

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

NOTICE IS HEREBY GIVEN THAT THE ANNUAL MEETING OF THE SHAREHOLDERS OF AFRICA EATS LTD (THE "COMPANY") WILL BE HELD VIRTUALLY ON 17 JUNE 2026 AT 09:00 HOURS (MAURITIUS TIME) VIA MICROSOFT TEAMS.

AGENDA

1. OPENING

- 1.1. To appoint a Chairperson for the meeting;
- 1.2. To take note of the quorum and constitution of the meeting;

2. FINANCIAL STATEMENTS

- 2.1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31 December 2025, in accordance with Section 115(4)(a) of the Companies Act (Mauritius) 2001;
- 2.2. To consider the Auditor's Report received from Baker Tilly, in accordance with Section 115(4)(b) of the Companies Act (Mauritius) 2001;
- 2.3. To consider and adopt the Annual Report of the Company for the year ended 31 December 2025, in accordance with Section 115(4)(c) of the Companies Act (Mauritius) 2001;

PROPOSED RESOLUTION NO (I):

"Resolved that the Audited Financial Statements and the Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted."

3. DIRECTORS

- 3.1. To consider and approve the re-appointment of the following individuals as Directors of the Company, in accordance with Section 115(4)(d) of the Companies Act (Mauritius) 2001:

- Mr. Michael Libes
- Mr. Jumaane Akintola Tafawa
- Ms. Madiihah Binté Beegum
- Ms. Veerha Bhogun
- Ms. Mary Wangui Mugwanja
- Ms. Rekia Foudel
- Mr. Victor Chambayika Mhango
- Mr. Herve Tuyishime

PROPOSED RESOLUTION NO (II):

"Resolved that Mr. Michael Libes, Mr. Jumaane Akintola Tafawa, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Ms. Mary Wangui Mugwanja, Ms. Rekia Foudel, Mr. Victor Chambayika Mhango and Mr. Herve Tuyishime, be and are hereby re-elected as Directors of the Company."

4. REMUNERATION OF DIRECTORS

To authorise the Board to determine the remuneration of the Non-Executive Directors, for their services as Directors of the Company.

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

As a background, the remuneration of the two independent Directors will be performance-based, which will be assessed over the period from 2024 to 2026. Any remuneration awarded pursuant to their performance assessment will be settled through issuance and allocation of shares in the Company, subject to receipt of relevant approvals from the shareholders (as set out below under Special Resolution No (I)).

PROPOSED RESOLUTION NO (III):

"Resolved that the Board be and is hereby authorised to determine the remuneration of the non-executive directors, for their services as Directors of the Company, including by way of issuance and allocation of shares in the Company."

5. EXTERNAL AUDITOR

5.1. To consider the re-appointment of Baker Tilly as the External Auditor of the Company in accordance with Section 200 of the Companies Act (Mauritius) 2001, and to authorise the Board of Directors to fix their remuneration;

PROPOSED RESOLUTION NO (IV):

"Resolved that Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year ending 31 December 2026."

6. APPROVAL OF DIRECTOR'S SHARE REMUNERATION SCHEME

6.1. To authorise the issue and listing of up to 300,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius in terms of the Director's Share Remuneration Scheme (the "Share Scheme").

6.2. The Board would also like to apprise its shareholders and the public in general that the Listing Executive Committee of the Stock Exchange of Mauritius has, on 18 May 2026, approved the listing of up to 300,000 new ordinary shares of the Company on the Official Market of the Stock Exchange of Mauritius to be issued in connection with the Share Scheme. The SEM approval is subject to receipt of requisite shareholders' approval at the forthcoming Annual Meeting.

The Share Option Scheme document is available for inspection on the respective websites of the Stock Exchange of Mauritius and the Company.

PROPOSED SPECIAL RESOLUTION NO (I):

"Resolved that, the issue and listing of up to 300,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised."

7. ANNUAL GRANT TO MANAGEMENT

7.1. To consider and approve the issuance of shares to Africo Management Ltd up to an equivalent of 1% of the ordinary shares of the Company in issue as at 31 December 2026, as part of the employee incentive scheme, subject to the achievement of a milestone to be set by the Board for the year ending 31 December 2026;

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

As a background, Africo Management Ltd has been created as the 'management leg' of the Company, separating the management function of the Company from the investment function. The shares issued to Africo Management Ltd are intended as incentives for employee retention and are to be ultimately distributed to the employees of Africo Management Ltd, as and when deemed appropriate.

