

## **NOTICE OF ANNUAL GENERAL MEETING**

**Swala Oil & Gas (Tanzania) plc**

**Company Number 84838**

**Annual General Meeting to be held at the Peninsular Ballroom – DoubleTree by Hilton on the 28th February 2020 at 09.00am - 11.00am (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 at the Peninsular Ballroom – DoubleTree by Hilton on the 28<sup>th</sup> February 2020 at 09.00-11.00 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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### RESOLUTION 1: TO APPROVE AUDITED FINANCIAL STATEMENT AND REPORTS

Adoption of the Directors Report, Auditors Report and the Audited Financial statements for the year ended on 31st December 2018.

The above-mentioned Reports and Financial statements are contained in the 2018 Annual Report that has been circulated to the shareholders separately.

Members are requested to note the reports and to adopt the Audited Financial Statements for the year ended on 31st December 2018.

### RESOLUTION 2: TO APPOINT 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 appoints BDO East Africa as independent Auditors of the Company.”*

### RESOLUTION 3: RE-ELECTION OF DIRECTORS OF THE COMPANY

#### [a] Re-election of Abdullah Mwinyi as a director of the Company

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

*“That, for the purposes of section 133(1) (f) of the Companies Act and for all other purposes, Abdullah Mwinyi, who was appointed by the Board and the shareholders as an additional Director, be re-elected as a Director of the Company”.*

#### [b] Re-election of Harold Temu as a director of the Company

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

*“That, for the purposes of section 133(1) (f) of the Companies Act and for all other purposes, Harold Temu, who was appointed by the Board and the shareholders as an additional Director, be re-elected as a Director of the Company”.*

#### [c] Re-election of Justin Massawe as a director of the Company

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

*“That, for the purposes of section 133(1) (f) of the Companies Act and for all other purposes, Justin Massawe, who was appointed by the Board and the shareholders as an additional Director, be re-elected as a Director of the Company”.*

**[d] Re-election of Scott Gilbert as a director of the Company**

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

*“That, for the purposes of section 133(1) (f) of the Companies Act and for all other purposes, Scott Gilbert, who was appointed by the Board and the shareholders as an additional Director, be re-elected as a Director of the Company”.*

**[e] Re-election of Salem Balleith as a director of the Company**

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

*“That, for the purposes of section 133(1) (f) of the Companies Act and for all other purposes, Salem Balleith, who was appointed by the Board and the shareholders as an additional Director, be re-elected as a Director of the Company”.*

**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 25<sup>th</sup> February 2020 before 17:00pm 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, 2nd Floor, Oyster Plaza, Haile Selassie Road, Dar es Salaam, Tanzania, from Thursday, 20<sup>th</sup> February 2020.

# 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 Peninsular Ballroom – DoubleTree by Hilton on the 28<sup>th</sup> February 2020 at 09.00am-11.00am 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 APPROVAL OF THE AUDITED FINANCIAL STATEMENT AND REPORTS

Resolution 1 seeks for shareholders approval of the Directors report , Auditors report and Audited financial statement for the year ended 31st December 2018.

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

### RESOLUTION 2 APPOINTMENT OF NEW AUDITORS OF THE COMPANY

Resolution 2 seeks to appoint BDO East Africa as auditors to the Company, replacing KPMG who acted as auditors to the Company through to the completion of the audited accounts dated 31st December 2018, and in line with the recommended rotation of auditors of listed companies.

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

### RESOLUTION 3 RE-ELECTION OF THE DIRECTORS OF THE COMPANY

#### [a] Re-election of Abdullah Mwinyi as a director of the Company

Mr. Mwinyi was appointed to the Board on the 1st July 2012.

The Hon. Mwinyi worked firstly as State Attorney for the Ministry of Legal Affairs (1996-1997) before joining BP as supply and Trade Coordinator (1999-2002), Project Manager (2002-2004) and Company Secretary (2004-2005). From 2005 to 2007 he was an Associate with Mkono and Company. From 2007 he has been a Member of Parliament and a Member of East African Legislative Assembly, where he is the Chairperson of the Legal privileges and Rules Committee. In 2007 the Hon. Mwinyi established Asyla Attorneys, where he specialises in Corporate, Commercial, Labour and employment law. The Hon. Mwinyi has an LLB in Law and LLM in Commercial Law (both from the University of Cardiff).

#### **[b] Re-election of Harold Temu as a director of the Company**

Mr. Temu was appointed to the Board on the 1st June 2017.

