



CONSTITUTION OF BBS BANK LIMITED

**A Company duly incorporated in accordance with the laws of the Republic of Botswana
under Company Registration Number BW00001057162**

Adopted by a Special Resolution Passed on 23 May 2024

TABLE OF CONTENTS

CLAUSE	PAGE
PART I - INTERPRETATION	6
1. OBJECTS AND POWERS OF THE COMPANY	11
2. COMPANIES ACT, BANKING ACT AND LISTING REQUIREMENTS	14
2.1 Companies Act and Banking Act	14
2.2 Incorporation of Listing Requirements	14
2.3 Compliance with the Banking Act and Listing Requirements	14
PART II - SECURITIES AND DIVIDENDS	14
3. DEBENTURES	14
4. LEGAL NATURE AND RIGHTS ATTACHING TO SHARES	14
4.1 Classes of Shares	14
4.2 Redeemable Shares	15
4.2 Ordinary Shares	15
4.3 New Shares	15
4.4 Alteration of Rights.....	15
4.5 Fraction Securities	16
4.6 Shares Issued in Electronic Form	16
4.7 Employer Share Scheme	16
5. CAPITAL	16
6. ISSUE OF NEW SECURITIES	17
6.1 Right to Issue New Securities: Board and Entitled Persons	17
6.2 Fully Paid Up Securities	18
6.3 Consideration for Issues of Shares	18
6.4 Form of Consideration	18
6.5 Bonus Issues	18
7. SHARES NOT PAID FOR IN CASH	19
8. DIRECTORS CERTIFICATE TO BE LODGED	19
9. DEEMED PAYMENT OTHER THAN FOR CASH	20
10. AMOUNT OWING ON ISSUE OF SHARES	20
11. BONUS SHARES	20
12. UNTRACEABLE SHAREHOLDERS	20
13. COMPANY PAYING UP PARTLY PAID SHARES	21
14. COMMISSION AND BROKERAGE	21
PART III - COMPANY PURCHASING ITS OWN SHARES	21
15. PURCHASE BY COMPANY OF ITS OWN SHARES	21
16. TREASURY STOCK	21
PART IV - TRANSFER OF SHARES	22
17. ENTRY IN REGISTER	22

18. SIGNED TRANSFER.....	22
19. FORM OF TRANSFER.....	22
20. BOARD'S RIGHT TO REFUSE REGISTRATION OF TRANSFER.....	22
21. SUSPENSION OF TRANSFER.....	23
22. RENUNCIATION	23
23. REGISTRATION OF TRANSFER.....	23
24. DEFAULT BY TRANSFEROR.....	23
25. TRADING ON THE BSE OVER THE COUNTER TRADING PLATFORM (OTC).....	23
PART V - SHARE REGISTER.....	23
26. MAINTENANCE OF SHARE REGISTER.....	23
27. CONTENTS OF REGISTER.....	24
28. DUTY TO SUPERVISE REGISTER.....	24
29. REGISTER PRIMA FACIE EVIDENCE.....	24
30. REGISTER EVIDENCE OF RIGHTS.....	24
31. TRUST NOT TO BE REGISTERED OR RECOGNISED.....	24
PART VI - SHARE CERTIFICATES.....	25
32. APPLICATION FOR SHARE CERTIFICATE.....	25
33. ISSUE OF CERTIFICATE.....	25
34. DEMATERIALIZED SHARES.....	25
35. TRANSMISSION.....	25
PART VII - CALLS ON SHARES.....	25
36. BOARD MAY MAKE CALLS.....	25
37. NOTICE OF CALLS.....	26
38. LIABILITY FOR CALLS.....	26
39. AGREEMENT TO DIFFERENTIATE CALLS.....	26
40. SUSPENSION OF RIGHT TO DIVIDENDS AND LIEN.....	26
41. APPLICATION OF SUSPENDED DIVIDENDS.....	27
42. LIABILITY UNDISCHARGED BY SUSPENSION OF RIGHT TO DIVIDENDS OR TRANSFER OF SHARES...27	
43. LIFTING OF SUSPENSION OF RIGHT TO DIVIDENDS.....	27
44. LIENS.....	27
45. SALE ON EXERCISE OF LIEN.....	28
PART VIII – DISTRIBUTIONS.....	28
46. SOLVENCY TEST	28
47. DECLARATION OF DIVIDENDS.....	29
48. DIVIDENDS PAYABLE PARI PASSU.....	30
49. SHARES IN LIEU OF DIVIDEND.....	30
50. FINANCIAL ASSISTANCE ON ACQUISITION OF SHARES.....	31
PART IX - SHAREHOLDERS' RIGHTS AND OBLIGATIONS STATEMENT OF SHAREHOLDERS' RIGHTS.....31	
51. ISSUE OF STATEMENT OF RIGHTS TO SHAREHOLDER.....	31
52. PART X - EXERCISE OF POWERS RESERVED TO SHAREHOLDERS.....	31
53. POWERS RESERVED TO SHAREHOLDERS.....	31

54. SPECIAL RESOLUTIONS.....	32
55. MANAGEMENT REVIEW BY SHAREHOLDERS.....	32
56. DISSENTING SHAREHOLDER MAY REQUIRE COMPANY TO PURCHASE SHARES.....	32
57. SHAREHOLDER PROPOSALS.....	33
58. LEVIES.....	34
PART XI - MEETING OF SHAREHOLDERS.....	34
59. ANNUAL MEETING.....	34
60. SPECIAL MEETINGS.....	34
61. RESOLUTION IN LIEU OF MEETING.....	34
62. CHAIRPERSON OF MEETINGS OF SHAREHOLDERS.....	35
63. SHAREHOLDERS ENTITLED TO NOTICE OF MEETINGS.....	35
64. NOTICE OF MEETING.....	35
65. CONTENTS OF NOTICE.....	36
66. IRREGULARITIES IN NOTICE.....	36
67. METHOD OF HOLDING MEETING.....	36
68. ADJOURNMENT OF MEETING.....	36
69. MINUTES.....	36
PART XII - VOTING AT MEETINGS AND PROCEDURES.....	37
70. QUORUM.....	37
71. VOTING.....	37
72. PROXIES AND REPRESENTATIVES.....	38
73. ADJOURNED MEETINGS.....	38
PART XIII - THE BOARD - POWERS AND DUTIES OF THE BOARD.....	39
74. POWERS OF THE BOARD.....	39
75. DELEGATION BY THE BOARD.....	39
76. DIRECTORS TO ACT IN GOOD FAITH.....	40
77. MAJOR TRANSACTIONS.....	40
78. BORROWING POWERS.....	41
79. PROCEEDINGS OF THE BOARD.....	42
80. CHAIRPERSON AND LEAD.....	42
81. NOTICE OF MEETING.....	42
PART XV - MEETINGS OF THE BOARD.....	42
82. QUORUM.....	43
83. VOTING.....	43
84. MINUTES.....	43
85. RESOLUTION BY ROUND ROBIN.....	43
86. CONTINUING DIRECTORS.....	43
87. OTHER PROCEEDINGS.....	44
PART XVI - MANAGING DIRECTOR.....	44
88. APPOINTMENT.....	44
89. DUTIES AND POWERS OF THE MANAGING DIRECTOR.....	44
90. TERMINATION OF APPOINTMENT.....	44

PART XVII – DIRECTORS	44
91. COMPOSITION OF BOARD OF DIRECTORS.....	44
92. APPOINTMENT AND REMOVAL BY NOTICE.....	45
93. APPOINTMENT AND REMOVAL OF DIRECTORS BY RESOLUTION.....	45
94. DISQUALIFICATION.....	46
95. SHAREHOLDING QUALIFICATION.....	46
96. RETIREMENT AND ROTATION OF DIRECTORS.....	46
PART XVIII - REMUNERATION, LOANS AND OTHER BENEFITS OF DIRECTORS	47
97. AUTHORITY TO REMUNERATE DIRECTORS.....	47
PART XIX - INTERESTED DIRECTORS	48
98. NOTICE OF INTEREST TO BE GIVEN.....	48
99. NO RIGHT OF INTERESTED DIRECTOR TO VOTE.....	48
PART XX – COMPANY SECRETARY	49
100. COMPANY SECRETARY.....	49
101. AUDITORS.....	49
102. ACCOUNTING.....	50
103. LANGUAGE.....	50
PART XXI – SERVICE	50
104. NOTICES AND SERVICE.....	50
105. TIME OF SERVICE BY WRITTEN ELECTRONIC COMMUNICATION AND FACSIMILE.....	51
106. TIME OF SERVICE BY POST.....	51
107. PROOF OF SERVICE.....	51
108. SERVICE ON JOINT HOLDERS.....	51
109. SERVICE OF REPRESENTATIVES.....	51
PART XXII – MISCELLANEOUS	51
110. EXECUTION OF DEEDS.....	51
111. WINDING UP.....	52
112. REMOVAL FROM THE REGISTER.....	52
113. INSPECTION OF RECORDS.....	52
114. INSURANCE AND INDEMNITY.....	53
115. AUTHENTICATION OF DOCUMENTS.....	53

PART I – INTERPRETATION

1. In this Constitution unless the context otherwise requires the following words and expressions have the meanings given to them in this clause:
 - 1.1. **"Act"** means the Companies Act Cap. 42:01 as amended from time to time,;
 - 1.2. **"Amalgamation"** means an act where two companies join together to form a company, which may be one of the amalgamating companies, or may be new company, as envisaged in the Act;
 - 1.3. **"Annual Meeting"** means the meeting of shareholders held pursuant to **the Act**;
 - 1.4. **"Assets"** include property of any kind, whether tangible or intangible, movable or immovable;
 - 1.5. **"Balance Sheet Date"** means such date as the Board adopts as the Company's balance sheet date;
 - 1.6. **"Banking Act"** means the Banking Act Cap 46: 04 of Botswana as amended from time to time;
 - 1.7. **"Board"** means the directors numbering not less than the required quorum acting together as the Board of directors of the Company, and if the Company has only one director, that director;
 - 1.8. **"Botswana Stock Exchange Listing Rules"** means the debt or equity listing requirements issued by the Botswana Stock Exchange from time to time;
 - 1.9. **"Call"** means a resolution of the Board pursuant to clause 41 of this Constitution requiring shareholders to pay all or part of the unpaid amount of the issue price of any shares referred to in the resolution held by the shareholder, and where the context requires means the obligation of a shareholder to meet the amount due pursuant to such a resolution;
 - 1.10. **"Chairperson"** means the chairperson of the Board elected in terms of this Constitution;

- 1.11. **"Class"** means a class of securities having attached to them identical rights, privileges, limitations and conditions, and includes or excludes securities which the Company in its discretion deems to be of or not of that class;
- 1.12. **"Company"** means BBS Bank Limited;
- 1.13. **"Constitution"** means this Constitution and it shall include any amendments made from time to time;
- 1.14. **"Day"** means a working day, that is, means a day of the week other than Saturday, Sunday or a public holiday in Botswana;
- 1.15. **"Director"** means a person appointed and continuing in office for the time being, in accordance with this Constitution, as a director of the Company;
- 1.16. **"Distribution"** means:
- 1.16.1. the direct or indirect transfer of money or property, other than the Company's own shares, by the Company to or for the benefit of a shareholder;
 - 1.16.2. the incurring of a debt by the Company to or for the benefit of a shareholder; or
 - 1.16.3. in relation to shares held by that shareholder, and whether by means of a purchase of property, the redemption or other acquisition of shares, a distribution of indebtedness or by some other means;
- 1.17. **"Dividend"** means a distribution as defined in the Act being a distribution other than a distribution to which section 66 (**acquisition of Company's own shares**) or section 76 restriction on giving (**financial assistance**) of the Act applies;
- 1.18. **"Holding Company"** has the meaning set out in **the Act**;
- 1.19. **"Interest Group"**, in relation to any action or proposal affecting rights attached to shares, means a group of shareholders:
- 1.19.1. whose affected rights are identical;
 - 1.19.2. whose rights are affected by the action or proposal in the same way; and
 - 1.19.3. who comprise the holders of one or more classes of shares.

