

I certify that these are the new Memorandum and Articles of Association which were adopted in terms of a special resolution at an Extraordinary General Meeting of the company on 18 July 2017.



Chairperson of the Board /
Company Secretary

BONSAI
SECRETARIAL COMPLIANCE SERVICES
PO BOX 90757 • WINDHOEK
TEL: 305072 • FAX: 305073

COMPANIES ACT, 28 of 2004

**MEMORANDUM OF ASSOCIATION OF
LETSHEGO HOLDINGS (NAMIBIA) LIMITED
Registration Number: 2016/0145**

1. NAME OF THE COMPANY

(a) The name of the Company is:

LETSHEGO HOLDINGS (NAMIBIA) LIMITED

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the Company is to carry on:

To hold the controlling interest in Letshego Bank Namibia Limited and Letshego Micro Financial Services Namibia (Proprietary) Limited and associated companies and to invest in other businesses in or associated with the financial sector in Namibia and all objects ancillary thereto.

3. MAIN OBJECT

The main object of the Company is:

To control Letshego Bank Namibia Limited and Letshego Micro Financial Services Namibia (Proprietary) Limited and their associated companies and to invest in other businesses in or associated with the financial sector in Namibia and all conduct ancillary thereto.

4 ANCILLARY OBJECTS EXCLUDED

- None

5. POWERS

(a) The specific powers or any powers of the Company, if any, which are excluded from the plenary powers set out in Schedule 2 of the Act.

- None

(b) The specific powers or part of any specific powers of the Company set out in Schedule 2 of the Act, if any, which are qualified under Section 39 of the Act.

- None

6. CONDITIONS

Any special conditions applicable to the Company and requirements, if any, additional to those prescribed in the Act for their alteration and Articles of Association.

- None

7. PRE-INCORPORATION CONTRACTS

- None

8. CAPITAL

The share capital of the Company is N\$ 100 000.00 (one hundred thousand Namibia Dollars) divided into 500,000,000 (five hundred million) ordinary shares with a par value of N\$ 0.00020 per share.

COMPANIES ACT, 28 of 2004

ARTICLES OF ASSOCIATION

Registration Number of Company: 2016/0145

Name of Company: **LETSHEGO HOLDINGS (NAMIBIA) LIMITED**

The Articles of the Company are as follows:

INTERPRETATION

1. In these Articles, unless the context otherwise indicates:

- (a) "Act" means the Companies Act, 28 of 2004;
- (b) "Articles" means the Articles of Association of the Company;
- (c) "Authorised representative" means a person authorised in terms of the Act by a company or other body corporate to act as its representative at any general meeting of the Company and includes a Legal representative;
- (d) "Board Member" means a person elected and/or appointed to, jointly with the other Board members, oversee the activities of the Company;
- (e) "Capital" means the share capital of the Company consisting of shares of par value or shares of no par value;
- (f) "Committee" means any of the Board Committees of the Company established in terms of the Articles of Association or relevant legislation or regulations;
- (g) "Company" means Letshego Holdings (Namibia) Limited constituted by its memorandum of association;
- (h) "Executive Director" means a full-time employee of the Company, who is also appointed to its Board e.g. the Chief Executive Officer, who is working under a contract of employment and is involved in the day to day running of the Company;
- (i) "Executive Manager" means a senior full-time management employee of the Company, who is employed under a contract of employment and is involved in the day to day running of the Company;
- (j) "Give", "circulated", "deliver", "make available", "provide", "send" and "serve" means, unless the contrary intention appears, any form of transferring information and includes, without limitation, sent by ordinary mail, registered mail, facsimile, electronic mail, any other form of

Act
s196;
s197

recordable digital communication, provided that a device generated record of successful transmission can be provided upon request, and includes a publication in SENS or any newspaper circulating on a daily basis in Namibia in the event of annual financial statements and reports to be circulated or sent to members of the company;

- (k) "IFRS" means International Financial Reporting Standards;
- (l) "Independent non-executive director (INED)" means a non-executive director (NED) of the Company who is 'independent', as determined in accordance with the NamCode criteria for 'independence';
- (m) "Legal representative" means any person who has submitted the necessary proof of his appointment as –
- (i) an executor of the estate of a deceased member or trustee, curator or guardian of a member whose estate has been sequestrated or who is otherwise under disability;
 - (ii) the liquidator of any member which is a body corporate in the course of being wound up; or
 - (iii) the judicial manager of any member which is a company under judicial management;
- (n) "Letshego Group" means Letshego Holdings Limited, being the parent company, and its subsidiary companies;
- (o) "Memorandum" means the memorandum of association of the Company in force for the time being;
- (p) "NamCode" means the Corporate Governance Code for Namibia as prepared by the NSX from time to time;
- (q) "NSX" means Namibian Stock Exchange, being the custodian of the Stock Exchange Licence. NSX is a registered defensive name with registration number D/2014/4222 and Namibian Stock Exchange is a registered defensive name with registration number D/2014/4224;
- (r) "NSX Listing Requirements" means the requirements for listing securities for trading on the NSX, as amended or substituted from time to time;
- (s) "Non-executive director" (NED) means a Board member of the Company who is not an Executive Board Member and is not involved in the day to day running of the Company operations;
- (t) "Notice", "notice in writing" and "written notice" means, unless the contrary intention appears, any form of written communication, including without limitation, written, typewritten and any form of printed communication

Act
s110

representing or reproducing words in visible form, whether sent by ordinary mail, registered mail, facsimile, electronic mail or any other form of recordable digital communication, provided that a device generated record of successful transmission can be provided upon request, and includes a publication in SENS or in any newspaper circulating on a daily basis in Namibia in the event of annual financial statements and reports to be circulated or sent to members of the company;

- (u) "Person" includes any company incorporated or registered under any law and anybody of persons corporate or incorporate;
- (v) "Politically Exposed Person" (PEP) means an individual who has been entrusted with a prominent public function such as a 'politician', and/or individual who is closely related to such a person;
- (w) "Securities" means shares, stock, debentures, notes, units of stock issued in place of shares, options on or rights to stock, notes, units, debentures or shares and includes uncertificated securities as defined in the Act;
- (x) "SENS" means the Securities Exchange News Service and includes the Namibian Exchange News Service;
- (y) "Share" means a share in the capital structure of the Company, and includes common stock, with or without such preferred, deferred or other special rights or with such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by special resolution determine;
- (z) "Sign" means the affixing of an autographic signature or the authorized reproduction of an autographic signature by any mechanical or electronic process and "signature" has the corresponding meaning;
- (aa) "Substantial shareholder" means any person or registered shareholder that, directly or indirectly, holds, controls or is entitled to exercise the voting rights in more than five per cent of voting shares of the Company, and for the purpose of determining whether a person is a substantial shareholder:
 - (i) a person that controls a substantial shareholder shall be deemed to be a substantial shareholder; and
 - (ii) any shares owned or controlled, or the voting rights of which are exercisable, by an individual's close relative shall be deemed to be owned or controlled by that individual.
- (bb) "Warrant" any instrument giving the holder thereof the right to acquire securities from, or sell securities to, the Company or any subsidiary of the Company. For avoidance of doubt, it is recorded that an option granted by the Company to any person to acquire securities from, or to sell securities to, the company or any subsidiary of the company shall be deemed not be

Act
s98;
NSX
def.

Act s64;
NSX
10.3

NSX
10.12

a warrant if it is recorded in a written agreement signed by the company and the option holder and is not transferable without the prior written approval of the Company;

2. Words and expressions defined in the Act, and which are not otherwise defined in these Articles, shall have the meaning assigned thereto by the Act.
3. These Articles must be read in conjunction with the Act. Where these Articles are in conflict with the provisions of the Act, the provisions of the Act shall prevail.
4. These articles shall be deemed to authorise the Company to do anything which the Act and/or the NSX empower a Company to do if so authorised by its articles, unless that authority is expressly excluded.
5. Every requirement in these articles that any act shall be subject to the NSX Listing Requirements or otherwise requires compliance with the NSX Listing Requirements or the approval of the NSX, shall apply only for so long as the Company is listed on the NSX, or a subsidiary of another company whose securities are listed on the NSX.
6. These articles are to be construed as not including:
 - (a) The headings to articles;
 - (b) References in the left-hand margins to sections of the Act, designated by the word "Act" followed by the letter "s" and the numbers of the sections referred to and the letters "NSX" followed by references to paragraphs in schedule 10 of the NSX Listing Requirements; and the letters "NC" followed by reference to the chapters and paragraphs of NamCode, all of which are for information only.

