

GS1 KENYA LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON THE 29TH MARCH, 2017 AT
OLE SERENI HOTEL, NAIROBI FROM 2.00 PM

MEMBERS PRESENT

- | | | |
|------------------------|---|------------------------|
| 1. Sospeter Kioko | - | Chairman |
| 2. Peter Otiemo | - | Vice Chairman |
| 3. Oliver Owuor | - | Director |
| 4. Prof. Michael Okoth | - | Director |
| 5. Charles Nduati | - | Director |
| 6. Dr. Jerusha Kamau | - | Director |
| 7. Rosemary Amondi | - | Director |
| 8. Other Members | | (As per attached list) |

IN ATTENDANCE

- | | | |
|------------------|---|---|
| 1. John Wambugu | - | Company Secretary
(Rikan Registrars) |
| 2. Kendi Nthiomi | - | Ass. Company Secretary
(Rikan Registrars) |
| 3. Eva Buyu | - | Public Relations Executive
GSI Kenya Limited |
| 4. Peter Gatune | - | Auditor
(Gatune & Associates) |

MIN 1/2017 - PRELIMINARIES

With the quorum for the meeting having been attained, the Company Secretary called the meeting to order. The meeting began with a word of prayer by Dr. Jerusha Kamau.

The Company Secretary then read the notice calling for the meeting & the minutes of the last Annual General Meeting were read as required by the Companies Act. He thereafter welcomed Mr Otiemo to present the opening remarks

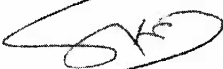
MIN 2/2017 - VICE CHAIRMAN'S REPORT

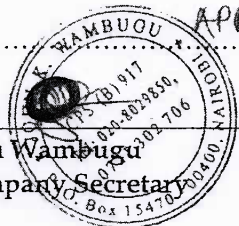
The Vice Chairman began by requesting for support from the members in steering the growth of GSI(K) Ltd. He gave a brief history of GSI(K) Ltd from its incorporation till date. He further requested commitment from the members with regard to the measures to be taken within the company going forward, which would be elaborated upon by the Chairman in his report. He then invited the chairman to present his report to the members.

MIN 3/2017 - CHAIRMAN'S REPORT

The Chairman thanked members for attending the meeting and the support accorded to GSI (K) Limited during the year.

Signed as a correct record this.....^{6TH}.....day of^{APRIL}.....2017


Sospeter Kioko
Chairman


John Wambugu
Company Secretary

The Highlights of the Chairman's speech were as follows:

- i. The Annual General Meeting was held within three (3) months of the close of accounts of the company under review and in accordance with the Companies Act, 2015.
- ii. The annual turnover of the company had increased by ten (10%) percent during the period under review.
- iii. There had been an implementation of performance contracts for GSI Kenya Limited staff in line with the GSI(K) Ltd Strategic Plan for the years 2016-2021
- iv. There had been a reduction of costs at the company, and the board pledging its support of the implementation of austerity measures going forward.

The Chairman reported to the members that following the appointment of Gatune & Associates as the company auditors, certain matters that had had been brought to the attention of the directors which prompted the board to look into, and a report would be presented to members upon conclusion.

The Member resolved to adopt the audited financial report for the year ending 31st December 2016 as presented.

Proposer; Charles Mumanyi, Sarange Food Processors

Secunder; Catherine Amusugut, Tanga Kona Limited

MIN 4/2017

AUDITED FINANCIAL REPORT

The Financial report for the period ended 31st December 2016 as previously approved by the Board of Directors was presented by Mr. Gatune representing Gatune & Associates.

The auditors raised the following matters for the attention of the members;

- i. That as at 31st December 2016 the true Membership status of GSI(K) Ltd could not be ascertained.
- ii. The Creditors of the company totalling to Kshs 3,397,589 could not be verified.
- iii. The total amount owed to the company in arrears as membership subscription, and whose individual balances could not be validated was Kshs 44,418,236.
- iv. That GSI(K) Ltd is faced with a total probable tax exposure of Kshs 7,300,000.

