



# **Notice of Annual General Meeting**

For the Financial Year Ended 31 December 2023

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Dear BBS Bank Shareholder,

**BBS BANK LIMITED ANNUAL GENERAL MEETING: THURSDAY 23 MAY 2024**

Please be invited to the BBS Bank Limited (“BBS Bank”, “the bank” or “the company”) annual general meeting (AGM), to be held as hybrid meeting on Thursday 23 May 2024 at 09h00. The hybrid meeting is intended to enable shareholders who are unable to be present in person at the venue, to attend remotely.

We have attached the summarised consolidated annual financial statements of the bank, and the notice of the AGM, accompanied by explanatory notes and a proxy form. The Consolidated Annual Financial Statements and the BBS Bank 2023 Integrated Report are available on our website, that is, [www.bbs.co.bw](http://www.bbs.co.bw) or at our offices. You can also obtain a copy by sending an email to the Company Secretary at [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw).

We have provided, on the ‘Notes to the Notice of the AGM’ section of the notice, information on how to participate in the AGM, submission of proxy forms, voting instructions and/or sending of queries in advance.

The AGM provides an opportunity for shareholders to engage with the Board Members and Management. I look forward to your participation.

Yours Sincerely,

Vincent B. Mogano (Dr.)  
Board Chairman

**BBS BANK LIMITED**

(Incorporated in the Republic of Botswana)

Company Registration Number: BW00001057162

BSE Share Code ISIN: BW0000001965

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**NOTICE OF ANNUAL GENERAL MEETING**

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**Notice is Hereby Given** that the 2023 Annual General Meeting (“AGM”) of shareholders of BBS Bank Limited (Hereinafter “BBS Bank” or “the Bank”) will be held at AVANI Gaborone Resort and Casino in Gaborone and virtually, through electronic participation on Thursday 23 May at 09h00.

**Purpose of the AGM**

The purpose is to transact the business set out in this notice of the AGM (“Notice”), to consider and if deemed fit, to adopt, pass, with or without modification the following resolutions, and to transact any other business as may be transacted at the AGM or raised by shareholders and to answer any questions put forth by shareholders in terms of the Companies Act Cap. 42:01 as amended (“the Act”) and the Constitution of BBS Bank (“Constitution”), regarding the affairs and business of the Bank.

**AGENDA****Ordinary Business**

1. To read the notice convening the meeting and confirm the presence of a quorum in accordance with the Constitution.

In terms of Article 66 of the BBS Bank Constitution, a quorum for a meeting of shareholders is constituted if those shareholders or their proxies who are present or who have casted postal votes are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.

**2. Ordinary Resolution Number 1: Minutes of the Previous Meeting**

To receive and adopt the minutes of the AGM held on 28 April 2023.

RESOLVED THAT the Minutes of the AGM held on 28 April 2023 be and are hereby adopted.

**3. Ordinary Resolution Number 2: Consolidated Annual Financial Statements**

To receive, consider and adopt in terms of the Act and the Constitution, the 2023 Audited Consolidated Financial Statements of the Bank (as approved by the Board of Directors of BBS Bank) including the report of directors and auditors.

RESOLVED THAT the Audited Consolidated Financial Statements for the financial year ended 31 December 2023, together with the directors` and independent auditors` reports thereon be and are hereby adopted.

\*The full set of audited financial statements of the Bank for the year ended 31 December 2023 can be accessed on the Bank’s website ([www.bbs.co.bw](http://www.bbs.co.bw)), and can be obtained free of charge upon request from the Company Secretary by emailing to [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw) and will also be emailed to shareholders.

**4. Ordinary Resolution Number 3: Remuneration of Auditors**

To consider and ratify the remuneration of external auditors, Ernst & Young for the year ended 31 December 2023 (as approved by the BBS Bank Board of Directors).

RESOLVED THAT the remuneration of Ernst & Young, BWP2,058m for the year ended 31 December 2023 (2022: BWP1,946m) be and is hereby ratified.