Holders of shares in the same class may fall into two or more interest groups, and one or more interest groups may exist in relation to any action or proposal;

- 1.20. **"Interests Register"** means a register kept by the Company at its registered office pursuant to **the Act**.
- 1.21. **"Major Transaction"** means:
- 1.22.1. the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than half the value of the Company's assets before the acquisition; or
 - 1.22.2. the disposition of, or an agreement to dispose of, whether contingent or not, assets of the Company the value of which is more than half the value of the Company's assets before the disposition; or
 - 1.22.3. a transaction that has or is likely to have the effect of the Company acquiring rights or interests or incurring obligations or liabilities the value of which is more than half the value of the Company's assets before the transaction.
- 1.22. **"Managing Director"** means an officer appointed as such in terms of this Constitution.
- 1.23. **"Month"** means calendar month;
- 1.24. **"Office"** means the registered office for the time being of the Company;
- 1.25. **"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;
- 1.26. **"Ordinary Share"** means a share which confers on the holder:
- 1.26.1. the right to vote at meetings of shareholders and on a poll to cast one vote for each share held; and
 - 1.26.2. subject to the rights of any other class of shares, the right to an equal share in dividends and other distributions made by the Company; and
 - 1.26.3. subject to the rights of any other class of shares, the right to an equal share in the distribution of the surplus assets of the Company on its liquidation;
- 1.27. **"Registrar"** means the Registrar of Companies appointed pursuant to **the Act**;
- 1.28. **"Personal Representative"** means ;
- 1.28.1. in relation to a deceased shareholder, the executor (trix), administrator or trustee of the estate of that shareholder;
 - 1.28.2. in relation to a bankrupt individual shareholder, the assignee in a bankruptcy of that shareholder, and;

- 1.28.3. in relation to any other individual shareholder, a person appointed or deemed to have been appointed to administer property under either the Administration of Estates Act or the Insolvency, a manager appointed or deemed to have been appointed thereunder, and a done of an enduring power of attorney.
- 1.29. **"Representative"** means a person appointed as a proxy or representative in terms of the Constitution or a Personal Representative.
- 1.30. **"Secretary"** - means any person regardless of his or her title performing the duties or holding the office of the company secretary of the Company for the time being in terms of the Act or the transfer secretary in the event that the shares are listed on the Botswana Stock Exchange or, in the case of joint secretaries, any one of them, and the word Company Secretary shall bear the same meaning;
- 1.31. **"Securities"** has the same meaning assigned to it in the Securities Act Cap 56:08 ;
- 1.32. **"Share"** means a share in the capital of the Company the issue of and rights attaching to which are provided for by this Constitution;
- 1.33. **"Shareholder"** means a person as defined herein:
- 1.33.1. registered in the share register as the holder of one or more shares; and
- 1.33.2. until such time as his, her or its name is entered in the register, a person named as a shareholder in the application for registration of the Constitution of the Company at the time of incorporation of the Company;
- 1.34. **"Share Register"** means the share register required to be kept in accordance with the Act;
- 1.35. **"Solvency Test"** means a full enquiry into the financial state of the Company which will be satisfied if:
- 1.35.1. the Company is able to pay its debts as they become due in the normal course of business; and
- 1.35.2. the value of the Company's assets is greater than the sum of the value of its liabilities, including contingent liabilities;
- 1.35.3. For the purpose of the definition of the solvency test regard is to be had to the matters referred to in section 4 of the Act;

- 1.36. **"Special Meeting"** means a meeting called in accordance with the Act;
- 1.37. **"Special Resolution"** means a resolution of shareholders approved by a majority of 75 percent, or if a higher majority is required by this Constitution, that higher majority, of the votes of the shareholders entitled to vote and voting on the resolution;
- 1.38. **"Subsidiary"** has the meaning set out in the Act;
- 1.39. **Construction**
- 1.39.1. Words importing the singular includes the plural and vice versa.
- 1.39.2. A reference to a person includes any firm, Company or other body corporate.
- 1.39.3. Words importing one gender include the other genders.
- 1.39.4. Expressions contained in this Constitution unless expressed to the contrary, bear the same meaning as in the Act at the date on which this Constitution becomes binding on the Company.
- 1.39.5. A reference to a clause means a clause of this Constitution.
- 1.39.6. Unless the context otherwise requires, the headings in this Constitution are recorded for convenience and they shall not affect the construction of any words, phrase or term contained in this Constitution;
- 1.39.7. A reference to any statute, regulation, statutory instrument or enactment includes such statute, regulation, statutory instrument or enactment as amended or re-enacted from time to time;
- 1.39.8. Where a number of days is prescribed in this Constitution, then the same shall be reckoned exclusively of the first and inclusively of the last day, unless the last day falls on a Saturday, Sunday or public holiday in which event, the last day shall be the next working day after such Saturday, Sunday or public holiday;
- 1.39.9. where figures are expressed in numerals and in words, then the words shall prevail in the event of any conflict between the two;
- 1.39.10. Reference to the word "including" and/or "in particular" shall not be construed restrictively but generously to mean without limitation;

2. OBJECTS AND POWERS OF THE COMPANY

2.1. The Company is incorporated to conduct both within and outside Botswana, “banking business” as envisaged in the Banking Act and it shall have -

2.1.1. the full power and capacity to carry on or undertake any business or activity, to do any act which it may by law do, or to enter into any transaction; and

2.1.2. the full rights, powers and privileges that a company has in law.

2.2. Notwithstanding the objects of the Company set out herein, nothing in this Constitution shall restrict the Company from carrying on any business or activity which it may by law do or transact, including but not limited to;

2.2.1. to promote, effect, negotiate, offer for sale by tender or otherwise, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of (whether absolutely or conditionally), participate, manage or carry out, on commission or otherwise, any issue, public or private, of the securities of any company, and to lend money for the purpose of such issue;

2.2.2. to finance or assist in financing customers, clients or other persons in the acquisition, hire, lease or sale of immovable property of every kind and to finance or to assist in financing the acquisition, hire, lease or sale of movable property of every kind and the provision of services, whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise; to acquire by assignment or otherwise debts owing to any person or Company and to collect such debts, and generally to act as traders, factors, carriers, merchants or in any other capacity, and to import, export, buy, sell, let on hire, charter, barter, make advances upon, pledge or otherwise deal in movable property of every kind;

2.2.3. to acquire or lease land and to erect buildings thereon primarily required for the conduct of the company’s affairs and from time to time alienate such land or terminate or cede such lease and acquire or hire other of further land for like purposes and to let such portion of the buildings in which the business of the Company is carried on as may not be required for the purposes of the company. To buy in and dispose of immovable property mortgaged to the Company in security of debts;

2.2.4. to enter into any guarantee, bond, recognizance, contract or indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or duties by any person or Company and in particular (without prejudice to the generality of the foregoing) to guarantee, support of secure, whether by personal covenant, or by mortgaging or charging all or any part of the undertaking, property and assets, present or future, and uncalled capital of the company, or by both such methods, the performance of the obligations of and the payment of monies secured by or payable under or in respect of the securities of any Company or person, including without limitation the Company’s holding Company (if any), any subsidiary of the Company or of such holding Company or any Company otherwise

associated with Company in business, and to give and take counter guarantees and indemnities, and to receive security for the implementation of any obligation.

- 2.2.5. to carry on the business of managerial, secretarial, accountancy, consultancy, statistical and any other supervisory, executive and advisory services of whatever kind for or in relation to any person, company, property or business;
- 2.2.6. to carry on the business of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communication systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of every kind or description;
- 2.2.7. to acquire, whether by purchase, subscription, exchange, or otherwise and/or take option over and hold, exchange, deal in, sell, or otherwise dispose of or turn to account, securities of any Company or companies;
- 2.2.8. to act as commission agents, forwarding agents, travel and shipping agents, surveyors, architects, valuers, property consultants and managers, land and estate agents, insurance brokers and average adjusters, and generally to undertake all kinds of agency business;
- 2.2.9. to co-ordinate, finance and manage all or any part of the businesses and operations of any Company which is a subsidiary of or otherwise under the direct or indirect control of the Company;
- 2.2.10. to sell, exchange, mortgage, let on rent, royalty, share of profit or otherwise, improve, manage, turn to account, grant licences, servitudes, options or other rights over and in any manner deal or dispose of the undertaking, property and assets, (including uncalled capital) of the Company or any part thereof for such consideration as may be thought fit, and in particular for securities, whether fully or partly paid up, of any other company, and to hold, deal with or dispose of such consideration;
- 2.2.11. to amalgamate or enter into a partnership or any profit-sharing arrangement with and co-operate in any way with or assist or subsidise any company, and to purchase or otherwise acquire and undertake all or any part of the business, assets and liabilities of any person or company;
- 2.2.12. to invest any monies of the Company not for the time being required for the general purposes of the Company in such investments and securities (other than shares in the Company or its holding company, if any) as may be thought expedient and to hold, sell or otherwise deal with investments or securities;
- 2.2.13. to establish or promote or concur in the establishment or promotion of any company;
- 2.2.14. to procure the registration or incorporation or trading of the Company in or under the laws of any jurisdiction outside Botswana;

- 2.2.15. to seek and secure openings for the employment of capital in any part of the world, and with the view thereto to employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets, concessions, properties and rights whether in existence or contemplation;
- 2.2.16. to enter into any arrangements with any Government authority, international, supreme, municipal, local or otherwise, and to obtain any rights, concessions, and privileges from any such Government or authority to carry out, exercise and comply with any such arrangements, rights, concessions and privileges;
- 2.2.17. to take all the necessary and proper steps in the legislature or with any Government or authority, international, supreme, municipal, local or otherwise for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 2.2.18. to distribute any of the property of the Company among its members in specie;
- 2.2.19. to subscribe, donate or guarantee money for any national, charitable, benevolent, public, general, or useful objects or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members and to subscribe or donate money to any association or fund for the protection, defence or benefit of any person or companies on businesses similar to those carried on by the Company or any of its subsidiaries;
- 2.2.20. to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give, or procure the giving of donations, gratuities, bonuses, benefits, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of its holding company, or such holding company, or is allied to or associated in business with the Company or with any such subsidiary or the predecessors in business of the Company or any such other Company as aforesaid, or their respective predecessors in business and the wives, widows, families, dependants and personal representatives of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, building and housing schemes, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid, or to advance the interest and wellbeing of the Company or for such other Company as aforesaid, and to make payments for or towards for or towards the insurance of any such persons as aforesaid;
- 2.2.21. to carry on any other business or activity which may seem to the Directors capable of being advantageously carried on in connection or conjunction with or as ancillary to any of the foregoing businesses or which the Directors may consider expedient with a view to rendering profitable or more profitable or enhancing directly or indirectly the value of the Company's undertaking or any of its property or assets; and

- 2.2.22. to do all or any of the foregoing things in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, subsidiary and associated companies or otherwise, and either alone or in conjunction with others.

3. COMPANIES ACT, BANKING ACT AND LISTING REQUIREMENTS

3.1. Companies Act and Banking Act

The Company, the Board, each Director and each Shareholder of the Company have the rights, powers, duties and obligations set out in the Companies Act and/or Banking Act except to the extent that, as permitted by the Act and the Banking Act, they are negated or modified by this Constitution.

3.2. Incorporation of Listing Requirements

Should any provisions of the Listing Requirements be required to be contained or incorporated by reference in this Constitution, as modified by any ruling of the Securities Exchange relevant to the Company, then such provisions will be deemed to be incorporated in this Constitution and have the same effect as though they were set out in full with any necessary modification.

3.3. Compliance with the Banking Act and Listing Requirements

Should there be any provision in this Constitution that is inconsistent with the Banking Act, or with the Listing Requirements relevant to the Company whilst the Company is listed, then the Banking Act and/or the Listing Requirements shall prevail.

PART II : SECURITIES AND DIVIDENDS

4. DEBENTURES

Subject to the provisions of the Act, the Banking Act and the Listing Requirements, the Company may issue debentures, notes or bonds at such value, of such class and issued at such a value, discount or at such a premium upon such terms as to:

- 4.1. conversion, surrender, redemption and drawings;
- 4.2. interest and the payment thereof;
- 4.3. attending and voting at general meetings and appointment of director, and;
- 4.4. allotment or linkage to shares or stock, as the Board may in its discretion deem fit.

