Action required by holders of physical share certificates:

- If you are in doubt as to the action you should take in relation to this document, please consult your stockbroker, banker, legal advisor or other professional advisor immediately. This document is issued in compliance with the Listings Requirements of the Botswana Stock Exchange to the shareholders (“Shareholders”) of Sechaba Brewery Holdings Limited (“Sechaba”)
- If you have disposed all of your shares in Sechaba Brewery Holdings ("Shares"), this Circular should be sent to the agent through whom you have disposed of such Shares, for onward delivery to the purchaser of those Shares.

CIRCULAR TO THE SHAREHOLDERS OF SECHABA BREWERY HOLDINGS LIMITED HOLDING SHARES IN PHYSICAL FORM

For the purposes of:

- Providing instructions to Shareholders who hold physical share certificates regarding the process of dematerialisation, as required in accordance with the requirements of the Botswana Stock Exchange under a directive from the Non-Bank Financial Institutions Regulatory Authority and the consequences of non-compliance;
- Providing the necessary form for the opening of an account with the Central Securities Depository Company of Botswana Limited; and
- Providing an indemnity form to be used in the event of loss of a share certificate

Dated: 12 February 2016
CORPORATE INFORMATION AND DIRECTORS

Registered Office
Plot 20768, Kibu Road
Broadhurst Industrial
Gaborone

P.O. Box 631
Gaborone

Company Secretary - Gorata Hlope

Sponsoring Broker
Imara Capital Securities
2nd Floor Morojwa Mews, Unit 6
Plot 74770, CBD,
Private Bag 173 Gaborone

Transfer Secretaries
Corpserve Botswana
P.O. Box 1583 AAD
Unit 206, Showgrounds Close
Gaborone
Plot 64516, Fairgrounds
contactus@corpservebotswana.com
Gaborone

Board of Directors
Mr Thabo Matthews (Chairman - Independent non-executive)
Ms Kate Maphage (Independent non-executive)
Ms Myra Sekgororoane (Independent non-executive)
Mr Bafana Molomo (Non-executive)
Mr Wayne McCauley (Non-executive)
Ms Nadira Sheik (Non-executive)
Mr Johan de Kok (Managing)
Mr Gert Nel (Finance)
INTERPRETATIONS AND DEFINITIONS

In this Circular and the annexures hereto, unless the context indicates a contrary intention, an expression which denotes any gender includes the other genders, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the words in the first column have the meaning stated opposite them in the second column as follows:

“Board”  the board of directors of Sechaba;

“Botswana”  the Republic of Botswana;

“BSE”  Botswana Stock Exchange;

“Certificated Form”  Physical/paper share certificates which have not been Dematerialised;

“Circular”  this Circular, dated 12 February 2016, including the annexures and attachments thereto;

“Constitution”  the Constitution of Sechaba Brewery Holdings Limited

“Companies Act” or “Act”  the Companies Act (42:01), and any amendment thereto;

“Company”  Sechaba Brewery Holdings Limited;

“CSDB”  The Central Securities Depository Company of Botswana Limited, a wholly owned subsidiary of the BSE that maintains an electronic share register for Dematerialised shares;

“Dematerialise”  The process by which Shares held in Certificated form are deposited into the CSDB where they are then electronically recorded;

“Dematerialisation Deadline Date”  31 March 2016;

“Directors”  the Board of Directors of Sechaba for the time being;

“Listing Requirements”  the listing requirements of the BSE;

“Omnibus account”  A non-trading account with the CSDB, held in the name of the Company, into which all Shares held in Certificated Form after the Dematerialisation Deadline Date will be compulsorily Dematerialised;

“Ordinary Share” or “Share”  an ordinary share in the stated capital of Sechaba;

“Shareholders”  current registered holders of Shares in Certificated Form on the Botswana Share Register;
1. DEMATERIALISATION OF SHARES

1.1. BACKGROUND

Established under authority of the Non Bank Financial Institutions Regulatory Authority Act 2006, NBFIRA is the regulatory authority, to safeguard the stability, fairness and efficiency of the non bank financial sector in Botswana, which includes the capital markets of which the BSE and CSDB are regulated participants. NBFIRA issued Directive 1 of 2014 that compels all securities listed on the BSE to be held in Dematerialised form in the CSDB. The CSDB has written to all Shareholders registered as holding Shares in Certificated Form to advise them of the requirement for such shareholders to open an account with the CSDB and deposit their Shares by 31 August 2015.