#### **5. Ordinary Resolution Number 4: Re-Appointment of Auditors**

BBS Bank is mandated to produce annual financial statements which are audited by an external auditor. The external auditor should be appointed annually by the shareholders at the Bank's annual general meeting. The BBS Bank Board has considered the continued independence of the external auditors and has concluded that there is no cause to believe that the auditors have acted without objectivity and independence. In line with the Banking Act Cap. 46:04, Financial Reporting Act, the Act and King IV Code of Corporate Governance which the Bank has adopted, the Board has confirmed that the audit quality for the year ended 31 December 2023 was satisfactory and therefore recommend Ernst & Young, a firm of auditors practicing at Plot 22 Khama Crescent, Gaborone for re-appointment as the independent external auditors of the Bank for the ensuing year.

RESOLVED THAT Ernst & Young be and is hereby re-appointed as the external auditors of the Bank and to hold office until the conclusion of the next AGM.

#### **6. Ordinary Resolutions Number 5-7: Election of Directors**

To consider and appoint by way of separate resolutions the following individuals as independent non-executive directors of BBS Bank in terms of the Constitution:

- 6.1. Ms. Ewetse Tata Rakhudu
- 6.2. Mr. Thulisizwe Johnson
- 6.3. Mr. Mmoloki Waboraro Mogotsi

The Board Charter requires retirement and rotation of directors at the end of their 3-year term. It requires further that rotation of Board Members should be structured so as to retain valuable skills, to have continuity of knowledge and experience and to introduce persons with new ideas and expertise. Directors who retire, and being eligible are entitled to offer themselves for re-election. The term of office of three Non-Executive Directors, Messer's Duraiswamy Kalyanaraman, Victor Ramalepa and Bernard Mzizi<sup>1</sup> will come to an end on 30 April 2024. The said Directors have opted to retire and have not offered themselves for re-election. In line with the bank's Director Nominations and Appointment Policy, a recruitment was triggered in the last quarter of FY2023 to fill the impending vacancies. The recruitment, which was primarily informed by the Board performance evaluation, the skills gap analysis, the bank's strategy and regulatory requirements, was advertised and done through an independent recruitment agency. The areas of focus for this recruitment were skills, qualification and experience in commercial banking, leadership, strategy, financial reporting, accounting, audit practice, legal, compliance and regulatory. Following a competitive nominations exercise, these individuals emerged as meeting the skills needs of the bank, as well as the regulatory fit and proper vetting. The recruitment will aid the bank in promoting the balance of skill and experience, diversity, improvement of related party representation in the Board and increase the number of Independent Non-Executive Directors. After screening and evaluating all relevant factors, the BBS Bank Board have resolved to recommend the said individuals to the Shareholders for appointment as Non-Executive Directors of BBS Bank. The Constitution requires that directors be elected by the Shareholders by way of ordinary resolution.

#### **Ordinary Resolution Number 5**

RESOLVED THAT Ms. Ewetse Tata Rakhudu be and is hereby appointed as a Non-Executive Director of BBS Bank, subject to regulatory approval.

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<sup>1</sup> \*Retired 29 January 2024

**Ordinary Resolution Number 6**

RESOLVED THAT Mr. Thulisizwe Johnson be and is hereby appointed as a Non-Executive Director of BBS Bank, subject to regulatory approval.

**Ordinary Resolution Number 7**

RESOLVED THAT Mr. Mmoloki Waboraro Mogotsi be and is hereby appointed as a Non-Executive Director of BBS Bank, subject to regulatory approval.

*Biographical profiles of Ms. Rakhudu, Mr. Johnson and Mr. Mogotsi respectively are set out in Annexure A to this Notice.*

**7.Special Resolution Number 1: Disposal of Assets**

Following the conversion and licensing as a commercial bank, BBS Bank has to fully comply with the prudential regulations, in particular the Banking Act. The Banking Act prohibits banks from owning immovable property, unless such is for the purpose of conducting banking business, for future expansion, staff or such other purpose permitted by the central bank. The bank owns an office building located at Plot 2658 Selibe-Phikwe ('the asset'), which is currently tenanted to third parties. The central bank has directed BBS Bank to comply with the Banking Act and has not acceded to a dispensation that was sought. To secure compliance, the Board of Directors considered several options, resulting in the decision to dispose of the asset. Article 50 of the Constitution requires a special resolution for the disposal of any immovable property of the company.