Eng. Harold Temu holds a Bachelor of Science in Electrical Engineering from the University of Nairobi (1975) and is a founder and Managing Director of Electriplan (T) Ltd, a company involved in consulting in Electrical and Mechanical Engineering. His previous experience includes Senior Development Engineer and Technical Instructor with Air Tanzania Corporation, Planning Engineer at Air Tanzania Corporation, Aircraft Maintenance Engineer with Mozambique Airline Maputo and Assistant Aircraft Maintenance Engineer. He is the Chairman of TOL Gases Limited.

Each of the Directors, with the exclusion of Mr. Harold Temu, recommends that Shareholders vote in favour of this Resolution.

#### **[c] Re-election of Justin Massawe as a director of the Company**

Mr. Massawe was appointed to the Board on the 1st June 2017.

Mr. Massawe holds a B.A (Hons) Finance degree from University of Central England, Birmingham UK, and PGD. (Finance) from the University of Strathclyde, Glasgow, UK. He is also a certified treasury dealer holding a ACI Dealing Certificate. Mr. Massawe was a Treasury Dealer in Foreign Exchange and Money Market Instruments at the National Bank of Commerce (NBC) before joining Tanzania Securities in 2007. Justin has significant corporate finance and banking sector experience in Tanzania. He is Chairman of TSL Investment Management, and a director of Mzalendo Credit Limited, TOL Gases Limited, Tanzania Securities Limited and Erncon Holdings Limited.

Each of the Directors, with the exclusion of Mr. Justin Massawe, recommends that Shareholders vote in favor of this Resolution.

#### **[d] Re-election of Scott Gilbert as a director of the Company**

Mr. Gilbert was appointed to the Board on the 7th July 2017.

Mr. Gilbert started his career as an Engineer in the Oil & Gas industry working for major companies, such as Halliburton and National Oilwell Varco, before progressing into leadership roles where he led Weatherford in Tanzania, Mozambique and Angola (2012-2015). Following a 12-year career in the oilfield sector, Mr. Gilbert founded Group de Clermont - a UK based private investment and holding company with interests in Energy, Manufacturing and Information, Communication & Technology sectors across Sub-Saharan Africa, Latin America and Europe. Mr. Gilbert holds a degree in Electronics & Electrical Engineering, as well as executive education studies in Private Equity from London Business School. Mr. Gilbert represents the interests of Group de Clermont on the board.

Each of the Directors, with the exclusion of Mr. Scott Gilbert, recommends that Shareholders vote in favor of this Resolution.

**[e] Re-election of Salem Balleith as a director of the Company**

Mr. Balleith was appointed to the Board on the 1st June 2017.

Mr. Balleith is a Chartered Certified Accountant (FCCA-UK) and Certified Public Accountant (CPA-TZ). He trained and qualified with Ernst & Young in Saudi Arabia and the UK, and recently became a Certified Director with the Institute of Directors Tanzania. Mr. Balleith is a Tanzanian expatriate with over 30 years of experience working abroad who has recently returned home to help in nation building and to give back to the country and its institutions the experiences he gained over the years spent abroad. He brings extensive international experience in investments, financial institutions, industry, accounting, auditing and taxation, including strategy formulation and implementation and hands-on business management at both board and senior executive management levels. He has served on the boards of international investment funds representing his Saudi investing principals, is an Independent Non-Executive Director of Amana Bank and is Chairman of its Audit, Risk and Compliance Committee.

Each of the Directors, with the exclusion of Mr. Salem Balleith, 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 2019 Annual General Meeting of the Company on the following resolutions, as indicated by an ‘X’ in the appropriate box.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. Approval of the Audited Financial Accounts and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To appoint BDO East Africa as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Directors of the Company	<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.communication@swalaoilandgas.com](mailto:shareholder.communication@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 17:00pm East African Standard Time (EAST) on 25<sup>th</sup> February 2020 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.



