Notice is hereby given that the 36th Annual General Meeting of Shareholders of G4S (BOTSWANA) LIMITED (G4S OR “THE COMPANY”) will be held at Lansmore Hotel at 16h00 on 27 May 2015, 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 31 December 2014 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 2014;
   - Gross Dividend declared in September 2014 - 7.80 thebe per share
   - Gross Dividend declared in April 2015 - 13.32 thebe per share
4. To re-elect Ms Lorato Mosetlhanyane who retires by rotation in terms of section 20.10 of the Constitution and being eligible, offers herself for re-election.
5. To confirm the appointment of Ms Boitumelo Tumie Mbaakanyi who was appointed by the Board as Director on 12 November 2014.
6. To consider and ratify remuneration paid to directors for the year ended 31 December 2014 as set out on page 65 of the Annual Report.
7. To approve remuneration paid to the auditors for the year ended 31 December 2014 as set out on page 65 of the Annual Report, and appoint PWC as auditors for the ensuing financial year.

**Voting and Proxy**

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 authorised 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 25th May 2015.

By Order of the Board

Lebang M Mpotokwane
Chairman of the Board of Directors