

# **4SIGHT HOLDINGS LIMITED**

C/o Amicorp (Mauritius) Limited, 6<sup>th</sup> Floor, Tower 1  
NexTeracom Building, Ebene, Cybercity, Mauritius

## **MINUTES OF ANNUAL GENERAL MEETING (AGM) OF 4SIGHT HOLDINGS LIMITED HELD ON MONDAY 17 JUNE 2019 AT 14H00 P.M. MAURITIUS TIME AND CHAIRED AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY WHICH IS C/O AMICORP (MAURITIUS) LIMITED, 6<sup>TH</sup> FLOOR, TOWER I, NEXTERACOM BUILDING, EBENE, MAURITIUS.**

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### **1. CHAIR AND SECRETARY**

The Board of Directors of the Company nominated Mr. Ramakrishna Sithanen to act as the Chairman of the Special Meeting. Amicorp (Mauritius) Limited acted as the Company Secretary of the meeting whereas the Company's Transfer Secretaries was attended by Link Market Services South Africa Proprietary Limited.

### **2. NOTICE**

The Notice of the Annual General Meeting (AGM) has been sent to every Shareholder and to every Director, Secretary and Auditor of the Company not less than fourteen (14) days before the General Meeting. The AGM was held pursuant to the Notice given to all Shareholders of the Company on 17 May 2019 and a copy of the Notice was directed to be inserted in the minute book immediately preceding the minutes of the meeting. The AGM was duly and properly convened by the Company for the purpose of Shareholders to consider and, if deemed appropriate, reconstitute the Board of Directors of the Company by way of the below resolutions:

- 1.** To receive, consider and adopt the Audited Company and Group Financial Statements for the year ended 31 December 2018
- 2.1** Election of Mr. Vincent Raseroka as Director of the Company
- 2.2** Election of Mrs. Selvida Naiken as Director of the Company
- 3** Re-appointment of the Independent Auditor (Nexia SAB & T as Group Auditor and Nexia Baker & Arenson as local Auditor) of the Company
- 4** Board of Directors be authorized to determine the remuneration of the Independent Auditor
- 5.1** Re-election of Mr. Geoffrey Llewellyn Carter as member of the Audit and Risk Committee
- 5.2** Election of Mrs. Selvida Naiken as member of the Audit and Risk Committee
- 5.3** Re-election of Mr. Ramakrishna Sithanen as member of the Audit and Risk Committee
- 6** General authority to allot and issue shares for cash
- 7** Endorsement of 4Sight's Remuneration Policy
- 8** Approval of Non-Executive Directors fees

The Notice of the meeting was taken as read by all the Shareholders.

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**3. ATTENDANCE AND QUORUM**

In terms of the Mauritian Companies Act and the Company's Constitution, the quorum for the AGM of Shareholders shall be where the Shareholders present or represented or who have cast postal votes, are between them, able to exercise a majority of the votes to be cast on the business to be transacted by the General Meeting. In that respect, the Chairman declared that the required quorum of the Shareholders was present whereby 7 shareholders were present by representation and the total attendance as a percentage of votes was as follows:

Number of ordinary shares represented at the meeting	670,619,247
Total issued number of ordinary shares	793,222,478
Percentage of ordinary shares represented at the meeting	<b>84.54%</b>

He further declared that the AGM was properly constituted and quorate as confirmed by Amicorp (Mauritius) Limited as Company Secretary and the Company's Transfer Secretaries, Link Market Services South Africa Proprietary Limited.

**4. PROCEEDINGS OF THE MEETING**

The Chairman announced that voting on all resolutions proposed at the AGM would be proceeded by way of a poll using the voting papers / proxy forms handed during registration. The Chairman requested the Shareholders to complete the ballot paper after each resolution is put to the meeting and at the end of the meeting, the ballot papers would be collected and counted so that the results of all the resolutions put to the meeting are announced. For purposes of the poll, the Chairman nominated a representative of Link Market Services South Africa Proprietary Limited and Amicorp (Mauritius) Limited as Company Secretary to act as scrutineers.

He also confirmed that none of the proxies submitted to vote had been rejected and accordingly all recorded proxies had been accepted as correctly and lawfully issued and given.

The Chairman requested that the meeting be recorded for the purpose of minutes taking and advised the Shareholders that should they wish to ask a question during the meeting, they could indicate this by raising their hand and start their question by identifying themselves by name.

**5. RESOLUTIONS**

All the resolutions proposed at the AGM was discussed and voted accordingly by the Shareholders of the Company.

The ballot papers were collected for counting by Link Market Services South Africa Proprietary Limited and Amicorp (Mauritius) Limited.

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The results of the voting read as follows:

	<b>Number of votes</b>			
	For %	Against %	Abstain (% of issued share capital)	Total Votes (excluding abstentions)
<b>Ordinary Resolution number 1:</b> Approval of financial statements	642 384 780 (98.85%)	7 470 148 (1.15%)	20 764 319 (2.62%)	649 854 928 (81.92%)
<b>Ordinary Resolution number 2.1:</b> Election of Vincent Raseroka as director	642 295 520 (98.84%)	7 543 408 (1.16%)	20 780 319 (2.62%)	649 838 928 (81.92%)
<b>Ordinary Resolution number 2.2</b> Election of Selvida Naiken as director	649 780 780 (99.99%)	74 148 (0.01%)	20 764 319 (2.62%)	649 854 928 (81.92%)
<b>Ordinary Resolution number 3:</b> Re-appointment of the independent auditor of the Company	649 780 780 (99.99%)	74 148 (0.01%)	20 764 319 (2.62%)	649 854 928 (81.92%)
<b>Ordinary Resolution number 4:</b> Remuneration of the independent auditor	670 064 858 (99.99%)	74 148 (0.01%)	480 241 (0.06%)	670 139 006 (84.48%)
<b>Ordinary Resolution number 5.1:</b> Re-election of Audit Committee member - Geoffrey Llewellyn Carter	642 364 780 (95.85%)	27 840 743 (4.15%)	413 724 (0.05%)	670 205 523 (84.49%)
<b>Ordinary Resolution number 5.2:</b> Election of Audit Committee member – Selvida Naiken	649 780 780 (99.99%)	74 148 (0.01%)	20 764 319 (2.62%)	649 854 928 (81.92%)
<b>Ordinary Resolution number 5.3:</b> Re-election of Audit Committee member - Ramakrishna Sithanen	670 113 925 (99.99%)	91 598 (0.01%)	413 724 (0.05%)	670 205 523 (84.49%)
<b>Ordinary Resolution number 6:</b> General authority to allot and issue shares for cash	642 132 463 (95.81%)	28 089 060 (4.19%)	397 724 (0.05%)	670 221 523 (84.49%)
<b>Ordinary Resolution number 7:</b> Endorsement of 4Sight's Remuneration Policy	642 027 263 (98.80%)	7 811 465 (1.20%)	20 780 519 (2.62%)	649 838 728 (81.92%)
<b>Ordinary Resolution number 8:</b> Approval of Non-Executive Directors' fees	670 003 858 (99.97%)	217 465 (0.03%)	397 924 (0.05%)	670 221 323 (84.49%)

**6. ANY OTHER BUSINESS**

**There being no other business, the Annual General meeting ended at 3.00 P.M.**

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**Chairman**