RESTRICTIONS

7. The directors shall have regard to the restrictions on the commencement of business imposed by the Act.
 - (a) Where two or more persons hold one or more shares of the Company jointly, they shall for the purposes of this Article be treated as a single member.
 - (b) Notwithstanding the Act:
 - (i) the Company may not allot or issue, or register the transfer of, any of its shares to a person; and
 - (ii) no person shall acquire any shares in the Company

to the extent to which the nominal value of the shares so allotted, issued, transferred or acquired, together with the nominal value of any other shares in the Company already registered in the name of such person or in the name of any related party (as envisaged in the Act) of such person, equals or exceeds in total 20 (twenty) per cent of the total nominal value of all issued vote-bearing shares in the Company, without the prior written approval of the Bank of Namibia.

(c) Without prior written notification to the Bank of Namibia:

- (i) the Company may not allot or issue, or register the transfer of, any of its shares to a person; and
- (ii) no person may acquire any shares in the Company

to the extent to which the nominal value of such shares so allotted, issued, transferred or acquired, together with the nominal value of any other shares in the Company already registered in the name of such person or any related party (as envisaged in the Act) of such person, equals or exceeds, 5 (five) per cent of the total nominal value of all issued vote-bearing shares in the Company.

- (d) No person who is not a fit and proper person in accordance with the criteria for fitness and properness relating to substantial shareholders as determined by the Bank of Namibia, shall become a substantial shareholder of the Company.
 - (e) The Company may not allot or issue, or register a transfer of shares to a person who is or shall, as a result of the allotment, issue or registration, become a substantial shareholder of the Company, if such person is prohibited in terms of the Banking Institutions Act to be, or to become, a substantial shareholder of the Company.
 - (f) Notwithstanding the provisions of the Act, but subject to the Act, the Company may not, without the prior written approval of Bank of Namibia:
 - (i) allot or issue any of its shares to, or register any of its shares in the name of, any person other than the intended beneficial shareholder; and
 - (ii) transfer any shares in the name of any person other than the beneficial shareholder.
 - (g) No person may acquire or directly or indirectly exercise control over, the Company unless such person is a fit and proper person as contemplated by the Banking Institutions Act.
8. The Company shall not give, whether directly or indirectly, or whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares of the

Company, or where the Company is a subsidiary company, of its holding company in circumstances other than what is provided for in Section 44 of the Act.

ISSUE OF SECURITIES

9. Subject to the provisions of the Act, the NSX Listing Requirements and any applicable provisions of the memorandum and articles and without prejudice to any special rights previously conferred on the holders of existing shares, a general meeting, or the directors with the prior approval of the Company in a general meeting, may by resolution

Act
s229;
NSX 10.4

(a) Subject to 14, issue any securities (including shares with such preferred, deferred or other special rights, or subject to such restrictions, whether in regard to dividend, voting, return of capital or otherwise) as the Company may from time to time determine, but neither the Company, nor the directors shall have the power to create differences in rights between the holders of the same class of shares, or differences in respect of the amount of calls to be paid and the time of payment of such calls or in any other respect whatsoever and any amount paid up in advance of calls on any class of shares shall carry interest only and not entitle the holder to of the share to participate in any dividend subsequently declared;

(b) create, issue and re-issue secured or unsecured debentures;

(c) with the sanction of a special resolution issue preference shares which are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may determine. The special resolution sanctioning any such issue shall also specify by way of an addition to these Articles the terms on which and the manner in which any such preference shares shall be redeemed.

NSX
10.1

10. Should there be any issued preference shares in the capital, no further securities ranking in priority to, or pari passu with existing preference shares, of any class, shall be created or issued without the consent in writing of the holders of 75% of the existing preference shares of such class, or the sanction of a resolution of the holders of such class of preference shares, passed at a separate general meeting of such holders, at which preference shareholders holding in aggregate not less than 1/4 of the total votes of all the preference shareholders holding securities in that class entitled to vote at that meeting, are present in person or by proxy, and the resolution has been passed by not less than 3/4 of the total votes to which the members of that class, present in person or by proxy, are entitled.

NSX
10.2;
Act s229

11. The Company must, subject to the Act, in such form and manner as may be approved by Bank of Namibia, maintain a register of the current beneficial holders of all vote-bearing shares in the Company.

NSX
10.7

12. The Company may not claim a lien on securities.

NSX
10.14

13. Subject to the provisions of the Act, the Company may at any time pay a commission, not exceeding 10% or such lesser percentage as may be prescribed by the NSX, to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares. Such commission may be paid in cash or may be satisfied in whole or in part in fully paid-up shares in the Company, provided that no such commission, or any portion thereof, shall be paid in shares without the prior approval of the Company in general meeting. The Company may, on any issue of shares, pay such brokerage as may be lawful.

UNISSUED SECURITIES

NSX
10.2

14. Unissued securities shall not be issued to any person unless they have either first been offered to existing members pro rata to their shareholdings or they are to be issued

(a) For the acquisition of assets with the prior approval of a general meeting;
or

(b) In accordance with the provisions of 15.

15. Notwithstanding 14, a general meeting of the company may authorise the directors to issue unissued securities and/or grant options to subscribe for unissued securities as the directors of the company deem fit, but subject to the prior approval of the NSX.

16. The provisions of 14 and 15 shall apply mutatis mutandis to options to subscribe for unissued securities (other than options in respect of unissued securities to be issued under an executive or staff scheme, in respect of which 15 shall apply but 14 shall not apply), which may be granted by the Company provided that they are not warrants.

CERTIFICATES

Act
s100
s101
s102
s132
s133

17. (a) Subject to the provisions of the Act, every person whose name is entered as a member in the register of members shall be entitled to one certificate for all the shares registered in their name, or to several certificates, each for a part of such shares. Every share certificate shall specify the number of shares in respect of which it is issued. Every original member shall be entitled to one

share certificate free of charge but for every subsequent certificate the directors may make such charge as from time to time they may think fit;

NSX
10.12 &
10.13

(b) if a share certificate or a share warrant is defaced, lost or destroyed, it may be renewed on payment of such charge, and on such terms, if any, as to evidence and indemnity as the directors may think fit, provided that suitable documentation evidencing ownership is provided to the satisfaction of the directors. The Company shall within two months after the allotment of any of its shares, debentures or debenture stock, complete and have ready for delivery the certificates of the shares, the debentures or the certificates of all debenture stock allotted.

18. Share certificates shall be issued under the authority of the directors, or any designated Committee when authorised thereto by resolution of the directors, in such manner and form as the directors shall from time to time prescribe. If any shares are numbered, all such shares shall be numbered in numerical progression beginning with number one, and each share shall be distinguished by its number; and upon the registration of transfer of any such shares the certificate relating thereto shall, in addition to the distinguishing number, bear on the face such an endorsement, in the form of a reference number of otherwise, as will enable the immediately preceding holder of the shares to be identified.

JOINT HOLDERS OF SECURITIES

19. A certificate for a share registered in the names of two or more persons shall be delivered to the person first named in the register as a holder thereof, and delivery of a certificate for a share to that person shall be a sufficient delivery to all joint holders of that security.
20. (a) Notwithstanding anything to the contrary in these Articles, on the death, sequestration, liquidation or legal disability of any one of such joint holders the other remaining joint holders may be recognised, at the discretion of the Company, as the only persons having title to such security;
- (b) Any one of such joint holders may give effectual receipts for any dividends, bonuses or returns of capital or other accruals payable to such joint holders;
- (c) Only the joint holder whose name stands first in the register shall be entitled to receive notices from the Company and any notice given to such joint holder shall be deemed to be notice to all the joint holders;
- (d) Any one of the joint holders of any share conferring a right to vote may vote either personally or by proxy at any meeting in respect of such share as if he or she were solely entitled thereto, and if more than one of such joint holders be present at any meeting, either personally or by proxy, then only the joint holder who tenders the vote and whose name stands in the register before the other joint holders who are present in person or by proxy shall be entitled to vote in respect of that security; and

(e) The Company shall be obliged to register any number of persons as joint holders of a share subject to statutory limitations.

VARIATION OF RIGHTS

21. Unless otherwise provided by the terms of issue of the shares of any class or by the terms under which such shares are held, the special rights or restrictions attached to all or any shares of that class may be amended, modified, varied or cancelled by a general meeting, provided that any such amendment, modification, variation or cancellation which directly or indirectly and adversely affects the special rights or restrictions attached to all or any shares of that class may only be effected with:
- (a) the prior written consent of or ratification by the holders of at least three quarters of the securities or shares in that class; or
 - (b) the prior sanction of a resolution passed in a separate in general meeting of the holders of the shares in that class in the same manner, *mutatis mutandis* as a special resolution, and the provisions of these Articles relating to general meetings shall apply to any such separate general meetings, except that a quorum at any such general meeting shall be two persons holding, or represented by proxy, at least one third of the issued shares of the shares in question and if the Company has only one member, that member in person or represented by proxy, provided that if at any adjournment of such meeting a quorum is not present then the provisions of these Articles relating to adjourned general meetings shall apply.

