

Nnewi, Anambra State; 27 November 2020

ORDINARY AND SPECIAL RESOLUTIONS PASSED AT THE 37TH ANNUAL GENERAL MEETING OF CUTIX PLC

At the 37th Annual General Meeting of Cutix Plc (the “Company”) held by proxy at the Company’s Head Office, 17, Osita Onyejianya Street, Umuanuka, Otolu Nnewi, Anambra State on Friday, November 27, 2020 at 11 a.m., the following resolutions were considered and passed:

1. “That the Audited Financial Statements for the year ended April 30, 2020 together with the Report of the Directors, Statutory Audit Committee and Independent Auditors be and is hereby received”.
2. “That a dividend of 12.5 Kobo per one Ordinary Share of 50 Kobo recommended in the Report of the Directors for the year ended April 30, 2020 be and is hereby payable to Shareholders whose names appear in the Register of Members of the Company at the close of business on Monday, November 30, 2020.”
3. (a) “That the Election of Mr Ike Okonkwo, Mrs. Ijeoma Ezeasor and Mr. Ariyo Olushekun as Non-Executive Directors be and is hereby approved”.
- (b) “That the re-election of Amb. Odi Nwosu, Barr (Mrs.) Ifeoma Nwahiri, Dr Chidozie Nsoedo and Sir Matthias Umego be and is hereby approved”.
4. “That the appointment of Ngozi Monica Okonkwo & Co as the new Auditor for the Company be and is hereby approved”.
5. “That the Directors be and are authorised to fix the remuneration of the Auditors and is hereby approved”.
6. “That the following persons be and are hereby elected members of the Statutory Audit Committee until the next Annual General Meeting:
 - a) Dr. Chidozie Nsoedo - Director
 - b) Mr Ike Okonkwo - Director
 - c) Chief Edmund Njoku - Shareholder
 - d) Mr Chima Nwosu - Shareholder
 - e) Mr Jude Okpala - Shareholder”
7. “That the Non-Executive Directors Fees of ₦110,646 per annum for the Chairman and ₦98,422 per annum for each of the other Directors be and is hereby approved”.
8. “That the Articles of Association of the Company be and is hereby amended by the inclusion of the following new Sub-Clauses to Clause 102 (Proceedings of Directors):


102. (4) Any Director may validly participate in a meeting of the Board or a Committee of the Board through electronic medium or any other form of communication equipment (whether in use when these Articles are adopted or developed subsequently), provided that all persons participating in the meeting are able to hear and speak to one another throughout such meeting.

102. (5) A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to have taken place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, the meeting shall be deemed to have taken place at the registered address of the Company.

102. (6) A resolution passed at any meeting held in the above manner and signed by the Chairman of the meeting shall be as valid and effectual as if it had been passed at a meeting of the Board (or Committee as the case may be) duly convened and held”.

“That Directors be and are hereby authorised to take all necessary steps to give effect to these resolutions”.

Dated this 27th day of November, 2020


Chinwendu Nwokporo
Company Secretary