

Notice of Meeting & Agenda

Notice is hereby given that the second Annual General Meeting of shareholders of BBS Limited ("BBSL") will be held **VIA ZOOM TECHNOLOGY** in observance of the State Of Emergency Regulations against COVID-19 on **Thursday 23 July 2020** starting at **09h00am** or any adjournment or postponement thereof, to: (i) consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out below, and (ii) deal with such other business as may be dealt with at the meeting.

To attend the AGM, BBSL Shareholders should access the link "**BBSL 2018 Annual General Meeting Registration**" in the BBSL website for verification purposes. Upon successful verification during registration, an email with the AGM credentials will be emailed to the Shareholder. On the day of the AGM Shareholders must start logging in from 8:15am. Shareholders are encouraged to submit questions in advance through the Company Secretary.

Shareholders are also urged to consult clauses on proxies and proxy forms as outlined in the BBSL Constitution, a copy of which is available on the BBSL website by accessing the link "**BBSL Constitution**". The clauses are paraphrased in the "Notes" section of this Notice.

Proxy Forms must be received by the Company Secretary 48 HOURS before the start of the meeting either by email at bbs@bbs.co.bw, or delivered at BBSL Head Office 4th Floor (see location details in the "Notes" section below) or at any BBSL Branch across the country.

Further, a body corporate which is a Shareholder may appoint a representative to attend a meeting of Shareholders on its behalf in the same manner as that in which it would appoint a proxy. Shareholders may also appoint the Chairperson of the Annual General Meeting as their proxy.

ORDINARY BUSINESS

Ordinary resolutions ("Ordinary Resolution" means a resolution of shareholders approved by a simple majority of the votes of those Shareholders entitled to vote and voting on a question.)

Therefore, each of the ordinary resolutions number 1 to 3 requires the support of more than 50% of the votes exercised on the resolution in order to be approved.

1. To read the notice convening the meeting.

2. Ordinary Resolution No. 1

To accept and adopt of Minutes of the Annual General Meeting held on 28 September 2018.

"Resolved that the Minutes of the BBS Annual General Meeting held on 28 September 2018 be and are hereby approved".

Additional information in respect of Ordinary Resolution No. 1

The minutes of the Annual General Meeting held on 28 September 2018 have been emailed to Shareholders or may be requested from the Company Secretary at bbs@bbs.co.bw

3. Ordinary Resolution No.2

To accept and adopt annual financial statements, auditor's report and the annual report.

"Resolved that the audited financial statements of the Company, including the Independent Auditor's Report, Directors' Report and the Finance and Audit Committee's Report, for the year ended 31 December 2018, be and is hereby accepted and adopted."

Additional information in respect of Ordinary Resolution No. 2

The full set of annual financial statements of the Company for the 2018 financial year are available on our website, have been emailed to Shareholders and are available by request from the Company Secretary at 3971396 or bbs@bbs.co.bw

4. Ordinary Resolution No.3

To ratify the appointment of the independent external auditor KPMG. Following the overlapping 2018 and 2019 financial audits because of system challenges that BBSL experienced, which also made it impossible to hold an AGM in 2018 that would have enabled Shareholders to appoint the auditors for 2019, the BBSL Board of Directors received legal advice that the external auditors KPMG may commence the 2019 financial audit as they remain BBSL auditors in accordance with the Companies Act. The appointment of KPMG by the BBSL Board would then be ratified by Shareholders at the 2018 AGM, now being held in 2020, hence the resolution:

Resolved that the appointment of KPMG as the independent external auditor of BBS Limited until the conclusion of the next annual general meeting in accordance with section 191(1) of the Companies Act, 2009 be and is hereby ratified.

5. Ordinary Resolution No.4

To appoint the following individual to the BBS Limited Board as an additional Director, in accordance with Clause 88.1 of the Constitution.

Mr. Geoffrey M. Bakwena* - Non Executive Director

Resolved that Mr. Geoffrey M. Bakwena be and is hereby appointed to the BBS Limited Board of Directors.

