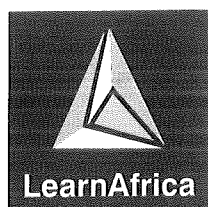


Lagos, 25th October 2021

RESOLUTIONS PASSED AT THE 2021 ANNUAL GENERAL MEETING OF LEARN AFRICA PLC

At the 2021 Annual General Meeting of **Learn Africa Plc** (the Company) held by proxy on Thursday, October 21, 2021 at Felix Iwerebon House, 52 Oba Akran Avenue, Ikeja, Lagos, the Chairman of the Board of the Company laid the Audited Financial Statement for the year ended March 31, 2021 before the shareholders. Subsequently, the following resolutions were considered and duly passed:

1. The declaration of final dividend of 15 Kobo per ordinary share of 50 Kobo each of the Company as recommended by the Board to be paid to the members whose names appear in the Register of Members in respect of the year ended March 31, 2021, subject to the deduction of appropriate withholding tax at the time of payment.
2. The reelection of (a) Alhaji Hassan Bala (b) Mr. Frederick Ijewere (c) Chief Emeke Iwerebon as Directors of the Company.
3. The appointment of PKF Professional Services as the External Auditors of the Company and authorization of the Directors to fix their remuneration.
4. The election of (a) SUPE Anthony Omojola (b) Mrs. Mary Joke Shofolahan (c) Mr. David Olusegun Oguntoye as shareholders' representatives on the Statutory Audit Committee and the nomination of (a) Mr. Frederick Ijewere (b) Mrs. Egbichi Akinsanya as Directors' representatives on the Statutory Audit Committee.
5. The approval of the remuneration of the Directors of ₦2,210,000 and ₦1,306,500 for the Chairman and other Non-Executive Directors respectively for the financial year 2021/2022.
6. The remuneration of the Managers of the company were disclosed in the annual Report.
7. The amendment of Authorised Share Capital in Clause 6 of the Memorandum of Association to Minimum Share Capital.
8. The amendment of Section 141 of Companies and Allied Matters Act 1990 in Article 5 of the Articles of Association to Section 166 of Companies and Allied Matters Act 2020.
9. The amendment of Section 131(1) of Companies and Allied Matters Act 1990 in Article 6 of the Articles of Association to Section 156 of Companies and Allied Matters Act 2020.
10. The amendment of Section 159 of Companies and Allied Matters Act 1990 in Article 10 of the Articles of Association of the Company to Section 183 of Companies and Allied Matters Act 2020.



Learn Africa Plc RC 2637
formerly Longman Nigeria Plc

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11. The amendment of Section 100 (1) (b) of Companies and Allied Matters Act 1990 in Article 35(b) of the Articles of Association of the Company to Section 125(b) of Companies and Allied Matters Act 2020.
12. The amendment of Section 106 of Companies and Allied Matters Act 1990 in Article 37 of the Articles of Association to Section 131 of Companies and Allied Matters Act 2020
13. The amendment of Article 45 of the Articles of Association to All businesses transacted at annual general meetings are deemed special business, except declaring a dividend, presentation of the financial statements and the reports of the directors and auditors, election of directors in the place of those retiring, the appointment, fixing of the remuneration of the auditors, appointment of members of the audit committee and disclosure of remuneration of managers of a company, which are ordinary business.
14. The amendment of Section 75 of Companies and Allied Matters Act 1990 in Article 80 of the Articles of Association to Section 99 of Companies and Allied Matters Act 2020.
15. The amendment of Sections 334, 342 and 345 of Companies and Allied Matters Act 1990 in Article 107 of the Articles of Association to Sections 377, 385 and 388 of Companies and Allied Matters Act 2020.
16. The amendment of Sections 350 - 360 of Companies and Allied Matters Act 1990 in Article 107 of the Articles of Association to Sections 401, 403, 404 and 407 of the Companies and Allied Matters Act 2020.
17. The amendment of Sections 359 (3-6) of Companies and Allied Matters Act 1990 in Article 112 of the Articles of Association to Sections 404 (2-7) of the Companies and Allied Matters Act 2020.
18. The amendment of Article 112 of the Articles of Association to read, the Audit Committee shall consist of five members comprising of three members and two Non-Executive Directors, the members of the audit committee are not entitled to remuneration and are subject to election annually.
19. That Articles 31 to 35 of the Articles of Association on cancellation of shares be expunged from the Articles of Association in line with Companies and Allied Matters Act 2020.

For: Learn Africa Plc

DCSL CORPORATE SERVICES LTD.
COMPANY SECRETARIES
DCSL CORPORATE SERVICES LIMITED
COMPANY SECRETARY