



SHUMBA
E N E R G Y
Powering the Future

Shumba Energy Ltd
4th Floor, Ebene Skies,
Rue de l'Institut
Ebene 80817
Republic of Mauritius

(A public company registered in the Republic of Mauritius - Company No. C111905 C1/GBL)

NOTICE OF ANNUAL MEETING

Notice is hereby given that the annual meeting of the Company will be held at its registered office, 4th Floor, Ebene Skies, Rue de l'Institut, Ebene 80817, Mauritius on Friday 27 December 2019 at 10:00 hours (Mauritius time) for the purpose of transacting the following businesses and considering and if deemed fit, passing, with or without modification, the following resolutions:

Agenda:

- 1) To approve the minutes of the previous annual meeting held on 28 December 2018.
- 2) To re-elect Mr Alan Mitchell Clegg as non-executive Director who retires by rotation in accordance with Section 16.3 of the Constitution, and who being eligible, offers himself for re-election
- 3) To re-elect Mr Sipho Alec Ziga as a non-executive Director who retires by rotation in accordance with Section 16.3 of the Constitution, and who being eligible, offers himself for re-election.
- 4) To re-elect Mr Boikobo Paya as a non-executive Director who retires by rotation in accordance with Section 16.3 of the Constitution, and who being eligible, offers himself for re-election.
- 5) To ratify the appointment of Mr Lerang Selolwane as director of the Company on 30th April 2019.
- 6) To ratify the appointment of Ms Jihane Muhamodsaroar as director of the Company on 21st March 2019.
- 7) To ratify the appointment of Mr Amal Arpun Autar as director of the Company on 21st March 2019 and take note of his resignation on 26th November 2019.
- 8) To ratify the appointment of Mr Yannick Pascal Lam Yee Man as director of the Company on 26th November 2019.
- 9) To approve the remuneration of the directors for the ensuing financial year ending 30 June 2020.
- 10) To receive, consider and adopt the audited financial statements including the report from the auditors for the year ended 30 June 2019.

- 11) To re-appoint Grant Thornton as Auditors of the Company to hold office until the next annual meeting.
- 12) To authorise directors to fix the remuneration of Grant Thornton for the year ended 30 June 2020.
- 13) To take note of the Service Agreement and Deed of Indemnity between the Company (including its subsidiaries) and Mauritius International Trust Company Limited/ the resident directors.
- 14) To seek approval from shareholders to waive pre-emptive rights on new issue of shares pursuant to Clause 6(e) of the Constitution of the Company, from 1 January 2020 to 31 December 2020.

As in previous years this waiver shall allow the company to exercise its activities efficiently when carrying out its normal business of developing energy assets in Botswana and facilitate the effective funding of its projects. Any such issuance of new shares will only be undertaken subject to compliance with the BSE Listing Requirements.

By order of the Board

**For Mauritius International Trust Company Limited
Corporate Secretary**

Date: 02 December 2019

Note: A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy (in the case of an individual shareholder) or a representative (in the case of a shareholder company and by way of a corporate resolution), whether a shareholder of the Company or not, to attend and vote on his/ its behalf.