

## Notice of an extraordinary general meeting (“EGM”) of shareholders of Absa Bank Botswana Limited (“the Company”)

### Introduction:

On the 6th of June 2024, an EGM Notice was published on the Botswana Stock Exchange X News and newspapers for a proposed EGM to approve amendments to the Constitution of the Company by adopting a new revised Constitution. This is an amended notice to the EGM Notice previously published, to state that the EGM will now be held on **Thursday 4th July 2024 at/or about 2pm at Avani Gaborone Resort**, Plot 4727 Chuma Drive, Gaborone, Botswana.

**The purpose of the meeting is to consider and if thought fit, to adopt, with or without amendment, the following:**

Special resolution Seeking Shareholder approval: To amend the Constitution<sup>1</sup> in terms of Section 43(2) of the Companies Act, Cap 42:01.

### Proposed amendment of Constitution:

The Company seeks to make further amends to the proposed constitution in terms of Clause 9.2 as follows:

Current Constitution	Proposed Clause as at 6th June 2024	Amended Clause as at 13th June 2024
<p>The current Constitution provides that:</p> <p>9. “Transfer of shares</p> <p>Subject to the provisions of this Constitution, shares may be transferred by entry of the name of the transferee in the register in accordance with the share transfer system which operates in relation to the trading of securities on the Securities Exchange.”</p>	<p>9. “Transfer of shares/ securities</p> <p>9.1. Subject to the provisions of this Constitution, shares and securities of the Company shall be freely transferable and may be transferred by entry of the name of the transferee in the register in accordance with the share transfer system which operates in relation to the trading of securities on the Securities Exchange.</p> <p>9.2 Any securities registered in the name of a deceased or insolvent shareholder shall be forfeited if the executor fails to register them in his own name or the name of an heir.”</p>	<p>We propose amending this clause 9 as follows to comply with appendix 3C of the Listings Rules:</p> <p>9. “Transfer of shares / securities</p> <p>9.1. Subject to the provisions of this Constitution, shares and securities of the Company shall be freely transferable and may be transferred by entry of the name of the transferee in the register in accordance with the share transfer system which operates in relation to the trading of securities on the Securities Exchange.</p> <p>9.2 Any securities registered in the name of a deceased or insolvent shareholder shall <b>not</b> be forfeited if the executor fails to register them in his own name or the name of an heir.”</p>

### 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 2023 Integrated Report. Proxy forms are also available at the office of the Company 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**

**13 June 2024**



Yonta Leburu  
**Company Secretary**

### Address

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

Legal Advisors  
**Desai Law Group**



Sponsoring Brokers  
**Imara Capital Securities**



<sup>1</sup>Further details on the proposed amendments to the constitution can be viewed on the “EGM Circular” published on 6th June 2024 and at the end of the Company’s 2023 Integrated Report.