

**TOTAL KENYA PLC**  
**COMPANY NO. 3/89**  
**(Hereinafter referred to as “the Company”)**

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**MINUTES OF THE SIXTY SEVENTH (67<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE COMPANY  
HELD BY ELECTRONIC MEANS ON FRIDAY, 25 JUNE 2021 AT 9:00 A.M.**

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<b>Present:</b>	Mr. Jean-Philippe Torres	-	Chairman and Holding Proxies for Total Africa Limited and Total Outre-Mer
	Mr. Olagoke Aluko	-	Managing Director
	Ms. Margaret Ngugi Shava	-	Director
	Mr. Joseph Karago	-	Director
	Mr Maurice O K’Anjejo	-	Director
	Mr Paul-Henri A D Pompignan	-	Director
	Ms. Lawrencia Gichatha	-	Alternate Director/ Finance Manager
	Mr. John Muchunu	-	Alternate Director/ Strategy and Corporate Affairs Manager
	Members	-	356 Shareholders were Present in Person or by Proxy
<b>In Attendance:</b>	Mr. Churchill Atinda	-	Representing Ernst & Young LLP – The Auditors
	Mr. John L G Maonga	-	Company Secretary

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### **1. NOTICE AND CONFIRMATION OF QUORUM**

The Chairman welcomed the shareholders present to the Sixty Seventh (67<sup>th</sup>) Annual General Meeting of the Company.

Thereafter, the Chairman introduced the Managing Director, the Directors and officers of the Company who were present at this meeting.

At the request of the Chairman, the Company Secretary read the notice convening this meeting, a summary of the proxies received and confirmed the presence of a quorum to transact the business of this meeting. The Chairman thereupon declared the meeting properly convened and constituted.

### **2. MINUTES OF THE SIXTY SIXTH (66<sup>TH</sup>) ANNUAL GENERAL MEETING**

As recommended by the Chairman, the minutes of the Sixty Sixth (66<sup>th</sup>) Annual General Meeting of the Company held on 26 June 2020, having been placed on the Company’s website, were taken as read.

The Chairman informed the Members that adoption of the Minutes as well as the resolutions under agenda items numbers 3-10 will form part of the resolutions to be read by the Company Secretary.

### **3. FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

As recommended by the Chairman, the report of the Directors found on pages 57 to 58 in the Annual Report for the Financial Year ended 31 December 2020 was taken as read.

Thereafter, the Chairman highlighted the salient points of his detailed Statement in the Annual Report as well as the outlook of the Company for the year 2021. The Chairman particularly thanked the National Government for ensuring that the Kenyan economy remained stable and for upholding the regulations that were geared towards a conducive business environment for the Company to operate in. He also thanked the Board of Directors, Management as well as other key stakeholders for their dedication and continued support which had enabled the Company to remain a key player in the Kenyan Economy during the year under review.

The Chairman then requested the shareholders to ask questions relating to the performance and operations of the Company which would be answered as the meeting progressed.

At the request of the Chairman, Mr Churchill Atinda, the representative of the External Auditors, read the Independent Auditors' Report and opinion for the Financial Year ended 31 December 2020.

The Chairman confirmed that the Company had received shareholders' questions and that the respective answers had been uploaded on to the Company's Website. At the Chairman's request, the Company Secretary read out the first four questions that had been received from the shareholders, to which the Chairman and the Finance Manager answered adequately.

There being no further questions, the Chairman asked the Shareholders to continue sending in more questions which would be answered and uploaded on to the Company's Website.

#### **4. VOTING PROCEDURE**

The Chairman then guided the shareholders on the online voting procedure in respect of the resolutions by using either the web or the provided USSD code. He informed the Members that this voting would be by poll and that only the holders of Ordinary Shares who were entitled to vote. He thereafter requested the Company Secretary to read out the resolutions that were to be voted on by the Shareholders.

The Company Secretary then read the nine resolutions that were to be voted on and he confirmed that there was no any other business submitted for this meeting.

Thereafter, the Chairman declared the voting process open until 1.00 p.m. (East African Time) on 25 June 2021.

#### **5. RESOLUTIONS PASSED BASED ON THE POLLING RESULTS**

After the closure of the voting period and, based on the analysis and outcome of the polling results of the 67<sup>th</sup> Annual General Meeting as conducted and scrutinized by Image Registrars Limited, the following resolutions were duly passed:-

##### **a) APPROVAL OF MINUTES**

On a proposal by Ms. Kokwaro Dina Margaret and seconded by Mr. Maoga Geoffrey Bethuel, it was **resolved** that the minutes of the Sixty Sixth (66<sup>th</sup>) Annual General Meeting held on 26 June 2020 be and are hereby approved.

