

## CIRCULAR TO SHAREHOLDERS

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

### **Action Required:**

- If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, banker, lawyer, accountant or other professional adviser immediately.
- If you have sold or transferred all your shares in Letshego Holdings Limited ("**Letshego**" or "**the Company**"), you should at once hand this Circular to the agent through whom you effected the sale and transfer, for transmission to the purchaser or transferee.
- This Circular incorporates listing particulars and is issued in compliance with the Listing Requirements of the Botswana Stock Exchange for the purpose of giving information to the public with regard to the Shareholders of Letshego.



Incorporated in the Republic of Botswana  
Registration Number: Co. BW00000877524  
Date of Incorporation: 4 March 1998  
ISIN: BW 000 000 0322  
("the Company")

## CIRCULAR TO SHAREHOLDERS

in relation to the

**PROPOSED SHARE BUY-BACK MANDATE OF LETSHEGO TO PURCHASE ITS OWN ORDINARY  
SHARES OF UP TO TEN PER CENT (10%) OF THE STATED SHARE CAPITAL OF THE COMPANY  
REST RESULTING IN A SUBSEQUENT REDUCTION OF CAPITAL**

**("PROPOSED SHARE BUY BACK" and subsequent "REDUCTION OF CAPITAL")**

**AND**

**PROPOSED CHANGE OF NAME OF THE COMPANY FROM LETSHEGO HOLDINGS LIMITED TO  
LETSHEGO AFRICA HOLDINGS LIMITED**

**("PROPOSED CHANGE OF NAME")**

## SECTION 2: CORPORATE INFORMATION

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### DIRECTORS

Name of Director	Role	Address	Date of Appointment
Mr. Philip Odera*	Chairperson	No 210 Mimosa Vale, Runda, Nairobi, Kenya P O Box 1235-00621, Nairobi, Kenya	12 December 2019
Mr. R. Hoekman*	Board Member	Na Hanspaulce 6, 16000, Prague, 6, Czech Republic	22 January 2020
Ms. R. Mwaura*	Board Member	Hse #2, Flame Tree Court, Kayahwe Road, Kilimani, Nairobi, Kenya P O Box 43460-00100, Nairobi, Kenya	02 December 2021
Ms. C. Lesetedi*	Board Member	Plot 39959, Kamawe Road, Block 6, Gaborone, Botswana P O Box 850, Gaborone, Botswana	14 November 2017
Mr. G. Van Heerde*	Board Member	Dahlia Avenue, Welgedacht, Bellville, Western Cape, 7530, South Africa P O Box 1256 Sanlamhof, Bellville, 7532, South Africa	25 March 2014
Mr. C. Mokgware*	Board Member	Plot 37084, Block 8, Gaborone, Botswana P O Box 80416, Gaborone, Botswana	August 2022
Prof. E. Botlhale*	Board Member	Plot 4928, Masetlheng, Tlokweng, Botswana P O Box M1694, Kanye, Botswana	16 August 202
Mr. J. Ramesh*	Board Member	Plot 5408, Tshekedi Crescent, Extension 9, Gaborone, Botswana P O Box 1157, Gaborone, Botswana	11 August 2022
Mr. K. Motshegwa*	Board Member	Plot 8282, Kgosing Ward, Ramotswa, Botswana P O Box 94, Mmadinare, Botswana	16 August 2022
Mr. A. Monyatsi	Group Chief Executive Officer	Plot 54788, Phakalane, Gaborone, Botswana P O Box 461 Aah, Gaborone, Botswana	13 May 2022
Ms. G. Muteiwa	Group Chief Financial Officer	Plot 67795, Kgale Manor, Gaborone, Botswana P O Box 381, Gaborone, Botswana	24 March 2020

## CORPORATE ADVISORS

### The Company



Letshego Holdings Limited Limited  
Tower C, Zambezi Towers,  
Plot 54352, CBD,  
P O Box 381,  
Gaborone, Botswana  
Telephone: +267 364 4739  
Contact: Gorata Dibotelo and Tinotenda G.  
Muteiwa

### Sponsoring Broker



Motswedi Securities  
Plot 113, Unit 30, Kgale Mews, Gaborone  
P/Bag 00223,  
Gaborone, Botswana  
Telephone: +267 318 8627  
Email:- [martin@motswedi.co.bw](mailto:martin@motswedi.co.bw)  
Contact: Martin Makgatlhe

### Transfer Secretary



PricewaterhouseCoopers  
Plot 64289,  
Tlokweng Road,  
Showgrounds Close, Fairgrounds  
Gaborone, Botswana  
Telephone : +267 393 2244  
Contact:- Itumeleng Saseng

### Legal Advisors



2nd Floor, Acacia House, Prime Plaza, Plot  
74538, Western Commercial Road,  
Central Business District  
P.O. Box 1368,  
Gaborone, Botswana  
Telephone: +267 395 3481  
Fax: +267 395 2757  
Contact: Siphon Ziga  
And: Kago K.Y Boiki

### Auditor to the Company



Ernst and Young  
2nd Floor, Plot 22  
Khama Crescent  
Gaborone, Botswana  
Telephone: +267 397 4078  
Fax: +267 397 4079  
Contact: Loice Sedze

### Reporting Accountants



Bakertilly-Botswana  
Plot 205, Independence Avenue, Main Mall  
Gaborone, Botswana  
Telephone: +267 391 6650  
Contact : Samuel L. Njanji

### Company Secretary

G Dibotelo  
Letshego Holdings Limited Limited  
Tower C, Zambezi Towers,  
Plot 54352, CBD,  
P O Box 381,  
Gaborone, Botswana  
Telephone: +267 364 4739

**TO: SHAREHOLDERS OF THE COMPANY**

Dear Sir/Madam,

**PROPOSED SHARE BUY-BACK MANDATE OF LETSHEGO TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PER CENT (10%) OF THE STATED SHARE CAPITAL OF THE COMPANY REST RESULTING IN A SUBSEQUENT REDUCTION OF CAPITAL (“PROPOSED SHARE BUY BACK” and subsequent “REDUCTION OF CAPITAL”) AND PROPOSED CHANGE OF NAME OF THE COMPANY FROM LETSHEGO HOLDINGS LIMITED TO LETSHEGO AFRICA HOLDINGS LIMITED (“PROPOSED CHANGE OF NAME”)**

