

## SAFARICOM PLC

**RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2019 HELD AT THE BOMAS OF KENYA, LANGATA/FOREST EDGE ROAD, NAIROBI ON FRIDAY, 30 AUGUST 2019 AT 11:00 A.M.**

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### ORDINARY BUSINESS

#### 1. Audited Financial Statements for the year ended 31 March 2019

**It was resolved** by majority vote that the Consolidated Financial Statements and Statement of Financial Position for the financial year ended 31 March 2019, together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be and are hereby adopted.

#### 2. Dividend

**It was resolved** by majority vote to approve a final dividend of Kshs 1.25 per share on the issued and paid up share capital as at 31 March 2019 payable on or before 30 November 2019 to the Shareholders on the Register of Members as at the close of business on 2 September 2019 as recommended by the Directors.

The shareholders were informed that a special dividend of Kshs 0.62 per share for the Financial Year ending 31 March 2020, as approved by the Directors on 2 May 2019, will be payable on or about 30 November 2019 to the Shareholders on the Register of Members as at the close of business on 2 September 2019.

#### 3. Directors

- a) **It was resolved** by majority vote, that Dr Bitange Ndemo be and is hereby re-elected as a Director of the Company.
- b) **It was resolved** by majority vote, that Ms Rose Ogega be and is hereby re-elected as a Director of the Company.

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

**It was 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: Dr Bitange Ndemo, Mrs Esther Koimett, Mr Mohamed Joosub, Dr Till Streichert and Ms Rose Ogega.

#### 5. Directors' Remuneration for the year ended 31 March 2019

**It was resolved** by a majority vote that was conducted through a ballot process, to approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 March 2019.

#### 6. Auditors

**It was unanimously resolved** to re-appoint Messrs PricewaterhouseCoopers, to continue 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.

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When we come together, great things happen.

**Safaricom PLC - Resolutions passed at the 2019 Annual General Meeting**

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**SPECIAL BUSINESS**

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

**It was resolved** by majority vote to pass the following resolution as a special resolution, as recommended by the Directors:-

That Article 89 (a) be amended by deleting the phrase 'ten (10)' and replacing it with the phrase 'eleven (11)' **and** to add the phrase 'a majority of' so that Article 89 (a) will read as follows:-

" Unless and until otherwise from time to time determined by a special resolution of the Company, the number of Directors (excluding alternates) shall not be less than seven (7) nor more than eleven (11) in number and shall include independent non-executive directors a majority of who shall be of Kenyan citizenship."

**The above is a true record of the resolutions passed at the 2019 Annual General Meeting of Safaricom PLC.**

**BY ORDER OF THE BOARD**



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**Ms Kathryn Maundu**  
Company Secretary

**6 September 2019**