RESOLVED THAT the recommendation to dispose of Plot 2648 Selibe-Phikwe, to comply with regulatory requirements be and is hereby approved.

**8.Special Resolution Number 2: Amendment of BBS Bank Constitution**

The Constitution of BBS Bank was first adopted in August 2017, when the then Botswana Building Society demutualized into a company. Significant changes has since occurred since the demutualization, including but not limited to the change of name to BBS Bank Limited, the granting of the banking license, the transformation into a commercial bank, developments in the regulatory space including the promulgation of Bank of Botswana Guidelines on Corporate Governance for Banks that came into force in 2023, transition from King III to now King IV, the amendment of the BSE Listing Requirements and the amendment of the Act. In addition, the bank now has a new vision and growth strategy that should see it move beyond the limitations that are imposed by the current text of the Constitution. These developments necessitated the review of the Constitution and its alignment with business and regulatory developments. As a matter of good practice, governance documents such as the Constitution must be kept alive and up to date with changes in the company and the environment within which it operates.

*Additional information on the nature, extent and rationale of the proposed revisions appears more fully at Annexure B of this Notice.*

RESOLVED THAT the amended BBS Bank Limited Constitution be and is hereby adopted.

**9. Any Other Business**

To transact any other business which may be transacted at the AGM, including answering questions put forth by Shareholders regarding the affairs and business of the Bank.

**10.Adjournment of AGM by Chairperson**

## NOTES TO THE NOTICE OF THE AGM

### 1.Registration and Attendance

- 1.1. **Electronic Registration:** Shareholders may attend either virtually or in-person (physically) at the venue. To attend the AGM, shareholders should access the link “BBS 2023 Annual General Meeting Registration” in the BBS Bank website for registration and verification purposes. Upon successful verification, a notification with the AGM details will be sent to the Shareholder. On the day of the meeting, Shareholders should start logging in from 08h00.
- 1.2. **Registration and Attendance at the Venue:** Shareholders who wish to attend the AGM in-person, and who have not registered online, will be able to register at the venue from 08h00 to 08h45. In order to register at the venue, shareholders will be required to provide identification, as more fully set out at the ‘identification’ section below.
- 1.3. **Electronic Attendance:** once registration is confirmed, shareholders wishing to attend virtually will be required to connect to the AGM through a virtual link and follow relevant prompts. Attendees may be required to complete all relevant fields including title, first name, last name, contact details and email address for verification and before the commencement of the meeting.
- 1.4. **Disclaimer:** BBS Bank, its directors, employees, transfer secretaries or advisors will not be responsible for loss of network connectivity or other network failure due to insufficient data, airtime, internet bandwidth, network provider challenges and/or power outages and/or any other cause that could limit or prevent any shareholder or proxy from participating in and/or voting at the AGM.

### 2.Proxies and Voting

- 2.1. Shareholders are urged to consult clauses on proxies and proxy forms as outlined in the BBS Bank Constitution, a copy of which is available on the Bank’s website by accessing the link “**BBS Bank Constitution**”. The Constitution will also be emailed to Shareholders. The clauses are paraphrased in the “Notes” section of this Notice.
- 2.2. A shareholder is entitled to attend (and vote, if applicable) at the meeting. A shareholder may appoint a proxy to attend and participate at the meeting in the place of the shareholder. A proxy need not be a shareholder of the Bank.
- 2.3. 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](mailto:bbs@bbs.co.bw), or delivered at BBS Bank Head Office 4th Floor (see location details in the “Contact Information” section below) or at any BBS Bank Branch across the country.
- 2.4. The Chairperson may accept or reject a proxy form which is completed and/or received other than in the accordance with these instructions.
- 2.5. This Notice of the AGM which includes the form of proxy with additional notes and instructions, will also be available on the BBS Bank website [www.bbs.co.bw](http://www.bbs.co.bw). It will also be emailed to

shareholders from 30 April 2024. Alternatively, a copy may be requested from the Company Secretary by emailing [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw).