## **1. INTRODUCTION**

- 1.1. The Board is pleased to announce an intention by the Company to seek the Shareholders' approval to purchase up to ten per cent (10%) of the stated share capital of the Company, with effect of reducing the share capital and its intention to change the name of the Company from Letshego Holdings Limited to Letshego Africa Holdings Limited, at the forthcoming AGM to be held on the 11<sup>th</sup> July 2023.
- 1.2. The purpose of this Circular is to provide you with the details of the Proposed Share Buy-Back, and Proposed Change of Name and the resolutions proposed to be passed relating to the Proposed Share Buy-Back and the subsequent Reduction of Capital and the Proposed Change of Change as set out in the notice of the AGM.
- 1.3. A public notice for the Reduction of Capital will be issued in terms of Section 59 (2) of the Act and will be filed at CIPA in terms of Section 66 (5) (b) of the Act in respect of the purchase by the Company of its own shares.
- 1.4. A public notice for the Change of Name will be issued in terms of Section 34 of the Act and will be filed in at CIPA in terms of Section 34 of the Act in respect of the change of names by a company.

## **2. DEFINITIONS**

In this section, unless the context indicates otherwise, the terms in the first column have the meanings assigned to them in the second column. Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include corporations.

<b>“Act”</b>	Companies Act, Cap 42:01 as may be amended, modified or re-enacted from time to time;
<b>“AGM”</b>	the annual general meeting of the Company to be held on the 11 <sup>th</sup> July 2023;
<b>“Board”</b>	the Board of Directors of Letshego;
<b>“BSE”</b>	Botswana Stock Exchange Limited;
<b>“BWP”</b>	the legal tender of the Republic of Botswana in which all monetary amounts in this Circular are expressed;
<b>“CIPA”</b>	Companies and Intellectual Property Authority, established in terms of the Companies and Intellectual Property Authority Act, Cap 42:13;
<b>“Constitution”</b>	the Constitution of Letshego Holdings Limited;
<b>“Circular”</b>	this Circular incorporated in the notice of the AGM including the appendices and Form of Proxy;
<b>“Change of Name”</b>	proposed change of name of the Company from Letshego Holdings Limited to Letshego Africa Holdings Limited;
<b>“CSDB”</b>	the Central Securities Depository Company of Botswana Limited, a public company with limited liability duly incorporated in accordance with the laws of Botswana and operates as a central depository to the BSE;
<b>“Director”</b>	a person holding office as a director for the time being of the Company;
<b>“EPS”</b>	the earnings per share of the Company;
<b>“Letshego “or the “Company”</b>	Letshego Holdings Limited, a public company incorporated according to the laws of Botswana and listed on the BSE;
<b>“Letshego Shares” or “Shares”</b>	the ordinary shares in Letshego;
<b>“the Last Practicable Date”</b>	is 7 June 2023, being the last day before the date of issue of the Circular;
<b>“Listing Requirements”</b>	Listing Requirements of the BSE;
<b>“Market Day”</b>	a day on which the BSE is open for trading in securities;
<b>“NAV”</b>	Net Asset Value;
<b>“Ordinary Resolution”</b>	the ordinary resolution to be passed by the Shareholders approving the Proposed Share Buy-Back;
<b>“Proposed Share Buy-Back”</b>	proposed share buy-back to purchase the Company’s ordinary shares of up to ten per cent (10%) of the Company’s stated share capital;
<b>“Reduction of Capital”</b>	the proposed reduction of the stated share capital of the

<b>“Shareholders”</b>	Company, pursuant to the Proposed Share Buy-Back; registered holders of Shares and in respect of the depositors whose securities accounts are credited with Shares with the CSDB, persons whose interests in Shares are held with the CSDB;
<b>“Share Buy-back Mandate”</b>	the general mandate to authorize the Directors to exercise all the powers of the Company to purchase or otherwise acquire its issued Shares upon and subject to the terms of such mandate;
<b>“Special Resolution”</b>	the special resolution to be passed by the Shareholders approving the Reduction of Capital;
<b>“Substantial Shareholder”</b>	a Shareholder who has an interest in five per cent (5%) or more of the total number of issued Shares; and
<b>“Treasury Shares”</b>	up to five per cent (5%) shares that may be retained as treasury shares pursuant to the Share Buy-back Mandate being approved.

### 3. PROPOSED SHARE BUY-BACK

#### DETAILS OF THE NEW PROPOSED SHARE BUY-BACK MANDATE OF LETSHEGO TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PER CENT (10%) OF THE STATED SHARE CAPITAL OF THE COMPANY AND CANCELLING THE REST RESULTING IN THE SUBSEQUENT REDUCTION OF CAPITAL

##### 3.1. Background

The Directors of Letshego propose to seek a new Share Buy-back Mandate from the Shareholders to purchase up to a maximum of ten per cent (10%) of the stated share capital of the Company by way of on-market Share Buy-back of the stated share capital of the Company and cancel the rest of the shares and effect a Reduction of Capital on the shares purchased.

##### 3.2. Regulatory Compliance

3.2.1. The Proposed Share Buy-back, and the subsequent Reduction of Capital, is subject to compliance with the Listing Requirements, the Act, the Constitution and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

3.2.2. Pursuant to the Act, Letshego may only effect a Proposed Share Buy-back, retain some of those shares as Treasury Shares and cancel the rest of the shares and implement the Reduction of Capital if:

3.2.2.1. the Constitution of the Company expressly permits the Company to retain some of those shares as Treasury Shares and cancel the rest of the shares and implement a Reduction of Capital; and

3.2.2.2. the Board of the Company having exercised its discretion, resolves that the shares concerned of the stated share capital of the Company shall be cancelled on acquisition and the Reduction of Capital be implemented.

3.2.2.3. The share buy back will be done without any prior understanding or arrangement between the company and the counter party.

3.2.2.4. The company will appoint only one agent to effect the share buy back on behalf of the company.

3.2.2.5. The company undertakes to make announcements in terms of Clause 3.4(p) of the BSE listing requirements following the Company cumulatively repurchasing 3% of the initial number (the number of that class of shares in issue at the time that the general authority from shareholders is granted) of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter.

