

# NOTICE OF ANNUAL GENERAL MEETING

## Swala Oil & Gas (Tanzania) plc Company Number 84838

**Annual General Meeting to be held at the Julius Nyerere International Conference Centre on the  
1st February 2019 at 10.00-12.00 (East African Standard Time, "EAST")**

### **Important**

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.**

**This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.**

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting of the shareholders of Swala Oil & Gas (Tanzania) plc will be held at the Julius Nyerere International Conference Centre on the 1<sup>st</sup> February 2019 at 10.00-12.00 East African Standard Time (EAST) for the purpose of transacting the following business, in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

## **ORDINARY BUSINESS**

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### **CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Audited Financial Statements, the Directors' Report and the Independent Audit Report of the Company for the year ended 31 December 2017. All Shareholders can view the Audited Financial Statement on the Company's website [www.swalaoilandgas.com](http://www.swalaoilandgas.com) and they will also be available at Swala Oil and Gas (Tanzania) Plc Head Office; 2<sup>nd</sup> Floor, Oyster Plaza, Plot No.1196, Oysterbay, Haile Selassie Road.

### **RESOLUTION 1: TO RE-APPOINT KPMG AS AUDITORS OF THE COMPANY**

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

*"That, for the purposes of section 133(1) (d) of the Companies Act, Act No. 12 of 2002 (the **Companies Act**) and for all other purposes, the Company reappoints KPMG as independent Auditors of the Company."*

### **RESOLUTION 2: TO APPROVE CERTAIN AMENDMENTS TO THE COMPANY'S CONSTITUTION**

To consider and, if thought fit, to pass, with or without amendment the following resolution as a special resolution:

*"That, for the purposes of sections 8 and 13 of the Companies Act and Alteration of the Regulations as provided under the Fourth Schedule to the DSE Rules and for all other purposes, existing members and ultimate beneficial owners of the Company approve the amendment of the Company's Memorandum and Articles of Association."*

### **RESOLUTION 3: TO APPROVE THE ISSUANCE OF 'CONVERTIBLE NOTES'**

To consider and, if thought fit, to pass, with or without amendment the following resolution as an ordinary resolution:

*"That, for all purposes, existing members and ultimate beneficial owners of the Company approve and ratify the issuance by Swala of Convertible Notes."*

## **IMPORTANT NOTES:**

1. Members wishing to attend the meeting must come with one of the following: a copy of his/ her depository receipt, passport, Voters ID card or National ID card.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf in accordance with the provisions of the Articles of the Company. The proxy form must be deposited at the registered office of the company not later than 30<sup>th</sup> January 2019 at 17:00 East African Standard Time (EAST).
3. Members wishing to attend the meeting will have to attend at their own cost. Copies of Audited financial Accounts and proxy forms will be available at the offices of Swala Oil & Gas (Tanzania) plc, 2<sup>nd</sup> Floor, Oyster Plaza, Haile Selassie Road, Dar es Salaam, Tanzania, from Monday, 28<sup>th</sup> January 2019.

# EXPLANATORY STATEMENT

## IMPORTANT INFORMATION

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This Explanatory Statement has been prepared for the information of the shareholders of Swala Oil & Gas (Tanzania) plc (“Swala” or “the Company”) in connection with the Resolutions to be considered at the Annual General Meeting to be held at the Julius Nyerere International Conference Centre on the 1st February 2019 at 10.00-12.00 East African Standard Time (EAST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company; which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## INTERPRETATION

Capitalized terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms in Section 4.

References to “\$” and “US\$” in this Notice and Explanatory Statement are references to the currency of the United States of America unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Dar es Salaam, Tanzania.

## VOTING EXCLUSION STATEMENTS

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

## EXPLANATION OF THE RESOLUTIONS

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### RESOLUTION 1 RE - APPOINTMENT OF THE AUDITORS OF THE COMPANY

Resolution 1 seeks to re-appoint existing auditors (KPMG) until their appointment is reviewed as a matter of normal business at the next Annual General Meeting.

