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**MINUTES OF THE ANNUAL GENERAL MEETING HELD IN THE BOARDROOM AT SPAR
CENTRAL OFFICE, 22 CHANCERY LANE, PINETOWN AND VIRTUALLY ON
WEDNESDAY, 21 FEBRUARY 2024 AT 09H00**

PRESENT:	MJ Bosman	(Chairman representing various nominees and by proxy)
	SA Zinn	(Independent Non-executive Deputy Chairman)
	EC Botha	(Independent Non-executive Director)
	PMP da Silva	(Independent Non-executive Director)
	MW Godfrey	(Group CFO and shareholder representing Ferbros Nominees)
	MJ Jamieson	(Independent Non-executive Director)
	L Koyana	(Independent Non-executive Director)
	ZJI Mabaso	(Shareholder representing Ferbros Nominees)
	GB Makhaya	(Independent Non-executive Director)
	ST Naran	(Independent Non-executive Director)
	ML Pydigadu	(Group COO)
	AP Swartz	(Group CEO and shareholder representing Ferbros Nominees)
VIRTUAL:	G Blizzard	(Shareholder representing First World Trader Nominees)
	N Kwanele	(Shareholder representing First World Trader Nominees)
	CP Logan	(Shareholder representing Standard Bank Nominees)
	M Mncube	(Shareholder representing Standard Bank Nominees)
	K Ngogela	(Shareholder representing First World Trader Nominees)
	P Kome	(Shareholder representing First World Trader Nominees)
	Jacobus Cilliers	(Shareholder representing First National Nominees)
	WSL Beattie	(Shareholder representing First World Trader Nominees)
IN ATTENDANCE:	S Ashokumar	(Company Secretary)
	S Bazley	(Company Secretariat)
	K Becker	(Investor Relations)
	T Howatt	(PricewaterhouseCoopers)
	O Ighodaro	(Independent Non-executive Director elect)
	J Lonsdale	(National Sustainability Manager)
	S Marimuthu	(Company Secretariat)
	M Maubane	(Marketing)
	One Capital	(Sponsor)
	JSE Investor Services	(Independent invigilators)
	Magna Carta	(Public Relations)
	Other guests	(Refer attendance report)

1. WELCOME

The Chairman welcomed all those present to the meeting; and particularly introduced the Board members and key personnel present to answer the questions presented at the meeting from Shareholders.

Prior to commencing with the formalities of the meeting, the Chairman addressed the meeting expressing appreciation to shareholders, retailers and suppliers for their support over the past year, and reflecting on the events over the period and the focus and direction for the Group going forward.

The Chairman further addressed the meeting on the following comments received from investors leading up the Annual General Meeting:

- Non-executive directors' fees – The Chairman urged shareholders to closely consider the individual quality, experience and expertise of the Company's non-executive directors as set out in the Company's Integrated Annual Report, when voting on the remuneration of non-executive directors, instead of viewing them as being a part of a homogenous group.
- Non-executive directors fees' for ad hoc assignments – Shareholders were assured that the Remuneration Committee would ensure that any remuneration paid to non-executive directors for ad hoc assignments are approved by the Remuneration Committee and there would be full disclosure of such fees wherever possible.
- Meeting attendance – Shareholders were informed that reason that one of the Company's directors was unable to attend one of the Audit Committee meetings held in the 2023 financial year, was due to the director concerned having been hijacked and kidnapped en route to the Audit Committee meeting.
- Former CEO payout – The R12 million payout to the former CEO was in accordance with a mutual settlement agreement, which comprised payment for unused leave, his notice period and an amount that took into consideration his 28 years of service with the Company. After consulting with senior independent advisors, the Remuneration Committee and Board was satisfied that the amount paid to the former CEO was fair and justifiable.
- Conditional Share Plan – The Remuneration Committee plans to consider replacing the current Long Bond Rate plus spread with Weighted Average Cost of Capital and the current Total Shareholder Return with a metric related to cash flow generation, as measures for awarding CSPs going forward. The Committee also plans to consider more focused and unique measurements and appropriate mix relevant to SPAR. The Chairman welcomed further engagements with shareholders on these matters.
- Wage gap analysis – The Chairman presented the details on the wage gap for the Company's South African business, as undertaken at the prior years Annual General Meeting. In 2023, the difference between the highest paid staff member and the lowest paid staff member in South Africa amongst the distribution centres and central office, including the extraordinary payout to the former CEO, was 229 times. This ratio was

109 times in 2022. The Remuneration Committee has committed to ensuring that staff members earn a living wage as opposed to a minimum wage and as such plans were in place to ensure that all distribution centre and central office staff in South Africa earns a minimum of R15 000 per month before tax by the end of the 2025 calendar year under certain conditions relating to children and family members.