3.2.2.6. The Board passed a resolution on the 25 May 2023 which read as follows:

*“The Directors approve the purchase of up to ten per cent (10%) of the stated share capital of the Company by way of On-Market Share Buy-back. The Directors resolve that they are not aware of any information that has not been disclosed to shareholders which is material to an assessment of the value of the shares and consideration to be provided for the shares, are unfair to the shareholders whose shares are to be acquired.*

*The Directors have resolved to cancel the rest of the shares purchased which will not be retained as Treasury Shares and subsequently reduce its share capital in terms of section 59 of the Act.*

*The Directors undertake that the number of shares acquired when aggregated with shares of the same class held by the Company on the time*

*of acquisition, will not exceed 10 per cent (10%) of the shares of that class previously issued by the Company, excluding shares previously deemed to be cancelled.*

*The Directors undertake to implement the proposed share buy-back in accordance with laws prevailing at the time of purchase, including compliance with the twenty percent (20%) public shareholdings spread as required under the Botswana Stock Exchange Listing Requirements.”.*

- 3.2.3. The Shareholders will be requested to approve the following resolutions, which will be incorporated in the Notice of Meeting of the AGM to be held on the 11<sup>th</sup> July 2023:

**“ORDINARY RESOLUTION**

*At a meeting of the Board of Directors held on 25 May 2023, IT WAS HEREBY RESOLVED THAT:*

*Subject to the Company’s compliance with all rules, regulations, orders and guidelines made pursuant to the Companies Act, the provisions of the Company’s Constitution and the Listing Requirements of the Botswana Stock Exchange (BSE), the Company be and is hereby authorized to the fullest extent permitted by law, to make on Market Share Buy Back of its own ordinary shares of no par value as may be determined by the Directors of the Company from time to time through the BSE upon the terms and conditions that may be deemed fit and expedient in the interest of the Company (“Proposed Share Buyback”) provided that:*

- a) the Company does not purchase under this authority more than 10% of ordinary shares;*
- b) the maximum price, exclusive of expenses, which may be paid for each ordinary share shall be not more than 10% above the weighted average of the market value for the shares for the five business days immediately preceding the date on which the transaction is effected.*

*Such authority shall commence upon the passing of this special resolution, until the conclusion of the next annual general meeting of the Company or the expiry of the period within which the next annual general meeting is required by law to be held unless revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting but so as not to prejudice the completion of a purchase made before the expiry date; and*



*Aobakwe Aupa Monyatsi and Tinotenda Gwendoline Muteiwa be and are hereby authorised to take all steps as are necessary or expedient to implement or give effect to the Proposed Share Buyback with full powers to amend and/or assert to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, the provisions of the Company's constitution and the requirements of the BSE and all other relevant governmental/regulatory authorities.+*

#### ***“SPECIAL RESOLUTION***

##### ***Reduction of Capital of Letshego pursuant to the approval of the Share Buy-back Mandate***

*THAT, subject to the shareholders of Letshego approving the Share Buy-back Mandate and it being implemented, the Company be and is hereby authorized in terms of Section 59 of the Companies Act to reduce its stated share capital as may be determined by the Directors of the Company from time to time, upon the terms and conditions that may be deemed fit and expedient in the interest of the Company (“Reduction of Capital”) provided that:*

- a) only a limit of 108,751,932 shares shall be reduced from a stated share capital of 2,175,038,644 shares, such that post reduction the stated share capital would be 2,066,286,712 shares;*
- b) alternatively 217,503,864 shares shall be reduced from a stated share capital of 2,175,038,644 shares, such that post reduction the stated share capital would be 1,957,534,780 shares in the event that the Board decides not to retain any Treasury Shares and cancel all the shares subject to the Share Buy-Back; and*
- c) the reduction of capital will not result in the Company failing the solvency test as prescribed in terms of the Act.*

*THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next annual general meeting of the Company or the expiry of the period within which the next annual general meeting is required by law to be held, unless revoked or varied by special resolution of the shareholders of the Company in a general meeting or extraordinary general meeting, but so as not to prejudice the completion of the Reduction of Capital made before the expiry date;*

*AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or give effect to the Reduction of Capital with full powers to amend and/or assert to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, Cap 42:01 as amended from time to time, the provisions of the Company's constitution and the requirements of the BSE and all other relevant governmental/regulatory authorities."*

### 3.3. Manner of Share Buy-back

The Proposed Share Buy-back will be made by way of one or more on-market Share Buy-back Transactions ("**On-Market Share Buy-back Transaction**") transacted on the BSE trading system, from time to time, the company will appoint only one agent to effect the share buy back, appointed only for that purpose.

### 3.4. Purchase Price

3.4.1. The purchase price (excluding brokerage, commission, applicable value-added tax and other related expenses) to be paid for the Shares will be determined by the Letshego committee constituted for the purposes of effecting Share Buy-backs. The purchase price to be paid for each Share pursuant to the Share Buy-back must not exceed the Average Closing Price of the Shares (as defined below in clause 3.4.2), excluding related expenses of the purchase or acquisition, by more than 5% ("**Maximum Price**").

3.4.2. "**Average Closing Price**" means the average of the last dealt prices of a Share for the five consecutive Market Days on which the Shares are transacted on the BSE immediately preceding any proposed Share Buy-Back in terms of the Share Buy-Back Mandate.

### 3.5. Duration of Authority

The authority for the Proposed Share Buy-Back, retention of the Treasury Shares and the Reduction of Capital will be effective immediately upon the passing of the ordinary resolution in relation to the Proposed Share Buy-back and the retention of the Treasury Shares and the passing of the special resolution in relation to the Reduction of Capital respectively and will continue to be in force until:

- 3.5.1. the date on which the next AGM of the Company is held or required by law to be held, unless renewed by an ordinary or special resolution, as the case may be, either unconditionally or conditionally; or
- 3.5.2. the Shareholders of the Company revoke or vary the authority; or
- 3.5.3. the date on which purchases and acquisitions of Shares pursuant to the Share Buy-back Mandate are carried out to the full extent mandated, retention of the Treasury Shares and the Reduction of Capital is implemented accordingly whichever is the earliest.