Each of the Directors recommends that Shareholders vote in favor of this Resolution.

### RESOLUTION 2 TO APPROVE CERTAIN AMENDMENTS TO THE COMPANY CONSTITUTION

The Company has made certain changes to its Constitution to reflect regulatory developments, most notably to confirm the Share Capital and Preference Shares. Copies of the amended constitution can be reviewed on the Company’s website ([www.swalaoilandgas.com](http://www.swalaoilandgas.com)) or are available for inspection at the Company’s registered office.

Each of the Directors recommends that Shareholders vote in favor of this Resolution.

**RESOLUTION 3 TO APPROVE THE ISSUANCE OF CONVERTIBLE NOTES**

The Transaction contemplates that up to \$45 million will be raised from sophisticated investors through the issuance of Convertible Notes, to be converted into shares on the earlier of 3 months from issue or upon a cross-listing on an OECD exchange.

Each of the Directors recommends that Shareholders vote in favor of this Resolution.

## FORM OF PROXY

I/We (full name in BLOCK capitals) ..... of (address) ..... being a member/members of Swala Oil & Gas (Tanzania) plc (“Swala” or “the Company”) hereby appoint the chairman of the meeting or (see note 1) ..... as my/our proxy to vote for me/us on my/our behalf at the 2018 Annual General Meeting of the Company on the following resolutions, as indicated by an ‘X’ in the appropriate box.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To reappoint KPMG as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve certain amendments to the Company’s constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the issuance of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature .....

Date .....

(for shareholders outside Tanzania) Unique Identifier Number .....

**Please return to:** Company Secretary, Swala Oil & Gas (Tanzania) plc, 2<sup>nd</sup> Floor, Oyster Plaza, Haile Selassie Road, Dar es Salaam, Tanzania. Email: [shareholder.communications@swalaoilandgas.com](mailto:shareholder.communications@swalaoilandgas.com)

### NOTES TO THE FORM OF PROXY:

1. A member may if he wishes strike out the words “chairman of the meeting” and insert the name of some other person to act as his proxy, exercise all or any of his rights to attend, speak and vote instead of him at the meeting in the space provided. If a member lodges the form with no name inserted in the space the Chairman of the Meeting will be deemed to be his proxy. Where someone other than the Chairman is appointed as a proxy the member appointing him is responsible for ensuring that they attend the meeting and are aware of his voting intentions. If a member wishes his proxy to speak on his behalf at the Annual General Meeting, he will need to appoint someone other than the Chairman and give his instructions directly to them.

2. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and to vote at the Annual General Meeting instead of him. A proxy can only be appointed by following the procedure set out in these notes.

3. A proxy need not be a member of the Company but must attend the Annual General Meeting in person. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.

4. To be valid this form of proxy must be completed and lodged with the Company Secretary, Swala Oil & Gas (Tanzania) plc, 2<sup>nd</sup> Floor, Oyster Plaza, Haile Selassie Road, Dar es Salaam, Tanzania by 17:00 East African

Standard Time (EAST) on 30<sup>th</sup> January 2019 together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarial certified or office copy of such power or authority. In the case of a member which is a company the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders' purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.

6. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". When two or more valid but differing proxies are delivered in respect of the same share for use at the meeting, the one which is last validly delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share and, if the Company is unable to determine which of any such two or more valid but differing appointments of proxy was so delivered in time, none of them shall be treated as valid in respect of that share.

7. If a member submits more than one valid proxy appointment the appointment received last before the latest time for the receipt of proxies will take precedence.

8. To abstain from voting on a resolution, tick the box in the column headed "Abstain". An "Abstain" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

9. In the case of a poll vote taken otherwise than at or on the same day as the meeting or adjourned meeting, the form of proxy must be completed and deposited as specified in note 4 above not less than 24 hours before the time appointed for the taking of the poll.

10. In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to the Company Secretary, Swala Oil & Gas (Tanzania) plc, 2nd Floor, Oyster Plaza, Haile Selassie Road, Dar es Salaam, Tanzania., together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of such power of attorney or authority, not less than one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.