

LETSHEGO AFRICA HOLDINGS LIMITED

Notice of AGM and Proxy 2026





Notice of annual general meeting

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of Letshego Africa Holdings Limited ('the Company') will be held virtually via Conference Call on the 19th of June 2026 at 09h30 GMT+2 (Botswana Time).

The meeting will be convened for the following purposes:

Ordinary business – ordinary resolutions

To consider and pass the following resolutions:

1. Resolution 1

- 1.1 To approve the proposed sale of 100% of the issued share capital in Letshego Ghana Savings and Loans PLC, Letshego Faidika Bank Tanzania Limited, Letshego Microfinance Bank Nigeria Limited, Letshego Rwanda Limited and Letshego Uganda Limited (the Proposed Transaction) on the terms and conditions set out in the Framework Agreement and related share purchase agreements and ancillary documents, subject to the fulfilment or waiver of the applicable condition's precedent.
- 1.2 To approve that the Directors and/or designated officers of the Company are authorised to finalise, negotiate, execute and deliver the Framework Agreement, the share purchase agreements and all ancillary, related or consequential agreements and documents necessary to give effect to the Proposed Transaction, including making such amendments thereto as may be required, provided that such amendments are not materially adverse to the Company.
- 1.3 To authorised the Company to enter into the following agreements in connection with the Proposed Transaction, in such form and substance as may be approved by Management:
 - (i) Framework Agreement;
 - (ii) Share Purchase Agreements (to be executed separately in respect of each Target Entity)
 - (iii) Transitional Service Agreements (to be executed separately in respect of each Target Entity); and
 - (iv) Digital Mall Licence & Service Agreement.
- 1.4 To authorise the Company to enter into Transitional Services Agreements with each Target Entity for a period of up to eighteen (18) months from the closing date of the sale transaction in respect of each Target Entity, on terms acceptable to Management.
- 1.5 To authorise the Company to engage with the relevant regulators in respect of each of the Target Entities, and to obtain all required regulatory approvals and consents in connection with the Proposed Transaction.
- 1.6 To authorise the Group Chief Executive Officer and either the Group Chief Financial Officer or the Group Chief Products Officer, on behalf of the Company, to:

- 1.6.1 negotiate, finalise, execute and deliver all transaction agreements and ancillary documents contemplated under this resolution;
- 1.6.2 agree to such amendments, variations, waivers, or extensions as may be necessary or desirable to give effect to the Proposed Transaction; and
- 1.6.3 take all such steps and perform all such acts as may be required or incidental to the implementation and completion of the Proposed Transaction, including the fulfilment of conditions precedent and engagement with regulators and counterparties.

1.7 To authorise the Company to:

- 1.7.1 make all required announcements to the market in accordance with the Botswana Stock Exchange Listings Requirements;
- 1.7.2 submit all necessary documentation to the Botswana Stock Exchange and any other relevant regulatory authorities; and
- 1.7.3 obtain all approvals required for the implementation of the Proposed Transaction.

1.8 To approve and ratify all actions lawfully taken by Management in furtherance of the Proposed Transaction prior to the adoption of this resolution.



The Transaction Circular are available here

2. Resolution 2

To receive, consider and adopt the Annual Financial Statements for the financial year ended 31 December 2025 together with the Directors and Independent External Auditors' reports thereon.



The Annual Financial Statements for the financial year ended 31 December 2025 are available here

3. Resolution 3

To re-elect (by way of separate vote) the following Directors of the company, who retire in terms of Article 20.9 of the Constitution and, being eligible, offer themselves for re-election:

3.1 **Abiodun Odubola**, who is an Independent Non-executive Director of the Company.



Biography on page 26 of Letshego Africa Holdings Limited's Integrated Annual Report 2025 available here.

3.2 **Tebogo Tomango**, who is a Non-executive Director of the Company.



Biography on page 26 of Letshego Africa Holdings Limited's Integrated Annual Report 2025 available here.



4. Resolution 4

To ratify the appointment of the Group Chief Executive Officer, Reinette van der Merwe, as an Executive Director of the Company.

5. Resolution 5

To confirm the appointment (by way of separate vote) of the following Directors of the Company:

- 5.1 **Tshephang Loeto**, as a Non-executive Director of the Company.



Biography on page 25 of Letshego Africa Holdings Limited's Integrated Annual Report 2025 available here.

- 5.2 **Michael Viljoen**, as a Non-executive Director of the Company.



Biography on page 27 of Letshego Africa Holdings Limited's Integrated Annual Report 2025 available here.

- 5.3 **Rubin Japhta**, as an Independent Non-executive Director of the Company.



Biography on page 27 of Letshego Africa Holdings Limited's Integrated Annual Report 2025 available here.

6. Resolution 6

To approve the remuneration of the Directors for the financial year ending 31 December 2025 as disclosed in Note 30 to the Annual Financial Statements in the Annual Report.