2. **NOTICE TO SHAREHOLDERS**

The notice convening the meeting had been in shareholders' hands for the statutory period and with the unanimous consent of the shareholders' present in person and virtually, was taken as read.

3. **QUORUM AND CONSTITUTION**

The Company Secretary confirmed the presence of a quorum, and the Chairman declared the meeting duly constituted.

4. **PRESENTATION OF ANNUAL FINANCIAL STATEMENTS**

In accordance with section 61(8)(a) of the Companies Act No. 71 of 2008 ("the Companies Act"), the Annual Financial Statements of the Company for the year ended 30 September 2023, including the Directors' report, the Audit Committee report, the independent auditor's report and the Social, Ethics and Sustainability Committee report were presented to Shareholders.

There were no questions or comments posed by any of the shareholders present.

5. **ORDINARY BUSINESS**

5.1 **Confirmation of appointment of directors**

On the recommendation of the Nominations Committee, and motioned by the Chairman, **IT WAS RESOLVED:**

5.1.1 **THAT** the appointment of Shirley Zinn as an independent non-executive director of the Company, with effect from 14 February 2023, be and is hereby confirmed.

IT IS RECORDED THAT the resolution was passed by 99.72% of shareholders present or represented by proxy.

5.1.2 **THAT** the appointment of Pedro da Silva as an independent non-executive director of the Company, with effect from 14 February 2023, be and is hereby confirmed.

IT IS RECORDED THAT the resolution was passed by 99.95% of shareholders present or represented by proxy.

5.1.3 **THAT** the appointment of Trudi Makhaya as an independent non-executive director of the Company, with effect from 1 September 2023, be and is hereby confirmed.

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IT IS RECORDED THAT the resolution was passed by 99.94% of shareholders present or represented by proxy.

- 5.1.4 **THAT** the appointment of Angelo Swartz as an executive director of the Company, with effect from 1 October 2023, be and is hereby confirmed.

IT IS RECORDED THAT the resolution was passed by 98.39% of shareholders present or represented by proxy.

- 5.1.5 **THAT** the appointment of Megan Pydigadu as an executive director of the Company, with effect from 1 November 2023, be and is hereby confirmed.

IT IS RECORDED THAT the resolution was passed by 99.93% of shareholders present or represented by proxy.

- 5.1.6 **THAT** the appointment of Marie Jamieson as an independent non-executive director of the Company, with effect from 1 February 2024, be and is hereby confirmed.

IT IS RECORDED THAT the resolution was passed by 100% of shareholders present or represented by proxy.

- 5.1.7 **THAT** the appointment of Liesbeth Botha as an independent non-executive director of the Company, with effect from 1 February 2024, be and is hereby confirmed.

IT IS RECORDED THAT the resolution was passed by 100% of shareholders present or represented by proxy.

The panel responded to questions raised by the Shareholders present, as follows:

- Undertaking at a previous AGM to set a policy governing the number of directorships of non-executive directors:

The Chairman confirmed that a policy had been set by the Board limiting the number of directorships of non-executive directors, which was a maximum of 5 listed entity boards. None of the SPAR non-executive directors were appointed to more than 5 listed entities.

- Management of conflict of interests on the Nominations Committee and Remunerations Committees, arising from Mr Bosman's appointment and remuneration as Executive Chairman:

The Chairman of the Board and Chairman of the Remuneration Committee advised that Mr Bosman had recused himself from all discussions and decisions personally involving him, which included his appointment and remuneration as Executive Chairman. To manage the conflict of interest, the Board had appointed a Chairman's Committee which met frequently during the interim period.

There were clear lines of controls in place with there also being a Deputy Chairman and Lead Independent Director in place during the interim period, to manage any conflict of interest. Independent legal advice had also been sought from ENS which had been followed. The JSE had been kept informed at all times.

