

CROWN BERGER KENYA LIMITED

EXTRACT FROM THE MINUTES OF THE 55TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE PANAFRIC HOTEL, KENYATTA AVENUE, NAIROBI ON THURSDAY, 21 JUNE 2012 AT 11.15 AM

3 BALANCE SHEET AND ACCOUNTS AND DIRECTORS' AND AUDITORS' REPORTS

The Chairman invited a shareholder to propose the resolution:

“That the annual report and financial statements for the year ended 31 December 2011 together with the Directors' and Auditors' Reports thereon now laid before the meeting be adopted.”

Mr Chami, a member, proposed and Mr Otolo seconded the resolution after which the accounts were discussed at length.

The resolution was put to the meeting and carried unanimously.

4 DIVIDEND

Mr Chami proposed and Mr Ndung'u seconded the resolution:

“That a final dividend of KShs 1.25 per ordinary share for the financial year ended 31 December 2011 be and is hereby declared and that the Register of Members be closed on 23 June 2012 for one day only for the purpose of ascertaining entitlement to the dividend which will be paid to the shareholders on the Register at the close of business on 22 June 2012”

The resolution was put to the meeting and carried unanimously.

5 DIRECTORS' REMUNERATION

Mr Waweru proposed and Mr Oroni seconded the resolution:

“That the remuneration of the Directors as shown on page 44 of the Annual Report for the year ended 31 December 2011 be and is hereby approved”

The resolution was put to the meeting and carried unanimously.

6 ELECTION OF DIRECTORS

Mr Jones proposed and Ms Kerubo seconded the resolution:

“That Mr HHRJ Charania, who retired from office in accordance with Article 100 of the Company’s Articles of Association, being eligible, be and is hereby re-elected as a Director of the Company.”

The resolution was put to the meeting and carried unanimously.

7 AUDITORS

Mr Kiarie proposed and Mr Masai seconded the resolution:

“That Messrs Ernst & Young having agreed to continue in office, be and are hereby re-appointed as Auditors of the Company and the Directors be authorised to fix their remuneration for the year 2012.”

The resolution was put to the meeting and carried unanimously.

8 CHANGE OF NAME

Mr Githinji proposed and Ms Emali seconded the following Special Resolution :

“That the name of the Company be changed from Crown Berger Kenya Limited to **Crown Paints Kenya Limited**”

The resolution was put to the meeting and carried unanimously.