G4S (Botswana) Limited

("G4S" or "the Company")

Incorporated in the Republic of Botswana
Registration Number: BW00000926722
Date of Incorporation: 20 January 1978
ISIN: BW0000000397
("the **Company**")

CIRCULAR TO THE SHAREHOLDERS OF G4S (BOTSWANA) LIMITED

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

ACTION REQUIRED

1. If you are in any doubt on the action you should take, immediately seek advice from your stockbroker, bank manager, legal advisor, accountant or other professional advisor.
2. If you no longer hold any shares in G4S (Botswana) Limited immediately send this document to the stockbroker, bank or other agent through whom the sale was effected for transmission to the purchaser or transferee.
3. If you are unable to attend the Annual General Meeting ("AGM") scheduled for 24 September 2026 virtually you are entitled to be represented thereat by proxy and should you desire to be so represented, you should complete the form of proxy which is attached to the notice convening the AGM, so as to be received at G4S (Botswana) Limited, Plot 20584, Western Bypass Gaborone, Botswana or via the following email address, Head.Office@bw.g4s.com by not later than 12h00 on 22 September 2026.

The purpose of this Circular is to seek Shareholder approval, by way of special resolution to amend the constitution of the Company and to provide an explanatory statement to shareholders for the proposed resolution.

Date of issue: 3 September 2026

ARMSTRONGS
Attorneys, Notaries & Conveyancers

LEGAL ADVISOR

IMARA
Capital Securities

BROKER

CORPORATE INFORMATION

Name of Director	Address	Date of Appointment
Mompati Kgaimena	P O Box Ae 746 Aeh, Molapo Crossing, Gaborone, Botswana	29 April 2025
Tobile Lemo	P O Box 45335, Riverwalk, Gaborone, Botswana	11 March 2026
Thabo Kagiso Matthews	P O Box 3038, Gaborone, Botswana	1 November 2022
Wincey Malebogo Ramaphoi	P O Box 46516, Gaborone, Botswana	10 May 2023
Ronel Venter-De Roubaix	48 Queens Street, Irene, Pretoria, 0157, South Africa	22 July 2026

Registered Office

G4S (Botswana) Limited
Grant Thornton Business Services, Plot 50370, Acumen Park, Fairgrounds, Gaborone, Botswana

Company Secretary

Grant Thornton Business Services Proprietary Limited
Plot 50370, Acumen Park, Fairgrounds,
Gaborone, Botswana

Legal Advisors

Armstrongs Attorneys
2nd Floor, Acacia House,
Plot 74538, Prime Plaza
Western Commercial Road,
C P.O. Box 1368
Gaborone, Botswana
Central Business District

Auditors

Deloitte & Touche Botswana
2nd Floor, Twin Towers East, Plot 2883,
Fairgrounds Office Park
P O Box 778,
Gaborone, Botswana

Brokers

Imara Capital Securities
Plot 2482b, Tshekedi Crescent, Extension 9,
Gaborone, Botswana

Transfer Secretaries

Central Securities Depository Botswana
4th Floor,
Fairscape Precinct Plot 70667 ,
Fairgrounds
Private bag 00417,
Gaborone, Botswana

IMPORTANT DATES IN RELATION TO THE PROPOSED CONSTITUTIONAL CHANGES

Event	Date
Submission of Circular to BSE for approval	14 August 2026
BSE review and approval of Circular (typically within 5 business days)	24 August 2026
Posting of Circular and Notice to Shareholders and notice convening the AGM	3 September 2026
AGM to be held	24 September 2026
Release of AGM results on X-News	24 September 2026

Note: The above dates and times are subject to amendment. Any such amendment will be released on X-News.