3.6. Maximum Number of Shares to be Acquired

As at the Last Practicable Date, the ordinary share capital of the Company 2,175,038,644 shares of no-par value. The maximum number of shares that will be acquired will not exceed 217,503,864 consisting of ten per cent (10%) of the entire issued share capital of the Company.

3.7. Maximum Amount of Funds to be Allocated and Source of Funds

The Company may use its internal or external sources of funds to finance the Share Buy-back. The Directors do not propose to exercise the Share Buy-back Mandate to such extent that it would materially affect the working capital requirements, financial flexibility or investment ability of Letshego. The Share Buy-back will not exceed BWP 237,079,212. This amount has been determined on the basis of a purchase of 217,503,864 shares at an illustrative price of BWP 1.09 per share. The full illustrative effects are set out at paragraph 6.1.4 below.

3.8. Treatment of Shares Purchased

- 3.8.1. In accordance with the Act, the Board has resolved to retain the shares to be purchased in terms of the Share Buy-back Mandate, up to five per cent (5%) of the stated share capital of the Company, as Treasury Shares and cancel the rest of the purchased Shares and the Company will make an announcement on the day the cancellation is made, providing the details of the number of shares cancelled, the date of the cancellation and the outstanding paid-up share capital after cancellation. The cancellation of the shares will result in a Reduction of Capital.
- 3.8.2. The Treasury Shares may be dealt with in the following ways:

3.8.2.1. the Board may distribute the Treasury Shares as dividends to the shareholders; or

3.8.2.2. the Board may resell the Treasury Shares on the BSE and use the proceeds as working capital for potential investment opportunities arising in the future; or

3.8.2.3. retained as treasury shares;

3.8.2.4. transferred in terms of the rules of group's existing long term incentive plan; or

3.8.2.5. deal with the Treasury Shares in any manner they deem fit; or

3.8.2.6. cancel the Treasury Shares.

3.8.3. In the event that the Board decides to resell the Treasury Shares, the Company will make an announcement on the day the resale is made, providing the description of the shares sold, the number of shares sold, the resale price of each share and the total consideration received. In the case of resale of Treasury Shares, the Company will resell such Treasury Shares for cash or transfer the Treasury Shares as consideration for the acquisition of shares or assets of another company or assets of a person or sell, transfer or otherwise use the Treasury Shares for such other purpose as may be prescribed by the Board.

3.8.4. In the event that the Board decides to cancel the Treasury Shares, the Company will make an announcement on the day the cancellation is made, providing the details of the number of shares cancelled, the date of the cancellation and the outstanding paid-up share capital after cancellation. The cancellation of the shares will result in a further Reduction of Capital.

### 3.9. Rights attached to the Share Buy-back shares

#### 3.9.1. Rights attached to the Treasury Shares

The rights attached to the Treasury Shares in relation to voting, dividends and participation in any other distribution or otherwise would be suspended and the Treasury Shares will not be taken into account in calculating the number or percentage of shares or a class of shares of the Company for any purposes including the

determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, quorums for meetings and the results of a vote on resolutions(s) at meetings.

### 3.9.2. Rights attached to the cancelled shares

The rights attached to the cancelled shares in relation to voting, dividends and participation in any other distribution or otherwise shall cease to exist and will not be taken into account in calculating the number or percentage of shares or a class of shares of the Company for any purposes including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, quorums for meetings and the results of a vote on resolutions(s) at meetings.

### 3.10. Market Price of Letshego Shares

3.10.1. The highest and lowest traded prices of Letshego Shares on the BSE for each quarter over the previous two years are as follows:

	<b>Aggregate volume traded</b>	<b>Highest (thebe)</b>	<b>Lowest (thebe)</b>
<b>QUARTER [2021]</b>			
JAN-MARCH	54,329,448	76	68
APRIL-JUNE	14,317,316	88	69
JULY-SEPT	28,127,661	118	88
OCT-DEC	61,911,692	140	118
<b>QUARTER [2022]</b>			
JAN-MARCH	145,461,621	180	141
APRIL-JUNE	103,055,288	180	155
JULY-SEPT	26,472,959	150	129
OCT-DEC	29,360,738	129	125
<b>QUARTER [2023]</b>			
JAN-MARCH	1,652,166	125	123

3.10.2. The highest and lowest traded prices of Letshego Shares on the BSE for the past 12 months are as follows:

	<b>Aggregate Volume Traded</b>	<b>Highest (thebe)</b>	<b>Lowest (thebe)</b>
<b>2022</b>			
APRIL	2,593,274	180	180

MAY	673,324	180	175
JUNE	99,788,690	175	155
JULY	2,183,794	150	149
AUGUST	1,603,939	150	145
SEPTEMBER	22,685,226	145	129
OCTOBER	2,352,518	129	127
NOVEMBER	21,121,450	127	125
DECEMBER	5,886,770	125	125
<b>2023</b>			
JANUARY	340,376	125	125
FEBRUARY	210,725	125	125
MARCH	1,096,890	125	123
APRIL	58,700	123	120
MAY	137,619	120	110

\*as at 07 June 2023 (Source: BSE)

3.10.3. The highest and lowest traded prices of Letshego Shares on the BSE as of the 7<sup>th</sup> of June 2023 are as follows:

Date 2023	Aggregated volumes traded	Highest (thebe)	Lowest (thebe)
01 June	17,677	109	109
02 June	0	109	109
05 June	378,761	109	109
06 June	26,629	109	109
07 June	0	109	109

3.10.4. The last traded price of Letshego Shares on the BSE as of the 7<sup>th</sup> of June, was BWP1.09.

3.11. Purchases, Cancellation, Resale of Shares and Reduction of Capital made in the preceding twelve (12) months

**Not applicable**

### 3.12. Public Shareholding Spread of Letshego

3.12.1. Based on the Register of Directors' Shareholdings, Register of Substantial Shareholders and the Share Register as at 7 June 2023, the public shareholding spread of Letshego was 70.6 % of the stated share capital. Assuming that the Proposed Share Buy-Back is carried out in full and Letshego Shares so purchased are all retained, the public shareholding spread would be 60.6 % (assuming the shares are purchased from public shareholders other than our existing Directors pursuant to the Proposed Share Buy-Back).

