

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 2022 financial year will be held at Nafprop offices, Cash Bazaar Holdings, Plot 20573/4, Block 3, Gaborone, at 08h00 on Friday, the 27th day of January 2023.

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 2022."

2.2 Resolution number 2:

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

- Number 21 - declared 20 April 2022, paid 1 June 2022, 14.26 thebe per unit
- Number 22 - declared 21 July 2022, paid 5 October 2022, 14.75 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, Mr. J.T. Mynhardt and Ms. L.C. Tapping being eligible, offer themselves for re-election. The Board having found their attendance and performance satisfactory, supports their re-election. Abridged Curriculum Vitae's of these directors are set out on page 14 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 paid to independent directors for the year ended 31 July 2022 as set out on pages 37,69 and 72 of the annual report."

2.5 Resolution number 5:

"To appoint Grant Thornton as auditors for the ensuing year."

2.6 Resolution number 6:

"To approve the auditor's remuneration for the year ended 31 July 2022."

Notice of annual general meeting (continued)

2.7 Resolution number 7:

"To delay payment of distributions to all certificated unitholders until such time as they have dematerialised their units."

The reason for this resolution is to act as incentive for certificated unitholders to dematerialise, thus enabling the Company to comply with the BSE Equity Listings Requirements, which requires the shares/units of all listed entities to be dematerialised, as well as the recently amended Companies Act that requires the Company to know the identity and residential addresses of the beneficial owners of its shares/units. This will also assist the relevant specified parties to comply with their obligations in terms of the Financial Intelligence Act. Once unitholders have dematerialised their holdings they will, on application, be paid any outstanding distributions.

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 20 December 2022

DPS Consulting Services Proprietary Limited
Company Secretary
Registered office:
Plot 28892 (portion of Plot 50370), Twin Towers, West Wing-First Floor, Fairgrounds, Gaborone

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, 23rd January 2023, 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, 27th January 2023, 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.T. Mynhardt (b) L.C. Tapping | | | |
| 4 | Consider and ratify the directors' fees payable to independent directors | | | |
| 5 | Appoint Grant Thornton as auditors for the ensuing year | | | |
| 6 | Approve the auditor's remuneration for the year ended 31 July 2022 | | | |
| 7 | Delay payment of distributions to certificated unitholders. | | | |



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 28892 (portion of Plot 50370), Twin Towers, West Wing-First Floor, Fairgrounds, Gaborone
 Email address for submission of proxy forms: mpho@dpsconsultancy.com

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.