# TAARIFA YA MKUTANO MKUU WA MWAKA

**Swala Oil and Gas (Tanzania) Plc**

**Namba ya Kampuni 84838**

**Mkutano Mkuu wa Mwaka utakao fanyika katika ukumbi wa Peninsular Ballroom – DoubleTree by Hilton, siku ya ijumaa tarehe 28 Februari 2020 saa tatu hadi saa tano asubuhi (saa za Afrika Mashariki)**

**Muhimu**

**Wanahisa wanahimizwa kuhudhuria au kupiga kura kwa kutumia fomu ya uwakilishi iliyowekwa kwenye taarifa hii.**

**Taarifa hii ya Mkutano Mkuu wa Mwaka inapaswa kusomwa kwa ukamilifu. Ikiwa Wanahisa wana shaka na jinsi ya kupiga kura, wanapaswa kutafuta ushauri kutoka kwa mshauri wao wa kitaalam kabla ya kupiga kura.**

# TAARIFA YA MKUTANO MKUU WA MWAKA

Taarifa iliyotelewa ni kuwa, mkutano mkuu wa kila mwaka wa wanahisa wa Swala Oil and Gas (Tanzania) Plc utafanyika katika ukumbi wa Peninsular Ballroom – DoubleTree by Hilton mnamo tarehe 28 Februari 2020 saa 09.00-11.00 Saa ya Kudumu ya Afrika Mashariki (EAST) kwa madhumuni ya kupitisha ajenda zifuatazo kama ilivyoelezwa zaidi katika Taarifa ya Maelezo inayoambatana na taarifa hii.

## AJENDA ZA MKUTANO

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### AZIMIO LA 1: KUPITISHA NA KUZINGATIA TAARIFA ZA KIFEDHA ZILIZOKAGULIWA NA RIPOTI

Kupitishwa kwa Ripoti ya Wakurugenzi, Ripoti ya Wakaguzi wa fedha na taarifa za Fedha zilizokaguliwa kwa mwaka uliomalizika tarehe 31 Desemba 2018.

Taarifa zilizotajwa hapo juu na taarifa za kifedha zipo kwenye Ripoti ya Mwaka ya 2018 ambayo imesambazwa kwa wanahisa wa Kampuni.

Wajumbe wanaombwa kuzingatia ripoti hizo na kupitisha Taarifa za Fedha zilizokaguliwa kwa mwaka uliomalizika tarehe 31 Desemba 2018.

### AZIMIO LA 2: UTEUZI WA WAKAGUZI WA FEDHA WA KAMPUNI

Kuzingatia na, ikiwa inafikiriwa, kupitisha, na au bila marekebisho azimio lifuatalo kama azimio la kawaida:

*"Kwa madhumuni ya kifungu cha 133 (1) (d) cha Sheria ya Makampuni, Sheria Na. 12 ya 2002 (Sheria ya Makampuni) na kwa madhumuni mengine yote, Kampuni imeteua BDO Afrika Mashariki kama Wakaguzi Huru wa Kampuni".*

### AZIMIO LA 3: KUCHAGULIWA TENA KWA WAKURUGENZI WA KAMPUNI

#### [a] Kuchaguliwa tena kwa Abdullah Mwinyi kama mkurugenzi wa Kampuni

Kuzingatia na, ikiwa inafikiriwa, kupitisha, na au bila marekebisho azimio lifuatalo kama azimio la kawaida:

*"Kwa madhumuni ya kifungu cha 133 (1) (f) cha Sheria ya Makampuni na kwa madhumuni mengine yote, Abdullah Mwinyi, ambaye aliteuliwa na Bodi na wanahisa kama Mkurugenzi wa ziada, achaguliwe tena kama Mkurugenzi wa kampuni."*

#### [b] Kuchaguliwa tena kwa Harold Temu kama mkurugenzi wa Kampuni

Kuzingatia na, ikiwa inafikiriwa, kupitisha, na au bila marekebisho azimio lifuatalo kama azimio la kawaida:

*"Kwa madhumuni ya kifungu cha 133 (1) (f) cha Sheria ya Makampuni na kwa madhumuni mengine yote, Harold Temu, ambaye aliteuliwa na Bodi na wanahisa kama Mkurugenzi wa ziada, achaguliwe tena kama Mkurugenzi wa kampuni."*

#### [c] Kuchaguliwa tena kwa Justin Massawe kama mkurugenzi wa Kampuni

Kuzingatia na, ikiwa inafikiriwa, kupitisha, na au bila marekebisho azimio lifuatalo kama azimio la kawaida:

*"Kwa madhumuni ya kifungu cha 133 (1) (f) cha Sheria ya Makampuni na kwa madhumuni mengine yote, Justin Massawe, ambaye aliteuliwa na Bodi na wanahisa kama Mkurugenzi wa ziada, achaguliwe tena kama Mkurugenzi wa kampuni."*

**[d] Kuchaguliwa tena kwa Scott Gilbert kama mkurugenzi wa Kampuni**

Kuzingatia na, ikiwa inafikiriwa, kupitisha, na au bila marekebisho azimio lifuatalo kama azimio la kawaida:

