

“Private & Confidential”

22 September 2023

Board of Management
Kenya Hospital Association
Nairobi

Dear Sirs,

Kenya Hospital Association (“the Company”) Results of the resolutions tabled during the 2023 Annual General Meeting

We refer to our engagement to perform agreed-upon procedures on the voting process on the resolutions tabled during the Company’s 2023 Annual General Meeting held at the Nairobi Hospital’s, Anderson Centre, Amphitheatre, 2nd Floor, on Thursday, 21st September 2023.

We noted that the following resolutions were presented to the members of the Company as part of the ordinary business at the AGM:

Agenda number 3. To approve the minutes of the Annual General Meeting held on 29th September 2022 and the Extra-Ordinary General Meeting held on 21st December 2022.

Agenda number 4. To receive, consider and, if thought fit, adopt the Report of the Board for the year ended 31st December 2022.

Agenda number 5. To receive, consider and, if thought fit, adopt the Audited Financial Statements of the Company for the year ended 31st December 2022 together with the Auditors’ Report therein.

Agenda number 6. To Approve the Board Remuneration report in accordance with Article 41 of the Company’s Articles of Association.



Agenda number 7. Retirement by Rotation and Election of Directors:

- 7.1 To note that Mr. Philemon Mwaisaka, EBS, SS retires by rotation in accordance with Articles 42 and 43 of the Articles of Association of the Company and being eligible, offers himself for re-election as a Director of the Company.
- 7.2 To note that Dr. Louis Litswa retires by rotation in accordance with Articles 42 and 43 of the Articles of Association of the Company and being eligible, offers himself for re-election as a Director of the Company.
- 7.3 To fill the position of Mrs. Agnes Odhiambo who retired on 5th April 2023.

Agenda number 8. To authorize the Board of Management to appoint the External Auditors for the Financial Year 2023 in accordance with Section 719 (2) of the Companies Act, 2015 and to fix the External Auditors' remuneration for the Financial Year 2023.

We noted that the following resolutions were presented to members for voting on the online voting platform:

Questions presented to members in relation to the AGM agenda items:

1. Adopt minutes of previous meetings for the year 2022.
2. Adopt the Report of the Board for the year ended 31.12.2022.
3. Approve the appointment of an External Auditor and fix their remuneration for the Financial Year 2023.
4. Approve audited financial statements for the year ended 31.12.22, and Auditors Reports.
5. Approve Board Remuneration report.
6. Re-elect Dr. Louis Litswa as a Director.
7. Re-elect Philemon Mwaisaka as a Director.

Aspirants presented to members for voting to fill the vacant board of management positions:

1. Dr Barclay Mogere Onyambu
2. Mr. Philemon Mwaisaka, EBS, SS
3. Prof. Herman Bond Manyora
4. Prof. John E. O. Atinga
5. Dr. Louis Amiani Litswa
6. Mr. John Kibowen Sergon
7. Dr. Jane Wairimu Kabutu
8. Mr. Martin Mutisya Muthengi
9. Mrs. Catherine Adongo Kola

We confirm that the results of the resolutions of motions tabled and tallied on Thursday, 21st September 2023 were as follows: -

Results of the vote on AGM agenda items

Item	Motion	In Favour	% In Favour	Against	% Against	Abstained
1	To approve the minutes of the Annual General Meeting held on 29 th September 2022 and the Extra-Ordinary General Meeting held on 21 st December 2022	136	94%	8	6%	8
2	To receive, consider and, if thought fit, adopt the Report of the Board for the year ended 31 st December 2022	130	92%	12	8%	10
3	To authorize the Board of Management to appoint the External Auditors for the financial year 2023 in accordance with Section 719 (2) of the Companies Act, 2015 and to fix the External Auditors' remuneration for the financial year 2023	132	90%	15	10%	5
4	To receive, consider and, if thought fit, adopt the Audited Financial Statements of the Company for the year ended 31 st December 2022, together with the Auditors' Report therein	125	91%	13	9%	14
5	To approve the Board Remuneration report in accordance with Article 41 of the Company's Articles of Association	106	78%	30	22%	16
6	To note that Dr. Louis Litswa retires by rotation in accordance with Articles 42 and 43 of the Articles of Association of the Company and being eligible, offers himself for re-election as a Director of the Company	106	73%	40	27%	6
7	To note that Mr. Philemon Mwaisaka, EBS, SS retires by rotation in accordance with Articles 42 and 43 of the Articles of Association of the Company and being eligible, offers himself for re-election as a Director of the Company	99	68%	46	32%	7

Results of the vote to fill vacant board of management positions

Position	Candidate	Votes in favour	Votes against	Total Votes Cast
1	Dr Barclay Mogere Onyambu	160	130	290
2	Mr. Philemon Mwaisaka, EBS, SS	123	167	290
3	Prof. Herman Bond Manyora	137	153	290
4	Prof. John E. O. Atinga	56	234	290
5	Dr. Louis Amiani Litswa	96	194	290
6	Mr. John Kibowen Sergon	55	235	290
7	Dr. Jane Wairimu Kabutu	99	191	290
8	Mr. Martin Mutisya Muthengi	44	246	290
9	Mrs. Catherine Adongo Kola	100	190	290

Factual findings from the voting process

We noted a duplication of motions relating to the re-election of directors retiring by rotation. As detailed on page 2 of this report, question 6 presented to members in relation to the AGM ordinary business agenda items read as follows "Re-elect Dr. Louis Litswa as a Director" and question 7 read as follows "Re-elect Philemon Mwaisaka as a Director".

Members were also expected to vote separately and select three candidates to take up the 3 available positions from a list of 9 candidates which was presented for this purpose. The two Directors retiring by rotation (Dr. Louis Litswa as a Director and Mr. Philemon Mwaisaka) were also included in the list of nine (9) candidates as detailed on page 2 of this report.

As detailed on page 3 and 4 of this report, members voted separately for the re-election of the directors retiring by rotation and also voted for 3 candidates to take up the vacant positions.

We have provided below the outcome of our discussions in relation to the above anomaly at the joint meeting attended by company management (represented by Mr. Gilbert Nyamweya, Company Secretary) and Image Registrars (represented by Mr. Abdulhaleem Mohamed, Mr. John Bett and Ms. Diana Bundu).

Comments by representative of the Company

Mr. Gilbert Nyamweya, who is the Company Secretary clarified that the company contracted Image Registrars to use their platform to register members attending the AGM and provide them with access to vote for resolutions forming the agenda of the meeting, as well as livestream the proceedings of the AGM. He further advised that management had equally noted the inconsistency relating to the vote on re-election of directors retiring by rotation and had taken the initiative to communicate to the members regarding the inconsistency, and to clarify to the members that the vote that would be taken into consideration for purposes of election of Directors is the poll where all the 9 eligible members of the Company had an opportunity to be elected as Directors.

Comments by Image Registrars

The representatives confirmed that the vote taken on the resolution regarding re-election of Dr. Louis Litswa as a Director and Mr. Philemon Mwaisaka was taken in error and should not have been presented to the members for a vote and as consequence should be disregarded as the substantive vote for the replacement of Directors was done as per the poll that members of the Company voted for, and where all the 9 eligible members of the Company had an opportunity to be elected as Directors.

We will send a detailed report on the procedures we performed on the process.

Yours faithfully,
For Deloitte & Touche LLP

A handwritten signature in blue ink, appearing to read 'Fredrick Aloo', with a stylized flourish at the end.

Fredrick Aloo
Partner

FO/FM/VL/VG