



Notice To Shareholders

Polling Results of The Annual General Meeting for Stanbic Holdings Plc held on Friday, 26th June 2020 at 11:00am

The Board of Directors of Stanbic Holdings Plc is pleased to announce the poll results for the voting on the resolutions put forward for determination by Shareholders at the Annual General Meeting held on Friday, 26th June 2020.

RESOLUTION	NO. OF SHARES FOR	%AGE FOR	SHARES AGAINST	SHARES WITHHELD	VERDICT
To receive and adopt the Audited Financial Statements for the year ended 31st December 2019, and the Directors' and Auditor's Report thereon.	300,360,968	99.9986%	-	4,300	PASSED
To consider and if thought fit, approve the recommendation by the Board for a final dividend of KSh5.80 per ordinary share. Having already paid an interim dividend of KShs 1.25 per share, the total dividend per share will be KShs 7.05 for the year ended 31st December 2019. The published book closure date is 18th May 2020, and if the final dividend is approved by the Company's shareholders, the payment of a final dividend will be made on or about 29th June 2020.	300,365,268	100%	-		PASSED
In accordance with Articles 110 and 112 of the Company's Articles of Association, Ms Rose Osoro retires by rotation and being eligible, offers herself for re-election.	300,363,412	99.9994%	-	1,856	PASSED
In accordance with Article 109 of the Company's Articles of Association, Ms Ory A. Okolloh, a director appointed to the Board to fill a casual vacancy, retires at the dissolution of the meeting and having been recommended by the Board, offers herself for election as a director.	300,360,324	99.9992%	688	2,400	PASSED
To pass an ordinary resolution pursuant to Section 681(1) of the Companies Act, 2015, approving the Directors' remuneration report for the year ended 31st December 2019 as provided in the Audited Financial Statements.	300,364,568	99.9997%	400	300	PASSED
To consider and if thought fit, to pass an ordinary resolution approving the Directors' remuneration policy.	300,364,568	99.9997%	400	300	PASSED
To pass an ordinary resolution pursuant to Section 721(4) (a) of the Companies Act, 2015, to appoint Messrs. PricewaterhouseCoopers as auditors of the Company, taking note that the auditors have indicated their willingness to continue in office.	300,362,030	99.9993%	1,000	2,238	PASSED
To pass an ordinary resolution pursuant to Section 724(1) of the Companies Act, 2015, authorising the Directors to fix the remuneration of the appointed auditors.	300,362,030	99.9993%	1,000	2,238	PASSED
To consider and if thought fit, to pass an ordinary resolution pursuant to Section 769(1) of the Companies Act, 2015, to appoint the following members of the Board Audit Committee: i) Ms. Dorcas F. Kombo ii) Ms. Rose B. Osoro iii) Ms. Ory A. Okolloh	300,357,302	99.9981%	2,394	5,572	PASSED
Special Business					
To consider and if thought fit, to pass a special resolution pursuant to Section 22 of the Companies Act, 2015, to include new Articles 71(a), 71(b), 71(c) and 71(d), immediately following Article 71, in the Company's Articles of Association, to allow the Company to conduct virtual general meetings.	300,363,354	99.9994%	26	1,888	PASSED
To consider and if thought fit, to pass a special resolution pursuant to Section 22 of the Companies Act, 2015, that the new Articles 71(a), 71(b), 71(c) and 71(d), in the Company's Articles of Association to read as follows: 71. (a) In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, participate and vote at the meeting. (b) The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues. (c) The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating by electronic means are able to: (i) participate in the business for which the meeting has been convened; and (ii) to participate reasonably effectively in the meeting. (d) Where for any reason general meetings cannot be conducted practically as prescribed in these Articles of Association, the Board shall have power to employ alternative innovative means to hold general meetings and to enable members or their proxies to participate and to vote on resolutions which are required to be passed by members at general meetings.	300,363,354	99.9994%	26	1,888	PASSED

The Board of the Company thanks all the shareholders who registered and participated in the first electronic Annual General Meeting held by Stanbic Holdings Plc.
BY ORDER OF THE BOARD

Lillian Mbindyo
COMPANY SECRETARY

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