

GS1 KENYA LTD

ELECTION RULES & REGULATIONS

(Pursuant to article 6.4 of the Company's articles of association)

Nomination
must
Procedures

1. All nominations for elections to the office of Management Board be completed on the official nomination form which will be obtained from the Company's office, website or by written request to P. O. Box 3243 - 00200 Nairobi.
2. The nomination paper must be signed by the nominee indicating his willingness to stand for election and by a proposer who shall be an organization that is a member of GS1 Ltd proposing the nominee. The Seconder should be a member organization that is in the same sector and is eligible to participate in the elections by being a fully paid-up member. Duly completed nomination papers must reach the Company's office not later than 10 days with effect from the date on the nomination form.
3. Every completed nomination paper must be returned together with brief details of the nominee which shall be provided as indicated in the form.
4. **Only eligible members of the Company can vote for members of the Board. Eligible members are those ordinary members who have paid their annual subscriptions. Associate members are not eligible to vote but can attend the AGM.**
5. The nomination papers shall be forwarded in a sealed envelope on which should be clearly marked "NOMINATION".
6. While nomination papers may be forwarded electronically, any nomination paper not completed in accordance with the rules and procedures laid down herein will be declared null and void.
7. All nominations for Directors will be opened at a Committee Meeting called for the purpose and details of persons validly nominated will be dispatched to members together with the Voting Paper.
8. A Candidate may contest only one position where positions are identified by sectors of membership.

9. Each member of the Company can only support nominations for a number not exceeding the number of vacancies in that members' sector.
10. Where the number of vacancies on the Board for a particular sector is equal to the number of candidates validly nominated for the sector, the Returning Officer shall declare that no elections for the position of Director will be held for the sector and shall present the nominees for confirmation at the Annual General Meeting.
11. In the event that nominations exceed the vacancies in a particular sector then the GS1 management shall inform the sector members on those who have been validly nominated and prepare ballot papers for voting by sector representatives within seven days after closure of nominations.
12. The form of Voting Paper shall be determined by the Board, nevertheless it shall include names of the validly nominated candidates and a space on which a vote for each candidate shall be marked.
13. The vote by each member shall be cast by placing a tick (✓) or a cross (X) in ink in the space provided for each candidate. Any other kind of mark will nullify the vote.
14. Every member shall place his duly filled voting paper in an envelope marked "Voting Paper" and shall send it to the Secretary so as to reach him/her at least 24 clear days before the date fixed for the Annual General Meeting or within the period specified in the notice of the election. The Secretary shall keep in safe custody all returned voting papers unopened for subsequent opening and examination by scrutineers.
15. The Company Secretary shall keep all ballot papers returned unopened in a sealed box in the Company's office. The ballot box shall have two locks. The keys to one lock shall be kept by the Company Secretary. The form of ballot box shall be determined by the GS1 Management, which will ensure adequate security for voting papers.
16. The voting papers shall be opened and serially numbered at a sector meeting convened for the purpose at a place and time to be made known to members in advance in the presence of any candidate or his duly authorized representative who may wish to witness the opening and the counting of votes.
17. The Management shall present all the ballot papers that have not been circulated and the same shall be verified by the scrutineers, the

candidates and their representatives who shall have access to the register.

18. Counting of votes shall be done by the scrutineers in the presence of candidates and their agents. In case of an equality of votes, the tie shall be resolved by lot. Any candidate or authorized representative can request a recount of votes at any stage with the approval of the Returning Officer whose decision on this matter shall be final.
19. As soon as the voting papers have been examined and the results of election ascertained, the decision of the scrutineers shall be final and the voting papers shall be closed under the seal of the scrutineers, and shall be retained by the Company Secretary for at least six months after the Annual General Meeting, after which they may be destroyed.
20. The report of the Returning Officer and scrutineers on the elections and the results thereof shall be read by the Returning Officer to and confirmed by the Annual General Meeting.
21. The elected members shall commence their terms of office after the confirmation of the report of the Returning Officer and the scrutineers by the Annual General Meeting.
22. The Board shall, every year at a suitable time prior to the Annual General Meeting, appoint four scrutineers and the Company Secretary shall be the Returning Officer and who shall be required to attend the Board or committee meetings at which nominations are to be opened. Candidates shall not be eligible to become scrutineers. The Company Secretary shall be an ex-officio member of the scrutineers panel.
23. The Returning Officer and any two of the scrutineers shall form a quorum.
24. Any subsequent vacancy on the scrutineers panel shall be filled by a member to be appointed by the Returning Officer.