REGISTER OF MEMBERS

22. (a) The Company shall maintain at its registered office a register of members of the Company as provided in the Act. The register of members shall be open to inspection, as provided in Section 120 of the Act.
- (b) The Company may maintain a branch register under Section 114 of the Act and the provisions of paragraph (a) shall, with the necessary changes, apply to such register.
23. The Company shall have power to enter in the register of members as a member, nominee officer, of the Company, the name of any person who submits proof of his appointment as executor, administrator, trustee, curator or guardian in respect of the estate of a deceased member of the Company or of a member whose estate has been sequestrated or a member who is otherwise under a disability or as the liquidator of anybody corporate in the course of being wound up which is a member of the Company and any person whose name has been so entered in the register shall for the purposes of the Act, be deemed to be a member of the Company.

TRANSFER AND TRANSMISSION OF SHARES

Act
s140(2)
NSX
10.08

24. The instrument of transfer of any share of the Company, not being a security in terms of Section 141 of the Act, shall be executed by the transferor and shall be in the common form or such other form as the directors and the NSX may approve. The directors shall have the power to refuse to register the transfer of any shares, if any of the provisions of this Articles of Association, the Act and/or the Banking Institutions Act have not been complied with.

25. Subject to such of the restrictions as may be applicable, including but not limited to restrictions in terms of the Banking Institutions Act, any member of the Company may at any time, subject to such restrictions as may be applicable, transfer all or any of his shares by means of a proper instrument of transfer which has been delivered to the Company. The instrument of transfer shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof, provided that nothing in this Article contained shall prejudice any power of the Company to register as a member any person to whom the right to any share has been transmitted by operation of law.

26. The directors may decline to recognise any instrument of transfer unless:

- (a) a sum as prescribed by the directors from time to time is paid to the Company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
- (c) the share transfer duty thereon has been paid.

NSX
10.10

27. Every instrument of transfer shall be left at the registered office or transfer office (if any), of the Company, accompanied by a certificate of the shares to be transferred. Every power of attorney given by a shareholder authorising the transfer of shares, shall, when lodged, produced or exhibited to the Company or any of its proper officers, be deemed as between the Company and the grantor of the power to continue and remain in full force and effect, and the Company may allow that power to be acted upon until such time as express notice in writing of its revocation has been lodged with the Company's registered office or transfer office (if any) as the power was lodged, produced, or exhibited as aforesaid. The Company shall not be bound to allow the exercise of any act or matter by an agent for a shareholder unless a duly certified copy of that agent's authority is produced and lodged with the Company.

28. The executor of the estate of a deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivor or survivors of the executor of the deceased shall be the only persons recognised by the Company as having any title to the share.

29. Any person becoming entitled to a share in consequence of the death or insolvency of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the share or instead of being registered himself, to make such transfer of the share as the deceased or insolvent could have made, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or insolvent before the death or insolvency.
30. The parent or guardian of a minor and the curator *bonis* of a lunatic member and any person becoming entitled to shares in consequence of the death or insolvency of any member or the marriage of any female member or by any lawful means other than by transfer in accordance with these Articles, may, upon producing such evidence as sustains the character in which he proposes to act under this Article, or of his title, as the directors think sufficient, transfer those shares to himself or any other person, subject to the Articles as to transfer hereinbefore contained. This Article is hereinafter referred to as the transmission clause.
31. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of a share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

LEGAL REPRESENTATIVES

Act
s110(3)

32. A legal representative (not being one of several joint holders) shall be the only person recognised by the company as a member or having any title to a security registered in the name of the member whom he represents.
33. A legal representative shall be entitled to be registered as a member *nomine officii* in respect of any security registered in the name of any member whom he represents or to transfer any such security to himself or any other person; provided that:
- (a) The directors shall in any of such cases have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by the member in whose name it is registered;
 - (b) Should any legal representative fail to elect either to be registered as a member or to transfer any such security to himself or any other person within ninety days after the directors have given him the notice requiring him to do so, the directors shall be entitled to withhold any dividends,

bonuses, return of capital or other accruals in respect of such security until there has been compliance with the notice.

CONVERSION OF SHARES INTO STOCK

Act
s106;
NSX
10.15
(c)

34. The Company may by special resolution convert all or any of its paid-up shares into stock, and reconvert such stock into any number of paid-up shares, provided that the Company shall not have the power to issue warrants to bear in respect of such stock.
35. The holders of stock may transfer the same or any part thereof, in the same manner, and subject to the same provisions as the shares from which the stock arose might, prior to conversion, have been transferred, or as near thereto as circumstances permit, but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount, in the case of shares of par value, or the issue price in the case of shares of no par value, of the shares from which the stock arose.
36. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges, and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.
37. Such of the Articles of the Company as are applicable to shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

Act
s81

NSX
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(a)

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b) &
(d)

38. Subject to the provisions of the Act, and other provisions of the Articles of Association, the Company may by special resolution:
- (a) increase its share capital by new shares of such amount or increase the number of its shares having no par value, as it thinks expedient;
 - (b) increase its share capital constituted by shares of no par value by transferring reserves or profits to the stated capital, with or without a distribution of shares;
 - (c) consolidate and divide all or any part of its share capital into shares of larger amount than is existing shares or consolidate and reduce the number of the issued no par value shares;

(d) increase the number of its issued no par value shares without an increase of its stated capital;

(e) subdivide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum;

NSX
10.15
(h)

(f) convert all of its ordinary or preference share capital consisting of shares having a par value into stated capital constituted by shares of no par value;

(g) convert its stated capital constituted either by ordinary or preference shares of no par value into share capital consisting of shares having a par value;

NSX
10.15
(f)

(h) cancel shares which at the time of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its authorised share capital by the amount of the shares so cancelled or may cancel shares of no par value which have not so been taken or agreed to be taken;

NSX
10.15
(h), (i)
& (j)

(i) convert any of its shares, whether issued or not, into shares of another class;

(j) repurchase its own securities if permitted by the Act;

NSX
10.1
5(e)

(k) make payments to its members, whether or not such payments result in the reduction of the issues share capital, share premium, stated capital, reserved and/or capital redemption reserve fund; provided that the provisions of 111 and 112 (and not this 38(k)) shall apply in relation to the payment of dividends

NSX
10.1
5(g)

(l) reduce its capital, any capital redemption reserve fund, or any share premium account.

39. Unless otherwise provided by the terms of issue, the special rights or conditions attached to all or any class of shares shall not be deemed to be directly or indirectly and adversely affected by the creation or issue of any other shares ranking *pari passu* with (but in no respect in priority to) any such shares already issued by the Company.

Act
s187

GENERAL MEETINGS

40. The Company shall hold its first annual general meeting within a period of eighteen (18) months after the date of its incorporation and thereafter, hold an annual general meeting within six (6) months of the end of its financial year. The annual general meeting shall be held at such time and place as the directors may determine.

41. All other meetings of the Company shall be called "general meetings" and such meetings may be called by the directors whenever they think fit.

s188

42. Except where the Company has only one member, any two or more members, holding between them not less than one tenth of the issued share capital, may call a general meeting of the Company.

NOTICE OF GENERAL MEETINGS

43. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty one clear days' notice in writing, and any other general meeting may be called by not less than fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the nature of the business to be transacted at the general meeting and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall, notwithstanding the fact that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority holding not less than ninety five per cent of the total voting rights of all the members.

NSX
10.19
&
10.41
&
10.63

44. The notice of any general meeting must be sent to the NSX and announced through SENS at the same time as it is sent or advertised to members. .
45. No resolution of which special notice is required to be given in terms of any provision of the Act shall have effect unless notice of the intention to move it has been given to the Company not less than twenty eight days before the meeting at which it is moved, and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of any such meeting not less than twenty one days before the meeting, provided that if a meeting of the Company is called for a date twenty eight days or less after notice of the intention to move such a resolution has been given to the Company, the notice, though not given within the time required by this Article, shall be deemed to have been properly given for the purposes hereof.

PROCEEDINGS AT GENERAL MEETINGS

NSX
10.20

46. The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including the sanctioning of a dividend, the consideration of the annual financial statements, the election of directors and the appointment of an auditor, and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.

