

# NOTICE OF ANNUAL GENERAL MEETING ►

NEW AFRICAN PROPERTIES LIMITED  
“the Company” or “New African Properties” or “NAP”  
Incorporated in the Republic of Botswana, UIN BW00001055962 (Previously 2008/545)  
BSE share code: NAP ISIN code: BW 000 000 1049

## NOTICE TO ALL LINKED UNITHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company for the 2020 financial year will be held in the Nafprop Boardroom, Cash Bazaar Holdings, Plot 20573/4, Block 3, Gaborone, at 08h00 on Friday, the 22nd day of January 2021.

### AGENDA

#### 1. Notice convening the meeting.

#### 2. Ordinary resolutions:

##### 2.1 Resolution number 1:

“To consider and adopt the annual financial statements and integrated annual report, including the report of the auditors, for the year ended 31 July 2020.”

##### 2.2 Resolution number 2:

“To consider and ratify the distributions declared for the year, comprising:

- Number 17 - declared 28 April 2020, paid 3 June 2020 12.04 thebe per unit
- Number 18 - declared 28 July 2020, paid 9 September 2020 13.48 thebe per unit.”

##### 2.3 Resolution number 3:

“To re-elect retiring directors and confirm new directors in accordance with the Company's Constitution. Motions for re-election will be moved individually.

In terms of the Constitution at least one-third of the directors shall retire at each meeting, with all directors who have held office for three years since last election or appointment being required to retire. Accordingly, Messrs. J.P. Mc Loughlin and S. Venkatakrisnan being eligible, offer themselves for re-election. Abridged Curriculum Vitae's of these directors are set out on page 12 of this annual report.”

Should any unitholder wish to propose another candidate for election as director (“the Candidate”), the procedures are governed by clause 20.9.3 of the Company's Constitution. This provides that no person not being a retiring Director shall be eligible for election to the office of the director at any Annual General Meeting unless the member intending to propose him has, at least five days before the meeting, left at the registered office of the Company a notice in writing, duly signed signifying the intention of such member to propose the Candidate and the consent of the Candidate to assume the office of director.

##### 2.4 Resolution number 4:

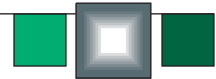
“To consider and ratify the directors' fees payable to independent directors for the year ended 31 July 2020 as set out on page 37 of the annual report.”

##### 2.5 Resolution number 5:

“(a) To reappoint PricewaterhouseCoopers as auditors of the Company for the ensuing year”; and

“(b) to approve their remuneration for the year ended 31 July 2020.”

These motions will be moved individually.



## NOTICE OF ANNUAL GENERAL MEETING ► (continued)

### **2.6 Resolution number 6:**

"To place linked units equal to an aggregate of 15% of the number of linked units in issue at any time, currently 90 659 568 units, under the control of the directors for allotment and issue for the acquisition of immovable property until the next annual general meeting, at which meeting such authority will be sought to be renewed until the next annual general meeting, or for 15 months from the date on which this resolution was passed, whichever period is the shorter, subject to the following limitations in respect of each of the two resolutions below. It is specifically recorded that this preamble is applicable to each of the resolutions under 2.6 (a) and (b) and that the 15% limit referred to above is the aggregate limit for all issues under these two subsections of resolution 6 which will be voted on individually.

**(a) Issue for the acquisition of immovable property:**

- i. The BSE to be consulted and determines that the issue is for a bona fide acquisition or amalgamation / merger.

**(b) Issue for the acquisition of immovable property by way of a vendor consideration placing:**

The minimum placing price is the lower of:

- i. a 10% discount to the 30 business day weighted average ruling price prior to the date that the placing is authorised by the directors; or
- ii. a 10% discount to the 3 business day weighted average ruling price prior to the date of the placing; provided that these limits may be exceeded with specific approval by special resolution, approved by 75% of all unitholders present in person or by proxy in general meeting, where any vendor and its associates or other party participating in the placing is excluded from voting."

