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# CHOPPIES

*Great value for your money!*

**Choppies Enterprises Limited**  
(Incorporated in the Republic of Botswana)  
(Registration number: BW00001142508)  
(JSE and BSEL share code: CHOPPIES)  
(ISIN: BW0000001072)  
("Choppies" or the "Company")

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## NOTICES OF EXTRAORDINARY GENERAL MEETINGS

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Notice is hereby given that an Extraordinary General Meeting of the shareholders of Choppies Enterprises Limited will be held by way of electronic communication at Choppies Innovation Centre, Plot 196, Gaborone International Conference Park, Gaborone, Botswana at 2:30pm on Monday 19 October 2020 to: -

1. To receive, consider and if deemed fit, approve the Group Audited Financial Statements for the year ended 30 June 2018 together with the Directors and Auditor's Reports thereon as well as the Annual Report.
2. To consider and if deemed fit, ratify remuneration paid to non-executive directors for the year ended 30 June 2018 as set out in note 34 of the Annual Financial Statements.
3. To consider and if deemed fit, ratify the remuneration paid to auditors, PricewaterhouseCoopers for the year ended 30 June 2018 as set out on page 8 of the Annual Report.
4. To consider and if deemed fit, pass with or without amendment the following resolution, as a special resolution: To specially resolve in terms of section 128 of the Companies Act Cap 42:01 and ratify the donations for the year ended 30 June 2018 as set out in note 6 of the Annual Financial Statements.
5. The answering by the Directors of questions put by Shareholders in respect of the affairs and the business of the Company in respect of the year ended 30 June 2018.

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Choppies Enterprises Limited will be held by way of electronic communication at Choppies Innovation Centre, Plot 196, Gaborone International Conference Park, Gaborone, Botswana at 3:30pm on Monday 19 October 2020 to: -

1. To receive, consider and if deemed fit, approve the Group Audited Financial Statements for the year ended 30 June 2019 together with the Directors and Auditor's Reports thereon as well as the Annual Report.
2. To consider and if deemed fit, ratify remuneration paid to non-executive directors for the year ended 30 June 2019 as set out in note 38 of the Annual Financial Statements on page 93 of the Annual Report.
3. To consider and if deemed fit, ratify the remuneration paid to auditors, PricewaterhouseCoopers and Mazars, for the year ended 30 June 2019 as set out in paragraph 12 on pages 7 and 8 of the Annual report.

4. To consider and if deemed fit, pass with or without amendment the following resolution, as a special resolution: To specially resolve in terms of section 128 of the Companies Act Cap 42:01 and ratify the donations for the year ended 30 June 2019 as set out in note 8 of the Annual Financial Statements.
5. The answering by the Directors of questions put by Shareholders in respect of the affairs and the business of the Company in respect of the year ended 30 June 2019.

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**IMPORTANT INFORMATION REGARDING ATTENDANCE, PARTICIPATION AND VOTING AT EACH OF THE EGM 2018 AND EGM 2019**

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Persons who are registered as shareholders, in the registers of the Company at the CSDB or transfer secretaries, as of 12 noon on 16 October 2020, shall be entitled to attend, participate, and vote in person or by proxy, at the EGMs.

**ELECTRONIC PARTICIPATION**

Given restrictions on gatherings and travel due to the Covid-19 pandemic as implemented by the Government of Botswana, which restrictions are anticipated to prevail in the immediate future and in October 2020, the EGM 2018 and EGM 2019 will be held entirely through electronic communication being audio communication by which all Shareholders participating in the meeting and simultaneously hear each other throughout the meeting, as provided for in section 109 of the Companies Act and section 3(b) of the Second Schedule to the Companies Act. The Company's constitution also permits such electronic communication at a meeting of shareholders.

Shareholders which choose not to attend in person but seek to appoint a proxy to attend either meeting, on their behalf can still submit their proxy forms. Proxy forms are to be delivered or sent by fax or by email to the Company Secretary, DPS Consulting Services (Proprietary) Limited ("DPS) as provided for on the proxy form. Where a Shareholder has submitted a proxy form, the person attending an EGM on the Shareholder's behalf shall be presumed to vote in accordance with the instructions of voting set out in the proxy form.

Shareholders and the proxy of any Shareholder who wish to participate in the EGM 2018 and/or EGM 2019, will be required to submit the relevant duly completed Electronic Participation Form which is annexed to the Circular together with the relevant documents to DPS, as provided for on the Form. Shareholders are strongly encouraged to complete their verification well ahead of time.

