

ENGEN BOTSWANA LIMITED
(Incorporated in the Republic of Botswana)
Registration number: BW00000748780
Share code: Engen and ISIN: ENG-EQO



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting of Engen Botswana Limited will be held virtually on 30 June 2022 at 09h00 GMT+2 (Botswana). In compliance with national health guidelines, the Annual General Meeting will be hosted online via Microsoft Teams to facilitate social distancing. All shareholders who would like to attend the meeting either by proxy or in person must forward their email address to Francois Mintoor (francois.mintoor@engenoil.com) in order for a link to be provided for the meeting.

Agenda

1. To read the notice convening the meeting.
2. Welcome and opening remarks by the Chairman.

Ordinary Resolutions

3. To receive, consider and adopt the audited annual financial statements for the year ended 31 December 2021 together with the Directors and Auditors report thereon.
4. To consider and ratify the distribution of dividends declared for the year ended 31 December 2021 at 18 thebe per share for the interim dividend and 63.7 thebe per share for the final dividend.
5. To confirm the appointment of Mr Brian Farayi Sameke as a Director of the company:

Mr Sameke was appointed as the Finance Manager of Engen Botswana Limited in November 2011. He was appointed as an Executive Director on 1 November 2021. He started his career at Ernst & Young and progressed through the ranks to become an audit manager. He has previous experience of leading a financial team in the retail industry. He is also the Chairman of the Engen Botswana Retirement Fund.

6. To confirm the appointment of Mr Jayaraman Ramesh as a Director of the company:

Mr Ramesh was appointed to the Board of Engen Botswana Limited on 4 May 2022 as an Independent Non-Executive Director. Mr Ramesh is a Co-founder and non-executive Chairperson of the Botho Group. He is also a non-executive director (NED) of Sechaba Brewery Holdings Limited (SBHL), a company listed on the BSE and a member of its Audit & Finance Committee. Furthermore, He is a NED of Kgalagadi Breweries Limited, an Associate company of SBHL. He was previously the non-executive Chairperson, Managing Partner and Partner at Grant Thornton (GT). He was also at GT International, initially as a Board member of GT International and later as the Regional Leader for Africa from April 2010 to April 2020. He served as the 1st chairperson of the Government Audit Committee (Botswana), that was formed under the Public Finance Management Act, for 5 years until 30 June 2021.

7. To re-elect directors of the company who are retiring by rotation in terms of the Articles of Association. The Directors being eligible have offered themselves for re-election.
 - a) To confirm the re-election of Mr Stephen Paul Williams who retires in accordance with Article 62 of the Constitution and being eligible, offers himself for re-election.

Mr Williams was appointed to the board of Engen Petroleum Limited in December 2008. He is a member of the Engen Botswana Limited Board and also serve on the Remuneration Committee. He served as Chairman of the board of South African Oil Refinery (Pty) Ltd a base oil refinery in Durban owned jointly by Engen, Total and Chevron. He has worked in the downstream oil industry for over 35 years, initially with Mobil Oil in 1984, and more recently as GM of Engen Supply Chain.

- b) To confirm the re-election of Ms Heather-Ann Morrison who retires in accordance with Article 62 of the Constitution and being eligible, offers herself for re-election.

Ms Morrison has served on the boards of Engen Petroleum Zambia Limited, Engen Rwanda Limited (as Chairperson); Engen Namibia (Pty) Ltd where she chaired the Audit Committee; Engen International Holdings Limited and is a member of the Board Audit Committee for Engen Botswana Limited. She began her career at Ernst & Young in Cape Town in 1999 and joined Engen in 2005. She was appointed Planning, Performance and Reporting Manager (Finance Division) in 2017.

8. To ratify the remuneration paid to the directors for the year ended 31 December 2021.
9. To ratify the remuneration paid to the auditors for the year ended 31 December 2021.
10. To appoint PricewaterhouseCoopers as auditors of the Company for the year ending 31 December 2022.

Special Resolution

11. To consider and, if thought fit, pass with or without amendment in terms of Section 128 of the Companies Act Cap 42:01 and ratify the donations made by the Company for the year ended 31 December 2021.

Any Other Business

12. To answer any questions raised by shareholders in respect of the affairs and the business of the company.
13. To close the meeting.

Every member entitled to attend and vote at the meeting may appoint one or more persons as a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the company. The instructions appointing such a proxy must be deposited at the company's transfer offices or registered offices at least 48 hours before the meeting.

Proxies should be sent by email to the Transfer Secretaries' office for the attention of Lydia Kootshotse (Lydia@bw.gt.com) or by mail to P O Box 1157 Gaborone.

By order of the Board

Grant Thornton Business Services (Proprietary) Limited
Company Secretaries

10 June 2022

Acumen Park
Plot 50370, Fairgrounds Office Park
P. O. Box 1157
Gaborone