

SUPPLEMENTARY AGENDA NO. 1

THURSDAY, 25 JUNE 2020

at

09:00



MUNICIPALITY OF SWAKOPMUND

INDEX

ITEM NO	SUBJECT	REF NO	PAGE
11.1.16	Erongo Red: Mandate For Council's Representatives: Annual General Meeting: 29 June 2020	A 4/3/1/16/1	131

11.1.16 **ERONGO RED: MANDATE FOR COUNCIL'S REPRESENTATIVES: ANNUAL GENERAL MEETING: 29 JUNE 2020**

(C/M 2020/06/25 - A 4/3/1/16/1)

Special Management Meeting of 25 June 2020, Addendum 5.1 page 0.4 refers.

A. The following item was submitted to the Management Committee for consideration:

Notice has been given that the Annual General Meeting of shareholders of Erongo Regional Electricity Distributor Company (Proprietary) Limited (Erongo RED) which will be held at The Dome Conference Centre, Swakopmund on **Monday, 29 June 2020 at 10:00**

Council at an ordinary meeting held **2 February 2016**, item 11.1.4 resolved as

That the following Councillors attend all Erongo RED Shareholder meetings:

- *Chairperson of Management Committee*
- *Alternate Chairperson of Management Committee (Secundi)*
- *Any other member of Management Committee in the absence of the secundi*

Council's representative will have to speak and vote on Council's behalf or to abstain from voting at the **Annual General Meeting**, Management Committee/Council is requested to furnish their representatives being the Chairperson of Management Committee and the Chief Executive Officer with mandates with regard to the matters listed below; one vote per share:

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1.	<i>To approve the minutes of the previous AGM held on 28 March 2019</i>			
2.	<i>To receive, consider and adopt the Annual Financial Statements of Erongo Red for the year ended 30 June 2019</i>			
3.	<i>To receive the AGM Report</i>			
4.	<i>To confirm dividends declared for the year ended 30 June 2019</i>			
5.	<i>To appoint/confirm appointment of Auditors Ernst & Young</i>			
6.	<i>Appoint/confirm appointment of Directors in terms of the Shareholders agreement</i>			
7.	<i>To receive the Directors Evaluation Report for 2019 by Deloitte & Touché</i>			

Attached, a letter from Erongo RED reporting on the delay in holding the AGM meeting.

B. After the matter was considered, the following was:-

RECOMMENDED:

- (a) That the mandate to the Chief Executive Officer, Mr A Benjamin to represent Council's at the Erongo RED Annual General Meeting together with the Chairperson of Management Committee, Councillor E Shitana held on 29 June 2020, in Swakopmund, be approved.
- (b) That the mandate be condoned for the matters as set out in the table below for the Annual General Meeting:

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1.	<i>To approve the minutes of the previous AGM held on 28 March 2019</i>			
2.	<i>To receive, consider and adopt the Annual Financial Statements of Erongo Red for the year ended 30 June 2019</i>			
3.	<i>To receive the AGM Report</i>			
4.	<i>To confirm dividends declared for the year ended 30 June 2019</i>			
5.	<i>To appoint/confirm appointment of Auditors Ernst & Young</i>			
6.	<i>Appoint/confirm appointment of Directors in terms of the Shareholders agreement</i>			
7.	<i>To receive the Directors Evaluation Report for 2019 by Deloitte & Touché</i>			

- (c) That letter from Erongo RED on the delay in holding the Shareholder's Annual General meeting, be noted.
-



ERONGO REGIONAL ELECTRICITY DISTRIBUTOR COMPANY
(PROPRIETARY) LIMITED - REG NO. 2004/074
(Incorporated in the Republic of Namibia)

NOTICE OF ANNUAL GENERAL MEETING

SHAREHOLDERS:

