

EAAGADS LIMITED

(INCORPORATED IN KENYA)

DIRECTORS

E. MONARI (KENYAN)
A. GUREVICH (BRITISH)
J. KIMEMIA (KENYAN)

MANAGING AGENTS:

Coffee Management Services
P.O. BOX 896 - 00232
RUIRU- KENYA
Tel: (020)-8011041/2
0733-633638; 0737-788777
0722-205530; 0714-029002

TO ALL SHAREHOLDERS

NOTICE is hereby given that in accordance with an Order issued by the High Court of Kenya in Miscellaneous Application No E.680 of 2020 on 29th April 2020, the Annual General Meeting of Eaagads Limited for the year 2020 will be held via electronic communication on Wednesday, 30 September, 2020 at 11:00 a.m. to conduct the following business: -

ORDINARY BUSINESS:

- 1) To confirm the presence of a quorum.
- 2) To confirm the minutes of the Annual General Meeting held on Wednesday, 25 September 2019.
- 3) To receive, consider and if thought fit, adopt the Audited Financial Statements for the year ended 31 March 2020 together with the Chairman's, Directors' and Auditors' Reports thereon.
- 4) To note that the Directors do not recommend payment of a dividend in respect of the financial year ended 31 March 2020.
- 5) Directors
 - a) To re-appoint Mr. Joseph Kimemia who retires at this meeting in accordance with the provisions of Articles 86 and 87 of the Company's Articles of Association, and, being eligible, offers himself for reelection.
 - b) To re-appoint Mr. Artem Gurevich who retires at this meeting having been appointed in the course of the financial year, and, being eligible, offers himself for re-election.
- 6) To note that the Directors' did not receive any remuneration for the Financial Year ended 31 March 2020.
- 7) To note that Messrs Ernst & Young will continue in office as auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act, 2015 and to authorise the Directors to fix the Auditors remuneration for the ensuing Financial Year in accordance with Section 724 (1) of the Companies Act, 2015.
- 8) To consider any other business of which notice will have been duly received.

SPECIAL BUSINESS

- 1) To consider and if thought fit to pass the following resolution as a Special Resolution, as recommended by the Directors: -
 - a) That the Articles of the Company be amended by adding the following sentence at the end of Article 52:-

"The Company may give such notice in writing or by electronic means or by a combination of means permitted by the Statutes."
 - b) That the Articles of Association of the Company be amended by inserting the following new Article 57A:

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57A ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS

- 57A.1 In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.
- 57A.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:
- a) participate in the business for which the meeting has been convened; and
 - b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

BY ORDER OF THE BOARD

**KATHRYNE MAUNDU (MS)
COMPANY SECRETARY**

Date: 8th September 2020

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NOTES:

- 1) In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under section 280 of the Companies Act 2015, for Eaagads Limited to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
- 2) On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).
- 3) Eaagads Limited has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.
- 4) Shareholders wishing to participate in the meeting should register for the AGM by dialing *483*820# for all Kenyan telephone networks and following the various registration prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register OR send their details to eaagadsAGM@image.co.ke
- 5) Registration for the AGM opens on 8th September 2020 at 11:00 a.m. and will close on 28th September 2020 at 5.00 pm East African time.
- 6) In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.eaagads.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 31 March 2020; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the CMA.

The Condensed Audited Results for the year ended 31 March 2020 has been published with this Notice.

- 7) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) sending their written questions by email to eaagadsAGM@image.co.ke or
 - b) shareholders who will have registered to participate in the meeting shall be able to ask questions vis SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts; or
 - c) visiting www.eaagads.com and accessing the 2020 AGM page where you can log a question directly on the webpage; or
 - d) In the event that the above is not possible, physically deliver their written questions with a return physical address or email address to the registered office of Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

Any questions and clarifications must reach the Company on or before 29th September 2020 at 11:00 am. Limited questions will be responded to during the Annual General Meeting.

Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received and the answers thereto grouped into thematic areas and will be published on the Company's website not later than 12 hours before the start of the general meeting.

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- 8) In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf.

A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company's website via this link: www.eaagads.com. Physical copies of the proxy form are also available at the offices of Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to eaagadsAGM@image.co.ke or delivered to the offices of Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street so as to be received not later than 24 hours before the time of holding the meeting i.e. 29th September 2020 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 29th September 2020 at 5:00 p.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 29th September 2020 to allow time to address any issues.

- 9) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USDD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USDD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- 10) Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USDD prompts.
- 11) A poll shall be conducted for all the resolutions put forward in the notice.
- 12) Results of the poll shall be published on the Company's website within 48 hours following conclusion of the AGM.
- 13) Shareholders are encouraged to continuously monitor the Company's website www.eaagads.com for updates relating to the AGM.