*Mr Bakwena's profile has been emailed to Shareholders, is available on the BBSL website or may be requested from the Company Secretary at 3971396 or bbs@bbs.co.bw.

SPECIAL BUSINESS

Special Resolution ("Special Resolution" means a resolution of Shareholders approved by a majority of at least 75% of the votes of the Shareholders entitled to vote and voting on a question.)

6. Special Resolution No.1

To ratify amount donated to charitable entities

Resolved that donations made to various deserving charitable organisations made in terms of Section 128 of the Companies Act Cap 42:01 amounting to P640, 000.00 for the year ended 31 December 2018 be and are hereby ratified.

7. Special Resolution No.2

To approve that up to 2% of profits made be donated to charitable entities as would be determined by Management from time to time.

Resolved that every year the company set aside up to 2% of the profits of the company to be donated by Management to various deserving charitable entities in terms of Section 128 (1) (C) of the Companies Act Cap 42:01.

8. Special Resolution No.3

To make changes to the Constitution of BBS Limited

Resolved that amendments to clauses of the BBSL Limited Constitution as indicated below be and are hereby approved with immediate effect:

Clause	Rationale for amendment	Proposed amended clause
Proposed New Clause: 2.2.27	The Building Societies Act ("BSA") as amended to facilitate demutualisation allows a building society to carry on the business of a building society after it converts to a company but before it attains a banking license and changes into a commercial bank. The Companies Act as amended also states that the conversion of a building society into a company does not create a new entity and all rights and obligations existing before the change continue after the change. Nonetheless the Constitution of BBSL needs to capture this as much as the objects of a building society at stated at Section 17 of the BSA were captured in the BBS Rules as the Act merely provides the statutory framework and the Rules purposely state what a specific building society has opted to adopt as its objects against this general statutory framework.	<i>In particular, during its transition period before it acquires a full commercial bank license, the Company may carry out any of the purposes stated under Section 17 of the Building Societies Act in line with Section 67D(1) of the Building Societies Act (as amended) as read with Section 359 (1) of the Companies Act (as amended) as though all the objects have been stated individually within this Constitution.</i>
Clause 44.1: Subject to the consent of any bankers or third party financiers providing funds to the Company (to the extent required and other than from any of the shareholders who have provided shareholder loans to the Company),the Board shall decide on the recommendation of the Chief Financial Officer a percentage of the Company's annual net profits that will be made available for distribution to its shareholders as dividends in proportion to their shareholding in the Company which net profits will be calculated after full provision has been made for.	Chief Finance Officer is subordinate to the Managing Director and recommendation must be that of the Managing Director, even if the technical work was done by the Chief Finance Officer.	1. Subject to the consent of any bankers or third party financiers providing funds to the Company (to the extent required and other than from any of the shareholders who have provided shareholder loans to the Company),the Board shall decide on the recommendation of the Managing Director a percentage of the Company's annual net profits that will be made available for distribution to its shareholders as dividends in proportion to their shareholding in the Company which net profits will be calculated after full provision has been made for.
Clause 58.2: If no chairperson has been elected or if, at any meeting of shareholders, the chairperson is not present within 30 minutes of the time appointed for the commencement of the meeting, the shareholders present may choose one of the number to chair the meeting.	If the Chairman is late or not available, present Directors should be given the opportunity to appoint a Chairman for the general meeting from amongst their number. If there are none present or of those present decline to preside then shareholders choose a chairman from amongst themselves.	2. If no chairperson has been elected or if, at any meeting of shareholders, the chairperson is not present within 30 minutes of the time appointed for the commencement of the meeting, the directors present shall choose a director as the Chairman and if no directors be present or if those present at the time of the meeting decline to preside , the shareholders present may choose one of the number to chair the meeting.
Clause 85: The Chief Executive Officer is, subject to the terms of any written contract, subject to the same provisions as regards resignation, removal and disqualification as the other directors. If the Chief Executive Officer ceases to hold the office of Chief Executive Officer for any reason the Chief Executive Officer will immediately cease to be a Director. This clause shall also apply to the Finance Director.	Align it to the approved organisational structure which does not have the position of Finance Director. Thus, remove reference to Finance Director in Clause 85.	Clause 85: The Managing Director is, subject to the terms of any written contract, subject to the same provisions as regards resignation, removal and disqualification as the other directors. If the Managing Director ceases to hold the office of Managing Director for any reason the Managing Director will immediately cease to be a Director. This clause shall also apply to any other Executive Director appointed in terms of the BBSL Constitution.
Clause 86.2.2. The finance director of the Company	Align it to the approved organisational structure which does not have the position of Finance Director. Thus, remove reference to Finance Director in Clause 86.2.2. and make it open for the Board to choose the other Executive Director from amongst the Executive Management team on the basis of the best interests of the Company.	Clause 86.2.2. Another Executive Director appointed by the Board from amongst the Executive Management team upon recommendation by the Managing Director of the Company.
Clause 86.3. The Board shall be appointed for a tenure of up to maximum three (3) years, renewable for another maximum period of two three (3) years periods. The rotation of Directors shall be limited to three terms. The number of terms of a director may however be extended beyond the 3 terms for an additional one three (3) year period where it is in the best interest of the company. Provided that this clause shall not apply to the CEO and the Finance Director.	Align it to the approved organisational structure which does not have the position of Finance Director. Thus, remove reference to Finance Director in Clause 86.3.	86.3. The Board shall be appointed for a tenure of up to maximum three (3) years, renewable for another maximum period of two three (3) years periods. The rotation of Directors shall be limited to three terms. The number of terms of a director may however be extended beyond the 3 terms for an additional one three (3) year period where it is in the best interest of the company. Provided that this clause shall not apply to the CEO and any other Executive Director.

