

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY

- If you are in doubt as to the action you should take in relation to this document, please consult your broker, legal advisor or other professional advisor immediately. If you have disposed of all of your Shares in The Far Property Company Limited, this circular should be delivered to the agent through whom you have disposed such Shares, for onward transmission to the acquirer of those Shares.
- This Circular incorporates listing particulars and is issued in compliance with the Listings Requirements of the Botswana Stock Exchange for the purpose of giving information to the public with regard to the Shares of The Far Property Company Limited. The Botswana Stock Exchange assumes no responsibility for the accuracy of any of the statements made or opinions expressed in this Circular.

DISCLAIMER

- FPC does not accept any responsibility and will not be held liable for any failure on the part of a CSDP, CSDB to notify such Shareholder of the information set out in this Circular.
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THE FAR PROPERTY COMPANY LIMITED
(Incorporated in the Republic of Botswana)
Registration number: BW00000942235
BSE share code: FPC- EQU

ISIN: BW0000001551
("FPC" or "the Company")

CIRCULAR TO SHARHOLDERS

Regarding:

- Amendment of the existing Company Constitution.

CORPORATE INFORMATION AND ADVISORS

<p>Directors Rajeshkumar Jayrajh (Chairperson) *# Ramachandran Ottapathu Ranjith Priyalal De Silva *# Faizel Ismail * Vidya Sanooj Gobusamang Dempsey Keebine*#</p> <p>* Non-executive # Independent</p>	<p>Company Secretary and Registered Address BP Consulting Services (Pty) Limited Plot 28892 (Portion of plot 50370), Twin Towers West Wing, First Floor, Fairground, Gaborone PO Box 1453, Gaborone, Botswana</p> <p>Date and place of incorporation Date of incorporation: 29 June 2010 Place of incorporation: Botswana</p>
<p>Legal Advisor Peo Legal Plot 2536 Thutlwa Close Extension 9 Gaborone, Botswana</p>	<p>BSE Sponsor Imara Capital Securities (Pty) Limited Plot 2482 B, Tshekedi Crescent, Extension 9, Gaborone, Botswana</p>
<p>Transfer Secretaries Central Securities Depository Company of Botswana Limited (CSDB) (Registration number BW00000191721) Fourth Floor Fairscape Precinct Plot 70667 Fairgrounds Office Park Gaborone (Private Bag 00417, Gaborone, Botswana)</p>	<p>Company Auditors / Reporting Accountants Grant Thornton Acumen Park Plot 50370 Gaborone</p>

Definitions

In this circular unless otherwise stated or the context otherwise requires, the words in the first column have the meanings stated opposite them in the second column, words in the singular include the plural and vice versa, and words importing natural persons shall include juristic persons, whether corporate or incorporate, and vice versa:

“Act”	the Companies Act, [CAP 42:01] of the Laws of Botswana as amended;
“BSEL”	the Botswana Stock Exchange Limited constituted in terms of the Botswana Stock Exchange [CAP 56:08] and incorporated as a public company in terms of the Act, its successor or assigns or any other exchange on which the securities of the Company may be listed;
“Botswana”	the Republic of Botswana;
“Company”	The Far Property Company Limited (UIN BW00000942235), a company incorporated in the Republic of Botswana;
“Constitution”	the Constitution for the Company Limited as altered from time to time;
“Circular”	this circular dated 6 April 2026 ;
“CSDB”	the Central Securities Depository Company of Botswana Limited, a public company with limited liability duly incorporated in accordance with the laws of the Botswana and operates as a central depository to the BSE;
“Directors”	the Board of Directors of the Company;
“Extraordinary General Meeting”	the Extraordinary General Meeting of Shareholders to be held on 30 April 2026 ;
“Shareholders”	holders of shares in the issued capital of the Company;



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CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

- 1.1 The purpose of this Circular is to furnish information to the Shareholders as to the proposed amendments to the Company constitution which the company intends to adopt.
- 1.2 The Company seeks to amend the current Company Constitution in terms of section 43(3) of the Companies Act, to effect the changes at Schedule 1, and the objectives of the amendment are in summary to;
 - 1.2.1 to align the Constitution with the Companies Act (Amendment) 2025, ensuring compliance with current legislative requirements; and
 - 1.2.2 to bring the Constitution in line with the Botswana Stock Exchange (BSE) Listing Requirements, reflecting the latest corporate governance and disclosure standards.

