

**REPUBLIC OF BOTSWANA**

**THE Companies Act, (CAP 42:01)**

**(As Amended)**

**A Public Company Having Share Capital**

**2003  
ACT No 32 of 2004 CAP 42:01**

**A COMPANY LIMITED BY SHARES**

**THE CONSTITUTION**

**OF  
A CONSTITUTION OF PUBLIC COMPANY LIMITED BY SHARES**

**CONSTITUTION**

**OF -**

**BOTSWANA INSURANCE HOLDINGS LIMITED**

**BOTSWANA INSURANCE HOLDINGS LIMITED**

**A public company incorporated according to the laws of Botswana**

**under company registration number**

**BW00000798601**

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AS ADOPTED BY SPECIAL RESOLUTION PASSED ON THE  
..... DAY OF ..... 20265

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AS ADOPTED BY SPECIAL RESOLUTION  
DATED 2730 JUNE 202515

A CONSTITUTION OF PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

## **BOTSWANA INSURANCE HOLDINGS LIMITED**

### **1. Interpretation**

#### **1.1.1.4 Definitions:**

In this Constitution, unless the context otherwise requires:

**1.1.1 Act** means the Companies Act, 2003 Cap 42:01;

**1.1.2 bBeneficial eOwner** has the meaning and understanding ascribed assigned to it under section 2 of the Financial Intelligence Act; and

**1.1.1 NBFIRA** means the Non Banking Financial Institution Act No 2 of 2007 of the laws of Botswana;

**1.1.3 Board** means Directors who number not less than the required quorum acting together as the board of directors of the Company;

**1.1.4 Botswana Stock Exchange** means the Botswana Stock Exchange Limited, a company incorporated in terms of the Companies Act as

read with the Botswana Stock Exchange Transition Act No. 2 of 2015,  
and it includes its successor or assigns;

**4.1.21.1.5** **Class** means a class of Securities having identical rights, privileges, limitations and conditions and includes or excludes securities which the Company in its discretion deems to be of or not of that Class;

**1.1.6** **Company** means Botswana Insurance Holdings Limited;

**4.1.31.1.7** **Conditional Share Plan or CSP** means the Botswana Insurance Holdings Limited Conditional Share Plan dated 15 July 2011, as amended from time to time;

**4.1.4** **Constitution** means this constitution, as altered from time to time;

**4.1.51.1.8**

— **Director** means a person appointed as a director of the Company;

**4.1.61.1.9**

— **Employee Share Option Scheme or SOS** means the Botswana Insurance Holdings Limited Share Option Scheme dated 15 July 2011;

**4.1.71.1.10**

**1.1.11** **Entitled person, inperson**, in relation to a company, means  
a;—

— (e) shareholder;

1.1.11.1

— (b) person upon whom the constitution confers any of the rights and

— powers of a shareholder; and

1.1.11.2

— (c) beneficial owner;"; and

1.1.11.3

**1.1.8 Exchange** means the Botswana Stock Exchange its successor or assigns;

1.1.12

— Listed has the meaning given in the Listing Rules;

1.1.13

**1.1.9 Listing Rules** means the Botswana Stock Exchange Listing Requirements in force from time to time;

— NBFIRA Act means the Non-Banking Financial Institution Act No 2 of 2007 of the laws of Botswana;

1.1.14

**4.1.10 Ordinary Resolution** means a resolution passed by a simple majority of the votes of shareholders of the Company entitled to vote and voting on the resolution;

4.1.111.1.15

**4.1.12 Personal Representative** means:

4.1.131.1.16

**4.1.13.1 (a)** in relation to a deceased individual shareholder, the executor, administrator or trustee of the estate of that shareholder;

4.1.13.21.1.16.1

**4.1.13.3**1.1.16.2 (b) in relation to a bankrupt individual shareholder, the assignee in bankruptcy of that shareholder; and in relation to any other individual shareholder, a person appointed or deemed to have been appointed to administer property under either the Administration of Estates Act or the Insolvency Act, a manager appointed or deemed to have been appointed thereunder, and a donee of an enduring power of attorney complying;

4.1.141.1.17 Representative means a person appointed as a proxy or representative under clause 15 or a Personal Representative;

**1.1.18 Special Resolution** means a resolution approved by a majority of 75% or more of the votes of those shareholders entitled to vote and voting on the resolution;

**4.1.151.1.19 Security** has the meaning assigned to it in the **Securities Botswana Stock Exchange** Act CAP 56:08 of the Laws of Botswana or its successors or assigns;

**1.1.20 Subsidiary** means a subsidiary within the meaning of section 6 of the Act.

**1.1.21 uUltimate eEffective eControl** has the meaning and understanding ascribed to it under section 2 of the Financial Intelligence Act.

## **1.21-2Construction**

**In this Constitution;**

1.1.161.2.1 a) In this Constitution, unless the context otherwise requires the headings appear as a matter of convenience and shall not affect the construction of this Constitution;

1.1.171.2.2 b) in the absence of an express indication to the contrary, references to sections, clauses or paragraphs are to sections, clauses and paragraphs of this Constitution;

1.1.181.2.3 e) a reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted;

1.1.191.2.4 d) a reference to Listing Rules includes that Botswana Stock Exchange Listing Rules as from time to time amended or substituted;

1.1.201.2.5 e) the singular includes the plural and vice versa and one gender includes the other genders;

1.1.211.2.6 f) the words "written" and "writing" include facsimile communications and any other means of communication resulting in permanent visible reproduction;

1.1.221.2.7 g) the word "person" includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal

personality; and

~~1.1.23~~<sup>1.2.8</sup> h) words or expressions defined in the Act or the Exchange

Listing Rules have the same meaning in this Constitution except as otherwise expressly provided in this Constitution.

#### **1.3—Powers of shareholders**

~~Unless otherwise specified in the Act or this Constitution any power reserved to shareholders may be exercised and any approval of shareholders may be given by Ordinary or Special Resolution.~~

1.3 ~~1.4~~ If the provisions of this Constitution are in any way inconsistent with the provisions of the Act, the provisions of the Act shall prevail and this Constitution shall be read in all respects subject to the Act and the Statutes.

1.4 ~~1.5~~ Notwithstanding the omission from this Constitution of any provision to that effect, the Company may do anything which the Act empowers the Company to do if so authorised by this Constitution.

## **2 The Companies Act and Listing Rules**

### **2.1 ~~2.1~~—Companies Act**

The Company, the Board, each Director and each shareholder of the Company have the rights, powers, duties and obligations set out in the Act except to the extent that, as permitted by the Act, they are negated or modified by this Constitution.

#### **2.2 2.2 Incorporation of Listing Rules**

Those provisions of the Listing Rules which are required by the Listing Rules to be contained or incorporated by reference in this Constitution, as they may be modified by any ruling of the Exchange relevant to the Company, will be deemed to be incorporated in this Constitution and have the same effect as though they were set out in full with any necessary modification.

#### **2.3 2.3 Listing Rules prevail**

While the Company is Listed, if there is any provision in this Constitution that is inconsistent with the Listing Rules relevant to the Company, the Listing Rules prevail.

#### **2.4 2.4 Compliance with Listing Rules**

Subject to:

2.4.1

2.4.22.4.1 the terms of any ruling from time to time given by the Exchange;

2.4.3

2.4.2 ~~(b)~~ the requirements of the Act and any other applicable legislative or regulatory requirement,

the Company shall, for so long as it is listed, comply with the Listing Rules.

