerwa and Mr. Leo Breen be and are hereby elected to continue to serve as members of the Board Audit Committee.

5. **Directors' Remuneration and the remuneration paid for the year ended 30 June 2020**

It was proposed by Josiah Mayenga Nyangweso, seconded by Mary Muthoni Githinji, and **resolved by a majority vote**, to approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 30 June 2020.

.../2

East African Breweries Limited - Resolutions passed at the 2020 Annual General Meeting

6. **Auditors**

It was proposed by Geoffrey Bethuel Maoga, seconded by George Wendot Cheboi and **resolved by a majority vote** to appoint Messrs PricewaterhouseCoopers, in office as the Company's Auditors in accordance with the provisions of Section 721 (2) of the Companies Act, 2015.

It was further resolved by a majority vote, that the Directors be and are hereby authorised to fix the Auditors' remuneration for the ensuing financial year.

SPECIAL BUSINESS

7. **Change to the Company's Articles of Association**

It was proposed by Stephen Irungu Kimani, seconded by Miriam Wanjiru Githui and **resolved by a majority vote**, to pass the following resolutions as special resolutions, as recommended by the Directors:-

- a) That the Articles of Association of the Company be amended by inserting the following new Article 72A:

ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS

72A.1 In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.

72A.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:

- a) participate in the business for which the meeting has been convened; and
- b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

The above is a true record of the resolutions passed at the 2020 Annual General Meeting of East African Breweries Limited.

BY ORDER OF THE BOARD



**Ms Kathryn Maundu
Company Secretary**

17 September 2020