

Engen Botswana Limited
NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that the 55th Annual General Meeting of Engen Botswana Limited will be held virtually on 14 July 2021 at 08h30 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. To receive and consider the audited financial statements for the year ended 31 December 2020.
3. To approve the dividends as recommended by the directors.
4. To elect directors of the company who are retiring by rotation in terms of the Articles of Association: Messrs FJ Kotze and L Makwinja being eligible have offered themselves for re-election.
 - 4a) To confirm the re-election of Mr FJ Kotze who retires in accordance with Article 62 of the Constitution and being eligible, offers himself for re-election.

Mr FJ Kotze has been a director of three Petronas subsidiaries in Malaysia, namely Petronas Ethylene Malaysia, Petronas Polyethylene Malaysia, and Petronas Polypropylene Malaysia. He joined Engen Petroleum in 1993 as a retail pricing executive and has served in various capacities throughout the group. He is currently the Head of the International Business Division and is a member of the Remuneration Committee of the board of Engen Botswana Limited.

- 4b) To confirm the re-election of Mr L Makwinja who retires in accordance with Article 62 of the Constitution and being eligible, offers himself for re-election.

Mr L Makwinja has served several directorships in listed and non-listed entities, including Chairman of Morupule Colliery, Chairman of Botswana Telecommunications Corporation Limited (2006 to 2014), Director of Botswana Telecommunications Corporation Limited, and Non-Executive Director in African Banking Corporation. He served as Executive Director of Six Plus One Consulting (Pty) Ltd. He serves as the Chief Executive Officer of Botswana Railways.

5. To approve the remuneration of the directors as follows:
 - 5a) To approve the remuneration of the directors for the year ended 31 December 2020.
 - 5b) To approve the directors fees increments effective 1 January 2021. The increments are as follows:
 - o Non-Executive Directors - Board fees to increase by 3.16% (inflation) + phased in approach of 6% for 2021 (9.16%)
 - o Board Chairman – Board fees to increase by 3.16% (inflation) only for 2021
6. To approve the auditor's remuneration for the 2020 audit.
7. To appoint Ernst & Young as auditors for the 2021 audit.
8. To transact such other business as may be transacted at an Annual General 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 Office for the attention of Bonolo Moutswi (bonolo.moutswi@pwc.com) or by mail to P O Box 294 Gaborone.

By order of the Board.

PricewaterhouseCoopers (Proprietary) Limited
Company Secretaries
Gaborone

8 June 2021