- Justification for the increase in the Executive Chairman's remuneration versus that of the previous CEO:

The remuneration paid to Mr Bosman for the interim role as Executive Chairman was in accordance with a benchmark performed by Remchannel, a division of Old Mutual. The remuneration paid was at the 62,5th percentile of the peer group. It was also important to note that Mr Bosman did not receive any variable pay during his term as Executive Chairman and that he was entirely focused on stabilising the organisation along with the Board members that were appointed at the time and finding a replacement CEO. As such, the comparison should be made against total possible pay and not only the basic pay. Furthermore, investors needed to be mindful that the Chairman was fulfilling two roles as Acting CEO and Chairman of the Board.

- Measures in place to screen new directors, in the light of recent media reports on fraudulent CVs and qualifications:

Shareholders were assured that SPAR had a policy on board appointments which included the requirement for verification checks, which the the Nominations Committee follows when appointing directors to the Board.

- Assurance on stability and proper governance at SPAR, in light of the changes on the Board and executive team:

The Chairman advised that whilst it could not provide any guarantees, the Board has been successful in assembling a powerful executive team who were working exceptionally well and had already made some achievements. The Board and executive team has strived and will continue to strive towards the highest possible governance standards.

- Timelines to address the diversity on the Board:

The Chairman reported that significant strides has been made in the last few months on the diversity and transformation of the Board. In the next short while, the Board will comprise 50% female directors and 50% people from previously disadvantaged backgrounds.

- Selection of the new CEO:

The Chairman advised that Board initially anticipated making an appointment within 6 months. The Board went through two very extensive rounds of search through an executive search firm and considered in excess of 100 resumés. At the end of the process, the Nominations Committee chose the best candidate available, being Mr Swartz.

- The reason for SPAR not cultivating an 'owner managed' philosophy when compared to its competitors and customers its serves:

This matter relates to minimum shareholding requirements for executive directors. A shareholder present encouraged SPAR to strive for an 'owner managed' philosophy, highlighting that the largest factor behind SPAR's derating on the stock market, was historical capital misallocation which often occurs when an executive or board does not act or think like an owner.

The Chairman acknowledged the comments indicating that it would be inappropriate for the current Board of SPAR to comment on capital allocation decisions made by the previous Board. He asked that investors provide the new executive team and Board a chance to prove that SPAR was an incredibly strong business with massive rebound probabilities. The Chairman further highlighted that the 'owner managed' philosophy was a fundamental part of the values of SPAR, as the entire business is based on passion, entrepreneurship and family values, and is fundamentally an entrepreneurial business unlike any of its peers. The minimum shareholding requirement of executive directors and senior employees was important to the Board. This would be built up over time considering that most of the executive directors were newly appointed.

The Shareholder indicated that there were creative ways that are practiced globally to facilitate this and he undertook to share the requisite information with the Chairman after the meeting, for the Remuneration Committee to consider.

5.2 Re-election of non-executive directors retiring by rotation

In accordance with article 5.1.10 of the Company's Memorandum of Incorporation (Mol), Lwazi Koyana and Sundeep Naran retire by rotation and them being eligible, offers themselves for re-election.

On the recommendation of the Nominations Committee, and motioned by the Chairman, **IT WAS RESOLVED**, each by way of a separate vote, that Lwazi Koyana and Sundeep Naran be and are hereby re-elected as independent non-executive directors of the Company.

IT IS RECORDED THAT the resolutions were passed for the re-election of Lwazi Koyana by 99.74% and for Sundeep Naran by 99.93%, of shareholders present or represented by proxy.

5.3 Re-election of the independent external auditor

In accordance with section 90(1) read with section 61(8)(c) of the Companies Act, at each annual general meeting, the shareholders of the Company appoint the auditors and designated individual audit partner, as nominated by the Audit Committee.

On the recommendation of the Audit Committee, and motioned by the Chairman, **IT WAS RESOLVED**, each by way of a separate resolution, that Pricewaterhouse Coopers Inc. be and are hereby elected as the Company's independent external auditor for the ensuing year, with Thomas Howatt as the individual audit partner.

IT IS RECORDED THAT the resolutions for the election of Pricewaterhouse Coopers Inc. as the external auditor was passed by 97.09% and Thomas Howatt as the audit partner by 97.26%, of shareholders present or represented by proxy.

