



AFRICAN BANKING CORPORATION OF BOTSWANA LIMITED t/a BancABC

UIN: BW00001089931

NOTICE TO ALL SHAREHOLDERS OF BancABC

Due to the current status of the COVID19 pandemic, and related governmental orders recommending extreme social distancing, BancABC shall proceed to host a virtual annual general meeting as provided in our published AGM Notice and Agenda.

Shareholders who wish to participate in the virtual meeting should contact the transfer secretary, Grant Thornton Botswana, for dial-in details at aparna.vijay@bw.gt.com.

By order of the Directors of African Banking Corporation of Botswana Limited

22nd June 2020

For more information please contact:

Mrs. Thato Mmile

tmmile@bancabc.com

NOTICE OF 2020 ANNUAL GENERAL MEETING FOR BANCABC BOTSWANA

Notice is hereby given that a virtual Annual General Meeting of Shareholders of **AFRICAN BANKING CORPORATION OF BOTSWANA LIMITED t/a BANCABC BOTSWANA** will be held on 26th June 2020 at 0900HRS or anytime thereafter for the purpose of transacting the following business:

AGENDA


1. To receive, consider and adopt the Chairperson's report;
2. To receive, consider and adopt the Managing Director's report;
3. To receive, consider and approve the Annual Financial Statements for the year ended 31st December 2019, together with the Auditor's report herein;
4. To confirm the appointment of KPMG Botswana as Auditors for the ensuing year;
5. To approve the remuneration of the auditors, KPMG Botswana for the year ended 31st December 2019 in the amount of **BWP3,489,000.00**;
6. To approve the remuneration paid to the Directors of BancABC Botswana for the year ended 31st December 2019, in the amount of **BWP3,696,947.00**;
7. To approve interim dividend of 2.8 thebe per share;
8. To re-elect;
 - 8.1. Mr. Joshua Benjamin Galeforolwe;
 - 8.2. Mr. Boiki Matema Wabo Tema, and
 - 8.3. Mrs. Ntoti Mosetlhe;

Who all retire by rotation in accordance with section 25.9.1. of the Constitution, and who all being eligible offer themselves for re-election and have their brief profiles attached herein;

9. To note and accept the resignation of Mr. A.D. Chilisa, effective 31st March 2020;
10. To approve that the Annual Report be shared only electronically, to those who have provided email addresses;
11. To respond to questions from shareholders present;

All shareholders are entitled to attend and vote at the above-mentioned meeting and entitled to appoint a proxy to attend, speak and to vote in his/her/their stead. A proxy need not also be a Shareholder. A proxy form is available at the end of the Annual Report. Further proxy forms are available at the office of the Transfer Secretary at Grant Thornton Botswana, Acumen Park, Plot 50370, Fairgrounds, Gaborone, Botswana. All completed proxy forms must be submitted not less than 48 hours before the meeting.

BY ORDER OF THE BOARD



Ms. Thato Mmile
COMPANY SECRETARY

PROXY FORM

AFRICAN BANKING CORPORATION OF BOTSWANA LIMITED

[To be completed by Holders of Linked Units]

Please read the notes overleaf before completing this form

For use at the virtual Annual General Meeting of Unit Holders of the company to be held at on 26th June 2020 at 0900HRS.

I/We _____

(Name in block letters)

Of (address) _____

Hereby appoint _____

Or failing him/her _____

Or failing him/her, the Chairman of the meeting as my/our proxy to act for me/us at the 2020 Annual General Meeting, to vote for or against the resolutions and/or abstain from voting in respect of the Linked Units registered in my/our name in accordance with the following instruction.

NUMBER OF LINKED UNITS: _____

	For	Against	Abstain
Ordinary resolution 1			
Ordinary resolution 2			
Ordinary resolution 3			
Ordinary resolution 4			
Ordinary resolution 5			
Ordinary resolution 6			
Ordinary resolution 7			
Ordinary resolution 8	Galeforolwe <input type="checkbox"/>	Galeforolwe <input type="checkbox"/>	Galeforolwe <input type="checkbox"/>
	Tema <input type="checkbox"/>	Tema <input type="checkbox"/>	Tema <input type="checkbox"/>
	Mosetlhe <input type="checkbox"/>	Mosetlhe <input type="checkbox"/>	Mosetlhe <input type="checkbox"/>
Ordinary resolution 9			
Ordinary resolution 10			

Signed at: _____

Date: _____

Signature: _____

Assisted by (where applicable):

Each Unit Holder who is entitled to attend and vote at a General Meeting is entitled to appoint one or more persons as proxy to attend speak and vote in place of the Unit Holder at the Annual General Meeting and the proxy so appointed need not be a member of the company.

Please read notes 1 -7 below

1. A Shareholder must insert the names of two alternative proxies of the Shareholders choice in the space provided with or without deleting "Chairman of the Annual General Meeting". The person whose name appears first on the form of proxy and whose name has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorize the proxy to vote at the General Meeting as he/she deems fit in respect of the Shareholders votes exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorize the proxy to vote in favour of the resolution. A Shareholder or his/her proxy is obliged to use all the votes exercisable by the Shareholder or by his/her proxy.
3. The completion and lodging of this form will not preclude the relevant Shareholder from attending the virtual General Meeting.
4. The Chairman of the Annual General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he/she is satisfied as to the manner in which the Shareholder concerned wishes to vote.
5. An instrument of proxy shall be valid for the Annual General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
6. The authority of a person signing the form of proxy under power of attorney or on behalf of a company must be attached to the form of proxy.
7. Where Ordinary Shares are held jointly, all Shareholders must sign. A minor must be assisted by his/her guardian.