2.6.1 As stated above, the Form of Proxy or other authority appointing the Proxy must be delivered to BBS Bank Limited, Plot 13108-12, Corner of Lemmenyane and Segoditshane Roads, Broadhurst, Gaborone. Such can also be posted (at the risk of the shareholder) to BBS Bank Limited at P.O. Box 40029, Gaborone, or emailed to BBS Bank Limited at [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw) and must be duly received by the Bank at least 48 hours before the date of the meeting.

### **3. Identification**

Shareholders and proxies will be required to provide proof of identification reasonably satisfactory before attending or participating in the meeting. Shareholders may be required to log in using their share account or identity numbers (National Identity Card numbers 'Omang' for citizens and Passport numbers for non-citizens).

### **4. Questions**

To facilitate engagement and asking of questions between shareholders attending in-person and those attending virtually, the Bank will allow questions to be raised at the meeting by shareholders attending in person first and then by shareholders attending electronically. Shareholders attending virtually can also submit their questions by way of text via the electronic meeting chat box.

The Bank would like to respond to as many shareholders' questions as possible. Therefore, shareholders are encouraged to submit their questions prior to the meeting, at least 48 hours before the date of the meeting to [bbs@bbs.co.bw](mailto:bbs@bbs.co.bw) to ensure that all questions are addressed at the AGM.

By order of the Board.

A handwritten signature in black ink, consisting of a large loop at the top, a horizontal line extending to the right, and a smaller loop at the bottom left.

**Dimpho Phagane**  
Company Secretary



## **ANNEXURE A**

### **Summary of Biographical Profile of Directors to be considered for election.**

#### **Ewetse Tata Rakhudu (62) (F) (Ewetse)**

MBA, LLB

Ewetse is a legal professional and a longtime central banker. She commenced her career as State Counsel with Attorney Generals Chambers before joining private practice and then becoming a magistrate. She later joined Bank of Botswana as Assistant Manager in 1991, and then rose through the ranks to become Board Secretariat Manager, Deputy Director-Board Secretariat, Director Human Resources, Director Payments and Settlements and General Manager. She retired in May 2023 as General Counsel, a position she held since March 2018. In addition to her extended experience in banking, prudential regulation and corporate governance, Ewetse has held numerous board positions across different industries. These include United Nations Electoral Observer in Mozambique, member of the National Advisory Board on HIV/AIDS in the Workplace, board member at BOMAID, Deputy Chairperson of the National Advisory Board, board member and Chairperson of Botswana Power Corporation (BPC). Her appointment will help improve the gender diversity representation in the board, to four (4) females.

#### **Thulisizwe Johnson (61) (M) (Thuli)**

MSc (Management), BA (Economics), Executive Development Programme

Thuli is a seasoned banker and astute industry leader. He has held leadership positions in various industries including Managing Director of Barclays Bank of Botswana and recently was a founding Chief Executive Officer of the Gambling Authority. Before this, Thuli held other senior leadership positions in the financial services industry including Managing Director of Metropolitan Life Botswana, General Manager/CEO of National Development Bank, Assistant General Manager at ULC Pty Ltd (now Access Bank), Assistant Investment Manager at Botswana Insurance Fund Management (BIFM) and Botswana Development Corporation (BDC). He has held various board leadership positions including director at Standard Chartered Bank, director at Barclays Bank, director at National Development bank, Chairman of the Audit Committee at Botswana International University of Science and Technology (BIUST), Chairman at Motswedi Securities, director at Asphalt Botswana, Chairman of the Vision 2016 Council, Chairman of Botswana National Sports Council and Vice President of Business Botswana. He is passionate about sports, especially golf and softball where he has held Chairmanship and other leadership positions. He has now retired into private business and corporate consulting.

