

# **Eaagads Limited**

## **Voting Policy**

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1) **Objective**

The objective of this voting policy is to establish clear guidelines and procedures for voting activities within Eaagads Limited, hereinafter "the Company", promoting transparency, fairness, and democratic decision-making processes and compliance with legal requirements in all voting processes.

This policy applies to all voting events conducted by Eaagads Limited, including General meetings, Board meetings, Committee meetings and other significant voting matters.

2) **Eligibility to Vote**

a) **Shareholders**

All shareholders of the Company shall be eligible to vote in accordance with the provisions of the Company's Articles of Association.

b) **Directors**

All Directors of the Company shall be eligible to vote in accordance with the provisions of the Company's Articles of Association and the Board Charter.

c) **Committee Members**

All Committee Members shall be eligible to vote in accordance with the provisions of each Committee's Terms of Reference.

3) **Notice and Communication**

**Non-Discrimination**

The Company shall ensure that all eligible voters are treated equally and have equal access to information, without discrimination based on race, gender, religion, nationality, or any other ground.

4) **Voting Procedures**

a) **Voting Method**

The Company shall determine the appropriate method of voting for each specific voting event, considering factors such as efficiency, security, and the number of participants. Methods may include in-person voting, postal voting, electronic voting, or a combination thereof.

b) **Proxy Voting**

Shareholders or directors unable to attend a voting event may appoint a proxy to vote on their behalf. Proxy voting shall be conducted in accordance with the Company's Articles of Association and Board Charter.

c) **Secret Ballot**

Whenever feasible and appropriate, voting shall be conducted through a secret ballot to ensure confidentiality and protect participants from undue influence or coercion.

d) **Voting Security**

The Company shall implement robust measures to safeguard the integrity and security of the voting process, including but not limited to ensuring authentication of voters, prevention of fraud, manipulation, or unauthorized access to voting systems or data.

5) **Voting guidelines**

a) **Board meetings**

In line with the provisions of the Board Charter:

- i) Voting on Board matters shall be on a one vote per member basis. When a quorum is present, the vote of a majority of the voting members present shall constitute the action or decision of the Board.
- ii) The Chairperson shall have a second or casting vote in the event of a deadlock.

b) **Committee meetings**

The Committees shall adopt resolutions by a simple majority of votes of the members of the Committee.

c) **Shareholder meetings**

Voting by shareholders at the general meetings shall be in line with the provisions of Articles 61 to 65 of the Company's Articles of Association, which are annexed hereto.

6) **Vote Counting and Results**

a) **Vote Counting**

The Company shall establish a transparent and reliable vote counting process more so for the voting at the Annual General Meetings. Impartial entities such as an independent audit firm shall be responsible for tallying the votes accurately and maintaining proper records.

b) **Declaration of Results**

The results of the voting shall be promptly communicated to participants and stakeholders. The declaration of results shall include the total number of votes cast, the breakdown of votes for each option, and any other relevant information required by the Company's Articles of Association.

7) **Compliance and Reporting**

a) **Legal Compliance**

The Company shall conduct all voting activities in compliance with applicable laws, regulations, corporate governance guidelines, and the Company's Articles of Association.

b) **Record Keeping**

The Company shall maintain comprehensive records of all voting events, including minutes, attendance sheets, and other relevant documentation.

c) **Reporting**

The Company shall provide regular reports on voting activities to its shareholders and other relevant stakeholders, as required by law or to ensure transparency.

8) **Review of the Voting Policy**

- a) This policy shall be reviewed by the Company after every two years, or at such other time as may be deemed necessary to ensure it remains relevant, objective and practical to reflect significant changes affecting the Company and its operating environment.
- b) Any proposed changes to the Voting policy shall be submitted to the Board of Directors for approval.

**This Policy was approved by the Board of Directors on \_\_\_\_\_ 2024.**

**Signed by the Chairman of the Board:**

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*Dr. Joseph Kangara Kimemia*  
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**Dr. Joseph Kangara Kimemia**

13 June 2024

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**Date**