

# AMMENDED NOTICE OF THE 2023 ANNUAL GENERAL MEETING OF ACCESS BANK BOTSWANA LIMITED

Notice is hereby given that a virtual Annual General Meeting of the Shareholders of **ACCESS BANK (BOTSWANA) LIMITED** (**'the Bank'**) will be held through Microsoft Teams on, Thursday June 29, 2023, at 10:00AM, or anytime thereafter for the purpose of transacting the following business:

## AGENDA

*To read the Notice of the AGM and ascertain the presence of a quorum required in terms of Constitution.*

### Resolutions to be adopted:

1. To receive, consider and approve the Consolidated and Separate Financial Statements for the year ended December 31, 2022, together with the Auditor's report.
2. To approve the appointment of PricewaterhouseCoopers Botswana as the Bank's Statutory Auditors for the ensuing year.
3. To approve the remuneration of the auditors, PricewaterhouseCoopers Botswana, for the financial year ended December 31, 2022, in the amount of BWP3,130,023.00.
4. To approve the remuneration paid to the Directors of Access Bank Botswana Limited for the financial year ended December 31, 2022, in the amount of BWP3,006,000.00.
5. **To ratify the total dividends declared during the financial year ended December 31, 2022, and paid out as follows:**
  - 5.1. **A dividend of 2.2 Thebe per ordinary share declared from the profits of the audited financials for the period ended December 31, 2021 and paid out in May 2022 as recommended by the Directors; and,**
  - 5.2. **A special dividend of 20.7 Thebe per ordinary share declared during the financial year 2022 and paid out in November 2022 as recommended by the Directors.**
6. To re-elect the following Directors who are retiring by rotation in accordance with Clause 25.9.1. of the Constitution and who, all being eligible, are offering themselves for re-election:
  - 6.1. Mrs. Lorato Nthando Mosetlhanyane;
  - 6.2. Mr. Jacob Motlhabane; and,
  - 6.3. Mr. John Basco Sebabi.

The brief profiles of the Directors are attached.

7. **To ratify the appointment of Ms Musonda Chishimba Musakanya as Acting Managing Director for the interim period pending the recruitment of the substantive Managing Director, in accordance with Clauses 15.2.5 and 25.4 of the Constitution.**

Her brief profile is attached.

8. To transact any other business which may be transacted at an Annual General Meeting.

All shareholders are entitled to attend and vote at the above-mentioned meeting and are entitled to appoint a proxy to attend, speak and to vote in his/her/their stead. A proxy need not also be a Shareholder. A proxy form is available at the end of the Annual Report. The instrument appointing such a proxy must be lodged at or posted to the **Transfer Secretaries at the below stated address not less than 48 hours before the meeting. Central Securities Depository Company of Botswana are authorized to receive and count postal votes.**

By Order of the Board

---

Thato Mmile  
Company Secretary

## TRANSFER SECRETARIES:

Central Securities Depository Company of Botswana  
 Contact details: 3674400 /09/11/12  
 Contact person: Nonofa Phalatse /or Ambrosia Khupe  
 Postal address: Private Bag 00417, Gaborone Botswana.

## 1. PROFILES FOR DIRECTORS UP FOR RE-ELECTION

### 1.1 MRS. LORATO NTHANDO MOSETLHANYANE

Mrs. Mosetlhanyane holds a Bachelor of Commerce from the University of Botswana and an MBA from Oxford Brookes University in the UK. She is a Member of the UK Association of Certified Chartered Accountants and Botswana Institute of Chartered Accountants. She worked at Botswana Life Insurance Limited for 12 years, serving as its Chief Finance Officer from 2010 to 2013. She currently serves on the Board of G4S, a security company listed on the Botswana Stock Exchange.

Having worked as an Accountant at different levels, in different industries for over 17 years, Mrs. Mosetlhanyane brings a wealth of experience to the Board. Having successfully completed the Professional Coaching Course (PCC) through the Centre for Coaching which is in partnership with the University of Cape Town's Graduate School of Business and New Ventures West (NVW), she left the corporate world, resigning from her position as Chief Finance Officer of a leading life Insurance company in Botswana to set up private practice as a Certified Professional Integral Coach, coaching and training young and mature leaders, locally and internationally. Prior to forming PinnaLead, Mrs. Mosetlhanyane had amassed 17 years working experience in the corporate world within the accounting space.