### 3 Debentures

3.1 Subject to the provisions of the Act, the NBFIRA and the Listing Rules, any debenture shall be issued at such value, and issued at such a discount or at such a premium upon such terms as to:

3.1.1 ~~(a)~~conversion surrender, redemption, and drawings;

3.1.2 ~~(b)~~interest and the payment thereof;

3.1.3 ~~(c)~~attending and voting at shareholder generalmeetings and appointment of directors;

~~3.1.4 (d)~~allotment or linkage to shares or stock

3.1.5

3.1.63.1.4 as the Board may in its discretion deem fit.

## 4 Rights attaching to shares

### 4.1 4.1 Ordinary shares

4.1.1 Each ordinary share in the Company at the date of adoption of this Constitution confers on the holder the following rights (in addition to the rights set out elsewhere in this Constitution):

4.1.1.1 (a) subject to the rights of holders of any shares or other Securities which confer special rights as to dividends, the right to an equal share in dividends authorised by the Board; *and*

4.1.1.2 (b) subject to the rights of holders of any shares or other Securities which confer special rights as to surplus assets, the right to an equal share in the distribution of surplus assets of the Company; *and*.

4.1.1.3 shall be of *no par value*.

### 4.2 4.2 New shares

4.2.1 Shares in the Company (including different classes of shares) may be

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issued which have any one or more of the following features:

4.2.1.1 (i) rank equally with, or in priority to, existing shares in the Company; or

4.2.1.2 (ii) have deferred, preferred or other special rights or restrictions, whether as to voting rights or distributions or otherwise; or

4.2.1.3 (iii) confer preferential ~~rights~~rights to distributions of capital or income; or

4.2.1.4 (iv) confer special, limited or conditional voting rights; or

4.2.1.5 (v) do not confer voting rights; or

4.2.1.6 (vi) are redeemable in accordance with section 72 of the Act;

4.2.1.7 are of no par value; or

— or

4.2.1.8 (vii) are convertible.

4.2.2 All shares in the Company shall be issued in electronic form.

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#### 4.3 4.3—Alteration of rights

4.3.1 The issue by the Company of any further shares or Securities which rank equally with, or in priority to, any existing shares or Securities, whether as to voting rights or distributions, shall:

(a)4.3.1.1 be permitted (subject to clause 6); and

4.3.1.2 (b) not be deemed to be action affecting the rights attached to those existing shares or Securities.

#### 2.5 Issue of new Securities

##### 5.1 5.1—Issue of new Securities

5.1.1 The Board may issue shares or other Securities to any person and in any number it thinks fit for cash or in kind provided that any new issue shall be offered to existing shareholders pro rata their shareholding save where the shares are issued for the acquisition of assets and so long as the issue is made in compliance with Section 53 of the Act. Nonetheless, the Board shall not issue more than 10% of the total outstanding shares in any financial year without prior approval by special resolution of shareholders.

5.1.2 Notwithstanding clause 5-1. (a)-1 above, the Directors may issue shares to the Conditional Share Plan BIHL Company's Employee Share Option

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Scheme Trust and Conditional Share Plan at the weighted average price of a share as quoted on the BSE for the preceding two (2) weeks before such purchase issue.

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**5.1.3** Such issue of shares in terms of clause 5.1-(b).1 shall not be offered to existing shareholders pro rata their shareholding.

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## **5.2** 5.2 Fully Paid Up Paid-Up Shares

All shares issued by the Company shall be issued against consideration in cash or kind but fully paid up.

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## **5.3** 5.3 Consolidation and Subdivision of Securities

Subject to any applicable provisions of this Constitution, the Board may:

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**5.3.1** a) consolidate and divide the Securities of any Class in proportion to those Securities in that Class; or

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**5.3.2** b) subdivide the Securities of any Class in proportion to those Securities in that Class.

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## **5.4** 5.4 Bonus issues

Subject to any applicable provisions of this Constitution, the Board may resolve to apply any amount which is available for distribution to shareholders either:

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5.4.1 (a) in paying up in full shares or other Securities of the Company to be issued credited as fully paid to:

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5.4.1.1 (i) the shareholders who would be entitled to that amount if it were distributed by way of dividend, and in the same proportions; and

5.4.1.2 (ii) if applicable, the holders of any other Securities of the Company who are entitled by the terms of issue of those Securities to participate in bonus issues by the Company, whether at the time the bonus issue is made to the shareholders, or at some time later, in accordance with their respective entitlements; or

5.4.2 in paying up any amount which is unpaid on any shares held by the shareholders referred to in paragraph (a)(i) clause 5.4.1.1, or partly in one way and partly in the other.

## 5.5 Fraction Securities

In the event of a fraction of a Security, that fraction will not be issued to the shareholder and will be paid out in cash for the benefit of the shareholder.

(b)

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## 3.6 Capital

### 6.1 6.1 Powers

6.1.1 The Company may:

6.1.1.1 (a) purchase or otherwise acquire shares issued by it from one or more shareholders, however, the Board of Directors shall not authorize the repurchase of the Company's own shares in any financial year exceeding five percent (5%) of the Company's market capitalization as at the beginning of that financial year, unless prior approval is obtained by special resolution of shareholders.

6.1.1.2 (b) purchase or otherwise acquire Securities from one or more holders;

6.1.1.3 (c) hold any shares or other Securities so purchased or acquired; and

6.1.1.4 (d) redeem any redeemable shares or other Securities held by one or more holders,

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6.1.1.5 (e) increase its capital;

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6.1.1.6 (f) convert its securities into any other class of security including stock;

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6.1.1.7 (g) cancel its securities;

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— (h) reduce its capital

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6.1.1.8 in accordance with the provisions, and subject to the restrictions, of the Act, and the Listing Rules.

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## 6.2 6.2 Financial assistance

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The Company shall not give financial assistance for the purpose of, or in connection with, the acquisition of any shares or other Securities issued, or to be issued, by the Company unless the giving of that assistance is in accordance with the provisions of the Act and the Listing Rules.

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## 4.7 Commission

7.1 The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company at any rate not exceeding fifteen per centum of the price at which the said shares are issued.

7.2 Such commission may be satisfied by payment in cash or by the allotment of shares, or partly in one way and partly in the other as shall be authorised or sanctioned by the Company in a General Meeting shareholders by ordinary resolution.

7.3 The Company may also on any issue of shares pay such brokerage as may be lawful.

## **5.8 Transfer of shares**

8.1 Company shares shall be freely transferable unless otherwise restricted by any law.

8.2 Subject to the provisions of this Constitution and the Listing Rules, shares may be transferred by entry of the name of the transferee in the register in accordance with the share transfer system which operates in relation to the trading of Securities on the Botswana Stock Exchange.

8.3 Notwithstanding anything in this Constitution, there shall be no forfeiture of any Securities registered in the name of a deceased or insolvent shareholder solely on the ground that the executor, administrator, trustee, or beneficiary has failed to effect registration of such securities in their own name or in the name of any other entitled person when requested to do so by the Company or the Board.