*"Kwa madhumuni ya kifungu cha 133 (1) (f) cha Sheria ya Makampuni na kwa madhumuni mengine yote, Scott Gilbert, ambaye aliteuliwa na Bodi na wanahisa kama Mkurugenzi wa ziada, achaguliwe tena kama Mkurugenzi wa kampuni."*

**[e] Kuchaguliwa tena kwa Salem Balleith kama mkurugenzi wa Kampuni**

Kuzingatia na, ikiwa inafikiriwa, kupitisha, na au bila marekebisho azimio lifuatalo kama azimio la kawaida:

*"Kwa madhumuni ya kifungu cha 133 (1) (f) cha Sheria ya Makampuni na kwa madhumuni mengine yote, Salem Balleith, ambaye aliteuliwa na Bodi na wanahisa kama Mkurugenzi wa ziada, achaguliwe tena kama Mkurugenzi wa kampuni."*

**TAARIFA MUHIMU:**

1. Mjumbe yeyote ambae atahitaji kuhudhuria mkutano huu anapaswa kuja na moja kati ya vitambulisho vifuatavyo: Nakala ya risiti ya uanachama, Nakala ya Hati ya kusafiria, Nakala ya kitambulisho cha Taifa au kadi ya mpiga kura.
2. Mjumbe yeyote wa Swala Oil and Gas (T) Plc ana haki ya kuhudhuria na kupiga kura katika mkutano, na pia ana haki ya kumchamgua mwakilishi ambae atahudhuria na kupiga kura kwa niaba yake kwa mujibu wa masharti na taratibu za ibara ya muongozo wa Kampuni. Fomu za uwakilishi mara tu zikishakamilika kujazwa zinatakiwa kurudishwa katika ofisi zilizosajiliwa sio zidi ya tarehe 25 Februari 2020 saa Tisa (9) mchana, saa za Afrika Mashariki.
3. Wajumbe wanaotaka kuhudhuria mkutano huu, wanapaswa kuhudhuria kwa gharama zao wenyewe. Nakala za ziada za taarifa za kifedha za kampuni zilizokaguliwa za mwaka wa kifedha unaoishia tarehe 31/12/2018 zitapatikana kutika ofisi zilizosajiliwa za Swala Oil and Gas (T) Plc, Ghorofa ya pili, jengo la Oyster Plaza, Barabara ya Haile Selassie, Dar es Salaam, Tanzania) kuanzia tarehe 20 Februari 2020

# TAARIFA YA UFAFANUZI

## MAELEZO MUHIMU

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Taarifa hii ya ufafanuzi imeandaliwa kwa ajili ya wanahisa wa Swala Oil and Gas (Tanzania) plc ("Swala" au "Kampuni") kuhusiana na Maazimio yatayozingatiwa katika Mkutano Mkuu wa Mwaka utakaofanyika katika ukumbi wa Peninsular Ballroom – DoubleTree by Hilton, mnamo tarehe 28 Februari 2020 saa tatu kamili mpaka saa tano kamili asubuhi (3:00-5:00) Saa ya Kawaida ya Afrika Mashariki (EAST).

Madhumuni ya Taarifa hii ya Maelezo ni kuwapa Wanahisa habari zote zinazojulikana na Kampuni; ambayo ni nyenzo ya uamuzi wa jinsi ya kupiga kura juu ya Maazimio katika Ilani ya Mkutano Mkuu wa Mwaka.

Taarifa hii ya Maelezo inapaswa kusomwa kwa ukamilifu. Ikiwa Wanahisa wana shaka na jinsi ya kupiga kura, wanapaswa kutafuta ushauri kutoka kwa mshauri wa kitaalam kabla ya kupiga kura.

## UTANGULIZI

Masharti ambayo hayajaelezwa vinginevyo katika taarifa hii ya Maelezo na maana zilizopewa katika masharti hayo zinapatikana katika Sehemu ya 4.

Marejeo ya "\$" na "US \$" katika taarifa hii ya Maelezo ni marejeo ya sarafu ya muunganiko wa nchi za Amerika isipokuwa kama imeelezwa vingine.

Marejeo ya mda/wakati katika taarifa hii ya ufafanuzi yanahusiana na mda/wakati wa Dar es Salaam, Tanzania.

## MAELEZO YA SEHEMU YA KUPIGA KURA

Vizuizi vingine vya kupiga kura vitatumika kwa Maazimio yaliyoelezwa chini ya Maazimio husika katika taarifa hii.

