

# EAAGADS LIMITED

## PROXY FORM

I/WE \_\_\_\_\_

Share A/c No \_\_\_\_\_

Of (Address) \_\_\_\_\_

Being a member (s) of Eaagads Limited, hereby appoint:

\_\_\_\_\_

Or failing him/her, the duly appointed Chairman of the Meeting, to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> September 2020 and at any adjournment thereof.

As witness I/We lay my/our hand (s) this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

Signature \_\_\_\_\_

Signature \_\_\_\_\_

PLEASE CLEARLY MARK THE BOX BELOW TO INSTRUCT YOUR PROXY HOW TO VOTE

RESOLUTION	FOR	AGAINST	ABSTAIN
1) To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2020 together with the Chairman's, Directors' and Auditors' reports thereon.			
2) To note that the Directors do not recommend payment of a dividend in respect of the financial year ended 31 March 2020.			
3) 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.			
4) 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 reelection.			
5) To note that the Directors did not receive any remuneration for the Financial Year ended 31 March 2020.			
6) 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.			

RESOLUTION	FOR	AGAINST	ABSTAIN
<p><u>Special Business</u></p> <p>To consider and if thought fit to pass the following resolutions as Special Resolutions, as recommended by the Directors:-</p> <p>a) That the Articles of the Company be amended by adding the following sentence at the end of Article 52:-</p> <p style="padding-left: 40px;">"The Company may give such notice in writing or by electronic means or by a combination of means permitted by the Statutes."</p> <p>b) That the Articles of Association of the Company be amended by inserting a new Article 57A to allow for electronic meetings. The wording of the Article is outlined in detail in the Notice and agenda of the meeting.</p>			

# ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of Proxy(s): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Mobile Number

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287- 00100 Nairobi, 5<sup>th</sup> Floor, Absa Towers (formerly Barclays Plaza), Loita Street:

## Approval of Registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 30<sup>th</sup> September, 2020.

## Consent for use of the Mobile Number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM.

## Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the offices of Image Registrars Limited located on 5<sup>th</sup> Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to [eaagadsAGM@image.co.ke](mailto:eaagadsAGM@image.co.ke) to arrive not later than 11:00 a.m. on 29<sup>th</sup> September, 2020 i.e. 24 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.

4. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. To be valid the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to Image Registrars, 5<sup>th</sup> Floor, Absa Towers (formerly Barclays Plaza), Loita Street and address P.O. Box 9287-00100 Nairobi not later than 11:00 a.m. on 29 September 2020 or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 24 hours after the day of the meeting or adjourned meeting.
6. In the case of a company being a shareholder then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
7. A vote "abstain" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.

**Note**

1. The completed Form of Proxy by members must be lodged at the Share Registrar, Image Registrars Limited, 5<sup>th</sup> Floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi, or to be posted so as to reach Image Registrars Limited, P.O. Box 9287 – 00100 GPO Nairobi, not later than 11:00 a.m. on 29 September 2020, failing which it shall be invalid.
2. In case of a Corporation, the proxy must be under its common seal.