

ECHO NETWORK AFRICA FOUNDATION
(the “Company”)

MINUTES OF THE 2025 ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC COMMUNICATION ON FRIDAY, 29TH AUGUST 2025 AT 10:00 A.M

Present:	Dr. Nyambura Koigi Dr. Jennifer Nkuene Riria Ms. Ursula Sore- Bahati Dr. Oliver Waindi Ms. Joyner Okonjo Ms. Verity Mbaka Nyaga Mr. Ibrahim Lande Ms. Fatuma Mohamed	- Chairperson - President/Chief Executive Officer - Vice Chairperson - Director - Director - Director - Director - Director
Members:	47 members	
In attendance:	Management and Staff Mr. Eugene Ochieng' Ms. Winnie Jumba Ms. Marion Tatua	- Echo Network Africa Foundation - Representing RSM Eastern Africa, External Auditor - Company Secretary - Representing the Company Secretary

Min 1/2025 WELCOME NOTE
The Chairperson welcomed the members to the Annual General Meeting and proceeded to introduce the Board Members, Auditor, Company Secretary and Senior Management present.

Min 2/2025 NOTICE AND CONFIRMATION OF QUORUM
The Company Secretary read the notice convening the meeting and confirmed that over 20 members were present, therefore, the meeting was quorate to transact the business of the Annual General Meeting.

The Chairperson declared the meeting properly convened and constituted.

Min 3/2025 MINUTES OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 23RD AUGUST 2024
On a proposal by Roseline Odida, seconded by Merab Shibuyanga, the minutes of the Annual General Meeting (AGM) held on 23rd August 2024 were tabled and confirmed as a true recording of the proceedings of the meeting.

Min 4/2025 CHAIRPERSON'S REPORT
The Chairperson's Report was presented and a summary of the key highlights from the report were noted as follows: -

- 2024 saw over 4 billion people (51% of the world's population) go to the polls. It was also the year that the world had a surge in violence, making it one of the most conflictive years in the world since the end of World War II. Other global risks included technology-facilitated violence, including gender-based violence, misinformation and disinformation, extreme weather events, societal polarization, cyber insecurity, and armed conflicts.
- Climate change led to severe droughts and devastating floods, displacing communities and disrupting education systems. Prolonged school closures heightened insecurity risks, especially for girls and women.
- In Kenya, incidents of horrific killings, especially of girls and women continued despite calls by women rights advocates and the Government. The stepping up of the young people under the Gen Zs had set a new tone for the way they wished to see the country managed.

- At the institutional level, staff transitions, including those of senior staff had caused interruptions that were addressed both structurally and administratively with the guidance of the Board. Despite these challenges ENAF continued to grow, programs were implemented as planned and results measured and reported accordingly.
- The rebranded institution under the name Echo Network Africa Foundation (ENAF) was rolled out, guided by the Board who approved precast structures and revised policies to align with the demands of the broadened mandate of a Pan-African institution.
- The Chair highlighted that over the past 6 years the Board meetings were conducted as per the international standards. The Board was responsible for policy direction and financial oversight. She thanked the Members for giving her and the Board an opportunity to serve the women of Kenya through the institution. She also thanked the Board for their unwavering support as she and one other director ended their tenure on the ENAF Board.

Thereafter, the Chairperson's report was adopted on a proposal by Sarah Ziganyu and seconded by Phylis Kikuvi.

Min 5/2025

PRESIDENT AND CHIEF EXECUTIVE OFFICER'S REPORT

The President/CEO thanked all who had attended the meeting and then read highlights from her report.

A summary of the key highlights from the report were noted as follows: -

- The President/CEO thanked the Chair for her leadership. She noted that it was during the Dr. Nyambura's tenure that the organisation transitioned from a Kenyan to a Pan – Africa Institution.
- The Board had created a conducive environment that fostered relationship between Directors and Management thus enhancing institutional growth. The President/CEO thanked the Board for their support, insight and commitment. They supported institution's program, case in point the program to ensure that all Kenyan pupils at Junior Secondary School (JSS) had access to basic science equipment through provision of Mobile Science Laboratories. The Board donated one laboratory worth Kshs 200,000.
- In the year 2024, the institution had directly impacted lives of more than 44,000 girls and women, while more were reached with messages shared on national media during advocacy campaigns.
- The overall performance of the programs improved from 60% based on ENAF's Strategy in 2023 to 83% in 2024. She invited all participants to read and interrogate the Programs Report presented to them including the Program's historical Reports.
- The Program Report (2024) summarised the achievements made by ENAF during the period of January to 31st November 2024 against the plans approved by the Board in December. The Program Report captured the challenges encountered, risks and mitigation strategies, as well as resources mobilised to support the institution in 2024.
- The participants were requested to interrogate the Financial Report that demonstrated ENAF's commitment to the highest level of accountability and transparency. The COE thanked the Development Partners and the local philanthropists for providing the technical and financial support that sustained the institution in 2024 to date.
- The President/CEO, on behalf of the management and staff thanked the Board for their continued dedicated support to the office of the President and CEO through the strategic direction of ENAF.

The President/Chief Executive Officer's Report was then adopted on a proposal by Anne Nthambi and seconded by Mary Otieno.

Min 6/2025

AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2024

The Report of the Directors, and Auditors together with the Audited Financial Statements for the year ended 31st December 2024 were tabled. The Director's report was taken as read.

Mr. Ochieng representing the Auditors, RSM Eastern African LLP read the Independent Auditors' Report to the members.

The Chairperson gave the members an opportunity to ask questions, and none were raised in the course of the meeting.

On a proposal by Mildred Wakhungu and seconded by Grace Wanjiku, it was **resolved** that the Audited Financial Statements together with the Reports of the Directors and Auditors be and are hereby adopted.

Min 7/2025

ELECTION OF DIRECTORS

It was noted that in accordance with Article 49 of the Articles of Association, Ms. Verity Mbaka Nyagah and Ms. Joyner Eunice Okonjo retired by rotation at the meeting and being eligible offered themselves for re-election.

It was noted that Dr. Alice Nyambura Koigi and Ms. Ursula Lwosi Sore had completed their term in office and were not eligible for re-election in accordance with Article 49 of the Articles of Association.

It was noted there were 2 vacancies in the Board. The Board had recommended the appointment of Ms. Juliana Rotich and Ms. Rose Gacheri Mwenda to the Board pursuant to Article 52 of the Articles of Association.

The Chairperson proceeded to give brief highlights of their profiles.

On a proposal by Dina Achieng and seconded by Bernadetta Obeni, it was **resolved** to appoint Ms. Juliana Rotich as a Director of the Company.

On a proposal by Sharlynn Mbai and seconded by Roda Aura it was **resolved** to appoint Ms. Rose Gacheri Mwenda as a Director of the Company.

Min 8/2025

AUDITORS

On a proposal by Magdalene Sirtuy, seconded by Sarah Ziganyu, it was **resolved** to re-appoint Messrs RSM Eastern Africa LLP, in office as the External Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act, 2015.

It was further **resolved** that the Directors be authorised to fix the Auditors' remuneration for the ensuing financial year, in accordance with Section 724 (1) of the Companies Act, 2015.

The Company Secretary confirmed that no notice to transact any other business had been received.

THERE BEING NO OTHER BUSINESS, THE CHAIRPERSON DECLARED THE MEETING CLOSED AT 11:10 A.M.

Approved this _____ day of _____ 2026.

CHAIRPERSON: