



Notice to shareholders

for the year ended 31 December 2020

Annual General Meeting of the Shareholders of Absa Bank Botswana Limited

Notice is hereby given that the 35th Annual General Meeting of shareholders of Absa Bank Botswana Limited shall be held by means of audio or audio and visual communication on Monday June 28 2021 at/about 12.30pmⁱ in terms of Section 19.9 of the Constitution of the Company for the following purpose:

1. To receive and adopt the Annual Financial Statements for the year ended 31 December 2020 together with the Directors and Independent Auditor's reports thereon.
2. Subject to regulatory approval, to appoint Daniel Neo Moroka as Director in accordance with the Constitution.
3. To re-elect as a Director, Kgotlayarona Ramaphane who retires by rotation in accordance with the Constitution, and who being eligible, offers himself for re-election.
4. To approve the remuneration of the Directors for the ensuing year.
5. To approve the remuneration of the Auditors, Ernst and Young Botswana, for the year ended 31 December 2020.
6. To approve the appointment of Auditors Ernst and Young Botswana for the ensuing year.
7. To approve, by special resolution, any substantial gifts made by the Company, details of which are available at the Company's registered office for perusal.

In the event that you wish to nominate any person(s) as directors or auditors other than one of the directors retiring or incumbent auditors, you must deliver to the Company Secretary, not less than 7 (seven) nor more than 14 (fourteen) clear days before the date of the meeting, a nomination signed by a member qualified to attend and vote at the meeting with notice by the nominated persons that they are willing to be elected as directors or auditors, as the case may be.

Proxies

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy to attend, speak and to vote in his/her stead. A proxy need not also be a member. A proxy form is available at the end of the Annual Report.

Proxy forms are also available at the office of the Company Secretary at Absa Bank Botswana Limited, Plot 74358, Building Four, Prime Plaza, Central Business District, Gaborone

Completed proxy forms must be deposited there not less than 48 hours before the meeting.

By order of the Board

Kealeboga N. Bojosi

Company Secretary

Registered office

5th Floor
Building 4 Prime Plaza, Plot 74358
Central Business District
Gaborone
Botswana

ⁱ Details of the audio and / or visual meeting will be shared with the shareholders no later than 10 days before the meeting. Shareholders are advised to contact contactus@corpservebotswana.com to RSVP for the meeting or further enquires



Annexure to the notice to shareholders

for the year ended 31 December 2020

Annual General Meeting of the Shareholders of Absa Bank Botswana Limited

Resolution 4.

To approve the remuneration of the Directors for the ensuing year.

Non-Executive Director fees per annum are proposed as follows:

	P'000
Board Chairman	618
Board Member	203
Audit Committee Chairman	137
Audit Committee Member	68
Risk Committee Chairperson	80
Risk Committee Member	40
Human Resources Remuneration and Nominations Chairperson	79
Human Resources Remuneration and Nominations Member	39
Credit Committee Chairperson	79
Credit Committee Member	39

Resolution 5.

To approve the remuneration of the Auditors, Ernst and Young Botswana, for the year ended 31 December 2020

Ernst and Young Botswana remuneration of P4.7million for the year ended 31 December 2020.

Resolution 7.

To approve, by special resolution, any substantial gifts made by the Company

1. P 1.5 million donation towards the Government of Botswana COVID-19 Relief Fund
2. P 106,930 donation to scholarship recipients studying at Botswana University of Agriculture and Natural Resources (BUAN)