TPS

TPS Eastern Africa Plc

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26th June, 2026

The Chief Executive
Capital Markets Authority
Embankment Plaza, 3rd Floor
Longonot Road
P.O. Box 74800 00200
NAIROBI.

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2 6 JUN 2026
CAPITAL MARKETS AUTHORITY NAIROBI

Dear Sir,

Resolutions passed by Shareholders during TPSEAP AGM held on 26th June, 2026

The above subject matter refers.

Enclosed please find resolutions passed by shareholders of TPS Eastern Africa PLC during the fifty-fourth Annual General Meeting held on 26th June, 2026 via electronic communication.

The poll results of the resolutions passed by the shareholders are also enclosed.

Kindly acknowledge receipt by stamping a copy of this letter.

Yours faithfully,
TPS Eastern Africa Plc

Dominic Ng'ang'a
Company Secretary E.A

CC: Nairobi Securities Exchange

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2 6 JUN 2026
NAIROBI SECURITIES EXCHANGE PLC

TPS EASTERN AFRICA PLC

RESOLUTIONS PASSED AT THE 54TH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/ VIA ELECTRONIC MEANS ON FRIDAY 26TH JUNE 2026 AT 11.00 AM.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. CONFIRMATION OF MINUTES OF THE 53RD AGM HELD ON 26TH JUNE 2025

It was proposed by **ANTOVY MUCHIRI MURIUKI** and seconded by **JOHN NGANGA NDUNG'U** and **RESOLVED BY A MAJORITY OF VOTES THAT** the minutes of the 53rd AGM held on 26th June, 2025 be and are hereby confirmed and approved.

2. INTEGRATED REPORT AND AUDITED ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 2025

The Integrated Report and Audited Accounts for the year ended 31st December 2025, together with the reports of Directors' and Auditors thereon, were received and adopted.

Shareholders, **PETER M KAMAU** proposed and **PETER KAMAU NDUNG'U** seconded the resolution. It was **RESOLVED BY A MAJORITY OF THE VOTES THAT** the Integrated Report and Audited Accounts of the company for the year ended 31st December 2025, together with the Directors' and Auditors Reports thereon, be and are hereby received and adopted.

3. DIVIDENDS

It was proposed by **JAMES MUSYOKI NDUNDA** and seconded by **GRACE WANGUI KARANJA** and **RESOLVED BY A MAJORITY OF VOTES THAT** the recommendation by the Directors for the payment of KShs 0.35 dividend per share, subject to withholding tax, where applicable, to the members on the Register at the close of business on 26th June, 2026 be and is hereby approved. Payment of the dividend to be made on or about 26th July, 2026.

4. DIRECTORS SEEKING RE-ELECTION

a) It was proposed by **NANCY NYAMBURA NJOKA** and seconded by **LUCY MARIGU MATHARA** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr. Guedi Ainache, a director and who retires by rotation in accordance with Articles No. 112,113 & 114 of the Company's Articles of Association and has offered himself for re-election be and is hereby re-elected.

b) It was proposed by **ISAAC OWUOR ONYANGO** and seconded by **FRANCIS PATRICK NYEGENYE** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr. Francis Okomo-Okello, a director and who retires by rotation in accordance with Articles No. 112,113 & 114 and who is over 70 years of age, be and is hereby re-elected as a Director of the Company.

c) It was proposed by **CLEMENT MASKATI MVUKO** and seconded by **CHARLES CHARAGU IRUBU** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr. Mahmood Pyarali Manji, a director and who retires by rotation in accordance with Articles No. 112,113 & 114 and who is over 70 years of age, be and is hereby re-elected as a Director of the Company.

5. DIRECTORS REMUNERATION

It was proposed by **JOHN RICHARD OKELLO** and seconded by **JOEL KIPKOECH BETT** and **RESOLVED BY A MAJORITY OF VOTES THAT** the shareholders hereby approve the Non-Executive Director's remuneration of KShs 11,450,000 paid in 2025.

6. APPOINTMENT OF AUDITORS

It was proposed by **JONES KIMANZI MAKULI** and seconded by **BEATRICE MAINA** and **RESOLVED BY A MAJORITY OF VOTES THAT** in accordance with section 721(2) of the Companies Act 2015, KPMG Kenya, be and are hereby appointed as the Company's Auditors.

7. AUDITORS' REMUNERATION

It was proposed by **SOPHIA WAIYEGO NYANJUI** and seconded by **EDWARD WAMALWA** and **RESOLVED BY A MAJORITY OF VOTES THAT** the Auditors' remuneration for 2025 be and is hereby approved and that the directors be and are hereby authorized to fix the Auditors' (KPMG Kenya) remuneration for 2026.

8. BOARD AUDIT AND RISK COMMITTEE MEMBERS

It was proposed by **LILIAN KAREGI KIGANGA** and seconded by **JASHON OBONYO ODERA** and **RESOLVED BY A MAJORITY OF VOTES THAT** in accordance with Section 769(1) of the Companies Act 2015, the following Directors being members of the Board Audit and Risk Committee be and are hereby appointed to continue to serve as members of the said Committee

1. Mr. Mahmood Manji
2. Mr. Guedi Ainache
3. Mr. Alkarim Jiwa
4. Mr. Azizuddin Boolani
5. Mr. Jean Guyonnet-Duperat

BY ORDER OF THE BOARD

DOMINIC K. NG'ANG'A
COMPANY SECRETARY

TPS EASTERN AFRICA PLC LIMITED

ANNUAL GENERAL MEETING

POLLING RESULTS

The Board of Directors of **TPS EASTERN AFRICA PLC LIMITED** is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on **Friday, 26th June 2026 at 11:00am.**