## UFAFANUZI WA MAAZIMIO

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### AZIMIO LA 1: KUPITISHA NA KUZINGATIA TAARIFA ZA KIFEDHA ZILIZOKAGULIWA NA RIPOTI

Azimio la 1 inaomba idhini ya wanahisa Kuipitisha Ripoti ya Wakurugenzi, Ripoti ya Wakaguzi wa fedha na taarifa za Fedha zilizokaguliwa kwa mwaka uliomalizika tarehe 31 Desemba 2018.

Kila mkurugenzi anapendekeza wanahisa kupiga kura kwa niaba ya Azimio hili.

### AZIMIO LA 2: UTEUZI WA WAKAGUZI WA FEDHA WA KAMPUNI

Azimio la 2 linateua BDO Afrika Mashariki kama wakaguzi wa Kampuni, ikiwabadilisha KPMG ambao walifanya kazi kama wakaguzi wa Kampuni hadi kukamilika kwa akaunti zilizokaguliwa tarehe 31 Desemba 2018, na kulingana na mzunguko uliopendekezwa wa wakaguzi wa kampuni waliotajwa.

Kila mkurugenzi anapendekeza wanahisa kupiga kura kwa niaba ya Azimio hili.

### AZIMIO LA 3: KUCHAGULIWA TENA KWA WAKURUGENZI WA KAMPUNI

**[a] Kuchaguliwa tena kwa Abdullah Mwinyi kama mkurugenzi wa Kampuni**

Bwana Mwinyi aliteuliwa katika Bodi tarehe 1 Julai 2012.

Mheshimiwa Mwinyi kwanza alifanya kazi kama Wakili wa Serikali - Wizara ya Sheria mwaka 1996-1997, kabla ya kujiunga na BP kama mgavi na mratibu wa Biashara mwaka 1999-2002, baadae mwaka 2002-2004 akawa Meneja Mradi na Katibu wa Kampuni mwaka 2004-2005. Kuanzia 2005-2007 alikuwa Mshirika katika ofisi ya mawakili ya Mkonzo and Company. Kuanzia mwaka 2007 amekuwa Mwanachama wa Bunge na Mjumbe wa Bunge la Afrika Mashariki, ambapo yeye ndiye aliyekuwa Mwenyekiti wa Kamati ya Bunge ya Sheria. Mnamo mwaka 2007 Mhe. Mwinyi alianzisha ofisi ya Mawakili inayoitwa Asyla Attorneys, ambapo alikuwa anashughulika na sheria za Biashara, Kazi na ajira. Mhe. Mwinyi ana shahada ya kwanza ambayo amebobea kwenye sheria (LLB) na shahada ya pili ambayo ni Sheria ya biashara (LLM). Shahada zake zote mbili amesoma kutoka Chuo Kikuu cha Cardiff kilichopo Cardiff Uingereza.

Kila mkurugenzi isipokuwa Bwana Abdullah Mwinyi anapendekeza wanahisa kupiga kura kuafikia azimio hili.

**[b] Kuchaguliwa tena kwa Harold Temu kama mkurugenzi wa Kampuni**

Bwana Temu aliteuliwa katika Bodi tarehe 1 Juni 2017.

Harold Temu anashikilia Shahada ya Sayansi ya Uhandisi wa Umeme kutoka Chuo Kikuu cha Nairobi 1975, na ni mwanzilishi na Mkurugenzi Mtendaji wa Electriplan (T) Ltd, kampuni inayohusika katika kushauriana katika Uhandisi wa Umeme na Mitambo. Uzoefu wake wa zamani ni pamoja na; Mhandisi mkuu wa Maendeleo na Mfundishaji wa Ufundi wa Shirika la Hewa Tanzania, Mhandisi wa Mipango katika Shirika la Hewa Tanzania, Mhandisi wa matengenezo ya Ndege na Ramani ya ndege ya shirika la ndege Msumbiji na Mhandisi na msaidizi wa matengenezo ya Ndege. Bwana Temu ni Mwenyekiti wa TOL Gas Limited.

Kila mkurugenzi isipokuwa Bwana Harold Temu anapendekeza wanahisa kupiga kura kuafikia azimio hili.

**[c] Kuchaguliwa tena kwa Justin Massawe kama mkurugenzi wa Kampuni**

Bwana Massawe aliteuliwa katika Bodi tarehe 1 Juni 2017.