Act
s198;
NSX
10.21

47. No business shall be transacted at any general meeting unless a quorum of members is present at the time of the meeting proceeds to business. Save as

herein otherwise provided, three members personally present or by proxy and entitled to vote, or if the Company is a wholly owned subsidiary, the authorised representative of the holding company, in person or by proxy, shall be a quorum. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or at the request of members, shall be dissolved; in any other case it shall stand adjourned to a day not earlier than seven days and not later than twenty one days after the date of the meeting and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present in person or by proxy, shall be a quorum.

Act
s200;
NSX
10.38

48. Where a meeting has been adjourned as aforesaid, the Company shall, upon a date not later than three days after the adjournment publish a notice in a newspaper circulating in Namibia and at the same time announce it through SENS and send a notice to the NSX and by means of an advertisement through SENS or in a newspaper circulating in Namibia, to each member of the Company stating:
- (a) the date, time and place to which the meeting has been adjourned;
 - (b) the matter before the meeting when it was adjourned; and
 - (c) the ground for the adjournment.
49. The Chairman of the Board of directors shall be the Chairman at each general meeting of the Company, provided that if there is no Chairman, or is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall elect one of those present to be the Chairman of the meeting.
50. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of Articles 49 and 50 shall *mutatis mutandis* apply to such adjournment.
51. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.
52. A poll on a question of adjournment, shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairman of the meeting directs.
53. When voting by a poll takes place in the manner as the Chairman directs, the result of the poll shall be deemed to be the resolution of the meeting at which voting was done. pol. Scrutineers shall be elected by the Chairman to determine the result of the poll.

54. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which a poll is demanded shall not be entitled to a second or casting vote.

VOTES OF MEMBERS

55. Subject to any rights, restrictions or special conditions for the time being attached to ordinary shares, every member present in person or by proxy shall have a vote in respect of each share held by him.
56. In the case of joint holders, the vote of the person whose name appears first in the register of members and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
57. Any person present and entitled to vote, on a show of hands as a member or as a proxy or as a representative of a body corporate at any meeting of the Company shall on a show of hands have only one vote irrespective of the number of shares he holds or represents.
58. The parent or guardian of a minor, and the curator *bonis* of a lunatic member, and also any person entitled under the transmission clause to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of those shares, provided that forty eight hours at least before the time of holding meeting at which he proposes to vote he shall satisfy the directors that he is such parent, guardian or curator or that he is entitled under the transmission clause to transfer those shares, or that the Directors have previously admitted his right to vote in respect of those shares. Co-executors of a deceased member in whose name shares stand in the register shall, for the purposes of this Article, be deemed to be joint holders of those shares.

PROXIES

59. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing, or, if the appointer is a body corporate, under the hand of an officer or agent authorised by the body corporate. A proxy need not be a member of the Company. The holder of a general or special power of attorney, whether he is himself a member or not, given by a shareholder shall be entitled to attend meetings and to vote, if duly authorised under that power to attend and take part in the meetings. A member may not appoint more than one proxy.

60. The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

" _____ Limited
I, _____ of _____
_____ Limited,
being a member of _____
hereby appoint _____ of _____
or failing him _____ of _____
or failing him _____ of _____
as my proxy to vote for me and on my behalf at the annual general meeting (as the case may be) of the Company to be held on the _____ day of _____ and at any adjournment thereof as

follows:

IN FAVOUR OF | AGAINST

Resolution to _____
Resolution to _____
Resolution to _____

(Indicate instruction to proxy by way of a cross in space provided above.)
Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed at _____ this day of _____ 201 _____

(NOTE: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy need not also be a member of the Company). "

61. (a) The instrument or other authority appointing a proxy to attend and vote at any general meeting or establishing the right of any person to transfer shares under the transmission clause shall be deposited at the registered office of the Company not less than forty eight (48) hours before the time for holding of the meeting or adjourned meeting, as the case may be, at which such proxy or person proposes to vote, and unless such instrument or authority is so deposited such a proxy or person shall not be entitled to attend and vote at the meeting. No instrument of proxy shall be valid after the expiration of six (6) months from the date of its execution unless specifically so stated on the instrument itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

(b) In determining any period for the purposes of this Article, Saturdays, Sundays and Public Holidays shall not be taken into account.

62. A vote given by a proxy in accordance with the terms of the instrument appointing him shall be valid notwithstanding the previous death, insanity or other legal disability of the appointer, or revocation of the authority or transfer of the share in respect of which the proxy is given, unless an intimation in writing of the death, insanity, legal disability, revocation or transfer shall have been received at the registered office of the Company or by the Chairman of

the meeting at the place of the meeting if not held at the Company's registered office, before the commencement of the meeting or adjourned meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.

DIRECTORS

NSX
10.24

63. (a) The Board shall consist of a minimum of 5 (five) directors and a maximum of 9 (nine) directors appointed by ordinary resolution in a general meeting or an annual general meeting. The directors have the power to fill any casual vacancies in between annual general meetings for ratification by shareholders, by way of an ordinary resolution, at the next annual general meeting. The composition of the Board shall to the extent possible and subject to approval by an ordinary resolution, be constituted as follows:

(i) A maximum of two executive directors shall be appointed to the Board, one of which shall be the Chief Executive Officer of the Company, who will be the Managing Director and as such an executive director. With the prior written authorisation of Bank of Namibia, a maximum of three executive directors may be appointed;

(ii) The majority of the board shall comprise of non-executive directors and at least 2 of the non-executive directors shall be independent non-executive directors.

NSX
10.30

(b) The directors shall appoint one of the independent non-executive directors, as Chairman and may appoint any director as vice chairman, determine the period for which they respectively shall hold office and shall advise the shareholders accordingly.

(c) The maximum tenure of the Board members would be for three terms of three years totalling 9 years.

(d) The mandatory Board member retirement age is 70 years, unless otherwise prescribed by law.

NSX
10.28

(e) The appointment of any non-executive director who was appointed by the directors in terms of this clause 63 shall, unless appointed in writing for a 3 (three) year term, cease at the conclusion of the next annual general meeting, provided that at least one third of all non-executive directors shall annually retire from office at the annual general meeting and any executive director employed by the Company, need not retire from office for the duration of his employment, but shall automatically retire from office on expiration of his term of employment.

64. No person elected to serve as director of the Company, shall assume office as such until the consent to act as a director has been acknowledged by the Bank of Namibia.

65. Subject to Article 64, the board shall have the power, from time to time, to appoint anyone as a director, either to fill a casual vacancy or as an additional director.

66. At any general meeting of the Company a motion for the appointment of two or more persons as directors of the Company by a single resolution shall not be moved, unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it.

NSX
10.24 &
10.25

67. The continuing directors may act, notwithstanding any vacancy in their body but, if and for so long as their number is reduced below the minimum number of directors required to act as such for the time being, the continuing directors may act only to increase the number of directors to be required minimum, or to summon a general meeting for that purpose, provided that if there is no director able or willing to act then any member may convene a general meeting for that purpose. The appointment of any director to fill a casual vacancy or as an addition to the Board, must be confirmed at the next annual general meeting.

68. Neither a director nor an alternate director shall be obliged to hold any qualification shares.

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69. The remuneration of the non-executive directors shall from time to time be determined by a majority of the members attending and entitled to vote at a the general meeting of the Company on the recommendation of the board in accordance with a remuneration policy, and shall be fixed for the next year but if a director is employed by the Company, or by a controlling company or subsidiary of the Company, the appointment and remuneration of such director shall be approved by a disinterested quorum of directors of the Company. Full individual disclosure of each director's remuneration, giving details of base pay, bonuses, share-based payments, granting of options or rights, restraint payments and all other benefits, including present values of future awards, shall be provided in the annual report of the Company.

BOARD FEES AND EXPENSES

70. (a) Board members, save for Executive Directors, shall be paid sitting fees for preparing and attending Board or Committee meetings. The preparation for meetings includes going through the Board or Committee packs in order to understand the issues. This may also involve discussing and/or communicating with other Board members and management to obtain further clarification if necessary.

(b) Board members shall be paid a retainer on a regular basis based on local market norms. The retainer covers any other official and general business related engagements that the Board Members may be requested to undertake on behalf of the Company such as attendance at Corporate Social Responsibility events and monthly update meetings to communicate with Executive Management.

(c) The Board and Committee fees shall be reviewed biannually for alignment to local market and industry levels and adjusted accordingly in order to ensure that they are fair and competitive.

71. (a) Board fees shall be denominated in local currency.