3.12.2. The public shareholding spread of Letshego as at the Last Practicable Date was 70.6%.

3.12.3. Our Board undertakes to implement the Proposed Share Buy-Back in accordance with laws prevailing at the time of purchase, including compliance with the thirty percent (30%) public shareholding spread, as required under the Listing Requirements.

### 3.13. Potential Advantages and Disadvantages of the Proposed Share Buy-Back, retention of Treasury Shares and the Reduction of Capital

#### 3.13.1. Potential Advantages

##### 3.13.1.1. Improves Shareholder Value-

The benefit of the Proposed Share Buy-back is that Letshego can improve shareholder value by leveraging its balance sheet to improve returns on equity and earnings per share.

##### 3.13.1.2. Shareholder Perception-

The act of Letshego acquiring its own shares, retaining only five per cent (5%) for re-issue is a signal to investors that the Company has excess capital, which it does. This is therefore attractive to other investors that they should invest in Letshego which could further improve the price of the Shares.

### 3.13.2. Potential Disadvantages

3.13.2.1. The Proposed Share Buy-back, if implemented in full or in part, will use some of the Company's cash and borrowings to purchase shares rather than to deploy the same in its operations.

3.13.2.2. Notwithstanding the above, the Board is of view that the Proposed Share Buy-back is not expected to have any material disadvantage to the Shareholders, as it will be implemented only after careful consideration of the financial resources of Letshego and the resultant impact on Letshego and the Shareholders of the Company.

## **RATIONALE FOR THE NEW PROPOSED SHARE BUY-BACK MANDATE OF LETSHEGO TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PER CENT (10%) OF THE STATED SHARE CAPITAL OF THE COMPANY AND CANCELLING THE REST RESULTING IN THE SUBSEQUENT REDUCTION OF CAPITAL**

The Board strives to increase Shareholders' value. Share Buy-backs, the retention of Treasury Shares and a Reduction of Capital are ways through which Shareholders' value may be enhanced. Share Buy-backs retention of Treasury Shares and the Reduction of Capital are intended to be made as and when the Directors believe them to be of benefit to the Company and/or the Shareholders.

## **4. EFFECTS OF THE PROPOSED SHARE BUY-BACK**

The effects of the proposed Share Buy-Back are as follows:

### 4.1. Share Capital

4.1.1. Assuming the Proposed Share Buy-Back is carried out up to ten per cent (10%) of the existing stated share capital of Letshego, the number of Letshego Shares allowed to be purchased by the Company is 217,503,864

### 4.2. Cash flow

The Proposed Share Buy-Back is not expected to be implemented to the extent that it will adversely affect the cash flow of Letshego. The exact effect on the cash flow of Letshego will depend on the quantum and prices of Letshego Shares so purchased. Prior to executing any Reduction of Capital, the Directors will in accordance with the Act, pass a resolution in terms of



Section 59 of the Act, confirming that, after the Reduction of Capital, the Company will satisfy the solvency test.

#### 4.3. Dividends

4.3.1. The Proposed Share Buy-Back is not expected to have an impact on the policy of the Board in recommending dividends, if any, to our Shareholders.

4.3.2. The Proposed Share Buy-back may reduce the amount of distributable reserves available for dividends. However, assuming the Proposed Share Buy-back is implemented in full and Letshego's quantum of dividends is maintained at historical levels, the Proposed Share Buy-back will have the effect of increasing the dividend rate of Letshego as a result of the reduction in the issued and paid-up share capital of Letshego.

#### 4.4. Tax implications

The Proposed Share Buy-Back is not expected to have any tax implications for the Company.

### 5. **FINANCIAL EFFECTS OF THE SHARE BUY-BACK**

5.1. The financial effects of the Proposed Share Buy-back on Letshego will depend on, inter alia, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired and the price paid for such Shares. The financial effects on the audited financial accounts of Letshego will depend, inter alia, on the factors set out below:

#### 5.1.1. Purchase or Acquisition out of Profits and/or Capital

Under the Act, purchases or acquisition of Shares by the Company may be made out of the Company's profits and/or capital. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, applicable vat and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

#### 5.1.2. Number of Shares Acquired or Purchased

Based on 2,175,038,644 issued Shares as at the Last Practicable Date, and assuming no further Shares are issued or repurchased, on or prior to the AGM, the purchase by the Company of up to the maximum limit of 10% of its issued Shares will result in the purchase or acquisition of 217,503,864 Shares.

#### 5.1.3. Maximum Price Paid for Shares Acquired or Purchased

Assuming that the Company purchases or acquires the 217,503,864 Shares at the Maximum Price of BWP 1.09 for each Share (being the price equivalent to 100% of the average last dealt prices of the Shares for the five consecutive Market Days on which the Shares were traded on the BSE immediately preceding the Last Practicable Date), the maximum amount of funds required for such Share Buy-back is approximately BWP 237,079,212.

#### 5.1.4. Illustrative Financial Effects

For illustrative purposes only, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-back Mandate on the audited financial statements of Letshego for the financial period ended 31 December 2022 are set out below and assumes the following:

- 5.1.4.1. based on the issued share capital of the Company as at the Last Practicable Date of 2,175,038,644 Shares, and assuming no further Shares are issued on or prior to the AGM, the purchase of 10% of its issued Shares will result in the purchase of 217,503,864 Shares;
- 5.1.4.2. the Company made purchases of 217,503,864 Shares at the Maximum Price of BWP 1.09 for each Share (being the price equivalent to 100% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the BSE immediately preceding the Last Practicable Date), and the maximum amount of funds required for the purchase or acquisition of 217,503,864 Shares is approximately BWP 237,079,212; and
- 5.1.4.3. the purchase or acquisition of the Shares will be made out of the capital and, retained earnings of the Company. The financial effects are explained below:

Share buyback – pro-forma financial information

31 December 2022

Financial position

31 December 2022	Before Share Buy-back	After Share Buy-back
	BWP '000	BWP '000
Share capital	899,571	799,989
Retained earnings & reserves	3,153	3,153
Non-controlling interests	-	-
<b>TOTAL EQUITY</b>	902,724	803,141
Other liabilities	1,010,174	1,010,174
Borrowings	2,475,311	2,475,311
<b>TOTAL EQUITY AND LIABILITIES</b>	4,388,209	4,288,626
Advances to customers	-	-
Cash and cash equivalents	43,703	43,703
Other assets	4,344,505	4,244,923
<b>TOTAL ASSETS</b>	4,388,209	4,288,626
Number of Shares '000	2,149,114,056	2,066,286,712
<b>FINANCIAL RATIOS</b>		
NVA per Share	2.04	2.08
Debt to equity	2.74	3.08
ROE	37%	72%
EPS (thebe)	18.7	16