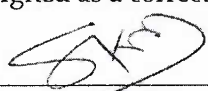
The Auditor also read out the auditor's report and confirmed that the financial statements gave a true and fair view of the financial position of the Company for the year ended 31st December 2016

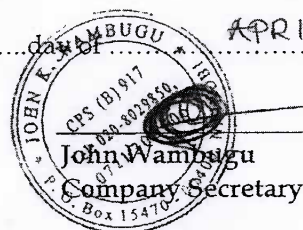
The Members resolved to adopt the audited financial report for the year ending 31st December 2016 as presented.

Proposer; Peter Kinyua, Bekin Enterprises Limited.

Secunder; Gladys Maina, Beautiful Mountain Limited.

Signed as a correct record this.....^{6TH}.....day of.....^{APRIL}.....2017


Sospeter Kioko
Chairman



MIN 5/2017 - PROPOSED BUDGETS FOR THE YEAR ENDING 31ST DECEMBER 2017

The Chairman of the Finance committee presented the proposed budgets for the years 31st December 2016 & 31st December, 2017.

The highlights of the presentation were as follows:-

The total projected Income for the year 2017 is Kshs. 71,993,012 whereas the total projected expenditure for the year is Kshs. 66,478,564. The projected net profit is pegged at Kshs. 5,514,448.

Proposer: Joseph Nyongesa, Global Packaging Limited

Secunder: Charles Mumanyi, Sarange Food Processors

MIN 6/2017 - ADOPTION OF THE ELECTION RESULTS & CONFIRMATION OF DIRECTORS TO THE GS1 (K) BOARD

The Company Secretary announced the list of Directors who were retiring in accordance with Article 6.5 of the company's Articles of Association, with two directors having offered themselves up for re-election. Therefore, following was noted to have been validly nominated:

- Healthcare - Dr Jerusha Njoki Kamau
- Academia - Professor Michael Okoth

He further noted that no nomination forms had been received for the transport sector and urged ladies to put in the papers for representation on the board.

The members unanimously approved the election results and resolved that the valid nominee be confirmed to be a member of the management board for the required period of three (3) years.

Proposer: Joseph Nyongesa, Global Packaging Limited

Secunder: Allan Odhiambo, The Adams (K) Limited.

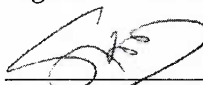
MIN 7/2017 - A.O.B

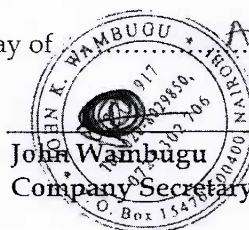
The Memorandum raised by Global Packaging Limited having satisfied the Fourteen (14) day period for submission was adopted for discussion at the meeting.

It was unanimously agreed that that there seemed to be an issue between past Chief Executive Officers of the Company and the board of GS1(K) Limited and it was a general consensus that without a proper working relationship of the two, it would be difficult to build a strong company. The members therefore unanimously agreed to appoint a select committee to look into the issues between management and the board of GS1 Kenya, and to be guided and coordinated by the Company Secretary with the following being appointed as members of the committee:-

- Kennedy Efedha of Ifex Logistics Ltd
- Peter Ndolo of Fedix Design.
- Nyokabi Achola of Tosheka Textiles
- Pamela Ondiek of Sustainable Travels & Tours

Signed as a correct record this.....TH6.....day of.....^{APRIL}.....2017


Sospeter Kioko
Chairman


John Wambugu
Company Secretary

- Charles Momanyi of Sarange Food Processors Limited

It was agreed that the past CEOs would present their submissions to the committee within 21 days with a copy being forwarded to Company Secretary and the board of directors would be required to respond within 21 days upon receipt of the submissions to the Committee. The final report of the Committee will then be filed with the Company Secretary who will begin with the preparations for the Special General Meeting.

It was resolved that a special meeting would be held on 7th June, 2017 to present the findings of the committee to members.

Professor Okoth gave final vote of thanks, thanked the members, the Company Secretary, and GSI(K) Ltd staff and the board of GSI(K) Ltd.

THERE BEING NO OTHER BUSINESS, THE MEETING ADJOURNED AT 3:48 P.M.

Signed as a correct record this.....^{6TH}.....day of^{APRIL}.....2017


Sospeter Kioko
Chairman


John Wambugu
Company Secretary