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### **8.1 Transferor to remain holder until registration**

~~The transferor of a share shall remain the holder of the share until the name of the transferee is entered in the share register.~~

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### **8.2 Right to transfer**

~~Subject to any restrictions contained in this Constitution, shares may be transferred:~~

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### **8.3 Method of transfer**

~~Every instrument of transfer shall be left at the transfer office of the Company at which it is presented for registration accompanied by the certificate of the~~

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Securities to be transferred, and/or other such evidence as the company may require to prove the title of the transferor or his rights to transfer the Securities. All authorities to sign transfer deeds granted by members for the purpose of transferring securities which may be lodged, produced or exhibited with or to the Company at any of its proper offices shall as between the Company and the grantor of such authorities, be taken and deemed to continue and remain in full force and effect and the Company may allow the same to be acted upon until such time as express notice, in writing, of the revocation of the same shall have been given and lodged at the Company's transfer offices at which the authority was lodged, produced or exhibited. Even after the giving and lodging of such notices, the Company shall be entitled to give effect to any instruments signed under the authority to sign and certified by any officer of the Company as being in order before the giving and lodging of such notice.

#### 8.4 Forms of transfers

An instrument of transfer to which the provisions of clause 8.3 are not applicable shall comply with the following provisions:

a) the form of the instrument of transfer shall be any usual or common form or any other form which the Board or the Company's share registrar may approve;

b) the instrument of transfer must be signed or executed by or on behalf of the transferor; and

c) where the shares being transferred are not fully paid up, the instrument of transfer must also be signed or executed by or on

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behalf of the transferee.

#### **8.5 Power to refuse to register**

The Board may decline to register any transfer of shares where:

(a) the transfer is not accompanied by the certificate (if any) for the shares to which it relates or other evidence as the Board or the Company's share registrar may reasonably require to show the right of the transferor to make the transfer; or

(b) registration, together with the registration of any further transfer then held by the Company and awaiting registration, would result in the proposed transferee holding shares in contravention of the Act, the Constitution or any other law or regulation provided that the Board resolves to exercise its powers under this clause 8.5 within 30 working days after receipt of the relevant transfer and notice of the resolution is sent to the transferor and to the transferee within five working days of the resolution being passed by the Board.

#### **8.6 Trusts not to be entered on registers**

No notice of a Trust, whether express, implied or constructive, may be entered on the share register or be received by the Registrar, except where the beneficial owner is a trust.

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~~The Company must not enter any notice of a trust on the share register, or any other register of equity securities, whether that trust is express, implied or constructive.~~

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## 8.7 Registration of transfers

~~Every instrument of transfer shall be delivered to the Company's share registrar, together with such evidence as the Board or the Company's share registrar may reasonably require to show the right of the transferor to make the transfer.~~

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## 6.9 Transmission of shares - Personal Representatives

### 9.1 9.1 Rights of Personal Representatives

9.1.1 A shareholder's Personal Representative:

9.1.1.1 (a) is entitled to exercise all rights (including without limitation the rights to receive distributions, to attend meetings and to vote in person or by representative), and is subject to all limitations, attached to the shares held by that shareholder; and

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9.1.1.2 (b) is entitled to be registered as holder of those shares, but such registration shall not operate as a release of any rights (including any lien) to which the Company was entitled prior to registration of

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the Personal Representative pursuant to this paragraph (b) clause.

## 9.2 9.2 Joint Personal Representatives

9.2.1 Where a share is subject to the control of two or more persons as Personal Representatives, they shall, for the purposes of this Constitution, be deemed to be joint holders of the share.

9.2.2 9.2.1 the joint holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share;

9.2.3 9.2.2 on the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to such Share; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by a holder;

9.2.4 9.2.3 any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders;

9.2.5 9.2.4 only the person whose name stands first in the Register as one of the joint holders of any Share shall be entitled to delivery of the certificate relating to such Share, or to receive notices from the Company, and any notice given to such person shall be deemed notice to all the joint holders;

9.2.6 9.2.5 any one of the joint holders of any Shares for the time being conferring a right to vote may vote either personally or by proxy at any Meeting in respect of such Share as if they were solely entitled thereto,

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provided that, if more than one of such joint holders be present at any meeting, either personally or by proxy, the person whose name stands first in the Register as one of such holders, and no other, shall be entitled to vote in respect of the said Share.

## 7.10 Meetings of shareholders

### 10.1.40.1 Methods of holding meetings

10.1.1 A meeting of shareholders may be held either:

10.1.1.1 (a) by a number of shareholders, who constitute a quorum in terms of Clause 13.2, being assembled together at the place, date and time appointed for the meeting; or

10.1.1.2 (b) if determined by the Board, by a number of shareholders, who constitute a quorum, being assembled together at the date and time appointed for the meeting and at one or more venues at which, by means of audio, or audio and visual, communication all participating shareholders can simultaneously hear each other throughout the meeting.

### 10.2.40.2 Business of general meetings

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10.2.1 The business of an annual general meeting must include but not be limited to:

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10.2.1.1 the power to sanction or declare dividends or distributions of interest on Securities

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10.2.1.2 the consideration and approval of the financial statements;

10.2.1.3 the receiving of any auditor's report;

10.2.1.4 the consideration of the annual report;

10.2.1.5 the appointment of any directors;

10.2.1.6 the appointment of any auditor

10.2.1.7 ratification of non-executive director's remuneration

10.2.1.8 ratification auditors' s remuneration

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10.2.1.9 (f) an opportunity for shareholders to question, discuss or comment on the management of the company

Other

power to sanction or declare dividends.

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### 10.3 10.3 Meetings of other groups

10.3.1 A meeting of the holders of Securities in an interest group may be called by the Board at any time, and shall be called on the written request of persons holding Securities carrying together not less than 5% of the voting rights entitled to be exercised on any of the questions to be considered at the meeting of the group in question. All the provisions of this Constitution relating to meetings of shareholders apply, with all necessary modifications, to a meeting of a group of Security holders, except that:

10.3.1.1 (a) the necessary quorum is two persons holding, or representing the holders of, Securities in the interest group;

10.3.1.2 (b) if the Board so elects, one meeting may be held of holders constituting more than one group, so long as voting at that meeting is by way of a poll, and proper arrangements are made to distinguish between the votes of members of each group; and

10.3.1.3 (c) any holder of Securities in the group, present in person or by Representative, may demand a poll.

### 8.11 Notice of meetings of shareholders

#### 11.1 11.1 Written notice

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Written notice of the time, date and place of a meeting of shareholders must be sent at the same time to every shareholder entitled to receive notice of the meeting and to every Director and the auditor of the Company and to the Exchange in not less than 21 days before the meeting. A proxy form must be sent with each notice of meeting.

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## 11.2 **11.2 Rights of Security holders, Directors, and the Exchange**

Security holders of all Classes shall be entitled to attend meetings of shareholders and to receive copies of all notices, reports and financial statements issued generally to holders of Securities carrying votes. Each Director who is not also a shareholder and the Exchange shall have the same rights.

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## 11.3 **11.3 Contents of notice**

11.3.1 The notice must state:

11.3.1.1 (a) the nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgment in relation to it; and

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11.3.1.2 (b) the text of any special resolution to be submitted to the meeting and be accompanied by sufficient explanation to enable

a reasonable person to understand the effect of the resolutions proposed by the notice.

#### 11.4 11.4 Irregularity in notice

An irregularity in a notice of a meeting is waived if all the shareholders entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such shareholders agree to the waiver. The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any person will not invalidate the proceedings at the meeting.

