



Afinitas Limited (“Afinitas”, the “Company” or the “Group”)
(Incorporated in Botswana, Company Number BW00001543844
BSE code “AFS”

2019 ANNUAL GENERAL MEETING TO BE HOSTED BY AUDIO OR AUDIO-VISUAL PLATFORM.

The Board of Directors of Afinitas Limited informs shareholders that in light of the developing situation with regard to COVID-19 in Botswana, a decision has been taken to host the 2019 Annual General Meeting by audio or audio-visual communication means, as provided for in the Company’s constitution. The date and time of the meeting remain unchanged.

Shareholders who wish to participate in the virtual meeting should contact the transfer secretary, Corpserve Botswana, for dial-in details at contactus@corpservebotswana.com.

By order of the Directors of Afinitas Limited

17th June 2020

For more information please contact:
Leutlwetse Tumelo
leutlwetse@afinitas.co

About Afinitas Limited

Afinitas Limited is a pan African investment holding company with a mandate to seed and develop new companies focused on investment opportunities in Africa.

The company has investments in Africa Events Limited – a specialist events management business that focuses on investor-oriented events, Adventis Limited – an Africa focused asset management company and ICECAP – an independent provider of corporate and alternative asset administration services.



Registration no BW00001543844
ISIN No BW 000 000 1403

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Afinitas Limited will be held by means of audio or audio-visual communication on Wednesday 24th June 2020 at 15H00 for the following business:

1. Ordinary Resolution 1:

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

2. Ordinary Resolution 2:

To receive, approve and adopt the audited financial statements for the year ended 31 December 2019 together with the reports of the directors and statutory auditors.

3. Ordinary Resolution 3:

To re-elect Lesang Magang who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, as director. Lesang Magang's CV is contained on page 10 of the annual report.

4. Ordinary Resolution 4:

To reappoint Grant Thornton as auditors for the ensuing year.

5. Ordinary Resolution 5:

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

6. Ordinary Resolution 6:

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

Director	Basic Salary	Directors fees	Total Remuneration
Lesang Magang		P80 000	P80 000
Rupert McCammon		P80 000	P80 000
Leutlwetse Tumelo	\$73 398		\$73 398

7. Ordinary Resolution 7:

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



8. Ordinary Resolution 8:

To approve the appointment of Jenny Marinelli as a member of the audit committee.

9. Ordinary Resolution 9:

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

10. Engagement with the board and management of the Company

To give the shareholders present the 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 22nd June 2020** 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 15H00 on Wednesday 24th June 2020 by audio or audio-visual communication

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 by audio or audio-visual communication on 24th June 2020, at 15H00, and at any adjournment thereof follows:

		For	Against	Abstain
1	Ordinary Resolution 1: To review and adopt minutes of the previous Annual General Meeting.			
2	Ordinary Resolution 2: To receive, approve and adopt the audited financial statements for the year ended 31 December 2019 together with the reports of the directors and statutory auditors.			
3	Ordinary Resolution 3: To re-elect Lesang Magang who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, as director. Lesang Magang's CV is contained on page 10 of the annual report.			
4	Ordinary Resolution 4: – To reappoint Grant Thornton as auditors for the ensuing year.			
5	Ordinary Resolution 5: To authorise the Board of Directors to determine the remuneration and terms of reference of the external auditors.			
6	Ordinary Resolution 6: To approve the remuneration of the chairman and directors of the company.			
7	Ordinary Resolution 7: To approve the appointment of Lesang Magang as a member of the Audit Committee.			
8	Ordinary Resolution 8: To approve the appointment of Jenny Marinelli as a member of the Audit Committee.			



9	Ordinary Resolution 9: To approve the appointment of Lesang Magang as a member of the Remuneration Committee.			
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Signed at _____ on the _____ day of _____ 2020

Signature of Member: _____

Name of Member: _____

Capacity of signatory: _____

(where applicable) assisted by:

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.
9. 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 Botswana, 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 22nd June 2020.