

DECISIONS TAKEN AT THE ANNUAL GENERAL MEETING ON APRIL 22, 2010

The Annual General Meeting of EVEREADY[®] East Africa Ltd (EVEREADY[®] or the Company) was held on April 22, 2010 at the Company Premises at George Morara Avenue, Nakuru.

At the meeting, the following decisions were unanimously passed:

Minutes of the AGM of April 23, 2009

The minutes for the meeting of April 23, 2009 were approved as a true record of the proceedings.

Financial Statements, Directors & Auditors Report:

The Financial Statements, the Directors' and Auditors' Reports thereon were adopted.

The shareholders approved the non-payment of dividend for the financial year ending September 31, 2009.

Election of Directors:

The following members who retired by rotation were re-elected:

- Ms. Susan Mudhune, and
- Ms. Fauzia Shah.

Directors Fees and Emoluments

The Directors fees and emoluments for FY 2009 were approved.

Auditors & Their Remuneration:

The audit firm of DCDM Associates was appointed auditors of the Company for FY 2010 and the Directors were authorized to fix their remuneration.

Special Resolution:

A special resolution to amend the Articles of Association of the company as detailed below was unanimously passed:

Article 150

By deleting in its entirety and substituting with the following new Article:

“Any notice or other document may be served by the Company on any member or Director either personally, or by sending it by post in a prepaid letter, or by facsimile, or through electronic mail addressed to such member or Director at his registered address appearing in the Register of members or the Company's other records, whether such address shall be within or outside Kenya or by publishing the notice, document or an abridged version of the document, in a daily newspaper with national circulation for at least two consecutive days. Provided always that in the case of an Annual General Meeting and or Extra Ordinary Meeting, such notice may be given by:-

- a. Publishing a notice containing an abridged version of both the annual financial statements and auditors' report, in a daily newspaper with national circulation for at least two consecutive days; or

- b. Sending to every member electronically, a notice containing an abridged version of both the annual financial statement and auditor's report"**

Article 151

By deleting in its entirety and substituting with the following new Article:

"A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share."

Article 152

By deleting in its entirety and substituting with the following new Article:

"Where a notice or other document is sent by post it shall be deemed to have been served on the third day after the day on which it was posted, if addressed within Kenya, and on the fifth day after the day on which it was posted, if addressed outside Kenya. In proving such service, it shall be sufficient to prove that the cover containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid airmail letter. Where notice is sent by facsimile or electronically, it shall be deemed to have been served at the expiration of twenty-four (24) hours after the time at which it was sent. Where notice is published in a daily newspaper, it shall be deemed to have been served on the day on which it was first published"

Issa Timamy, Company Secretary

April 29, 2010