(collectively the **Proposed Amendments**)

2. REGULATORY COMPLIANCE

The Proposed Amendments are subject to compliance with Section 43(3) of the Act, the Listings Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

In that regard Shareholders will be requested to approve the following resolution at the Extraordinary General Meeting to be held on 30 April 2026.

“Special Resolution Number 1 | Adoption of updated Constitution

*It is hereby **RESOLVED THAT**, subject to the approval of the Botswana Stock Exchange Limited (to the extent required) and the registration of the Constitution by the Companies and Intellectual Property Authority, the constitution of The Far Property Company in the form tabled at this meeting, initialed by the Chairperson for purposes of identification (the “New Constitution”), which updates the existing constitution only to the extent necessary to reflect the amendments introduced by the Companies (Amendment) Act, 2025 (Act No. 3 of 2025), be and is hereby approved and adopted as the constitution of The Far Property Company, in substitution for and to the exclusion of the existing constitution of the company.”*

The Company Secretary be and are hereby authorised to take all steps as are necessary or expedient to implement or give effect to the revised Constitution with full powers to amend and/or assert to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act and the requirements of the BSE and all other relevant governmental/regulatory authorities.”

3. Extra Ordinary General Meeting

- 3.1 The Extraordinary General Meeting or any adjournment thereof, will be held on 30 April 2026 during which the special resolution to give effect to the Proposed Amendments will be considered and if thought fit, passing with or without modifications.
- 3.2 A special resolution is required to pass the resolutions set out in this Circular.

4. DIRECTORS’ OPINIONS AND RECOMMENDATIONS

- 4.1 The Directors, having considered all aspects of the Proposed Amendments to the Constitution, are of the opinion that they are in the best interest of the Company and will not result in the Company being unable to pay its debts as they become due or the Company’s assets being less than their liabilities as envisaged in Section 59 (4) of the Act. Accordingly, they recommend that you vote in favour of the special resolution for the Proposed Amendments to be tabled at the forthcoming Extraordinary General Meeting.
- 4.2 The Directors have considered the proposed changes to the Constitution and the resolution presented and are of the opinion that they are in the interest of the shareholders.
- 4.3 The Directors recommend that the Shareholders vote in favour of the Proposed Amendments to the Constitution in terms of the resolution proposed.

5. FURTHER INFORMATION

- 5.1 The respective affiliates, other professional advisors and the BSE have not separately verified the information contained in this Circular. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the arranger, the dealers, their respective affiliates, other professional advisors or the BSE as to the accuracy or completeness of the information contained in this Circular or any other information provided by the Company.
- 5.2 The professional advisers advising on the Proposed Amendments (**Advisors**) and the BSE do not accept any liability in relation to the information contained in this Circular or any other information provided by the Issuer in connection with the Circular.
- 5.3 No person has been authorised to give any information or to make any representation not contained in or not consistent with this Circular or any other information supplied in connection with the Circular and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, any Advisors or the BSE.
- 5.4 The Advisors listed in this Circular have given and have not withdrawn their consent to the inclusion of references to their names in the form and context in which they appear in this Circular.

6. DOCUMENTS AVAILABLE FOR INSPECTION

- 6.1 The following documents are available for inspection and are referenced in this Circular;
 - 6.1.1 Final Constitution (clean for adoption); and
 - 6.1.2 Constitution (tracked changes / blackline).

7. GENERAL CONTENTS OF DISCLOSURE DOCUMENTS

7.1 Responsibility Statement of Members of The Board

The members of the Board, document collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and (if applicable) that the Circular contains all information required by law. The members of the Board confirm that the Circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional advisers would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company and of the rights attaching to the securities to which the Circular relates. The Board confirms that all pro-forma information included in this Circular and associated documents is the responsibility of the directors of the issuer and that such information is given

in compliance with IFRS.

7.2 Internal Controls

The Board, with the concurrence of the Audit Committee, confirms that the Issuer has sufficient and adequate internal controls to address the necessary financial, operational, and compliance requirements of the Issuer in terms of its Constitution, the Companies Act, and the BSE Listings Requirements.