1.2. DEMATERIALISATION DEADLINE DATE AND PROCESS

The CSDB has extended the deadline for voluntary Dematerialisation to 31 March 2016. Accordingly, Shareholders who have not yet opened a CSDB account and deposited their Shares should complete the CSDB account opening forms attached to this Circular (Annexure 1) and submit them to any one of the stockbroking members of the BSE whose contact details are set out below:

<table>
<thead>
<tr>
<th>Stockbroker</th>
<th>Telephone/email</th>
<th>Reference Name</th>
<th>Physical Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Imara Capital Securities</td>
<td>318 8886 <a href="mailto:enquiriesbot@imara.com">enquiriesbot@imara.com</a></td>
<td>Victor Zirebwa</td>
<td>Morojwa Mews New CBD</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Lame Molomo</td>
<td></td>
</tr>
<tr>
<td>Motswedi Securities</td>
<td>318 8627 <a href="mailto:motswedi@motswedi.com">motswedi@motswedi.com</a></td>
<td>Boikhutso Maja</td>
<td>Kgale Mews</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Thuto Segale</td>
<td></td>
</tr>
<tr>
<td>Stock Brokers Botswana</td>
<td>395 7900 <a href="mailto:info@sbb.bw">info@sbb.bw</a></td>
<td>Mooketsi Poane</td>
<td>Morula Building New CBD</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Kennedy</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Kgomanyane</td>
<td></td>
</tr>
<tr>
<td>African Alliance Securities</td>
<td>364 3977 / 364 3948 <a href="mailto:aabsoperations@africanalliance.com">aabsoperations@africanalliance.com</a></td>
<td>Oratile Leburu</td>
<td>Exchange House Fairgrounds</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Pearl Chawilani</td>
<td></td>
</tr>
</tbody>
</table>

Each of the above mentioned stockbrokers will, in addition to the completed CSDB account opening form, also request Shareholders to complete the relevant documentation required by that stockbroker and the provision of certain additional information enabling their appointment as the Shareholder’s nominated stockbroker.

The CSDB system provides for Shareholders to nominate more than one stockbroker or to change stockbrokers at any time in the future. To do this, Shareholders must have trading accounts with the respective stockbrokers and liaise with the current stockbroker to have some or all of their Shares transferred to their other stockbroker.
1.3. CONSEQUENCES OF NON COMPLIANCE

Shareholders who fail to open an account with the CSDB and voluntarily deposit their Shares by the Dematerialisation Deadline Date will have their shares compulsorily Dematerialised into an Omnibus account held in the name of the Company. Shareholders cannot trade their shares and will not receive any statements or confirmation of their holdings from the CSDB until they open a CSDB account allowing their Shares to be transferred out of the Omnibus account. While their Shares are held in the Omnibus account, Shareholders will remain entitled to dividends, vote at shareholder meetings and participation in all corporate actions.

1.4. PROCEDURE ALLOWING TRANSFER OF SHARES OUT OF THE OMNIBUS ACCOUNT

Once a Shareholder has opened a CSDB account they must contact the Transfer Secretary and provide them with their CSDB account number and their share certificate or an indemnity form (attached to this Circular in Annexure 2), should the share certificate have been lost. Thereafter the Transfer Secretary will provide a confirmation to the CSDB that the Shares can be transferred out of the Omnibus account into the shareholder’s CSDB account.

