Notice of Annual General Meeting
for the year ended 31 December 2016

Notice is hereby given that the 38TH Annual General Meeting of shareholders of G4S (BOTSWANA) LIMITED (G4S OR “THE COMPANY”) will be held at The Cresta Lodge at 16h30 on Friday, 21st July 2017, for the purpose of transacting the following business:

**Agenda**

1. To establish the presence of a quorum and read the notice convening the meeting.

2. To receive, consider and adopt the Audited Financial Statements for the year ended 31st December 2016 together with the Directors’ and Auditor’s reports thereon.

3. To consider and ratify the distribution of dividend declared for the year ended 31 December 2016.
   - Gross Dividend declared in September 2016 - P0.1136 thebe per share
   - Gross Dividend declared in May 2017 - P0.984 thebe per share

4. To re-elect LORATO NTHANDO MOSETLHANYANE who retires by rotation in terms of section 20.10 of the Constitution and being eligible, offers herself for re-election.

5. To re-elect BOITUMELO TUMIE MBAKANYI who retires by rotation in terms of section 20.10 of the Constitution and being eligible, offers himself for re-election.

6. To confirm the appointment of MOKGETHI FREDERICK MAGAPA who was appointed by the Board as Director on 27th March 2017.

7. To confirm the appointment of PETER HAMILTON G KGOMOTSO who was appointed by the Board as Director on the 1st February 2017.

8. To consider and ratify remuneration paid to directors for the year ended 31st December 2016 as set out on page 70 of the Annual Report.

9. To approve remuneration paid to the auditors the year ended 31st December 2016 as set out on page 69 and appoint PWC as auditors for the ensuing financial year.

**Voting and Proxies**

All holders of shares entitled to vote will be entitled to attend and vote at the Annual General Meeting. A holder of shares who is present in person, by authorized representative or by proxy shall have one vote on show of hands and have one vote for every ordinary share held on a poll.

Each shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (none of whom need be shareholders of the Company) to attend, speak and subject to the constitution of the company vote in his /her/its stead. The form of proxy for the Annual General Meeting, which sets out the relevant instructions for its completion, is annexed hereto.

In order to be effective, a duly completed form of proxy must be received at the Transfer Secretaries, Grant Thornton Botswana, Acumen Park, Plot 50370 Fairgrounds, and P O Box 1157, Gaborone by not later than 16h00 on the 19th July 2017.

By Order of the Board

Lebang M Mpotokwane
Chairman of the Board of Directors

Mokgethi Frederick Magapa
Managing Director

29th June 2017