#### **Mmoloki Waboraro Mogotsi (39) (M) (Mmoloki)**

B. Business & Commerce (Accounting), B. Compt, PGD (Accounting Sciences), ACPA (BICA), CA (SA)

Mmoloki is a chartered accountant with international and local experience in mining and manufacturing distribution. He is a Finance Director at Famous Brands, a fast-moving consumer goods and retailer since March 2020. Before this he held several finance related positions within the Cummins group of companies such as Financial Director at Cummins Botswana, Financial Planning & Analysis Manager at Cummins Southern Africa, Financial Analyst-Middle East and Financial Controller at Cummins Morocco. His appointment is intended to aid the bank in having more financial reporting, accounting and audit practise skills, more independent non-executive directors and improve age diversity targets in the board.

## ANNEXURE B

This table indicates the section where changes are proposed to be made on the Constitution:

Section	Change/Rationale
Cover Page	To reflect new name i.e. BBS Bank Limited from BBS Limited. Addition of the bank's new brand and highlighting that a special resolution is required
Table of Contents	Addition of new contents and renumbering
Definitions	Re-arrangement and addition of new terms such as representatives, stock exchange listing rules, general interpretation rules
Section 2: Objects	<p>Reworded to remove limitations in the current text and alignment with the Companies Act to show that the bank, as a juristic person is capable of undertaking any activity that a company is permitted to do in law.</p> <p>Section 25(2) of the Act provides that the constitution of a company may contain a provision relating to the capacity, rights, powers, or privileges of the company if the provision restricts the capacity of the company or those rights, powers and privileges.</p> <p>Section 26(1) states that if the constitution of a company sets out the objects of a company, there is deemed to be a restriction in the constitution on carrying on any business or activity that is not within those objects, unless the constitution expressly provides otherwise. Hence the proposed change in wording. The text singled out banking business and by interpretation it excluded all other activities that the bank may desire to enter into in future.</p>
Section 3	Referencing the Banking Act and Listing Requirements as mandatory
Section 3	Highlighting debentures, as a class of securities that can be issued by the company from time to time
Section 5.3	Shows the legal status and benefit of holding an ordinary share
Section 5.4	Empowers the company to issue new shares of such class and features, from time to time
Section 5.6	Fraction shares are not permissible and if such were to occur, a cash payout will be made to the shareholder
Section 5.7	Recognition that if listed, the company shares will be issued in electronic form (dematerialised) in line with CSDB rules
Section 6	Empowers the company to issue, reduce or alter its stated capital for the benefit of the company
Section 7	Enhanced the requirements for issuing new shares and compliance with regulatory requirements
Section 7.4	Shows that the company may make bonus issue to shareholders, from the distribution available
Section 14	Introduces the concept of untraceable shareholders and gives guidance as to what should be done if a shareholder is untraceable. Currently a challenge to the bank
Section 16	Recognises that commission may be payable upon subscribing for the company's securities
Section 19	Addition that a share transfer will be done in terms of the share transfer system applicable to the trading of the securities from time to time
Section 22	Notes the practice that share transfer may be halted under the direction of the board
Section 28	Removal of 7 years, since all lawful shareholders should be recorded into the share register
Section 34	Proposal to remove issuance of share certificate since the Company's shares are dematerialised. It is however qualified under cl.35
Section 48.1.3	Declaration of dividends subject to prudential requirements
Section 48.7	Removal of reference to cheques as a form of payment (no longer applicable)
Section 54.1.5	To qualify that a special resolution for disposal of immovable property, is applicable where the value of the property qualifies it as a major transaction.
Section 54	Inclusion of the fact that a special resolution to liquidate the Company can be reversed through legal process, in addition to another special resolution