7.3 Nature of Business

The Company is a property development and investment company. The Company's principal activities include the identification, acquisition and development of land and real estate projects, as well as the ownership, leasing and management of income-generating commercial, retail and mixed-use property assets.

The Company generates revenue primarily from property development, rental income derived from completed developments, and related property management activities.

The Board confirms that there is no change in the nature of the business of the Company in contemplation.

7.4 Convertible Debt Securities

The Company has no outstanding convertible debt securities.

7.5 Description of the Group

The Company acts as the holding company of a group engaged in property development, property investment and the management of real estate assets. The Group's activities include the identification, acquisition and development of land and real estate projects, as well as the ownership, leasing and management of commercial, retail and mixed-use properties.

The Company provides strategic oversight and direction to its subsidiaries and associated entities and is responsible for the development, financing and management of property projects within the Group's portfolio.

7.6 Intellectual Property Rights

The Group owns and utilises certain trademarks, branding and associated intellectual property relating to the FPC name and its property development projects and related marketing activities.

The Directors confirm that while the Group relies on its branding and trademarks for marketing and corporate identity purposes, the Group is not materially dependent on any patents or intellectual property rights that are fundamental to the continuation of its business.

7.7 Business Interruptions

There have been no material interruptions in the business of the Group during the past 12 months which have had a significant effect on the Group's financial performance or financial position.

7.8 Employees

The Group currently employs approximately 17 employees.

There have been no significant changes in the number of employees during the last financial year.

7.9 Principal Establishments

The Group's principal establishments comprise its administrative offices and property developments located primarily in Botswana. The Group's operations are conducted through its portfolio of commercial, retail and mixed-use property developments.

These properties constitute the core assets of the Group and generate the majority of the Group's revenue through rental income and related property management activities.

7.10 Restrictions on Remittance of Profits

There are no restrictions affecting the remittance of profits or repatriation of capital into Botswana from outside Botswana.

7.11 Financial and Trading Prospects

The Directors believe that the financial and trading prospects of the Group for the current financial year remain stable and consistent with its property development and investment strategy.

The Group continues to focus on the development of its property pipeline, the optimisation of its existing property portfolio and the enhancement of occupancy levels across its developments in order to sustain and grow rental income.

7.12 Working Capital Statement

The Directors are of the opinion that the working capital available to the Group is sufficient for the Group's present requirements for at least the next 12 months from the date of this Circular.

7.13 Significant Adverse Changes

The Directors confirm that there has been no significant adverse change in the financial or trading position of the Group since the publication of its last audited financial statements.

7.14 Legal Proceedings


The Directors confirm that the Group is not engaged in any legal or

arbitration proceedings which may have or have had a significant effect on the financial performance of the Group during the past 12 months.

8. BSE DISCLAIMER

The BSE has not verified the accuracy and truth of the contents of the document submitted to it and the BSE accepts no liability of whatever nature for any loss, liability, damage or expense resulting directly or indirectly from the decision taken based on the Circular.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Rajeshkumar Jayrajh', with a stylized flourish extending to the right.

Rajeshkumar Jayrajh

For and on behalf of the Board of Directors



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NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN of an Extraordinary General Meeting of Shareholders of the Company shall be held by means of audio - visual communication on **30 April 2026 at 1400hrs** in terms of the Constitution of the Company, to consider and if thought fit, to adopt, with or without amendment, the following Resolution:

Special Resolution 1 | To adopt the (the "New Constitution")

It is hereby RESOLVED THAT, subject to the approval of the Botswana Stock Exchange Limited (to the extent required) and the registration of the Constitution by the Companies and Intellectual Property Authority, the constitution of the Company in the form tabled at this meeting, initialed by the Chairperson for purposes of identification (the "New Constitution"), which updates the existing constitution only to the extent necessary to reflect the amendments introduced by the Companies (Amendment) Act, 2025 (Act No. 3 of 2025), be and is hereby approved and adopted as the constitution of the Company, in substitution for and to the exclusion of the existing constitution of the company."

The Company Secretary be and are hereby authorised to take all steps as are necessary or expedient to implement or give effect to the revised Constitution with full powers to amend and/or assert to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act and the requirements of the BSE and all other relevant governmental/regulatory authorities."

