

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 28 October 2022 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 24 April 2022 together with the Directors' and Auditor's reports thereon.
- 3. Ordinary Resolution 3:**
To ratify the dividends declared and paid during the period being the gross interim dividend of 10 thebe per ordinary share paid on 23 February 2022, a final gross dividend of 30 thebe per ordinary share paid on 24 August 2022 and a special dividend of 10 thebe per ordinary share to be paid to shareholders on 21 December 2022.
- 4. Ordinary Resolution 4:**
To approve the remuneration of the Executive Directors for the 52 week period ended 24 April 2022 as detailed in note 12 of the financial statements and in the Corporate Governance Report.
- 5. Ordinary Resolution 5:**
To approve the remuneration of the Non-Executive Directors for the 52 week period ended 24 April 2022 as detailed in note 12 of the financial statements and in the Corporate Governance Report.
- 6. Ordinary Resolution 6:**
To approve the remuneration of the Auditors for the 52 week period ended 24 April 2022 as disclosed in note 11 to the financial statements.
- 7. Ordinary Resolution 7:**
To approve the appointment of Deloitte & Touche as Auditors for the ensuing financial year.
- 8. Ordinary Resolution 8:**
To ratify the appointment of Mr. Mahube Mpugwa as an Independent Non-Executive Director with effect from 1 March 2022.
- 9. Ordinary Resolution 9:**
To ratify the appointment of Ms. Paula Disberry as an Independent Non-Executive Director, with effect from 1 March 2022.
- 10. Ordinary Resolution 10:**
To ratify the appointment of Mr. Gerhard Scheepers (Sefcash Botswana Managing Director) as an Executive Director, with effect from 1 March 2022.
- 11. Ordinary Resolution 11**
To re-elect Mr. Bryan Davis (Metro Namibia Managing Director) who retires by rotation, in accordance with the Articles of Association and being eligible, offers himself for re-election.
- 12. Ordinary Resolution 12**
To re-elect Mr. Mohamed Osman (Group Finance Director) who retires by rotation, in accordance with the Articles of Association and being eligible, offers himself for re-election.

Special business

- 13. Special Resolution**
To adopt the revised Constitution as the constitution of the Company with effect from the date of this Annual General Meeting. The existing constitutional documents, being the Memorandum and Articles of Association dated 16 December 1986 be hereby revoked.
- 14. Matters for Noting**
To note the passing of Mr. Moatlhodi Sebabole on 3 October 2021, and the end of his tenure on the Board.
- 15. Any Other Business**
To transact such other business as may be transacted at an Annual General Meeting.

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.

By order of the Board

Joanne Robinson
Group Company Secretary
28 September 2022