NSX
10.27

(b) Where a Board member, over and above the normal Board duties, spends extra time working on a specific task or undertaking at the request of the Company, he/she may be remunerated based on an hourly rate which has been approved by a disinterested quorum of the Board of the Company. The specific task and the estimated time to complete it should be pre-approved by the Chairman of the Board.

NSX
10.27

(c) Accommodation and travel expenses to attend Board or Committee meetings or to carry out specific pre-approved tasks are for the account of the Company. In the event that a Board member pays such costs, he/she will be reimbursed accordingly upon producing of relevant supporting vouchers for those expenses.

ALTERNATE DIRECTORS

72. Each Non-Executive Director shall have the power to nominate any person, whether a member of the Company or not, possessing the necessary qualifications of a director, to act as alternate director in his place during his absence or inability to act as such director, provided that the appointment of an alternate director shall be approved by the Board which approval shall not be unreasonably withheld and on such appointment being made, the alternate director shall, in all respects, be subject to the terms, qualifications, regulatory approval and conditions existing with reference to the directors of the Company.

73. Independent non-executive directors shall not be permitted to nominate alternate directors.

74. The appointment of an alternate director shall be revoked if the directors reasonably withdraw their approval to this appointment; and the alternate director shall cease to hold office, whenever the director who appointed him ceases to be a director or gives notice to the Company that the alternate director representing him has ceased to do so, and in the event of the disqualification or resignation of any alternate director;

75. An alternate director shall:

(a) only be entitled to attend or act or vote at any meeting of directors if the director to whom he/she is an alternate is not present;

(b) only be entitled to sign a resolution which may be validly and effectively passed otherwise than at a meeting of directors in terms of the Act if the director to whom he is an alternate is then absent;

(c) subject to the foregoing, generally exercise all the rights of the director to whom he is an alternate in the absence or incapacity of that director;

(d) in all respects be subject to the terms and conditions existing with reference to the appointment, rights and duties and the holding of office of the director to whom he is an alternate, but shall not have any claim of any nature whatever against the Company for any remuneration of any nature whatever.

POWERS AND DUTIES OF DIRECTORS

76. (a) The business of the Company shall be controlled and managed by the directors who may pay all expenses incurred in promoting and incorporating the Company, and may exercise all such powers of the Company as are conferred by the Act, or by these Articles required to be exercised by the Company in general meeting, subject to these Articles, and to the provisions of the Act, and to such regulations, not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; but no regulation prescribed by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

(b) Other powers and duties of directors shall include, but not be limited to the following:

- (i) growing and protecting shareholder value while balancing the interests of shareholders, employees, customers and the community;
- (ii) approving the strategy and monitoring its execution so as to position the Company to meet its financial, customer service and market performance targets now and in the future in a sustainable manner;
- (iii) approving material changes to the Company's strategy and business plan as well as material investments and any changes to the capital structure of the subsidiary;
- (iv) ensuring a robust and best practice governance framework embedded in the Letshego Group and approved by the Board of the Company that provides for compliance with all statutes and regulations;
- (v) setting the risk appetite of the Company and ensuring that a risk management framework is operating effectively and approved by the Board of the Company so as to mitigate existing and emerging risks within approved limits;
- (vi) approving the Company's report and accounts and other published statements;
- (vii) approving the Company's Code of Conduct and share dealing code for directors and employees;

- (viii) setting the policy for charitable donations and approved by the Board of the Company;
 - (ix) appointing the Chief Executive Officer (CEO) and have oversight of the leadership team with a view to promoting the adoption of ethical values throughout the Company of responsibility, accountability, fairness and transparency;
 - (x) delegating appropriate authority levels to the CEO so as to enable him/her to effectively carry out his/her roles and responsibilities; and
 - (xi) Restrictions to the powers of directors are set hereunder in Article 138.
77. Subject to compliance with the provisions of the Act, a director shall not be liable (in the absence of any agreements to the contrary) to account to the Company for any profit or other benefit arising out of any contract which directly or indirectly affects or relates to the Company.
78. (a) A director who has disclosed his interest in any contract or proposed contract in accordance with the Act may be counted in a quorum for the purpose of a meeting of directors to consider any matter; and shall be entitled to vote in regard to any matter relating to that contract.
- (b) Notwithstanding the provisions of Article 77 and 78(a), the Chairman may at his/her sole discretion, require that such director recuse him/herself from discussions at Board meetings where such business would be discussed.

BORROWING POWERS

79. (a) The directors may exercise all the powers of the Company to borrow money and to mortgage or bind its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party subject to Article 138 and such restrictions as may be imposed by an ordinary resolution of members in a general meeting of the Company;
- (b) Large exposures and concentration of credit.
- (i) The Company may not, without the prior approval of its members in general meeting, undertake exposure to a single person, to a group of related persons, or to any industry in or outside the Republic of Namibia which exceeds such percentage of its capital funds as may be determined by the applicable legislation from time to time.
- (ii) The total amount of large exposures shall not exceed such percentage of its capital funds as may be determined by the applicable legislation from time to time.

(c) Lending Against Own Shares

The Company may not without prior approval by a special resolution of the Company in general meeting and provided that the directors are satisfied that the Company will be able to continue to pay its debts in the ordinary course of business as same become due, directly or indirectly, lend money or issue guarantees against the security of:

- (i) its own shares; or
- (ii) such debt instruments which may qualify as capital of the Company, of its holding company or of any of its subsidiaries.

CHIEF EXECUTIVE OFFICER

80. (a) The directors may from time to time appoint a Chief Executive Officer (CEO) of the Company subject to any contract between such Chief Executive Officer and the Company.

(b) The CEO may be appointed as an Executive Director of the Company.

81. The duties of the CEO shall include but not be limited to:

(a) Advising on appointment of senior management personnel and ensuring proper succession planning and performance appraisals of such personnel in consultation with the Board of the Company;

(b) Developing and recommending to the Board of the Company the annual business plans and budgets that support the Company's long-term strategy and approach to sustainability;

(c) Ensuring that the Company has effective management teams and management structures;

(d) Ensuring effectiveness of compliance controls, processes, systems and adequacy of resources;

(e) Monitoring the performance of the Company against agreed performance and sustainability targets and reporting appropriately to the Board of the Company and the Group about such performance;

(f) Ensuring that effective risk management frameworks, controls, legal/regulatory/statutory compliance and governance measures are deployed; and

(g) Serving as the spokesperson of the Company.

CHAIRMAN

82. Duties of the Board Chairman

The duties of the Board Chairman shall include but not be limited to the following:

- (a) setting the ethical tone for the Board and the Company;
- (b) providing overall leadership to the Board of the Company without limiting the principle of collective responsibility for Board decisions while at the same time being aware of the individual duties of Board members;
- (c) formulating with the CEO and the Company Secretary on the yearly work plan for the Board against agreed objectives and playing an active part in setting the agenda for Board meetings;
- (d) presiding over Board meetings and ensuring that time in meetings is used productively;
- (e) managing conflicts of interest in line with the Board's policy in this respect;
- (f) acting as the link between the Board, management and shareholders;
- (g) ensuring that the directors play a full and constructive role in the affairs of the Company and taking a lead role in the process for removing non-performing or unsuitable directors from the Board;
- (h) ensuring that complete, timely, relevant, accurate and accessible information is placed before the Board to enable directors to reach an informed decision;
- (i) monitoring how the Board works together and how individual directors perform and interact at meetings;
- (j) mentoring to develop skill and enhance directors' confidence (especially those new to the role) and encouraging them to speak and make an active contribution at meetings;
- (k) ensuring that all directors are appropriately made aware of their responsibilities through a tailored induction program ensuring that a formal program of continuing professional education is adopted at Board level;
- (l) ensuring that good relations are maintained with the strategic stakeholders and preside over shareholders' meetings;
- (m) build and maintain Shareholders' trust and confidence in the Company;

- (n) maintaining a regular dialogue with the CEO in respect of all material matters affecting the Company and to consult with the other Board members promptly when considered appropriate;
- (o) ensuring that material matters in respect of the business or governance of the Company that he/she is aware of, are tabled at Board meetings;
- (p) acting as facilitator at meetings of the Board to ensure that material issues for consideration are tabled and addressed effectively to ensure optimal Board decision-making and governance;
- (q) being available for the CEO between Board meetings to provide counsel and advice;

COMPANY SECRETARY

83. Duties of the Company Secretary:

The role of Company Secretary can be performed by a competent, suitably qualified and experienced employee who meets the local statutory requirements or alternatively this role can be outsourced to an external qualified and approved entity.

