



WPP SCANGROUP PLC

RESOLUTIONS PASSED AT THE 17TH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/ VIA ELECTRONIC MEANS ON FRIDAY 30TH JUNE 2023 AT 11.00 AM.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORTS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2022

The Audited Financial Statements for the year ended 31st December 2022, together with the reports of the Chairman, Directors' and Auditor's thereon, were received and considered.

Shareholders, **DAVID MURIITHI GITARI** proposed and **GABRIEL NJERU M'KWENDA**, seconded the resolution. It was **RESOLVED BY A MAJORITY OF THE VOTE THAT** the Audited Accounts of the company for the year ended 31st December 2022, together with the Chairman's, the Directors' and Auditors Reports thereon, be and are hereby received and adopted.

2. DIRECTORS SEEKING RE-ELECTION

- a) It was proposed by **APOLLO OLUBERO MBETA** and seconded by **DAVID MURIITHI GITARI** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr Richard Omwela who retires by rotation in accordance with the provisions of the Article and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.
- b) It was proposed by **CATHERINE NZAUH** and seconded by **DAVID KAMAU JIDRAPH** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr Dominic Grainger who retires by rotation in accordance with the provisions of the Article and being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.
- c) It was proposed by **EDWARD ERNEST IRERI** and seconded by **MARY NYAMBURA NDUNGU** and **RESOLVED BY A MAJORITY OF VOTES THAT** the recommendation by the Board of Directors to elect Ms Patou Nuytemans in accordance with the provisions of Article 30.8 (b) of the Company's Articles of Association be and is hereby approved.

3. BOARD AUDIT AND RISK COMMITTEE MEMBERS SEEKING RE-ELECTION.

It was proposed by **LAWRENCE MAINA MATHENGE** and seconded by **HENRY NGARUIYA NDUATI** and **RESOLVED BY A MAJORITY OF VOTES THAT** In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be and are hereby elected to continue to serve as members of the said committee: -

1. Mr Peter M. Kimurwa
2. Ms Patricia Kiwanuka
3. Ms Beverley Spencer-Obatoyinbo
4. Mr. Jonathan Neil Eggar
5. Mr Shahid Sadiq
6. Mr Federico de Nardis

4. DIRECTORS' REMUNERATION

- a) It was proposed by **AQUINATA IMBWAKA** and seconded by **ISAAC OWUOR ONYANGO** and **RESOLVED BY A MAJORITY OF VOTES THAT** the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2022, be and is hereby approved.

- b) It was proposed by **JUDITH LEUNIDAH KHAMASI** and seconded by **JOSEPH M MUTE GITUMAH** and **RESOLVED BY A MAJORITY OF VOTES THAT** Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2022, be and is hereby approved.

5. AUDITORS APPOINTMENT AND REMUNERATION

It was proposed by **JONES KAVIVYA NZAU** and seconded by **WILLIAM MUIGAI MWATHI** and **RESOLVED BY A MAJORITY OF VOTES THAT** Deloitte & Touche LLP be and are hereby appointed to continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and the Directors be and are hereby authorized to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.

BY ORDER OF THE BOARD



WINNIE JUMBA

COMPANY SECRETARY

30th June 2023