Once the identity of a Shareholder seeking to attend the meeting and the authority of any person representing such a Shareholder (if the shareholder is not an individual) or the proxy appointed by a Shareholder and the person seeking to attend an EGM has been verified by DPS, the person seeking to attend the EGM will be provided with details on how to join the EGM 2018 and/or the EGM 2019 web stream.

Shareholders who have not appointed a proxy, hence not set forth instructions of voting, and who intend to participate in the meeting, once the identity of the Shareholder has been verified the Shareholder will be provided with a voting form together with instructions on how to join the EGM 2018 and/or EGM 2019 web stream. Shareholders or proxies for Shareholders attending a meeting are urged to send their duly completed voting forms to DPS by delivery, or by fax, or by email before the meeting.

Pursuant to article 13.3 of the Constitution of the Company, the Chairman has regulated the procedure to be adopted at the meeting: -

- voting will be by poll;
- as a result, in terms of article 15.2 of the Constitution voting will be by way of submission of voting papers by Shareholders or proxies attending the meeting before the meeting or during but before the end of the meeting;

- any voting during the meeting shall take place at the end of the meeting, after each of the resolutions set forth in the notice calling the meeting have been proposed and seconded and put to the meeting, and the voting as recorded in proxy forms and voting forms already received read out;
- pursuant to article 15.10 of the Constitution, the auditors, Mazars will scrutinize the proxy forms, the voting forms and the results;
- pursuant to article 15.11 of the Constitution, the Chairman shall declare the result after receipt of a certificate from the auditors in terms of article 15.11 of the Constitution; and
- the Chairman shall cause declaration of the results of voting on each resolution to be emailed to all Shareholders and proxies present at a meeting, within 3 hours of the holding of that meeting.

The Company shall publish the results of each meeting within 48 hours of the conclusion of each meeting.

## **VOTING INSTRUCTION**

### **Nominee Accounts**

Shareholders whose Shares are held in a nominee account must not complete the attached form of proxy.

If Shares are held in a nominee account, then nominee, Central Securities Depository Participant (“CSDP”) or stockbroker should contact the Shareholder to ascertain how to cast votes at either of the EGM 2018 or EGM 2019 and thereafter cast the Shareholder’s vote in accordance with its instruction.

If you have shares in the Company held in a nominee account and have not been contacted it would be advisable for you to contact your nominee or CSDP or broker and furnish them with your instruction. If your nominee or CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, if the mandate is silent in this regard, to abstain from voting.

Unless you advise your nominee, CSDP or broker timeously in terms of your agreement by the cut of time advised by them that you wish to attend either the EGM 2018 or EGM 2019 or send a proxy to represent you, your nominee, CSDP or broker will assume you do not wish to attend the relevant EGM or send a proxy.

If a nominee, CSDP or broker is a company it may appoint a proxy provided that the proxy form is accompanied by a resolution of the nominee, CSDP or broker empowering the person acting on behalf of the nominee, CSDP or broker to appoint the proxy. Alternatively, such nominee, CSDP or broker may appoint by resolution, a person to represent it at a meeting; in such event, the resolution should be delivered to DPS 48 hours prior to the holding of the meeting. The proxy or representative appointed by the nominee, CSDP or broker should complete the Electronic Participation Form and deliver that to DPS

If you wish to participate in any of the EGMs (EGM 2018 or EGM 2019) request the necessary letter of representation from your nominee or CSDP or broker and submit this letter together with the Electronic Participation Form.

### **Own name shareholders**

“Own name” Shareholders who wish to participate at the EGM 2018 or EGM 2019 themselves, should submit their duly completed Electronic Participation Form together with an acceptable form of identification.

Own name Shareholders may also appoint a proxy to represent them at either or both EGM 2018 and EGM 2019 by completing the attached proxy form and returning it to DPS at least 48 hours prior to the time and date of the meeting. If a Shareholder appoints someone other than the chairman of the meeting as their proxy and wants the proxy to participate in either or both of the EGM 2018 or EMG 2019, the proxy must complete and submit an Electronic Participation Form.

A circular updating Shareholders on key issues pertaining to the Company, dealing with certain of the matters that ordinarily have been dealt with at an AGM of the Company for the year ended 2018, dealing with certain of the matters that will ordinarily have been dealt with at an AGM of the Company for the year

ended 2019, and which are to be dealt with at the Extraordinary General Meeting at 2:30pm on 19 October 2020 and the Extraordinary General Meeting convened for 3:30pm on 19 October 2020 respectively, together with notices convening the meetings, proxy forms, and electronic participation forms (to enable participation of a shareholder or a proxy in the electronic meeting) will be sent to shareholders on or about Wednesday 23 September 2020.

By order of the Board

21 September 2020

BSEL Sponsoring Broker



JSE Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)