

BRITAM HOLDINGS PLC

RESOLUTIONS PASSED AT THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/VIA ELECTRONIC MEANS ON THURSDAY 21ST MAY 2026. AT 10.00 AM.

The meeting being quorate, the members resolved as follows:

ORDINARY RESOLUTIONS

1. FINANCIAL REPORT

It was proposed by NTHIWA, TITUS MUTUKU and Seconded by MWANGI, NORMAN MBACHU and **RESOLVED BY MAJORITY** of shareholders to receive and, if approved, adopt the audited Consolidated Financial Statements for the year ended 31 December 2025, together with the Chairman's, the Directors' and Auditor's Reports thereon.

2. DIRECTORS RE-ELECTION

It was proposed by KABIRU, PETER NGOTHO and Seconded by KAMAU, JOSPHAT WAWERU and **RESOLVED BY MAJORITY** of shareholders to re-elect Dr. Peter K Munga as Director.

It was proposed by KAMAU, JOSPHAT WAWERU and Seconded by KABIRU, PETER NGOTHO and **RESOLVED BY MAJORITY** of shareholders to re-elect Mr. Jimnah M. Mbaru as Director.

It was proposed by NGANGA MWANGI and seconded by IRUNGU ERUSTUS and **RESOLVED BY MAJORITY** of shareholders to re-elect AfricInvest III SPV 1, a Corporate Director represented by Mr. George Odo in accordance with Article 114 of the Articles of Association.

It was proposed by KITHOME, PETER MUTUNGA Seconded by MUCHIRI, HELLEN WANGARI and **RESOLVED BY MAJORITY** of shareholders to re-elect Mr. Julius Mbaya as Director.

It was proposed by KENGAH, MARTIN SALIM Seconded by MUNENE, JOHN K and **RESOLVED BY MAJORITY** of shareholders to re-elect Ms. Susan Abisola as Director.

It was proposed by MUTHENGI, SAMUEL MUTUMWA Seconded by MUCHIRI, DANIEL KIMOTHO and **RESOLVED BY MAJORITY** of shareholders to re-elect Ms. Celestine Munda as Director.

3. ELECTION OF MEMBERS OF THE BOARD AUDIT, RISK & COMPLIANCE COMMITTEE

It was proposed by ODONGO, ERICK OCHIENG and Seconded by KOKWARO, DINA MARGARET and **RESOLVED BY MAJORITY** of shareholders to authorize the following Directors to continue serving as members of the Board Audit, Risk and Compliance Committee of the Board:

- a) Ms. Celestine Munda
- b) Ms. Susan Abisola
- c) Ms. Judy Rugasira Kyanda

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4. DIRECTOR'S REMUNERATION POLICY

It was proposed by MWANGI, NORMAN MBACHU and seconded by KITHOME, PETER MUTUNGA and **RESOLVED BY MAJORITY** to approve the Directors' Remuneration Policy for the year ended 31st December 2025.

5. DIRECTOR'S REMUNERATION REPORT

It was proposed by GACURUBA, MARY WAMBUI and seconded by NGAMBI, TIMOTHY KABIA and **RESOLVED BY MAJORITY** to approve the Directors' Remuneration report and authorize the Board to fix the remuneration of Directors for the year ended 31st December 2025.

6. APPOINTMENT AND REMUNERATION OF AUDITORS

It was proposed by MUIRURI, JOSEPH GACHIE Seconded by NJUE, MOSES KARANJA and **RESOLVED BY MAJORITY** of shareholders to appoint Ernst & Young as Auditors of the Company and authorize the Directors to fix their remuneration in accordance with section 721 and 724 of the Companies Act 2015 Act.

SPECIAL BUSINESS

1. COMPANY POLICIES

It was proposed by MURIUKI, ANTONY MUCHIRI Seconded by KIBOR, SALLY JEPKORIR and **RESOLVED BY MAJORITY** of shareholders that in accordance with the Capital Markets (Public Offers, Listing and Disclosures) Regulations 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21 the Board of Directors is authorized to regularly review as a continuing policy guideline and approve the relevant policies on the following:

- i) Board Remuneration Policy;
- ii) Board Members Attraction and Retention Policy;
- iii) Corporate Disclosures Policies and Procedures;
- iv) Policy on Effective Communication with Stakeholders;
- v) Dispute Resolution Policy for Internal and External Disputes.

2. CHANGES TO COMPANY ESOP

It was proposed by IRUNGU, ERUSTUS Seconded by GITHINJI, NAFTALI HENRY and **RESOLVED BY MAJORITY** of shareholders that:

- i) THAT Pursuant to the approval granted by the Shareholders on 9th June 2017 for the establishment of an Employee Share Ownership Plan, the amended Trust Deed in relation to the ESOP and the amended Rules of the ESOP, as approved by the Board of Directors of the Company,, be and are hereby approved for submission to the Capital Markets Authority.

- ii) THAT the maximum size of the ESOP be and is hereby increased from two percent (2%) to five percent (5%) of the authorised share capital of the Company.
- iii) THAT the maximum number of shares held by the ESOP shall not at any time exceed 5% of the issued share capital of the Company.
- iv) THAT the ESOP Shares may be issued at a discount but shall not be issued below par value.
- v) THAT the ESOP Shares shall rank pari passu in all respects with the existing ordinary shares of the Company.
- vi. THAT the Company Secretary or any other person authorised by the Board of Directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.

3. AMMENDMENT OF ARTICLES OF ASSOCIATION

It was proposed by GITAU, DAVID IRUNGU Seconded by MUIRURI, RAPHAEL MWATHA and **RESOLVED BY MAJORITY** of shareholders that Amendment of Articles of Association To consider and if thought fit, to pass the following as Special Resolutions

- i) the Amended Articles of Association (copy tabled at the Meeting) be and are hereby adopted as the Articles of Association of the Company, in complete substitution for, and to the exclusion of the Company's existing Articles of Association.
- ii) the Company Secretary or any other person authorized by the Board of Directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.

4. REDUCTION OF SHARE PREMIUM

It was proposed by MOTURI, HENRY NYAKUNDI Seconded by ODHIAMBO, SOLOMON and **RESOLVED BY MAJORITY** of shareholders that Reduction of a portion of the share premium and application of such amount to offset the accumulated losses of the Company To consider and if thought fit, to pass the following as Special Resolutions :

- i) THAT the amount standing to the credit of the Company's share premium account be and is hereby reduced by KES. 5,875,252,000
- ii) THAT KES. 5,875,252,000 so deducted from the Share Premium account be and is hereby applied to offset any and all accumulated losses of the Company
- iii) iii, THAT the Company Secretary or any other person authorized by the Board of Directors of the Company be and is hereby instructed to take all necessary action and file all applicable returns required to implement this resolution.

BY ORDER OF THE BOARD

CS. HILDA M. NJERU

COMPANY SECRETARY

ELECTION OF DIRECTORS

The results of the Re-election of Directors were as follows:

Position	Candidate	Votes	Percentage
1	Dr. Peter K. Munga	2,021,480,456	99.9986%
2	Mr. Jimnah M. Mbaru	2,021,472,856	99.9982%
3	Africinvest III SPV 1	2,021,490,056	99.9992%
4	Mr. Julius Mbaya	2,021,494,256	99.9993%
5	Ms. Susan Abisola	2,021,496,256	99.9994%
6	Ms. Celestine Munda	2,021,489,056	99.9993%

BY ORDER OF THE BOARD



CS. HILDA M. NJERU
LEGAL DIRECTOR & COMPANY SECRETARY