5. LEGAL NATURE AND RIGHTS ATTACHING TO SHARES

5.1. Classes of Shares

Different classes of shares may, subject to the Act be issued including without limitation shares which:

- 5.1.1. are ordinary; or

- 5.1.2. are redeemable within the meaning of section 72 of the Act; or
- 5.1.3. confer preferential rights to distributions of capital or income; or
- 5.1.4. confer special, limited, or conditional voting rights; or
- 5.1.5. do not confer voting rights

5.2. **Redeemable Shares**

The Company has the power to redeem a redeemable share:

- 5.2.1. at the option of the Company; or
- 5.2.2. at the option of the holder of the share; or
- 5.2.3. on a date specified in this Constitution;

for a consideration that is specified or to be calculated by reference to a formula or required to be fixed by a suitably qualified person who is not associated with or interested in the Company.

5.3. **Ordinary Shares**

Each ordinary share in the Company, as at the date of adoption of this Constitution confers on the holder the following rights (in addition to the rights set out elsewhere in this Constitution):

- 5.3.1. subject to the rights of holders of any shares or other Securities which confer special rights as to dividends, the right to an equal share in dividends authorised by the Board; and
- 5.3.2. subject to the rights of holders of any shares or other Securities which confer special rights as to surplus assets, the right to an equal share in the distribution of surplus assets of the Company.

5.4. **New Shares**

Shares in the Company (including different classes of shares) may be issued which have any one or more of the following features:

- 5.4.1. rank equally with, or in priority to, existing shares in the Company; or
- 5.4.2. have deferred, preferred or other special rights or restrictions, whether as to voting rights or distributions or otherwise; or
- 5.4.3. confer preferential rights to distributions of capital or income; or
- 5.4.4. confer special, limited or conditional voting rights; or
- 5.4.5. do not confer voting rights; or
- 5.4.6. are redeemable in accordance with section 72 of the Act; or
- 5.4.7. are convertible.

5.5. **Alteration of Rights**

The issue by the Company of any further shares or Securities which rank equally with, or in priority to, any existing shares or Securities, whether as to voting rights or distributions, shall:

- 5.5.1. be permitted (subject to clause 6); and
- 5.5.2. not be deemed to be action affecting the rights attached to those existing shares or Securities.

5.6. **Fraction Securities**

Should there be a fraction of a security, that fraction will not be issued to the shareholder(s) or security holder and it will be paid out in cash for the benefit of the shareholder or security holder.

5.7. **Shares Issued in Electronic Form**

If the Company is Listed, all shares issued by the Company shall be issued in electronic form in accordance with the rules of the Central Securities Depository Botswana (CSDB).

5.8. **Employee Share Scheme**

5.8.1 The shareholders in a general meeting may by ordinary resolution approve the establishment of a scheme whereby employees of the Company, and/ or a subsidiary, and/ or an associated company may be granted, awarded or given opportunity to subscribe for or acquire shares in the Company and doing so determine (i) the category of employees who may benefit under the scheme, (ii) the percentage of the entire issued share capital of the Company which can be reserved for and subsequently utilised for such scheme, (iii) the maximum number of shares that may be held by one employee pursuant to the scheme and (iv) the authority of the Board to promulgate rules for operation of the scheme. Any amendment to the scheme that would alter or vary the category of employees entitled to participate therein, the percentage of the entire issued share capital of the Company which may be reserved for or utilized for the scheme, the percentage of the entire issued share capital of the Company that may be held by one employee pursuant to the scheme and the authority of the Board to promulgate rules of the scheme shall be subject to approval by the Shareholders at a general meeting.

5.8.2 Any new issue shares in respect of the scheme shall be approved by shareholders in a general meeting and by ordinary resolution.

6. **CAPITAL**

The Company shall have the power to and it may in accordance with this Constitution, and subject to the restrictions of the Act, the Banking Act and the Listing Requirements:

- 6.1. purchase or otherwise acquire shares issued by it from one or more shareholders;
- 6.2. purchase or otherwise acquire securities from one or more holders;
- 6.3. increase, reduce or otherwise alter its capital;

- 6.4. hold any shares or other securities so purchased or acquired;
- 6.5. redeem any redeemable shares or other securities held by one or more holders;
- 6.6. convert its securities into any other class of security;
- 6.7. cancel its securities;
- 6.8. consolidate and divide the securities of any class in proportion to those securities in that class;
- 6.9. subdivide the securities of any class in proportion to those securities in that class.
- 6.10. increase its stated capital constituted by shares of no par value by transferring reserves or profits to the stated capital, with or without a distribution of shares.
- 6.11. the directors may from time to time, and by resolution in compliance with the Act, the Banking Act and Listing Requirements increase the company's stated capital by such sum divided into shares of such amount, or as the case may be and where applicable, the company may increase the number of its shares to such number as the resolution of the board shall prescribe.
- 6.12. subject to the Act, the Banking Act and this Constitution, the company may by a special resolution reduce its stated capital, and any capital redemption fund out of capital in any manner whatsoever, including but not limited to payment in cash or in specie in the manner contemplated under section 59 of the Act.

7. ISSUE OF NEW SECURITIES

7.1. Right to Issue New Securities: Board and Entitled Persons

- 7.1.1. Subject to clause 6 of this Constitution, the Board in accordance with the Act may from time to time issue ordinary shares, and any other shares or securities provided for by this Constitution, to any person at any time and in any number it considers appropriate.
- 7.1.2. A share is issued when the name of the shareholder is entered as the holder on the register.
- 7.1.3. **Section 52 of the Act** (which deals with the issue of additional shares pro rata to existing shareholders in accordance with their shareholding) applies to any issue of shares by the Board.
- 7.1.4. If all entitled persons have agreed or concur, shares may be issued otherwise than in accordance with sections 50, 52 or 53 of the Act.
- 7.1.5. The Board shall issue shares in accordance with this provision subject to any limitations imposed by this Constitution and/or the Banking Act..
- 7.1.6. The tradability of the shares will similarly be subject to the same limitations imposed by the Act as read with the Listing Requirements.

7.1.7. Should the Board determine to issue securities with different rights to ordinary shares, then an ordinary resolution of the shareholders shall be obtained for such issuance.

7.1.8. The shareholders may by ordinary resolution authorise the directors to issue securities, shares and/or give options to subscribe for unissued shares, that is to say, shares in the capital of the Company which arise as a result of an increase in the stated capital of the Company and which are unissued, or shares that form part of the existent stated capital but unissued.

7.1.9. The company shall not, without the written approval of Bank of Botswana allocate, award or re-arrange its shares in a way that any new shareholder acquires a shareholding in the bank, that gives the new shareholder five percent (5%) or more of the voting rights or power in the company or such other requirement prescribed by the Banking Act.

7.2. **Fully Paid Up Securities**

All securities issued by the Company shall be issued against consideration in cash or kind but fully paid up.

7.3. **Consideration for Issue of Shares**

7.3.1. Subject to clause 7 of this Constitution before the Board issues shares it must:

7.3.1.1. determine the amount of the consideration for which the shares will be issued and the terms on which they will be issued; and

7.3.1.2. resolve that, in its opinion, the consideration for the shares and the terms of the issue are fair and reasonable to the Company and to all existing shareholders.

7.3.2. Clause 7.3.1 of this Constitution does not apply to:

7.3.2.1. the issue of shares that are fully paid up from the reserves of the Company to all shareholders of the same class in proportion to the number of shares held by each such shareholder;

7.3.2.2. the consolidation and division of the shares or any class of shares in proportion to those shares or the shares in that class;

7.3.2.3. the subdivision of shares or any class of shares in proportion to those shares or the shares in that class; and

7.3.2.4. the issue of shares on the conversion of any convertible securities or the exercise of any option to acquire shares in the Company.

7.4. **Form of Consideration**

The consideration for which shares are issued may take any form and may be cash, promissory notes, contracts for future services, real or personal property, or other securities of the Company.

7.5. **Bonus Issues**

Subject to this Constitution, the Board may resolve to apply any amount that is available for distribution to the shareholders either;

7.5.1. in paying up in full shares or other securities of the Company to be issued as fully paid to;

7.5.1.1. the shareholders who would be entitled to that amount if it were distributed by way of dividend, and in the same proportions; and

7.5.1.2. if applicable, the holders of any other securities of the Company who are entitled by the terms of issue of those securities to participate in bonus issues by the Company, whether at the time the bonus issue is made to the shareholders, or at some time in due course, in accordance with their respective entitlements; or

7.5.2. in paying up any amount which is unpaid on any shares held by the shareholders referred to above, or partly in one way and partly in the other.

8. **SHARES NOT PAID FOR IN CASH**

8.1. Shares shall be deemed not to have been paid for in cash except to the extent that the Company has actually received cash in payment of the shares at the time of or subsequently to the agreement to issue the shares.

8.2. Before shares are credited as fully or partly paid up other than for cash, the Board must:

8.2.1. determine the reasonable present cash value of the consideration; and

8.2.2. resolve that, in its opinion, the present cash value of the consideration is fair and reasonable to the Company and to all existing shareholders, and the present cash value of the consideration is not less than the amount to be credited in respect of the shares.

9. **DIRECTORS' CERTIFICATE ON CONSIDERATION FOR ISSUE**

The directors who vote in favour of a resolution required under clause 8.2 of this Constitution to issue shares must sign a certificate:

9.1. stating the consideration for, and the terms of, the issue; and

9.2. describing the consideration in sufficient detail to identify it; and

9.3. where a present cash value has been determined in accordance with clause 8.2.1, stating that value and the basis for assessing it; and

- 9.4. stating that, in their opinion, the consideration for and terms of issue are fair and reasonable to the Company and to all existing shareholders; and
- 9.5. if the shares are to be issued other than for cash payable on issue, stating that, in their opinion, the present cash value of the consideration to be provided for the issue of the shares is not less than the amount to be credited for the issue of shares.

10. DIRECTORS CERTIFICATE TO BE LODGED

A copy of the directors' certificate given in respect of the consideration for the issue of shares must be filed with the Registrar for registration within 10 working days after the certificate is given.

11. DEEMED PAYMENT OTHER THAN FOR CASH

For the purposes of this Constitution, shares that are or are to be credited as paid up, whether wholly or partly, as part of an arrangement that involves the transfer of property or the provision of services and an exchange of cash or other negotiable instruments, whether simultaneously or not, must be treated as paid up other than in cash to the value of the property or services.

12. AMOUNT OWING ON ISSUE OF SHARES

Where money or other consideration is due to the Company on shares in accordance with their terms of issue such an amount does not comprise a call and no notice is required to be given to the holder or other person liable under the terms of issue in order for the Company to enforce payment of the amount due.

13. BONUS SHARES

Subject to the provisions of the Act, the Board may authorise the allotment to shareholders of shares issued as fully or partly paid up from the assets of the Company.

14. UNTRACEABLE SHAREHOLDERS

- 14.1. The Company may redeem, reclaim, cause to be forfeited or otherwise sell the share of a shareholder or of a person entitled thereto if;
- 14.1.1. for a period of twelve (12) months after the issuance of the shares, including bonus shares, the shareholder has not claimed and/or caused to be transferred into their names the shares;
- 14.1.2. on expiry of the period set out in the notice given by the Company by public notice, or advertisement in a newspaper of national circulation or which circulates in the area of the last known address of the holder, or through X-News platform of the Botswana Stock Exchange or, through such other available public media platforms, calling upon the shareholder (s) to claim the shares or cause their registration, and of the intention by the Company to reclaim, cause to be forfeited or sell the share;

- 14.1.3. the Company has not, during a succeeding period of three (3) months after the date of expiry of the notice, and before the power to reclaim, cause to be forfeited or sell the shares is exercised, received communication from the holder of the share.
- 14.2. Where a power to reclaim, forfeit or for sale is exercisable over a share pursuant to clause 14 of this Constitution, the Company may at the same time also reclaim, cause to be forfeited or sell any additional or bonus share issued;
- 14.3. To give effect to a reclaim, forfeiture or sale pursuant to this clause 14, the Board may authorise the Managing Director or other Officer of the Company or such other appropriate person to transfer or cause to be transferred the share in the name and on behalf of the holder, to the Company, or to the purchaser if there is a purchaser.
- 14.4. The Company shall not be indebted to the shareholder for the reclaim, forfeiture or sale of bonus shares.
- 14.5. Where the Company sells the share of a shareholder or any person entitled to, then such should be done at the best price reasonably obtainable at the time of sale. This clause shall not apply to bonus shares whose issuance was not subject to any financial consideration.
- 14.5.1. The Company shall be indebted to the Shareholder for the net proceeds of the sale, and it shall carry any amount received on sale to a separate account. The Company will be deemed to be a debtor and not a trustee with respect to that amount for the shareholder. Any amount carried to the separate account may either be employed in the business of the Company or invested as the Board may think fit. No interest shall be payable on that amount and the Company shall not be required to account for the benefit earned on it.