PROPOSED RESOLUTION NO (V):

"Resolved that the issuance of shares to Africo Management Ltd up to an equivalent of 1% of the ordinary shares of the Company in issue as at 31 December 2026, as part of the employee incentive, be and is hereby approved, subject to the achievement of the set milestone for the year ending 31 December 2026 by management, and that the Board of Directors be and is hereby authorised to fix the target milestone that management will need to achieve for the year ending 31 December 2026."

8. CROSS-LISTING OF THE COMPANY

8.1. To consider and authorise the Board of Directors, to cross-list the Company on one or more recognised stock exchanges, as may be determined by the Board from time to time.

As a background, and as part of the Company's strategic growth initiatives, the Board is contemplating to cross-list the ordinary shares of the Company on the Nairobi Stock Exchange. As and when the opportunity arises, there may be further proposals to cross-list the Company on additional exchanges within the next 12 months. Approval of the shareholders is therefore being requested to authorise the Board to proceed with the cross-listing of the Company on the Nairobi Stock Exchange, and, where the Board deems appropriate, on such additional exchanges as may be identified.

PROPOSED RESOLUTION NO (VI):

"Resolved that the Board of Directors, be authorised to cross-list the Company on one or more recognised stock exchanges, as the Board may determine from time to time, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval;

"Resolved that the Company be and is hereby authorised to proceed with the cross-listing of up to 11,731,599 issued ordinary shares of no par value on the Main Investment Market Segment (MIMS) of the Nairobi Securities Exchange PLC (NSE) by way of introduction, pursuant to the Capital Markets Act (Cap. 485A) and the applicable regulations and NSE listing rules in Kenya;

"Resolved that the listing price of the Company's Ordinary Shares on the NSE MIMS shall be the Kenya Shilling equivalent of the last traded price on the Stock Exchange of Mauritius (SEM) on the Business Day immediately preceding the NSE Listing Date, converted at the CBK rate;

"Resolved that the Board of Directors be and is hereby authorised to prepare and submit to the Capital Markets Authority (CMA) the requisite documentation for the cross listing of the Company's securities on the Nairobi Securities Exchange including but not limited to the Information Memorandum;

"Resolved that the Board be and is hereby authorised to identify and engage the necessary service providers as the Board deems necessary for the purpose of the NSE listing and the execution of engagement letters and service agreements with such parties;

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

“Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents necessary for the NSE listing listing as contemplated above;

“Resolved that the Board of Directors be and is hereby authorised to liaise with the CMA, the NSE, and any other relevant regulators for purposes of obtaining the necessary approvals and completing all formalities;

“Resolved that any actions of the Board or any officer of the Company, in carrying out the terms and intentions of these resolutions, whether taken prior to or subsequent to the passing of the aforementioned resolutions, be and they are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company; and

“Resolved that the Directors of the Company and any person duly authorised by them be and are hereby empowered to take all such further actions as may be necessary or desirable to give effect to the foregoing resolutions.”

9. ISSUANCE OF UP TO 11,000,000 NEW ORDINARY SHARES THROUGH PRIVATE PLACEMENTS AND/OR CONSIDERATION ISSUES

9.1. To authorize the Board, in terms of paragraphs 4.1 and 4.3 of the Constitution of the Company to allot and issue up to 11,000,000 new ordinary shares of the Company by way of various placings and/or consideration issues at any time to any person and in any number, as it thinks fit pursuant to the Mauritian Companies Act 2001, the Mauritian Securities Act 2005 and the Listing Rules of the Stock Exchange of Mauritius Ltd, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval; and

9.2. To authorise the Board to issue shares on a non-pre-emptive basis in terms of the Mauritian Companies Act 2001 and the Constitution of the Company.

The proceeds generated from the private placements will be used in line with the objectives outlined in the Listing Particulars dated 13 November 2025 which includes further investments in the portfolio companies of the Company (while maintaining a minority stake in these companies), investments in new high-growth companies which meet the Company's investment criteria and a small portion to be allocated for working capital.