By order of the Board Company Secretary

11 March 2026

A member entitled to attend, and vote may appoint a proxy to attend and vote for him, on his behalf, and such proxy need not also be a member of the company.

Important information regarding attendance, participation and voting at the EGM

Persons who are registered as shareholders, in the registers of the Company at the Central Securities Depository Participant (“CSDP”) or transfer secretaries, as of 12 noon on 23 April 2026, shall be entitled to attend, participate, and vote in person or by proxy, at the EGM.

Participation

The EGM will be held through electronic communication being audio communication by which all Shareholders participating in the meeting simultaneously hear each other throughout the meeting, as provided for in Section 109 of the Companies Act and Section 3(b) of the Second Schedule to the Companies Act. The Company’s Constitution also permits such electronic communication at a meeting of shareholders.

Shareholders which choose not to attend in person but seek to appoint a proxy to attend the meeting, on their behalf can still submit their proxy forms. Proxy forms are to be delivered or sent by email to the Company Secretary, BP Consulting Services (Pty) Limited as provided for on the proxy form. Where a Shareholder has submitted a proxy form, the person attending an EGM on the Shareholder’s behalf shall be presumed to vote in accordance with the instructions of voting set out in the proxy form.

Shareholders and the proxy of any Shareholder who wish to participate in the EGM by electronic means, will be required to submit the relevant duly completed Electronic Participation Form which is annexed to the Circular together with the relevant documents to BP Consulting Services, as provided for on the Form. Shareholders are strongly encouraged to complete their verification well ahead of time.

Once the identity of a Shareholder seeking to attend the meeting and the authority of any person representing such a Shareholder (if the shareholder is not an individual) or the proxy appointed by a Shareholder and the person seeking to attend an EGM has been verified by BP Consulting Services, the person seeking to attend the EGM will be provided with details on how to join the EGM web stream.

Shareholders who have not appointed a proxy, hence not set forth instructions of voting, and who intend to participate in the meeting, once the identity of the Shareholder has been verified the Shareholder will be provided with a voting form together with instructions on how to join the EGM web stream. Shareholders or proxies for Shareholders attending a meeting are urged to send their duly completed voting forms to BP Consulting Services by delivery, or by email before the meeting.

Pursuant to article 13.3 of the Constitution of the Company, the Chairman has regulated the procedure to be adopted at the meeting:

- voting will be by poll
- as a result, in terms of article 15.2 of the Constitution, voting will be by way of submission of voting papers by

Shareholders or proxies attending the meeting before the meeting or during but before the end of the meeting.

The Company shall publish the results of each meeting within 48 hours of the conclusion of the meeting.

Voting instruction

Nominee accounts

Shareholders whose Shares are held in a nominee account must not complete the attached form of proxy.

If shares are held in a nominee account, then the nominee, CSDP or stockbroker should contact the Shareholder to ascertain how to cast votes at the EGM and thereafter cast the Shareholder’s vote in accordance with its instruction.

If you have shares in the Company held in a nominee account and have not been contacted it would be advisable for you to contact your nominee or CSDP or broker and furnish them with your instruction. If your nominee or CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, if the mandate is silent in this regard, to abstain from voting.

Unless you advise your nominee, CSDP or broker timeously in terms of your agreement by the cut-off time advised by them that you wish to attend the EGM or send a proxy to represent you, your nominee, CSDP or broker will assume you do not wish to attend the EGM or send a proxy.

If a nominee, CSDP or broker is a company it may appoint a proxy provided that the proxy form is accompanied by a resolution of the nominee, CSDP or broker empowering the person acting on behalf of the nominee, CSDP or broker to appoint the proxy. Alternatively, such nominee, CSDP or broker may appoint by resolution, a person to represent it at a meeting; in such event, the resolution should be delivered to BP Consulting Services 48 hours prior to the holding of the meeting. The proxy or representative appointed by the nominee, CSDP or broker should complete the Electronic Participation Form and deliver that to BP Consulting Services.

If you wish to participate in the EGM, request the necessary letter of representation from your nominee or CSDP or broker and submit this letter together with the Electronic Participation Form.

Own name shareholders

“Own name” Shareholders who wish to participate at the EGM themselves, should submit their duly completed.

Electronic Participation Form together with an acceptable form of identification. Own name shareholder attending and participating the EGM in person shall be provided with a voting form upon registration at the meeting.