15. COMPANY PAYING UP PARTLY PAID SHARES

Subject to the Company being able to meet the solvency test immediately after the distribution, the Board may authorise payment from the assets of the Company of any amount unpaid on shares already issued by the Company.

16. COMMISSION AND BROKERAGE

The Company may pay commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any securities in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any securities in the Company at any rate not exceeding five per centum (5%) of the price at which the said securities are issued. Such commission may be satisfied by payment in cash or by the allotment of securities, or partly in one way and partly in the other as shall be authorised or sanctioned by the Company at a General Meeting. The Company may also on any issue of shares pay such brokerage as may be lawful.

PART III - COMPANY PURCHASING ITS OWN SHARES

17. PURCHASE BY COMPANY OF ITS OWN SHARES

- 17.1. The Company may, in accordance with and subject to the provisions of the Act, with the approval of the Board purchase or otherwise acquire and hold its own shares and, offer to acquire its own shares;
- 17.2. The Board may purchase or otherwise acquire shares issued by the Company from such shareholders and in such numbers or proportions as it thinks fit and on terms and conditions which it considers to be in the interest of the Company.

18. TREASURY STOCK

Shares acquired by the Company under this Constitution may be held by the Company in accordance with section 69 of the Act.

PART IV : TRANSFER OF SHARES

19. ENTRY IN REGISTER

Subject to this Constitution, shares may be transferred by entry of the name of the transferee in the register in accordance with the share transfer system applicable to the trading of the securities from time to time.

20. SIGNED TRANSFER

A form of transfer signed by the present holder of the shares or the holder's personal representative must be delivered to the Company or to any agent of the Company who maintains the register for the purpose of transferring shares.

21. FORM OF TRANSFER

- 21.1. The form of transfer may be in the form set out in Act or in any usual or common form, or any other form approved by the Board.
- 21.2. The form of transfer must be signed by the transferee if registration as holder of the shares imposes a liability to the Company on the transferee.

22. BOARD'S RIGHT TO REFUSE REGISTRATION OF TRANSFER

- 22.1. The Board may, within 30 working days of the receipt of a transfer of shares by the Company, refuse or delay the registration of the transfer if:
- 22.1.1. the holder of the shares has failed to pay an amount due to the Company in respect of those shares; or
- 22.1.2. the Board considers that to effect the transfer would result in a breach of this Constitution, the Act or any other law or regulations; or

- 22.1.3. the Board considers that it is not in the best interests of the Company to register the transfer; or
- 22.1.4. clause 38 (**transfer to be accompanied by certificate**) of this Constitution has not been complied with, or the share transfer has not been properly executed or does not comply with clauses 20 (**signed transfer**) and 21 (**form of transfer**) of this Constitution.
- 22.1.5. the transferor will not exceed any limitation imposed by Banking Act or any other law applicable to the Company.
- 22.1.6. the transfer is not accompanied by evidence as the Board may reasonably require to demonstrate the right to make the share transfer.
- 22.2. Any resolution of the Board to refuse or delay the registration of a transfer of shares must set out in full the reason under clause 22.1 of this Constitution for doing so, and must be sent to the transferor and transferee within five (5) working days of the date of the resolution.

23. SUSPENSION OF TRANSFER

The registration of transfer of securities of any class, may be suspended at such times, periods (not exceeding 30 days in any year) and conditions as the Board may determine.

24. RENUNCIATION

Nothing shall in this Constitution preclude the Board from allowing the issuance of any securities to be renounced by the person to whom the security was to be issued. The renunciation shall be deemed to be a transfer in terms of this Constitution and the Board shall have the same powers of refusing to give effect to it as if the renunciation were a transfer.

25. REGISTRATION OF TRANSFER

Subject to clauses 21 (**form of transfer**) and 22 (**Board's right to refuse registration of transfer**) of this Constitution, on receipt of a duly completed form of transfer the Company must enter the name of the transferee on the register as holder of the shares, unless the Board has resolved in accordance with clause 22 to refuse or delay the registration of the transfer of the shares.

26. DEFAULT BY TRANSFEROR

- 26.1. If a proposing transferor, after becoming bound to transfer the shares, defaults in transferring the shares, any director or officer of the company, or transfer secretary may execute a transfer of the share on behalf of the proposing transferor, and the Company may receive the purchase money and cause the name of the purchasing shareholder to be entered in the register as the holder of the shares.
- 26.2. The Company will hold the purchase money (subject to any lien in favour of the Company) in trust for the proposing transferor and it shall not bear any interest. The receipt of the Company for the purchase money will be a good discharge to the purchasing shareholder.

27. TRADING ON THE BOTSWANA STOCK EXCHANGE COUNTERS

The provisions relating to the transfer of shares set out in this Constitution shall be subject to any requirements of the Botswana Stock Exchange, pertaining to electronic transfer of securities, if the shares are traded on any platform, of the Botswana Stock Exchange.

PART V : SHARE REGISTER

28. MAINTENANCE OF SHARE REGISTER

- 28.1. The Company shall maintain a share register which records all shares issued by the Company and may state any restrictions or limitations on their transfer subject to the Act, and where any document that contains the restrictions or limitations may be inspected.
- 28.2. The Company may appoint a transfer secretary and/or agent to maintain the share register.

29. CONTENTS OF REGISTER

The share register must state, with respect to each class of shares:

- 29.1. the names, alphabetically arranged, and the latest known address of each person who is, a shareholder; and
- 29.2. the number of shares and the class of shares held by each shareholder and
- 29.3. the date of any:
- 29.3.1. issue of shares to; or
- 29.3.2. transfer of shares by or to each shareholder, and in relation to the transfer, the name of the person to or from whom the shares were transferred.

30. DUTY TO SUPERVISE REGISTER

It is the duty of the Secretary to take reasonable steps to ensure that the register is properly kept and that share transfers are promptly entered in it in accordance with this Constitution.

31. REGISTER PRIMA FACIE EVIDENCE

Subject to section 87 of the Act (power of court to rectify register) the entry of the name of a person in the register as holder of a share is prima facie evidence that the legal title to the share is vested in that person.

32. REGISTER EVIDENCE OF RIGHTS

The Company may treat the registered holder of a share as the only person entitled to:

- 32.1. exercise the right to vote attaching to the share; and
- 32.2. receive notices in respect of the share; and
- 32.3. receive a distribution in respect of the share; and

32.4. exercise the other rights and powers attaching to the share.

33. TRUST NOT TO BE REGISTERED OR RECOGNISED

33.1. No notice of a trust, whether express, implied, or constructive, may be entered on the register.

33.2. Except as required by law, no person will be recognised by the Company as holding any share upon trust, or holding any interest in a share whether equitable, contingent, future or partial except the absolute legal right to the entirety of the share vested in the registered holder.

33.3. The registration of a trustee, executor or administrator as a personal representative of a former shareholder does not constitute notice of a trust.

PART VI : SHARE CERTIFICATES

34. APPLICATION FOR SHARE CERTIFICATE

The shares of the company are dematerialised and shareholders may apply to the Company and the BSE for an electronic statement relating to the shareholders shares.

35. ISSUE OF CERTIFICATE

35.1. On receipt of an application for a share certificate under clause 34 of this Constitution, and should the shares not be dematerialised, the Company must, within 20 working days after receiving the application, send to the shareholder a certificate stating the name of the Company, and the class and number of shares represented by the certificate.

35.2. If the application relates to some but not all of the shareholder's shares the Company must, within 20 working days after receiving the application, separate the shares shown in the register as owned by the applicant into separate parcels; one parcel being the shares to which the share certificate relates, and the other parcel being any remaining shares.

36. DEMATERIALISED SHARES

If the shares are traded on the Botswana Stock Exchange, no share certificate or other document of title shall be issued to any shareholder in respect of any or all the Shares of each class held by him or her. The rules of the Botswana Stock Exchange pertaining to evidence of the title in respect of such share(s) shall be applicable.

37. TRANSMISSION

In the event of the death of a shareholder, the survivor, where the deceased was a joint holder, or the legal personal representative of the deceased, where the deceased was a sole holder (whichever may be the case), will be the only persons recognised by the Company as having any title to the deceased's interest in the shares. Nothing contained in this clause 36 will release the estate of a deceased joint

holder from any liability in respect of any share which had been jointly held by the deceased with other persons.

PART VII : CALL ON SHARES

38. BOARD MAY MAKE CALLS

Subject to the terms of issue of any shares, the Board may resolve to require the holders of unpaid or partly paid shares to pay all or part of the amount unpaid on the shares. The terms of the resolution of the Board will constitute the terms of the obligation to pay the call including payment by instalments. The call may be revoked or postponed at any time by the Board.

39. NOTICE OF CALLS

- 39.1. Subject to the terms of issue of any class of shares and to clause 43 of this Constitution (**Solvency test**), unless all the holders of a class of shares subject to a call unanimously agree, a call or the postponement or revocation of a call will apply to all the holders of shares of the class equally.
- 39.2. Notice of the call must be given to the shareholders at the time of the call, or to a subsequent holder. Failure to give notice to a shareholder will not invalidate a call but it will not be payable by that shareholder until the notice has been served on the shareholder.
- 39.3. Notice of a call sent by post to a shareholder to the address recorded in the register as the address of the shareholder will be deemed to have been received by the shareholder 7 days following the date of the posting of the notice. Where any notice is sent by email, public notice (whether print or electronic) or X-News it shall be deemed to have been received, unless the contrary is proved, on the day of transmission, provided such date is a business day or otherwise on the next following business day. Where the notice is delivered by hand, it shall be deemed to have been received, on the date of delivery.

40. LIABILITY FOR CALLS

- 40.1. The joint holders of shares are jointly and severally liable to pay all calls in respect of the shares.
- 40.2. If a call is not paid before or on the day appointed for payment the person from whom the sum is due will be liable to pay interest on the sum from the day appointed for payment to the time of actual payment at such rate as the Board determines either at the time of the call or subsequently.
- 40.3. The liability for a call which has become due and payable attaches to the shareholder for the time being recorded in the register and not a prior shareholder, notwithstanding that at the date of the call, or the date the call fell due for payment, another person was the shareholder or that the notice of the call was served on the previous and not the current shareholder.
- 40.4. Following registration in the register of a change of ownership of shares in respect of which a call has been made, a notice of the call is not required to be served on the new shareholder.

41. AGREEMENT TO DIFFERENTIATE CALLS

The Board may, on the issue of shares, by agreement with the shareholders concerned, differentiate between the shareholders of the same class as to the amount to be paid on the shares and the times of payment.

42. SUSPENSION OF RIGHTS TO DIVIDEND AND LIEN

42.1. If a shareholder fails to pay any call or instalment of a call on the day appointed for payment, the Board may, at any time after that date, while any part of the call or instalment payable by the shareholder remains unpaid, serve a notice in writing on the shareholder requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

42.2. The notice must state a further date (not earlier than the expiration of 5 days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that, in the event of non-payment at or before the time appointed, the right to dividends in respect of the shares subject to the call will be suspended.

43. APPLICATION OF SUSPENDED DIVIDENDS

43.1. All dividends which would have been payable in respect of shares which are subject to a suspension of the right to dividends must be withheld and applied by the Company to reduce the amount owing under the call.

43.2. The amount owing under the call, for the purposes of clauses 44 and 45 of this Constitution, may include any interest which may have accrued and all expenses which may have been incurred by the Company by reason of non-payment by the shareholder under the call.

44. LIABILITY NOT DISCHARGED BY SUSPENSION OF RIGHT TO DIVIDENDS OR TRANSFER OF SHARES

A shareholder whose shares are the subject of a suspension of the right to dividends remains liable to the Company for all money owing under the call, and that liability is not extinguished by a transfer of the shares subject to the suspension to a third party.