### **3. To transact any other business which may be transacted at an annual general meeting.**

### **4. To respond to any questions from unitholders.**

### **5. Close the meeting.**

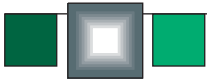
#### NOTE:

Any member who is entitled to attend and vote at a general meeting is entitled to appoint one or more persons as a proxy to attend, speak and vote in his / her stead and the proxy so appointed need not be a member of the Company. Proxy forms must be deposited at the registered office of the Company not less than 24 (twenty-four) hours before the time fixed for the meeting.

*By order of the Board*

Dated this 12 November 2020

DPS Consulting Services (Pty) Ltd  
Company Secretary  
Registered office:  
Plot 50371, Fairground Office Park, Gaborone  
Fax +267 397 3901



## PROXY FORM ►

NEW AFRICAN PROPERTIES LIMITED  
 “the Company” or “New African Properties” or “NAP”

I/We \_\_\_\_\_

Of \_\_\_\_\_

Being the registered holder/s of \_\_\_\_\_ linked units in the Company, at the close of business on Monday, 18th January 2021, hereby appoint:

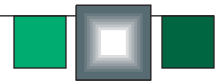
\_\_\_\_\_ of \_\_\_\_\_;  
 Or failing him / her

\_\_\_\_\_ of \_\_\_\_\_;  
 Or failing him / her

the Chairman of the meeting

as my / our proxy to attend, speak and vote for me / us on my / our behalf at the annual general meeting of the company to be held at 08h00 on Friday, 22nd January 2021, and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the units registered in my / our name/s, in accordance with the following instructions:

Resolution number	Detail	In favour	Against	Abstain
1	Consider and adopt the annual financial statements			
2	Consider and ratify the distributions declared for the year			
3	To re-elect retiring directors and confirm new directors (a) J.P. Mc Loughlin (b) S. Venkatakrisnan			
4	Consider and ratify the directors' fees payable to independent directors			
5	(a) Reappoint PricewaterhouseCoopers as auditors of the Company for the ensuing year, and (b) Approve their remuneration			
6	Place linked units equal to an aggregate of 15% of the number of linked units in issue at any time under the control of the directors - all subject to the full wording in the notice: (a) Issue for the acquisition of immovable property (b) Issue for the acquisition of immovable property by way of a vendor consideration placing			



## PROXY FORM ► (continued)

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Full name: \_\_\_\_\_

Signature: \_\_\_\_\_

Assisted by (Guardian): \_\_\_\_\_

*A member who is entitled to attend and vote at a general meeting is entitled to appoint one or more persons as a proxy to attend, speak and vote in his / her stead and the proxy so appointed need not be a member of the Company.*

### **Registered office:**

Plot 50371 Fairground Office Park, Gaborone

Fax +267 397 3901

### **INSTRUCTIONS ON SIGNING AND LODGING THIS PROXY FORM**

1. This must be deposited at the Registered Office of the Company not less than 24 (twenty-four) hours before the time of the scheduled meeting.
2. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled. Any alteration or correction made on this form must be signed, not initialled, by the signatory / signatories.
3. The Chairman of the meeting shall be entitled to decline to accept the authority of the signatory:
  - a. Under a power of attorney; or
  - b. On behalf of a company or any other entity;unless such power of attorney or authority is deposited at the registered office of the company not less than 24 (twenty-four) hours before the scheduled time for the meeting.
4. The authority of a person signing a Proxy in a representative capacity must be attached to the Proxy form unless the authority has previously been recorded by the Secretary.
5. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his proxy in the blank space(s) provided for that purpose.
6. When there are joint holders of units and if more than one such joint holder is present in person or represented by proxy, then the person whose name stands first in the register in respect of such units, or his / her Proxy, as the case may be, shall alone be entitled to vote in respect thereof.
7. The completion and lodging of this Proxy shall not preclude the signatory from attending the meeting and speaking and voting in person thereat to the exclusion of any Proxy appointed in terms hereof should such signatory wish to do so.
8. The Chairman of the meeting may reject or accept any Proxy form which is completed and / or submitted other than in accordance with these instructions, provided that he is satisfied as to the manner in which a member wishes to vote.
9. If the unitholding is not indicated on the Proxy form, the Proxy will be deemed to be authorised to vote the total unitholding.
10. A minor or any other person under legal incapacity must be assisted by his / her parent or guardian, as applicable, unless relevant documents establishing his / her capacity are produced or have previously been registered.