#### 11.5 11.5 Adjourned meetings

If a meeting of shareholders is adjourned for less than 30 days it is not necessary to give notice of the time, date and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

#### 9.12 Chairperson of meetings of shareholders

##### 12.1 12.1 Chairperson of the Board to act

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Subject to clause 12.2, if the Directors have elected a chairperson of the Board, and the chairperson of the Board is present at a meeting of shareholders, that Director must chair the meeting.

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#### 12.2 42.2 Other chairperson

If no chairperson of the Board has been elected or if at any meeting of shareholders the chairperson of the Board is not present within 15 minutes of the time appointed for the commencement of the meeting or the chairperson is unwilling or unable to act for all or part of the meeting, the Directors present, if any, may elect one of their number to be chairperson of the meeting or such part of the meeting if no Director is willing or able to act as chairperson or if no Director is present within 15 minutes of the time appointed for the commencement of the meeting, the shareholders present may choose one of their

number to be chairperson.

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#### 12.3 42.3 Regulation of procedure

Subject to the provisions of the Act, and except as otherwise provided in this Constitution, the chairperson may regulate the proceedings at meetings of shareholders.

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#### 40.13 Quorum for meetings of shareholders

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### 13.1 13.1 Quorum required

Subject to clause 13.3 no business may be transacted at a meeting of shareholders if a quorum is not present.

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### 13.2 13.2 Size of quorum

A quorum for a meeting of shareholders is constituted if those shareholders or their proxies who are present or who have cast 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. A quorum for a meeting of shareholders is present if at least two members having the right to vote at the meeting holding at least 51% of the issued share capital of the Company are present in person or by Representative.

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### 13.3 13.3 Lack of quorum

If a quorum is not present within 30 minutes after the time appointed for the meeting:

#### 13.3.1

13.3.1.1 (a) in the case of a meeting called by the Board on the request of shareholders the meeting is dissolved;

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13.3.1.2 (b) in the case of any other meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Board may appoint

and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the shareholders or their Representatives present will constitute a quorum.

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#### **44.14 Voting at meetings of shareholders**

##### **14.1.14.1 Meetings in one place**

**14.1.1 In the case of a meeting of shareholders held under clause 10.1.1(a),**

unless a poll is demanded, voting at the meeting shall be by whichever of the following methods is determined by the chairperson:

**14.1.1.1 (a) voting by voice; or**

**(e) 14.1.1.2 voting by show of hands.**

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## 14.2 14.2 Audio-visual meetings

In the case of a meeting of shareholders held under clause 10.1.1.2(b), unless a poll is demanded, voting at the meeting shall be by the shareholders signifying individually their assent or dissent by voice.

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## 14.3 14.3 Postal votes

A shareholder may not exercise the right to vote at a meeting by casting a postal vote, whether on a show of hands, voice, vote or on a poll.

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## 14.4 14.4 Number of votes

14.4.1 Subject to the provisions of clause 15.5 and subject to any rights or restrictions attached to any share:

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14.4.1.1 (a) where voting is by voice or a show of hands, every shareholder present in person or by Representative has one vote;

14.4.1.2 (b) on a poll, every shareholder present in person or by Representative has one vote in respect of every fully paid share held by that shareholder.

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#### 14.5 14.5 Declaration of chairperson conclusive

A declaration by the chairperson that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with clause 14.6.

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#### 14.6 14.6 Right to demand poll

14.6.1 At a meeting of shareholders a poll may be demanded by:

14.6.1.1 (a) not less than five shareholders having the right to vote at the meeting; or

14.6.1.2 (b) a shareholder or shareholders representing not less than 10% of the total voting rights of all shareholders having the right to vote at the meeting; or

(c) 14.6.1.3 a shareholder or shareholders holding shares that confer a right to vote at the meeting and on which the aggregate amount paid up is not less than 10% of the total amount paid up on all shares that confer that right; or

14.6.1.4 (d) the chairperson.

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For the purposes of this clause 14.6, the instrument appointing a proxy to vote at a meeting of the Company confers authority to demand or join in demanding a poll and a demand by a person as proxy for a shareholder has the same effect as a demand by the shareholder.

#### 14.7 14.7 Time of demand for poll

A poll may be demanded either before or after the vote is taken on a resolution.

The demand for a poll may be withdrawn.

#### 14.8 – 14.8 Timing of poll

A poll demanded on the election of a chairperson of a meeting or on a question of adjournment must be taken immediately. The chairperson may determine the time and manner in which a poll on any other question is to be taken and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### 14.9 14.9 Counting of votes on poll

If a poll is taken, votes must be counted according to the votes attached to the shares of each shareholder present in person or by Representative and voting.

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#### 14.10 14.10 — Scrutineers

If a poll is taken the scrutineers shall be the auditors of the Company for the time being unless they are unable or unwilling to act or unless the chairperson directs to the contrary in which case the scrutineers shall be appointed by the chairperson.

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#### 14.11 14.11 — Declaration of result

The chairperson shall be entitled to declare the result of a poll upon the receipt of a certificate from the auditors setting out the maximum number of votes which could be cast at the meeting and upon receipt of notice from the scrutineers that, in the light of the auditors' certificate, sufficient votes to determine the result of the resolution have been counted. The auditors' certificate may set out the maximum number of votes which could be cast at the meeting if all persons entitled to attend and vote at the meeting did so, or it may set out the maximum number of votes which could be cast at the meeting if all persons at the meeting who are entitled to vote did vote.

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#### 14.12 14.12 — Chairperson's casting vote by Chairperson

The chairperson of a meeting is not entitled to a casting vote.

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#### 14.13 14.13 — Votes of joint holders

Where two or more persons are registered as the holder of a share, the vote of

the person named first in the share register and voting on a matter must be accepted to the exclusion of the votes of the other joint holders.

#### 14.14 14.14 — Validity of votes

In the case of any dispute as to the admission or rejection of a vote the chairperson shall determine the same and such determination made in good faith shall be conclusive.

#### 12.15 Proxies and corporate representatives

##### 15.1 15.1 Proxies permitted

A shareholder may exercise the right to vote either by being present in person or by proxy. A proxy for a shareholder is entitled to attend and be heard at a meeting of shareholders as if the proxy were the shareholder. A proxy need not be a shareholder of the Company.

##### 15.2 15.2 — Form of proxy

A proxy must be appointed by notice in writing in the form directed by the Board signed by the shareholder and the notice must state whether the appointment is

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for a particular meeting or a specified term. The proxy must, as far as reasonably practicable, provide for two-way voting on all resolutions enabling the shareholder to instruct the proxy as to casting of the vote, and must not be sent with any name of office (e.g., "chairman of directors") filled in as a proxy holder.

#### 15.3 15.3 Lodging proxy

No proxy is effective in relation to a meeting unless the proxy form is received by or on behalf of the Company at any place specified for the purpose in the notice of meeting not later than 48 hours before the start of the meeting. If the written notice appointing a proxy is signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must accompany the notice.

#### 15.4 15.4 Validity of proxy vote

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, if no written notice of such death, mental disorder, revocation, or transfer has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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## 15.5-15.5 Corporate representatives

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 could appoint a proxy. A representative shall have the same rights and powers as if the representative were a proxy.

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## 13.16 Minutes of shareholder meetings

The Board must ensure that minutes are kept of all proceedings at meetings of shareholders. Minutes which have been signed correct by the chairperson and the company secretary duly appointed in accordance with the Act, are *prima facie* evidence of the proceedings unless they are shown to be inaccurate.