45. LIFTING OF SUSPENSION OF RIGHT TO DIVIDENDS

When the total dividends withheld and applied under this Constitution equal the total amount owing under the call, including amounts owing under clause 44 of this Constitution, or when the shares are transferred to a third party, the suspension of the right to dividends will be lifted and all rights to be paid dividends on the shares will resume.

46. LIENS

46.1. The Company has a first and paramount lien upon every share registered in the name of a shareholder (whether solely or jointly with others) and upon the proceeds of sale of those shares, for all money (whether presently payable or not) payable in respect of shares held by the shareholder, and for all other money presently payable by the shareholder to the Company on any account whatever, and also for such

amounts (if any) as the Company may be called upon to pay under any statute or regulation in respect of shares of a deceased person or other shareholder, whether the period for the payment, fulfilment or discharge respectively has actually arrived or not.

- 46.2. It is recorded that prior to the conversion of the Company from a society regulated under the Building Societies Act, some members of the society held shares in the then Society which were subject to security interest in favour of the Society, as security for loans obtained by such members from the society. For the avoidance of doubt, the shares issued to such shareholders in the Company in consideration for shares previously held in the society are issued subject to a first and paramount lien envisaged in clause 46.1, in favour of the Company which shall subsist until such time that such shareholder's indebtedness to the Company has been discharged in full.
- 46.3. The lien extends to all dividends from time to time declared in respect of the shares.

47. SALE ON EXERCISE OF LIEN

- 47.1. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale may be made unless a sum in respect of which the lien exists is due and payable, nor until the expiration of 14 days after a notice in writing, which states and demands payment of the amount due and payable in respect of which the lien exists, has been given to the registered shareholder for the time being or the person entitled to that share by reason of the registered shareholder's death or bankruptcy.
- 47.2. The net proceeds of the sale of any shares sold for the purpose of enforcing a lien is to be applied in or towards satisfaction of any unpaid calls, instalments or any other money payable by the shareholder in respect of which the lien existed. The residue, if any, is to be paid to the former shareholder.
- 47.3. A certificate signed by a director stating that the right to sell provided in this clause 46 of this Constitution has arisen and is exercisable by the Company under the Constitution will be conclusive evidence of the facts stated in the certificate.
- 47.4. In order to give effect to any sale enforcing the lien in the exercise of the powers given to it under clause 47.1 of this Constitution the Board may authorise any person to execute a transfer of the shares to the purchaser. The purchaser will be registered as the shareholder of the shares which are transferred, and will not be bound to see to the application of the purchase money.
- 47.5. The purchaser's title to the shares will not be affected by any irregularity or invalidity in the proceedings in reference to the sale. The remedy of any person aggrieved by the sale will be against the Company exclusively and shall not include consequential damages.
- 47.6. If the certificate for the shares is not delivered up to the Company, the Board may issue a new certificate distinguishing it as the Board thinks fit from the certificate not delivered up.

PART VIII : DISTRIBUTIONS

48. SOLVENCY TEST

- 48.1. The Board may authorise a distribution by the Company at a time, and of an amount, and to any shareholders, it thinks fit if it is satisfied on reasonable grounds that the Company will, immediately after the distribution, satisfy the solvency test.
- 48.2. The directors who vote in favour of a distribution must sign a certificate stating that in their opinion the Company will, immediately after the distribution, satisfy the solvency test.

49. DECLARATION OF DIVIDENDS

- 49.1. Subject to the consent of any bankers or third party financiers providing funds to the Company (to the extent required and other than from any of the shareholders who have provided shareholder loans to the Company), the Board shall decide on the recommendation of the Managing Director a percentage of the Company's annual net profits that will be made available for distribution to its shareholders as dividends in proportion to their shareholding in the Company which net profits will be calculated after full provision has been made for:
- 49.1.1. the Company's estimated current liabilities for that financial year;
- 49.1.2. all such provisions as the Board in consultation with the Company's auditors may deem prudent.
- 49.1.3. necessary regulatory approvals under the Banking Act or any other law.
- 49.2. After all external liabilities and the shareholders loans have been repaid in full, the Company's policy concerning the declaration and the payment of dividends will be determined from time to time by the Board.
- 49.3. All dividends shall be authorised by the Board pursuant to section 60 of the Act with the approval of an ordinary resolution of shareholders, provided that the Board may make payment of an interim dividend where this appears to be justified by the profits of the Company and provided the solvency test is satisfied in accordance with clause 48 of this Constitution;
- 49.4. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
- 49.5. The directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by such member to the Company on account of calls or otherwise in relation to the shares of the Company.
- 49.6. No dividend shall bear interest against the Company.
- 49.7. Any dividend, interest, or other money payable in cash in respect of shares may be paid electronically, or by postal or money order sent through the post directed to the registered address of the holder, or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the

share register, or to such person and to such address as the holder or joint holders may in writing direct. Every such postal or money order shall be made payable to the order of the person to whom it is sent.

- 49.8. Any one of the two or more joint holders may give effectual receipts for any dividends, bonuses or other money payable in respect of the shares held by them as joint holders.

- 49.9. All dividends unclaimed for a period not less than three years from the date of which the dividends became payable may be declared to be forfeited by the Board for the benefit of the Company. In the event of a resolution being passed providing for the Company to be wound up, such resolution may provide that any dividends unclaimed for a period of not less than three years from the date on which the dividends became payable and not previously forfeited may be forfeited by the Board for the benefit of the Company. Monies other than dividends due to shareholders will be held in trust by the Company indefinitely until lawfully claimed by the shareholders.

50. DIVIDENDS PAYABLE PARI PASSU

- 50.1. The Board may not authorise a dividend:

50.1.1. in respect of some but not all the shares in a class; or

50.1.2. that is of a greater value per share in respect of some shares of a class than it is in respect of other shares in that class;

unless the amount of the dividend in respect of a share of that class is in proportion to the amount paid to the Company in satisfaction of the liability of the shareholder under the Constitution of the Company or under the terms of issue of the share.

- 50.2. If all the shareholders of the same class have agreed or concur in writing, a dividend may be authorised otherwise than in accordance with clause 49 of this Constitution.

51. SHARES IN LIEU OF DIVIDEND

- 51.1. The Board may issue shares to any shareholders who have agreed to accept the issue of shares, wholly or partly, in lieu of a proposed dividend or proposed future dividends if:

51.1.1. the right to receive shares, wholly or partly, in lieu of the proposed dividend or proposed future dividends has been offered to all shareholders of the same class on the same terms that would, if those shareholders agreed to receive the shares, maintain the existing voting or distribution rights, or both, of those shareholders; and

51.1.2. the number of shares issued to each shareholder is in the same proportion as the number issued to all shareholders in that class who agree to receive the shares; and

51.1.3. the shareholders to whom the right is offered are afforded a reasonable opportunity of accepting it; and

51.1.4. the shares issued to each shareholder are issued on the same terms and subject to the same rights as the shares issued to all shareholders in that class who agree to receive the shares.

52. FINANCIAL ASSISTANCE ON ACQUISITION OF SHARES

The Company may not, save in accordance with the provisions of Section 76 of the Act, give financial assistance to a person for the purpose of, or in connection with, the purchase of a share issued or to be issued by the Company, whether directly or indirectly.

PART IX : SHAREHOLDERS' RIGHTS AND OBLIGATIONS; STATEMENT OF SHAREHOLDERS' RIGHTS

53. ISSUE OF STATEMENT OF RIGHTS TO SHAREHOLDER

53.1. If the shares are not traded on any stock exchange, the Company must issue to a shareholder, on request, a statement that sets out:

53.1.1. the class of shares held by the shareholder, the total number of shares of that class issued by the Company, and the number of shares of that class held by the shareholder; and

53.1.2. the rights, privileges, conditions, and limitations, including restrictions on transfer, attaching to the shares held by the shareholder; and

53.1.3. the relationship of the shares held by the shareholder to other classes of shares.

53.2. The Company is not obliged to provide a shareholder with a statement pursuant to clause 52.1 if:

53.2.1. a statement has been provided within the previous six months; and

53.2.2. the shareholder has not acquired or disposed of shares since the previous statement was provided; and

53.2.3. the rights attached to shares of the Company have not been altered since the previous statement was provided; and

53.2.4. there are no special circumstances which would make it unreasonable for the Company to refuse the request.

53.3. A statement issued pursuant to clause 53.1 of this Constitution must state in a prominent place that it is not evidence of title to the shares or of the matters set out in it.

PART X : EXERCISE OF POWERS RESERVED TO SHAREHOLDERS

54. POWERS RESERVED TO SHAREHOLDERS

54.1. Powers reserved to shareholders of the Company by the Act or by this Constitution may be exercised:

54.1.1. at an annual meeting or a special meeting; or

54.1.2. by a resolution in lieu of a meeting pursuant to section **107 of the Act**;

54.2. Unless otherwise specified in the Act or this Constitution, a power reserved to shareholders may be exercised by an ordinary resolution.

55. SPECIAL RESOLUTIONS

55.1. When shareholders exercise a power to approve any of the following, that power may only be exercised by a special resolution:

55.1.1. an alteration to or the revocation of this Constitution or the adoption of a new Constitution;
or

55.1.2. a major transaction; or

55.1.3. an amalgamation; or

55.1.4. the liquidation of the Company;

55.1.5. the disposal of any immovable property of the Company whose disposal amount and/or value qualifies as a major transaction in terms of this Constitution.

55.2. Any decision made by special resolution pursuant to sub clauses 55.1.1 to 55.1.5 of this clause may be rescinded only by a special resolution; a decision made by special resolution pursuant to clause 55.1.4 of this clause cannot be rescinded, in any circumstances, save where legal due process permit.

56. MANAGEMENT REVIEW BY SHAREHOLDERS

56.1. The chairperson of a meeting of shareholders of the Company must allow a reasonable opportunity for shareholders at the meeting to question, discuss, or comment on the management of the Company.

56.2. Notwithstanding anything in the Act or any other clause of this Constitution, a meeting of shareholders may pass a special resolution which makes recommendation relating to the management of the Company and which recommendations shall be binding on the Board.

57. DISSENTING SHAREHOLDER MAY REQUIRE COMPANY TO PURCHASE SHARES

57.1. When the shareholders, by a special resolution, resolve to exercise a power to approve:

57.1.1 an alteration to or the revocation of this Constitution or the adoption of a new Constitution and the proposed alteration imposes or removes a restriction on the activities of the Company; or

57.1.2. a major transaction; or

57.1.3. an amalgamation;

and a shareholder who is entitled to vote on the resolution casts all the votes attached to the shares which are registered in the shareholder's name and which have the same beneficial owner against the resolution or where the resolution to exercise the power was passed under section 107 of the Act (**Resolution in lieu of meeting**) and the shareholder did not sign the resolution, then the shareholder may within ten (10) working days of the passing of the resolution or ten (10) working days after the date on which notice of the passing of the written resolution under section 107 of the Act was given to the shareholder, give

written notice to the Company pursuant to section 98 of the Act requiring the Company to purchase those shares in accordance with sections 99 to 103 of the Act.

- 57.2. Within twenty (20) working days of receiving a notice from a shareholder given under clause 57.1 the Board must:
- 57.2.1. agree to the purchase by the Company of the shares of the shareholder giving the notice; or
 - 57.2.2. arrange for some other person to purchase the shares; or
 - 57.2.3. apply to the court for an order under section 102 (**Court may grant exemption**) or section 103 (**Court may grant exemption if Company insolvent**) of the Act; or
 - 57.2.4. arrange, before taking the action concerned, for the special resolution entitling the shareholder to give the notice to be rescinded by a special resolution, or decide in the appropriate manner not to take the action concerned; as the case may be and
 - 57.2.5. give written notice to the shareholder giving notice of the Board's decision under this clause.
- 57.3. Where the Board agrees, pursuant to clause 57.2.1, to the purchase of the shares by the Company, the Board must give notice to the shareholder in accordance with section 99(2) (**Notice requiring purchase**), and comply with section 100 (**Purchase by Company**) of the Act.

