

**CPTM A.G.M. NOTICE
FOR CPTM REGISTERED MEMBERS ONLY**

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

DIRECTORS

Tan Sri Dr Omar A Rahman (Chairman)
Dr Ndeutala Angolo
Mr John Blackshaw
Mr John Carter
Mrs Brinda Dal (alternate to Mr John Blackshaw)
Mr Gwinyai Dzinotyiweyi (alternate to Mr Lekoma Mothibatsela)
Mr Barry Faure
Dr Caleb Fundanga (alternate to Dr Ndeutala Angolo)
Mr Ahmad Izham Khairuddin (alternate to Dr Andrew Taussig)
Mr Lennox Lewis
Mr Lekoma Mothibatsela
Dr Andrew Taussig
Prof. Sam Tulya-Muhika

REGISTERED OFFICE

10 Orange Street, Haymarket,
London WC2H 7DQ

YOU ARE HEREBY GIVEN NOTICE THAT THE ANNUAL GENERAL MEETING of the Company for 2025 will be held at 11:00 am GMT on 13 January 2025 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, UK at which the following business will be transacted.

Please note that the proceedings will also be broadcast online to enable members to attend and ask questions. Members attending online will however need to vote by submitting in advance a duly completed form of proxy. The proxy form must be received no later than 11:00 am on 11 January 2025 or else it will not be counted.

Details of any nominations received by any category of members for directors will be circulated prior to the meeting.

The accounts to 30 September 2023 can be accessed at Companies House in the UK on: <https://www.gov.uk/government/organisations/companies-house> If you have problems accessing then please email info@cptm.org

AGENDA

Part 1 (Introductory matters)

1. Welcome from the Chairman.
2. Chairman's Statement.
3. Update on activities for the future.
4. Board composition.

5. Membership update.
6. Any other introductory matters and questions.

Part 2 (Formal business)

7. Notice convening the meeting is to be taken as read.
8. Resolution 1: To receive the Financial Statements for the year ended 30 September 2023 and the Reports of the Directors thereon.
9. Resolution 2 as a special resolution: To adopt the new articles of association tabled to the meeting and initialled for the purpose of identification by Charles Russell Speechlys LLP
10. Resolution 3: To re-appoint Shipleys LLP as auditors to hold office until the conclusion of the next General Meeting at which accounts are laid before the members and to authorise the Directors to agree their remuneration.
11. Resolution 4: Subject to the passing of the special resolution to adopt new articles of association, the voluntarily financially contributing Government Members acting under article 48 (a) hereby:

- (i) resolve to appoint four persons to hold office until the date of the annual general meeting held in the year noted below:

<i>Director</i>	<i>Year of meeting for retirement and, if desired, reappointment</i>
Nominee (to be notified)	2028
Nominee (to be notified)	2028
Nominee (to be notified)	2028
Nominee (to be notified)	2028

12. Resolution 5: Subject to the passing of the special resolution to adopt new articles of association, the Private and Public Sector Members acting under article 48 (b) hereby:

- (i) resolve to appoint two persons to hold office until the date of the annual general meeting held in the year listed below:

<i>Director</i>	<i>Year of meeting for retirement and, if voted in, reappointment</i>
Nominee (to be notified)	2028; and
Prof Sam Tulya-Muhika	2026

- (ii) note the continuation in office of the following directors until the AGM for the year noted opposite their respective names below:

<i>Director</i>	<i>Year of meeting for retirement and, if voted in, reappointment</i>
Mr John Carter	2026
Mr Lennox Lewis (for Permanent Members)	2026

13. Resolution 6: Subject to the passing of the special resolution to adopt new articles of association, the Networking Members acting under article 48 (c) hereby:
- (i) resolve to appoint the person named below to hold office until the date of the annual general meeting held in the year listed below:

<i>Director</i>	<i>Year of meeting for retirement and, if voted in, reappointment</i>
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Nominee (to be notified) and	2028
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- (ii) note the continuation in office of the following directors until the AGM for the year noted opposite their respective names below:

<i>Director</i>	<i>Year of meeting for retirement and, if voted in, reappointment</i>
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Tan Sri Datuk Dr Omar Abdul Rahman	2026
Mr Lekomo Mothibatsela	2026
Dr Andrew Taussig	2026

14. To transact any other business for which appropriate notice has been given.

BY ORDER OF THE BOARD



Dated 25 November 2024

Chair

A Member entitled to attend and vote at the Meeting may appoint a proxy to attend, speak and vote in his/her stead. Such proxy should be a Member of the Company. To be effective, the instrument appointing a proxy must either:

- (i) be sent by email to info@cptm.org or
- (ii) be sent to arrive at the Company's registered office at Commonwealth Partnership for Technology Management, c/o Shipleys LLP, 10 Orange Street, Haymarket, London WC2H 7DQ (marked for the attention of The Secretary, CPTM) and in each case to arrive no later than 11.00 am on 11 January 2025. Proxy forms received after that time will not be valid.

A Private and Public Sector Member which is a corporation may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative to attend and vote on its behalf. Such person shall be entitled to exercise the same powers on behalf of the corporation as if that person were an individual member.

APPENDIX
New Articles of Association
for the Commonwealth Partnership for Technology Management (“CPTM”)

CPTM's Articles of Association are being refreshed with the reactivation of the Company.

This note accompanies a clean copy of the new articles and a markup, which shows the changes, made to the current articles.

1 Appointment of Directors

The first major change in the new articles is to Article 48, which sets out the number of directors, which each category of members can appoint.

At present, there are three categories of members who can appoint directors:

- (a) voluntarily financially contributing Government Members;
- (b) financially contributing Private & Public Sector Members; and
- (c) Networking Members.