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## 14.17 Shareholder proposals

A shareholder may give written notice to the Board of a matter the shareholder proposes to raise for discussion or resolution at the next meeting of shareholders at which the shareholder is entitled to vote.

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## 15.18 Adjourned meetings and disorderly meetings

### 18.1 18.1 Chairperson's discretion to adjourn meetings

18.1.1 The chairperson at any time during a meeting at which a quorum is present:

18.1.1.1 (a)—may adjourn the meeting with the consent of the shareholders present who are entitled to attend and vote at that meeting; or

18.1.1.2 (b)—must adjourn the meeting if directed by the meeting to do so.

### 18.2 18.2 Direction to adjourn

If directed by the meeting, the chairperson must adjourn the meeting.

### 18.3 18.3 Provisions relating to adjourned meetings

No business can be transacted at any adjourned meeting other than the unfinished business at the original meeting. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same manner as the original meeting. Otherwise, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

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#### **18.4 48.4 Adjournment of disorderly meetings**

If any meeting becomes so unruly, disorderly or inordinately protracted, that in the opinion of the chairperson the business of the meeting cannot be conducted in a proper and orderly manner, the chairperson, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting, may, in his or her sole and absolute discretion and without giving reasons, either adjourn or dissolve the meeting.

#### **18.5 48.5 Completion of unfinished business**

**18.5.1** If any meeting is dissolved by the chairperson pursuant to clause 18.4, the unfinished business of the meeting shall be dealt with as follows:

**18.5.1.1 (a)** in respect of any resolution concerning the approval or authorization of a distribution, the Board may, in the exercise of the powers conferred on it by the Act, authorize the distribution;

**18.5.1.2 (b)** in respect of any resolution concerning the remuneration of the auditors, the meeting shall be deemed to have resolved that the Board be authorized to fix the remuneration of the auditors;

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18.5.1.3 (e)—the chairperson may direct that any item of business which is uncompleted at the meeting, and which in his or her opinion requires to be voted upon, be put to the vote by a poll without further discussion in accordance with clause 14.

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## 16.19 Appointment and removal of Directors

### 19.1 19.1 Number

The number of Directors must not at any time be less than four (4) and more than twelve (12). At least ~~one~~<sup>two</sup> (24) Directors must be ordinarily resident in Botswana. If the number of directors falls below four, the remaining directors are only permitted to act for the purpose of filling vacancies or calling general meetings of shareholders.

19.2—Upon the death, insolvency or placing under curatorship by reason of insanity or prodigality of any joint holder of any share, the sole remaining joint holder or the first named of the two or more remaining joint holders, as the case may be, shall be the only person recognized by the Company as having any title to such share. Nothing therein contained shall release the estate of a deceased, insolvent, insane or prodigal joint holder for any liability in respect of any share jointly held by him.

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### 19.3 Existing Directors to continue in office

#### 19.2

The Directors in office at the date of adoption of this Constitution shall continue in office subject to the provisions of this Constitution.

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#### **19.4 Appointment and removal by Ordinary Resolution**

##### **19.3**

Subject to the Listing Rules and clause 19.56, a Director may be appointed by Ordinary Resolution. All Directors shall be subject to removal from office as director by Ordinary Resolution.

#### **19.4 19.5 Appointment by Board**

Subject to the Listing Rules, the Board may at any time appoint additional Directors to fill a casual vacancy or as an addition to existing directors which appointment shall be confirmed at the next annual meeting.

#### **19.6 Appointment of Directors to be voted on individually**

##### **19.5**

— No resolution to appoint or elect a Director shall be put to the holders of Securities unless:

###### **19.5.1**

— (a) the resolution is for the appointment of one Director;  
or

###### **19.5.1.1**

**19.5.1.2 (b)** the resolution is a single resolution for the appointment of

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two or more Directors, and a separate resolution that it be so voted on has first been approved without a vote being cast against it.

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Nothing in this clause prevents the election of two or more Directors by ballot or poll.

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#### 19.7 No shareholder qualification for Directors

##### 19.6

There is no shareholding qualification for Directors.

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#### 19.8 Vacation of office

##### 19.7

— A Director shall cease to hold office as a Director if the Director:

###### 19.7.1

19.7.1.1 (a)—dies;

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19.7.1.2 (b)—becomes bankrupt or makes an arrangement or compromise with the Director's creditors generally;

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###### 19.7.1.2

19.7.1.3 (c)—becomes disqualified from being a Director pursuant to Section 146 of the Act;

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d) 19.7.1.4 resigns from office by notice in writing to the Company;

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19.7.1.5 (e) is removed from office pursuant to this Constitution or the Act; or

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      (f) has for more than six months been absent without permission of the Board from meetings of the Board held during that period.

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#### 19.7.1.6

### 19.8 19.9 Timing of retirement and appointment

19.8.1 If

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      (a) a Director retires at a meeting of shareholders and is not re-elected, the Director shall remain in office until, and his or her retirement shall take effect at, the conclusion of the meeting;

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#### 19.8.1.1

      (b) a Director is removed from office at a meeting of shareholders by Ordinary Resolution, the Director shall remain in office until, and his or her removal shall take effect at, the conclusion of the meeting; or

#### 19.8.1.2

19.8.1.3 (e) a person who is not already a Director is appointed or elected as a Director at a meeting of shareholders, that person shall take office as a Director immediately after the conclusion of the meeting.

#### 19.9.19.10 Rotation of directors

19.10.1—At the first annual meeting of the company, all the Directors save the Managing Director for the time being shall retire. Subject to clause 19.10.11.4, at every annual meeting thereafter at least one third of the Directors for the time being shall retire from office. The Directors so to retire in each year shall be those who have been longest in office.

#### 19.9.1

19.9.2 19.10.2—As between persons who were last elected as Directors on the same day, those to retire, unless they otherwise agree amongst themselves, shall be determined by lot. Notwithstanding anything contained herein, if, at the date of any ordinary meeting any Director shall have held office for a period of three years since his last election or appointment, he shall retire at such meeting, either as one of the Directors to retire in pursuance of the foregoing provisions, or additionally thereto. A retiring Director shall hold office until the conclusion of the meeting at which he retires.

19.10.3—Retiring Directors shall be eligible for re-election, but no person not being a retiring Director shall be eligible for election to the office of the Director at any annual meeting unless the member intending to propose him has at least five days before the meeting, left at the registered office of the company a notice in writing, duly signed signifying the intention of such members to propose and the consent of the candidate to assume the office of the Director.

#### 19.9.3

19.10.4—Subject to clause 19.10.11.2 the company may by ordinary

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Ordinary resolution Resolution in an annual meeting increase or reduce the number of Directors and alter their qualifications and may also determine in what rotation such increased or reduced number is to go out of office. Whenever such increase is made the shareholders at the said meeting, or failing them, the Directors may fill up the new seats so created.

#### 19.9.4

19.9.5 19.10.5 Notwithstanding anything to the contrary contained in clause 19.4011.1, any person employed under a contract with the Company, which contract has a condition thereof that the person shall be a director of the Board, that person shall not be subject to retirement by rotation as envisaged in clause 19.4011.1, but the period for which that person shall be a director and hold office as such shall be determined by the terms and conditions of his contract with the Company, provided that less than half of the Directors may be appointed to any such position on the condition that they will not be subject to retirement by rotation.

