

Notice And Agenda Of The 2024 Annual General Meeting

SECHABA BREWERY HOLDINGS LIMITED NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of SECHABA BREWERY HOLDINGS LIMITED will be held at 14:00hrs on Friday, 28 June 2024 via Microsoft Teams

Agenda:

1. To read notice convening the meeting
2. Welcome and opening remarks by the Chairman.
3. Adoption of Agenda

A. Ordinary Resolutions

4. Resolution 1 - To receive consider and adopt the Audited Financial Statements for the year ended 31 December 2023 together with the Auditors Report.
5. Resolution 2 - To consider and ratify the distribution of dividend declared for the year ended 31 December 2023 at 434.7 thebe per share composed of annual dividend of 183 thebe per share and special dividend of 251.7 thebe per share.
6. Resolution 3 - To confirm the re-election of the following Directors of the company:
 - i. Tabuya B. Tau
 - ii. Modise B. Mokone
7. Resolution 4 - To ratify the appointment of the following Directors of the company:
 - i. Gorata T. Dibotelo
 - ii. Lorato C. Morapedi
8. Resolution 5 - To ratify the remuneration paid to Non-Executive Directors for the year ended 31 December 2023.
9. Resolution 6 - To ratify the remuneration paid to the auditors, Ernst & Young for the year ended 31 December 2023.
10. Resolution 7 - To appoint Ernst & Young as auditors for the ensuing year and authorize the Directors to fix their remuneration.
11. To close the meeting.

A member entitled to attend and vote may appoint a proxy to attend and vote for him on his behalf and such a proxy need not be a member of the company. The instrument appointing such a proxy must be deposited at the registered office of the company at Acumen Park, Plot 50370 Fairgrounds, Gaborone not less than 48 hours before the meeting.

By order of the Board

Grant Thornton Business Services (Pty) Ltd
Company Secretary

04 June 2024

REGISTERED OFFICE:
Plot 50370, Acumen Park, Fairgrounds
P O Box 1157
Gaborone

Proxy Form

Please read the notes overleaf before completing this form

For use at the Annual General Meeting of shareholders of the company to be held virtually at 14:00 hours on Friday 28th June 2024.

I/We
(Name in block letters) _____

Of (address) _____

Hereby appoint _____

Or failing him/her _____

Or failing him/her, the Chairman of the meeting as my/our proxy to act for me/us at the 2024 Annual General Meeting, to vote for or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name in accordance with the following instruction.

NUMBER OF SHARES				
		For	Against	Abstain
Ordinary resolution 1	Agenda No 4			
Ordinary resolution 2	Agenda No 5			
Ordinary resolution 3	Agenda No 6			
i. Tabuya B. Tau				
ii. Modise B. Mokone				
Ordinary resolution 4	Agenda No 7			
i. Gorata T. Dibotelo				
ii. Lorato C. Morapedi				
Ordinary resolution 5	Agenda No 8			
Ordinary resolution 6	Agenda No 9			
Ordinary resolution 7	Agenda No 10			
Ordinary resolution 8	Agenda No 11			

Signed at:

Date:

Signature:

Assisted by (where applicable)

Notice And Agenda Of The 2024 Annual General Meeting

Each Shareholder who is entitled to attend and vote at a General Meeting is entitled to appoint one or more persons as proxy to attend speak and vote in place of the Shareholder at the Annual General Meeting and the proxy so appointed need not be a member of the company.

Please read notes 1-7 on the reverse side hereof

1. A Shareholder must insert the names of two alternative proxies of the Shareholders choice in the space provided with or without deleting "Chairman of the Annual General Meeting". The person whose name appears first on the form of proxy and whose name has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorize the proxy to vote at the General Meeting as he/she deems fit in respect of the Shareholders votes exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorize the proxy to vote in favour of the resolution. A Shareholder or his/her proxy is obliged to use all the votes exercisable by the Shareholder or by his/her proxy.
3. The completion and lodging of this form will not preclude the relevant Shareholder from attending the General Meeting.
4. The Chairman of the Annual General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he/she is satisfied as to the manner in which the Shareholder concerned wishes to vote.
5. An instrument of proxy shall be valid for the Annual General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
6. The authority of a person signing the form of proxy under power of attorney or on behalf of a company must be attached to the form of proxy.
7. Where Ordinary Shares are held jointly, all Shareholders must sign. A minor must be assisted by his/her guardian.