##### **b) AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

On a proposal by Ms. Mwenda Joyce Mwiki and seconded by Mr. Mute Joseph Mbwiria, it was **resolved** that the Audited Financial Statements of the Company for the year ended 31 December 2020 together with the reports of the Chairman, the Directors and the Independent Auditors thereon be and are hereby adopted.

##### **c) DIVIDEND**

On a proposal by Mr. Thuo George Kiguru and seconded by Mr. Onyango Isaac Owuor, it was **unanimously resolved** that a first and final Dividend of Kshs 1.57 per share in respect of the Financial Year ended 31 December 2020 be and is hereby approved for payment on or around 31 July 2021 to the holders of Ordinary Shares and Redeemable Preference Shares on record at the close of business on 25 June 2021.

**d) DIRECTORS' REMUNERATION REPORT**

On a proposal by Mr. Kiiru Peter Githinji and seconded by Ms. Kokwaro Dina Margaret, it was **resolved** that the Directors' Remuneration Report as detailed in the Annual Report for the Financial Year ended 31 December 2020 be and is hereby approved.

**e) RE-ELECTION OF DIRECTORS**

- i) On a proposal by Mr. Kuria John Gichuri and seconded by Mr. Ogendo Fredrick Aloo, it was **resolved** that Mr Joseph Karago, a Director who retired by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible and had offered himself for re-election, be and is hereby re-elected.
- ii) On a proposal by Mr. Henry S. Njuguna Thiga and seconded by Mr. Wahome Daniel Mbugu, it was **resolved** that Ms Margaret Shava, a Director who retired by rotation in accordance with Article 70 (1) of the Company's Articles of Association and, being eligible and had offered herself for re-election, be and is hereby re-elected.

**f) RE-ELECTION OF MEMBERS OF THE BOARD AUDIT COMMITTEE**

On a proposal by Mr. Kaudo Lennox Omondi and seconded by Olf Securities Limited represented by Mr. Owen Koimhuri, it was **resolved** that in accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit Committee be and are hereby re-elected to continue serving as members of the said Committee:-

- a) Mr. Joseph Karago
- b) Ms. Margaret Shava
- c) Mr. Maurice Odhiambo K'Anjejo
- d) Mr. Paul-Henri Assier de Pompignan

**g) RE-APPOINTMENT OF AUDITORS**

On a proposal by Ms. Kamanga Anne Wanjiku and seconded by Mr. Chege Evans Ngamau, it was **unanimously resolved** that in accordance with the provisions of Section 721 (2) of the Companies Act, 2015, Messrs Ernst & Young LLP be and are hereby re-appointed as the Auditors of the Company for the Financial Year ending 31 December 2021 and the Directors were authorized to fix their remuneration in accordance with the provisions of Section 724 (1) of the Companies Act, 2015

**SPECIAL BUSINESS**

- h) On a proposal by Mr. Maoga Geoffrey Bethuel and seconded by Mr. Muigai Francis Kariuki, it was **resolved** to pass the following resolution as a Special Resolution:-

“That articles 54 (2) and 87 (3) of the Company's Articles of Association be and are hereby amended to read as follows:-

54 (2) “A meeting of the Board shall be held at the head office of the Company or at such other location contained in the notice convening the meeting. The meetings may be held either by means of physical, hybrid or conference call, internet, voice over internet protocol, electronic or other communication facilities or channels permitting all persons participating in the meeting to communicate adequately during the meeting, allows for simultaneous communication and is capable of being recorded and such participation shall constitute a presence of a quorum at a meeting of the Directors as if those participating were present in person.”

87 (3) “The Board may determine the place and time at which the Members meet and the manner in which General meetings are coordinated. General meetings may be held either physically or by use of technology and electronic communication such as video conferencing, webinars, teleconferencing and any such other technology or a hybrid of both physical and virtual

meetings provided that the channels permitted allows all persons to participate, vote and communicate adequately during the meeting and is capable of being recorded and such participation shall constitute a presence of a quorum at a meeting of the Members as if those who were participating were present in person.”

- i) On a proposal by Mr. Muyoti Gerald Indombera and seconded by Mr. Kariuki Michael Gichini, it was **resolved** to pass the following resolution as a Special Resolution:-

**Change of Company Name**

“That subject to approval by the relevant authorities, the name of the Company be and is hereby changed from Total Kenya PLC to **TotalEnergies Marketing Kenya PLC**”.

**THERE BEING NO OTHER BUSINESS, THE CHAIRMAN ENCOURAGED THE MEMBERS TO TAKE CARE AND BE SAFE DURING THE COVID-19 PANDEMIC AND DECLARED THE MEETING CLOSED AT 10.05 A.M. (EAT) BUT THE VOTING PROCESS CONTINUED AND CLOSED AT 1.00 P.M. (EAT).**

Confirmed \_\_\_\_\_

Date \_\_\_\_\_

Chairman