Own name Shareholders may also appoint a proxy to represent them at the EGM by completing the attached proxy form and returning it to BP Consulting Services at least 48 hours prior to the time and date of the meeting. If a Shareholder appoints someone other than the Chairman of the meeting as their proxy and wants the proxy to participate in the EGM, the proxy must complete and submit an Electronic Participation Form.

By order of the board

Company Secretaries
Plot 28892 Twin Towers
West Wing First Floor Fairground
Gaborone Botswana



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FORM OF PROXY FOR SHAREHOLDERS

The 2026 Extraordinary General Meeting of members to be held on 30 April 2026 at 14:00hrs by means of audio- or audio-visual communication in terms of the Constitution of the Company.

For use at the Extraordinary General Meeting of Shareholders of the Company to be held on 30 April 2026 at 14:00hrs by means of audio- or audio-visual communication.

I/Weof..... being a member/members of the above-named Company do hereby appoint:

.....of..... or failing that person the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the 2026 Extraordinary General Meeting of the Company to be held on 30 April 2026 at 14:00 hrs.

	Number of Linked Units		
	For	Against	Abstain
Special Resolution 1			

Signed this.....day of.....2026.

Signature.....

Unless otherwise instructed, the proxy will vote as he/she deems fit.

A member entitled to attend, and vote may appoint a proxy to attend and vote for him/her on his/her behalf, and such proxy need not also be a member of the Company.

The instrument appointing such a proxy must be deposited at the registered office of the Company or emailed to kakale@butlerphirieinc.com not less than 24 hours before the meeting.

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ELECTRONIC PARTICIPATION FORM

Shareholders or their proxies who wish to participate in the Extraordinary General Meeting to be held by way of electronic communication at 14:00 on 30 April 2026 ("the EGM" or "meeting") via electronic communication ("EGM participant") must notify the Company by delivering this form and supporting documents to the office of the Company Secretary BP Consulting Services (Proprietary) Limited, Plot 28892 (Portion of plot 50370), Twin Towers, West Wing-First Floor Fairground, Gaborone, PO Box 1453, Gaborone, or by email to ['Kakale Chihwamba' <kakale@butlerphirieinc.com as soon as possible but no later than 5 PM on 28th April 2026.

Shareholders are strongly encouraged to complete their verification well ahead of time.

Each EGM participant who has successfully been verified by BP Consulting Services (Proprietary) Limited will be provided with the details on how to join the EGM via Zoom. EGM participants who are proxy for shareholders will be provided with a voting form and be presumed to vote at the meeting in accordance with the instructions for voting set out on the proxy form. EGM participants who are not proxies will be provided with a voting form. EGM participants who are not proxies are strongly encouraged to send their completed voting forms to BP Consulting Services (Proprietary) Limited before the meeting. EGM participants who have not sent completed voting forms to BP Consulting Services (Proprietary) Limited prior to the meeting will be able to complete the voting forms and submit the same to BP Consulting Services (Proprietary) Limited by email to ['Kakale Chihwamba' <kakale@butlerphirieinc.com>] during but no later than the close of the meeting.

Reference is made to the Notice of the EGM for important information regarding participation and voting at the EGM.

Name of registered shareholder	
Omang/ID/Passport number/Registration number of registered shareholder	
Name and contact details of CSDP or broker (if shares are held in dematerialised form)	
Shareholder CSD account number/broker account number or own name account number or custodian account number	
Number of ordinary shares held	
Full name of EGM participant	
Omang/ID/Passport number of EGM participant	
Email address of EGM participant	
Cellphone number of EGM participant	

By signing this form, I/we agree and consent to the processing of my/our personal information above for the purposes of participation in the EGM and acknowledge the following:

1. The cost of joining the EGM is for the expense of the EGM participant and will be billed separately by the EGM participant’s own internet service provider. The EGM participant is not permitted to share the link with a third party.
2. The Company, its agents and third-party service providers cannot be held accountable and will not be obliged to make alternative arrangements in the event of a loss or interruption of network activity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth, power outages or any other circumstances which prevents any EGM participant or proxy holder from participating in the EGM or voting.

Signed on this.....day of.....2026
 Signature of shareholder(s).....
 Assisted by me (where applicable)