	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	To confirm the minutes of the Fifty-third Annual General Meeting held on 26th June 2025.	205,833,708	99.9999%	135	0.0000%	5,682	**PASS**
2	To receive, consider and, if thought fit, adopt the accounts for the year ended 31st December 2025, together with the Directors' and Auditors' Reports thereon.	205,834,922	99.9999%	135	0.0000%	4,468	**PASS**
3	To approve payment of a final dividend for 2025 of KShs. 0.35 per share, subject to withholding tax, where applicable, to the Members on the Register at the close of business on 26th June 2026. Payment of the dividend to be made on or about 26th July 2026.	205,839,390	99.9999%	135	0.0000%	0	**PASS**
4	To elect Directors: a) Mr. Guedi Ainache retires by rotation in accordance with Articles No. 112,113 & 114 of the Company's Articles of Association and being eligible, offers himself for re-election.	205,812,355	99.9965%	7,175	0.0034%	19,995	**PASS**

	b) Mr. Francis Okomo-Okello retires by rotation in accordance with Articles No. 112,113 & 114 of the Company's Article of Association. Special notices have been received by the Company pursuant to section 287 of the Companies Act 2015 and subject to section 131 of the Act that if thought fit, the following resolutions be passed: "That Mr. Francis Okomo-Okello (a Director retiring by rotation) who is over 70 years, be and is hereby re-elected as a Director of the Company".	205,716,395	99.9402%	122,991	0.0597%	139	**PASS**
	c) Mr. Mahmood Pyarali Manji retires by rotation in accordance with Articles No. 112,113 & 114 of the Company's Article of Association. Special notices have been received by the Company pursuant to section 287 of the Companies Act 2015 and subject to section 131 of the Act that if thought fit, the following resolutions be passed: "That Mr. Mahmood Pyarali Manji (a Director retiring by rotation) who is over 70 years, be and is hereby re-elected as a Director of the Company".	205,712,066	99.9380%	127,459	0.0619%	0	**PASS**

5	To approve the Directors' remuneration for 2025.	205,827,922	99.9965%	7,135	0.0034%	4,468	**PASS**
6	To appoint KPMG Kenya as the Company's Auditors, in accordance with Section 721 (2) of the Companies Act 2015. KPMG Kenya have indicated their willingness to continue in office.	205,833,937	99.9999%	135	0.0000%	5,413	**PASS**
7	To approve the Auditors' remuneration for 2025 and to authorize the Directors to fix the Auditors' remuneration for 2026.	205,720,322	99.9442%	114,735	0.0557%	4,468	**PASS**
8	To appoint the Board Audit and Risk Committee members which compromises Mr. Mahmood Manji, Mr. Guedi Ainache, Mr. Alkarim Jiwa, Mr. Azizuddin Boolani and Mr. Jean Guyonnet-Duperat in accordance with section 769 (1) of the Companies Act 2015.	205,713,282	99.9408%	121,775	0.0591%	4,468	**PASS**

DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

The Board of Directors wish to thank all our shareholders who registered and participated in the virtual Annual General Meeting.

BY ORDER OF THE BOARD

DOMINIC NGANGA
COMPANY SECRETARY

	TPSEA PLC - QUESTIONS FROM SHAREHOLDERS		
	SHAREHOLDER'S NAME	**QUESTION**	**ANSWER**
1.	KEVIN OCHIENG HANNINGTONN WALONGO MWAKILENGE HANNINGTONN WALONGO MWAKILENGE OUNDO DENIS	**I HAVE NOT BEEN RECEIVING DIVIDEND FOR A NUMBER OF YEARS?** **GIVE DIRECTIONS FOR GETTING UNCLAIMED DIVIDENDS.** **WHERE ARE MY PREVIOUS DIVIDENDS.** **I HAVE NOT BEEN GETTING DIVIDENDS FOR A NUMBER OF YEARS.**	To claim your dividends please contact our Registrars using tpsealshares@image.com
2.	HANNINGTONN WALONGO MWAKILENGE	**THE E-MAIL ADDRESS IS NOT AVAILABLE TO CLAIM DIVIDENDS.**	To claim your dividends please contact our Registrars using tpsealshares@image.com
3.	RUTH KADZO KOMBE	**WHAT APPLICATION WILL THE VIRTUAL MEETING NEED?**	The Virtual meeting does not need an application but a link will be sent to your registered e-mail address and mobile number a day before the meeting.

4.	SCHOLASTICAH BILHA ACHIENG	**HOW DO I ACCESS MY PORTFOLIO? I DO NOT REMEMBER MY CDS ACCOUNT NUMBER AND INVESTMENT BROKER.**	Kindly send an email to our registrars using tpsealshares@image.co.ke providing your full names and ID details to enable us assist you further with details of your CDSC account and the respective stock broker.
5.	PETER KANJA MWANIKI	When will the Board of directors consider issuing bonus shares to shareholders so that they can benefit from retained earnings?	The Company has not declared any bonus shares. The shareholder's feedback will be communicated to the Board.
6.	DAVID KAHURA NDUATI	Why don't you hold a physical AGM and you have the capacity?	The AGM will be held virtually, and a link will be sent to your registered phone number before the meeting starts. Kindly note that management will carry out cost and benefit analysis of physical, virtual and hybrid meetings, and recommend to the Board appropriate future course of action.

Dominic Ng'ang'a

Company Secretary

Dated: 26th June, 2026.