

SAFARICOM PLC

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2020 HELD ELECTRONICALLY ON THURSDAY, 30 JULY 2020 AT 11:00 A.M.

ORDINARY BUSINESS

1. Audited Financial Statements for the year ended 31 March 2020

It was proposed by Grace Nyarangi Kenyanya, seconded by Assumpta Ndumi Ngombalu and **resolved by majority vote**, that the Consolidated Financial Statements and Statement of Financial Position for the financial year ended 31 March 2020, together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be and are hereby adopted.

2. Dividend

It was proposed by Grace Waitira Mburu, seconded by Purity Nyokabi Macharia and **resolved by majority vote**, to approve a final dividend of Kshs 1.40 per share for the financial year ended 31 March 2020 payable on or before 31 August 2020 to the Shareholders on the Register of Members as at the close of business on 30 July 2020 as recommended by the Directors.

3. Directors

It was proposed by Francis Mbugua Koileken Montet, seconded by Norbert Musyimi Kalata and **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 proposed by Kelvin Mungai Njoki, seconded by Nicholus Mugo Munyi 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: Ms Rose Ogega, Dr Bitange Ndemo, Mrs Esther Koimett and Mr Mohamed Joosub.

5. Directors' Remuneration and the remuneration paid for the year ended 31 March 2020

It was proposed by Nancy Wairimu Chira and Penninah Wanjiku Waweru, seconded by Janet Njoki Nganga and **resolved by a majority vote**, to approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 March 2020.

6. Auditors

It was proposed by Esther Wairimu Wanjohi, seconded by Dickson Robbie Onyango Otieno and **resolved by a majority vote** to appoint Messrs Ernst & Young, 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 Joseph Mwangi Waiyaki Thuita, seconded by Samuel Gitonga Arithi and **resolved by a majority vote**, to pass the following resolutions as special resolutions, as recommended by the Directors:-



Safaricom PLC - Resolutions passed at the 2020 Annual General Meeting

- a) That the Articles of the Company be amended by adding the following sentence as Line 2 of Article 63:-

"The Company may give such notice in writing or by electronic means or by a combination of means permitted by the Statutes."

- b) That the Articles of Association of the Company be amended by inserting the following new Article 64A:

ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS

64A.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.

64A.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 Safaricom PLC.

BY ORDER OF THE BOARD



**Ms Kathryn Maundu
Company Secretary**

4 August 2020