1.5. CLOSURE OF THE OMNIBUS ACCOUNT

The Omnibus account will close on 30 June 2016. If Shareholders have not Dematerialised their Shares by this date then the CSDB will open a non-trading account in the Shareholder’s name with a stockbroker appointed by the Company. To enable trading on their CSDB account, Shareholders will need to confirm the Company appointed stockbroker or nominate their own choice of stockbroker and complete the relevant documentation required by that stockbroker, including the provision of certain additional information enabling their appointment as the Shareholder’s nominated stockbroker.

Signed by Gert Nel on behalf of each of the directors of Sechaba

Dated at Gaborone this 12 February 2016
To be completed in BLOCK LETTERS

Primary Applicant

Title: ___________________________  Forenames*: ___________________________
Surname*: _______________________
Date of Birth*: ___________________  Gender: _____________________________
National ID/Passport No*: _________  Nationality*: _________________________
Postal Address Line1*: ______________  Postal Address Line2: _____________
Physical Address Line3*: _____________  Postal Code: _________________
Village/Town/City*: __________________  Country*: _______________________
Telephone*: ______________________  Fax: _______________________
N.B. * denotes required/mandatory fields. Completed forms must be accompanied by certified copy of ID document.

Joint Applicant

Title: ___________________________  Forenames*: ___________________________
Surname*: _______________________
Date of Birth*: ___________________  Gender: _____________________________
National ID/Passport No*: _________  Nationality*: _________________________
Postal Address Line1*: ______________  Postal Address Line2: _____________
Physical Address Line3*: _____________  Postal Code: _________________
Village/Town/City*: __________________  Country*: _______________________
Telephone*: ______________________  Fax: _______________________

Bank Name: _________________________  Branch: _______________________
Account no.: _______________________

DECLARATION

i. I hereby request you to open and maintain a Securities Account in the CSDB in our name(s).

ii. I hereby represent and warrant that we have good title to such securities that may be held in our Securities Account from time to time.

iii. I affirm that the funds to be used for the purchase of Securities through my / our Securities Account will not be funds derived from any money laundering activity or funds generated from terrorist or any other illegal activity.

iv. I hereby confirm that the undersigned Participant has full authority to intermediate and or conduct business on with the Depository on our behalf in keeping with CSDB rules and procedures that may be in force from time to time.

v. I agree to be bound by the CSDB rules.

vi. I undertake to notify the under mentioned Participant of any change of particulars or information provided by me/us in this form.

Primary Applicant Signature ______________________________________________________ Date___________________

Joint Applicant Signature ____________________________________________________________ Date___________________

For CSDB use only

[ ] Approved  [ ] Declined

Signature: ____________________________

CSDB Date stamp

For Participant use only

Declaration:

We, the undersigned undertake that we have checked the accuracy of the documents submitted with this application.

Checked and Verified by (Name in full):

Primary Applicant’s Securities Account Number: _______________________
Joint Applicant’s Securities Account Number: _______________________
JOINT Securities Account Number: _______________________

Accompanying certified copy (please cross – X)

[ ] National ID  [ ] Passport Details page  or  [ ] Birth Certificate (for minors)
To be completed in BLOCK LETTERS

Applicant Particulars

Name of Company / Organisation / Institution: 

Addresses (Physical and Postal):

Village/Town/City: ____________________________ Country: ____________________________ Nationality: ____________________________

Telephone: ____________________________ Fax: ____________________________ e-mail: ____________________________

Date of Incorporation/Registration: ____________________________ Place of Incorporation/Registration: ____________________________

Registration /Certificate No: ____________________________ TAX Code: ____________________________ Broker’s Code: ____________________________

Dividend Disposal Instruction

[ ] Cash or [ ] Bank

Bank Name: ____________________________ Account number: ____________________________

DECLARATION

i. We hereby request you to open and maintain a Securities Account in the CSDB in our name(s).

ii. We hereby represent and warrant that we have good title to such securities that may be held in our Securities Account from time to time.

iii. We affirm that the funds to be used for the purchase of Securities through my / our Securities Account will not be funds derived from any money laundering activity or funds generated from terrorist or any other illegal activity.

iv. We hereby confirm that the undersigned Participant has full authority to intermediate and or conduct business on with the Depository on our behalf in keeping with CSDB rules and procedures that may be in force from time to time.

v. We agree to be bound by the CSDB rules.

vi. We undertake to notify the under mentioned Participant of any change of particulars or information provided by me/us in this form.