Bwana Massawe anashikilia shahada ya Fedha ya B.A (Hons) kutoka Chuo Kikuu cha Uingereza ya Kati, Birmingham UK, na PGD. Vilevile alifanikiwa kupata shahada ya pili ya Fedha kutoka Chuo Kikuu cha Strathclyde, Glasgow, Uingereza. Yeye pia ni muuzaji wa hazina aliyehakikiwa na kushikilia cheti cha Kufanikiwa cha ACI. Bwana Massawe alikuwa Muuzaji wa Hazina katika uzaji wa fedha za kigeni katika soko la fedha la Benki ya Kitaifa ya Biashara (NBC) kabla ya kujiunga na Tanzania Securities mnamo 2007. Justin ana uzoefu mzuri katika biashara ya fedha na uzoefu wa sekta ya benki nchini Tanzania. Justin ni Mwenyekiti wa Tanzania Securities Limited na pia ni mkurugenzi kampuni ya Mzalendo Credit Management, TOL Gas Limited, Tanzania Securities Limited na Erncon Holdings Limited.

Kila mkurugenzi isipokuwa Bwana Justin Massawe anapendekeza wanahisa kupiga kura kuafikia azimio hili.

**[d] Kuchaguliwa tena kwa Scott Gilbert kama mkurugenzi wa Kampuni**

Bwana Gilbert aliteuliwa katika Bodi tarehe 7 Julai 2017.

Bwana Gilbert alianza kazi yake kama Mhandisi katika tasnia ya Mafuta na Gesi akifanya kazi katika kampuni kubwa kama vile; Halliburton and National Oilwell Varco, kabla ya kuendelea katika majukumu ya uongozi ambapo aliongoza Weatherford nchini Tanzania, Msumbiji na Angola (2012-2015). Kufuatia kazi ya miaka 12 katika tasnia ya mafuta, Bwana Gilbert alianzisha Kampuni yake iitwayo Group De Clermont – hii ni kampuni binafsi ya uwekezaji ya Uingereza inayoshikilia masilahi katika Nishati, Viwanda, Habari, Mawasiliano na Teknolojia katika uwanda wa Afrika Kusini mwa Jangwa la Sahara, Amerika ya Kusini na Ulaya. Bwana Gilbert anashikilia Shahada katika Umeme na Uhandisi wa Umeme, na pia masomo ya elimu ya juu katika Usawa wa

utendaji kutoka Shule ya Biashara ya London. Bwana Gilbert anawakilisha masilahi ya Group De Clermont kwenye bodi.

Kila mkurugenzi isipokuwa Bwana Scott Gilbert anapendekeza wanahisa kupiga kura kuafikia azimio hili.

**[e] Kuchaguliwa tena kwa Salem Balleith kama mkurugenzi wa Kampuni**

Bwana Balleith aliteuliwa katika Bodi tarehe 1 Juni 2017.

Bwana Balleith ni Mhasibu aliyehakikiwa wa Chartered (FCCA-UK) na Mhasibu aliyehakikiwa wa Umma (CPA-TZ). Alifanya mazoezi na kuhitimu na Ernst & Young huko Saudi Arabia na Uingereza, na hivi karibuni alikua Mkurugenzi aliyethibitishwa na Taasisi ya Wakurugenzi Tanzania. Bwana Balleith ni mhamiaji wa kitanzania mwenye uzoefu kwa zaidi ya miaka 30 katika kufanya kazi nje ya nchi ambaye hivi karibuni amerudi nyumbani kusaidia katika ujenzi wa taifa na kurudisha nchini na taasisi zake uzoefu aliopata kwa miaka aliyotumia nje ya nchi. Ana uzoefu mkubwa wa kimataifa katika uwekezaji, taasisi za kifedha, tasnia ya viwanda, uhasibu, ukaguzi na ushuru, pamoja na uundaji wa mkakati na utekelezaji na usimamizi wa biashara katika ngazi zote mbili za usimamizi wa bodi. Amefanya kazi pia kwenye bodi za fedha za kimataifa za uwekezaji anayewakilisha wakuu wake wa Uwekezaji wa Saudia. Bwana Balleith ni Mkurugenzi Mkuu Huru wa Amana Bank na pia ni Mwenyekiti wa Kamati yake ya ukaguzi, hatari na uzingatiji.

Kila mkurugenzi isipokuwa Bwana Salem Balleith anapendekeza wanahisa kupiga kura kuafikia azimio hili.