The duties of the Company Secretary shall include but not be limited to the following:

- (a) ensuring that the applicable laws for the conduct of the affairs of the Company are complied with;
- (b) maintaining statutory records in accordance with legal requirements;
- (c) provide the Board as a whole and individual Board members with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the Company;
- (d) updating the Board of current corporate governance thinking and practice;
- (e) assisting the Board and its Committees regarding all legal and regulatory matters, including legal frameworks and processes;
- (f) assisting with director induction and implementing of training programs;
- (g) ensuring that the charters of the Board and its Committees are kept up to date;
- (h) preparing and circulating Board and Committee meeting packs and other documentation timeously;
- (i) assisting in drafting annual work plans for the Board and Committees;

(j) ensuring timeous preparation and circulation of minutes of the Board and Committee meetings; and

(k) assisting with the evaluation of the Board, Committees and Board members.

ROTATION OF DIRECTORS

84. Only non-executive directors will be subject to rotation. If at any meeting at which an election of directors ought to take place, the offices of the retiring directors are not filled, unless it is expressly resolved not to fill such vacancies, the meeting shall stand adjourned and the provisions of Articles 49 and 50 shall apply *mutatis mutandis* to such adjournment, and if at such adjourned meeting the vacancies are not filled, the retiring directors or such of them as have not had their offices filled shall be deemed to have been re-elected at such adjourned meeting unless a resolution for the re-election of any such director shall have been put to the meeting and not adopted.

85. Unless the Company in general meeting otherwise determines any casual vacancy occurring on the Board may be filled by the directors, but the director so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose stead he is appointed was last elected a director.

86. The directors shall have power at any time, and from time to time, to appoint a person as an additional director, but so that the total number of directors shall not at any time exceed the number fixed according to these Articles, and such director shall retire from office at the next following annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining which directors are to retire by rotation at such meeting.

BOARD COMMITTEES

87. (a) The Board shall establish an Audit and Risk Committee whose composition, purpose and duties shall be defined by the Board.

(b) Other Board Committees shall be established only if it is a statutory and/or regulatory requirement and/or if the Board deems it necessary.

(c) Board Committees shall comprise, in so far as is practically possible, of a majority Non-Executive Directors.

(d) Nominations to fill vacancies in the Board Committees shall be approved by the Board of the Company.

(e) All Board Committees shall have terms of reference which have been aligned to the compliance and governance framework and approved by the Board of the Company.

(f) The terms of reference Board Committees shall be reviewed and updated from time to time and aligned to recommended latest developments in corporate governance practices.

DISQUALIFICATION OF DIRECTORS

88. Any of the following persons shall be disqualified for being appointed or acting as a director of the Company:

(a) a body corporate;

(b) a minor or any other person under legal disability, save a married woman subject to the marital power of her husband whose written consent to her appointment as a director has been lodged with the Registrar;

(c) any person who is the subject of any order under the Act, disqualifying him from being a director;

(d) any person who is actively involved in politics;

(e) save under authority of the Court:

(i) an unrehabilitated insolvent;

(ii) any person removed from an office of trust on account of misconduct;

(iii) any person who has at any time been convicted (whether in the Republic or elsewhere) of theft, fraud, forgery or uttering a forged document, perjury, an offence under the Prevention of Corruption Act, 1958 (Act No 6 of 1958), or any offence involving dishonesty or in connection with the promotion, formation or management of a company, and has been sentenced therefor to imprisonment without the option of a fine or to a fine exceeding one hundred Namibian Dollars.

(f) The office of director shall *ipso facto* be terminated if the director –

(i) gives notice to the Company of his resignation as a director with effect from the date of, or such later date as is provided for in, such notice;

(ii) absents himself from meetings of directors for six consecutive months without special leave of absence from the other directors who resolve that his office shall be vacated, provided that this provision shall not apply to a director who is represented by an alternate who does not so absent himself/herself;

(iii) is disqualified by an order of Court.

(iv) has committed a material breach of his/her obligations under the Articles;

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- (v) breached his/her statutory, fiduciary or common-law duties;
 - (vi) has acted in a manner which in the Company's opinion brings or is likely to bring the Board member into disrepute or is materially adverse to the Company's interests;
 - (vii) been convicted of a criminal offence other than a road traffic offence for which a fine or non-custodial penalty is imposed;
 - (viii) been declared bankrupt or has made an arrangement with or for the benefit of the Board member's creditors, or if a court administration order has been made against the Board member; and
 - (xi) not complied with the applicable anti-corruption and bribery policies and procedures of the Company.
- (g) Subject to the provisions of the Act, the Board and the Company in general meeting, may by ordinary resolution remove any director before the expiration of his period of office and by an ordinary resolution elect another person in his stead. The person so elected shall hold office until the next following ordinary meeting of the Company and shall then retire and be eligible for re-election.

INTERESTS OF DIRECTORS IN CONTRACTS

89. (a) A director of the Company who is in any way, whether directly or indirectly, materially interested in a contract or proposed contract referred to in Article 89(b) below, which has been or is to be entered into by the Company or who so becomes interested in any such contract after it has been entered into, shall declare his interest and full particulars thereof as provided in the Act.
- (b) The provisions of Article 89(a) above shall apply to any contract or proposed contract which is of significance in relation to the Company's business and which is entered into or to be entered into:
- (i) in pursuance of a resolution taken or to be taken at a meeting of directors of the Company; or
 - (ii) by a director or officer of the Company who either alone or together with others has been authorized by the directors of the Company to enter into such contract or any contract of a similar nature.
- (c) For the purposes of Article 89(a) a general notice in writing given to the directors of the Company by a director thereof to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of notice and before the date of its expiry be made with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract or proposed contract so made or to be made, if:

(i) the nature and extent of the interest of the said director in such company or firm is indicated in the said notice; and at the time the question of confirming or entering into the contract in question is first considered or at the time such director becomes interested in a contract after it has been entered into, the extent of his interest in such company or firm is not greater than is stated in the notice; and

(ii) a general notice under Article 93(a) may from time to time be amended and shall not be effective beyond the end of the financial year of the Company but may from time to time be renewed.

(iii) nothing in this Article shall be taken to prejudice the operation of any rule of law restricting directors of a company from having any interest in contracts with the Company.

90. (a) No declaration of interest by a director under Article 89 shall be of any effect unless it is made at or before the meeting of directors at which the question of confirming or entering into the contract is first taken into consideration and, if in writing, is read out to the meeting or each director present states in writing that he has read such declaration.

(b) If for any reason it is not possible for a director to make any such declaration at or before a particular meeting of directors, he may make it at the first meeting of directors held thereafter at which it is possible for him to do so and shall in that event state the reason why it was not possible to make it at such particular meeting.

91. Subject to the provisions of Sections 242 to 249 of the Act no resolution which concerns contracts or proposed contracts referred to in Article 92 shall be valid unless the provisions of that Articles 93 and 94 are complied with.

92. (a) A director or officer referred to in Article 93(b) who is in any way, whether directly or indirectly, materially interested in any proposed contract to be entered into by him on behalf of the Company, shall, before entering into such contract, declare his interest and the full particulars thereof at a meeting of directors as prescribed by Article 80 and shall not enter into such contract unless and until a resolution has been passed by the directors approving thereof.

(b) Any such officer who becomes materially interested in any contract entered into by him on behalf of the Company after it was entered into, shall forthwith declare his interest and the full particulars thereof by a written notice given to the directors.

(c) A notice referred to in Article 96 (b) may be delivered to the Company Secretary, and the Company Secretary shall forthwith transmit it to the directors for whom it is intended.

(d) Nothing in this Article shall be taken to prejudice the operation of any rule of law restricting the Company from having an interest in contracts of the Company.

93. If a director of the Company is in any way, whether directly or indirectly, materially interested in a contract or proposed contract which is placed before the Company at any meeting thereof for confirmation or authorisation, the notice convening any such meeting shall state the full particulars of the interest in such a contract of the director concerned.
94. (a) Every declaration of interest made under Articles 93 or 94 or 95 shall be recorded in the minutes of the meeting of directors at which the declaration is made, and any declaration of interest by an officer under Article 93(b)(ii) shall be recorded in the minutes of the first meeting of directors held after the date of that declaration.
- (b) Where any such declaration is made in writing, the Company shall, unless copies of the minutes are circulated to the directors, cause the minute recording the declaration to be read out at the first meeting of directors held after the meeting in the minutes of which the declaration was recorded.
95. (a) The Company shall keep at its registered office or at the office where it has a register of interests in contracts in one of the official languages of the Republic of Namibia, and shall enter therein the particulars of any declarations of interest made under Articles 93 or 94 or 95;
- (b) The provisions of Article 114 relating to the inspection of minutes shall *mutatis mutandis* apply to an inspection of the register of interests in contracts of directors and officers.
96. A director may be employed by or hold any office of profit under the Company in conjunction with the office of director, other than that of auditor of the Company, and upon such terms as to appointment, remuneration and otherwise as the directors may determine, and any remuneration so paid maybe in addition to the remuneration payable in terms of Article 73 of these Articles; provided that the appointment of a director in any other capacity in the Company and his remuneration must be determined by a disinterested quorum of directors.

