

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Sefalana Holding Company Limited will be held at the Head Office of the company, Plot 10038, Corner of Nelson Mandela Drive and Kubu Road, Broadhurst Industrial Site, Gaborone on Friday 25 October 2024 at 16H00 for the purpose of transacting the following business:

Ordinary business

- 1 Ordinary Resolution 1:**
To adopt the Notice and Agenda of the meeting.
- 2 Ordinary Resolution 2:**
To receive, consider and adopt the Group's audited consolidated financial statements for the 52-week period ended 28 April 2024 together with the Directors' and Auditor's reports thereon.
- 3 Ordinary Resolution 3:**
To ratify the dividends declared and paid during the period being an interim gross dividend of 12 thebe per ordinary share paid to shareholders in February 2024, and the final gross dividend of 53 thebe per ordinary share paid to shareholders in August 2024.
- 4 Ordinary Resolution 4:**
To approve the remuneration of the Auditors for the 52-week period ended 28 April 2024 as disclosed in note 11 of the financial statements.
- 5 Ordinary Resolution 5:**
To approve the appointment of PricewaterhouseCoopers, as Auditors for the ensuing financial year, following the rotation requirements in place.
- 6 Ordinary Resolution 6:**
To re-elect Ms. Paula Disberry who retires by rotation in accordance with the Constitution, and being eligible, offers herself for re-election.
- 7 Ordinary Resolution 7:**
To re-elect Mrs J.M. Marinelli who retires by rotation in accordance with the constitution and being eligible, offers herself for re-election.
- 8 Ordinary Resolution 8:**
To ratify the appointment of Mr. Sipho Ziga as an Independent Non-Executive Director with effect from 1 June 2024.
- 9 Any Other Business**
To transact such other business as may be transacted at an Annual General Meeting.

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Non - Executive Director's Appointment

Sipho Ziga (52)

Independent Non-Executive

Sipho is a senior attorney in Botswana, with nearly 30 years of professional legal experience, with a focus on business law. Mr. Ziga has extensive experience in corporate commercial law, securities, and financial services regulations, and project finance. He has provided legal counsel to various BSE-listed and unlisted entities, and provided insight on issues surrounding corporate governance, BSE compliance, due diligence, acquisitions and the Botswana legal and regulatory environment. He has been recognized by Chambers Global – the World's Leading Lawyers for General Business law consistently since 2007. Sipho's experience and insight into the legal framework will provide legal expertise to the Group, as it continues to operate within various jurisdictions, and ensure continued focus on adherence to good corporate governance and compliance with legal requirements.

Sipho joined the Board on 1 June 2024 and is a member of the Audit Committee and Remuneration Committee.



Voting and Proxies

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy to attend and speak and, on a poll, to vote in his / her/ its stead. A proxy need not be a member of the Company.

Proxy forms must be deposited or received at **Sefalana Head Office, Plot 10038, Corner of Nelson Mandela Drive and Kubu Road, Broadhurst Industrial Site, Private Bag 0080, Gaborone**, not less than 48 hours before the meeting.

Meeting Procedures

Shareholders who wish to attend and participate are requested to provide details to the Group Company Secretary, as per participation form below. For administration purposes shareholders are requested to submit the participation form no later than **Monday 21 October 2024**. Please note that each AGM participant will be verified. Shareholders who wish to attend by lodging a proxy need not complete the participation form.

Please complete the Participation form and email it to: companysecretary@sefalana.com and investors@sefalana.com

PARTICIPATION FORM

Name of registered shareholder	
Omang/ID/Company Number	
Shareholders CSD account number/broker account number/ custodian account number	
Name of Broker where shares are not dematerialized	
Number of shares held	
Email address of the shareholder	

By order of the board

Joanne Robinson
Group Company Secretary
25 September 2024

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Form of Proxy

For completion by holders of ordinary shares

PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM.

For use at the Annual General Meeting of ordinary shareholders of Sefalana Holding Company Limited to be held at Sefalana Holding Company Limited, Plot 10038, Corner of Nelson Mandela Drive and Kubu Road, Broadhurst Industrial Site, Gaborone on Friday 25 October 2024 at 16H00.

I/We

(name/s in block letters)

of

(address)

Appoint (see note 1):

1. _____ or failing him / her, _____

2. _____ or failing him / her, _____

3. the Chair of the Meeting _____

as my / our proxy to act for me / us at the General Meeting which will be held for the purpose of considering and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof, and to vote for or against the resolutions and / or abstain from voting in respect of the ordinary shares registered in my / our name in accordance with the following instructions (see note 2):

Number of ordinary shares:				
		For	Against	Abstain
1	Ordinary resolution number 1			
2	Ordinary resolution number 2			
3	Ordinary resolution number 3			
4	Ordinary resolution number 4			
5	Ordinary resolution number 5			
6	Ordinary resolution number 6			
7	Ordinary resolution number 7			
8	Ordinary resolution number 8			

Signed at

on

2024

Signature

Assisted by (where applicable)

Each shareholder is entitled to appoint one or more proxies (who need not be member/s of the company) to attend, speak and vote

Notes to Form of Proxy

in place of that shareholder at the General Meeting.

Please read the accompanying notes.

1. A Shareholder may insert the names of two alternative proxies of the Shareholder's choice in the space provided, with or without deleting "the Chair of the General Meeting." The person whose name appears first on the form of proxy, and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Shareholder's instructions 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 authorise the proxy to vote at the General Meeting as he / she deems fit in respect of the Shareholder's votes exercisable thereat, but where the proxy is the Chair, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution. A Shareholder or his / her/ its proxy is obliged to use all the votes exercisable by the Shareholder or by his / her / its proxy.
3. The completion and lodging of this form will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such Shareholder wish to do so.
4. The Chair of the General Meeting may reject or accept any form of proxy not completed and / or received other than in accordance with these notes provided that 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 General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
6. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the Shareholder, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Ordinary Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company not less than one hour before the commencement of the General Meeting or adjourned General Meeting at which the proxy is to be used.
7. The authority of a person signing the form of proxy under a power of attorney or on behalf of a Company must be attached to the form of proxy, unless the authority or full power of attorney has already been registered by the Company or the Transfer Secretaries.
8. Where Ordinary Shares are held jointly, all joint Shareholders must sign.
9. A minor must be assisted by his / her guardian, unless the relevant documents establishing his / her legal capacity are produced or have been registered by the Company.
10. Proxy forms must be received either at the Registered office at Plot 10038, corner of Nelson Mandela Drive and Kubu Road, Broadhurst Industrial Site, Private Bag 0080, Gaborone or via email to companysecretary@sefalana.com and investors@sefalana.com

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