SHAREHOLDERS OF THE COMPANY

Dear Sir/Madam,

PROPOSED ALTERATION OF THE G4S (BOTSWANA) LIMITED CONSTITUTION

INTRODUCTION

1. The purpose of this Circular is to furnish information to the Shareholders regarding the proposed amendments to the Constitution for purposes of altering the Constitution. The resolution proposing the amendment will be tabled at the AGM of the Company scheduled for 24 September 2026. The proposed amendment to the Constitution forms part of the business to be considered at the AGM.
2. The Company seeks to amend the Constitution of the Company to effect the substantive changes outlined below.
3. The current Constitution requires amendment to comply with the amended Companies Act [Cap 42:01] and its subsidiary legislation by 30 September 2026 and to incorporate additional provisions required under Appendix 3C of the BSE Equity Listings Requirements.

DEFINITIONS

In this Circular and the annexures hereto, unless the context indicates otherwise, the terms in the first column have the meanings assigned to them in the second column. Capitalised terms used but not otherwise defined in this Circular will have the meaning given to them in the Constitution attached as Annexure "**A**" to this Circular. Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include corporations.

"Act"	means the Companies Act [Cap 42:01], as may be amended from time to time.
"AGM"	means the Extraordinary General Meeting of the Company to be held on 24 September 2026.
"Board"	means the board of directors of the Company.
"BSE"	means the Botswana Stock Exchange.
"CIPA"	means the Companies and Intellectual Property Authority.

"Circular"	means this circular, which provides the overview of the amendments to the Constitution.
"G4S" or "the Company"	means G4S (Botswana) Limited, a company incorporated in accordance with the laws of Botswana with registration number BW00000926722.
"Constitution"	means the constitution of the Company, as may be amended from time to time.
"Notice"	means the notice convening the AGM.
"Proposed Amendments"	means the amendments proposed in Annexure B.
"Registered Office"	means the registered office of the Company being Grant Thornton Business Services, Plot 50370, Acumen Park, Fairgrounds, Gaborone, Botswana.
"Shareholders"	means holders of shares of the Company.
"Special Resolution"	means a resolution approved by a majority of 75% or more of the votes of those Shareholders entitled to vote and voting on the resolution, in accordance with the Constitution.

EXPLANATORY NOTES

4. The Constitution is being amended to comply with the compliance requirements issued by CIPA under the amended Companies Act, by 30 September 2026, and to effect other governance, operational and administrative amendments.

5. A copy of the revised Constitution is attached to this Circular as Annexure "**A**".

6. A table setting out an overview of the amendments made to the Constitution is attached to this Circular as Annexure "**B**".

7. Consequently, at the AGM, the Shareholders will be asked to approve the Proposed Amendments by Special Resolution.

REGULATORY COMPLIANCE

8. The Proposed Amendments are subject to compliance with Section 43(3) of the Act, the BSE Equity Listings Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

9. In that connection, the Shareholders will be requested to approve the proposed resolution at the AGM to be held on 24 September 2026.

AGM

The AGM will be held on 24 September 2026. Shareholders may attend, participate, and vote by accessing the virtual meeting platform at the following link:

Virtual Meeting Link: https://meet.google.com/qzi-kxwf-hrc

during which the Special Resolution to give effect to the Proposed Amendments will be considered and, if thought fit, passed with or without modification.

DIRECTORS' RECOMMENDATIONS

The Board considers that the resolution regarding the proposed amendments to the Constitution is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of such resolution as set out in the Notice herein at Annexure "**C**".

FURTHER INFORMATION

10. Legal Advisors

Armstrongs Attorneys have been appointed to advise the Company and the Board on the proposed amendments to the Constitution.

11. Material Contracts

The Company confirms that, as at the date of this Circular, it has not entered into any material contracts (other than contracts entered into in the ordinary course of business) within the 3 years preceding the date of this Circular.

12. Patents and Trademarks

There are no trademarks, patents or other intellectual property or industrial property which are significant in relation to the Company's business, save that the Company operates under the "G4S" name and brand, which is understood to be licensed to the Company by the wider G4S group.

