

ENGEN BOTSWANA LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS HELD ON TUESDAY, 15 OCTOBER 2024, AT 1000HOURS

Chairperson: Shabani Ndzinge

A. WELCOME REMARKS AND INTRODUCTION

1. Welcome Remarks

The Chairperson welcomed all the shareholders or their proxies present.

2. Notice of meeting

The notice convening the meeting that was posted to Shareholders on 24 September 2024 was taken as read.

3. Quorum

The representation of 78 Shareholders of shares listed on the Botswana Stock Exchange, totaling 156,192,367 shares and 97.79% of the total shares in issue, resulted in a quorum being present in terms of the Constitution of the Company. On that note, the Chairperson declared the meeting duly constituted.

4. Procedures

The Chairperson proposed each resolution in the same order as presented in the notice of the meeting. He indicated that voting was done based on the voting/proxy forms completed and submitted by the shareholders entitled to receive the notice and attend the meeting.

B. RESOLUTIONS

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2023 together with the Auditor's Report to the Board.

1.1. The Resolution was passed by Shareholders representing 100% of shares held by those who had submitted their votes through proxy.

1.2. There were no votes against.

1.3. There were no abstentions.

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1.4. The Resolution was carried unanimously.

1.5. It was **RESOLVED** that the Audited Financial Statements for the year ended 31 December 2023 together with the Auditor's Report be and was thereby adopted.

2. To consider and ratify the distribution of dividend declared for the year ended 31 December 2023 at 232.9 thebe per share.

2.1. The Resolution was passed by Shareholders representing 100% of shares held by those who had submitted their votes through proxy.

2.2. There were no votes against.

2.3. There were no abstentions.

2.4. The Resolution was carried unanimously.

2.5. It was **RESOLVED** that the distribution of dividend declared for the year ended 31 December 2023 at 232.9 thebe per share be and was thereby ratified.

3. To confirm the re-election of the following Directors of the Company:

3.1. To confirm the re-election of **Ms. Heather-Ann Morrison** as a Director of the Company.

3.1.1. The Resolution was passed by Shareholders representing 100% of shares held by those who had submitted their votes through proxy.

3.1.2. There were no votes against.

3.1.3. There were no abstentions.

3.1.4. The Resolution was carried unanimously.

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3.1.5. It was **RESOLVED** that the re-election of Ms. Heather-Ann Morrison as a Director of the Company be and was thereby confirmed.

3.2. To confirm the re-election of **Mr. Stephen Paul Williams** as a Director of the Company.

3.2.1. The Resolution was passed by Shareholders representing 100% of shares held by those who had submitted their votes through proxy.

3.2.2. There were no votes against.

3.2.3. There were no abstentions.

3.2.4. The Resolution was carried unanimously.

3.2.5. It was **RESOLVED** that the re-election of Mr. Stephen Paul Williams as a Director of the Company be and was thereby confirmed.

3.3. To confirm the re-election of **Mr. Jayaraman Ramesh** as a Director of the Company and was thereby confirmed.

3.3.1. The Resolution was passed by Shareholders representing 100% of shares held by those who had submitted their votes through proxy.

3.3.2. There were no votes against.

3.3.3. There were no abstentions.

3.3.4. The Resolution was carried unanimously.

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3.3.5. It was **RESOLVED** that the re-election of Mr. Jayaraman Ramesh as a Director of the Company be and was thereby confirmed.

4. To ratify the remuneration of P1,853,035 paid to Non-Executive Directors for the year ended 31 December 2023

4.1. The Resolution was passed by shareholders representing 100% of shares held by those who had submitted their votes through proxy.

4.2. There were no votes against.

4.3. There were no abstentions.

4.4. The Resolution was carried unanimously.

4.5. It was **RESOLVED** that the remuneration of P1,853,035 paid to Non-Executive Directors for the year ended 31 December 2023 be and was thereby ratified.

5. To ratify the remuneration of P1,055,000 paid to the External Auditors, Pricewaterhousecoopers (PWC) for the year ended 31 December 2023

5.1. The Resolution was passed by the shareholders representing 100% of those who had submitted their votes through proxy.

5.2. There were no votes against.

5.3. There were no abstentions.

5.4. The Resolution was carried unanimously.

5.5. It was **RESOLVED** that the External Auditor's remuneration of P1,055,000 paid for the year ended 31 December 2023 as reflected in the financial statements be and was thereby ratified.

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6. To appoint Pricewaterhousecoopers (PWC) as External Auditors for the ensuing year ending 31 December 2024 and authorize the Directors to fix their remuneration.

6.1. The Resolution was passed by the shareholders representing 100% of those who had submitted their votes through proxy.

6.2. There were no votes against.

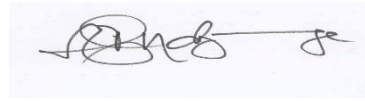
6.3. There were no abstentions.

6.4. It was **RESOLVED** that Pricewaterhousecoopers (PWC) be and were thereby appointed as External Auditors of the Company for the ensuing year ending 31 December 2024.

C. TO CLOSE THE MEETING

There being no further business to discuss, the Chairperson closed the meeting at 10:10hrs.

Confirmed this 29th day of October 2024.



CHAIRPERSON