58. SHAREHOLDER PROPOSALS

- 58.1. A shareholder may give written notice to the Board of a matter the shareholder proposes to raise for discussion or resolution at the next meeting of the shareholders at which the shareholder is entitled to vote.
- 58.2. The notice must be received by the Board not less than twenty-one working days before the last day on which notice of the relevant meeting of shareholders is required to be given by the Board.
- 58.3. The Board must give notice of a shareholder's proposal and the text of a proposed resolution received by it under clause 58.1 in the notice of the meeting given to shareholders, and, if the directors intend that shareholders may vote on that proposal by proxy or by postal vote, they must give the proposing shareholder the right to include in the notice of meeting a statement of not more than 1000 words prepared by the proposing shareholder in support of the proposal, together with the name and address of the proposing shareholder.
- 58.4. The costs incurred or to be incurred by the Board under clause 58.3 must be met by the proposing shareholder by depositing with or tendering to the Company a sum sufficient to meet those costs.
- 58.5. The Board is not required to include in the notice of meeting a statement prepared by a shareholder which the Board considers to be defamatory, frivolous, vexatious or may cause the Company to violate applicable regulations.

59. LEVIES

The Company was incorporated for the purpose of providing banking services, amongst others. To this end, the Company shall carry out functions pursuant to whatever contractual arrangements the directors may deem expedient. In the event of the Company carrying out those functions and has insufficient funds then it shall be entitled to levy against each shareholder its share of the cost of providing such services and the shareholder shall make payment to the Company of the amount of that levy forthwith. In the event that a shareholder shall fail to make any payment then the amount of that levy may be recovered in the same manner as for a call on shares. The applicable levy in this regard shall be approved by the Board of Directors.

PART XI : MEETING OF SHAREHOLDERS

60. ANNUAL MEETING

60.1. The Board must, in accordance with Section 105 (**Annual meeting of shareholders**) of the Act, call an annual meeting of shareholders to be held:

60.1.1. once in each calendar year other than the year of its registration; and

60.1.2. not later than three months after the balance sheet date of the Company; and

60.1.3. not later than fifteen months after the previous annual meeting or eighteen 18 months after its date of registration.

60.2. The Company must hold the annual meeting on the date on which it is called to be held.

61. SPECIAL MEETINGS

A special meeting of shareholders entitled to vote on an issue:

61.1. may be called at any time by the Board or a person who is authorised by this Constitution to call the meeting; and

61.2. must be called by the Board on the written request of shareholders holding not less than five (5%) percent of the voting rights entitled to be exercised on the issue.

62. RESOLUTION IN LIEU OF MEETING

62.1. Subject to section 107(1) and (2) of the Act, a resolution in writing signed by all shareholders who would be entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of those shareholders.

62.2. Such a resolution may consist of several documents in like form, each signed by one or more shareholders.

- 62.3. A facsimile or electronic form of such signed resolution is as valid and effectual as the original signed document.

63. CHAIRPERSON OF MEETINGS OF SHAREHOLDERS

- 63.1. The chairperson of the Board, if one has been elected and is present at a meeting of shareholders, must chair the meeting.
- 63.2. If no chairperson has been elected or if, at any meeting of shareholders, the chairperson is not present within 30 minutes of the time appointed for the commencement of the meeting or the Chairperson is unwilling or unable to act for all or part of the meeting, the directors present shall choose a director amongst their number as the Chairperson and if no directors be present or if those present at the time of the meeting decline or are unwilling or unable to preside, the shareholders present may choose one of their number to chair the meeting.
- 63.3. Subject to the provisions of the Act, and except as otherwise provided in this Constitution, the Chairperson may regulate the proceedings at the meeting of shareholders.

64. SHAREHOLDERS ENTITLED TO NOTICE OF MEETINGS

- 64.1. The shareholders entitled to receive notice of a meeting of shareholders are the shareholders of the relevant class recorded in the register as registered shareholders:
- 64.1.1. where the Board has fixed a date for the purpose of establishing an entitlement to receive notice, on the date so fixed; or
- 64.1.2. if no date has been fixed by the Board for that purpose, at the close of business on the day immediately preceding the day on which the notice is given.
- 64.2. A date fixed by the Board under clause 64.1.1 must not precede by more than twenty one (21) working days nor less than seven (7) working days prior to the date on which the meeting is to be held.

65. NOTICE OF MEETING

- 65.1. Written notice of the date, time and place of a meeting of shareholders and the agenda to be discussed must be given to every shareholder entitled to receive notice of the meeting, and to every director, and an auditor of the Company, and the Stock Exchange if the Company is listed not less than twenty-one working days before the meeting.
- 65.2. Notice of the meeting may be sent by post, and/or in electronic form, and/or telephonic, and/or published in a newspaper of national circulation, and/or published in the electronic platform by which the Stock Exchange communicates information to the public.
- 65.3. A general meeting may be called by shorter notice and it shall be deemed to have been duly called if so agreed by fifty (50%) of the shareholders having a right to attend and vote at the general meeting.

66. CONTENTS OF NOTICE

The notice referred to in clause 65 of this Constitution must state:

- 66.1. the nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgment in relation to it; and
- 66.2. the text of any resolution to be submitted to the meeting, and with respect to special resolutions, it should be accompanied by explanation to enable a reasonable shareholder to make informed judgment; and
- 66.3. the address details to which votes may be sent and the name or office of the person to whom they may be sent; and
- 66.4. that the postal vote must be received by the person referred to in sub clause 66.3 at least 48 hours prior to the date of the meeting.

67. IRREGULARITIES IN NOTICE

- 67.1. The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a shareholder does not invalidate the proceedings of that meeting.
- 67.2. Notwithstanding clause 67.1, an irregularity in a notice of a meeting required by clause 67 of this Constitution is waived if all the shareholders entitled to attend and vote at the meeting, do attend the meeting without protest as to the irregularity, or if all such shareholders agree to the waiver.

68. METHOD OF HOLDING MEETING

- 68.1. A meeting of shareholders, where notice of the meeting has been given, may be held either:
 - 68.1.1. by a number of shareholders, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - 68.1.2. by means of audio, or audio and visual communication, or video conferencing facility by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

69. ADJOURNMENT OF MEETINGS

If a meeting of shareholders is adjourned for less than 30 days, it is not necessary to give notice of the time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

70. MINUTES

- 70.1. The Board must ensure that minutes are kept of all proceedings at meetings of shareholders.
- 70.2. Minutes which have been adopted and/or signed as being correct by the Chairperson of the meeting are prima facie evidence of the proceedings.

PART XII : VOTING AT MEETINGS PROCEDURE

71. QUORUM

- 71.1. A quorum for a meeting of shareholders is constituted if those shareholders or their proxies who are present or who have cast postal votes are between them able to exercise a simple majority of the votes to be cast on the business to be transacted by the meeting.
- 71.2. No business may be transacted at a meeting of shareholders if a quorum is not present.
- 71.3. If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the directors may appoint, and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the shareholders present or their proxies are a quorum.

72. VOTING

- 72.1. Unless a poll is demanded, voting at all general meetings must be by whichever of the following methods is determined by the chairperson of the meeting:
- 72.1.1. voting by voice; or
- 72.1.2. voting by show of hands.
- 72.2. If voting is by voice or a show of hands, every shareholder present in person or proxy or representative has one vote.
- 72.3. A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clause 72.4 of this Constitution.
- 72.4. At a meeting of shareholders a poll may be demanded by:
- 72.4.1. a shareholder or shareholders representing not less than 10 (ten) percent of the total voting rights of all shareholders having the right to vote at the meeting; or
- 72.4.2. by a shareholder or shareholders holding the shares that confer a right to vote at a meeting and on which the aggregate amount paid up is not less than 10 (ten) percent of the total amount paid up on all shares that confer that right.
- 72.5. A poll may be demanded either before or after the vote is taken on a resolution. The demand for a poll may be withdrawn.

72.5.1. For the purposes of this clause 72, the instrument appointing a proxy to vote at a general meeting confers the authority to demand or join in demanding a poll, and a demand by a person as proxy for a shareholder has the same effect as a demand by the shareholder.

72.6. If a poll is taken, votes must be counted according to the votes attached to the fully paid shares of each shareholder present in person or by proxy and voting. That is, a shareholder entitled to be and present in person or by representative or by proxy, and voting has one vote in respect of every fully paid share for every Botswana Pula value of shares held.

72.7. A poll demanded on the election of a Chairperson of a meeting or on a question of adjournment must be taken immediately. The Chairperson may determine the time and manner in which a poll on any other question is to be taken and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

72.8. In the case of equality of votes the chairperson of a shareholders' meeting is entitled to a casting vote.

72.9. **Scrutineers**

If a poll is taken, the scrutineers shall be the auditors of the Company for the time being, unless they are unable or unwilling to act, or unless the Chairperson directs to the contrary in which case the scrutineers shall be appointed by the Chairperson.

73. PROXIES AND REPRESENTATIVES

73.1. A shareholder may exercise the right to vote either by being present in person or by proxy or representative.

73.2. A proxy for a shareholder is entitled to attend, be heard and vote at a meeting of shareholders as if the proxy were the shareholder. A proxy need not be a shareholder of the Company.

73.3. A proxy must be appointed by notice in writing signed by the shareholder and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.

73.4. No proxy is effective in relation to a meeting unless a copy of the notice of appointment is received by the Company Secretary at least 48 hours before the start of the meeting. The Chairperson may generally or in respect of any particular shareholder waive the requirements of this clause 73.4.

73.5. A body corporate which is a shareholder may appoint a representative to attend a meeting of shareholders on its behalf in the same manner as that in which it could appoint a proxy. A representative shall have the same rights and powers as if the representative were a proxy.

74. ADJOURNED MEETINGS

74.1. A general meeting at which a quorum is present may be adjourned at any time;

74.1.1. by the Chairperson in his or her discretion for a good cause, with the consent of the shareholders present who are entitled to attend and vote at the meeting; or

- 74.1.2. by the Chairperson, if directed by the meeting to do so.
- 74.2. No business can be transacted at an adjourned meeting except the unfinished business that emanates from the original meeting. Where a meeting is adjourned for 30 working days or more, a notice reconvening the adjourned meeting must be given in the same manner as the original meeting. Otherwise, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 74.3. Notwithstanding the provisions of this Constitution, should any general meeting turn disorderly, unruly, unmanageable and/or unduly protracted in a manner that in the opinion of the Chairperson, the business of the meeting cannot be conducted in a healthy, proper or orderly manner, then the Chairperson may in the exercise of his or her discretion under this clause 74, either adjourn or dissolve the meeting.
- 74.3.1. If any meeting is dissolved by the Chairperson pursuant to this clause 74.3, then the unfinished business of the meeting shall be transacted as follows;
- 74.3.1.1. regarding any resolution for the approval or authorisation of a distribution, the Board may in the exercise of the powers conferred on it by the Act or this Constitution, authorise the distribution;
- 74.3.1.2. regarding any resolution concerning the remuneration of the auditors, the meeting shall be deemed to have endorsed the resolution of the board to fix the remuneration of the auditors;
- 74.3.1.3. the Chairperson may direct that any item on the business that was uncompleted at the meeting be put to a vote by a poll, if in his or her opinion, it is prudent to do so.

PART XIII – THE BOARD – POWERS AND DUTIES OF THE BOARD

75. POWERS OF THE BOARD

- 75.1. The business and affairs of the Company must be managed by, or under the direction or supervision of, the Board.
- 75.2. The Board has, and may exercise, all the powers necessary for overseeing, and for directing and supervising the management of, the business and affairs of the Company, except to the extent that this Constitution or the Act or any other law expressly requires those powers to be exercised by the shareholders or any other person.
- 75.3. In the exercise of its powers the Board must report to and be accountable to the shareholders.

76. DELEGATION BY THE BOARD

- 76.1. The Board may delegate to a committee of directors, a director, or an employee of the Company, or any other person, any one or more of its powers other than the following powers which are specifically reserved by the Act for shareholders:

- 76.1.1. Section 50 (issue of shares);
 - 76.1.2. Section 53 (shareholder approval to the issue of shares);
 - 76.1.3. Section 54 (consideration for the issue of shares);
 - 76.1.4. Section 58 (distributions);
 - 76.1.5. Section 61 (issue of shares in lieu of dividends);
 - 76.1.6. Section 62 (shareholder discounts);
 - 76.1.7. Section 66 (offers to acquire shares);
 - 76.1.8. Section 73 (redemption of shares at the option of a Company);
 - 76.1.9. Section 76 (provision of financial assistance);
 - 76.1.10. Section 184 (change of registered office);
 - 76.1.11. Section 224 (manner of approving an amalgamation proposal); and
 - 76.1.12. Section 225 (short form amalgamations).
- 76.2. The Board is responsible and accountable for the exercise by any delegatee of a power delegated under this clause 76 as if the power had been exercised by the Board.

