

NINETEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC MEANS ON WEDNESDAY, 28TH JUNE 2023

VOTING RESULTS

The Board of Directors of Equity Group Holdings Plc is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the 19th Annual General Meeting held on Wednesday 28th June 2023.

The Poll was conducted by Image Registrars and scrutineered by PricewaterhouseCoopers LLP.

| RESOLUTION | Approved | % Approved | Rejected | % Rejected | Abstained | Verdict |
|--|---------------|------------|-------------|------------|------------|---------|
| To receive, consider and adopt the audited financial statements for the year ended 31st December 2022 together with the Chairman's, Directors' and Auditors' reports thereon. | 2,109,519,539 | 100.00% | 500 | 0.00% | 0 | Passed |
| To declare a first and final dividend of Kshs 4/- per share in respect of the financial year ended 31st December 2022, to be paid on or about 30th June 2023 to the shareholders on the register as at the close of business on 19th May 2023. | 2,109,519,739 | 100.00% | 0 | 0.00% | 300 | Passed |
| To receive, consider and approve the Directors' Remuneration Report and the remuneration paid to the Directors for the financial year ended 31st December 2022. | 2,075,016,954 | 99.65% | 7,253,954 | 0.35% | 27,249,131 | Passed |
| To approve the appointment of Dr. Edward Odundo as a Director, who in accordance with Article 100 of the Company's Articles of Association, retires from office by rotation and being eligible, offers himself for re-election. | 1,802,923,759 | 85.53% | 304,961,480 | 14.47% | 1,634,800 | Passed |
| To approve the appointment of Dr. Evanson Baiya as a Director, who having been appointed by the Board on 10th March 2022, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election | 1,923,183,293 | 91.24% | 184,698,646 | 8.76% | 1,638,100 | Passed |
| To approve the appointment, subject to receipt of applicable regulatory approvals, of Mr. Samuel Kirubi as a Director, who having been appointed by the Board on 12th May 2023, retires from office in accordance with Article 101 of the Company's Articles of Association and being eligible, offers himself for election | 2,059,360,972 | 98.03% | 41,420,984 | 1.97% | 8,738,083 | Passed |
| In accordance with the provisions of Section 769 of the Companies Act, 2015, to approve the appointment of the Directors listed below to the Board Audit Committee of the Company: (i) Dr. Edward Odundo; (ii) Mr. Vijay Gidoomal; (iii) Dr. Helen Gichohi; and (iv) Dr Evanson Baiya. | 1,855,672,092 | 88.04% | 252,164,647 | 11.96% | 1,683,300 | Passed |
| To appoint Messrs PricewaterhouseCoopers as auditors of the Company until the conclusion of the next Annual General Meeting in accordance with Section 721 of the Companies Act, 2015 and to authorise the Directors to fix their remuneration for the ensuing financial year in accordance with Section 724 (1) of the Companies Act, 2015. | 2,050,887,078 | 97.22% | 58,630,761 | 2.78% | 2,200 | Passed |
| A. To approve the incorporation of: • A non-operating holding company (the "IT Holding Company"), as a subsidiary of the Company to be the holding company for all the subsidiaries within the Equity Group (comprising the Company and its subsidiaries) that undertake information technology business ("IT Business"); and, • Subsidiaries of the IT Holding Company, the IT Holding Company and its subsidiaries together referred to as the "IT Companies". B. To authorize the board of directors of the company to take all actions necessary to: • Effect the incorporation of the IT Companies, including but not limited to executing and filing all necessary documents and agreements, and paying all associated fees and expenses; and, • Subject to receipt of any relevant regulatory approvals, effect an internal re-organization of the IT Business, with the intent that the IT Holding Company, as a subsidiary of the Company, will following completion of such re-organization, be the holding company for all IT Business within Equity Group and for this purpose, to take all actions necessary to transfer the shares held by the Company in Finserve Africa Limited to the IT Holding Company on such terms and subject to such conditions as the Board of Directors of the Company may deem appropriate (the IT Business Re-organization). | 2,107,037,772 | 100.00% | 26,138 | 0.00% | 2,456,129 | Passed |
| A. To approve, subject to obtaining the requisite regulatory approvals, the incorporation of a general insurance company in Kenya (the "General Insurance Company") as a subsidiary of the Company, through the Company's insurance holding company, Equity Group Insurance Holdings Limited (the Insurance Holding Company), to conduct and undertake general insurance business in Kenya, including the Company providing a loan to the Insurance Holding Company of a sum of Kenya Shillings eight hundred million (KES 800,000,000) for the initial share capital of the General Insurance Company as required under the Insurance Act (Chapter 487, Laws of Kenya) and the initial operating expenses of the General Insurance Company. B. To authorize the Board of Directors of the Company to take all actions necessary to: • Effect the incorporation of the General Insurance Company, including but not limited to providing all approvals required from the Company as the sole shareholder in the Insurance Holding Company, executing and filing all necessary documents and agreements, and paying all associated fees and expenses; and, • put in place all the necessary corporate, operating and organisation structures, commercial arrangements and any ancillary arrangements relating to the conduct and undertaking of general insurance business in Kenya. | 2,107,042,808 | 100.00% | 33,402 | 0.00% | 2,443,829 | Passed |