Performance

31 December 2022	Before Share Buy-back	After Share Buy-back
	BWP '000	BWP '000
Interest income	165,793	165,793
Interest expense	(332,414)	(332,414)
Net interest income	(166,622)	(166,622)
Other income	909,041	909,041
<b>Revenue</b>	742,420	742,420
Total expenses	325,182	325,182
<b>Profit before tax</b>	417,238	417,238
Taxation	(82,107)	(82,107)
<b>Profit for the period</b>	335,131	335,131

Assumptions

a. Share price on date of Share Buy-back -

BWP 1.09

b. Share Buy-back price

BWP 1.09

c. 2,149,114,056 number of shares and financial information used for comparability. Number of shares was 2,175,038,644 at 7 June 2023 and 2,149,114,056 at 31 December 2022.

d. Share price on date of Share Buy-back - price at 7 June 2023 used.

e. Assume share buy-back was funded by repayment to Group of excess capital by subsidiaries, thereby reducing investment in subsidiaries (other assets).

f. Market Purchases of up to 10% at 100% of the Average Closing price:

- g. On 7 June 2023, Letshego Holdings Limited listed 25,924,588 additional shares for trade on the Botswana Stock Exchange in terms of the Company's long term Incentive Plan, (LTIP). These shares were awarded on the vesting of 2020 LTIP awards. This increased the number of issued ordinary shares from 2,149,114,056 at 31 December 2022 to 2,175,038,644 at 7 June 2023.

The share capital and shares reconciliation is as follows:

<b>Share capital and Share reconciliation</b>		
	<b>No. of Shares</b>	<b>Capital (BWP)</b>
31 December 2022	2,149,114,056	899,571,189
LTIP 2023	25,924,588	18,957,033
Total before buy-back	<b>2,175,038,644</b>	<b>918,528,222</b>
Buy-back (10%)	(217,503,864)	(237,079,212)
Treasury shares (5%)	108,751,932	118,539,606
After buy-back	<b>2,066,286,712</b>	<b>799,988,616</b>

**THE INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION FOLLOWS BELOW:**

**Certified Auditors**

Plot 205, Independence Avenue  
Main Mall, Gaborone, Botswana  
T: +267 3916650, +267 3916659

Plot 12684, Area A, Cnr. Botshelo drive  
Mosalaesi Street, Francistown, Botswana  
T: +267 2415298

[info@bakertilly.co.bw](mailto:info@bakertilly.co.bw)  
[www.bakertilly.co.bw](http://www.bakertilly.co.bw)

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN A  
CIRCULAR**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Letshego Holdings Limited by the directors. The pro forma financial information, as set out in Section 5 of the circular ("the circular"), to be dated on or about 30 June 2023, consists of statement of financial position, statement of financial performance and related explanatory notes. The pro forma financial information has been compiled on the basis of the applicable criteria specified in the BSE Limited (BSE) Listings Requirements and described in Section 4.2(m).

The pro forma financial information has been compiled by the directors to illustrate the impact of the corporate action or event, described in Section 4 of the circular, on the Company's financial position as at 31 December 2022 and the company's financial performance for the period then ended, as if the corporate action or event had taken place at 31 December 2022 and for the period then ended. As part of this process, information about the company's financial position and financial performance has been extracted by the directors from the company's financial statements for the period ended 31 December 2022, on which an auditor's report was issued on 31 March 2023 by Ernst & Young.

**Directors' Responsibility for the Pro Forma Financial Information**

The directors are responsible for compiling the pro forma financial information on the basis of the applicable criteria specified in the BSE Listings Requirements and described in Section 4.2(m).

**Our Independence and Quality Management**

We have complied with the independence and other ethical requirements of the International Ethics Standards Board for (including International Independence Standards).

The firm applies the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

---

**ADVISORY • AUDIT • TAX • ACCOUNTING**

Partners: Samuel N. Njanji CA (Z), FCPA, MBL; Jean Jones CA(Z), FCPA Phibion P. Gwatidzo FCPA, FZICA, CA(Z);  
Carlos Chileshe FCA, FCCA, FZICA

Baker Tilly Botswana trading as Baker Tilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities

## **Independent Reporting Accountant's Responsibility**

Our responsibility is to express an opinion about whether the pro forma financial information has been compiled, in all material respects, by the directors on the basis specified in the BSE Listings Requirements based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus which is applicable to an engagement of this nature. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the pro forma financial information has been compiled, in all material respects, on the basis specified in the BSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2022 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the pro forma financial information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Opinion**

In our opinion, the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the BSE Listings Requirements and described in Section 4.2(m).

# **Baker Tilly**

Baker Tilly  
Firm of Certified Auditors  
Practicing Member: Samuel N Njanji (CAP 0054 2023)

29 June 2023  
Gaborone

## 6. EFFECTS OF THE REDUCTION OF CAPITAL

In the event that the Proposed Share Buy-back is approved by the Shareholders, the Board has a discretion to cancel all the purchased Shares which will result in Reduction of Capital or retain those shares up to five per cent (5%) of the stated share capital of the Company as Treasury Shares. The Board considers that the Reduction of Capital will not have any material adverse effect on the financial position of Letshego.

## 7. FINANCIAL EFFECTS OF THE REDUCTION OF CAPITAL

Set out below, for illustrative purpose only, is a simplified statement showing the proposed movement of the equity of the Company before and after the Capital Reduction, should the Proposed Share Buy-back be implemented, based on the Company's position as at 31 December 2022:

	<b>Immediately before the Capital Reduction as at 31 December 2022 BWP '000</b>	<b>Immediately after the Capital Reduction taking effect BWP '000</b>
Share Capital	899 571	799 989
Retained earnings & reserves	3 153	3 153
Non-controlling interests	-	-
Total equity of the Company	902 724	803 141

## 8. NO PURCHASE DURING PRICE SENSITIVE INFORMATION DEVELOPMENTS

The Company will not undertake any Share Buy-backs at any time when it is trading under a cautionary announcement or when it is in a normal closed period as defined by the BSE Equity listing requirements. Letshego closed period starts on 1 July and 1 January each year and ends once the interim or year-end results are published.

