

# Notice of Annual General Meeting

Notice is hereby given that the 1<sup>st</sup> (first) Annual General Meeting (AGM) of Energy Council NPC's (the Company) members will be held electronically and in the Auditorium at Sasol Place, 50 Katherine Street, Sandton, Johannesburg, South Africa on Friday, 26 May 2023 at 10:00.

*This document is important and requires your immediate attention. Your attention is drawn to the member notes at the end of this notice, which contain important information with regard to participation in the AGM.*

The members of the Company or their proxy/proxies who are entitled to exercise any voting rights in relation to the resolutions to be proposed at the meeting as at the record date of Friday, 12 May 2023, are entitled to attend, participate in and vote at the AGM electronically or in person.

The Board of Directors (the Board) has determined, in accordance with section 59 of the Companies Act (the Act), that the record date by when persons must be recorded as members in the members register of the Company to be entitled to receive the Notice of AGM is Friday, 21 April 2023. The record date to be recorded in the members' register as a member to be able to attend, participate and vote at the AGM, is Friday, 12 May 2023.

This document is available in English only. The proceedings at the meeting will be conducted in English.

## Purpose of the AGM

The purpose of the AGM is for the following business to be transacted and to consider and, if approved, to pass with or without modification, the following ordinary resolutions, in the manner required by the Company's Memorandum of Incorporation (MOI), and the Act.

Ordinary resolutions, save to the extent expressly provided in respect of a particular matter contemplated in the Company's MOI, shall require to be adopted with the support of more than 50% of the voting rights of those persons present at the meeting, exercised on the ordinary resolution.

## Part A – Receipt of Annual Report and Annual Financial Statements

### 1. Receipt of the Annual Report

To receive the Annual Report of the Company for the financial year ended 28 February 2023. The Annual Report of the Company for the financial year ended 28 February 2023 can be obtained from the Energy Council website at [www.energycouncil.org.za](http://www.energycouncil.org.za).

### 2. Receipt of Annual Financial Statements

To receive the audited Annual Financial Statements of the Company for the financial period ended 28 February 2023 together with the reports of the Directors and the external auditors of the Company. The Annual Financial Statements of the Company for the financial year ended 28 February 2023 can be obtained from the Energy Council website at [www.energycouncil.org.za](http://www.energycouncil.org.za).

## Part B – Ordinary resolutions

### 1. Ordinary Resolution number 1:

To vote on the election, each by way of a separate vote, of the following Directors, appointed in terms of clause 13.2<sup>1</sup> of the Company's MOI, and who are eligible for election:

- 1.1 Mr F R Grobler
- 1.2 Ms N Viljoen
- 1.3 Dr I J Poolo
- 1.4 Dr N Tsengwa
- 1.5 Mr T P Nchocho
- 1.6 Mr M M Mabasa
- 1.7 Ms M A F Kane-Garcia
- 1.8 Mr A P Kirby
- 1.9 Mr J S Mackay

### 2. Ordinary Resolution number 2:

To vote on the election of Mr F R Grobler who was appointed by the Board as Chairperson in terms of clause 6.3.4.4 of the Company's MOI.

### 3. Ordinary Resolution number 3:

To vote on the election of Ms N Viljoen who was appointed by the Board as Deputy Chairperson in terms of clause 6.3.4.4 of the Company's MOI.

### 4. Ordinary Resolution number 4:

To vote on the appointment of Lightvision Audit Incorporated, nominated by the Board, as independent auditor of the Company for the financial year ending 29 February 2024, to hold office until the end of the next AGM.

**By order of the Board**

4 May 2023

<sup>1</sup> 13.2 All CEOs of the Founding Members will be interim Directors of the Board, whose term of office shall commence at their Inaugural Meeting and end at the first AGM, at which meeting the Members will elect Directors, Chairperson and Deputy Chairperson as contemplated in clause 6.3.4.

# Notes to the Notice of Annual General Meeting

## – How to participate in the AGM electronically and in person

### 1. Attendance of and participation in the AGM by members

The meeting will be held electronically via MS Teams and in the Auditorium, Sasol Place, 50 Katherine Street, Sandton, Johannesburg, South Africa on **Friday, 26 May 2023 at 10:00**.

Members who are attending online, are encouraged to log into MS Teams from **09:50 on Friday, 26 May 2023**.

For those attending the meeting in person, registration will open at 09:15. Please enter Sasol Place via the Katherine Street entrance (if using public transport) or via Parking Level 4 in Albertyn Road (if using private transport).

### 2. Online attendance and participation

#### 2.1 How do I attend the AGM online and what documentation is needed?

Members can participate in the meeting via MS Teams. Each member will receive an invitation containing the MS Teams link.

In order for the Energy Council to verify you as a member in accordance with section 63(1) of the Act and to provide you with a ballot paper to vote at the AGM, you are required to deliver a written notice and a copy of a resolution passed by the company, which resolution must set out the identity of the natural person who is authorised to represent the member at the AGM, and a copy of the identity document or valid passport of the natural person who is authorised to represent the member. The written notice should be delivered to the Energy Council at [info@energycouncil.org.za](mailto:info@energycouncil.org.za) by no later than **10:00 on Thursday, 25 May 2023** to verify the member.

You are encouraged to log in to MS Teams from **09:50 on Friday, 26 May 2023**.

#### 2.2 How can I vote online?

Members online will be required to complete an electronic ballot that will be emailed to all members in attendance virtually at the commencement of the AGM. The electronic ballot link will be active from the time the Chairperson of the AGM declares the voting open until it is closed. The votes will be tallied together with the votes cast by members attending the AGM in person.

#### 2.3 What happens if I don't provide the required documents?

You will be able to attend but not vote or speak at the AGM.

### 3. In-person attendance and participation

#### 3.1 How do I attend the AGM in person?

The meeting will be held in the Auditorium, Sasol Place, 50 Katherine Street, Sandton, Johannesburg, Gauteng, South Africa. Registration will open at **09:15** and the AGM will commence at **10:00**. Please enter Sasol Place via the Katherine Street entrance (if using public transport) or via Parking Level 4 in Albertyn Road (if using private transport).

GPS Co-ordinates

-26.11161210930105, 28.057367908225604



### **3.2 What documents do I need to attend the AGM in person?**

In order for the Energy Council to verify you as a member in accordance with section 63(1) of the Act and to provide you with a ballot paper to vote at the AGM, you are required to deliver a written notice and a copy of a resolution passed by the company which resolution must set out the identity of the natural person who is authorised to represent the member at the AGM and a copy of the identity document or valid passport of the natural person who is authorised to represent the member.

### **3.3 What happens if I don't provide the required documents?**

You will be able to attend but not vote or speak at the AGM.

### **3.4 How can I vote at the AGM?**

It will not be possible for votes to be taken by a show of hands. As provided for in the MOI, the Chairperson will demand a poll on all the resolutions at the start of the AGM. Voting will be open from the time the Chairperson of the AGM declares the poll open until it is closed. Upon registration you will be presented with a ballot paper. When the Chairperson closes the poll the ballot papers will be tallied together with the ballot papers handed in by members attending the AGM online.

## **4. Appointing a proxy to attend the AGM on your behalf**

Should you not be able to attend the AGM you can complete the Form of Proxy included in this Notice and present the Form of Proxy to the Energy Council at their offices or email it to [info@energycouncil.org.za](mailto:info@energycouncil.org.za). A copy of a resolution passed by the company which resolution must set out the identity of the natural person who is authorised to represent the member at the AGM and a copy of the identity document or valid passport of the natural person who is authorised to represent the member must accompany the Form of Proxy.