The Board attendance and remuneration for each Director is disclosed in the Corporate Governance section of the Annual Report.

7. Resolution 7

To ratify the remuneration of the Independent External Auditors for the financial year ending 31 December 2025 as disclosed in Note [30] to the Annual Financial Statements in the Annual Report.

8. Resolution 8

- 8.1 To ratify and confirm the appointment of Ernst and Young, as external auditors for the ensuing year.

- 8.2 To approve the remuneration of the Auditors for the next financial year ending 31 December 2026 estimated at BWP 15.25 million.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his/her stead. The person so appointed need not be a shareholder. Proxy forms should be delivered for the attention of the 'Group Company Secretary', address: Letshego Africa Holdings Limited, 7th Floor, Letshego Place, Tower C, Zambezi Towers, Plot 54352, Central Business District, Gaborone, Botswana. Or proxy forms may be emailed to the Group Company Secretary at GroupCompanySecretary@letshego.com not less than 48 hours before the meeting.

By order of the Board

G.T. DIBOTELO
Group Company Secretary

29 May 2026



Notes to the form of proxy

Each Shareholder is entitled to appoint one or more proxies (who need not be Member/s of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.

Please read the notes hereof.

Notes

1. A Shareholder may insert the names of two alternative proxies of the Shareholder's choice in the space provided, with or without deleting "the Chairman of the Annual General Meeting". The person whose name appears first on the form of proxy, and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorise the proxy to vote at the Annual General Meeting as he/she deems fit in respect of the Shareholder's votes exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution. A Shareholder or his/her proxy is obliged to use all the votes exercisable by the Shareholder or by his/her proxy.
3. Forms of proxy must be lodged at or posted to the Group Company Secretary, Letshego Africa Holdings Limited, Tower C, Zambezi Towers, Plot 54352, Central Business District, Gaborone, Botswana, P O Box 381, Gaborone and email GroupCompanySecretary@letshego.com. To be received not less than 48 hours before the Annual General Meeting.
4. The completion and lodging of this form will not preclude the relevant Shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such Shareholder wish to do so.
5. The Chairman of the Annual General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he is satisfied as to the manner which the Shareholder concerned wishes to vote.
6. An instrument of proxy shall be valid for the Annual General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
7. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the Shareholder, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Ordinary Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company not less than one hour before the commencement of the Annual General Meeting or adjourned Annual General Meeting at which the proxy is to be used.
8. At a meeting of Shareholders, a poll may be demanded by:
 - a) not less than five shareholders having the right to vote at the meeting or;
 - 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;
 - c) a Shareholder or Shareholders holding shares in the Company 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. Where a poll is taken, votes shall be counted according to the votes attached to the shares of each Shareholder present in person or by proxy and voting.
9. The authority of a person signing the form of proxy under a power of attorney or on behalf of a company must be attached to the form of proxy, unless the authority or full power of attorney has already been registered by the Company or the Transfer Secretaries.
10. Where ordinary shares are held jointly, all joint Shareholders must sign.
11. A minor must be assisted by his/her guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.

Form of proxy

Ordinary business

For completion by holders of ordinary shares

(PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

For use at the Annual General Meeting of ordinary shareholders of the Company to be held virtually via Conference Call on the 19th of June 2026 at 09h30 GMT+2 (Botswana Time).

I/We _____ (name/s in block letters)

of (address) _____

being a member of Letshego Africa Holdings Limited hereby appoint (see note 2) below

1 _____ or failing him/her,

2. _____ or failing him/her,

3. The Chairman of the meeting,


as my/our proxy to act for me/us at the Annual General Meeting which will be held for the purpose of considering, and if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment thereof, and to vote for or against the resolutions and/or abstain from voting in respect of the Ordinary Shares registered in my/our name in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary resolution number 1.1			
Ordinary resolution number 1.2			
Ordinary resolution number 1.3			
Ordinary resolution number 1.4			
Ordinary resolution number 1.5			
Ordinary resolution number 1.6.1			
Ordinary resolution number 1.6.2			
Ordinary resolution number 1.6.3			
Ordinary resolution number 1.7.1			
Ordinary resolution number 1.7.2			
Ordinary resolution number 1.7.3			
Ordinary resolution number 1.8			
Ordinary resolution number 2			
Ordinary resolution number 3.1			
Ordinary resolution number 3.2			
Ordinary resolution number 4			
Ordinary resolution number 5.1			
Ordinary resolution number 5.2			
Ordinary resolution number 5.3			
Ordinary resolution number 6			
Ordinary resolution number 7			
Ordinary resolution number 8.1			
Ordinary resolution number 8.2			

Signed at _____ on this day of _____ 2026

Signature _____

Assisted by (where applicable) _____

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