5.4 **Re-election of the members of the Audit Committee**

In accordance with section 94(2) of the Companies Act, at each annual general meeting, the shareholders are required to elect the members of the Audit Committee.

On the recommendation of the Nominations Committee, and motioned by the Chairman, **IT WAS RESOLVED**

5.4.1 **THAT** Lwazi Koyana be and is hereby re-elected as a member of the Audit Committee until the next annual general meeting.

IT IS RECORDED THAT the resolution was passed by 99.32% of shareholders present or represented by proxy.

5.4.2 **THAT** Sundeep Naran be and is hereby re-elected as a member of the Audit Committee until the next annual general meeting.

IT IS RECORDED THAT the resolution was passed by 99.32% of shareholders present or represented by proxy.

5.4.3 **THAT** Pedro da Silva be and is hereby re-elected as a member of the Audit Committee until the next annual general meeting.

IT IS RECORDED THAT the resolution was passed by 99.95% of shareholders present or represented by proxy.

5.6 **Authority to issue shares for the purpose of the Conditional Share Plan**

On the motion by the Chairman, **IT WAS RESOLVED THAT** such number of the ordinary shares in the authorised but unissued capital of the company, required for the purpose of The SPAR Group Ltd Conditional Share Plan (CSP), be and is hereby placed under the control of the directors, who are hereby, as a specific authority, authorised to issue those shares in terms of the rules of the CSP.

IT IS RECORDED THAT the resolution was passed by 79.82% of shareholders present or represented by proxy.

5.7 **Non-binding advisory vote on the remuneration policy**

On the recommendation of King IV, at each annual general meeting, the Company's Remuneration Policy is required to be tabled for a non-binding advisory vote.

On the motion by the Chairman, **IT WAS RESOLVED THAT** the Company's Remuneration Policy, be and is hereby approved by way of a non-binding advisory vote.

IT IS RECORDED THAT the resolution was passed by 91.25% of shareholders present or represented by proxy.

The panel responded to questions from the shareholders present, as follows:

- Undertaking at the previous Annual General Meeting to disclose the wage gap:

The Chairman apologised for the omission of the wage gap from the 2023 Integrated Annual Report and reiterated the information on the wage gap that he had provided earlier in the meeting. He confirmed the commitment of the Company to align the remuneration of all the distribution centre and central office staff in South Africa to living wage by 31 December 2025. He further noted that the wage gap difference was the least of all the Company's peers.

In response to further queries by shareholders on the wage gap, Mr Swartz:

- disclosed the Rand amount of the lowest paid employee during the meeting;
- confirmed that a gender pay gap analysis has been conducted on the management staff, and provided the statistics for each level. With the exception of the senior management level (where the average for female workers were 82% of the average for the band which needed to be corrected), the company was largely in line and at parity in the rest of the management grades. The Chairman confirmed that there would be disclosure on the gender pay gap in the Integrated Annual Report.
- SPAR remunerates its customer facing staff at its Corporate stores in accordance with the sectoral determination minimums (which was substantially above the government minimum wage) and in most cases were above the sectoral determination minimums.
- Whether a greater part of remuneration of directors was now linked to performance, as mentioned at a previous AGM:

The Chairman reported that there was no weighting for performance for non-executive directors who are paid a fee for attendance of meetings and a retainer. There was weighting in place for the executive directors which was between 25% to 33% of total package, for both the short term and long term incentive schemes.

- The substantial increase in people costs and the reduction of operating margin to 1.7%:

Mr Swartz reported that the people costs was an area of extreme focus for the executive team, noting that the substantial increase in these costs was mainly due to the vertical integration of the Encore, Private Label and retail stores over time. Mr Bosman reported that the Board was not satisfied with the 1.7% operating margin and there was a huge drive to recover that to 3% in the next few years.

- Recommendation to disclose capital allocation and ROIC per territory so that investors could readily identify the Company's earnings on competitive returns:

The Chairman acknowledged the recommendation, noting that the information was available and could be disclosed based on direction from the investment community on what it wanted to view.

- Review of the Chairman's independence after the acting period:

The Chairman confirmed that his independence had been reviewed on at least two separate occasions by the Board and the Board satisfied themselves on his independence prior to him re-assuming his role as independent non-executive Chairman of the Board.

