

Notice of Meeting

NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting of the Shareholders of TotalEnergies Marketing Ghana PLC will be held VIRTUALLY and streamed live by video link from Movenpick Ambassador Hotel, Accra on WEDNESDAY, 26TH JUNE, 2024 at 11 O'clock in the forenoon to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive and adopt the Reports of the Directors, Auditors and the Financial Statements of the Company for the year ended 31st December, 2023.
2. To declare a Final Dividend in respect of the year ended 31st December, 2023.
3. To re-elect Directors retiring by rotation.
4. To approve the remuneration of non-executive Directors for the financial year 2024.
5. To authorize the Directors to fix the remuneration of the Auditors for the financial year 2024.

SPECIAL BUSINESS

To pass the following as Special Resolutions as recommended by the Directors - All subject to Regulatory Approval:

6. That Paragraph 41 of the Company's Constitution be deleted in its entirety and replaced with a new Paragraph 41 which will delete **"Dividend Warrant"** as a means of payment of dividend in compliance with the Securities and Exchange Commission's Directive so that the new Paragraph 41 reads as follows:
 41. (1) **"A dividend payable in cash to members shall be paid by electronic means of payment such as mobile money, bank transfer and other forms of payment as may be approved by the Security and Exchange Commission."**
 - (2) **"Dividend payments through any of the electronic means set out in paragraph 41(1) above shall be paid to the electronic transfer details provided by the member or, in the case of joint holders, to the electronic transfer details of the person who is first named in the register of members, or of a person that the member or joint holders may in writing direct."**
7. That the Company be authorized to effect the necessary changes in the Company's Constitution, to make it compliant with the Securities and Exchange Commission's Corporate Governance Code for Listed Companies 2020.

Dated this 27th day of March, 2024

By Order of the Board

(SGD)

Ellen Sarfo Kantanka (Mrs.)

Secretary

Note:

- i. Attendance and participation by all members and/or their proxies in this year's Annual General Meeting of the Company will be **virtual (i.e. by online participation)**.
- ii. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend (via online participation) and vote on his/her behalf. Such a proxy need not be a member of the Company.
- iii. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting (via online participation). Where a member attends the meeting in person (i.e. participates online), the proxy appointment shall be deemed to be revoked.
- iv. A copy of the Proxy Form can be downloaded from: <https://totalenergiesghana-agm.com> and may be filled and sent via email to REGISTRARS@MYUMBANK.COM or deposited at the registered office of the Registrar of the Company, UMB, 44 Kwame Nkrumah Avenue, Okaishie, Accra, or posted to the Registrar at P. O. Box GP401, Accra to arrive no later than 48 hours before the appointed time for the meeting.
- v. The 2023 Audited Financial Statements of the Company can be viewed by visiting: <https://totalenergiesghana-agm.com>

Accessing and Voting at the Virtual AGM

- vi. A **unique token number** will be sent to shareholders by email and/or SMS from 10th June, 2024 to give them access to the meeting. Shareholders who do not receive this token can contact **EMMANUEL AMOAH ODUM** on REGISTRARS@MYUMBANK.COM or call **0307 011722** any time after 10th June, 2024 but before the date of the AGM to be sent the unique token.
- vii. **To gain access to the Virtual AGM**, shareholders must visit <https://totalenergiesghana-agm.com> and input their unique token number on **26TH JUNE, 2024**. Access to the meeting will start from **8.00am**. Shareholders who do not submit proxy forms to the Registrar of the Company prior to the meeting may vote electronically during the Virtual AGM using their unique token number. Further assistance on accessing the meeting and voting electronically can be found on <https://totalenergiesghana-agm.com>

EXPLANATORY NOTES TO SPECIAL RESOLUTIONS

These notes provide an explanation for the special resolutions set out as items 6 and 7 of this Notice and Agenda for the 48th Annual General Meeting of TotalEnergies Marketing Ghana PLC. For these resolutions to be passed, 75% of the votes of members attending the meeting is required in favour.