Municipality of Walvis Bay represented by Hon Cllr Lilo Niilenge
Municipality of Swakopmund represented by Hon. Cllr Erikki Shitana
NamPower represented by Mr Isak Tjombonde
Municipality of Henties Bay represented by Mr Reinhardt Ochs
Arandis Town Council represented by Mr Stanley Norris
Municipality of Omaruru represented by Mr Alphons Tjitombo
Usakos Town Council represented by Hon. Mayor Mr Asker Mwafangeyo
Karibib Town Council represented by Mr Lesley Goraseb
Uis Village Council represented by Ms Ludmilla Doeses
Erongo Regional Council represented by Ms Ludmilla Doeses

REGISTERED ADDRESS:

91 Hage Geingob Street
Walvis Bay
Namibia

AUDITORS:

Ernst & Young

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Erongo Regional Electricity Distributor Company (Proprietary) Limited (Erongo RED) will be held at **The Dome Conference Centre, Welwitchia Street, Swakopmund** on **Monday, 29 June 2020 at 10h00** to consider, and if approved, pass the following resolutions with or without modification.

AS ORDINARY RESOLUTIONS

1. Opening of the meeting:
 - 1.1 Welcome by the Chairperson
 - 1.2 Attendance and Proxies
 - 1.3 Adoption of Agenda
2. To approve the minutes of the previous Annual General Meeting held on 28 March 2019 (Enclosure 1)
3. Matters arising from the previous Annual General Meeting held on 28 March 2019 (Enclosure 2)
 - 3.1 Appointment of Directors – Outstanding appointments letters from the Shareholders Henties Bay Municipality and Erongo Regional Council.
4. To receive, consider and adopt the Annual Financial Statements of Erongo RED for the year ended 30 June 2019 (Enclosure 3)
5. To receive consider and note the AGM Report: Financial Executive Manager. (Enclosure 4)
6. To receive, consider and confirm declaration of dividends for the year ended 30 June 2019 (Enclosure 5)
7. To appoint/confirm appointment of Auditors Ernst & Young. (Enclosure 6)
8. To appoint/confirm appointment of Directors in accordance with the Shareholders Agreement. (Enclosure 7)
9. Other business that may be transacted at an annual general meeting.
 - 9.1 To receive, consider and note Director's Evaluation Report for 2019 Deloitte & Touché. (Enclosure 9)
10. Closure of meeting

QUORUM

No business shall be transacted at the General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum for any general meeting of the Shareholders of the Company is at least 1 (one) duly authorised representative from each Shareholder, present in person or by proxy.

APPROVALS REQUIRED FOR RESOLUTIONS

Resolutions enumerated under points 2 – 8 (excluding point 3) above require the approval by at least 75% (seventy-five percent) of the number of Shareholders entitled to vote, regardless of the weighted average of Shareholding held by each Shareholder.

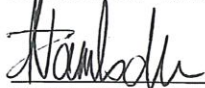
ATTENDANCE AND VOTING OF SHAREHOLDERS

Any Shareholder is entitled to attend and vote at the meeting or to appoint a representative to attend, speak and vote in their stead. The person so appointed need not be as Shareholder of the Company. The Shareholders entitled to vote may, at any Shareholder Meeting, only vote on a poll.

The Chairperson of the Meeting of Shareholders does not have a second and casting vote in addition to his ordinary vote as representative of a Shareholder.

A company or body corporate may, by resolution of its Directors or other governing body, authorise any person to act as its representative at any meeting of any company by which it is a member or at any meeting of any class of members of that company.

Resolutions must be forwarded to Ms Kauli Nghishitende of Erongo RED at knghishitende@erongored.com.na or by fax + 264 64 214673 by no later than Thursday, 24 June March 2020 at 10:00

BY ORDER OF THE BOARD OF DIRECTORS

Ms YVETTE ZOE NAMBAHU
CHAIRPERSON

WALVIS BAY
15 JUNE 2020

**ERONGO REGIONAL ELECTRICITY DISTRIBUTOR COMPANY
(PROPRIETARY) LIMITED – REG NO. 2004/074**

PROXY

I/We,, representing the shareholderof Erongo Regional Electricity Distributor Company (Proprietary) Limited hereby appoint as my proxy to act for me at the annual general meeting of shareholders of the company to be held on Monday, **29 June 2020** at the **Dome Conference Centre, Welwitschia Street, Swakopmund** and at any adjournment thereof.