PROPOSED RESOLUTION NO (VII):

“Resolved that the issuance of up to 11,000,000 new Ordinary Shares in the capital of the Company whether by way of one or more private placements and/or a public offer, at such price(s), on such terms, and to such person(s) as the Board of Directors may determine, be and is hereby confirmed, provided that any such issuance shall be subject to:

- a) compliance with all applicable laws, regulations, and listing requirements in Kenya and Mauritius;
- b) receipt of all requisite approvals, consents, and authorisations from the Capital Markets Authority (Kenya), the Nairobi Securities Exchange, the Stock Exchange of Mauritius, and any other relevant regulatory or governmental authorities in Kenya and Mauritius.

“Resolved that subject to the successful completion of the contemplated capital raise and the receipt of all requisite regulatory approvals in Kenya and Mauritius, the aforesaid shares be and

AFRICA EATS LTD

c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius

are hereby approved for listing on the Official Market of the Stock Exchange of Mauritius Ltd and on the Main Investment Market Segment of the Nairobi Securities Exchange; and

"Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents and to do all such acts and things as may be necessary or desirable to give effect to the foregoing resolutions and the capital raise contemplated herein."

PROPOSED SPECIAL RESOLUTION NO (II):

"Resolved that for purposes of the issuance of the aforesaid 11,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine."

10. SHAREHOLDERS QUESTION TIME

10.1. To receive and reply to questions from the Shareholders of the Company; and

11. ANY OTHER BUSINESS

Notes:

For **proposed resolutions numbers I to VII**(inclusive) to be adopted, more than 50% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof. For **proposed special resolutions numbers I and II** to be adopted, at least 75% of the voting rights exercised on the applicable resolution must be exercised in favour thereof.

By Order of the Board
Rogers Capital Corporate Services Limited
Company Secretary

Date: 19 May 2026

Quorum Requirement:

In accordance with Clause 10.4 of the Constitution of the Company: *"No business shall be transacted at any meeting of Shareholders and at an adjourned or postponed meeting unless a quorum is present. The presence of Shareholders or their proxies who are between them able to exercise, in aggregate, at least 50% of the votes to be cast on the business to be transacted by the meeting, shall constitute a quorum."*

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

NOTES:

1. The meeting will be conducted online via Microsoft Teams.
2. A shareholder of the Company entitled to attend and vote at this meeting may (in the case of an individual shareholder) appoint a proxy or (in the case of a shareholder company) appoint by way of a corporate resolution a representative to attend and vote on his/her/its behalf. The proxy or representative may or may not be a shareholder of the Company.
3. A proxy form and corporate resolution are enclosed to this Notice.
4. The proxy form appointing a proxy or the corporate resolution appointing a representative should reach Onelink Ltd, the Registrar and Transfer Agent, either by email on registry@onelink.mu or at its registered office situated at Level 2, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, by latest 16 June 2026 at 10:00 a.m. (Mauritius Time), and in default, the instrument of proxy shall not be treated as valid.
5. The Directors of the Company have decided that, for the purposes of this Annual Meeting of Shareholders and in compliance with Section 120(3) of the Companies Act (Mauritius) 2001, only those shareholders whose names are registered in the share register of the Company at the close of business on 13 May 2026, would be entitled to receive this Notice. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at close of trading on 10 June 2026. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. In accordance with the provisions of Practice Direction No 2 of 2022 issued by the Registrar of Companies pursuant to section 12 (8) of the Companies Act (Mauritius) 2001, and as an environment-friendly initiative, the Company has elected not to send a copy of the Annual Report for the year ended 31 December 2025 to the shareholders until such time that the shareholder makes a request to receive a copy from the Registrar and Transfer Agent. The Annual Report of the Company for the year ended 31 December 2025 has been exceptionally circulated to the shareholders concurrently alongside this Notice, by the Registrar and Transfer Agent, Onelink Ltd.
7. The Profiles of the Directors proposed for re-appointment, are set out in the Corporate Governance Report section of the Annual Report. The Board is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role in the long-term strategic objective and success of the Company.
8. In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and voting results for this meeting will be published on the website of the Company within one month of the meeting or as soon as reasonably practicable thereafter.
9. In the event that this meeting cannot be held on 17 June 2026 due to either a cyclone warning class III or IV being in force in Mauritius; (ii) an extreme weather event as per Section 2 of the Mauritius Meteorological Services Act 2019, or (a) heavy rain; (b) an intense tropical cyclone, (c) a moderate tropical storm; (d) a severe tropical storm; (e) strong wind; (f) swell wave; (g) torrential rain; (h) a tropical cyclone; or (i) a very intense tropical cyclone (a to i as defined under the Mauritius Meteorological Services (Warnings) Regulations 2023); the meeting shall be postponed to a later date. The Board will communicate such date accordingly.
10. The Registrar and Transfer Agent, Onelink Ltd may be reached by email at registry@onelink.mu or by phone on (230) 490 5166
11. The Company Secretary, Rogers Capital Corporate Services Limited, may be reached by email at Africaentities@rogerscapital.mu or by phone on +230 203 1100.
12. The joining link for the Annual Meeting will be available on the investor portal of the Company (<https://tuesday.africa/EATS>), one day prior to the Meeting.

