

EAAGADS LIMITED

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2020 HELD ELECTRONICALLY ON WEDNESDAY, 30 SEPTEMBER 2020 AT 11:00 A.M.

ORDINARY BUSINESS

1. Audited Financial Statements for the year ended 31 March 2020

It was proposed by Stephen Irungu Kimani, seconded by Samson Odongo Ademba and **resolved by majority vote**, that the Consolidated Financial Statements and Statement of Financial Position for the financial year ended 31 March 2020, together with the Chairman's Statement, the Directors' and Auditors' Reports thereon be and are hereby adopted.

2. Dividend

It was proposed by Stephen Irungu Kimani, seconded by Enock Munyiya Ng'oo and **resolved by majority vote**, to note that the Directors do not recommend payment of a dividend in respect of the Financial Year ended 31 March 2020.

3. Directors

- a) It was proposed by Thomas Barongo Oeri, seconded by Gabriel Njeru M'kwenda and **resolved by majority vote**, that Dr Joseph Kimemia be and is hereby re-elected as a Director of the Company.
- b) It was proposed by Stephen Mwaniki, seconded by Daniel Kiplangat Chebii and **resolved by majority vote**, that Mr Artem Gurevich be and is hereby re-elected as a Director of the Company.

4. Auditors

It was proposed by Lilian Karegi Kiganga, seconded by Nancy Nyambura Njoka and **resolved by a majority vote** to re-appoint Messrs Ernst & Young, in office as the Company's Auditors in accordance with the provisions of Section 721 (2) of the Companies Act, 2015. **It was further resolved by a majority vote**, that the Directors be and are hereby authorised to fix the Auditors' remuneration for the ensuing financial year.

SPECIAL BUSINESS

5. Change to the Company's Articles of Association

It was proposed by David Muriithi Gitari, seconded by Charles Mwebia M'aburi and **resolved by a majority vote**, to pass the following resolutions as special resolutions, 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:

Eaagads Limited - Resolutions passed at the 2020 Annual General Meeting

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.

The above is a true record of the resolutions passed at the 2020 Annual General Meeting of Eaagads Limited.

BY ORDER OF THE BOARD

A handwritten signature in purple ink, appearing to read 'K Maundu', is written in a cursive style.

**Ms Kathryn Maundu
Company Secretary**

30 September 2020