



AUTOMOBILE ASSOCIATION OF KENYA

EXTRACTS OF THE RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF MEMBERS HELD ON 19TH OCTOBER 2021

The meeting being **QUORATE** as provided under Rule 13.5.1, members of the Automobile Association of Kenya passed the following resolutions:

1. **RESOLVED THAT** pursuant to the provisions of Section 21 of the Societies Act, Chapter 108 Laws of Kenya and any other applicable provisions of the Societies Act, Chapter 108 Laws of Kenya and in terms of provisions of Rule 14.1 of the Constitution and Rules of the Association, 2018, the approval of the members of the Automobile Association of Kenya be and is hereby accorded to amend the Constitution (in line with the constitutional amendments provided on the Association's website), including the entrenchment of the specific provisions thereunder, in substitution for, and to the exclusion, of the specific provisions of the Constitution as follows:
 - a) A redefinition of the membership of the Association and substitution of the current membership categories with a new and sole category to be referred to as "Full Members".
 - b) To provide for application for Full Membership of the Association by payment of a one-off membership fee of Kenya Shillings Fifty Thousand (Kes. 50,000) and a discounted fee of Kenya Shillings Forty Thousand (Kes. 40,000) for current active members.
 - c) To exclude all current life members from the requirement of payment of the one-off membership fee as a pre-requisite for admission as Full Members and provide for automatic qualification of all life members whose status has accrued as at the effective date.
 - d) To provide for a provision to the effect that all members who will not have paid by the cut-off date will continue to access AA benefits as provided in Rule 4.2 of the amended Constitution.

- e) To provide for the following benefits accruing to all the Full Members of the Association:
 - i. An entitlement to road rescue and other services provided by the Association at discounted rates;
 - ii. Allotment of shares in the incorporated company upon demutualization of the Association;
 - iii. A share in the distributable assets of the Association on dissolution; and
 - iv. Voting rights.
 - f) To provide for the Association to continue offering services to members of the public who are non-members of the Association based on the different categories of available products as clients/customers without automatic right to qualify as members of the Association.
 - g) To provide for the various categories of AA covers for the different classes of services offered by the Association, which services shall be available to both members and non-members upon subscription as determined by the Association from time to time.
2. **RESOLVED FURTHER THAT** the progress report on the demutualization, together with the proposals on the next steps on demutualization and capital raising, as placed before the general meeting is hereby approved.
3. **RESOLVED FURTHER THAT** the members of the Governing Council shall constitute the first subscribers of the incorporated entities and hold shares thereof as nominees of the Association. The Governing Council shall subsequently constitute the first Board of Directors of the incorporated entities upon incorporation pending the election of a new Board(s) in line with the Articles of Association of the respective entities.
4. **RESOLVED FURTHER THAT** without prejudice to the generality of the above and for the purpose of giving effect to the above, the Governing Council is hereby authorized to undertake, subject to all regulatory approvals, all the proposals in the Progress Report to determine the best course of action in realizing the intended demutualization and capital raising and all such terms as are reasonably undertaken in capital raising of a like nature as the Governing Council may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities or

recommended by the Transactional Advisors involved in the capital raising and to perform all such acts, deeds, matters and things and execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the demutualization and capital raising.

By Order of the Governing Council



Francis Theuri
Chief Executive Officer
21st October 2021