

**BOARD OF DIRECTORS RESOLUTIONS****TO BE PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY**

The Board of Directors will be proposing the following resolutions which would be put to the Annual General Meeting:

**1. RESOLUTION NO 1: TO RECEIVE THE 2024 ACCOUNTS**

Pursuant to Section 128 (3) of the Companies Act 2019 Act 992 and the Section 48(2) of Constitution of the Company, the Board of Directors recommend that Shareholders receive and adopt the Financial Statements of the Company (together with the reports of the directors and the auditors of the Company) for the year ended 31 December 2024.

**2. RESOLUTION NO 2: TO DECLARE DIVIDEND**

Pursuant to Section 76 of the Companies Act 2019 (Act 992) and Section 36 of the Constitution of the Company it is hereby proposed that a final dividend of GHS0.34 per share in respect of the financial year ended 31 December 2024 be payable to all shareholders on 11<sup>th</sup> August 2025 registered in the books of the company.

**3. RESOLUTION NO 3: TO RE-ELECT MR HAKIM OUZZANI AS AN EXECUTIVE DIRECTOR**

Pursuant to Section 325(a) and (d) of the Companies Act 2019 Act 992; Section 88(1) of the Constitution of the Company; and Section 12 of the Securities & Exchange Corporate Governance Code for Listed Companies 2020, Mr. Hakim Ouzzani retires by rotation and being eligible offers himself for re-election as a Director.

**4. RESOLUTION NO 4: TO RE-ELECT MR ARNAUD DE GAUDEMARIS AS A NON-EXECUTIVE DIRECTOR**

Pursuant to Section 325(a) and (d) of the Companies Act 2019 Act 992 and Section 88(1) of the Constitution of the Company Mr. Arnaud De Gaudemaris retires by rotation and being eligible offers himself for re-election as a Director.

**5. RESOLUTION NO 5: TO RE-ELECT MR ARTHUR BRIGHT AS A NON-EXECUTIVE DIRECTOR**

Pursuant to Section 325(a) and (d) of the Companies Act 2019 Act 992 and Section 88(1) of the Constitution of the Company Mr. Arthur Bright retires by rotation and being eligible offers himself for re-election as a Director.

**6. RESOLUTION NO 6: TO ELECT MR AYMERIC VILLEBRUN AS A NON-EXECUTIVE DIRECTOR**

Pursuant to Section 325(f) of the Companies Act 2019 Act 992 and Section 72(1) of the Constitution of the Company Mr. Aymeric Villebrun was appointed as a Director and being eligible offers himself for election as a Director.

**7. RESOLUTION NO 7: TO APPROVE DIRECTORS FEES**

Pursuant to Section 185(1)(2) of the Companies Act, 2019 (Act 992) and Section 78(3) of the Constitution of the Company, it is hereby proposed that the Directors remuneration be paid at such a rate not exceeding an aggregate of GHS3,710,000. It is further proposed that the Board of Directors be given the mandate to approve the emoluments of the Executive Director.

**8. RESOLUTION NO 8: TO AUTHORISE THE DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITORS**

Pursuant to Section 140 (1)(c) of the Companies Act ,2019 (Act 992) and Section 54(2) (d) of the Constitution of the Company the Board of Directors request that they fix the fees of the Auditors. Additionally Pursuant to Section 140 (2) (b) of the Companies Act ,2019 (Act 992) the Board of Directors are seeking the ratification of GHS842,000 paid to the Auditors in 2024.