

# SENWESBEL LIMITED

Senwesbel Limited - ZXSXB

ISIN Number: ZAEZ00000026

(Incorporated in the Republic of South Africa)

(Registration number 1996/017629/06)

("Senwesbel" or "the Company")

## NOTICE OF ELECTION OF DIRECTORS

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Senwesbel Limited the majority shareholder in Senwes Limited, hereby invites shareholders to submit nominations for candidates on the Board of Senwesbel Limited. Senwesbel is listed on the restricted board of ZAR X, the licenced exchange.

### 1. RETIREMENT IN TERMS OF THE MEMORANDUM OF INCORPORATION OF SENWESBEL ("MOI")

Messrs WH (Thabo) van Zyl and JJ (Jaco) Minnaar are required to retire at the upcoming annual general meeting of the Company in terms of the rotation provisions of the MOI. Subsequently two vacancies will arise on the board of directors, which need to be filled.

Both Messrs WH (Thabo) van Zyl and JJ (Jaco) Minnaar are available for re-election for a further term of three years, subject to the provisions of the MOI.

### 2. NOMINATIONS

- 2.1 Written nominations by shareholders of the Company are hereby requested in terms of the MOI for competent persons to fill the above-mentioned vacancies.
- 2.2 Nominations must be done on the prescribed nomination form, which is available upon request from Senwes' Head Office (the Senwes Company Secretary). The nomination forms can be obtained via email at the following email addresses: Elmarie.Joynt@senwes.co.za and or Claudi.Smit@senwes.co.za.
- 2.3 Each nomination must be signed by a proposer (*who must be a shareholder of Senwesbel and may not be a nominee*) and eight seconders (*who must also be shareholders of Senwesbel*). More than one form can be used per nomination and forms may also be signed electronically in PDF format.
- 2.4 Each proposer and seconder may nominate and second only so many candidates as there are vacancies that have to be filled.
- 2.5 A nominee is not required to hold any shares in the Company, and must be competent to serve as a director in terms of the MOI and the Companies Act and must further not be a competitor or act in competition with Senwes Limited or any of its businesses in the Senwes Group, or any business that is being managed by a member of the Senwes Group.
- 2.6 Nominations will close on **Monday, 4 May 2020 at 16:00** and duly completed nomination forms must reach the office of the Company Secretary at the under-mentioned address on or before the stipulated time. Nomination forms can also be submitted via e-mail at the following email addresses: Elmarie.Joynt@senwes.co.za and or Claudi.Smit@senwes.co.za.

### 3. ELECTION

Should more than two candidates be nominated, an extraordinary general meeting of the Company will be held on **Monday, 1 June 2020** at a time and place to be announced, the purpose being to elect and appoint two directors by means of a shareholders' resolution.

In the event that more than two candidates are nominated, each candidate shall be required to submit a comprehensive C.V. to the Company Secretary.

### 4. GUIDELINES FOR NOMINATIONS

Shareholders that contemplate nominations should take cognisance of the provisions of the MOI, as well as the ZAR X listing requirements, which endorses the principles of the King IV Report of Corporate Governance.

A Nominee:

- 4.1 Should preferably have a high level of business knowledge and a good understanding of business practices;
- 4.2 should have the ability to make sensible, informed decisions and be able to constructively participate in discussions and resolutions of the board of directors of the Company;
- 4.3 should also be a person of unimpeachable integrity, have a strong sense of ethical values and must always have the best interests of the Company at heart;
- 4.4 should have sufficient time available to attend to the matters of the Company;
- 4.5 is not required to be a shareholder and it is not required that he/she has to reside in Senwes' geographical or trading area. He/she does not have to be a farmer or be involved with the agricultural sector.

A nominee shall be required to conduct a discussion with the Chair of the Company as to be afforded the opportunity to discuss his/her expectations as well as that of the Company.

As elected candidates are also required to serve on the Senwes Board of Directors in terms of the MOI, candidates will also be requested to conduct a discussion with the Senwes Nomination Committee, which is obliged in terms of the Companies Act and the ZAR X listings requirements to verify that candidates will qualify to serve as such in terms of the prescribed provisions.

By order of the Board of Directors

**A E SCHOLTZ**  
**COMPANY SECRETARY**

Senwesbel Limited  
1 Charel de Klerk Street  
PO Box 31  
KLERKSDORP  
2570

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15 April 2020

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