

# CO-OPERATIVE BANK OF KENYA LIMITED 16<sup>TH</sup> ANNUAL GENERAL MEETING POLLING RESULTS

The Board of Directors of **CO-OPERATIVE BANK OF KENYA 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 17th MAY 2024**.

The Poll was conducted by Image Registrars Limited.

	RESOLUTION	Voted In Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1	To receive and consider, and, if approved adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2023 together with the Directors' and Auditors' report thereon	4,058,663,782	99.9999%	500	0.0000%	17,020	PASSED
2	To approve and declare a first and final dividend of Kshs. 1.50 per share in respect of the year ended 31st December 2023, to be paid to the shareholders on the register as at the close of business on 29th April 2024.	4,058,669,563	99.9997%	9,959	0.0002%	1,780	PASSED
3	Mr. Patrick K. Githendu being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-opholdings Co-operative Society Limited, nominates to the Board of the Company seven (7) directors, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association. Co-opholdings Co-operative Society Limited has already nominated him for re-election.	4,057,657,298	99.9783%	879,276	0.0216%	144,728	PASSED
4	Mr. Julius Sitienei being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-opholdings Co-operative Society Limited, nominates to the Board of the Company seven (7) directors, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association. Co-opholdings Co-operative Society Limited has already nominated him for re-election.	4,057,603,961	99.9791%	846,669	0.0208%	230,672	PASSED
5	Mr. Godfrey K Mburia being a director appointed under Article 104A of the Company's Articles under which the majority and strategic shareholder of the Company, Co-opholdings Co-operative Society Limited, nominates to the Board of the Company seven (7) directors, is retiring by rotation and being eligible offers himself for re-election in accordance with Article 100 of the Company's Articles of Association. Co-opholdings Co-operative Society Limited has already nominated him for re-election.	4,057,547,932	99.9785%	872,530	0.0214%	260,840	PASSED
6	In accordance with Article 100 of the Company's Articles of Association, Mr. John Murugu is due for retirement by rotation and being eligible for re-election offers himself for re-election	4,057,707,184	99.9777%	902,036	0.0222%	72,082	PASSED
7	Mr. John Murugu an independent director having attained the age of 70 years, a vote of extension of his service as a director of the Company in accordance with guideline 2.5.1 of the Capital Markets Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 is sought.	4,057,577,976	99.9936%	258,966	0.0063%	844,360	PASSED
8	In accordance with the provisions of Section 769 of the Companies Act, 2015, the following directors being members of the Board Audit Committee be elected to continue to serve as members of the said Committee: - i. Mrs. Weda Welton. ii. Mr. Patrick K. Githendu. iii. Mr. Lawrence Karissa. iv. Mr. Benedict Simiyu. v. Mr. Mwambia Wanyambura	4,057,815,380	99.9805%	790,278	0.0194%	75,644	PASSED
9	To approve the remuneration of the Directors for the year ended 31st December 2023 and to authorize the Board to fix the remuneration of Directors.	4,057,815,380	99.9822%	70,263	0.0017%	167,542	PASSED
10	To re-appoint Ernst and Young, Auditors of the Company, having expressed their willingness to continue in office and to authorize the directors to fix their remuneration.	4,057,953,196	99.9822%	720,407	0.0177%	7,699	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 our virtual Annual General Meeting.

## BY ORDER OF THE BOARD

**SAMUEL M. KIBUGI**  
COMPANY SECRETARY



The Co-operative Bank of Kenya is regulated by Central Bank of Kenya