## 9. INTERESTED PERSONS

The Company is prohibited from knowingly buying Shares on the BSE from an interested person, that is, a Director, the chief executive of the Company or Substantial Shareholder of the Company or any of their associates and an interested person is prohibited from knowingly selling his Shares to the Company.

**10. CONDITIONS OF THE PROPOSED SHARE BUY-BACK, RETENTION OF THE TREASURY SHARES AND SUBSEQUENT REDUCTION OF CAPITAL**

The Proposed Share Buy-Back, retention of the Treasury Shares and the Reduction of Capital is subject to the approval of Shareholders being obtained at the Company's forthcoming AGM.

**11. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

- 11.1. Save for the inadvertent increase in the percentage shareholding and/or voting rights of the Shareholders as a consequence of the Proposed Share Buy-Back and the subsequent Reduction of Capital, none of our Directors and Substantial shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Share Buy-back and the subsequent Reduction of Capital.
- 11.2. There are no contracts or arrangements currently in place that render any director duly interest and conflicted.
- 11.3. There are no outstanding loans owned by the Company to any director by any member of the Group of Companies for their benefit.
- 11.4. There are no arrangements under which any director of the Company has waived or agreed to waive such emoluments which occurred in the previous financial year.

**PROPOSED CHANGE OF NAME**

**12. DETAILS OF THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM LETSHEGO HOLDINGS LIMITED TO LETSHEGO AFRICA HOLDINGS LIMITED**

**12.1. Introduction and purpose**

Shareholders are advised that the Board proposes subject to Shareholders approval, the change on name.

The relevant information follows:



## 12.2. Change of name

### 12.2.1. Rationale for the change of name

12.2.1.1. The Company has embarked on a growth objective and regional transformation that has seen the company invest in multiple economies across Africa.

12.2.1.2. The name of the company must reflect its widened reach.

12.2.1.3. By changing the companies name and identity, the Company will also change the way it positions itself in the market and the economies it is invested in.

### 12.2.2. Details of change of name

12.2.2.1. The Board proposes that the Company's name be changed from "**Letshego Holdings Limited**" to "**Letshego Africa Holdings Limited**".

12.2.2.2. The BSE has subject to shareholder approval, approved the change of name.

12.2.2.3. The Company will continue to remain listed in the BSE.

12.2.2.4. Should the change of name be approved and implemented the accounts of shareholders at their CSDPs or brokers will be updated to reflect the new name of the Company.

12.2.2.5. A summary of the important dates to the proposed name change of the Company are herein annexed as Schedule B to this Circular.

### 12.2.3. Approval of the change of name in terms of the Companies Act and the BSE Listing Requirements.

12.2.3.1. The Board confirms that it will acquire all necessary approvals in terms of section 34 of the Companies Act and the BSE listing requirements.

12.2.3.2. The Board confirms that there is no proposed change in the nature of the business of the Company in contemplation.

12.2.3.3. The Board confirms that for a period of not less than one year, the proposed former name of the company will be shown on all share issuances (in brackets) under the proposed new name of the Company.

12.2.3.4. The Board confirms that the proposed change of name does not have any effect on the current Equity BSE Code (LETS-EQO) of the Company.

12.2.4. The Shareholders will be requested to approve the following resolution, which will be incorporated in the Notice of Meeting of the AGM to be held on the 11<sup>th</sup> July 2023:

**“ORDINARY RESOLUTION**

*At a meeting of the Board of Directors held on 25 May 2023, IT WAS HEREBY RESOLVED THAT:*

*Subject to the Company's compliance with all rules, regulations, orders and guidelines made pursuant to the Companies Act, the provisions of the Company's Constitution and the Listing Requirements of the Botswana Stock Exchange (BSE), the Company be and is hereby authorized to the fullest extent permitted by law, to change of name of the company from Letshego Holdings Limited to Letshego Africa Holdings Limited provided that:*

*a) the Company complies with all the relevant provisions of the Companies Act and the BSE Listing requirements.*

*b) All relevant approvals sought are granted by relevant authorities.*

*and*

*Aobakwe Aupa Monyatsi and Tinotenda Gwendoline Muteiwa be and are hereby authorised to take all steps as are necessary or expedient to implement or give effect to the Proposed Change of Name with full powers to amend and/or assert to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, the provisions of the Company's constitution and the requirements of the BSE and all other relevant governmental/regulatory authorities.*

## **GENERAL UNDERTAKINGS**

### **13. DIRECTORS' RECOMMENDATIONS**

- 13.1. The Directors, having considered all aspects of the Proposed Share Buy-back and the subsequent Reduction of Capital, are of the opinion that the Proposed Share Buy-back and the subsequent Reduction of Capital is in the best interest of the Company and will not result in the Company being unable to pay its debts as they become due or the Company's assets being less than their liabilities as envisaged in Section 59 (4) of the Act. Accordingly, they recommend that you vote in favour of the ordinary resolution for the Proposed Share Buy-Back and the special resolution for the Reduction of Capital to be tabled at the forthcoming AGM.
- 13.2. The Directors has considered the proposed change of name and the resolutions presented and are of the opinion that they are in the interest of the shareholders.
- 13.3. The Directors recommend that the shareholders vote in favour of the change of name in terms of the resolutions proposed.

### **14. AGM**

- 14.1. The AGM or any adjournment thereof, will be held on the 11<sup>th</sup> July 2022 via conference call for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Share Buy-back and the special resolution to give effect to the Reduction of Capital.
- 14.2. If you are unable to attend the AGM in person, you are requested to complete the enclosed Form of Proxy and forward it to our Registered Office at not later than forty eight (48) hours before the time set for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

### **15. FURTHER INFORMATION**

#### **15.1. Legal Advisors**

Armstrongs Attorneys have been appointed to advise the Company and the Board for the Proposed Share Buy-Back and the subsequent Reduction of Capital.

15.2. Material Contracts

Letshego has not entered into any material contracts (not contracts being entered into in the ordinary course of business) within the two years as of the Last Practicable Date.