As my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting of the Company and at any adjournment thereof, as follow:

	Insert an "X" or the number of votes exercisable (one vote per share)		
	In favour of	Against	Abstain
1. To approve the minutes of the previous Annual General Meeting held on 28 March 2019			
2. To receive, consider and adopt the Annual Financial Statements of Erongo RED for the year ended 30 June 2019			
3. To receive the AGM Report			
4. To receive and confirm declaration of dividends for the year ended 30 June 2019			
5. To appoint/confirm appointment of Auditors Ernst & Young			
6. To appoint/confirm appointment of Directors in terms of the Shareholders Agreement.			

7. To receive the Directors Evaluation Report for 2019 by Deloitte & Touché			
---	--	--	--

SIGNED ATTHIS DAY OF2020

SIGNATURE:

ADDRESS:
.....
.....



TEL +264 (64) 201 9000 TOLL FREE +264 819600 FAX +264 (64) 201 9001 EMAIL support@erongored.com.na
ERONGO RED BUILDING REG NO 2004/074 91 HAGE GEINGOB STREET P O BOX 2925 WALVIS BAY NAMIBIA

Memorandum

To : The Shareholders
Title: Erongo RED

Enquiries	Kauli Nghishitende
Physical Address	91 Hage Geingob Street
Telephone	+264 (64) 201 9000
Facsimile	+264 (64) 201 9001
Cell	+264 (81) 129 2595
E-mail	knghishitende@erongored.com.na
Date	15 June 2020

Dear Shareholders

RE: DELAY IN HOLDING THE SHAREHOLDER'S ANNUAL GENERAL MEETING

Kindly take note that section 179 of Companies Act provides that a company shall in each year hold an Annual General Meeting (AGM) of its Shareholders within 9 months of every ensuing financial year and not more than 15 months after the date of the preceding AGM. In addition, the Shareholders' Agreement provides that Erongo RED shall hold its AGM within 6 Months of closing of the financial year.

Section 184 (4) further provides that in the event that the company is unable to hold the AGM within the due time of the 9 months from closing of the financial year, the company may apply for an extension of the date of the AGM to the Registrar of companies, on good cause shown, for a period not exceeding 3 months notwithstanding the 15 months period within which the AGM is supposed to be held.

Erongo RED acknowledges its inability to hold the AGM within the prescribed periods after closing of the financial year in terms of the Shareholders Agreement and the Companies Act of 2008, due to the following reasons:

1. Non- finalisation of Annual financial Statements of 2018/2019 due to a change in auditors. In this regard, a progress report on the finalisation of the Financial statements is attached hereto as annexure A
2. Due to the unprecedented global challenge of the novel coronavirus (COVID-19) pandemic which lead to the declaration of a national state of emergency in Namibia.
3. The Country being put on lockdown since 27 March 2020 until 04 May 2020 due to the pandemic and the COVID-19 Safety regulations imposed which include but not limited to strict measures of social distancing and limiting the number of people at gatherings.

In addition, Erongo RED would like to give our Shareholders assurance that an application for extension of the date to hold the AGM within the period 01 April 2020 to 30 June 2020 was submitted to the Registrar of companies on **10 March 2020**. The application is attached hereto as annexure B.

Please address all correspondence to Chief Executive Officer

0042 005 Mrs G/N Nombela **Chairperson** Mr E Mhangu **Chief Executive Officer**
Mr L J Welke Mr N A Jolomani Mr M Nuzi Mr HM Gxhomboti Mr N Jooze
Mr CM Petrus Mr J Sumbulana

erongored.com

We are pleased to inform you that the AGM will be held on **Monday, 29 June 2020**, the meeting pack will be sent to your office in due course.

Yours sincerely,



.....
Yvette ZN Nambahu

Chairperson – Board of Directors