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

POSTAL/ELECTRONIC VOTE

I/We _____ of _____ being shareholder(s) of Africa Eats Ltd (the "Company") and the holder of _____ shares in the Company entitled to attend the Annual Meeting of Shareholders of the Company, to be held virtually on 17 June 2026 via Microsoft Teams, and at any adjournment of the meeting thereof, cast my/our votes on the proposed resolutions in the following manner:

RESOLUTIONS	FOR	AGAINST	ABSTAIN
i. Resolved that the Audited Financial Statements and the Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted.			
ii. Resolved that Mr. Michael Libes, Mr. Jumaane Akintola Tafawa, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Ms. Mary Wangui Mugwanja, Ms. Rekia Foudel, Mr. Victor Mhango Chambayika and Mr. Herve Tuyishime, be and are hereby re-elected as Directors of the Company.			
iii. Resolved that the Board be and is hereby authorised to determine the remuneration of the Non-Executive directors, for their services as Directors of the Company, including by way of issuance and allocation of shares in the Company.			
iv. Resolved that Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year ending 31 December 2026.			
v. Resolved that , the issue and listing of up to 300,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised.			
vi. Resolved that the issuance of shares to Africo Management Ltd up to an equivalent of 1% of the ordinary shares of the Company in issue as at 31 December 2026, as part of the employee incentive, be and is hereby approved, subject to the achievement of the set milestone for the year ending 31 December 2026 by management, and that the Board of Directors be and is hereby authorised to fix the target milestone that management will need to achieve for the year ending 31 December 2026			
vii. Resolved that the Board of Directors, be authorised to cross-list the Company on one or more recognised stock exchanges, as the Board may determine from time to time, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval.			
viii. Resolved that the Company be and is hereby authorised to proceed with the cross-listing of up to 11,731,599 issued ordinary shares of no par value on the Main Investment Market Segment (MIMS) of the Nairobi			

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

	Securities Exchange PLC (NSE) by way of introduction, pursuant to the Capital Markets Act (Cap. 485A) and the applicable regulations and NSE listing rules in Kenya.			
ix.	Resolved that the listing price of the Company's Ordinary Shares on the NSE MIMS shall be the Kenya Shilling equivalent of the last traded price on the Stock Exchange of Mauritius (SEM) on the Business Day immediately preceding the NSE Listing Date, converted at the CBK rate.			
x.	Resolved that the Board of Directors be and is hereby authorised to prepare and submit to the Capital Markets Authority (CMA) the requisite documentation for the cross listing of the Company's securities on the Nairobi Securities Exchange including but not limited to the Information Memorandum.			
xi.	Resolved that the Board be and is hereby authorised to identify and engage the necessary service providers as the Board deems necessary for the purpose of the NSE listing and the execution of engagement letters and service agreements with such parties.			
xii.	Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents necessary for the NSE listing listing as contemplated above.			
xiii.	Resolved that the Board of Directors be and is hereby authorised to liaise with the CMA, the NSE, and any other relevant regulators for purposes of obtaining the necessary approvals and completing all formalities.			
xiv.	Resolved that any actions of the Board or any officer of the Company, in carrying out the terms and intentions of these resolutions, whether taken prior to or subsequent to the passing of the aforementioned resolutions, be and they are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company.			
xv.	Resolved that the Directors of the Company and any person duly authorised by them be and are hereby empowered to take all such further actions as may be necessary or desirable to give effect to the foregoing resolutions."			
xvi.	Resolved that the issuance of up to 11,000,000 new Ordinary Shares in the capital of the Company whether by way of one or more private placements and/or a public offer, at such price(s), on such terms, and to such person(s) as the Board of Directors may determine, be and is hereby confirmed, provided that any such issuance shall be subject to: a) compliance with all applicable laws, regulations, and listing requirements in Kenya and Mauritius; b) receipt of all requisite approvals, consents, and authorisations from the Capital Markets Authority			

