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50TH 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 Thursday 30th June 2022.

The Poll was conducted by Image Registrars Limited.

Shareholders registered to participate in the AGM:	2,266
Total issued shares:	182,174,108
Total number of shares held by shareholders registered to participate:	154,820,033
Total number of shares that were used to vote:	147,174,610

RESOLUTION	VOTING RESULTS					
	FOR		AGAINST		ABSTENTIONS	
	VOTES	(%)	VOTES	(%)	VOTES	
1. To confirm the minutes of the 49 th Annual General Meeting held on 28 th June, 2021.	147,172,170	100%	0	0.0000%	2,440	PASSED
2. To receive, consider and, if thought fit, adopt the accounts for the year ended 31 st December 2021, together with the Directors' and Auditors' Reports thereon.	147,172,090	100%	0	0.0000%	2,520	PASSED

3. To approve and note that Directors had not recommended payment of a dividend for the year 2021.	147,154,711	99.9895%	15,420	0.0104%	4,479	PASSED
4. Mr. Alkarim Jiwa was appointed on 20 th January, 2022 to fill a casual vacancy. He retires by rotation in accordance with Article No. 111 of the Company's Articles of Association and being eligible, offers himself for re-election.	147,166,285	99.9967%	4,835	0.0032%	3,490	PASSED
5. 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.	147,161,460	99.9934%	9,609	0.0065%	3,541	PASSED
6. To approve and note that there was no Non-Executive Directors' remuneration paid in 2021.	147,172,673	99.9998%	158	0.00001%	1,779	PASSED

7. 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.	147,170,182	99.9984%	2,214	0.0015%	2,214	PASSED
8. To approve the Auditors' remuneration for 2021 and to authorize the Directors to fix the Auditors' remuneration for 2022.	147,173,270	100%	0	0.0000%	1,340	PASSED
9. 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.	147,173,414	99.9999%	46	0.0000%	1,150	PASSED
10. To consider and, if thought fit, pass the following resolution which shall be proposed as an ordinary resolution "That the Company's equity participation in Tourism Promotion Services (Kenya) Limited totaling KShs 1,622,550,000 be and is hereby ratified".	147,167,560	99.9971%	4,260	0.0028%	2,790	PASSED
11. Ordinary Resolution: (i) That shareholders note that the Company is indebted to Aga Khan Fund for economic Development (AKFED) in the sum of USD 14,500,000 (Debt) and approves the conversion of the debt into equity in accordance with the terms of the debt conversion agreement dated 7 th June,	147,169,638	99.9977%	3,252	0.0022%	1,720	PASSED

2022						
<p>(ii) That in accordance with section 329 of the Companies Act 2015 and pursuant to the conversion, the directors of the Company be and are hereby authorized to allot and issue such number of ordinary shares of KES 1 each in the Company to AKFED which are equivalent to the aggregate amount of the KES equivalent of the Debt at a conversion price of KES 17 per ordinary share subject to a maximum of 150,000,000 ordinary shares.</p>	147,166,983	99.9958%	6,113	0.0041%	1,514	PASSED
<p>(iii) The shareholders recognise that there are 9,825,892 ordinary shares of KES 1 each which were created before the Companies Act, 2015 which are not allotted or issued and the directors are authorized to allot and issue these ordinary shares to AKFED and that such each new ordinary share will have the respective rights and be subject to the respective restrictions set out in the Articles of Association of the Company.</p>	147,167,222	99.9968%	4,614	0.0031%	2,774	PASSED
<p>Special Resolutions (iv) That subject to passing of resolution (i) above and in accordance with section 347 of the Companies Act, 2015 the directors of the Company be generally empowered to allot and issue the ordinary shares to AKFED pursuant to the authority conferred by resolution (i) above, as if section 338 of the Companies Act, 2015 did not apply to any</p>						

<p>such allotment, provided that this power shall</p> <p>Be limited to the ordinary shares of the Company up to an aggregate amount of the KES equivalent of the Debt at a Conversion price of KES 17 per ordinary share (based on the USD/KES exchange rate agreed by AKFED and the Company on the date the Debt Conversion Agreement becomes unconditional); and</p> <p>Expire on the fifth anniversary of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted but only in relation to the Conversion after such expiry and the Directors may allot ordinary shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.</p>	147,167,463	99.9977%	3,239	0.0022%	3,908	PASSED
<p>(v) That the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 26 of the Companies Act 2015 is treated as a provision of the Company's articles of association and article 8 of the articles of association, is hereby revoked and deleted.</p>	147,163,943	99.9977%	3,239	0.0022%	7,428	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: 30th June, 2022.