Date……………………………………………………….. for and on behalf of the APPLICANT ……………………………………………………………………………………..

AUTHORISED SIGNATORY / SIGNATORIES

CERTIFICATE OF RESOLUTION

I ………………………………………………………………………….hereby certify that the following resolution of the Board of Directors of

………………………………………………………………………. was passed at a duly convened meeting of the Board held on………………………………………… at which the quorum was present.

*It WAS RESOLVED that a Securities Account for the Company / Organisation / Institution be opened with the Central Securities Depository Botswana Limited., ("CSDB") and be operated in accordance with the Terms and Conditions of the Depository in force from time to time* certified true extract of minutes

……………………………………………………………………… DIRECTOR / SECRETARY

For Participant use only

Declaration:

We, the undersigned undertake that we have checked the accuracy of the documents submitted with this application.

Checked and Verified by (Name in full): 

Securities Account Number:

For CSDB use only

[ ] Approved [ ] Declined

Signature:…………………………………………………..

CSDB Date stamp
ANNEXURE 2 – INDEMNITY FORM

LOST CERTIFICATE INDEMNITY FORM
TO FACILITATE A DEPOSIT TO THE CSDB

Please complete the form in block letters and sign in front of the Stockbroker through which you have opened your account with the Central Securities Depository Company of Botswana limited (“CSDB”)

I ____________________________________________________________

(full name of person signing this form) do hereby make oath and declare that the following share certificate number(s) in SECHABA BREWERY HOLDINGS LIMITED

<table>
<thead>
<tr>
<th>CERTIFICATE NUMBER(S)</th>
<th>NUMBER OF SHARES</th>
</tr>
</thead>
<tbody>
<tr>
<td>_____________________</td>
<td>__________________</td>
</tr>
</tbody>
</table>

registered in the name of ____________________________________________ have, to the best of my knowledge and belief, been destroyed or lost beyond hope of recovery. I make the above declaration conscientiously believing the same to be true.

I therefore do hereby request Corpserve Botswana to effect a deposit to my account with the CSDB (detailed below) of these certificate(s) for the above registered shares being declared mislaid, destroyed or lost, and in consideration of Corpserve Botswana so doing, I hereby, for myself, my heirs, executors or administrators, indemnify Corpserve Botswana against all claims and demands, money, losses, damages, cost and expenses which may be brought against or be paid, incurred or sustained by Corpserve Botswana by reason or in consequence of the said certificate(s) having been mislaid, destroyed or lost, or by reason or in consequence of the depositing of the certificate(s) to my account with the CSDB otherwise in relation thereto respectively.

I further undertake and agree if the Certificate(s) shall hereafter be found, forthwith to deliver up the same or cause the same to be delivered up to Corpserve Botswana at P.O. Box 1583 AAD, Gaborone, Botswana or Unit 206, Showgrounds Close, Fairgrounds Gaborone, Botswana, their successors and assigns without cost, fee or reward.

SIGNED THIS _______________ DAY OF _______________________________ 20____

Who solemnly declares that he/she fully understands the meaning of the above request and undertaking.

SIGNED: ______________________________ (Shareholder’s Signature)  Witnessed by: ________________________________ (Stockbroker representative name and signature)

ID. NUMBER: ____________________________  OFFICIAL STAMP OF STOCKBROKER:

CSDB NUMBER: ____________________________  PHONE NUMBER: ____________________________

For Use by Transfer Secretary

<table>
<thead>
<tr>
<th>Shareholder no.: ____________________________</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date Deposited: ____________________________</td>
</tr>
<tr>
<td>Authorised by: ____________________________</td>
</tr>
</tbody>
</table>