Currently each category of member can appoint three directors. It is now proposed firstly to increase this limit so that each category of member can appoint four members and secondly, in the case of Private and Public Sector Members, that the requirement for appointment of directors only to be made by *financially contributing members* is dropped so all Public and Private Sector members can now vote on the appointments.

In addition, at present the Board can appoint:

- (a) one director to represent non-financially contributing Governments (currently held by Mr John Blackshaw). This will be increased to two directors; and
- (b) one member as additional director (currently held by Mr Barry Faure). This will be increased to two directors.

The Board's intention is to ensure that amongst the members of the Board there is at least one director with expertise and a strong background in technology management or policy, to guide CPTM in leveraging technology for development effectively.

In addition, the Board will ensure that amongst its members is also one director who is a specialist on diversity, equity and inclusivity concerns so that CPTM's initiatives are inclusive and representative of the diverse populations within the Commonwealth.

2 Alternate directors

The second major change is an extension to the rights and powers of alternate directors. At present, each director can appoint an alternate to represent them if that director cannot be present at a meeting of the Board or a Board Committee. In future, we propose to extend

the rights of an alternate so that even if the appointing director is present at a meeting the alternate can also be present and can speak at the meeting, but the alternate remains, as now, only able to vote if their appointor is not able to vote.

3 General meetings: extension to allow hybrid meetings

The third major change is to introduce into the articles a provision which will extend the ability to hold a hybrid of both physical and electronic general meetings of members and voting. A hybrid meeting is one where members who cannot attend at the principal place of meeting can participate online and can speak and vote online or at satellite meeting places. At present, we broadcast proceedings at a general meeting to all members so that attendance and the ability to ask questions is open to all. However, members can only vote by sending in an advance proxy form. The changes to the articles should make it possible in future years to allow CPTM to introduce electronic attendance and voting.

4 Conflicts of interest

English company law has changed the procedures to be followed where a director has a conflict of interest and how they must declare their interest. The articles have been changed to reflect this.

5 Notices

A change has been made to clarify when notices may be sent electronically, including by email and when notices are treated as received.

6 Permanent members

The articles have been clarified to set out in greater detail how Permanent members may be appointed.

7 Minor changes

The other changes are all minor: to ensure consistency of the references in the articles to the Board; the Company and to the registered office; to reflect changes in English law as to bankruptcy as a disqualifying event and so that similar events worldwide also count; to make it clear that the Company's accounting records can be kept electronically; to make the articles gender neutral, and to include expressly in the articles the Company's existing ability to indemnify its directors and to maintain in force directors and officers liability insurance.

Further minor changes to this draft may be made before the AGM.



The Secretary
 Commonwealth Partnership for
 Technology Management Ltd
 c/o 10 Orange Street
 London WC2H 7DQ
 United Kingdom
 e-mail: info@cptm.org
<http://www.cptm.org>

FOR CPTM REGISTERED MEMBERS ONLY

ANNUAL GENERAL MEETING

FORM OF PROXY

Commonwealth Partnership for Technology Management Limited

I,..... (name)
 of.....
 (address),

- a Government Member*;or
- a Public and Private Sector Member*;or
- a Networking Member*

of the above named company, hereby appoint the Chairman of the Meeting or,

.....(name)
 of
 (address)

as my/our proxy to vote in my/our name and on my/our behalf
 at the Annual General Meeting of the Company to be held
 at 11:00 am GMT on 13 January 2025

at the offices of Charles Russell Speechlys LLP at 5 Fleet Place, London EC4M 7RD
 and at any adjournment thereof

Resolutions:

- 1: To receive the Financial Statements and Reports:
- 2: To adopt the new articles of association
- 3: To re-appoint Shipleys LLP as auditors and to authorise the Directors to agree their remuneration
- 4: For the voluntarily financially contributing Government Members to appoint four directors. See note 1 below

For

Against



**The Secretary
Commonwealth Partnership for
Technology Management Ltd**
c/o 10 Orange Street
London WC2H 7DQ
United Kingdom
e-mail: info@cptm.org
<http://www.cptm.org>

5: For the Private and Public Sector Members:

5.1 to appoint two directors *See note 1 below* and

5.2 to confirm two existing directors *See note 1 below*

6: For the Networking Members:

6.1 to appoint one director and

6.2 to confirm three existing directors *See note 1 below*

Signed.....

on(date)

Notes to the Form of Proxy

** Please indicate your category of membership*

1. Those entitled to vote on resolutions 4, 5.1, 5.2, or 6.2 can either vote in favour of all the nominated directors by one vote in the proxy box or vote in favour of directors individually in which case, please amend the proxy form accordingly.

2. Please indicate, by inserting X in the appropriate box, the way in which your proxy is to vote on the specified resolutions. If you do not do so, your proxy will vote as they think fit. On any other business that may properly come before the Meeting (including any motion to amend a resolution or adjourn the AGM), the proxy will act at his/her discretion.

3. If you wish to appoint a proxy, other than the Chairman of the Meeting, please insert that person's name and address and delete (initialling the deletion) "the Chairman of the Meeting".

4. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy, who should be a member of the Company, to attend, speak and vote on his behalf.

5. To be effective the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a notarially certified copy of any such power or authority), must either:
- sent by email to info@cptm.org
- be deposited by post at the Company's registered office at Commonwealth Partnership for Technology Management Limited, c/o Shipleys LLP, 10 Orange Street, Haymarket, London WC2H 7DQ (marked for the attention of The Secretary CPTM),

in each case to arrive no later than 11.00 am on 11 January 2025. Proxy forms received after that time may not be accepted.

6. A Private and Public Sector Member which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative to attend and vote on its behalf. Such person shall be entitled to exercise the same powers on behalf of the corporation as if that person were an individual member.