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| RESOLUTION | Approved | % Approved | Rejected | % Rejected | Abstained | Verdict |
|--|---------------|------------|------------|------------|-----------|---------|
| Ordinary Resolution to create the EGH Group Employee Share Ownership Plan THAT subject to any requisite regulatory approvals, the establishment of the Equity Group Holdings Plc Employee Share Ownership Plan (EGH Group ESOP) and creation of a maximum of one hundred and ninety eight million, six hundred and fourteen thousand, four hundred and sixty three (198, 614, 463) ordinary shares of Kenya Shillings fifty cents (KES 0.50) each in the Company (the New Shares) which amounts to five percent (5%) of the share capital of the Company plus the New Shares (the Increased Share Capital) and further grant the Board of Directors the power to allot the New Shares to the EGH Group ESOP over the next ten (10) years noting that in compliance with Section 329(3) of the Companies Act, 2015, the Directors will seek renewal of the approval of the shareholders of the Company to allot and issue the New Shares that remain unissued as at the expiry of five (5) years from the date of this resolution, be and is hereby approved as recommended by the Board of Directors, and the Board of Directors of the Company be and is hereby authorised to do all acts and things necessary to establish and implement the EGH Group ESOP. | 2,109,310,713 | 99.99% | 177,526 | 0.01% | 31,800 | Passed |
| Special Resolution to increase the share capital of the Company. THAT, pursuant to Article 46 of the Articles of Association of the Company, the maximum share capital of the Company be and is hereby increased from Kenya Shillings one billion, eight hundred and eighty six million, eight hundred and thirty seven thousand, four hundred and one (KES 1,886,837,401) up to Kenya Shillings one billion, nine hundred and eighty six million, one hundred and forty four thousand, six hundred and thirty two and fifty cents (KES 1,986,144,632.50) by the creation of an additional one hundred and ninety eight million, six hundred and fourteen thousand, four hundred and sixty three (198,614,463) ordinary shares of Kenya Shillings fifty cents (KES 0.50) each, representing approximately five percent (5%) of the increased issued share capital of the Company, such shares, on allotment and issuance, to rank pari passu with existing issued shares. THAT the Directors of the Company be and are hereby authorized to allot and issue up to one hundred and ninety eight million, six hundred and fourteen thousand, four hundred and sixty three (198,614,463) ordinary shares of Kenya Shillings fifty cents (KES 0.50) each to the EGH Group ESOP over a period of five (5) years from the date of this resolution in tranches and on such terms and conditions as the Directors may deem fit, provided always that in compliance with Section 329(3) of the Companies Act, 2015, the Directors will seek renewal of the approval of the shareholders of the Company to allot and issue the New Shares that remain unissued as at the expiry of five (5) years from the date of this resolution, over the following five (5) year period. THAT, pursuant to Article 47 of the Articles of Association of the Company, the shareholders hereby waive the pre-emption rights granted to them under the Articles of Association of the Company with respect to the allotment and issuance of the one hundred and ninety eight million, six hundred and fourteen thousand, four hundred and sixty three (198,614,463) ordinary shares of Kenya Shillings fifty cents (KES 0.50) each to the EGH Group ESOP. | 2,098,165,745 | 99.46% | 11,325,294 | 0.54% | 29,000 | Passed |
| Special Resolution to amend the Articles of Association of the Company: THAT the Articles of Association of the Company be and are hereby amended by deleting the existing Article 5 in its entirety and replacing it with the following new Article 5: "The issued share capital of the Company is Kenya Shilling one billion, eight hundred and eighty six million, eight hundred and thirty seven thousand, four hundred and one (KES 1,886,837,401) divided into three billion seven hundred and seventy three million, six hundred and seventy four thousand, eight hundred and two (3,773,674,802) ordinary shares of fifty cents (KES 0.50) each" | 2,098,185,045 | 99.46% | 11,314,894 | 0.54% | 20,100 | Passed |
| Special Resolution to Increase the maximum number of Directors: THAT, by way of special resolution, Article 79 of the Articles of Association of the Company be and is hereby amended by deleting the current Article 79 and replacing it with the following new Article 79: "Unless and until otherwise from time to time determined by a special resolution of the Company, the number of Directors (excluding alternates) shall not be less than seven (7) nor more than fourteen (14) in number. If at any time the number of Directors falls below the minimum number fixed by or in accordance with these Articles, the remaining Directors may act for the purpose of convening a general meeting or for the purpose of bringing the number of Directors to such minimum, and for no other purpose." | 2,098,188,845 | 99.46% | 11,326,194 | 0.54% | 5,000 | Passed |

APPRECIATION

Equity Group Holdings Plc wishes to thank all the 7,409 shareholders who registered and participated in the virtual Annual General Meeting held by the Company.

DECISION

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

BY THE ORDER OF THE BOARD



LYDIA NDIRANGU
GROUP COMPANY SECRETARY