



TO ALL SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of Eaagads Limited for the year 2023 will be held via electronic communication on Friday, 22nd September 2023 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 2022 Annual General Meeting held on Friday, 30th September 2022.
- 3) To receive, consider and if thought fit, adopt the Audited Financial Statements for the year ended 31st March 2023 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 31st March 2023.
- 5) Re-Election of Directors
 - a) To re-elect Mr. George Kapanadze 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 re-election.
 - b) To re-elect Mr. Nicholas Kathiari 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 re-election.
- 6) In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit and Risk Committee be elected to continue to serve as members of the said Committee, subject to the re-election of the Directors mentioned in Agenda 5 above: -
 - a) Mr. Nicholas Kathiari
 - b) Ms. Muthoni Runji-Pertet
 - c) Amb. Harry Kathurima
 - d) Mr. George Kapanadze
- 7) To note that the Directors did not receive any remuneration for the Financial Year ended 31st March 2023.
- 8) To re-appoint Messrs Ernst & Young as Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act, 2015 and to authorise the Board of Directors to fix their remuneration for the ensuing Financial Year.
- 9) To consider any other business of which notice has been given.

BY ORDER OF THE BOARD

KATHRYNE MAUNDU
COMPANY SECRETARY

Date: 1st September 2023

Eaagads Limited Notice and Agenda of the 2023 Annual General Meeting

NOTES:

- 1) Eaagads Limited has convened and is conducting this virtual annual general meeting in line with the provisions of the Company's Articles of Association.
- 2) Shareholders wishing to participate in the AGM should register by doing the following: -
 - a) Dialing *483*816# for all Kenyan telephone networks and following the various registration prompts; or
 - b) Send an email request to be registered to eaagadsAGM@image.co.ke; or
 - c) Shareholders with email addresses will receive a registration link via email which they can use to register.

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 8:00 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.

- 3) Registration for the AGM opens on Friday, 1st September 2023 at 11:00 a.m. and will close on Thursday, 21st September 2023 at 11:00 a.m. East African time.
- 4) 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 31st March 2023. The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
- 5) 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 2023 AGM page where you can log a question directly on the webpage; or
 - d) In the event that the above is not possible, physically delivering 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.

Questions and clarifications must reach the Company on or before Thursday, 21st September 2023 at 11:00 am. Shareholders will also be given an opportunity to ask questions at 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 Annual General Meeting. A full list of the questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the Annual General Meeting.

- 6) 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.

Eaagads Limited Notice and Agenda of the 2023 Annual General Meeting

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. Thursday, 21st September 2023 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Thursday, 21st September 2023 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 21st September 2023 at 5:00 p.m. to allow time to address any issues.

- 7) 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/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD 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.

Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.

- 8) 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.
- 9) A poll shall be conducted for all the resolutions put forward in the notice. Voting shall be done electronically via USSD or through the web link shared upon successful registration. All registered shareholders will receive a notification to vote once voting opens.
- 10) Results of the poll shall be published on the Company's website within 24 hours following conclusion of the AGM.
- 11) Shareholders are encouraged to continuously monitor the Company's website www.eaagads.com for updates relating to the AGM. Please report any challenges or issues that you may face to us immediately for quick resolution using the email address eaagadsAGM@image.co.ke or our helpline (+254) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.