13. Remittance Statement

There are no foreign exchange controls or other statutory restrictions in Botswana that prohibit the remittance of profits or the repatriation of capital into or out of Botswana. Such remittances and repatriations are, however, subject to compliance with applicable Botswana tax laws, including corporate income tax and withholding tax obligations, and must be effected in accordance with Botswana's Anti Money Laundering and Counter Financing of Terrorism (AML/CFT) framework.

14. Trading and Financial Position

The Board confirms that there will be no adverse effects or changes to the financial and trading position of the Company following the most recent financial year.

15. Documents For Inspection

15.1. The following documents are available for inspection in English on the Company's website www.g4s.co.bw between the date of this Circular and the date of the AGM:

(a) this Circular; and

(b) the Constitution (reflecting the proposed amendments).

16. Statement of Liability

16.1. The respective affiliates, other professional advisors and the BSE have not separately verified the information contained in this Circular. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Company's advisors, their respective affiliates, other professional advisors or the BSE as to the accuracy or completeness of the information contained in this Circular or any other information provided by the Issuer.

16.2. The professional advisors advising on the proposed amendments to the Constitution ("Advisors") and the BSE do not accept any liability in relation to the information contained in this Circular or any other information provided by the Issuer in connection with the Circular.

16.3. No person has been authorised to give any information or to make any representation not contained in or not consistent with this Circular or any other information supplied in connection with the Circular and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, any Advisors or the BSE.

16.4. The Legal Advisors named in this Circular have given and have not withdrawn their consent to the inclusion of references to their name in the form and context in which they appear in this Circular.

17. Internal Controls

The Board has reviewed the effectiveness of the Company's system of internal controls and risk management processes. Having considered the reports of management, internal audit and external audit, the Board is of the opinion that the Company's internal controls are adequate and effective to address the material financial, operational and compliance risks of the Company and that no material breakdown in internal controls has been identified.

18. Assets Situated Outside Botswana

The Company conducts its security services operations principally in Botswana. The Board confirms that substantially all of the Company's operating assets are situated in Botswana.

19. The Shareholder Base

19.1. The Company is a member of the G4S group, a global provider of security and related services. The Company's position within that group is as a Botswana-incorporated subsidiary, operating locally under the "G4S" name and brand. The Company's holding company is G4S International 105 (UK) Limited, which holds 56,000,000 shares (directly), representing 70% of the Company's issued share capital.

19.2. The Company's single largest Shareholder, G4S International 105 (UK) Limited, holds 56,000,000 shares, representing 70% of its issued share capital.

19.3. As at the date of this Circular, the principal Shareholders of the Company and their respective shareholdings are as follows:

Shareholder	**Number of Shares**
G4s International 105 (Uk) Limited	56,000,000
Botswana Public Officers Pension Fund - Transition	2,982,163
BPOPF Morula Act Mem Dep Eq	2,751,686
Stanbic Nominees Botswana Re: BPOPF WT Pro Port MCP	2,358,100
Stanbic Nominees Botswana Re: BIFM PLEF	1,735,631
Motor Vehicle Fund	1,257,300
Botswana Public Officers Pension Fund	1,078,614
STNB Re: Botswana Public Officers Pension Fund	826,753
Ninety-One-Debswana Pension Fund (Domestic Equities)	785,351
Stanbic Nominees Botswana Re: Morula Re DPF	671,085

20. Interruptions in Business

There have been no interruptions in the business of the Company during the twelve months preceding the date of this Circular which have had, or may have had, a significant effect on the financial performance or financial position of the Company.

21. Principal Establishments

The principal establishment of the Company is situated at Plot 20584, Block 3 Industrial, Western By Pass, Gaborone, Botswana, from where the Company conducts its head office operations. The Company also operates a network of branches and operational sites throughout Botswana in connection with its security services business. All material operational premises are occupied pursuant to lease agreements or ownership arrangements entered into in the ordinary course of business.

22. Legal and Arbitration Proceedings

The Board confirms that there are no legal or arbitration proceedings (including any such proceedings which are pending or threatened and of which the Company is aware) during the twelve months preceding the date of this Circular which may have, or have had, a material effect on the financial position of the Company.