Annexure Directors Profiles

Tabuya B. Tau

Ms. Tau joined the SBHL Board on the 20th December 2019 as an independent, non-executive director. She was also the Chairman of the Finance and Audit Committee before taking over as the Chairman of the Board. She is an experienced and transformational leader with extensive experience in the financial service industry; experience which spans over 20 years. At First National Bank Botswana (FNBB) she held the roles of Deputy Chief Financial Officer, Senior Manager Finance, and Treasury Accountant over a period of 10 years. She also held a role as Financial Manager at Letshego Holdings Limited, a listed micro lender. Ms. Tau holds a Masters in Business Administration from Henley Business School, is a fellow member of the Association of Chartered Certified Accountants (ACCA) and of the Botswana Institute of Chartered Accountants (BICA). She holds a Bachelor of Commerce Degree from the University of Witwatersrand. She has attended various management and leadership programmes including a Senior Management Development programme from the University of Stellenbosch. She has also previously held the role of non-executive Director at Botswana Postal Services. Ms. Tau currently holds the position of Managing Director at Hollard Insurance Botswana.

Modise B. Mokone

Mr. Modise B. Mokone joined the SBHL Board on the 12th February 2019 as a non-executive director. Mr. Mokone is a seasoned investment professional with over 15 years experience in asset management, venture capital, private equity and development finance. Mr Mokone is currently the Chief Investment Officer at the Minerals Development Company Botswana (MDCB) where he is responsible for leading the company's investment strategy and overseeing the full investment life cycle of the MDCB towards the implementation of its mandate to grow and optimise its mining and minerals investment portfolio. Mr Mokone previously served as an Investment Principal at the Botswana Development Corporation (BDC) and the Head of Structured Finance at the Citizen Entrepreneurial Development Agency (CEDA). Mr Mokone has held other senior positions at the CEDA and Stanlib Investment Management Services (SIMS), now Vunani Fund Managers Botswana. Mr Mokone holds a Bachelor of Commerce (Banking, Finance and Risk Management), a Chartered Financial Analyst (CFA) – Level 1, concluded a Global Executive Development Programme with GBS and is pursuing his Masters in Finance and Investment. Mr Mokone has significant corporate governance experience having sat on several boards during his career.

Ms. Gorata T. Dibotelo

Ms. Dibotelo has a Bachelor of Laws Degree from the University of Botswana, a Master's in Commercial Law from the University of Cape Town and has also completed the Executive Development Programme at Stellenbosch University Business School. Gorata currently serves as Group General Counsel and Company Secretary at Letshego Africa Holdings Limited. Ms. Dibotelo also previously held the position of Head of Legal Services and Board Secretary at the Botswana Stock Exchange (BSE). Before going to the BSE, Gorata worked for Armstrongs Attorneys as a Senior Associate. Her familiarity with the Botswana's legal system positions her positively as an experienced expert in legal, compliance, and regulatory environment. Ms. Dibotelo has keen interest in Environmental, Social, and Governance (ESG) compliance and reporting.

Ms. Lorato C. Morapedi

Ms. Morapedi is a transformational leader who has successfully led strategic transformative projects both in the public and private sector. She is an astute business leader with 20 years executive management experience with 12 years of these as Chief Executive Officer at the National Development Bank with a key focus on governance, environment and sustainability. Some of the organisations she worked for include the Absa Bank (then Barclays Bank of Botswana), Citizen Entrepreneurial Development Agency (CEDA) and Botswana Examinations Council. She has also served as a non-executive director in several institutions including Export Credit Insurance and Guarantee Company Botswana (BECI), ABM University College, Youth Alliance for Leadership & Development in Africa (YALDA), Local Enterprise Authority (LEA), Botswana Institute of Bankers, Botswana Agricultural Science Professionals Association and The Business Place. She holds a MSc in Economics from the University of Illinois, USA, a Bachelor of Arts (Economics & Accounting) from the University of Botswana and she is also an Alumni of the London Business School. In recognition of her excellent leadership and contribution to the corporate world she was recognised as one of the 2019 Reset Global People Top 100 women CEOs in Africa and Botswana Celebrated Women in 2021.