19.9.6 19.10.6 Directors, other than the Chief Executive Officer or any other executive director shall not serve more than nine (9) years consecutively.

### 47-20 Alternate Directors

#### 20.1 20.1 Appointment

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Each Director may from time to time appoint any person who is not already a Director and who is approved by a majority of the other Directors to be the Director's alternate director (an "Alternate Director"). No Director may appoint a deputy or agent otherwise than by way of appointment of an Alternate Director.

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## 20.2 **Form of appointment and removal**

Any appointment or removal of an Alternate Director must be by notice in writing to the Company Secretary signed by the relevant Director.

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## 20.3 **Rights of Alternate Director**

### 20.3

20.3.1 Each Alternate Director will be entitled to:

— (a) receive notices of all meetings of the Board if the Director who appointed the Alternate Director is known to be either outside of Botswana or otherwise unavailable to attend meetings;

#### 20.3.1.1

— (b) attend and vote at any such meeting at which the Director who appointed the Alternate Director is not personally present; and

#### 20.3.1.2

— (c) in the absence of the Director who appointed the Alternate Director, perform all the functions, and exercise all the powers, of that Director.

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### 20.3.1.3

## 20.4 20.4 Remuneration and expenses

### 20.4.1 Each Alternate Director's:

20.4.1.1 (a) remuneration (if any) must be paid by the Director that appointed him or her; and

20.4.1.2 (b) expenses incurred in attending meetings of the Directors and otherwise in relation to the discharge of duties will be paid by the Company.

## 20.5 20.5 Cessation of appointment

20.5.1 An Alternate Director will cease to be an Alternate Director:

20.5.1.1 (a) if the Director who appointed the Alternate Director ceases to be a Director or revokes the appointment;

20.5.1.2 (b) on the occurrence of any event relating to the Alternate Director which, if the Alternate Director were a Director, would disqualify the Alternate Director from being a Director; or

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20.5.1.3 (c) if a majority of the other Directors resolve to revoke the Alternate Director's appointment.

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## 18-21 Managing Director

### 21.1 21.1 Appointment and removal

21.1.1 The Board may from time to time appoint one of the Directors to be the Managing Director either for a fixed term and on such other terms (including remuneration) as the Board determines.

21.1.2 A Managing Director may be re-appointed for a further period.

21.1.3 The Board may from time to time remove any such Managing Director and appoint another or others in his or her place.

21.1.4 Any Managing Director who is removed by resolution of the Board shall have no right or claim to continue in office and his or her only remedy against the Company (if any) shall be in the form of damages.

21.1.5 Any Director holding the office of Managing Director at the date of adoption of this Constitution shall continue in office.

### 21.2 21.2 Resignation

21.2.1 A Managing Director shall, subject to the provisions of any contract between him or her and the Company, be subject to the same provisions concerning resignation, removal and disqualification as the other Directors.

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**21.2.2** If a Managing Director ceases to hold the office of Director from any cause he or she immediately ceases to be Managing Director.

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### **21.3 21.3 No alternate Managing Director**

The power to appoint alternate-Alternate Directors conferred on Directors by this Constitution does not confer on any Managing Director the power to appoint an alternate Managing Director.

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## **19-22 Proceedings of the Board**

### **22.1 22.1 Methods of holding meetings**

**22.1.1** A meeting of the Board may be held either:

**22.1.1.1 (a)** by a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

**22.1.1.2 (b)** by means of audio, or audio and visual, communication by which all the Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

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### **22.2 22.2 Notice of meeting**

22.2.1 A Director or, if requested by a Director to do so, an employee of the company other person may convene a meeting of the Board by giving notice in accordance with this clause 22.2-22.2 and clause 22.3. Each Director must be given not less than seven days' notice of a meeting of the Board, unless in the opinion of the chairperson or of the Directors who would together constitute a quorum at the meeting, the meeting is necessary as a matter of urgency, in which event shorter notice of the meeting may be given so long as at least 24 hours' notice is given. Notice may be given to a Director in any of the following ways:

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22.2.1.1 (a) by delivery of the notice to the Director, in which case the notice will be deemed to be given when delivered; or

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22.2.1.2 (b) by sending the notice by facsimile transmission to the facsimile number given by the Director to the Company for the purpose of receiving notices, in which case the notice will be deemed to be given when sent; or

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22.2.1.3 (c) by posting the notice to the address given by the Director for the purpose of receiving notices, in which case the notice will be deemed to be given three days after it is posted; or

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22.2.1.4 (d) by sending by electronic means in accordance with any

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request made by the Director from time to time for such purpose.

### 22.3 22.3 Absent Directors

If a Director, who is for the time being absent from Botswana, supplies the Company with a facsimile number or address or electronic mail address to which notices are to be sent during his or her absence, then notice must be given to that Director. Otherwise notice need not be given to any Director for the time being absent from Botswana. However, if he or she has an alternate Alternate Director who is in Botswana, then notice must be given to that person.

### 22.4 22.4 Contents of notice

A notice of a meeting must specify the date, time and place of the meeting and, if the meeting is to be by means of audio or audio and visual communication, the manner in which the Director will be contacted to participate at the time of the meeting.

### 22.5 22.5 Waiver of irregularity

An irregularity in a notice of meeting is waived if all the Directors entitled to receive notice of the meeting attend or participate in the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

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## 22.6 Quorum

Unless otherwise determined by the shareholders, a quorum for a meeting of the Board is one half of the Directors, at that time appointed to the office of which two must be Executive Directors. The shareholders may change the number of Directors required for a quorum by Ordinary resolution. No business may be transacted at a meeting of the Board unless a quorum is present.

## 22.7 Lack of quorum

If a quorum is not present within 30 minutes after the time appointed for a meeting of the Board, the meeting will be adjourned automatically until the following week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the Directors present will constitute a quorum.

## 22.8 Insufficient number of Directors

The Directors may act notwithstanding any vacancy in their body, but if and for so long as their number is reduced below the minimum number fixed by clause 20.1, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a meeting of Shareholders, but for no other purpose.

## 22.9 Chairperson

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~~At the first Board meeting in every year commencing the 1st (first) day of January the Board shall elect from its own number a Chairman and may elect a Deputy Chairman. All such officers shall hold office until the corresponding meeting of the Board the next following year. In every case of a casual vacancy in the office of Chairman or Deputy Chairman, it may be filled up by the Board for the remainder of the current year. Any retiring Chairman or Deputy Chairman shall be eligible for re-appointment.~~

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#### 22.9 22.10 **Votes**

Every Director has one vote and in the case of an equality of votes the chairperson will have a casting vote. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or a majority of the votes cast on it are in favour of it. A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless that Director expressly ~~dissent~~dissents or expressly abstains from voting on, or votes against, the resolution.

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#### 22.10 22.11 **Resolutions in writing**

A resolution in writing, signed or assented to by a majorityall of Directors entitled to receive notice of a meeting of the Board, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Each Director must be given notice of the form of the proposed resolution. Any such resolution may consist of several documents (including facsimile or other similar means of

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communication) in like form, each signed or assented to by one or more Directors. A copy of any such resolution must be entered in or kept with the records of Board proceedings.

## 22.11 22.12 Minutes

The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

## 22.12 22.13 Validity of acts

22.12.1 All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director are valid notwithstanding:

22.12.1.1 (a) any defect in the appointment of any Director or person acting as a Director; or

22.12.1.2 (b) that they or any of them were disqualified; or

22.12.1.3 (c) any irregularity in a notice of meeting.