PROCEEDING OF DIRECTORS

97. The directors may meet together at such time, place and in such manner as the majority of the directors may agree upon, including by way of conference call or any other manner of video and/or audio conference facilities, for the dispatch of business, adjourn and otherwise regulate their meetings at least quarterly and at such additional ad hoc times as may be required. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the Chairman shall have a second or casting vote. A director may, and the Company Secretary on the requisition of a director shall, at any time convene a meeting of the directors.
98. The quorum for Board meetings shall be the majority of the Board members.

99. Any resolution of directors (or alternate directors, if applicable) of the Company in the form of a written resolution signed by the majority of the directors in Namibia who also comprise a quorum shall be deemed to be a minute of a meeting and shall be entered in the book or books provided for in Article 109 and be noted in the following meeting of directors, provided that such resolution has been circulated for consideration to all directors. Any such resolution may consist of several documents, each of which may be signed by one or more directors (or their alternatives, if applicable) and shall be deemed to have been passed on the date on which it was signed by the last director who signed it (unless a statement to the contrary is made in that resolution). A facsimile transmission of a signed resolution shall be acceptable evidence that such resolution has been signed by the director whose signature appears on the facsimile transmission.
100. The directors may elect a Chairman and a Deputy Chairman of the directors for their meetings and determine the period for which each is to hold office. If at any meeting of directors neither the Chairman nor Deputy Chairman, if any, is present within ten minutes after the appointed time for the meeting, the directors present may elect one of their members to be Chairman of the meeting.
101. The directors may delegate any of their powers to any designated Committees established under Article 91. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the directors.
102. A Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the same, the members present may elect one of their members to be Chairman of the meeting.
103. A Committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the event of an equality of votes the Chairman shall have a second or casting vote. The acts of a director shall be valid notwithstanding any defect that may afterwards be discovered to his/her appointment or qualification.

MINUTES AND MINUTE BOOKS

104. The directors of the Company shall cause minutes of the proceedings at any meeting of the Company to be entered in the official language of the Republic of Namibia, in one or more minute books kept for the purpose, within one month after the date on which the meeting was held.
105. The directors of the Company shall cause minutes in one of the official languages of the Republic of Namibia of all proceedings of directors or managers to be entered in one or more bound books to be kept for that purpose.

106. Every director of the Company present at any meeting of directors, and every manager thereof present at any meeting of managers, shall at the meeting sign his name under the date of the meeting in a book complying with the provisions of Article 112 to be kept for that purpose.
107. Any such minutes or minute books and attendance register referred to in Article 110 shall be kept at the registered office or at the office where such minutes or minute books are made up.
108. For the purpose of Articles 108 to 110 inclusive, loose leaves of paper shall not be deemed to constitute a minute book unless they are bound together permanently, without means provided for the withdrawal or insertion of leaves and the pages are consecutively numbered.
109. The minutes of any meeting of the Company, directors or managers purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings at that meeting.

INSPECTION OF MINUTES

110. (a) The minutes of every general meeting and annual general meeting shall during business hours (subject to such reasonable restrictions as the Company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open for inspection to any member or his duly authorised agent free of charge and by any other person upon payment for each inspection of an amount as the Company may determine from time to time.

(b) Any person may apply to the Company for a copy of or extract from the minutes of any general meeting or annual general meeting and the Company shall either furnish such copy or extract on payment by the applicant of an amount as the Company may determine from time to time.

DIVIDENDS AND RESERVE

111. The Company in annual general meeting may declare dividends but no dividends shall exceed the amount recommended by the directors.
112. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company, and no dividend shall be paid otherwise than out of profits or bear interest against the Company. All dividends shall be paid to shareholders registered at the date determined by the Board, which date shall be later than the date on which the dividends were declared.
113. Notice of any dividend that may have been declared shall be given in the manner hereinafter provided to the persons entitled to share therein. Every dividend or other money payable in cash in respect of shares may be paid by

electronic funds transfer, or otherwise as the directors may determine from time to time, and proof of payment shall be given to the payee. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders. Any declared dividend that remains unclaimed for more than 3 years will become the property of the Company.

114. The Company shall not be responsible for the loss in transmission of any electronic funds transfer or any other way form of payment when the document sent through the post to the registered address of any member; whether or not it was so sent at his request.

CAPITALISATION

115. The Company in general meeting or the directors may at any time and from time to time, pass a resolution that it is expedient to capitalise any sum forming part of the undistributed profits standing to the credit of the Company's revenue fund, or any sum in the hand of the Company and available for dividend, or any sum carried to reserve as the result of a sale or revaluation of the assets of the Company or part thereof, or any sum received by way of premium on the issue of any shares, debentures or debenture stock of the Company, and that any such sum or sums be set free for distribution and be appropriated to and amongst the members, according to their rights and shareholdings in such manner as the resolution may direct: Provided that no such distribution shall be made by the Company unless recommended by the directors, and the directors shall, in accordance with such resolution, apply such sum or sums in paying up shares, debentures or debenture stock of the Company and appropriate such shares, debentures or debenture stock to or distribute the same amongst the holders of such shares according to their shareholding thereof respectively as aforesaid, or otherwise deal with such sum or sums as provided for in such resolution.
116. Where any difficulty arises in respect of such distribution the directors may settle the same as they think expedient and in particular they may issue fractional certificates, fix the value for distribution of any fully paid shares, debentures or debenture stock, make cash payments to any holders of shares on the basis of the value so fixed in order to adjust rights, and vest any shares or assets in trustees upon such trusts for the persons entitled in the appropriation or distribution as may seem just and expedient to the directors. When deemed requisite a contract shall be entered into and filed in accordance with the Act, and the directors may appoint any person to sign such contract on behalf of the persons entitled in the appropriation or distribution, and such appointments shall be effective and the contract may provide for the acceptance by the holders of the shares to be allotted to them respectively in satisfaction of their claims in respect of the sum so capitalised.

RESERVE FUND

117. Subject to Shareholders' approval, IFRS and statutes the directors may, before declaring or recommending any dividends set aside out of the amount available for dividends, such sum as they think proper as a reserve fund, or an addition to such reserve fund. The directors may divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting such fund or funds in the business of the Company, or may invest the same upon such investments (other than shares of the Company) as they may select without being liable for any depreciation of or loss in consequence of such investments whether the same be usual or authorised investments for trust funds or not.
118. Subject to IFRS and statutes, the reserve fund shall, at the discretion of the directors, be applicable for the equalisation of dividends or for making provision for exceptional losses, expenses or contingencies or for the extension or development of the Company's business, or for writing down the value of any of the assets of the Company, or for repairing, improving and maintaining any buildings, plant, machinery or works connected with the business of the Company, or to cover the loss in wear and tear or other depreciation in value of any property of the Company or for any of the objects of the Company, or for any other purpose to which the profits of the Company may be properly applied, and the directors may at any time divide among the members by way of bonus or special dividends any part of the reserve fund which they in their discretion may determine not to be required for the purposes aforesaid.

ACCOUNTING RECORDS

119. (a) The directors shall keep or cause to be kept in the official language of the Republic of Namibia such accounting records as are necessary fairly to present the state of affairs and business of the Company and to explain the transactions and financial position of the trade or business of the Company including:
- (i) records showing the assets and liabilities of the Company;
 - (ii) a register of fixed assets showing the respective dates of acquisition and cost thereof, depreciation, if any, the respective dates of any disposals and the consideration received in respect thereof, provided that for the purpose of this paragraph the expression "fixed assets" shall not include any assets acquired or used solely for the purposes of carrying on mining operations;
 - (iii) records containing entries from day to day in sufficient detail of all cash received and paid out and of the matters in respect of which receipts and payments take place;
 - (iv) where the trade or business of the Company has involved dealings in goods, records of all goods sold and purchased and (except in the case of ordinary retail trade) records showing the goods and the buyers and the sellers thereof in sufficient detail;

(v) goods and those buyers and sellers to be identified; and

(vi) statements of annual stocktaking.

(b) The accounting records referred to in Article 123(a) may be kept either by making entries in bound books or by recording the matters in question in any other manner, and where such records are not kept by making entries in bound books adequate precautions shall be taken for guarding against falsification and facilitating its discovery.