77. DIRECTORS TO ACT IN GOOD FAITH

- 77.1. A director, when exercising powers or performing duties, must always act in good faith and in what the director believes to be the best interests of the Company, and for the respective purposes for which the powers are explicitly or impliedly conferred.
- 77.2. If the Company shall become a wholly-owned subsidiary a director may, when exercising the powers or performing the duties as a director, act in a manner which he or she believes is in the best interests of the Company's holding Company even though it may not be in the best interests of the Company.
- 77.3. If the Company shall become a subsidiary (but not wholly-owned subsidiary) a director may, when exercising powers or performing duties as a director, with the prior agreement of the shareholders (other than its holding Company), act in a manner which he or she believes is in the best interests of the Company's holding Company even though it may not be in the best interests of the Company.

78. MAJOR TRANSACTIONS

- 78.1. The Board may not procure or permit the Company to enter into a major transaction as defined in the Act, unless the transaction is:
 - 78.1.1. approved by special resolution; or
 - 78.1.2. contingent on approval by special resolution.

79. BORROWING POWERS

- 79.1. Subject to any agreement in writing between the shareholders relating to funding of the Company that may have been entered into, the Board may borrow or raise money from time to time as follows:
- 79.1.1. generally;
 - 79.1.2. borrow money on credit ;
 - 79.1.3. issue, reissue, sell, pledge or hypothecate debt obligations of the Company; and
 - 79.1.4. give a guarantee on behalf of the Company to secure performance of an obligation of the Company;
- 79.2. subject to any laws governing the registration of mortgage bonds, notarial bonds, deeds of hypothecations, pledges and cessions; mortgage, hypothecate, pledge, cede or otherwise create a security interest in all or any property of the Company, owned or subsequently acquired, to secure any obligation of the Company;
- 79.3. subject to the provisions of the Act, create and issue secured or unsecured debentures, which may be effected by means of a pledge, cession, mortgage bond, collateral mortgage bond, notarial bond, notarial surety bond, collateral notarial bond or any form of collateral security over incorporeal rights, movable and immovable property, issued in favour of one or more debenture-holders or to a trustee for debenture-holders, on the basis that:
- 79.3.1. any mortgage or notarial bond in pursuance of this clause shall be subject to the laws governing the registration of mortgage and notarial bonds, and be registered in the Deeds Registry;
 - 79.3.2. debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued; and
 - 79.3.3. any debentures, debenture stock, bonds or other securities may be issued at par or at a discount or at a premium, and with any special privileges as to redemption, surrender and drawings, provided that no special privileges as to allotment of shares or stock, attending and voting at general meetings, appointment of Board or otherwise shall be given save with the sanction of the shareholders by special resolution.
- 79.4. The Board shall cause the Company to keep a proper register at the Office in accordance with the provisions of the Act of all Charges affecting the property of the Company, giving in each case a short description of the property mortgaged or charged, and the names and addresses of the persons in whose favour any charge or pledge has been delivered, and the amount of Charge so created.

PART XIV : PROCEEDINGS OF THE BOARD

80. CHAIRPERSON AND LEAD

- 80.1. The Board shall elect any one of the independent non-executive directors appointed in terms of this Constitution, as Chairperson of the Board and determine the period for which the Chairperson is to hold office.
- 80.2. The Board shall also elect from any one of its independent non-executive directors appointed in terms of this Constitution a lead independent director and determine the period for which the lead independent director is to hold office.
- 80.3. If no Chairperson is elected, or if at a meeting of the Board the Chairperson is not present within five minutes after the time appointed for the commencement of the meeting, or the Chairperson is unwilling or unable to chair the meeting, the directors present may in the absence or inability of the lead independent director choose one of their number to be Chairperson of the meeting.

PART XV : MEETINGS OF THE BOARD

81. NOTICE OF MEETING

- 81.1. A director or, if requested by a director to do so, an employee of the Company, or any other person, may convene a meeting of the Board by giving notice in accordance with this clause 81.2.
- 81.2. Not less than seven (7) days' notice of a meeting of the Board must be given to every director, and the notice must include the date, time and place of the meeting and the matters to be discussed.
- 81.3. An irregularity in the notice of a meeting is waived if all directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all directors entitled to receive notice of the meeting agree to the waiver.
- 81.4. Notice of a meeting may be given by any means, including by written electronic communication. Notice given by a letter addressed to a director at his or her last known residential address will be deemed to have been received by the director 7 days following the date the letter is posted or same day if hand delivered. Time of delivery of Notice given by letter will be in terms of paragraph 104 or 105.

82. MEETINGS OF BOARD

A meeting of the Board may be held either:

- 82.1. by a number of directors sufficient to form a quorum being assembled together at the place, date and time appointed for the meeting; or
- 82.2. by means of audio, or audio and visual communication by which all the directors participating in the meeting and constituting a quorum can simultaneously hear each other throughout the meeting.
- 82.3. The board may convene a special meeting to transact business that requires immediate attention, or that require more time, or to discuss business or issue (s) that cannot wait until the next regularly scheduled board meeting. The board must ensure that the convening of special meetings is reasonable and sufficiently motivated, and curb abuse.

83. QUORUM

- 83.1. A quorum for a meeting of the Board shall be a minimum of five directors.
- 83.2. No business may be transacted at a meeting of directors if a quorum is not present.

84. VOTING

- 84.1. Every director has one vote.
- 84.2. In the case of equality of votes, the Chairperson shall have a casting vote.
- 84.3. A resolution of the Board is passed if it is agreed to by directors present if a majority of the votes cast on it are in favour of it.
- 84.4. A director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he or she expressly dissents from or votes against the resolution at the meeting.
- 84.5. A director may not vote in respect of any transaction in which the director or a related party is interested as defined in the Act, and if the director does so the director's vote will not be counted and the director will not be counted in the quorum present at the meeting.

85. MINUTES

The Board must ensure that full and accurate minutes are kept of all proceedings at meetings of the Board.

86. RESOLUTION BY ROUND ROBIN

- 86.1. A resolution in writing, signed or assented to by the majority directors is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- 86.2. Any such resolution may consist of several documents (including facsimile or other similar means communication) in like form each signed or assented to by one or more directors.
- 86.3. A copy of any such resolution must be entered in the minute book of Board proceedings.

87. CONTINUING DIRECTORS

Notwithstanding any vacancy in the number of directors, the Board will continue to comprise the continuing directors, but, if their number is reduced below the number fixed by or pursuant to this

Constitution as the minimum number of directors, the continuing directors may act only for the purpose of increasing the number of directors to the minimum number, or for summoning a general meeting of the Company.

88. OTHER PROCEEDINGS

Subject to the provisions of this Constitution and the Act, the Board may regulate its own procedure.

PART XVI : MANAGING DIRECTOR

89. APPOINTMENT

The Board may from time to time appoint a Managing Director of the Company for a fixed term, and on such other terms as the board determines. A Managing Director may be re-appointed for a further period or term subject to satisfactory performance and such other conditions as the Board may determine from time to time.

90. DUTIES AND POWERS OF THE MANAGING DIRECTOR

- 90.1. The Managing Director shall exercise such powers and authority as shall have been delegated by the Board in writing.
- 90.2. The Board may, from time to time, entrust and confer upon the Managing Director or any other executive officer for the time being such of the powers and authorities vested in them as it may deem fit, and may confer such powers and authorities from such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient, and they may confer such powers and authorities either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers and authorities of the Board itself, and may from time to time revoke, withdraw or alter or vary all or any of such powers and authorities.

91. TERMINATION OF APPOINTMENT

The Managing Director is, subject to the terms of any written contract, subject to the same provisions as regards resignation, removal and disqualification as the other directors. If the Managing Director ceases to hold the office of Managing Director for any reason, the Managing Director will immediately cease to be a Director. This clause shall also apply to any other Executive Director appointed in terms of this Constitution.

PART XVII : DIRECTORS

92. COMPOSITION OF BOARD OF DIRECTORS

- 92.1. The minimum number of Directors of the Company shall be five (5) and the maximum number shall be nine (9), a majority of whom shall be resident in Botswana.

- 92.2. The Board shall, be appointed by ordinary resolution, and constituted as follows:
- 92.2.1. the Managing Director of the Company;
 - 92.2.2. Another Executive Director appointed by the Board from amongst the Executive Management team upon recommendation by the Managing Director of the company; and
 - 92.2.3. at least three (3) non-executive independent directors appointed from the members of the public who have the necessary knowledge and experience to contribute successfully to the development of a Bank.
- 92.3. Directors shall be appointed for a tenure of up to maximum three (3) years, renewable for another maximum period of two three (3) years periods. Subject to this Constitution and the Act, the number of terms of Directors shall be limited to three (3) terms. The number of terms of a director may however be extended beyond the 3 terms for an additional one (1) year period where it is in the best interest of the company, subject to applicable requirements. Provided that this clause shall not apply to the Managing Director and any other Executive Director.

93. APPOINTMENT AND REMOVAL BY NOTICE

- 93.1. The directors shall, subject to clause 90, be the persons appointed from time to time as directors by a resolution of the holders of the majority of the ordinary shares, who have not been removed or been disqualified or resigned from office under this Constitution.
- 93.2. Notwithstanding clause 93.1, the board may subject to the Banking Act appoint suitable persons to be directors of the Company, and to discharge the functions of a director, contingent upon a resolution and/or ratification by the holders of the majority of the ordinary shares.
- 93.3. A director may be removed from office at any time by a notice in writing signed by the holders of the majority of the ordinary shares.
- 93.4. A notice given under clauses 93.1 or 93.2 of this Constitution takes effect upon receipt of it at the registered office of the Company (including the receipt of a facsimile copy) unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by shareholders giving the notice.
- 93.5. A director holds office until his or her resignation, retirement, disqualification or removal in accordance with this Constitution.

94. APPOINTMENT AND REMOVAL OF DIRECTORS BY RESOLUTION

- 94.1. In addition to the appointment or removal of directors under clause 93 of this Constitution, a director may be appointed or removed from office by an ordinary resolution.

- 94.2. A resolution to appoint two or more directors may be voted on as one resolution without each appointment being voted individually.
- 94.3. A notice of a meeting at which the removal of a director will be considered must state that the purpose of the meeting is the removal of the director.

95. DISQUALIFICATION

- 95.1. A person will be disqualified and shall cease to hold the office of director if he or she is removed under clause 93 or 94 of this Constitution or if he or she:
- 95.1.1. dies; or
 - 95.1.2. attains or is over the age of 75 years, unless prudential permission is obtained ; or
 - 95.1.3. is under 18 years of age; or
 - 95.1.4. becomes bankrupt or makes an arrangement or compromise with creditors generally; or
 - 95.1.5. is prohibited by the Act or by other statues applicable to the operations of the Company from being a director or officer or promoter or taking part in the management of the Company; or
 - 95.1.6. resigns in writing; or
 - 95.1.7. is disqualified or otherwise found to be not fit and proper under the Banking Act or any prudential requirements; or
 - 95.1.8. becomes disqualified from being a director in terms of section 146 of the Act; or
 - 95.1.9. has failed to attend at least seventy-five (75%) percent of the meetings of the board annually.
 - 95.1.10. cease to be a director or is removed from office pursuant to this Constitution or becomes prohibited by law or regulation from being a director.
 - 95.1.11. is requested to resign by notice in writing addressed to him or her, from a majority of directors (without prejudice to any claim for damages or loss or injury which he or she may have, or may lie against him or her, for breach of fiduciary duties and/or any contract between them and the Company).

96. SHAREHOLDING QUALIFICATION

A director is not required to hold shares in the Company.

97. RETIREMENT AND ROTATION OF DIRECTORS

- 97.1. At every general meeting, a director (excluding executive directors) who has reached his or her three (3) year tenure shall retire from office. A retiring director shall hold office until the conclusion of the meeting at which he retires.

