



FTN
COCOA PROCESSORS PLC

RC:172 292

LAGOS, 2 JUNE 2023

**RESOLUTIONS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING HELD
ON TUESDAY 30TH MAY, 2023 AT THE LAGOS CHAMBER OF COMMERCE
AND INDUSTRY CONFERENCE AND EXHIBITION CENTRE, PLOT 10,
NURUDEEN OLOWOPOPO WAY, ALAUSA, IKEJA, LAGOS AT 12 NOON.**

- (i) **“THAT** the Company be and is hereby authorised to obtain a convertible loan of USD6,350,000 (Six Million Three Hundred and Fifty Thousand United States Dollars) from OH Ecosystems LLC (“OH Eco”);
- (ii) **“THAT** the Company be and is hereby authorised to provide security in favour of Norwegian Investment Fund for Developing Countries and OH Eco in accordance with the terms of the relevant security documents;
- (iii) **“THAT** pursuant to the Company’s Articles of Association, the Directors having recommended, be and are hereby authorized to raise such additional amount considered necessary for the business operations/working capital requirement of the Company in any way thought fit and subject to the approval of relevant Regulatory Authorities and on such conditions/terms as the Directors may determine”
- (iv) **“THAT** the Directors be and are hereby authorized to form Technical and Management alliances with any organization local/foreign in such a way as would be mutually beneficial to the parties involved”
- (v) **“THAT** the Directors be and are hereby authorized to execute all documents and do all such things necessary, incidental or relevant to the above resolutions.
- (vi) That the Board be and is hereby authorised to do all such lawful things as is required to give effect to the above resolutions, including without limitation, the appointment of professional advisers, execution of agreements, deeds, notices and other transaction documents; and

That, all acts carried out by the Board hitherto in connection with the above, be and are hereby ratified.

After exhaustive discussions on the above special resolutions. Thereafter, on the motion of Mr. Nwabueze Obiazukaego Henry, which was seconded by Mr. Sofolahan Charles Olusegun, the above resolutions were unanimously approved.

The representative of the Registrar, announced that the motion passing the resolutions at the meeting were unanimously carried.

Include the name and designation of the signatory



ALPHA-GENASEC LIMITED
SECRETARIES

**PHILIP O. AFOLABI
COMPANY SECRETARY**