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

(Kenya), the Nairobi Securities Exchange, the Stock Exchange of Mauritius, and any other relevant regulatory or governmental authorities in Kenya and Mauritius.			
xvii. Resolved that subject to the successful completion of the contemplated capital raise and the receipt of all requisite regulatory approvals in Kenya and Mauritius, the aforesaid shares be and are hereby approved for listing on the Official Market of the Stock Exchange of Mauritius Ltd and on the Main Investment Market Segment of the Nairobi Securities Exchange.			
xviii. Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents and to do all such acts and things as may be necessary or desirable to give effect to the foregoing resolutions and the capital raise contemplated herein.			
xix. Resolved that for purposes of the issuance of the aforesaid 11,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine.			

IMPORTANT NOTE:

POSTAL/ELECTRONIC VOTE FORM

1. If the form is used as a Postal/Electronic Vote, it must be duly signed by the shareholder or by his/her attorney, who must be properly authorised in writing. The vote by post form should reach Onelink Ltd, the Registrar and Transfer Agent, at its registered office situated at Level 2, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, at least 24 hours before the meeting. In the event that the Vote by Post form is submitted without any indication of a vote on a particular resolution, the shareholder shall be deemed to have abstained from voting on that resolution.
2. The meeting will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat as detailed in the notice of Annual Meeting; and to vote for and/or against such resolutions and/or to abstain from voting for and/or against the resolutions.

Signed this _____ day of _____ 2026

Signed: _____

Shareholder name: _____

Assisted by: _____

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

PROXY FORM

I/We of _____
being a shareholder/shareholders of Africa Eats Ltd (the "Company") hereby appoint Mr/Mrs/Ms

_____ of _____
or failing him/her the Chairperson of the Annual Meeting of Shareholders of the Company, to be held virtually on 17 June 2026 via Microsoft Teams, and any adjournment thereof as my/our proxy to attend and vote for me/us and on my/our behalf at the said Annual Meeting of Shareholders and any adjournment thereof. I/We desire my/our vote(s) to be cast on the resolutions set out below as follows:

RESOLUTIONS	FOR	AGAINST	ABSTAIN
i. Resolved that the Audited Financial Statements and the Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted.			
ii. Resolved that Mr. Michael Libes, Mr. Jumaane Akintola Tafawa, Ms. Madiihah Binté Beegum, Ms. Veerha Bhogun, Ms. Mary Wangui Mugwanja, Ms. Rekia Foudel, Mr. Victor Mhango Chambayika and Mr. Herve Tuyishime, be and are hereby re-elected as Directors of the Company.			
iii. Resolved that the Board be and is hereby authorised to determine the remuneration of the Non-Executive directors, for their services as Directors of the Company, including by way of issuance and allocation of shares in the Company.			
iv. Resolved that Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year ending 31 December 2026.			
v. Resolved that , the issue and listing of up to 300,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised.			
vi. Resolved that the issuance of shares to Africo Management Ltd up to an equivalent of 1% of the ordinary shares of the Company in issue as at 31 December 2026, as part of the employee incentive, be and is hereby approved, subject to the achievement of the set milestone for the year ending 31 December 2026 by management, and that the Board of Directors be and is hereby authorised to fix the target milestone that management will need to achieve for the year ending 31 December 2026			
vii. Resolved that the Board of Directors, be authorised to cross-list the Company on one or more recognised stock exchanges, as the Board may determine from time to time, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval.			

