

**BRITAM HOLDINGS PLC RESOLUTIONS PASSED AT THE 29TH ANNUAL GENERAL
MEETING OF THE COMPANY HELD VIRTUALLY/VIA ELECTRONIC MEANS ON
THURSDAY 26TH JUNE 2025 AT 10.00 AM.**

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

REPORT AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2024

The Report of the Chairman, Director's and the Audited Financial Statement for the year ended 31st December 2024 were received and considered.

ABDALLA, FAUZIAH NYAMBURA proposed and IRUBU, CHARLES CHARAGU; NJERI, SHALIN WANJIKU seconded the resolution. It was **RESOLVED BY MAJORITY** the Report of the Directors and the Financial Statements for the year ended 31st December 2023 as audited and reported by the company's Auditors now submitted to the meeting be and is hereby approved and adopted.

DIRECTORS RE-ELECTION

It was proposed by ADDIKAH, TABU NYEGENYE and Seconded by MAINA, BEATRICE WANJIRU and **RESOLVED BY MAJORITY** of shareholders to re-elect Dr. Peter K Munga as Director.

It was proposed by KOKWARO, DINA MARGARET and Seconded by CHAMI, ALOIS WAFULA and **RESOLVED BY MAJORITY** of shareholders to re-elect Mr. Jimnah M. Mbaru as Director.

It was proposed by ODERA, JASHON OBONYO and Seconded by WAWERU, ALEXANDER MUTUNE and **RESOLVED BY MAJORITY** of shareholders to re-elect Africinvest III SPV 1 as Director.

It was proposed by MBATIA, PETER KAMAU and Seconded by GITUMAH, JOSEPH M MUTE and **RESOLVED BY MAJORITY** of shareholders to re-elect Mr. Kuria Muchiru as Director.

It was proposed by CHAMI, ALOIS WAFULA and Seconded by NJERU, JOYCE WANJIRA and **RESOLVED BY MAJORITY** of shareholders to re-elect Mr. Edouard Schmid as Director.

ELECTION OF MEMBERS OF THE BOARD AUDIT, RISK & COMPLIANCE COMMITTEE

It was proposed by MURUU, REGINA WANGUI and Seconded by MUIRURI, RAPHAEL MWATHA and **RESOLVED BY MAJORITY** of shareholders to authorize Directors to appoint Ms. Celestine Munda, Ms. Susan Abisola & Ms. Judy Rugasira Kyanda as members of the Board Audit, Risk and Compliance Committee of the Board.

DIRECTOR'S REMUNERATION POLICY

It was proposed by GITUMAH, JOSEPH M MUTE and seconded by MBUGUA, RUTH MUTHONI and **RESOLVED BY MAJORITY** to approve the Directors' Remuneration Policy for the year ended 31st December 2024.

DIRECTOR'S REMUNERATION REPORT

It was proposed by SAMUEL, ROSEMARY WANGARI THUO and seconded by MIUU, STEPHEN MWANIKI and **RESOLVED BY MAJORITY** to approve the Directors' Remuneration report and authorize the Board to fix the remuneration of Directors for the year ended 31st December 2024.

RE-APPOINTMENT AND REMUNERATION OF AUDITORS

It was proposed by NGANGA, PAUL KAMAU Seconded by MUTHENGI, SAMUEL MUTUMWA and **RESOLVED BY MAJORITY** of shareholders that the audit of the Company will continue to be undertaken by PricewaterhouseCoopers in accordance with section 721 and 724 of the Companies Act 2015 Act.

SPECIAL BUSINESS

COMPANY POLICIES

It was proposed by MUDOGA, ISAAC AYEKHA Seconded by MUYOTI, GERALD INDOMBERA and **RESOLVED BY MAJORITY** of shareholders that in accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following: (i) Board Remuneration Policy;

It was proposed by MUTISYA, RHODA SYOKAU Seconded by FRANKLINE ONYANGO ODAYO and **RESOLVED BY MAJORITY** of shareholders that in accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following: (ii) Board Members Attraction and Retention Policy;

It was proposed by KIMANI, ELIUD KURIA Seconded by OGENDO, FREDRICK ALOO and **RESOLVED BY MAJORITY** of shareholders that in accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following: (iii) Corporate Disclosures Policies and Procedures;

It was proposed by NGUNJIRI, FRANCIS KIHURIA Seconded by SAMSON K. ARAP MWAREY and **RESOLVED BY MAJORITY** of shareholders that in accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following: (iv) Policy on Effective Communication with Stakeholders;

It was proposed by KENGAH, MARTIN SALIM Seconded by ZIVULI, MATHEW MUSUNGU and **RESOLVED BY MAJORITY** of shareholders that in accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following: (v) Dispute Resolution Policy for Internal and External Disputes.

BY ORDER OF THE BOARD



CS. HILDA NJERU

LEGAL DIRECTOR & COMPANY SECRETARY

26TH JUNE 2025