15.3. Material Litigation

Letshego is not involved in any material litigation, arbitration nor is it aware of any pending or threatened proceedings against it which may have a significant impact on the financial position of the Company.

15.4. Patents and Trademarks

There are no trademarks, patents or other intellectual property or industrial property which are significant in relation to the Company's business.

15.5. Solvency Test

15.5.1. Letshego is confident that after the Reduction of Capital pursuant to the Proposed Share Buy-Back it will be able to meet its obligations as they become due in the normal course of business.

15.5.2. The Board confirms that the working capital available to the Company is sufficient for the Company's present requirements, that is, for at least the next twelve months from issue of this circular.

15.6. Remittance Statement

There are no restrictions applicable affecting the remittance of profits or repatriation of capital into Botswana from outside Botswana.

15.7. Trading and Financial Position

The Board confirms that there will be no adverse effects or changes to the financial and trading position of the Company following the most recent financial year

#### 15.8. Documents For Inspection

The following documents are available for inspection in English on our website [www.letshego.com](http://www.letshego.com) and at our offices at Letshego Holdings Limited, Tower C, Zambezi Towers, Plot 54352, CBD, P O Box 381, Gaborone, Botswana between the date of this Circular to the date of the AGM:

15.8.1. The Circular;

15.8.2. Signed expert consent letters;

15.8.3. Constitution; and

15.8.4. the audited financial statements for the year ended 31 December 2022

#### 15.9. Constitution

A summary of the constitution of the company is herein annexed as Schedule A to this Circular.

#### 15.10. Statement of liability

15.10.1. The respective affiliates, other professional advisors and the BSE have not separately verified the information contained in this Circular. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Arranger, the Dealers, their respective affiliates, other professional advisors or the BSE as to the accuracy or completeness of the information contained in this Circular or any other information provided by the Issuer.

15.10.2. The Arranger, the Dealers, their respective affiliates, other professional advisers and the BSE do not accept any liability in relation to the information contained in this Circular or any other information provided by the Issuer in connection with the Circular.

15.10.3. No person has been authorised to give any information or to make any representation not contained in or not consistent with this Circular or any other information supplied in connection with the Circular and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger, the Dealers, any other professional advisers or the BSE.'

15.10.4. The Advisors as listed in this circular have given and have not withdrawn their consent to the inclusion of references to their names in the form and context in which they appear in this Circular.

**16. RESPONSIBILITY STATEMENT OF MEMBERS OF THE BOARD**

- 16.1. The members of the board, document collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and (if applicable) that the Circular contains all information required by law.
- 16.2. The members of the board confirm that the Circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional advisers would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company and of the rights attaching to the securities to which the Circular relates.
- 16.3. The Board confirms that all Pro-forma information included in this circular and associated documents is the responsibility of the directors of the issuer and that such information is given in compliance with IFRS.

**17. BSE DISCLAIMER**

The Botswana Stock Exchange has not verified the accuracy and truth of the contents of the document submitted to it and the Botswana Stock Exchange accepts no liability of whatever nature for any loss, liability, damage, or expense resulting directly or indirectly from the decision taken based on the Circular.

Yours faithfully,



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**PHILLIP ODERA**

for and on behalf of the

**BOARD OF DIRECTORS**

## SCHEDULE A – SUMMARY OF LETSHEGO CONSTITUTION

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The Constitution of the Company provides, *inter alia* as follows:

1. Companies Act (Clause 2.1)

1.1. That the company, Board and each Director and each shareholder of the Company have the rights to, powers, duties and obligations as set out in the Act.

2. Incorporation of listing requirements (Clause 2.2)

2.1. That the listing rules as may be modified are deemed to be incorporated into the constitution.

3. Listing Rules prevail (Clause 2.3)

3.1. That any provision of the constitution inconsistent with the listing rules, the listing rules will prevail.

4. Compliance with the listing rules (Clause 2.4)

4.1. That the company shall so long as it is listed, comply with the listing rules.

5. Directors power to vote on matters where conflicted

5.1. There is no express provision in the company constitution that speaks to the directors ability to vote in matters in which they are conflicted, reliance is therefore placed on the Companies Act and the BSE listing requirements in terms of clause 2 of the constitution.

6. Directors power to vote on matters of remuneration (Clause 23.1)

6.1. That the board of directors may exercise power in terms of the Companies Act to authorize remuneration and other benefits to and for Directors

7. Directors borrowing powers (Clause 24)

- 7.1. That directors may borrow for the purpose of the company's business as a meeting of shareholders may determine.
  - 7.2. That the company engage in foreign currency borrowings by way of back-to-back loan agreements.
  - 7.3. That a register will be kept of all borrowings of the company
  - 7.4. That the directors may execute necessary security related to the borrowings of the company.
- 8. Company dividend policy (Clause 26)
  - 8.1. That the company may pay dividends to holders of security
  - 8.2. That payments of dividends shall be done in different currency at the discretion of the Board.
  - 8.3. That the company will make deductions to dividends in terms the constitution
  - 8.4. That the entitlement date for dividends will be subsequent to the date of declaration or date of confirmation, whichever is later.
  - 8.5. That the company may repossess all unclaimed dividends after a three-year period.
- 9. Retirement age of directors
  - 9.1. In terms of the constitution of the company, there is no specified age of retirement for directors.
- 10. Directors' qualification shares (Clause 19.6)
  - 10.1. There are no shareholding qualification for Directors, reliance is therefore placed on the Companies Act and the BSE listing requirements in terms of clause 2 of the constitution.



## **SCHEDULE B - IMPORTANT DATES IN RELATION TO THE NAME CHANGE RESOLUTION**

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Circular to Shareholders and notice convening the Annual General Meeting released on X-News:	05 July 2023
Posting of Circular to Shareholders and notice convening the Annual General Meeting:	05 July 2023
Voting Record Date in respect of being eligible to vote at the Annual General Meeting:	07 July 2023
Forms of proxy to be received:	09 July 2023
Annual General Meeting to be held:	11 July 2023
Results of the Extraordinary General Meeting release on X-News:	12 July 2023
Release of finalisation announcement in respect of the Name Change:	12 July 2023
Last date to trade under the old name:	31 July 2023

### **Note**

The above dates and times are subject to amendment. Any such amendment will be released on X-News.