

## **NAIROBI BUSINESS VENTURES PLC**

### **RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON THURSDAY 26<sup>TH</sup> SEPTEMBER 2024 AT 10.00 AM**

The meeting being quorate, the shareholders resolved as follows:

#### **ORDINARY RESOLUTIONS**

##### **1. ANNUAL REPORTS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024**

The Report of the Chairman, Directors' and Auditors together with the Audited Financial Statements for the year ended 31st March 2024 were received and considered.

Shareholders **STEPHEN IRUNGU KIMANI** proposed and, **PAUL WAMBUA KIOKO** seconded the resolution. It was **RESOLVED BY MAJORITY THAT** the reports of the Chairman, Directors and Auditors' together with the Financial Statements for the year ended 31<sup>st</sup> March 2024, be and is hereby approved and adopted.

##### **2. ELECTION OF DIRECTORS**

- a) It was proposed by **MARGARET NDUKU NZAU** and seconded by **DAVID MAKUMI MWANGI** and **RESOLVED BY MAJORITY THAT** Mr.Vimal Naresh a Director retiring by rotation in accordance with the Articles of Association of the Company and being eligible, be and is hereby re-elected.
- b) It was proposed by **JOHN GICHURE KIIRU representing GRACE NJERI GICHURE; JOHN GICHURE KIIRU** and seconded by **FREDRICK WAINAINA NJENGA** and **RESOLVED BY MAJORITY THAT** Mr. UmangKumar Haresh Soni a Director retiring by rotation in accordance with the Articles of Association of the Company and being eligible, be and is hereby re-elected.

##### **3. APPOINTMENT OF BOARD COMMITTEE MEMBERS**

It was proposed by **BETH WANGUI NDUGUTI** and seconded by **BENSON MWANGI MAINA** and **UNANIMOUSLY RESOLVED THAT** in accordance with the provisions of Section 769 of the Companies Act 2015, the following directors, being members of the Board Audit Committee be and are hereby appointed to continue to serve as members of the said Committee:

- I. Mr. Lucas F. L. O. Meso
- II. Mr. Robert K. Nyasimi
- III. Ms. Rita O. Okuthe
- IV. Mr. Naresh J. Ranpura

#### 4. REMUNERATION OF DIRECTORS

It was proposed by **ANTONY MUCHIRI MURIUKI** and seconded by **BRIGIT NJOKI MURUU** and **RESOLVED BY MAJORITY THAT** remuneration of Directors and Directors' Remuneration report for the financial year ended 31<sup>st</sup> March 2024 be and is hereby approved.

#### 5. BOARD REVIEW OF POLICY DOCUMENTS

It was proposed by **ELIUD KURIA KIMANI** and seconded by **CHARLES KABUI NJOROGE** and **UNANIMOUSLY RESOLVED THAT** the Board is hereby authorized to formulate, approve and regularly review policy documents as required under CMA regulations as continuing obligations as required under regulation 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 for:

- i. Remuneration,
- ii. Effective Communication with stakeholders,
- iii. Corporate disclosures and procedures,
- iv. Dispute resolution for internal and external disputes; and
- v. Attraction and retention of directors of the Company,

#### 6. AUDITORS APPOINTMENT & REMUNERATION

The resolution was proposed by **WILLIAM KAMIRI KIMANI** and seconded by **GABRIEL NJERU M'KWENDA** It was **RESOLVED BY MAJORITY THAT** Messrs Jesse & Associates be and are hereby re-appointed as Auditors of the Company in accordance with the provisions of section 721(2) of the Kenyan Companies Act, 2015 and the Directors be and are hereby authorized to fix the Auditors' remuneration for the ensuing financial year.

BY ORDER OF THE BOARD



**VICTORIA CHEROTICH**  
**COMPANY SECRETARY**  
**26TH SEPTEMBER 2024**