- 97.2. A retiring director shall, subject to this Constitution and applicable regulatory requirements, be eligible for re-election. However, no retiring director shall be eligible for re-election at a general meeting unless his or her name has been proposed in the agenda and notice of the meeting.
- 97.3. A director who retires at a meeting of shareholders and is not re-elected shall remain in office until, and his or her retirement or removal shall take effect at the conclusion of such meeting.
- 97.4. Notwithstanding this clause 97, any person employed under a contract with the Company, and the contract has condition that the person shall be a director of the Company, that person shall not be subject to the retirement by rotation as envisaged in this clause, and the period for which such person shall continue to be a director will be determined by the terms of condition of his or her employment with the Company.
- 97.5. A director, other than executive directors, shall retire automatically after serving nine (9) years consecutively in the board, unless upon an assessment by the directors and with assistance of an independent assessor, conducted at the expiry of the 9 years, it is concluded that the person is capable of exercising independent and objective judgment and that there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision making. Where a director is permitted to serve for more than nine (9) years, he or she shall only be allowed to serve for one (1) more year, and then retire after reaching ten (10) consecutive years.
- 97.6. Every non- executive director shall retire automatically at the next general meeting, upon reaching the age of 75 years. Where the Company or board of directors believe that a non-executive director over 75 years is fit to serve as a board member, then he or she shall only be allowed to serve for one more term, subject to regulatory approvals, and then retire from the board.

PART XVIII : REMUNERATION, LOANS AND OTHER BENEFITS OF DIRECTORS

98. AUTHORITY TO REMUNERATE DIRECTORS

- 98.1. The Board (other than executive directors) shall be entitled to receive by way of fees for their services as directors such sum and on such terms as the Company in a general meeting may determine from time to time.
- 98.2. Any sum so determined may be an aggregate sum in respect of the fees for all directors or a sum in respect of the fees for each individual director provided that, in the case of an aggregate sum, such sum shall subject to any special directions of the Company in general meeting, be divided among the directors in such proportions and in such manner as the board may from time to time resolve.

- 98.3. A director shall be entitled to reimbursement of all reasonable travelling, accommodation and other expenses reasonably incurred by the director in connection with the performance of their duties as directors, including attendance at meetings or otherwise with the Company's business.
- 98.4. Without limiting clause 98.1, but subject to any regulatory requirements relating to transactions with related parties, the board may authorise reasonable remuneration to any director who is or has been engaged by the Company or subsidiary of the Company to carry out and/or perform special duties, work or render any services outside their ordinary duties as a director.
- 98.5. Without limiting the generality of clause 98.1, the board shall be entitled to approve a policy on remuneration that articulates the link between strategy, sustainable value creation, performance and remuneration.
- 98.5.1. The shareholders must be provided with the opportunity to pass separate non-binding advisory votes on the remuneration policy and the implementation report.
- 98.5.2. The remuneration policy should set out the measures that the board will take in the event that shareholders exercising at least 25% of voting rights decide against either the remuneration policy or the implementation report, or both. Such measures should provide pro-active engagement with shareholders to address their concerns.
- 98.6. Subject to section 157 and section 247 of the Act, and the Banking Act, the Company shall not make a loan to a director of the company, or enter into any guarantee or provide any security in connection with a loan made by any person to a director of the Company.

PART XIX : INTERESTED DIRECTORS

99. NOTICE OF INTEREST TO BE GIVEN

- 99.1. A director must, forthwith after becoming aware of the fact that he or she, or a related party is interested in a transaction or proposed transaction with the Company, cause to be entered in the interests register, and, disclose to the Board of the Company:
- 99.1.1. if the monetary value of the director's interest is able to be quantified, the nature and monetary value of that interest; or
- 99.1.2. if the monetary value of the director's interest cannot be quantified, the nature and extent of that interest.
- 99.2. For the purposes of clause 99.1 a general notice entered in the interests register or disclosed to the Board to the effect that a director is a shareholder, director, officer or trustee of another named Company or other person and is to be regarded as interested in any transaction which may, after the date of the entry

or disclosure, be entered into with that Company or person, is a sufficient disclosure of interest in relation to that transaction.

100. NO RIGHT OF INTERESTED DIRECTOR TO VOTE

A director may not vote or participate in respect of any transaction in which the director or related party is interested, and if the director does so, the director's vote will not be counted however such director will be counted in the quorum present at the meeting.

PART XIIX : COMPANY SECRETARY

101. COMPANY SECRETARY

101.1. The Company shall appoint a Secretary or Secretaries who shall be resident in Botswana to perform the duties of a Secretary under the Act. No person shall be appointed as a Secretary unless he holds the requisite qualifications prescribed under the Act and is not disqualified inter alia, by reason of being an unrehabilitated or undischarged insolvent or a sole director or auditor of the Company.

101.2. The duties and role of the Secretary shall, inter alia, include:

101.2.1. being accountable to the Board as whole, and, through the Chairman, being responsible for the proper administration of all meetings of the Board and its committees;

101.2.2. through the Chairman, the responsibility of ensuring that the business of the annual general meeting (and other meetings of the shareholders) are conducted in compliance with all statutory requirements and in accordance with these articles;

101.2.3. being responsible for preparation and delivery of all the returns required to be filed with the Registrar and the administration and attending to all statutory matters (including maintenance of the relevant records) pertaining to effecting the change of name of the Company, alteration of the Constitution, issue, increase, reduction and call of shares, register of Charges, notices of change of directors, secretary and registered address and registration of the financial statements where required by the Act;

101.2.4. issuing notices of Board and general meetings and responding to all enquires in relation to notices of meetings;

101.2.5. attending meetings of the Board and general meetings of shareholders and keeping minutes of those meetings, and together with the Chairman, signing the minutes as true and correct records of what transpired at such meetings;

101.2.6. being responsible to the Board for maintaining the register of shareholders, debenture holders, directors, secretaries, and Charges;

- 101.2.7. together with the Board, ensuring that the Company keeps accounting records in accordance with the Act and the Constitution and that the financial statements are prepared and presented at the annual general meeting; and
- 101.2.8. being responsible to the Board for maintaining an adequate system of record keeping in relation to the correspondence, the affairs and the activities of the Company.

PART XIIIIX : AUDITORS

102. AUDITORS

- 102.1. The Company shall at each annual general meeting appoint auditors to hold office until the next annual general meeting.
- 102.2. No director or other officer of the Company and no person who is a partner of, or in the employment of an officer of the Company, and no corporation may be appointed as an Auditor. The duties of the auditors shall be regulated in accordance with the applicable statutes.
- 102.3. Subject to the provisions of the statutes, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that at the time of his appointment he was not qualified for appointment.

103. ACCOUNTING

- 103.1. The Board shall cause a proper books of account (being such books of account as are necessary to give a true and fair view of the Company's affairs and to explain its transactions) to be kept with respect to;
- 103.1.1. all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- 103.1.2. all sale and purchase of property by the Company; and
- 103.1.3. the assets and liabilities of the Company.
- 103.2. The books of account shall be kept at the office or at such other place or places as the directors may determine, and shall always be open to inspection by the board. The board may from time to time by resolution determine whether and to what extent, and at what times and places and on what conditions the books and accounts of the Company, or any of them, shall be open to the inspection of the members (not being directors) and the members shall have only such rights of inspection as are given to them by this Constitution, the Act or by such resolution aforesaid.
- 103.3. A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in General Meeting, together with a copy of the Directors' report and the auditors' report (if auditors have been appointed) shall, not less than seven (7) clear working days before

the date of the meetings, be sent to every member (whether he is or is not entitled to receive notices of the general meetings of the Company), every holder of debentures of the Company (whether he is or is not so entitled) and all other persons so entitled, but this paragraph shall not require a copy of such documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

104. LANGUAGE

Board meetings and general meetings of the shareholders and of any committee shall be conducted in English. Notices (including accompanying papers and minutes) of such meetings shall be prepared in English.

PART XX - SERVICE

105. NOTICES AND SERVICE

In addition to notices sent to registered shareholders, all notice may be published in a newspaper circulating in Botswana, or by electronic means. All notices, reports, accounts or documents required to be sent to a shareholder shall be sent in the manner prescribed by the Act, this Constitution and/or Listing Requirements.

106. TIME OF SERVICE BY WRITTEN ELECTRONIC COMMUNICATION AND FACSIMILE

A notice served by facsimile or written electronic communication is deemed to have been served on the day of its transmission.

107. TIME OF SERVICE BY POST

A notice sent by post or delivered to a document exchange is deemed to have been served:

- 107.1. in the case of a person whose last known address is in Botswana, within 7 days of date of mailing the envelope or package containing the same was posted or delivered in Botswana; and
- 107.2. in the case of a person whose last known address is outside Botswana, at the expiration of 7 days after the envelope or package containing the same was posted in Botswana.

108. PROOF OF SERVICE

In proving service by post or delivery to a document exchange, it is sufficient to prove that the envelope or package containing the notice was properly addressed and posted or delivered with all attached postal or delivery charges paid. In proving service by facsimile or written electronic communication, it is sufficient to prove that the document was properly addressed and sent by facsimile or written electronic communication.

109. SERVICE ON JOINT HOLDERS

A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register in respect of the share.

110. SERVICE OF REPRESENTATIVES

A notice may be given by the Company to a person or persons entitled to a share in consequence of the death or bankruptcy of a shareholder by addressing it to such person or persons by name or by title or by any appropriate description, at the address (if any) within Botswana supplied for the purpose by the person or persons claiming to be so entitled, or (until such time an address has been supplied) by giving the notice in any manner in which it might have been given if the death or bankruptcy had not occurred.

PART XXI - MISCELLANEOUS

111. EXECUTION OF DEEDS

A contract or other enforceable obligation may be entered into by the Company as follows:

- 111.1. an obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Company in writing signed under the name of the Company;
- 111.2. two or more directors; or
- 111.3. a director, or any other person authorised by the Board whose signature must be witnessed; or
- 111.4. an obligation which if entered into by a natural person, is by law required to be in writing, may be entered into on behalf of the Company in writing by a person acting under the Company's express or implied authority; and
- 111.5. an obligation which if entered into by a natural person, is not, by law required to be in writing, may be entered into on behalf of the Company in writing or orally by a person acting under the Company's express or implied authority.

112. WINDING UP

If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, divide among the contributors in specie any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidators, with the like sanction, shall think fit, and if thought expedient, any such division may be otherwise than in accordance with the legal rights of the shareholders of the Company, and in particular any class may be given preferential or special rights or may be excluded altogether or in part, but in case any division otherwise than in accordance with the

legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent, and ancillary rights as if such determination were a special resolution passed pursuant to the Act.

113. REMOVAL FROM THE REGISTER

In the event that:

- 113.1. the Company has ceased to carry on business, has discharged in full its liabilities to all known creditors and has distributed its surplus assets in accordance with this Constitution and the Act; or
- 113.2. the Company has no surplus assets after paying its debts in full or in part and no creditor has applied to the Court under section 241 of the Act for an order putting the Company into liquidation;
- 113.3. the Board of directors may, in the prescribed form, request the Registrar of Companies to remove the Company from the register.

114. INSPECTION OF RECORDS

- 114.1. Except as provided for in the Act or unless the Board determines otherwise in any particular case, no holder of securities shall be entitled to:

114.1.1. inspect any records, books, papers, correspondence or documents of the Company; or

114.1.2. require or receive any information concerning the the Company's business, trading or customers, or any trade secret or secret process of or used by the Company.

115. INSURANCE AND INDEMNITY

Every director shall be indemnified by the Company for any costs referred to in section 159 of the Act. The board may determine the amounts and terms and conditions of such indemnity.

116. AUTHENTICATION OF DOCUMENTS

- 116.1. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have the power to authenticate any documents affecting the constitution of the Company (including without limitation, the Constitution) and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies or extracts as true copies or extracts.
- 116.2. Where any books, records, documents or accounts are elsewhere than at the Company's head office, the local manager or other officer of the Company having custody of them shall be deemed to be a person appointed by the directors under this clause.

117. CHANGE HISTORY

The following depicts the number of times, dates and basis for the adoption, alteration and/or amendments of this Constitution.

Version	Date	Change by	Comments
1	24-August-2017	Special Resolution	Demutualisation from Building Society to Company
2	24-July-2020	Special Resolution	Cosmetic Update
3	23-May-2024	Special Resolution	Revision and Commercialisation Updates

THUS SIGNED AND ADOPTED AT GABORONE ON THIS 23rd DAY OF MAY 2024.

CERTIFIED BY

CHAIRMAN

SECRETARY
