



(A public limited liability company incorporated in Kenya under registration number C.7/50)

## **68<sup>TH</sup> ANNUAL GENERAL MEETING** **POLLING RESULTS**

The Board of Directors of **I&M HOLDINGS PLC** is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Virtual Annual General Meeting held on Friday, 26 June 2020.

The poll was conducted and scrutinized by CDSC Registrars, the Company's Registrars.

A	RESOLUTION	FOR		AGAINST		ABSTAIN	
		Votes	%	Votes	%	Votes	%
1	To receive the Group's audited financial statements for the year ended 31 December, 2019 together with the Chairman's, Directors' and Auditors' reports thereon.	653,986,709	100.000%	300	0.000%	-	0.000%
2	To approve the Directors' remuneration as provided in the accounts for the year ended 31 December 2019.	653,894,778	99.997%	300	0.000%	19,104	0.003%
3	To approve payment of a first and final dividend of Kshs 2.55 per share amounting to Kshs 2,108,367,382 for the year ended 31 December 2019. The dividend will be payable to the shareholders in the Company's Register of Members at the close of business on Monday, 8 June, 2020 and will be paid on or around Friday, 26 June, 2020.	653,909,882	99.999%	300	0.000%	4,000	0.001%
4	To re-elect directors:						
	i) Mr. Vincent De Brouwer who was appointed as a director of the Company with effect from 5th November 2019, retires in accordance with Article No. 111 of the Company's Articles of Association and being eligible, offers himself for re-election.	653,889,878	99.996%	9,200	0.000%	15,104	0.002%
	ii) Ms. Rose Wanjiru Kinuthia who was appointed as a director of the Company with effect from 3rd March 2020, retires in accordance with Article No. 111 of the Company's Articles of Association and being eligible, offers herself for re-election.	653,894,778	99.997%	300	0.000%	19,104	0.003%
	iii) In accordance with Article 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. Daniel Ndonye, having	653,894,778	99.997%	300	0.000%	19,104	0.003%

	attained the age of 70 years, retires and offers himself for re-election.						
	iv) In accordance with Article 2.5 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, Mr. SBR Shah having attained the age of 70 years, retires and offers himself for re-election.	652,644,870	100.000%	-	0.0%	-	0.0%
	v) In accordance with Article No. 112 of the Company's Articles of Association Dr. Alice Nyambura Koigi, retires by rotation and being eligible, offers herself for re-election.	653,894,778	99.997%	4,300	0.000%	15,104	0.002%
	vi) In accordance with Article No. 112 of the Company's Articles of Association Mr. Michael Turner, retires by rotation and being eligible offers himself for re-election.	653,894,778	99.997%	4,300	0.000%	15,104	0.002%
5	Pursuant to the provisions of Section 769 of the Companies Act, 2015, Mr. Michael Turner, Mr. Vincent De Brouwer and Ms. Rose Wanjiru Kinuthia being members of the Board Audit and Risk Management Committee, be elected to continue to serve as Members of this Committee.	653,889,878	99.997%	300	0.000%	19,104	0.003%
6	To note that the auditors Messrs. KPMG Kenya Certified Public Accountants (K), having expressed their willingness, continue in office in accordance with Section 721 (2) of the Companies Act, 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.	653,964,908	99.999%	3,320	0.000%	-	0.000%
	<b>SPECIAL BUSINESS</b>						
7	<b>Amendment of the Articles of Association</b> – To consider and if thought fit to pass the following resolutions as <b>SPECIAL RESOLUTIONS:</b>						
	a) THAT, the Articles of Association of the Company be amended so as to insert a new clause 66A which will read as follows: The Board may determine that a general meeting may be held entirely by electronic or other communication facility that permits all those entitled to be present to participate in the meeting. Any shareholder (entitled to vote) participating at the meeting may vote by means of the telephonic, electronic or other communication facility that the Company has made available for that purpose.	653,948,272	99.998%	300	0.000%	15,104	0.002%

	b) THAT, the Articles of Association of the Company be amended by deleting Article 149 in its entirety.	653,894,778	99.998%	-	0.000%	15,404	0.002%
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**NOTE:** Shareholders holding a total of 653,987,009 ordinary shares in I&M Holdings PLC registered and participated in the Virtual General Meeting representing 79.1% of the total issued ordinary shares of the Company.

**DECISION**

All of the above resolutions as presented to the shareholders were **Approved** having garnered a majority of the votes cast.

The Board of Directors wishes to thank all the shareholders for their participation in the Company's first Virtual Annual General Meeting.

**BY ORDER OF THE BOARD**

**BILHA WANJIRU MWANGI**  
**COMPANY SECRETARY**  
**27<sup>TH</sup> JUNE 2020**