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

viii.	Resolved that the Company be and is hereby authorised to proceed with the cross-listing of up to 11,731,599 issued ordinary shares of no par value on the Main Investment Market Segment (MIMS) of the Nairobi Securities Exchange PLC (NSE) by way of introduction, pursuant to the Capital Markets Act (Cap. 485A) and the applicable regulations and NSE listing rules in Kenya.			
ix.	Resolved that the listing price of the Company's Ordinary Shares on the NSE MIMS shall be the Kenya Shilling equivalent of the last traded price on the Stock Exchange of Mauritius (SEM) on the Business Day immediately preceding the NSE Listing Date, converted at the CBK rate.			
x.	Resolved that the Board of Directors be and is hereby authorised to prepare and submit to the Capital Markets Authority (CMA) the requisite documentation for the cross listing of the Company's securities on the Nairobi Securities Exchange including but not limited to the Information Memorandum.			
xi.	Resolved that the Board be and is hereby authorised to identify and engage the necessary service providers as the Board deems necessary for the purpose of the NSE listing and the execution of engagement letters and service agreements with such parties.			
xii.	Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents necessary for the NSE listing listing as contemplated above.			
xiii.	Resolved that the Board of Directors be and is hereby authorised to liaise with the CMA, the NSE, and any other relevant regulators for purposes of obtaining the necessary approvals and completing all formalities.			
xiv.	Resolved that any actions of the Board or any officer of the Company, in carrying out the terms and intentions of these resolutions, whether taken prior to or subsequent to the passing of the aforementioned resolutions, be and they are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company.			
xv.	Resolved that the Directors of the Company and any person duly authorised by them be and are hereby empowered to take all such further actions as may be necessary or desirable to give effect to the foregoing resolutions."			
xvi.	Resolved that the issuance of up to 11,000,000 new Ordinary Shares in the capital of the Company whether by way of one or more private placements and/or a public offer, at such price(s), on such terms, and to such person(s) as the Board of Directors may determine, be and is hereby confirmed, provided that any such issuance shall be subject to:			

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

<p>a) compliance with all applicable laws, regulations, and listing requirements in Kenya and Mauritius;</p> <p>b) receipt of all requisite approvals, consents, and authorisations from the Capital Markets Authority (Kenya), the Nairobi Securities Exchange, the Stock Exchange of Mauritius, and any other relevant regulatory or governmental authorities in Kenya and Mauritius.</p>			
<p>xvii. Resolved that subject to the successful completion of the contemplated capital raise and the receipt of all requisite regulatory approvals in Kenya and Mauritius, the aforesaid shares be and are hereby approved for listing on the Official Market of the Stock Exchange of Mauritius Ltd and on the Main Investment Market Segment of the Nairobi Securities Exchange.</p>			
<p>xviii. Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents and to do all such acts and things as may be necessary or desirable to give effect to the foregoing resolutions and the capital raise contemplated herein.</p>			
<p>xix. Resolved that for purposes of the issuance of the aforesaid 11,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine.</p>			

Signature: _____

Name of Shareholder: _____

Date of signature: _____

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

CORPORATE RESOLUTION

NAME OF SHAREHOLDER COMPANY: _____

WRITTEN RESOLUTIONS IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLE OF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH SCHEDULE OF THE COMPANIES ACT 2001] - DATED THIS _____ 2026.

We, the undersigned, being directors of [Name of the shareholder company], who at the date of these written resolutions are entitled to attend and vote at a board meeting of Africa Eats Ltd, hereby certify that the following written resolutions for entry in the Minutes Book of the company have been delivered to and approved by us.

Resolved that Mr/Mrs/Ms _____ or failing him/her, the Chairperson of the Annual Meeting of Shareholders of Africa Eats Ltd (the "Company") to be held virtually on 17 June 2026 via Microsoft Teams, and any adjournment thereof, be authorised to act as the representative of the shareholder company and to vote on its behalf at the said Annual Meeting of Shareholders and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

RESOLUTIONS	FOR	AGAINST	ABSTAIN
i. Resolved that the Audited Financial Statements and the Annual Report of the Company for the year ended 31 December 2025, be and are hereby approved and adopted.			
ii. Resolved that Mr. Michael Libes, Mr. Jumaane Akintola Tafawa, Ms. Madihah Binté Beegum, Ms. Veerha Bhogun, Ms. Mary Wangui Mugwanja, Ms. Rekia Foudel, Mr. Victor Mhango Chambayika and Mr. Herve Tuyishime, be and are hereby re-elected as Directors of the Company.			
iii. Resolved that the Board be and is hereby authorised to determine the remuneration of the Non-Executive directors, for their services as Directors of the Company, including by way of issuance and allocation of shares in the Company.			
iv. Resolved that Baker Tilly be and is hereby re-appointed as the External Auditor of the Company to hold office until the next Annual Meeting of Shareholders, and that the Board of Directors of the Company be and is hereby authorised to fix the External Auditor's remuneration for the financial year ending 31 December 2026.			
v. Resolved that , the issue and listing of up to 300,000 additional ordinary shares on the Official Market of the Stock Exchange of Mauritius, as and when required, in terms of the Director's Share Scheme be hereby authorised.			
vi. Resolved that the issuance of shares to Africo Management Ltd up to an equivalent of 1% of the ordinary shares of the Company in issue as at 31 December 2026, as part of the employee incentive, be and is hereby approved, subject to the achievement of the set milestone for the year ending 31 December 2026 by management,			