EMPLOYEES

The number of employees is set out below:

	As at August 2026
Male	892
Female	1975
Total	2867

RESPONSIBILITY STATEMENT OF MEMBERS OF THE BOARD

23. The Directors collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and (if applicable) that the Circular contains all information required by law.

24. The Directors confirm that the Circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) that investors and their professional advisers would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and

losses and prospects of the Company and of the rights attaching to the securities to which this Circular relates.

25. The Directors confirm that no change in the nature of the business is in contemplation.

BSE DISCLAIMER

The BSE has not verified the accuracy and truth of the contents of this Circular and the BSE accepts no liability of whatever nature for any loss, liability, damage or expense resulting directly or indirectly from any decision taken based on this Circular.

for and on behalf of the
BOARD OF DIRECTORS

COMPANY SECRETARY

GRANT THORNTON BUSINESS SERVICES (PTY) LTD
P.O. BOX 1157
PLOT 50370 FAIRGROUNDS GABORONE
TEL: 3952313 FAX: 3972357

ANNEXURE A

PROPOSED DRAFT CONSTITUTION

(attached as a separate document: "G4S Proposed Revised Constitution")

ANNEXURE B

OVERVIEW OF PROPOSED AMENDMENTS

Clause (Amended)	Clause (Original)	Topic	Nature of Change	Description of Amendment
1	N/A - New	Introduction	Addition	Introduced a new standalone Introduction clause confirming the Company's name, its status as a public company validly existing under the laws of Botswana, and its listing on the BSE.
2	1 (Interpretation)	Interpretation and Definitions	Amendment	Substantially expanded and modernised the definitions clause (including new or revised definitions such as "Adoption Date", "Affiliate", "Board", "Botswana Stock Exchange", "Business", "Class", "Corporation", "Ordinary Resolution" and "Special Resolution"), replacing the minimal definitions in the original Constitution.
3	N/A - New	Companies Act and Listing Rules	Addition	Introduced a new clause expressly incorporating the Listing Rules into the Constitution and confirming that, while the Company is listed, the Listing Rules will prevail over any inconsistent provision of the Constitution.
6.2	New shares (original numbering)	Share Features	Amendment	Modernised and expanded the permissible features of shares that may be issued (e.g. preferred, deferred or restricted rights, no par value, convertibility, redemption), with updated cross-references to the current sections of the Act in order to comply with Appendix 3c of the Listings Requirements.

6.3	N/A - New	Fractional Securities	Addition	Introduced an express provision confirming that fractional securities will not be issued and that any fractional entitlement will be settled in cash for the benefit of the affected shareholder, in order to comply with Appendix 3c of the Listings Requirements.
6.4 – 6.5	Share consideration / certificate provisions (original numbering)	Non-Cash Consideration for Shares	Amendment	Modernised and restructured the process for certifying the consideration for shares issued otherwise than for cash, replacing direct cross-references to superseded Act sections with self-contained clauses.
6.7	Bonus issues (original numbering)	Bonus Issues	Amendment	Modernised the bonus issue provisions and updated the cross-references to reflect the current sections of the Act.
Throughout	Throughout	Legislative Citations	Amendment	Updated references to specific sections of the Companies Act (e.g. relating to redemption, distributions, financial assistance and amalgamations) throughout the Constitution to reflect the Act as currently in force.
Appendix B	N/A - New	Controllers of the Company	Addition	Introduced a new Appendix B setting out a framework for identifying and recording the Company's controllers, for compliance with beneficial ownership and ultimate effective control requirements under the Financial Intelligence Act.
Proxy Form	Proxy Form	Proxy Form	Amendment	Clarified and tightened the drafting of the form of proxy.

Throughout	Throughout	Clause Numbering and Structure	Renumbering	The Constitution has been comprehensively restructured and renumbered, replacing the original section-based numbering with a modern clause-based structure and a table of contents. Save as otherwise noted in this table, the substance of provisions carried over from the original Constitution remains materially unchanged.