120. The accounting records shall be kept at the registered office of the Company or at such other place or places as the directors think fit, and shall always be open to inspection by the directors.

121. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to inspection by members not being directors, and no member (not being a director) shall have any right of inspecting any accounting records or document of the Company except as conferred by the Act or authorised by the directors or by the Company in general meeting.

ANNUAL FINANCIAL STATEMENTS

122. The directors shall, pursuant to the provision of the Act, from time to time, cause to be prepared in accordance with IFRS and to be laid before the Company in general meeting such annual financial statements, and group annual financial statements if any, and other reports as are required by the Act. There shall be attached to every such annual financial statements the report of the auditors and a report of the directors as to the state of the Company's affairs, business and the profit or loss of the Company and its subsidiaries, if any, and as to the amount, if any, which has been paid or declared or which they recommend to be paid out of the profits by way of dividend to the members, and the amount, if any, which they have carried or propose to carry to the reserve fund, and the annual financial statements and directors report shall be signed by two (2) directors;

123. A copy of the financial statements and group annual financial statements, if any, including every document required by the Act to be attached thereto as referred to in Article 122, which is to be laid before the Company in general meeting, shall, pursuant to the provisions of the Act, be delivered to members a notice published through SENS and by publication in a local newspaper circulating in Namibia.

AUDIT

124. (a) An Audit and Risk Committee shall be appointed in terms of the Act and section 43 of the Banking Institutions Act.

(b) An auditor shall be appointed in accordance with Chapter 10 of the Act if approved by the Bank of Namibia in terms of Section 43(3) of the Banking Institutions Act.

(c) The auditor shall have the powers and functions given to him or her in terms of the Act and section 45 of the Banking Institutions Act.

NOTICES

125. A notice may be given by the Company to any member by means of a notice published through SENS and by publication in a local newspaper circulating in Namibia unless such notice is by law required to be given personally..

126. Whenever a notice is to be given in terms of Article 125 the notice may be given by the Company to:

(a) the joint holders of a share by giving the notice to the joint holder whose name is first entered in the register in respect of the share; or

(b) the persons entitled to a share in consequence of the death or insolvency of a member, or

(c) by sending it to him by name, or by the title of the representative of the deceased, or trustees of the insolvent or by any like description, in any manner provided for herein..

127. Notice of every general meeting shall be given in any manner authorised:

(a) to every member or holder of debentures of the Company except, in the case of notices to be given personally or sent by post to those members or holders of debentures who, (having no registered address within the Republic of Namibia) have not supplied the Company an address within the Republic of Namibia for the giving of notices to them;

(b) to every person entitled to a share in consequence of the death or insolvency of a member or holder of debentures, who but for his death or insolvency, would have been entitled to receive notice of the meeting;

(a) to the auditor of the Company; and

(b) to the NSX

No other person shall be entitled to receive notice of general meetings.

128. Any notice by post shall be deemed to have been served at the time when the letter containing the same was posted, and in proving the giving of the

notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

129. Every person who by operation of the law, transfer or other means whatsoever shall become entitled to any share or debenture shall be bound by every notice in respect of such share or debenture which previously to his name and address being entered on the register shall have been given to the person from whom he derives his title to such share.
130. The signature to any notice given by the Company may be affixed to the notice by autographic or mechanical means.
131. When a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day of the meeting shall not be counted in such manner of days or period.
132. If the Company has a seal, it shall not be affixed to any instrument except by the authority of a resolution of the directors, and shall be affixed in the manner and subject to such safeguards as the directors may from time to time determine.
133. A company may by notice require every member to record a postal, facsimile, electronic mail address and physical address within the Republic of Namibia which shall be deemed to be his address for the purpose of the service of notices.

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INDEMNITY

134. Every director, alternate director, manager, secretary and other officer of the Company and any person employed by the Company and its auditor shall be indemnified out of the Company's funds against all liability incurred by him as a director, alternate director, secretary or other officer of the Company in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any matter in which relief is granted to him by the Court in terms of the Act.

PREACQUISITION PROFITS

135. At the discretion of the directors subject to IFRS and so far as it is lawful:
- (a) where any asset, business or property is bought by the Company as from a past date (whether such date is before or after the incorporation of the Company) upon the terms that the Company shall as from that date take the profits and bear the losses thereof, then such profits or losses may be credited or debited, as the case may be, wholly or in part to revenue account, and any amount so credited or debited shall be treated for all purposes as a profit or loss of the Company.

(b) if any shares or securities are purchased by the Company cum dividend or interest, that dividend or interest may be treated as revenue and it shall not be obligatory to capitalise it or any part of it.

136. If the Company shall be wound up, whether voluntarily or otherwise the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied as follows:

(a) to repay to the members the amounts paid upon the shares respectively held by each of them.

(b) the balance (if any) shall be distributed among the members in proportion to the number of shares respectively held by each of them.

Provided that the provisions of this Article shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

137. In winding-up, any part of the assets of the Company, including any shares or securities of other companies may, with the sanction of a special resolution of the Company, be paid to the members of the Company in specie, or may, with the same sanction, be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved.

RESTRICTED MATTERS AND RESTRICTIONS APPLICABLE TO CONTROLLING COMPANIES OF BANKING INSTITUTIONS

138. (a) In terms of section 54 of the Banking Institutions Act the Company may not, without the prior written approval of the Bank of Namibia:

(i) Enter into a merger or consolidation;

(ii) Transfer, or otherwise dispose of, the whole or part of its property, whether situated in or outside Namibia, other than in the ordinary course of its business;

(iii) Effect a reduction of its paid-up share capital;

(iv) Change the name of the Company;

(v) Take any action which requires a special resolution of the Company.

(b) The matters listed hereunder shall require Shareholders' approval by ordinary resolution at a general or extra ordinary meeting of the Company:

Normal course of business

(i) The incurring of long-term debt or any other material borrowing unless such debt is at arm's length and on commercial terms and conditions, and

provided it does not exceed 10% (ten percent) of total shareholders' equity.

(ii) The entering into any material contract in the ordinary course of business in respect of capital projects, Corporate Social Responsibility, consultancy, leases in which the value of each transaction or liability (contingent or otherwise) exceeds an equivalent of N\$ 2 million.

Extraordinary matters

(i) A material change in the nature of business of the Company. A material change shall, for the purposes of this clause be defined as anything outside any provision made in the budget and/or business plan that has been approved by the Shareholders that could significantly affect the way the Company is doing business including its profitability.

(ii) The making of any loan to any third party, other than in the Company's ordinary course of business.

(iii) The conclusion and/or implementation of any related party transactions with any shareholder or officer or director of the Company or any relative of any of the foregoing or any created entity in which any of the foregoing has an interest.

(iv) The payment of any technical services fees by the Company to any third party.

(v) The issue of guarantees or suretyships or indemnities or assumption of the obligations of third parties by the Company, other than in the normal course of business.

(vi) The sale or other disposal of a major part of the Company's assets which is greater than 10% of its total assets.

(vii) The entering into any material contract not in the ordinary course of business.

Corporate matters

(i) Any change to the powers of the Board;

(ii) The employment by the Company of the Chief Executive Officer and any other senior executive directly reporting to the Chief Executive Officer;

(iii) The appointment of non-executive directors; and

(iv) The appointment or change of the Company's auditors.

Group related matters

- (i) The investment in any subsidiary company or the acquisition of any business or the entry into any joint venture, merger or takeover or control of another company;
- (ii) The establishment and/or implementation of any changes in the Company's financial policy including but not limited to the dividend or major accounting policies;
- (iii) The entry into any partnership, profit-sharing or royalty agreement or other similar arrangement whereby the Company's income or profits are, or might be, shared with any third party;
- (iv) A change in the financial year of the Company;
- (v) Save for any outstanding dividend that is payable to holders of ordinary shares in accordance with Article 112, the Shareholders agree to a sustainable dividend policy; and
- (vi) The listing of the Shares of the Company on any stock exchange.

WINDING-UP

139. If the Company is to be wound up, and subject to the Act and the Banking Institutions Act, the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied as follows:

(a) To repay to the members the amounts paid up on the shares respectively held by each of them.

(b) the balance (if any) shall be distributed among the members in proportion to the number of shares respectively held by each of them.

Provided that the provisions of this Article shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

140. In a winding-up, any part of the assets of the Company, including any shares or securities of other companies, may, with the sanction of a special resolution of the Company, be divided among the members of the Company *in specie*, or may, with the same sanction, be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved.

141. The provisions of the Act and section 58 of the Banking Institutions Act shall apply to the winding-up of the Company.