9. Update on the demutualisation of BBSL

The Chairman of the Board will give a verbal update on progress in respect of the demutualisation of BBS. Shareholders will be given an opportunity to comment or seek clarification.

10. Any other business

To answer any questions put forth by Shareholders in accordance with Section 97(1) of the Companies Act Cap 42:01 regarding the affairs and the business of the company.

11. Chairman to close the meeting

NOTES:

1. Attendance and voting by Shareholders or Proxies

A BBSL Shareholder is entitled to attend and vote at the Annual General Meeting. Alternatively, a BBSL Shareholder may appoint a proxy to attend, participate in and vote at the meeting in the place of the Shareholder. A proxy need not be a shareholder of the company. Voting on the ordinary and special resolutions will in the first instance be decided by voice or show of hands, unless a poll is demanded pursuant to Section 67.1 of the BBS Limited Constitution. If voting is by show of hands, every Shareholder or Proxy present will have one vote, irrespective of the number of shares held in the company by the Shareholder. On a poll, every Shareholder or Proxy present shall have one vote for every share held in the company by the Shareholder.

Proof of identification

All persons, including Shareholders and Proxies, will be required to provide reasonably satisfactory identification before attending or participating in the meeting. Forms of identification, which must be presented are a valid identity card, driver's licence or passport. Registration for the meeting will be done online

Form of Proxy

The proxy form is available on the BBSL website, has been emailed to shareholders and may be requested from the Company Secretary at bbs@bbs.co.bw.

As stated above, the Form of Proxy or other authority appointing the Proxy must be delivered to BBS Limited, Plot 13108-12, Corner of Lemmenyane and Segoditshane Roads, Broadhurst, Gaborone; posted (at the risk of the shareholder) to BBS Limited at PO Box 40029, Gaborone; or emailed to BBS Limited at bbs@bbs.co.bw and must be duly received by the Company at least 48 hours before the annual general meeting.

Proxy forms have been emailed to shareholders with the Annual Report and are available on request from the Company Secretary at bbs@bbs.co.bw or may be collected at the nearest Branch.

By order of the Board



Siphon H. Showa
Company Secretary
02 July 2020