## FOMU YA UWAKILISHI

Mimi/Sisi ( Jina kamili kwa herufi kubwa) ..... wa (sanduku la posta) ..... nikiwa Mjumbe/Wajumbe wa Swala Oil and Gas (Tanzania) Plc (“Swala” au “Kampuni”) Hivyo basi namteua mwenyekiti wa mkutano au (angalia taarifa ya 1) ..... kama mwakilishi wangu/mwakilishi wetu kupiga kura kwa ajii yangu/kwa ajili yetu kwenye Mkutano Mkuu wa mwaka wa Kampuni 2019 juu ya maazimio yafuatayo, kama inavyoonyesha kuweka alama ya **X** kwenye sanduku linalohusika.

RESOLUTIONS	NDIYO	HAPANA	KUACHA
1. Kupitisha na kuzingatia taarifa za kifedha zilizokaguliwa na ripoti.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Uteuzi wa wakaguzi wa fedha wa Kampuni.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Kuchaguliwa tena kwa Wakurugenzi wa Kampuni.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Saini .....

Tarehe .....

(Kwa wanahisa walio nje ya Tanzania) Nambari ya kitambulisho cha pekee .....

**Tafadhali rudisha kwa:** Katibu Kampuni, Swala Oil and Gas (Tanzania) **Plc**, Ghorofa ya pili, jengo la Oyster Plaza, Barabara ya Haile Selassie, Dar es Salaam, Tanzania.

Barua pepe: [shareholder.communication@swalaoilandgas.com](mailto:shareholder.communication@swalaoilandgas.com)

### MAELEZO KATIKA FOMU YA UWAKILISHI

- Mjumbe anaweza ikiwa anataka kupinga maneno ya "Mwenyekiti wa mkutano" na kuingiza jina la mtu mwingine kuwa kama mwakilishi wake, atumie kila haki yake kuhudhuria, kuongea na kupiga kura badala yake katika mkutano na nafasi iliyotolewa. Ikiwa mjumbe ataweka fomu bila jina lililoingizwa kwenye nafasi hiyo mwenyekiti wa mkutano atachukuliwa kuwa mwakilishi wake. Wakati mtu mwingine zaidi ya mwenyekiti ameteuliwa kama mwakilishi, mjumbe aliyemteua ana jukumu la kuhakikisha kwamba wanahudhuria mkutano na wanajua nia yake ya kupiga kura. Ikiwa mjumbe anatamani mwakilishi wake azungumze kwa niaba yake katika Mkutano Mkuu wa Mwaka, atahitaji kuteua mtu mwingine isipokuwa Mwenyekiti na atoe maagizo yake moja kwa moja kwao.
- Mjumbe ana haki ya kuhudhuria, kuongea na kupiga kura katika mkutano na anastahili kuteua mwakilishi au wawakilishi kutumia haki yake yoyote ya kuhudhuria, kuongea na kupiga kura katika Mkutano Mkuu wa Mwaka badala yake. Mwakilishi anaweza kuteuliwa tu kwa kufuata utaratibu uliowekwa katika maelezo haya.
- Mwakilishi haitaji kuwa mjumbe wa Kampuni lakini lazima ahudhurie Mkutano Mkuu wa Mwaka. Kukamilisha na kurudisha fomu ya uwakilishi hakutamzuia mshiriki kuhudhuria na kupiga kura katika mkutano au kero yoyote ya kibinafsi. Ikiwa mwakilishi ameteuliwa na mjumbe huyo kuhudhuria Mkutano Mkuu wa Mwaka mwenyewe, uteuzi wa mwakilishi huo utasimamishwa kiatomati.

