



TPS Eastern Africa Plc

Registered Office
4th Floor, Williamson House, 4th Ngong Avenue
P.O. Box 48690, Nairobi, Kenya
Tel: (254-2)2 710511/2842000
• Fax: (254-2) 2718100/1

28th June, 2023

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



Dear Sir,

Resolutions passed by Shareholders during TPSEAP AGM held on 27th June, 2023

Enclosed please find resolutions passed by shareholders of TPS Eastern Africa Plc during the fifty-first Annual General Meeting held on 27th June, 2023 via electronic communication.

The poll results of the resolutions passed by the shareholders is 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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51ST ANNUAL GENERAL MEETING

POLLING RESULTS

The Board of Directors of **TPS EASTERN AFRICA PLC** 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 Tuesday 27th June 2023.

The Poll was conducted by Image Registrars Limited.

Shareholders registered to participate in the AGM:	1,910
Total issued shares:	282,650,579
Total number of shares held by shareholders registered to participate:	224,716,623
Total number of shares that were used to vote:	221,775,289

RESOLUTION	VOTING RESULTS					
	FOR		AGAINST		ABSTENTIONS	
	VOTES	(%)	VOTES	(%)	VOTES	
1. To confirm the minutes of the 50 th Annual General Meeting held on 30 th June, 2022.	221,759,174	99.9999%	50	0.0000%	16,065	PASSED
2. To receive, consider and, if thought fit, adopt the accounts for the year ended 31 st December 2022, together with the Directors' and Auditors' Reports thereon.	221,763,354	100%	0	0.0000%	11,935	PASSED

3. To approve and note that Directors had not recommended payment of a dividend for the year 2022.	221,744,129	99.9937%	13,784	0.0062%	17,376	PASSED
4. Mrs. Audrey Maignan was appointed on 02 nd December, 2022 to fill a casual vacancy. She retires by rotation in accordance with Article No. 111 of the Company's Articles of Association and being eligible, offers herself for re-election.	221,760,623	99.9983%	3,652	0.0016%	11,014	PASSED
5. Mrs. Rachel Dumba was appointed on 22 nd May, 2023 to fill a casual vacancy. She retires by rotation in accordance with Article No. 111 of the Company's Articles of Association and being eligible, offers herself for re-election.	221,770,250	99.9985%	3,139	0.0014%	1,900	PASSED
6. Mr. Francis Okomo-Okello retires by rotation in accordance with Articles no. 112,113 & 114 of the Company's Articles 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, Mr. Francis Okomo-Okello, a director who is over 70 years of age be and is hereby re-elected as a director of the Company.	221,766,643	99.9970%	6,557	0.0029%	2,089	PASSED

7. To approve and note that there was no Non-Executive Directors' remuneration paid in 2022.	221,762,970	99.9991%	1,857	0.00008%	10,462	PASSED
8. To appoint PricewaterhouseCoopers LLP, the Company's Auditors, in accordance with Section 721 (2) of the Companies Act 2015. PricewaterhouseCoopers LLP have indicated their willingness to continue in office.	221,774,250	100%	0	0.0000%	1,039	PASSED
9. To approve the Auditors' remuneration for 2022 and to authorize the Directors to fix the Auditors' remuneration for 2023.	221,765,765	99.9979%	4,444	0.0020%	5,080	PASSED
10. To appoint the Audit Committee members which comprises Mr. Mahmood Manji, Mr. Guedi Ainache and Mr. Alkarim Jiwa in accordance with Section 769 (1) of the Companies Act 2015.	221,769,355	99.9996%	713	0.0003%	5,221	PASSED

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 Ng'ang'a
Company Secretary
Dated: 27th June, 2023.

TPS EASTERN AFRICA PLC

RESOLUTIONS PASSED AT THE 51ST ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/ VIA ELECTRONIC MEANS ON TUESDAY 27TH JUNE 2023 AT 11.00 AM.

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. CONFIRMATION OF MINUTES OF THE 50TH AGM HELD ON 30TH JUNE 2022

It was proposed by **GITUMAH, JOSEPH M MUTE** and seconded by **KIOKO, PAUL WAMBUA** and **RESOLVED BY A MAJORITY OF VOTES THAT** the minutes of the 50th AGM held on 30th June, 2022 be and are hereby confirmed and approved.

2. REPORTS AND ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 2022

The Accounts for the year ended 31st December 2022, together with the reports of Directors' and Auditors thereon, were received and adopted.

Shareholders, **KIWASI, ZAINABU BINTIFUNDI S** proposed and **KISISWA, LYNETTE KAGEHA** seconded the resolution. It was **RESOLVED BY A MAJORITY OF THE VOTES THAT** the Audited Accounts of the company for the year ended 31st December 2022, together with the Directors' and Auditors Reports thereon, be and are hereby received and adopted.

3. DIVIDENDS

It was proposed by **MAKULI, JONES KIMANZI** and seconded by **GICINGA, JOHNSON HENERY** and **RESOLVED BY A MAJORITY OF VOTES THAT** the recommendation by the Directors for the non-payment of dividend for the year 2022 be and is hereby noted and approved.

4. DIRECTORS SEEKING RE-ELECTION

- a) It was proposed by **MURIUKI, ANTONY MUCHIRI** and seconded by **NDIRANGU, MICHAEL MACHARIA** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mrs. Audrey Maignan, a director and who retires by rotation in accordance with Articles No. 111 of the Company's Articles of Association and has offered herself for re-election be and is hereby re-elected.
- b) It was proposed by **NJOKA, NANCY NYAMBURA** and seconded by **MUSYOKI, MARY MWIKALI** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mrs. Rachel Dumba a director who retires by rotation in accordance with Article No. 111 of the Company's Article of Association and has offered herself for re-election be and is hereby re-elected.