Mrs Mosetlhanyane was first appointed to the Board of the Bank on July 01, 2014. On March 19, 2019, she was appointed Chairperson of the Board and remains in same position to date. She is a member of the Risk Management and Compliance Committee as well as the Governance, Nomination and Remuneration Committee. Mrs. Mosetlhanyane is aged 51 years.

### 1.2 MR. JACOB MOTLHABANE

Mr. Motlhabane holds a Bachelor of Commerce in Accounting from the University of Botswana. He is currently pursuing a Masters of Business Administration at Mancosa in Botswana and holds a Certificate in Management Accounting from the Chartered Institute of Management Accounting. Mr. Motlhabane is the former Chief Executive Officer of Turnstar Holdings, a property company listed on the Botswana Stock Exchange, and has also served as Group Strategic Business Development Manager for Letshego Holdings Limited, a microfinance company with operations in 11 countries.

He has excelled at various senior management positions as a member of executive management charged with various responsibilities including driving strategic directions, preparing business plans, pioneering new business opportunities throughout Africa, as well as facilitating mergers and acquisitions. Mr. Motlhabane is aged 51 years.

### 1.3 MR. JOHN BASCO SEBABI

Mr. Sebabi holds an MSc in International Economics, Banking and Finance from Cardiff University, Cardiff, Wales (UK); a Bsc in Economics and an associate degree in economics both completed with distinctions from the National University of Rwanda; and a certificate in Financial Programming and Policy from the IMF. He is also a fellow of the Fletcher Leadership Program for Financial Inclusion of the Fletcher School, Tufts University. He also holds an executive education certificate of the Advanced Management Program (AMP), a sandwich program from Strathmore, Lagos and IESE business schools.

Mr. Sebabi has, in the 20 years of being in the financial services sector, amassed a wealth of experience as a seasoned banker, and through the process, has served as a key resource person on a number of Boards, Committees and Task Forces. He was a member of the G25 Panel of experts that was constituted by the World Bank to set guidelines for successful regional integration of Financial Infrastructures. Between March 2013 and April 2014, he was the Chief Operating Officer (COO) for the East Africa Commodity Exchange that is mandated to uplift national and regional economies by eliminating market barriers to trading, providing access to financing to farmers and traders in return for commodities, and more broadly engaging in regional capital market development.

Between July 2014 to October 2018, he served as the Deputy Director General of the Rwanda Social Security Board in charge of funds management, managing assets over \$1 Billion in value. Mr. Sebabi is aged 49 years.

## 2. PROFILE OF ACTING MANAGING DIRECTOR

### 2.1 MS. MUSONDA CHISHIMBA MUSAKANYA

Ms Musonda Chishimba Musakanya ("Musonda") was appointed Acting Managing Director with effect as from 18 March 2023. Musonda, is a seasoned professional with 22 years' experience as a Banker in various markets throughout Africa. From this period, 8 years were acquired in Botswana and Zambia, while 14 years were acquired with Citibank in Zambia, South Africa and Kenya. Out of the total period, 15 years' is experience in senior managerial roles which made her to develop first-hand knowledge and expertise in the management of Client Relations, Technology, Risk Management and overall Banking Operations.

As part of her career accomplishments, during the period 2009 – 2011, Musonda played an instrumental role in the strategic direction of the banking sector in Zambia, when she served as Chairperson of the Bankers Association of Zambia Technical committee (to which she was only non-CEO member of the National Financial Switch steering committee). Her core strengths also derive from hands-on experience of implementing innovative financial products, corporate governance, managing corporate and retail operations, Strategy implementation, and ensuring zero audit fail environment (Risk Management).

Musonda, first joined Access Bank Botswana in her substantive appointment as Deputy Managing Director on 17 August 2022. Prior to this appointment she was part of the Access Bank PLC executive team, holding the position of Executive Director - Africa Subsidiaries.

She holds an MBA, specialising in Finance from Herriot Watt Business School, UK. She also holds a B.S.C Honours in Computing & Diploma in Industrial Studies from Loughborough University, UK.