



## 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

27<sup>th</sup> June, 2025

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



Dear Sir,

**Resolutions passed by Shareholders during TPSEAP AGM held on 26<sup>th</sup> June, 2025**

Enclosed please find resolutions passed by shareholders of TPS Eastern Africa Plc during the fifty-third Annual General Meeting held on 26<sup>th</sup> June, 2025 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

## **TPS EASTERN AFRICA PLC**

### **RESOLUTIONS PASSED AT THE 53<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY/ VIA ELECTRONIC MEANS ON THURSDAY 26<sup>TH</sup> JUNE 2025 AT 11.00 AM.**

The meeting being quorate, the shareholders resolved as follows:

#### **ORDINARY RESOLUTIONS**

##### **1. CONFIRMATION OF MINUTES OF THE 52<sup>ND</sup> AGM HELD ON 26<sup>TH</sup> JUNE 2024**

It was proposed by **ELIUD KURIA KIMANI** and seconded by **GRACE NJERI GICHURE** and **RESOLVED BY A MAJORITY OF VOTES THAT** the minutes of the 52<sup>nd</sup> AGM held on 27<sup>th</sup> June, 2024 be and are hereby confirmed and approved.

##### **2. REPORTS AND ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2024**

The Accounts for the year ended 31<sup>st</sup> December 2024, together with the reports of Directors' and Auditors thereon, were received and adopted.

Shareholders, **ANTHONY MUCHIRI MURIUKI** proposed and **JACOB NGUYAI KIMANI** seconded the resolution. It was **RESOLVED BY A MAJORITY OF THE VOTES THAT** the Audited Accounts of the company for the year ended 31<sup>st</sup> December 2024, together with the Directors' and Auditors Reports thereon, be and are hereby received and adopted.

##### **3. DIVIDENDS**

It was proposed by **MARGARET NDUKU NZAU** and seconded by **CHAMI, ALOIS WAFULA** 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 26<sup>th</sup> June, 2025 be and is hereby approved. Payment of the dividend to be made on or about 25<sup>th</sup> July, 2025.

##### **4. DIRECTORS SEEKING RE-ELECTION**

- a) It was proposed by **DAVID MAKUMI MWANGI** and seconded by **JONATHAN NGOLANIE KIMOTHU** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr. Jean Guyonnet-Duperat, a director and who retires by rotation in accordance with Articles No. 111 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 **JOYCE WANJIRA NJERU** and seconded by **BETH WANGUI NDUGUTI** 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.

- c) It was proposed by **SHEHE MZUNGU** and seconded by **PATRICK NGEGENYE** and **RESOLVED BY A MAJORITY OF VOTES THAT** Mr. Mahmood Pyrali Manji (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 **PAUL WAMBUA KIOKO** and seconded by **JOSEPH AMWOMA OTUKE** and **RESOLVED BY A MAJORITY OF VOTES THAT** the shareholders hereby approve the Non- Executive Director's remuneration of KShs 8,500,000 paid in 2024.

#### **6. APPOINTMENT OF AUDITORS**

It was proposed by **CHAMI, ALOIS WAFULA** and seconded by **CHEPKOECH BEATRICE RONO** 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 **JOHN KINUTHIA MUNGAI** and seconded by **ANTHONY WAFULA BWIRE** and **RESOLVED BY A MAJORITY OF VOTES THAT** the Auditors' remuneration for 2024 be and is hereby approved and that the directors be and are hereby authorized to fix the Auditors' (KPMG Kenya) remuneration for 2025.

#### **8. BOARD AUDIT AND RISK COMMITTEE MEMBERS**

It was proposed by **FREDRICK WARUI KINYANJUI** and seconded by **EUNICE WAITHIRA KIHARA** 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

#### **9. RATIFICATION OF 27<sup>TH</sup> JUNE, 2023 ANNUAL GENERAL MEETING RESOLUTIONS**

It was proposed by **REGINA WANGUI MURUU** and seconded by **IBRAHIM ONDEKO MATENDE** and **RESOLVED BY A MAJORITY OF VOTES THAT** the resolutions passed by the Company at the Annual General Meeting held on 27<sup>th</sup> June, 2023 and any acts or actions of the Company pursuant to such resolutions be and are hereby Ratified.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'Dominic K. Ng'Ang'a', with a stylized flourish at the end.

**DOMINIC K. NG'ANG'A**  
**COMPANY SECRETARY**

**TPS EASTERN AFRICA PLC**  
**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, 26<sup>th</sup> June 2025 at 11:00am.**

	<b>RESOLUTION</b>	<b>Voted In Favour</b>	<b>% In Favour</b>	<b>Votes Against</b>	<b>% Against</b>	<b>Abstained</b>	<b>Verdict</b>
1	To confirm the minutes of the Fifty-second Annual General Meeting held on 27th June 2024.	219,555,325	99.9999 %	1	0.0000%	7,762	<b>PASS</b>
2	To receive, consider and, if thought fit, adopt the accounts for the year ended 31st December 2024, together with the Directors' and Auditors' Reports thereon.	219,556,564	100.000 0%	0	0.0000%	6,524	<b>PASS</b>
3	To approve payment of a final dividend for 2024 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 2025. Payment of the dividend to be made on or about 25th July 2025.	219,517,186	99.9790 %	45,902	0.0209%	0	<b>PASS</b>
4	To elect Directors:  a) Mr. Jean Guyonnet-Duperat was appointed on 28th April, 2025 to fill a casual vacancy. He retires by rotation in accordance with Article No. 111 of the Company's	219,555,722	99.9996 %	814	0.0003%	6,552	<b>PASS</b>

Articles of Association and being eligible, offers himself for re-election.							
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".	219,536,534	99.9979 %	4,489	0.0020%	22,065	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	219,503,241	99.9937 %	13,676	0.0062%	46,171	PASS	

	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”.						
5	To approve the Directors’ remuneration for 2024.	219,507,404	99.9990 %	1,980	0.0009%	53,704	<b>PASS</b>
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.	219,553,779	99.9999 %	200	0.0000%	9,109	<b>PASS</b>
7	To approve the Auditors’ remuneration for 2024 and to authorize the Directors to fix the Auditors’ remuneration for 2025.	219,553,955	99.9997 %	538	0.0002%	8,595	<b>PASS</b>
8	To appoint the Board Audit and Risk Committee members which compromises Mr. Mahmood Manji, Mr. Guedi Ainache, Mr. Alkarim Jiwa and Mr. Azizuddin Boolani in accordance with section 769 (1) of the Companies Act 2015	219,548,778	99.9975 %	5,360	0.0024%	8,950	<b>PASS</b>
9	To Ratify the Resolutions passed by the Company at	219,546,330	99.99%	5,416	0.0002	16,242	<b>PASS</b>

the Annual General Meeting held on 27 <sup>th</sup> June, 2023 and any acts or actions of the Company pursuant to such Resolutions.							
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## **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**