



**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 9 MARCH 2022 AT 14:06 UTC  
VIA ONLINE CONFERENCING SYSTEM**

**Present:**

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Silvio Almada	Member	Southern Africa
Dr Abdalla Omari (AO)	Member	Eastern Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical

**In Attendance:**

Me Ashok Radhakisoon	Legal Counsel
Mrs Guylaine Laiyra	Snr. Executive Assistant*

**AGENDA**

- 1.0 Welcome
- 1.1 Disclosure of Conflict of Interest
- 2.0 Letter before Court Action against Non-Executive Director

**BUSINESS OF THE DAY**

**1.0 Welcome**

The Chair welcomed the members present and opened the meeting at 14:06 UTC.

A roll call was carried out to confirm members' attendance to the meeting.

All members present agreed to waive the 14 days' notice to convene a meeting; the meeting being quorate in terms of Art.19.2 (ii) of the Bylaws, the proceedings thereof started.

**1.1 Disclosure of Conflict of Interest**

No declaration of disclosure of interest.

**2.0 Letter before Court Action against Non-Executive Director**

One Member [REDACTED ] received a letter for court action to be taken against him via email from a law firm in his home country. The letter originated from [REDACTED ] and has a

deadline of 14 days that will expire on 10 March 2022; and if no action is taken by the member [REDACTED] as stipulated in the letter, legal action will be taken against him personally. As such [REDACTED] has referred the matter to the attention of the Chairman of the Board.

After discussion, the Board resolved as follows;

### **Resolution 202203.681**

WHEREAS one board director, [REDACTED] has received a letter , prior to suit, from the legal representative of [REDACTED] in his country of residence;  
WHEREAS other directors may face the same legal predicament;  
RESOLVED to authorise the company to cover the legal costs in their defence;  
RESOLVED to authorise the company's Legal Department to communicate and exchange with the legal representative of any director on matters covered by the Non-Disclosure Agreement.

Proposed EK. Seconded AO. Resolution passed unanimously.

Roll Call vote

YES: EK BE HY SA AO SM OO AA

NO : None

ABSTAIN: None

### **3.0 Closure**

The Chair moved to close the meeting at 15:42 UTC. Proposed EK. Seconded HY.

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**SIGNED**