



Choppies Enterprises Limited  
(Registration number 2004/1681)  
JSE share code: CHP  
BSEL share code: CHOPPIES  
ISIN: BW0000001072  
Tax reference number: C08710401018  
("Choppies" or the "Company")

## **RESULTS OF THE EXTRAORDINARY GENERAL MEETING OF CHOPPIES SHAREHOLDERS**

### **A. Introduction**

1. Shareholders of Choppies ("**Shareholders**") are referred to the circular to Shareholders issued on 14 August 2019 (the "**Circular**") and to related announcements the last of which were issued on 3 September 2019 and 4 September 2019.
2. Capitalised terms used and not separately defined in this announcement bear the same meaning as the capitalised and defined terms used in the Circular.
3. Shareholders are advised that at the extraordinary general meeting of the Shareholders held on 4 September 2019 ("**EGM**"), convened in terms of the notice of the EGM contained in the Circular, the Shareholders were requested to vote on two sets of resolutions (i) the Adjournment Resolution as described in the Company announcement issued on 3 September 2019 and (ii) the Proposed Resolutions.

### **B. Adjournment Resolution**

4. The Company received votes in person from Shareholders and proxy holders representing 93.27% (1,215,912,452 out of 1,303,628,341 total issued share capital) and the Adjournment Resolution was **not** passed by the requisite majority of Shareholders in accordance with Clause 19 of the Company's Constitution. The results of the Proposed Resolution were as follows:

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Resolution	For	Against	Abstain
<b>Ordinary Resolution 1</b> – To approve the resolution to adjourn the EGM by way of a majority vote in accordance with Clause 19 of the Company’s Constitution.	46.94%	53.06%	0%

5. As the Adjournment Resolution was not passed by the requisite majority, the meeting of Shareholders proceeded to consider the Proposed Resolutions.

## C. Proposed Resolutions

6. The Company received votes in person or by proxy representing 95.33% (1,242,736,780 out of 1,303,628,341 of the total issued share capital) and it was resolved as follows in accordance with clause 20.3 of the Company’s constitution:

- 6.1. the Shareholders passed resolutions to:

- 6.1.1. re-appoint Mr Farouk Ismail;
- 6.1.2. re-appoint Mr Ramachandran Ottapathu;
- 6.1.3. appoint Mr Tom Pritchard; and
- 6.1.4. appoint Ms Carol Jean Haward.

- 6.2. The Shareholders rejected resolutions to:

- 6.2.1. re-appoint Mr Wilfred Mpai;
- 6.2.2. re-appoint Ms Dorcas Kgosietsile;
- 6.2.3. re-appoint Mr Ronald Tamale;
- 6.2.4. re-appoint Mr Hein Stander;
- 6.2.5. appoint Mr Kenny Nwosu; and
- 6.2.6. appoint Mr Oabona Michael Kgengwenyane.

7. The results of the Proposed Resolutions are as follows:

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Resolution	For	Against	Abstain
<b>Ordinary Resolution 1</b> - To resolve to reappoint Mr Farouk Ismail as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	55.02%	44.96%	0.03%
<b>Ordinary Resolution 2</b> - To resolve to reappoint Mr Wilfred Mpai as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	47.90%	52.07%	0.03%
<b>Ordinary Resolution 3</b> - To resolve to reappoint Mr Mrs Dorcas Kgosietsile as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	5.84%	93.41%	0.76%
<b>Ordinary Resolution 4</b> - To resolve to reappoint Mr Ronald Tamale as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	48.05%	51.91%	0.04%
<b>Ordinary Resolution 5</b> - To resolve to reappoint Mr Heinrich Stander as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	48.68%	51.28%	0.04%
<b>Ordinary Resolution 6</b> - To resolve to reappoint Mr Ramachandran Ottapathu as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	52.06%	47.91%	0.02%
<b>Ordinary Resolution 7</b> - To resolve to appoint Mr Goleele Mosinyi as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	withdrawn	withdrawn	withdrawn
<b>Ordinary Resolution 8</b> - To resolve to appoint Mr Kenny Nwosu as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	48.29%	51.68%	0.03%

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<b>Ordinary Resolution 9</b> - To resolve to appoint Mr Oabona Michael Kgengwenyane as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	1.84%	98.13%	0.03%
<b>Ordinary Resolution 10</b> - To resolve to appoint Mr Tom Pritchard as a director of the Company in accordance with the provisions of clause 20.3 of the Company's constitution.	77.75%	22.22%	0.03%
<b>Ordinary Resolution 11</b> - To resolve to appoint Ms Carol-Jean Harward as a director of the Company by ordinary resolution in accordance with the provisions of clause 20.3 of the Company's constitution.	51.25%	48.72%	0.03%

## **D. Withdrawal of Candidacy by Mr Goleele Mosinyi**

8. On 3 September 2019, the board of directors of Choppies (the "Board") received a letter from Mr Goleele Mosinyi withdrawing his candidacy for appointment as a new member of the Board. Accordingly, Resolution number 7 above was not voted on at the EGM.

## **E. Resignation of the Chairman**

9. Shareholders are further advised that, during the EGM, following the announcement of the results of the Proposed Resolutions, the Chairman of the Board, His Excellency Festus Mogae, tendered his resignation as Chairman of the Board with immediate effect.

## **F. Board Composition**

10. Following the EGM, the Board currently comprises the following members:
- 10.1.1. Mr Farouk Ismail;
  - 10.1.2. Mr Ramachandran Ottapathu;



10.1.3. Mr Tom Pritchard; and

10.1.4. Ms Carol Jean Haward.

Per the announcement published on 1 November 2018, the trading of the Company shares on both the Botswana Stock Exchange Limited (“BSEL”) and its secondary listing on the Johannesburg Stock Exchange (“JSE”) remains suspended until further notice.

The Company's primary listing is on the BSEL and its secondary listing is on the JSE.

By Order of the Board

**6 September 2019**

BSEL Sponsoring Broker  
African Alliance Botswana Limited

JSE Sponsor  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)