

Annual General Meeting Notice

Notice is hereby given that the 45th Annual General Meeting of the shareholders of Standard Chartered Bank Botswana Limited will be held on Tuesday 30th June 2020 at Standard Chartered Bank Botswana Limited Offices, Gaborone, Plot 1124-30, Queens Road, Main Mall, 5th Floor via Webinar :

1. To receive, consider and adopt the Chairperson's report.
2. To receive, consider and adopt the Chief Executive Officer's report.
3. To receive, consider and approve the Annual Financial Statements for the year ended 31st December 2019, together with the Auditor's reports therein.
4. To ratify the declaration of a final dividend of 18.38 thebe per ordinary share paid to Shareholders on or around 19th May 2020.
5. To re- elect as a Director Jerry Kweku Boi Bedu- Addo who retires by rotation and in accordance with Section 66 of the Constitution, and who being eligible, offers himself for re-election. He is CEO of Standard Chartered Bank for South Africa & Southern Africa and holds a Bachelor of Science degree in Agricultural Economics from the University of Ghana and a Masters degree in Economic Policy Management from Columbia. Mr Bedu - Addo served as the Chairman of the Ghana Stock Exchange and Vice Chairman of the Ghana Fixed Income Market Council. He was on the Global Investment Committee, Acumen Fund, New York from 2012 to 2016.
6. To re- elect as a Director Mpho Calvin Masupe who retires by rotation and in accordance with Section 66 of the Constitution, and who being eligible, offers himself for re-election. Director Masupe is the Chief Executive Director of Standard Chartered Bank Botswana Limited and holds a Bachelor of Commerce Degree from the University of Botswana and a Master's Degree in Strategic Management from the University of Derby. Mr Masupe has a strong financial background acquired over 24 years leading finance and administration departments. He has served on the boards of various organizations including Absa Life, Botswana Accountancy College and Sesiro Insurance and currently sits on the Standard Chartered Bank Botswana boards.
7. To note and approve the retirement of Bojosi Khebetu Othlogile as a Director and Board Chairman effective 31st December 2019.
8. To note and approve the resignation of Richard Martin Etemesi as a Director effective 1st October 2019
9. To confirm the appointment of Doreen Cilla Khama as Board Chairperson effective 1st January 2020. She holds a bachelor's degree in Law from the University of Botswana Lesotho and Swaziland. She is the founder and senior partner of Doreen Khama Attorneys, a private law firm established in 1982 which provides legal advice to corporate and individual clients on commercial matters and general litigation.
10. To confirm the appointment of Rodgers Majwabe Thusi as an Independent Non Executive Director effective 19th July 2019 in accordance with Section 90 of the Companies Constitution. He is a co- founder of Gidary Technical Solutions (Pty) Ltd and holds a Bachelors Degree of Science specialising in Mineral Processing from the University of Wales, a post Graduate Diploma in Management Studies from Management College of Southern Africa and a Certificate in Advanced Operations Management from the University of Cape Town. Mr Thusi has undertaken a number of projects covering technical investigations, mineral resource evaluation including projects and operations management support at various mines.
11. To confirm the appointment of Thari Gilbert Pheko as an Independent Non Executive Director effective 18th February 2020 in accordance with Section 90 of the Companies Constitution. He is a consultant at ZBL Investments (Pty) Ltd and holds a Master's in Management Information Systems, a Bachelors Degree in Business Finance and Economics from the University of East Anglia, Norwich, United Kingdom. He attained Part one Bachelor's Degree of Arts from the University of Botswana majoring in Accounting and Public Administration. Mr Pheko has over 10 years experience in executive management positions of various organisations, he served as a Chief Executive Officer for Botswana Telecommunications Authority and Botswana Communications Regulatory Authority.
12. To approve the remuneration of the Directors for the financial year ending 31st December 2020 as set out in the Corporate Governance section of the Annual Report.
13. To approve the remuneration of the auditors, KPMG Botswana for the year ended 31st December 2019.
14. To confirm and ratify the appointment of the auditors Ernst & Young and to authorise the Board of Directors to determine Ernst and Young's remuneration for the ensuing year.
15. To receive and consider questions and or comments from the shareholders.

Notes:

Any shareholder entitled to attend and vote, is entitled to appoint a proxy to attend and speak and vote in his/her stand. The person so appointed needs not be a shareholder of the Company. The instrument appointing such a proxy along with the shareholder's request for the link to attend the Webinar must be sent to the Company Secretary Chazha Kgalemang by e-mail at Chazha.Kgalemang@sc.com not less than 48 hours before the meeting.



Chazha Kgalemang
Secretary