

# Notice of Meeting & Agenda

Notice is hereby given that the fourth Annual General Meeting of Shareholders of BBS Limited ("BBSL") will be held **VIA ZOOM TECHNOLOGY** and in person at Avani Conference Centre in observance of the State of Emergency Regulations against COVID-19 on **Friday 30th April 2021** starting at **09h30am** or any adjournment or postponement thereof, to: (i) consider and, if deemed fit, pass, with or without modification, the ordinary resolutions set out below, and (ii) deal with such other business as may be dealt with at the meeting.

To attend the AGM virtually, BBSL Shareholders should access the link "**BBSL 2020 Annual General Meeting Registration**" in the BBSL website for verification purposes. Upon successful verification during registration, an email with the AGM credentials will be sent to the Shareholder. On the day of the meeting, Shareholders should start logging in from 08h15am.

The physical aspect of the meeting will be attended by a maximum of 50 people.

Shareholders are also urged to consult clauses on proxies and proxy forms as outlined in the **BBSL Constitution**, a copy of which is available on the BBSL website by accessing the link "BBSL Constitution". The clauses are paraphrased in the "Notes" section of this Notice.

**Proxy Forms must be received by the Company Secretary 48 HOURS before the start of the meeting either by email at [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw), or delivered at BBSL Head Office 4th Floor (see location details in the "Notes" section below) or at any BBSL Branch across the country.**

## Ordinary Business

Ordinary resolutions ("Ordinary Resolution" means a resolution of shareholders approved by a simple majority of the votes of those Shareholders entitled to vote and voting on a question.)

Therefore, each of the ordinary resolutions number 1 to 3 requires the support of more than 50% of the votes exercised on the resolution in order to be approved.

1. To read the notice convening the meeting.

### 2. Ordinary Resolution No. 1

To accept and adopt Minutes of the 2019 Annual General Meeting held on 30 December 2020.

"Resolved that the Minutes of the BBS Limited 2019 Annual General Meeting held on 30 December 2020 be and are hereby approved".

### 3. Ordinary Resolution No.2

To accept and adopt Annual Financial Statements, Auditor's report, and the Annual Report.

"Resolved that the Audited Financial Statements of the Company, including the Independent Auditor's Report, Directors' Report and the Finance and Audit Committee's Report, for the year ended 31 December 2020, be and is hereby accepted and adopted."

#### Additional information in respect of Ordinary resolution number 2

The full set of Annual Financial Statements of the Company for the 2020 financial year are available on the BBSL website, have been emailed to Shareholders or are available on request from the Company Secretary at 3971396 or [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw)

### 4. Ordinary Resolution No.3

To re-appoint Ernst & Young as auditors for BBSL

Resolved that Ernst & Young be and is hereby appointed as the independent external auditor of BBS Limited until the conclusion of the next Annual General Meeting in accordance with section 191(1) of the Companies Act, 2009.

### 5. Update on the demutualisation of BBS

The Board will give a verbal update at the meeting on progress in respect of the demutualisation of BBS Limited.

## 6. Ordinary Resolution No.4

To elect/re-elect the following individuals by way of separate resolutions to the BBS Limited Board as per the Company's Constitution, some of whom are new nominees while others retire by rotation on 26 April 2021 in accordance with the provisions of the Company's Constitution, and being eligible for, offer themselves for re-election. The candidates are:

- 6.1. **KALYANARAMAN**, Duraiswamy (New Nominee)
- 6.2. **KAMYUKA**, James M. (Has offered himself for re-election)
- 6.3. **MOLOSIWA**, Richard (Has offered himself for re-election)
- 6.4. **MONTHE**, Kgalalelo N. (Has offered himself for re-election)
- 6.5. **MOKOTO**, Lebole (New Nominee)
- 6.6. **MZIZI**, Bernard (New Nominee)
- 6.7. **PATTERSON**, Colm (New Nominee)
- 6.8. **RAMALEPA**, Victor (New Nominee)
- 6.9. **SIWAWA-NDAI**, Pelani D. (Has offered herself for re-election)
- 6.10. **TLHAGWANE**, Michael M. (Has offered himself for re-election)

NB: Five (5) positions are to be filled with candidates receiving the highest votes amongst the ten (10) candidates being appointed to the Board. Each candidate is to be voted individually in terms of the Companies Act and the Company constitution.

\*Biographical information on the above named individuals, including the nature of their expertise, will be provided with this Notice, in the 2020 Annual Report, by email and via the BBSL website link [www.bbs.co.bw](http://www.bbs.co.bw)

## 7. Any other business

To answer any questions put forth by Shareholders in accordance with Section 97(1) of the Companies Act Cap 42:01 regarding the affairs and the business of the Company.

## 8. Chairman to close the meeting

### NOTES:

#### 1. Attendance and voting by Shareholders or Proxies

A BBSL Shareholder is entitled to attend and vote at the Annual General Meeting. Alternatively, a BBSL Shareholder may appoint a proxy to attend, participate in and vote at the meeting in the place of the Shareholder. A proxy need not be a shareholder of the company.

Voting on the ordinary and special resolutions will in the first instance be decided by voice or show of hands unless a poll is demanded pursuant to Section 67.1 of the BBS Limited Constitution. If voting is by show of hands, every Shareholder or Proxy present will have one vote, irrespective of the number of shares held in the company by the Shareholder. On a poll, every Shareholder or Proxy present shall have one vote for every share held in the company by the Shareholder.

Shareholders attending the meeting online will be required to email their ballot papers to [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw) at the time that voting will be taking place. Ballot paper will be emailed to shareholders together with other documents for the meeting. The email address and the voting process will be overseen by BBSL external auditors, Ernst & Young.

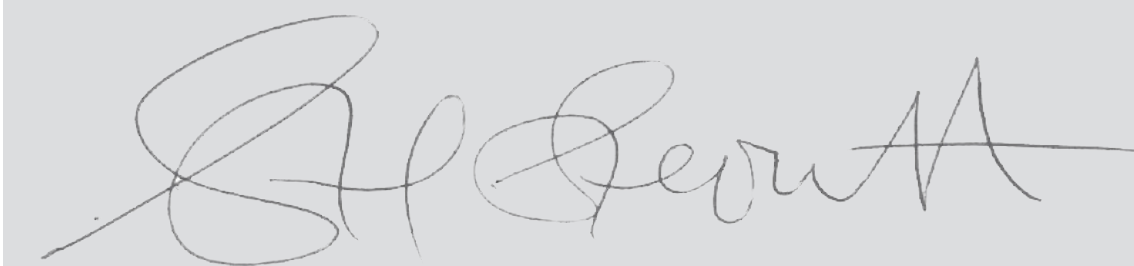
#### 2. Proof of identification

All persons, including Shareholders and Proxies, will be required to provide reasonably satisfactory identification before attending or participating in the meeting. Since this will also be a virtual meeting, Shareholders will be required to log in using their account or National Identity Card numbers.

#### 3. Form of Proxy

This Notice of the Annual General Meeting includes the form of proxy with additional notes and instructions which is attached to this Notice of the Annual General Meeting. As stated above, the Form of Proxy or other authority appointing the Proxy must be delivered to BBS Limited, Plot 13108-12, Corner of Lemmenyane and Segoditshane Roads, Broadhurst, Gaborone; posted (at the risk of the shareholder) to BBS Limited at PO Box 40029, Gaborone; or emailed to BBS Limited at [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw) and must be duly received by the Company at least 48 hours before the Annual General Meeting.

By Order of the Board.



Siphon H. Showa  
Company Secretary