- Remuneration Policy's poor disclosure on targets for non-financial metrics in the STI scorecard:

The Chairman encouraged investors to reach out to the Company with their feedback and recommendations on the Remuneration Policy for the Remuneration Committee to consider. He noted that the Remuneration Committee had discussed the importance of considering unique metrics for SPAR and to also the incorporation of ESG metrics.

5.8 **Non-binding advisory vote on the remuneration implementation report**

On the recommendation of King IV, at each annual general meeting, the Remuneration Implementation Report is required to be tabled for a non-binding advisory vote.

On the motion by the Chairman, **IT WAS RESOLVED THAT** the Company's Remuneration Implementation Report, be and is hereby approved by way of a non-binding advisory vote.

IT IS RECORDED THAT the resolution was passed by 80.44% of shareholders present or represented by proxy.

6. **SPECIAL BUSINESS**

6.1 **Financial assistance to related or inter-related companies**

In accordance with section 45(3)(a)(ii) of the Companies Act and on the motion by the Chairman, **IT WAS RESOLVED THAT**, with effect from 1 March 2024, directors of the Company, in terms of section 45 of the Companies Act, No. 71 of 2008 (as amended) (Companies Act), be and are hereby authorised to cause the Company to provide any financial assistance, whether by lending money, guaranteeing a loan or other obligation and/or securing any debt or obligation, to any of its subsidiary companies or other related or inter-related companies.

IT IS RECORDED THAT the resolution was passed by 94.54% of shareholders present or represented by proxy.

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6.2 Non-executive director's fees

In accordance with section 66(9) of the Companies Act, shareholders are required to approve the fees paid to directors for their services rendered as directors.

On the motion by the Chairman, **IT WAS RESOLVED THAT**, with effect from 1 March 2024, the fees payable to the non-executive directors be increased by 5% as outlined in the table below. With the exception of the fees for the Chairman and Deputy Chairman of the Board (who will be paid purely on a retainer basis) and ad hoc meeting fees, the total annual fees for all other Board and Board Committee roles will be paid on a retainer and attendance per meeting basis (based on a 40% retainer and 60% for the scheduled meetings during the year).

	Current per annum VAT exclusive	Proposed per annum VAT exclusive	Increase %
Board			
Chairman (representing an all-inclusive fee for participation in all scheduled meetings of the Board and committees)	R2 763 867	R2 902 060	5.0%
Deputy Chairman (representing an all-inclusive fee for participation in all scheduled meetings of the Board and committees)	R1 446 900	R1 519 245	5.0%
South African resident member	R513 450	R539 123	5.0%
Non-South African resident member (representing an all-inclusive fee for membership and participation in scheduled meetings of the Board and committees)	€80 000	€84 000	5.0%
Audit Committee			
Chairman	R403 274	R423 438	5.0%
Member	R215 154	R225 912	5.0%
Risk Committee			
Chairman	R291 696	R306 281	5.0%
Member	R144 160	R151 368	5.0%
Social, Ethics and Sustainability Committee			
Chairman	R218 310	R229 226	5.0%
Member	R129 320	R135 786	5.0%
Remuneration Committee			
Chairman	R277 440	R291 312	5.0%
Member	R129 320	R135 786	5.0%
Nominations Committee			
Chairman	R207 130	R217 487	5.0%
Member	R129 320	R135 786	5.0%
Ad hoc meetings and other assignments			
South African resident members (including the Chairman and Deputy Chairman of the Board)			
Daily fee (if meeting exceeds four hours)	R31 164	R32 722	5.0%
Hourly fee	R5 300	R5 565	5.0%
Non-South African resident members			
Daily fee (if meeting exceeds four hours)	€3 007	€3 157	5.0%
Hourly fee	€511	€537	5.0%

IT IS RECORDED THAT the resolution was passed by 85.45% of shareholders present or represented by proxy.

7. **GENERAL**

Members of the Board and Management responded to questions raised under General and the following were noted:

7.1 **How risks regarding lawlessness is handled**

The Chairman reported that the management of risk is headed by the Group Chief Operating Officer, Mrs Pydigadu, who is supported by a very strong team. There are several layers of risk and compliance within the organisation that are overseen by the Risk Committee, chaired by Mr Koyana. Learnings have been taken from the past year and the Company was moving expeditiously to a strong internal control system. Mrs Pydigadu added that from a broad risk management perspective, they were looking at business continuity management in terms of looking at physical and other risks. The Company has also taken the learnings of what had transpired at SPAR over the past 18 months to ensure that these mistakes are not repeated, by putting in place proactive monitoring and risk management.

