



BBS Limited

Incorporated in Botswana

Registration number **BW00001057162**

("BBSL" or the "Company" or "BBS Limited")

UPDATE TO SHAREHOLDERS: SECURING OF COURT ORDER AGAINST THE FORMER MANAGING DIRECTOR AND FORMER HEAD OF MARKETING, COMMUNICATION AND COMPANY SECRETARY

1. On 5 April 2021 the Board of Directors of BBS Limited (the "Board"), at a Board meeting duly convened and held in accordance with the BBS Limited Constitution (the "Constitution"), passed resolutions to relieve Mr Pius Komane B Molefe ("Mr Molefe") from his office as Managing Director. The Board further resolved to relieve Mr Siphon Hector Showa ("Mr Showa") from his office as Head of Marketing, Communication and Company Secretary.
2. It is trite to record that in terms of the Constitution, the business and the affairs of the Company are to be managed, directed or supervised by the Board. It follows that the Constitution vests the Board with all the powers necessary for managing the business and affairs of the Company, which powers the Board may delegate to any Director or employee of the Company. The Board is therefore entitled to revoke any management powers given to any employee of BBS Limited, including any Managing Director, as appointed from time to time. The Board is further empowered to appoint a company secretary who, in terms of the Constitution, is accountable to the Board as a whole.
3. The Board's decisions of 5 April 2021 have been reaffirmed by a round robin resolution dated 6 April 2021. These resolutions have been passed in accordance with the Constitution and are valid, binding and enforceable.
4. Owing to Messrs. Molefe and Showa's refusals to abide by the Company's decisions to terminate their contracts of employment, and the various actions that they took to advantage themselves and sideline the Board, which had the effect of creating anxiety in the market, and in the banking and financial sector amongst other consequences, the Company was constrained to approach the High Court on the utmost urgency and without notice to them in order to restore normalcy to BBS Limited operations and safeguard the very lifeblood of the Company that was being eroded.
5. The Company successfully approached the High Court of Botswana on 9 April 2021 and obtained an order interdicting Messrs. Molefe and Showa from:
 - 5.1 conducting any business or transaction(s) on behalf of BBS Limited or purporting to do so;
 - 5.2 purporting to represent BBS Limited;



- 5.3 issuing and/or publishing any statements on behalf of BBS Limited to its bankers, creditors/lenders, regulators, supervisors, professional bodies, stakeholders, including its employees and shareholders, and/or to the public at large;
- 5.4 accessing or attempting to access any premises belonging to/ leased by/ used by BBS Limited;
- 5.5 making use of or attempting to make use of any of BBS Limited property and/or equipment, including but not limited to motor vehicle(s), security access card(s), keys, cellular phone(s), computer equipment, email(s), online and social media platforms (including Facebook, Twitter, LinkedIn and Instagram), server(s), letterheads and/or stationery;
- 5.6 entering into any contracts, negotiations and/or agreements on behalf of BBS Limited;
- 5.7 interfering in any manner with the operations of BBS Limited, or of its Board, or of its employees;
- 5.8 operating BBS Limited bank accounts;
- 5.9 terminating any extant contracts with any BBS Limited employees, partners, clients, suppliers of services, and/or other stakeholders;
6. The Board wishes to advise the Company's stakeholders that any and all decisions ostensibly taken by Messrs. Molefe and Showa on behalf of BBS Limited after their dismissals have been set aside by the High Court.
7. Stakeholders are advised that the court order set out above is an interim interdict against Messrs. Molefe and Showa pending finalisation of this matter in due course.
8. The Board continues to work tirelessly to restore order to the affairs of the Company.

By order of the Board

15 April 2021

Following the announcement published by the Botswana Stock Exchange ("BSE") on 12 April 2021 and until further notice, the trading of BBSL equity securities registered on the BSE Serala OTC Board has been halted from trading with immediate effect in terms of the BSE Trading Rules. In addition, the debt securities BBS005 listed on the BSE Corporate Bonds Board have been suspended from trading.