

Notice of Annual General Meeting

Registration no CO 2014/5015

Notice is hereby given that the Annual General Meeting of Afinitas Limited will be held at the offices of Afinitas Limited, Office 6A, i-Towers, Plot 54368, CBD, Gaborone, Botswana on Wednesday 12th June 2019 at 1500hrs for the following business:

1. Ordinary Resolution 1:

To receive, approve and adopt the audited financial statements for the year ended 31 December 2018 together with the reports of the directors and statutory auditors.

2. Ordinary Resolution 2:

To re-elect Keith Jefferis who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, as director. Keith Jefferis CV is contained on page 11 of the annual report.

3. Ordinary Resolution 3:

To reappoint Grant Thornton as auditors for the ensuing year.

4. Ordinary Resolution 4:

To authorise the Board of Directors to determine the remuneration and terms of reference of the external auditors.

5. Ordinary Resolution 5:

To approve the remuneration of the chairman and directors of the company.

Director	Basic Salary	Directors fees	Total Remuneration
Lesang Magang		P80 000.00	P80 000
Keith Jefferis		P80 000.00	P80 000
Rupert McCammon		P80 000.00	P80 000
Leutlwetse Tumelo	\$71 260		\$71 260

6. Ordinary Resolution 6:

To review and adopt minutes of the previous Annual General Meeting.

7. Ordinary Resolution 7:

To approve the appointment of Keith Jefferis as a member of the audit committee.

8. Ordinary Resolution 8:

To approve the appointment of Lesang Magang as a member of the audit committee.

9. Ordinary Resolution 9:

To approve the appointment of Keith Jefferis as a member of the remuneration committee.

10. Ordinary Resolution 10:

To approve the appointment of Lesang Magang as a member of the remuneration committee.

1. Special Resolution:

1. Clause 27.1 of the Constitution be deleted in its entirety and replaced with the following clause:

“In addition to the notices to be sent to all registered holders of Securities, all notices shall, if the Company is listed, be published on the relevant stock exchange news service and, if required by the listing requirements of the relevant stock exchange, in a newspaper”

2. Clause 27.2 of the Constitution be deleted in its entirety and replaced with the following clause:

“All notices, reports, accounts or documents to be sent to shareholders shall be sent by any of the following means, in the discretion of the Board;

- (a) Delivering it to that shareholder or person;
- (b) Delivering it or sending it by post to the address of the shareholder in the register or the alternative address (if any) nominated by that shareholder or person for that purpose;

Notice of Annual General Meeting

- (c) Sending it to a fax number or electronic address (if any) nominated by that shareholder or person for that purpose;
- (d) If permitted by the Companies Act and/or the listing requirements of the relevant stock exchange notifying that shareholder of the notices' availability by any electronic means nominated by the shareholder for that purpose;
- (e) Any other means permitted under the Companies Act and/or the listing requirements of the relevant stock exchange."

3. Clause 27.3 of the Constitution be deleted in its entirety and replaced with the following clause:

"Any notice given, or document delivered by the company to a shareholder or person whose address for notices is not within Botswana shall, in the discretion of the board, be delivered by airmail, air courier, fax or any form of electronic transmission and be deemed to be received by the holder three days after the time of commencement of such delivery."

11. To give the shareholders present opportunity to question, discuss or comment on the management of the Company as envisaged in Section 97 of the Companies Act.

Voting and Proxies

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead.
2. The instrument appointing such a proxy must be deposited at the registered office of the Company or sent by email to contactus@corpservebotswana.com not less than 48 hours i.e. 15H00 on Monday 10th June 2019 before the meeting.
3. The completion and lodging of the form of proxy will not preclude the relevant member from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof.

By order of the Board

Company Secretary

Proxy Form

For use at the Annual General Meeting to be held at 1500hrs on Wednesday 12th June 2019 at the offices of Afinitas Limited, Office 6A, i-Towers, Plot 54368, CBD, Gaborone, Botswana.

I/We _____ of _____
 _____ being a shareholder/s of the above mentioned company, holding _____
 number of shares hereby appoint:

1. _____ or failing him/her
2. _____ or failing him/her
3. The Chairman of the Annual General Meeting

As my/our proxy to speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Afinitas Limited, Office 6A, I-Towers, Plot 54368, CBD, Gaborone, Botswana on 12 June 2019, at 1500hrs, and at any adjournment thereof follows:

		For	Against	Abstain
1	Ordinary resolution 1: To receive, approve and adopt the audited financial statements for the year ended 31 December 2018 together with the reports of the directors and statutory auditors.			
2	Ordinary resolution 2: To re-elect Keith Jefferis who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, as director. Keith Jefferis CV is contained on page 11 of the annual report.			
3	Ordinary resolution 3: To reappoint Grant Thornton as auditors for the ensuing year.			
4	Ordinary Resolution 4: To authorise the Board of Directors to determine the remuneration and terms of reference of the external auditors.			
5	Ordinary Resolution 5: To approve the remuneration of the chairman and directors of the company.			
6	Ordinary Resolution 6: To review and adopt minutes of the previous Annual General Meeting.			
7	Ordinary Resolution 7: To approve the appointment of Keith Jefferis as a member of the audit committee.			
8	Ordinary Resolution 8: To approve the appointment of Lesang Magang as a member of the audit committee.			
9	Ordinary Resolution 9: To approve the appointment of Keith Jefferis as a member of the remuneration committee.			
10	Ordinary Resolution 10: To approve the appointment of Lesang Magang as a member of the remuneration committee.			
11	Special Resolution 1: To approve the amendment to the Constitution as proposed in the Notice of Annual General Meeting.			

Signed at _____ on the _____ day of _____ 2019

Signature of Member: _____

Name of Member: _____

Capacity of signatory: _____

80 (where applicable) assisted by:

Proxy Form

Notes and instructions

1. Every shareholder present in person or represented by proxy and entitled to vote at the General Meeting shall, on a show of hands, have only one vote, irrespective of the number of shares held and in the event of a poll, every shall be entitled to one vote for every share held.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the Chairman of the General Meeting"; but any such deletion must be initialled by the shareholder. Should the spaces be left blank, the proxy will be exercised by the Chairman. Should the proxies whose names have been inserted not attend and "the Chairman of the General Meeting" not be deleted, the proxy will be exercised by the Chairman.
3. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by that shareholder, in the appropriate spaces provided. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting, as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholders or by his/her proxy.
4. The proxy shall have the power to vote for and attend at any adjournment of the Meeting and to vote on any amendment to any of the resolutions which may be proposed at the Meeting.
5. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
6. The power of attorney or other authority establishing the authority of a person signing the form of proxy in a representative capacity or certified copy thereof must be attached to the form of proxy, unless previously recorded by the transfer secretaries or waived by the Chairman of the Meeting.
7. The completion of any blank spaces in the form of proxy need not be initialled. Any alterations or corrections to the form of proxy must be initialled by the signatory/ies.
8. The Chairman of the Meeting may accept any form of proxy which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a shareholder wishes to vote.

A vote given in accordance this form of proxy shall be valid notwithstanding the previous legal incapacity of the principal or revocation of the form of proxy or the transfer of the share in respect of which the vote is given, unless an intimation in writing of such legal capacity or transfer shall have been lodged with the Transfer Secretaries, Corpserve Unit 206, Second Floor, Plot 64516 Showgrounds Close, Fairgrounds, P.O. Box 1583, AAD Gaborone, or by email to contactus@corpservebotswana.com, to be received by them by not later than 15H00 Monday 10th June 2019.