

NCBA GROUP PLC
POLLING RESULTS
60TH ANNUAL GENERAL MEETING
FRIDAY 24TH JULY 2020

Voting Matter	Total Votes	Total Shares	For (Shares)	Against (Shares)	Abstain (Shares)
To receive, consider and adopt the Financial Statements for the year ended December 31, 2019 and the Directors' and Auditor's reports	196	1,171,823,149	1,171,823,149	0	0
Percentage			100.00%	0%	0%
To confirm the interim dividend of Shs. 0.25 per ordinary share paid on 15th October 2019	196	1,171,823,149	1,171,815,283	0	7,866
Percentage			100.00%	0%	0%
To approve the Directors' Remuneration Policy and Report for year ended 31st December 2019 and authorize the Board to fix the remuneration of the Directors for the year 2020	195	1,171,780,006	1,166,796,699	3,157	4,980,150
Percentage			99.57%	0.00%	0.43%
To approve the re-election of A. S. M. Ndegwa, who retires by rotation and being eligible offers himself for re-election	195	1,171,780,006	1,171,774,011	3,548	2,447
Percentage			100.00%	0.00%	0.00%

Voting Matter	Total Votes	Total Shares	For (Shares)	Against (Shares)	Abstain (Shares)
To approve the re-election of E. N. Ngaine who retires by rotation and being eligible offers herself for re-election	195	1,171,780,006	1,171,739,404	2,325	38,277
Percentage			100.00%	0.00%	0.00%
To approve the election of D. A. Oyatsi, who was appointed to fill a casual vacancy in 2019 and being eligible offers himself for election	195	1,171,780,006	1,171,741,256	900	37,850
Percentage			100%	0.00%	0.00%
To approve the election of J. S. Armitage, who was appointed to fill a casual vacancy in 2019 and being eligible offers himself for election	195	1,171,780,006	1,171,744,904	900	34,202
Percentage			100.00%	0.00%	0.00%
To approve the election of A. H. Abdi, who was appointed to fill a casual vacancy in 2019 and being eligible offers himself for election	195	1,171,780,006	1,171,736,684	900	42,422
Percentage			100.00%	0.00%	0.00%
To approve the election of M. K. R. Shah, who was appointed to fill a casual vacancy in 2019 and being eligible offers himself for election	195	1,171,780,006	1,171,743,496	908	35,602
Percentage			100.00%	0.00%	0.00%

Voting Matter	Total Votes	Total Shares	For (Shares)	Against (Shares)	Abstain (Shares)
To approve the election of I. O. Awoundo, who was appointed to fill a casual vacancy in 2019 and being eligible offers himself for election	195	1,171,780,006	1,171,746,676	2,300	31,030
Percentage			100.00%	0.00%	0.00%
To approve the election of J. I. Ngunze, who was appointed to fill a casual vacancy in 2019 and being eligible offers himself for election	195	1,171,780,006	1,171,746,676	900	32,430
Percentage			100.00%	0.00%	0.00%
To approve the election of M. K. R. Shah, A. H. Abdi, and P. R. Lopokoiyit as members of the Board Audit & Risk Committee	195	1,171,780,006	1,171,745,630	1,946	32,430
Percentage			100.00%	0.00%	0.00%
To approve the appointment of PricewaterhouseCoopers as the Auditor of the Company until the next AGM and to authorize the Board to fix their remuneration	195	1,171,780,006	1,171,777,406	1,000	1,600
Percentage			100.00%	0.00%	0.00%
To authorize Directors to issue up to 606,195,135 new ordinary shares of Shs. 5 each over a maximum of 5 years and to take any required ancillary actions	195	1,171,780,006	1,166,763,577	10,536	5,005,893
Percentage			99.57%	0.00%	0.43%

Voting Matter	Total Votes	Total Shares	For (Shares)	Against (Shares)	Abstain (Shares)
To authorize the Directors to issue bonus shares of 1 share for every 10 shares to holders of ordinary shares at close of business on 12th May 2020	195	1,171,780,006	1,166,802,113	7,320	4,970,573
Percentage			99.58%	0.00%	0.42%
To authorize a new article 6.5.1 in the Company's Articles of Association to allow meetings by telephonic, electronic or other communications facilities	195	1,171,780,006	1,171,778,406	1,600	0
Percentage			100.00%	0.00%	0.00%
That article 7.1 of the Company's Articles of Association be amended to replace the word "thirteen" with the word "fifteen" to increase the maximum number of Directors	195	1,171,780,006	1,171,603,448	145,528	31,030
Percentage			99.98%	0.01%	0.00%
To align the Company's Articles of Association to the current provisions of the Companies Act by deleting article 7.57	195	1,171,780,006	1,166,773,076	3,317	5,003,613
Percentage			99.57%	0.00%	0.43%
To replace article 9: SEAL to allow 2 authorised signatories or a director in the presence of a witness to execute documents on behalf of the Company	195	1,171,780,006	1,166,224,064	5,555,942	0
Percentage			99.53%	0.47%	0.00%