ANNEXURE C

NOTICE OF EXTRAORDINARY GENERAL MEETING

G4S (Botswana) Limited
("G4S" or "the Company")

Incorporated in the Republic of Botswana
Registration Number: BW00000926722
Date of Incorporation: 20 January 1978
ISIN: BW0000000397

("the **Company**")

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting ("AGM") of Shareholders of the Company will be held on 24 September 2026 at the virtual meeting link below. Shareholders may attend, participate, and vote by accessing the virtual meeting platform at the following link:

Virtual Meeting Link: https://meet.google.com/gzi-kxwf-hrc

SPECIAL RESOLUTION

Subject to the Company's compliance with all rules, regulations, orders and guidelines made pursuant to the Companies Act and the Listings Requirements of the Botswana Stock Exchange ("BSE"), the amendment to the Company's Constitution, a draft of which has been sent to Shareholders simultaneously with the notice convening the Extraordinary General Meeting, is hereby approved and authorised to the fullest extent permitted by law.

Any Director be and is hereby authorised to take all steps as are necessary or expedient to implement or give effect to the resolution with full powers to amend and/or agree to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full powers to do all such acts and things thereafter in accordance with the Companies Act and the requirements of the BSE and all other relevant governmental/regulatory authorities.

VOTING AND PROXIES

All Shareholders will be entitled to attend and vote on the resolution proposed at the AGM.

A Shareholder that is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and speak and vote, in its/his/her stead. A proxy need not be a member nor Shareholder of the Company. A form of proxy that sets out the relevant instructions for its completion is attached for use by a Shareholder who wishes to be represented at the AGM. The completion of a form of proxy will not preclude Shareholders from attending the AGM. Unless otherwise stated, a proxy will be entitled to attend any adjournment of the meeting and vote on any amendment or modification proposed to the resolution set out in this Notice.

In order to be effective the form of proxy must be properly completed and be received by the Transfer Secretaries, by not later than 12h00 on 22 September 2026.

A copy of this proxy form is available for download at www.g4s.co.bw or is available via email from Head.Office@bw.g4s.com.

By order of the Board

Company Secretary:
Grant Thornton Business Services Proprietary Limited

Date: 3 September 2026

Proxy Form
(Please complete in block letters)

I/We*...

Of...

Being a shareholder of G4S (Botswana) Limited, hereby appoint (see note 1):

1. ....or failing him/her

2. ....or failing him/her

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

	NUMBER OF ORDINARY SHARES		
	FOR	**AGAINST**	**ABSTAIN**
Ordinary Resolution Number 1			
Special Resolution Number 2			

Signed: ....on this....... day of 2026

COMPANY STAMP

Please read the notes on the following page.

Proxy Form Notes

1. A shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the Extraordinary General Meeting". The person whose name appears first on the form of proxy and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.

2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorize the proxy to vote at the Extraordinary General Meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorize the proxy to vote in favor of the resolution. A shareholder or his/her proxy is obliged to use all the votes exercisable by the shareholder or by his/her proxy.

3. Forms of proxy must be lodged at G4S (Botswana) Limited, Plot 20584, Western Bypass Gaborone, Botswana or via the following email address, Head.Office@bw.g4s.com not later than 24 hours before the time fixed for holding the meeting.

4. The Chairman of the Extraordinary General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he/she is satisfied as to the manner in which the shareholder concerned wishes to vote.

5. An instrument of proxy shall be valid for the Extraordinary General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.

6. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the shareholder, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the ordinary shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company not less than one hour before the commencement of the Extraordinary General Meeting or adjourned Extraordinary General Meeting at which the proxy is to be used.

7. The authority of a person signing the form of proxy under a power of attorney or on behalf of a company must be attached to the form of proxy, unless the authority or full power of attorney has already been registered by the Company or the Transfer Secretaries.

8. Where ordinary shares are held jointly, all joint shareholders must sign.

9. A minor must be assisted by his/her guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.