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

	and that the Board of Directors be and is hereby authorised to fix the target milestone that management will need to achieve for the year ending 31 December 2026			
vii.	Resolved that the Board of Directors, be authorised to cross-list the Company on one or more recognised stock exchanges, as the Board may determine from time to time, and that such authority given to the Directors shall be valid for a period of 12 months from the date of this approval.			
viii.	Resolved that the Company be and is hereby authorised to proceed with the cross-listing of up to 11,731,599 issued ordinary shares of no par value on the Main Investment Market Segment (MIMS) of the Nairobi Securities Exchange PLC (NSE) by way of introduction, pursuant to the Capital Markets Act (Cap. 485A) and the applicable regulations and NSE listing rules in Kenya.			
ix.	Resolved that the listing price of the Company's Ordinary Shares on the NSE MIMS shall be the Kenya Shilling equivalent of the last traded price on the Stock Exchange of Mauritius (SEM) on the Business Day immediately preceding the NSE Listing Date, converted at the CBK rate.			
x.	Resolved that the Board of Directors be and is hereby authorised to prepare and submit to the Capital Markets Authority (CMA) the requisite documentation for the cross listing of the Company's securities on the Nairobi Securities Exchange including but not limited to the Information Memorandum.			
xi.	Resolved that the Board be and is hereby authorised to identify and engage the necessary service providers as the Board deems necessary for the purpose of the NSE listing and the execution of engagement letters and service agreements with such parties.			
xii.	Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents necessary for the NSE listing listing as contemplated above.			
xiii.	Resolved that the Board of Directors be and is hereby authorised to liaise with the CMA, the NSE, and any other relevant regulators for purposes of obtaining the necessary approvals and completing all formalities.			
xiv.	Resolved that any actions of the Board or any officer of the Company, in carrying out the terms and intentions of these resolutions, whether taken prior to or subsequent to the passing of the aforementioned resolutions, be and they are hereby in all respects ratified, confirmed and approved as the authorized actions of the Company.			
xv.	Resolved that the Directors of the Company and any person duly authorised by them be and are hereby empowered to take all such further actions as may be necessary or desirable to give effect to the foregoing resolutions."			

AFRICA EATS LTD

*c/o Rogers Capital Corporate Services Limited, Level 3,
Rogers Capital House, 5 President John Kennedy Street, Port-Louis, Mauritius*

<p>xvi. Resolved that the issuance of up to 11,000,000 new Ordinary Shares in the capital of the Company whether by way of one or more private placements and/or a public offer, at such price(s), on such terms, and to such person(s) as the Board of Directors may determine, be and is hereby confirmed, provided that any such issuance shall be subject to:</p> <p style="padding-left: 40px;">a) compliance with all applicable laws, regulations, and listing requirements in Kenya and Mauritius;</p> <p style="padding-left: 40px;">b) receipt of all requisite approvals, consents, and authorisations from the Capital Markets Authority (Kenya), the Nairobi Securities Exchange, the Stock Exchange of Mauritius, and any other relevant regulatory or governmental authorities in Kenya and Mauritius.</p>			
<p>xvii. Resolved that subject to the successful completion of the contemplated capital raise and the receipt of all requisite regulatory approvals in Kenya and Mauritius, the aforesaid shares be and are hereby approved for listing on the Official Market of the Stock Exchange of Mauritius Ltd and on the Main Investment Market Segment of the Nairobi Securities Exchange.</p>			
<p>xviii. Resolved that the Board of Directors be and is hereby authorised to sign, execute, and deliver on behalf of the Company all applications, agreements, instruments, and other documents and to do all such acts and things as may be necessary or desirable to give effect to the foregoing resolutions and the capital raise contemplated herein.</p>			
<p>xix. Resolved that for purposes of the issuance of the aforesaid 11,000,000 new Ordinary Shares, and subject to the Constitution of the Company, the shareholders of the Company do hereby irrevocably waive any pre-emptive rights they may have in respect of such issuance and authorise the Board of Directors to allot and issue such shares to such person(s) as the Board may determine.</p>			

Signature of Director: _____
Name of Director: _____

Signature of Director: _____
Name of Director: _____

Signature of Director: _____
Name of Director: _____

Signature of Director: _____
Name of Director: _____