- c) It was proposed by **ROSEMARY ALICE SALMON** and seconded by **NJIRU, BONIFACE MWANIKI** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr. Francis Okomo-Okello (a Director retiring by rotation) 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 **MWANIKI, STEPHEN** and seconded by **KIIRU, JOHN GICHURE** and **RESOLVED BY A MAJORITY OF VOTES THAT** the shareholders hereby approve and note that there was no Non- Executive Director's remuneration paid in 2022.

6. APPOINTMENT OF AUDITORS

It was proposed by **ODERA, JASHON OBONYO** and seconded by **NJENGA, BRANHAM KIMANI** and **RESOLVED BY A MAJORITY OF VOTES THAT** in accordance with section 721(2) of the Companies Act 2015, PricewaterhouseCoopers LLP, be and are hereby appointed as the Company's Auditors.

7. AUDITORS' REMUNERATION

It was proposed by **MURUU, REGINA WANGUI** and seconded by **KANI, JOSEPH KATUTU** and **RESOLVED BY A MAJORITY OF VOTES THAT** the Auditors' remuneration for 2022 be and is hereby approved and that the directors be and are hereby authorized to fix the Auditors' remuneration for 2023.

8. BOARD AUDIT COMMITTEE MEMBERS

It was proposed by **NDIRANGU, MICHAEL MACHARIA** and seconded by **NDUNGU, MARY NYAMBURA** 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 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

BY ORDER OF THE BOARD



DOMINIC K. NG'ANG'A
COMPANY SECRETARY

TPSEA PLC - QUESTIONS FROM SHAREHOLDERS			
	SHAREHOLDER'S NAME	QUESTION	ANSWER
1.	GITHUI, LEONARD MWAI Phone:+254723 168232	HOW IS DIVIDEND PAID?	The Directors did not recommend payment of dividend for the year ended 31 st December, 2022.
	AWUOR, ODIYO ONYANGO Phone:+254722408576	WHEN ARE WE GOING TO BE PAID OUR DIVIDENDS?	
	OCHOLA BERNADETTE Phone:+254722742014	CAN THE PERCENTAGE OF DIVIDEND BE INCREASED?	
	ESHITEMI MISANGO NDETA Phone:+254721243067	WHAT'S THE RATE OF DIVIDEND PAYMENTS FOR THE YEAR ENDING DECEMBER 2022?	
	KIBUI PURITY Phone:+254722678654	DIDN'T RECEIVE DIVIDEND LAST TIME	
KIMANI, ELIUD KURIA Phone:+254724976312	GIFT TO COMPLIMENT NIL DIVIDEND.	The Company was unable to provide any gifts due to accumulated losses incurred during the last few years as occasioned by Covid-19 pandemic.	
2.	WANJIRU DAVID KIMANI Phone:+254711487045	IS IT POSSIBLE TO SEND THE SOFT DIGITAL COPY OF THE FINANCIAL REPORT BY EMAIL ADDRESS?	A soft copy of the Annual Report and Financial statements were sent to all shareholders who provided their email addresses to the Registrars. A copy of the same was forwarded to David using the email address provided.

3.	GICHOHI, HEZEKIAH WANGOMBE Phone:+254724742214	ARE DIVIDENDS RELATED TO DIRECTORS REMUNERATION. IF NOT WHAT ARRANGEMENTS ARE THERE TO ENSURE THAT THEY ARE RELATED. TOO, IF DIRECTORS MAKE LOSSES OR DO NOT PAY DIVIDENDS, SHOULD THEY EARN THEIR REMUNERATION. PLEASE DETAIL OUT HOW BOARD AUDIT COMMITTEE HELPS OUR COMPANY TO IMPROVE ON ITS RESULTS AND ALSO DIVIDEND PAYMENTS.	Dividends are not related to director's remuneration. The suggestion to peg the director's remuneration to the payment of dividend has been noted. TPSEAP Board was very considerate during the Covid-19 period when the company was making losses and it waived the payment of Non-Executive directors' remuneration for three year. The Board Audit Committee as mandated by its Terms of Reference reviews the Audited Financial Report to ensure that the Financial Statements are prepared according to the set regulations and that the Auditor's recommendations are implemented.
4.	MURUU, REGINA WANGUI Phone:+254721628361	TPS EASTERN AFRICA PLC USED TO BE A COMPANY TO RECKON WITH, WHAT HAPPENED.	The Covid-19 severely affected the profitability of the Company for the last few years as did for many other listed Companies. With the pandemic now over, there is renewed optimism that the performance of the Company will improve.
5.	MWANGI, SAMUEL NDURURU Phone:+254721228446	CAN I HAVE A CHANCE TO ATTEND THE MEETING PHYSICALLY?	At the moment the AGM will be held virtually, and a link will be sent to your registered phone before the meeting starts.
6.	OORO, CHARLES OTIENO Phone:+254721417530	I WISH TO SELL OFF MY SHARES, ADVICE?	Please contact your shares broker who will facilitate the sale of your shares.
7.	OORO, CHARLES OTIENO Phone:+254721417530	WILL YOU REFUND DATA BUNDLE USED?	The Company will not be able to refund the data bundles used.
8.	FARZEEN, CHARLES JAMAL Phone:+254728600175	KINDLY PROVIDE A LIST OF PROPERTIES (LAND & BUILDINGS) 100%	Please refer to the TPS's website www.serenahotels.com and download the

		OWNED BY TPS PLUS STRUCTURES OF OTHER PROPERTIES WHICH ARE NOT 100% OWNED.	Annual Report and the Financial Statements which will guide you accordingly.
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Dominic Ng'ang'a

Company Secretary

Dated: 27th June, 2023.