Special Resolution 6 - Amendment of Paragraph 41 of the Company's Constitution

The Securities and Exchange Commission (the Commission) issued a Directive on 6th February, 2023 for the discontinuation of the usage of Dividend Warrant as a means of dividend payment. Per the Directive, with effect from 1st February, 2024 all dividend payments are to be made through electronic payment means such as mobile money, bank transfers, and other forms of payments as may be approved by the Commission. An amendment of the Company's registered Constitution is required for the Company to be compliant with this Directive by the Commission. The amendment is therefore proposed to replace Paragraph 41 of the Company's registered Constitution as follows:

Old Paragraph 41 of the Constitution reads:

41. (1) A dividend payable in cash may be paid by cheque or warrant or electronic transfer sent by post directed to the registered address of the member or, in the case of joint holders, to the registered address of the person who is first named on the register of members, or to a person and to an address that the holder or joint holders may in writing direct.
- (2) A cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (3) Any one of two or more joint holders may give effectual receipts for any dividends.
- (4) A dividend payment shall be accompanied by a statement showing the gross amount of the dividend, and the tax deducted or deemed to be deducted from the gross amount.

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New Paragraph 41 of the Constitution to read as follows:

41. (1) A dividend payable in cash to members shall be paid by electronic means of payment such as mobile money, bank transfer and other forms of payment as may be approved by the Securities and Exchange Commission.

(2) Dividend payments through any of the electronic means set out in paragraph 41(1) above shall be paid to the electronic transfer details provided by the member or, in the case of joint holders, to the electronic transfer details of the person who is first named in the register of members, or of a person that the member or joint holders may in writing direct.

Special Resolution 7 - That the Company be authorized to effect the necessary changes in the Company's Constitution, to make it compliant with the Securities and Exchange Commission's Corporate Governance Code for Listed Companies 2020.

The Corporate Governance Code for listed Companies 2020 (SEC Code) was issued by the Securities and Exchange Commission on 8th October 2020. The SEC Code applies to all companies whose securities are admitted to trading on the Ghana Stock Exchange. The SEC Code provides that where a company has a constitution that makes requirements that are incompatible with same, the company shall notify the Commission of the nature of the incompatibility, and the Commission may agree that the company shall be exempt from the relevant provision in this Code. This special resolution is therefore proposed to enable the Company to effect any changes in the Company's registered Constitution, where necessary, to comply with the requirements of the Securities and Exchange Commission's Corporate Governance Code for listed Companies 2020 (SEC Code), and subject however to any exemptions approved by the Commission.

Required Approvals

Pursuant to Article 84 of the Company's Constitution, the Company is required to seek the approval of the Ghana Stock Exchange before it can amend its Constitution after the special resolution is passed. The Company is also required to, pursuant to Sections 30 and 31 of the Companies Act, 2019 (Act 992) seek the approval of the Registrar before it can have its registered Constitution amended.

Financial Implication

The financial implication for the adoption and registration of the amended Constitution with the Regulators and the Registrar General will be nominal and treated as an expense in the books of the Company.

Conclusion

The special resolutions are proposed to enable the Company to amend its Constitution to ensure that the Company is compliant with the Directive from the Securities and Exchange Commission (SEC) on the 'Discontinuation of the usage of Dividend Warrants as a means of Dividend Payment' and the SEC Code, subject however to any exemptions granted and regulatory approvals.

Directors' Recommendation

From the foregoing, the Board of Directors of the Company recommend that Shareholders vote in favour of the special resolutions set out above to enable the Company to amend its Constitution in compliance with both the Securities and Exchange Commission's Directive, and the Corporate Governance Code for Listed Companies 2020, subject to any exemptions granted and regulatory approvals.

For further information, please contact the Registrar:

**Universal Merchant Bank Limited,
44 Kwame Nkrumah Avenue,
Okaishie, Accra.**