**The Directors may delegate any of their powers to any committees as it may**

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think fit including the power to sub-delegate. Such committees may include, but shall not be limited to, an audit and finance committee, human resources and remuneration committee, senior credit committee and risk committee. Any committee so formed may consist of one or more members of the Board, and the Board shall also be entitled to appoint such other person or persons as it considers expedient to a committee but so that at least one of the members of any such committee shall consist of a Director appointed by the Company. Any such committee shall in the exercise of the powers so delegated conform to any resolution that may from time to time be imposed by the Board. The Board may at any time dissolve, or revoke any delegation made to any committee established under this paragraph.

#### 22.13 22.14 **Other procedures**

Except as set out in this clause 22, the Board may regulate its own procedure.

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#### 20.23 **Directors' remuneration**

##### 23.1 23.1 **Authorization**

The Board may, exercise the power conferred by the Act to authorise remuneration and other benefits payable to and for Directors shall be approved by Ordinary Resolution of shareholders of the Company.

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## 23.2 23.2 Expenses

Each Director is entitled to be paid for all reasonable travelling, accommodation and other expenses incurred by the Director in connection with the Director's attendance at meetings or otherwise in connection with the Company's business. ~~If any Director shall be required to perform extra services, he shall be entitled to receive a remuneration to be fixed by a disinterested quorum of Directors.~~

## 23.3 23.3 Special remuneration

Without limiting clause 23.1, but subject to any applicable Listing Rules relating to transactions with related parties, the Board may authorize special remuneration to any Director who is or has been engaged by the Company or a Subsidiary to carry out any work or perform any services which is not in the capacity of a ~~director~~ Director of the Company or a Subsidiary.

## 23.4 23.4 Payments to Directors upon cessation of office

23.4.1 The Company may make a payment to a Director or former Director, or his or her dependants, by way of a lump sum or pension, upon or in connection with retirement from office of that Director, only if:

(a) the payment is authorized by an Ordinary Resolution of shareholders of the Company.

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#### 23.4.2

Nothing in this clause affects any amount paid to an executive Director upon or in connection with the termination of his or her employment with the Company, or the payment of any amount attributable to the contribution (or any related normal subsidy) made by a Director to the Company's superannuation scheme.

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#### 24.24 **Borrowing powers of Directors**

##### 24.1 **24.1 Power to borrow**

The Directors may raise or borrow for the purposes of the Company's business, such sum or sums of money as in aggregate at any time do not exceed such other sum as the Company-shareholders may, by Ordinary or Special Resolution, in a General Meeting determine. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, or by the issue, at such price as they may think fit, of debentures either charged upon the whole or any part of the property and assets of the Company, or not so charged or in such other way as the Directors may think expedient.

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##### 24.2 **24.2 Foreign currency borrowings**

Foreign currency borrowings may be raised by way of back to back loan agreements, or any such similar arrangements. In so far as the offsetting deposit is denominated in Pula, and equals or exceeds the value of the foreign currency

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loan outstanding at a point in time, it shall not be regarded as a borrowing. Where the foreign currency loan exceeds the deposit, such excess will be regarded as a borrowing in terms of clause 24.1.

#### 24.3-24.3 Register of borrowings

The Directors shall cause a proper register to be kept in accordance with the provisions of the Act of all mortgages and charges specifically affecting the property of the Company, and they shall cause to be entered in such register in respect of each mortgage or charge a short description of the property mortgaged or charged, the amount of charge created, the name of mortgagee or person entitled to such charge and such further particulars as the provisions of The Act requires.

#### 24.4 Indemnity

If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

### 22-25 HOLDING OF OFFICE

25.1 A Director may enter into or be interested in contracts or arrangements with the

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Company and may have or be interested in dealings of any nature whatsoever with the Company and shall not be disqualified from office thereby. No such contract, arrangement or dealing shall be liable to be avoided, nor shall any Director so contracting, dealing or being so interested be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is party or in which he is interested by reason of his being a Director of the Company.

25.2 Directors who in who in any way, whether directly or indirectly, are interested in a contract or proposed contract which has been or is to be entered into by the Company, shall declare the nature and extent of their interest as provided by section 135 of the Act. Directors shall not vote in respect of any contract or arrangement in which they are interested.

25.3 Directors may be or continue to be or may become Directors or other officers or servants of or otherwise be interested in any other company in which the Company is or becomes in any way interested, and shall not (in the absence of agreement to the contrary) be liable to account to the Company for any emoluments or other benefits received or receivable by them as Directors, or officers or servants of, or from their interest in such other company.

25.4 The Directors may exercise or procure the exercise of the voting rights attached to shares in any other company in which this Company is or becomes in any way interested, and may exercise any voting right to which they are entitled as Directors of any such other company, in such manner as they shall in their absolute discretion think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them as Directors, officers or servants of such other company and fixing their remuneration as such, and may vote as Directors of this Company in connection with any of the matters aforesaid.

25.4

25.5 The Company shall, in accordance with the provisions of the Act, duly keep at the registered office in respect of each Director, a register of the description and amount of any Shares in or debentures of the Company and in or of other bodies corporate in which any Director is interested, as is required by such

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section. Such register shall be open to inspection between the hours of 08h00 and 17h00 during the periods prescribed by the Act.

## 23-26 Indemnity and Insurance for Directors and Employees

Every Director shall be indemnified by the Company for any costs referred to in section 159 of the Act. The Board may determine the amounts and terms and conditions of such an indemnity.

## 24-27 Dividends

### 27.1 27.1 Method of payment

Any dividend or other money payable to a holder of Securities may be paid by cheque sent through the post to the registered address of the holder or in any other manner determined by the Board and directed by the person entitled to the payment. In the case of joint holders, cheques may be sent to the registered address of the person first named on the register.

### 27.2 27.2 Currency of payment

The Board may, in its discretion, differentiate between shareholders as to the currency in which dividends are to be paid. In exercising that discretion the Board may have regard to the registered address of a shareholder, the register on which

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a shareholder's shares are registered or any other matter the Board considers appropriate. In any case where a dividend is to be paid in a currency other than Botswana currency, the amount payable will be converted from Botswana currency in a manner, at a time and at an exchange rate determined by the Board.

### 27.3 27.3 Deductions

27.3.1 The Board may deduct from dividends payable to any shareholder in respect of any shares any:

27.3.1.1(a) unpaid calls, installments instalments or other amounts, and any interest payable on such amounts, relating to the specific shares in respect of which the Company has a lien; and

27.3.1.2(b) amounts the Company may be called upon to pay under any legislation in respect of the specific shares.

### 27.4 27.4 Entitlement date

Dividends and other distributions or payments to holders of Securities of the Company will be payable to the persons who are registered as holders of those Securities as at a date subsequent to the date of the declaration or date of the confirmation of the dividend whichever is the later.

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## 27.5 **27.5** Unclaimed dividends

Dividends unclaimed for three years after due date for payment, may become the property of the Company and used for the benefit of the Company. Other monies due to shareholders shall be held in trust by the Company, until lawfully claimed by the shareholder, or in the absence of the claim, until any claim by a shareholder in respect thereof shall by operation of law, be deemed to have prescribed. No dividend or other monies payable on or in respect of a Share shall bear interest as against the Company.