7.2 **Progress on the exit from the Polish market**

Mrs Pydigadu advised that KPMG has been appointed as the advisors in Poland. There has been good progress made in the last 3 months and everything was track to exit the investment by the end of the 2024 financial year, in terms of the Company's undertaking to the market.

7.3 **Trading in the festive period and black Friday vs prior years**

Investors were referred to the information disclosed in the Trading Update released prior to the AGM.

7.4 **Stores in the Western Cape**

Mr Beattie suggested that top management visit local SPAR stores in the Western Cape to address problems that he has identified. The Chairman encouraged Mr Beattie to contact Mr Swartz after the meeting with further details.

7.5 **Impact on labour of Artificial Intelligence ("IA") and Automation**

Dr Botha, the IT expert on the Board, advised that there have been instances, mostly in other parts of the world, where AI (especially automation) has replaced jobs. However, this was not seen worldwide and in most countries it provides opportunity to the lower level labour force to be upskilled instead of them losing their jobs. The SPAR Group would definitely embrace automation or AI wherever possible, as it would provide an improvement in the quality of life of the unskilled labour. The Chairman added that AI and automation was important at SPAR as it assists with the development of its people, systems and efficiencies.

7.6 **Management of conflict on interest in relation to Mr Bosman's directorship on Vinimark**

The Company Secretary advised that at the time of Mr Bosman's appointment to the Board, he had disclosed his directorships to the Nominations Committee. She read out the results from the analysis conducted, by category, of SPAR's purchases from Vinimark, EOH and AVI, and noted that these suppliers of SPAR were considered as immaterial to the Company and therefore immaterial to impact the independence of Mr Bosman. The Nominations Committee was also satisfied that Mr Bosman would not be involved with decisions relating to these contracts, as these were dealt with at an operational level.

In response to a question by an investor, all directors present confirmed that they did not have any relationship with similar food suppliers in South Africa.

7.7 **Progress on SPAR2U rollout**

Mr Swartz confirmed that the number of stores that SPAR2U had been rolled out to date was 403 out of a combined 1 900 SPAR and TOPS stores in South Africa, which was roughly 20%. SPAR2U operated one banner across all types of stores whilst majority of the competitors operated separate banners in the different LSMs. For comparison, SPAR2U was probably at 40% penetration into its higher LSM stores which was much more comparable to its peers. SPAR's ambitions for the next 12 months was to achieve a 100% coverage in the mid-to-higher LSM in all of the metros. At this stage with its coverage of 403 stores, it was there about in terms of the metros but SPAR was looking at improving SPAR2U's coverage in the secondary markets. The aim was to increase the number of stores to about 600 by the end of the 2024 calendar year.

7.8 **SAP implementation issues**

Mr Swartz read out the commentary on the matter from the Trading Update published prior to the meeting. He elaborated that one of the challenges during the initial stages of the roll out was the warehouse system (which was a subset of the broad ERP system), which was a challenge in terms of servicing the retailers. This has since then brought under control but it was not as efficient as the prior system.

Mrs Pydigadu (who was heading up the Steering Committee for the SAP change) added that the SAP warehouse system in KZN was stabilising and the distribution centre would continue to utilise this system. An RFP had been issued to investigate alternatives to SAP to be adopted for the rest of the SAP implementation. It was anticipated that all RFPs would be received by 31 March 2024, whereafter an assessment would be made on the warehouse system to proceed with going forward.

8. **TRADING UPDATE**

The Group CEO presented a brief overview of the trading statement for the 20 weeks to 16 February 2024, which had been released on SENS just prior to commencement of the meeting.

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9. **DECLARATION OF RESULTS**

The results from the voting were presented onscreen at the meeting by the meeting facilitators.

The Chairman declared that all the ordinary resolutions and special resolutions were passed by the requisite majority of shareholders present or represented by proxy.

10. **CONCLUSION**

There being no further business to discuss, the Chairman thanked all for their contribution and declared the meeting closed.

Signed as a fair reflection of the proceedings.



12 Jun, 2024 10:19:39 AM GMT+2

CHAIRMAN