Section 62.3	Chairperson empowered to regulate the proceedings of general meetings
Section 63	Recognise that AGM notice may be published in many ways including by post, electronically, telephonic, newspaper, or published via Stock Exchange X-News. Notes that an urgent general meeting may be called if fifty percent (50%) of the shareholders having a right to attend and vote at the general meeting agree that such meeting be called.
Section 64.2	To enhance the text that accompany agenda items in the AGM notice, to give shareholders more information about proposed resolutions
Section 70.5.1	Highlights that a proxy attending a meeting has the same voting rights as a shareholder
Section 70.6	Notes that voting by poll is commensurate to the number of shares held by a shareholder
Section 70.9	Introduces scrutineers to poll votes, who shall be auditors of the company. Alignment with best practise
Section 71.2	Highlights that a proxy need not be a shareholder in the company
Section 72	Guides how adjourned meetings should be conducted and business to be transacted
Section 78	Addition of the lead independent director role, consistent with King IV Code of Corporate Governance
Section 80.3	Addition of guidance on holding special meetings by the board
Section 82.5	Addition of related party transactions amongst matters wherein a director may be conflicted to vote
Section 87	Replacement of CEO with Managing Director, to align with correct nomenclature
Section 90.6	Tenure of directors aligned to King IV Code and BoB Guidelines on Corporate Governance. King IV states that non-executive directors should not serve for longer than nine (9) years, subject to annual independence testing. Clause 3.13 of the Bank of Botswana Guidelines on Corporate Governance for Banks states that a non-executive director of a bank shall be restricted to a term not exceeding, cumulatively a period of 10years
Section 93.1.2	Age of retirement of directors revised from 70 years to 75 years, to align with Bank of Botswana Guidelines on Corporate Governance. It also recorded that to serve beyond the age of 75years, regulatory approval is required, subject to fit and proper requirements
Section 93.1.7-98.1.11	Addition of other circumstances under which a director may cease to hold office, in line with best practise
Section 95	New clause on retirement and rotation of directors. This excludes executive directors whose retirement is governed by the conditions of service. In addition, the clause incorporates prudential requirements on tenure and retirement age.
Section 96	The remuneration of directors will be determined at the general meeting. Change from directors approving their own fees. The clause also empowers the board to approve and implement a remuneration policy. It also covers statutory and prudential requirements regarding loans to directors
Section 100	New clause introducing the requirement for appointment of external auditors at the general meeting. It has been happening but not documented. To align with statutory, prudential and corporate governance requirements.  Section 191 of the Companies Act provides for the appointment of an auditor, at each annual meeting who shall hold office from the conclusion of the meeting until the conclusion of the next annual meeting and must audit the financial statements of the company and, if the company is required to complete group financial statements, those group financial statements, for the accounting period next after the meeting.  Section 22 of the Banking Act provides that every bank shall appoint, annually, and at its own expense, an independent auditor, acceptable to the Central Bank, who shall make a report to the bank's shareholders on the annual balance sheet and profit and loss account, in accordance with the requirements in the Companies Act relating to the auditing of company accounts, and with generally accepted accounting standards in Botswana, and such other directives and guidelines as the Central Bank may, from time to time, issue. Clause 4.1 of the BoB Guidelines on Banks' Audit Committees, Annual Independent External Audit and Publication of Audited Financial Statements, states that each bank shall, on an annual

	basis and upon recommendation by its Audit Committee, appoint an independent external auditor.
Section 101	New clause that highlights the obligation of the board to ensure that proper books of accounts are kept
Section 103	Notes that notices to shareholders may be sent via a newspaper's publication or by electronic means, or such other manner as the Constitution, the Companies Act or Listing Requirements allows
Section 109	New clause that highlights authority to represent the Company in entering into legal transactions
Section 112	New clause noting access to company records to be done under the directions of the board
Section 113	New clause on indemnity available to directors in terms of the Companies Act
Section 114	New sections noting the power of designated officers to authenticate company records and resolutions

# BBS BANK LIMITED

## 2024 Annual General Meeting



### PROXY FORM

**BBS BANK LIMITED**  
(Incorporated in the Republic of Botswana)  
Company Registration Number: BW00001057162  
BSE Share Code ISIN: BW0000001965

**This proxy form is for use by certificated shareholders (if any) and dematerialised shareholders registered in their own name as at the record date of the AGM i.e. 16 May 2024.**

This proxy form is for the BBS Bank AGM to be held on 23 May 2024 at 09h00 at AVANI Gaborone Resort and Casino in Gaborone and via electronic communication (Refer to the notes to the notice of the AGM).