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## 25-28 **Secretary**

The company Secretary-secretary of the Company shall be appointed by the Board on such terms and for such period as it may think fit. Any Secretary so appointed may at any time be removed from office by the Board, but without prejudice to any claim for damages for breach of any contract of service between the Secretary and the Company. The Board may from time to time appoint any person or persons to the office of deputy or assistant Secretary, and the provisions of this paragraph clause shall apply *mutatis mutandis* in relation to each such office.

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## 26-29 **Notices**

In addition to the notices to be sent to all registered shareholders, all notices shall be published in a newspaper circulating in Botswana.

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## 29.1 **29.1** Method of service

All notices, reports, accounts or documents required to be sent to a shareholder shall be sent in the manner set out in clause 11 of the Constitution.

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## 29.2 29.2 Service of notices outside Botswana

If a holder of a Security has no registered address within Botswana and has not supplied to the Company an address within Botswana for the giving of notices, but has supplied an address outside Botswana, then notices shall be posted to the holder at that address and shall be deemed to have been received by the holder seven days after the time of the posting.

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## 29.3 29.3 Joint holders

A notice may be given by the Company to the joint holders of a Security by giving the notice to the joint holder named first in the register in respect of the Security.

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## 27-30 Audit

Notwithstanding anything to the contrary contained in the Act, the Company shall annually appoint an auditor in compliance with the statutes.

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## 28-31 Inspection of records

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31.1 Except as provided in the Act or unless the Board determines otherwise in any particular case, no holder of Securities shall be entitled to:

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31.1.1(a) inspect any records, books, papers, correspondence or documents of the Company; or

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31.1.2(b) require or receive any information concerning the Company's business, trading or customers, or any trade secret or secret process of or used by the Company.

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## 29-32 Liquidation

### 32.1 32.4 Distribution of surplus

Subject to the rights of the holders of any Securities in the Company and to clauses 4.2 and 4.3, upon the liquidation of the Company the surplus assets of the Company (if any) must be distributed among the shareholders in proportion to their shareholding. If any shareholder's shares are not fully paid up the liquidator of the Company may require those shares to be fully paid up before the shareholder receives any distribution of the surplus assets of the Company in respect of those shares.

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### 32.2 32.2 Distribution in kind

32.2.1 With the approval of the shareholders of the Company by Ordinary Resolution, the liquidator of the Company may divide amongst the

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shareholders in kind the whole or any part of the surplus assets of the Company (whether or not they are of the same kind) and for that purpose the liquidator may:

32.2.1.1 (a) attribute values to assets as the liquidator considers appropriate; and

32.2.1.2 (b) determine how the division will be carried out as between the shareholders or different Classes of shareholders.

### 32.3 32.3 Trusts

With the approval of the shareholders of the Company by Ordinary Resolution, the liquidator may vest the whole or any part of any surplus assets of the Company in trustees upon trust for the benefit of shareholders of the Company. The liquidator may determine the terms of the trust.

## 30-33 Execution of deeds

### 33.1 33.1 Manner of Execution

33.1.1 A contract or other enforceable obligation may be entered into by the Company as follows:

33.1.1.1 (a) an obligation which, if entered into by a natural person, would, by law, be required to be in writing, may be entered into on behalf of the Company in writing signed under the name of the Company by:

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33.1.1.1.1 (i) two or more Directors; or

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33.1.1.1.2 (ii) a Director, or any other person authorized by the Board whose signature must be witnessed; or

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33.1.1.2 (b) an obligation which, if entered into by a natural person, is by law, required to be in writing, may be entered into on behalf of the Company in writing by a person acting under the Company's express or implied authority; and

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33.1.1.3 (c) an obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Company in writing or orally by a person acting under the Company's express or implied authority.

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## 33.2 33.2 Company may appoint attorneys

The Company may, by an instrument in writing executed in accordance with

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clause 33.1, appoint one or more persons as its attorney or attorneys either generally or in relation to a specified matter or matters. An act of an attorney in accordance with the instrument binds the Company.

### **34 Delegation of powers**

34.1. Subject to any restrictions in this constitution, the Board of a company

may delegate to a committee of directors, a director or employee of the company, or  
any other

person, any one or more of its powers other than its powers set out in clause 35.2  
35.2.

34.2. A Board that delegates a power under subsection (1) of clause 34 is responsible  
and accountable for the exercise of the power by the delegate as if the power  
had been exercised by the Board, unless the Board:

(a) 34.2.1 believed on reasonable grounds at all times before the exercise of the  
power that the delegate would exercise the power in conformity with the  
duties imposed on directors of the company by this Act and the  
company's constitution; and

34.2.2 (b) has monitored, by means of reasonable methods properly used, the  
exercise of the power by the delegate.

### **35 Powers that cannot be delegated**

35.1. The powers exercised in the Company shall be as contemplated in this  
Constitution, and such powers shall regulate and bind the company. in terms of  
section 41 (a) and (b) of the Act.

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35.2. The following sections confer powers on directors which cannot be delegated as per section 129 of the Act;

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35.2.1 (a) section 50 (which relates to the issue of shares);

35.2.2 (b) sections 53 and 54 (which relates to the consideration for the issue of shares);

35.2.3 (c) section 58 (which relates to distributions);

35.2.4 (d) section 61 (which relates to the issue of shares in lieu of dividends);

35.2.5 (e) Section 62 (which relates to shareholder discounts);

35.2.6 (f) section 66 (which relates to offers to acquire shares);

35.2.7 (g) section 73 (which relates to the redemption of shares at the option of a company);

35.2.8 (h) section 76 (which relates to the provision of financial assistance);

35.2.9 (i) section 184 (which relates to a change of registered office);

35.2.10 (j) section 224 (which relates to the manner of approving an amalgamation proposal); and

35.2.11 (k) section 225 (which relates to short form amalgamations).

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### 36 Controllers of the Company

36.1. The powers exercised in the eCompany shall be under the ultimate effective control of the Board, each Director and each Shareholder, and ultimately the beneficial owners who exercise ultimate effective control in the eCompany or hold a senior managing position.

36.2. Annexure HA contains a list of natural persons having ultimate effective control over the company in terms of section 41(b) of the Act.

THUS SIGNED AND ADOPTED AT ..... ON THIS ..... DAY OF ..... 2025

CERTIFIED BY

CHAIRMAN

---

SECRETARY

Adopted on this \_\_\_\_\_ day of \_\_\_\_\_ 202515

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BOARD CHAIRPERSON \_\_\_\_\_ COMPANY SECRETARY \_\_\_\_\_

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**Appendix A**

**Controllers of the Company**

**CONTROLLER'S FORM**  
Section 21(2)(c))

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Name of Company \_\_\_\_\_

Company Number \_\_\_\_\_

Important Note: If there is more than one controller, each of the controllers should fill in a separate form.

**CONTROLLER'S DETAILS**

Controller's Name: \_\_\_\_\_

Residential Address: \_\_\_\_\_

Position in the Company/ Nature of Association With company \_\_\_\_\_

Percentage of Contribution Held: \_\_\_\_\_

Signature Date \_\_\_\_\_

**IMPORTANT INFORMATION**

- provide full names and residential address of every beneficial owner including amount to be paid or

other consideration.

- where the beneficial owner is a representative, managerial position must be disclosed.
- where some shares are to be held by a foreign company, the identification of natural persons who own, hold shares and control the foreign company must be disclosed.
- beneficial owner's interest must be expressed in percentage

Completed by:

Postal Address: