



**SCANGROUP**

**RESOLUTIONS PASSED AT THE 2022 ANNUAL GENERAL MEETING HELD ELECTRONICALLY ON FRIDAY, 27 MAY 2022 AT 11:00 A.M.**

**ORDINARY BUSINESS**

**1. Audited Financial Statements for the year ended 31 December 2021**

It was proposed by Kennedy Okeri and seconded by Kellen Nyanjau and resolved by majority vote, that the Consolidated Financial Statements and Statement of Financial Position for the financial year ended 31 December 2021, together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be and are hereby adopted.

**2. Dividend**

It was proposed by Stephen Irungu and seconded by Adbifatah Abdalla Mohamed Haji to note the directors did not recommend the payment of a dividend for the financial year ended 31<sup>st</sup> December 2021.

**3. Directors**

- a) It was proposed by Apollo Ochieng Obiero and seconded by Samuel Gichohi and resolved by majority vote that Mr Andrew Grant Balfour Scott be and is hereby re-elected as a Director of the Company.
- b) It was proposed by Stephen Irungu and seconded by Goodwill Mwanzala and resolved by majority vote that Mr Jonathan Neil Eggar be and is hereby re-elected as a Director of the Company.
- c) It was proposed by Jepchumba Naum and seconded by Peter Goko and resolved by majority vote that Ms Patricia Kiwanuka be and is hereby re-elected as a Director of the Company.
- d) It was proposed by Edna Ambasa and seconded by Moses Ndungu and resolved by majority vote that Ms Beverley Spencer - Obatoyinbo be and is hereby re-elected as a Director of the Company.
- e) It was proposed by Philip Mbogho and seconded by Micah Ochwangi and resolved by majority vote that Mr Peter Kimurwa be and is hereby re-elected as a Director of the Company.
- f) It was proposed by Jared Omondi Otieno and seconded by John Waithaka and resolved by majority vote that Mr Federico de Nardis be and is hereby re-elected as a Director of the Company.
- g) It was proposed by Peter Ngabura and seconded by Kennedy Onyango and resolved by majority vote that Ms Tebogo Skwambane be and is hereby re-elected as a Director of the Company.
- h) It was proposed by Samuel Gitonga and seconded by Lazarus Musyimi and resolved by majority vote that the following directors be and are hereby re-elected as members of the Board Audit and Risk Committee.

- Mr. Peter Kimurwa
- Ms Patricia Kiwanuka
- Ms Beverley Spencer – Obatoyinbo
- Mr Jonathan Neil Eggar
- Mr Shahid Sadiq
- Mr Federico de Nardis

#### 4. **Directors Remuneration**

- a) It was proposed by Bernard Kagoiya and seconded by Jobondo Jackson Nyadhe and resolved by majority vote that the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2021 be and is hereby approved.
- b) It was proposed by Patrick Gitau and seconded by Kennedy Odhiambo and resolved by majority vote that the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2021 be and is hereby approved.

#### 5. **Auditors**

It was proposed by Milcah Nyambura and seconded by John Maina and resolved by a majority vote to re-appoint Messrs Deloitte & Touche, 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.

The above is a true record of the resolutions passed at the 2022 Annual General Meeting of WPP Scangroup Plc.

#### **BY ORDER OF THE BOARD**



Winnie Jumba  
Company Secretary

27 May 2022

## WPP SCANGROUP PLC - ANNUAL GENERAL MEETING

### POLLING RESULTS

Following are the polling results for all the resolutions put forward for determination to the shareholders attending the 16<sup>th</sup> Annual General Meeting WPP Scangroup Plc held on 27<sup>th</sup> May 2022 at 11:00AM by virtual means.

	RESOLUTION	Voted in Favour	% In Favour	Voted Against	% Against	Abstained	% Abstained	RESULT
3.	To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2021, together with the Chairman's, the Directors' and Auditor's Reports thereon.	245,688,750	99.99%	500	0%	13,700	0.01%	<b>PASSED</b>
4.	To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2021.	243,561,530	99.13%	1,986,660	0.81%	154,760	0.06%	<b>PASSED</b>
5.	<b>Directors:</b> a) In accordance with the provisions of Article 30.1 of the Company's Articles of Association:  • Mr Andrew Grant Balfour Scott retires by rotation and being eligible, offers himself for re-election.  • Mr Jonathan Neil Eggar retires at this meeting and being eligible, offers himself for re-election.	245,552,110	99.94%	143,180	0.06%	7,660	0%	<b>PASSED</b>
		245,515,170	99.92%	184,820	0.08%	3,960	0%	<b>PASSED</b>
	b) In accordance with the provisions of Article 29.5 of the Company's Articles of Association  i) Ms Patricia Kiwanuka who was appointed during the year retires at this meeting and being eligible, offers herself for re-election.	245,554,170	99.94%	147,620	0%	3,360	0%	<b>PASSED</b>
	ii) Ms Beverley Spencer-Obatoyinbo who was appointed during the year retires at this meeting and being eligible, offers herself for re-election.	245,522,470	98.93%	176,640	0.07%	3,840	0%	<b>PASSED</b>
	iii) Mr Peter M. Kimurwa, who was appointed during the year retires at this meeting and being eligible, offers himself for re-election.	245,547,430	99.94%	151,680	0.06%	3,840	0%	<b>PASSED</b>

	iv) Mr Federico de Nardis who was appointed during the year retires at this meeting and being eligible, offers himself for re-election.	245,535,270	99.93%	162,660	0.07%	7,220	0%	<b>PASSED</b>
	v) Ms Tebogo Skwambane who was appointed during the year retires at this meeting and being eligible, offers herself for re-election.	245,534,910	99.93%	161,820	0.07%	6,220	0%	<b>PASSED</b>
	c) 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 elected to continue to serve as members of the said committee: -							
	Mr Peter M. Kimurwa	245,545,150	99.94%	150,440	0.6%	7,360	0%	<b>PASSED</b>
	Ms Patricia Kiwanuka	245,552,250	99.94%	145,540	0.06%	6,160	0%	<b>PASSED</b>
	Ms Beverley Spencer-Obatoyinbo	245,582,190	99.95%	114,120	0.05%	6,640	0%	<b>PASSED</b>
	Mr. Jonathan Neil Eggar	245,577,110	99.95%	118,720	0.05%	7,120	0%	<b>PASSED</b>
	Mr Shahid Sadiq	245,544,090	99.94%	152,400	0.06%	7,460	0%	<b>PASSED</b>
	Mr Federico de Nardis	245,547,930	99.94%	141,660	0.05%	14,360	0.01%	<b>PASSED</b>
6.	Directors' Remuneration: -							
	a) To approve the Directors' Remuneration Policy as shown in the audited Financial Statements for the year ended 31 December 2021.	243,873,050	99.25%	1,769,560	0.72%	62,540	0.03%	<b>PASSED</b>
	b) To approve the Directors' Remuneration Report as shown in the audited Financial Statements for the year ended 31 December 2021.	243,859,790	99.25%	1,775,100	0.72%	69,060	0.03%	<b>PASSED</b>
7.	To note that the auditors, Deloitte Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No.17 of 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provisions of Section 724 (1) of the Companies Act 2015.	245,644,330	99.98%	35,520	0.01%	23,100	0.01%	<b>PASSED</b>