I/We ..... (full names) of (address) ..... and contact number ..... being the holder of (insert number of shares) ..... shares in the company hereby appoint:

- 1.! ..... or failing him/her;
- 2.! ..... of failing him/her;
- 3.! the Chairperson of the AGM, as my/our proxy to attend, speak and vote on my/our behalf at the AGM that will be held for the purpose of considering and, if deemed fit, passing, with or without modifications, the ordinary and special resolutions to be proposed at the meeting and at each adjournment thereof, and to vote for and/or against the ordinary and special resolutions and/or to abstain from voting in respect of shares of the ordinary shares registered in my/our names in accordance with the following instructions:

		For	Against	Abstain
<b>Ordinary Resolutions</b>				
1.	Adoption of Minutes of the Previous Meeting			
2.	Adoption of Consolidated AFS and Reports			
3.	Ratify the remuneration of auditors			
4.	Re-appointment of auditors			
5.	Election of E.T. Rakhudu as a director			
6.	Election of T. Johnson as a director			
7.	Election M.W. Mogotsi as a director			
<b>Special Resolutions</b>				
8.	Approval of the recommendation to dispose immovable property i.e. Plot 2658 Selibe-Phikwe			
9.	Adoption of the Amended Constitution			

**Insert X or a tick in the relevant space above according to cast your vote.**

On a show of hands or voice, a shareholder entitled to vote is eligible for one vote irrespective of the number of shares that they hold or represent.

On a poll, a shareholder entitled to vote is eligible for the proportion of votes equivalent to the number of shares held or represented. A poll may be demanded by a shareholder or shareholders representing not less than 10 (ten) percent of the total voting rights of all shareholders having the right to vote at the meeting, or by a shareholder or shareholders holding the shares that confer a right to vote at a meeting and on which the aggregate amount paid up is not less than 10 (ten) percent of the total amount paid up on all shares that confer that right.

**BBS  
Bank**



Signed at (place)..... On this (day)..... day of (month)..... 2024

Signature .....

Assisted by (where applicable) ..... (state relationship and full names)



# Contact Information

## **BBS Bank Limited**

Incorporated in the Republic of Botswana)  
Company Registration Number: BW00001057162  
BSE Share Code ISIN: BW0000001965

## **Registered Office**

4<sup>th</sup> Floor, BBS Bank Head Office  
Plot 13108-12, Cnr Lemmenyane & Segoditshane Roads  
Kagiso Mall, Broadhurst  
Gaborone

## **Postal Address**

P.O. Box 40029  
Gaborone

## **Contact Numbers**

Tel: (+267) 397 1396  
Fax: (+267) 390 3029

## **Company Secretary**

Dimpho T. Phagane  
Plot 13108-12, Cnr Lemmenyane & Segoditshane Roads  
Kagiso Mall, Broadhurst  
Gaborone

## **Transfer Secretary**

Central Securities Depository Botswana (CSDB)  
4th Floor, Fairscape Precinct  
Plot 70667 Fairgrounds,  
Private Bag 00417  
Gaborone






## **Website**

[www.bbs.co.bw](http://www.bbs.co.bw)

## **Enquiries**

[bbs@bbs.co.bw](mailto:bbs@bbs.co.bw)

## **Social media**

-  [LinkedIn- BBS Bank](#)
-  [Facebook-BBS Bank](#)
-  [X- @BBS\\_BW](#)
-  [Instagram-bbsbanklimited](#)
-  [WhatsApp- +267 77 730 334](#)

## **Auditors**

Ernst & Young  
Plot 22 Khama Crescent  
P.O Box 41015  
Gaborone