4. Kwa fomu hii ya uwakilishaji kuwa halali lazima ikamilishwe na kurudishwa kwa Katibu wa Kampuni, Swala Oil and Gas (Tanzania) plc, Ghorofa ya 2, Oyster Plaza, Barabara ya Haile Selassie, Dar es Salaam, Tanzania ifikapo saa 17:00 jioni, Saa ya Kudumu ya Afrika Mashariki (EAST) tarehe 25 Februari 2020 pamoja na, ikiwa inafaa, muhuri wa wakili au mamlaka nyingine (ikiwa ipo) ambayo imesainiwa au nakala ya udhibitisho au nakala ya ofisi au mamlaka hiyo. Kwa upande wa mshiriki ambaye ni kampuni fomu ya ushiriki lazima iwekewe muhuri wa moto au kuwekwa saini kwa niaba ya kampuni na afisa wa kampuni au wakili wa kampuni hiyo.
5. Kwa upande wa wamiliki Zaidi ya mmoja, saini ya mtu mmoja tu wa wamiliki itahitajika kwa fomu ya uwakilishi. Ikitokea zaidi ya mmoja ya wamiliki kwa pamoja kuamua kuteua mwakilishi, miadi iliyowasilishwa na wa kwanza aliyetajwa kwenye Jalada la Wajumbe wa Kampuni itakubaliwa kutengwa kwa mmiliki mwingine.
6. Mjumbe anaweza kuteua zaidi ya mwakilishi mmoja ukizingatia kuwa kila mwakilishi anateuliwa ili kutekeleza haki zilizojumuishwa kwa hisa tofauti. Vilevile mjumbe haruhusiwi kuteua mwakilishi zaidi ya mmoja kutumia haki zilizojumuishwa kwenye sehemu yeyote. Ili kuteua mwakilishi zaidi ya mmoja, tafadhali saini na weka tarehe kwenye fomu ya uwakilishii, ambatisha orodha iliyoorodhesha majina na anwani (kwa herufi kubwa) ya wawakilishi wako wote, idadi ya hisa zinazohusiana na kila mwakilishi aliyechaguliwa (ambaye, kwa jumla, haipaswi kuzidi idadi ya hisa uliyoshikilia) na uonyeshe jinsi gani unavyotaka kila mwakilishi atakavyopiga kura au atakavyojizuia kupiga kura. Ikiwa unataka kumteua Mwenyekiti kama mmoja wa wakilishi wako, andika "Mwenyekiti wa Mkutano". Wakati kura mbili au zaidi halali zimepokelewa kwa heshima ya hisa hiyo kwa ajili ya matumizi katika mkutano, ile inayowasilishwa kihalali (bila kujali tarehe yake, tarehe yake ya kutuma au tarehe ya utekelezaji wake) itatumika katika kubadili na kurudisha nyingine). Ikiwa Kampuni haiwezi kuamua ni ipi kati ya kura mbili au zaidi halali lakini miadi tofauti ya uwakilishi iliyotolewa kwa wakati, hakuna hata mmoja kati yao ambaye atatendewa uhalali kwa heshima ya hisa hizo.
7. Ikiwa mjumbe atawasilisha uteuzi wa mwakilishi halali zaidi ya mmoja, miadi iliyopokelewa mwisho kabla ya wakati wa kupokea risiti itachukua hatua ya kwanza.
8. Kuacha kupiga kura kwenye azimio, Jibu kisanduku kwenye safu inayoongozwa "Kuacha". Kuacha kupiga kura katika sheria ambayo inamaanisha kwamba kura hazitahesabiwa katika hesabu ya kura "za" na "dhidi ya" azimio hilo. Kukosa kuweka alama kwenye kisanduku chochote dhidi ya azimio itamaanisha mwakilishi wako anaweza kupiga kura kama anataka au anaweza kuamua kutopiga kura kabisa. Wakala anaweza kupiga kura (au kujiepusha na kupiga kura).
9. Ikitokea kura ya maoni imechukuliwa vinginevyo siku hiyo ya mkutano au siku ya mkutano huo kuhairishwa, fomu hiyo ya uwakilishi lazima ikamilishwe na kuwekwa kama ilivyoainishwa katika maelezo namba 4 hapo juu sio chini ya masaa 24 kabla ya muda uliowekwa wa kuchukua kura ya maoni.
10. Ili kubatilisha maagizo ya mwakilishi, mjumbe atahitaji kutuma taarifa ya nakala ngumu iliyosiiniwa iliyowekwa wazi akielezea dhamira yao ya kufuta miadi ya uwakilishi kwa katibu wa kampuni, Swala Oil & Gas (Tanzania) plc, ghorofa ya 2, Oyster Plaza, Barabara ya Haile Selassie, Dar es Salaam, Tanzania., pamoja na nguvu ya wakili au mamlaka nyingine (ikiwa ipo) ambayo imesainiwa, au nakala iliyothibitishwa ya nguvu hiyo ya wakili au mamlaka, sio chini ya saa moja kabla ya kuanza kwa mkutano au mkutano uliopangwa au (ikitokea kura ya maoni imechukuliwa vinginevyo kuliko wakati au siku ile ile kama mkutano au mkutano uliyokusudiwa) wakati uliowekwa wa kupiga kura ya maoni, kura hiyo hutupiliwa mbali.