

NOTICE OF THE 2024 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 August 8, 2024, at 09:00AM, or anytime thereafter for the purpose of transacting the following business:

AGENDA

1. To receive, consider and approve the Audited Financial Statements for the year ended December 31, 2023, 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, 2023, in the amount of BWP5,442,000.00.
4. To approve the remuneration paid to the Directors of Access Bank Botswana Limited for the financial year ended December 31, 2023, in the amount of BWP4,207,000.00.
5. To ratify the dividend declared from the profits of the audited financials for the period ended December 31, 2023, paid out on May 20, 2024, in the amount of 4 Thebe per ordinary share.
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. Mr Joshua Benjamin Galeforolwe;
 - 6.2. Mrs Ntoti Moseitlhe; and,
 - 6.3. Mr Boiki Matema Wabo Tema.

The brief profiles of all the Directors are attached.

7. To ratify the appointment of new Independent Non-Executive Directors:
 - 7.1. Mr Ogone Mothooagae, who assumed office on January 4, 2024; and,
 - 7.2. Mr Calistas Chijoro, who assumed office on February 1, 2024.

The brief profiles of all the Directors are attached.

8. To ratify the appointment of the Managing Director, Mr Sheperd Aisam, who assumed office on January 4, 2024.

The brief profile of the Managing Director is attached.

9. 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: Nonfo Phalatse /or Ambrosia Khupe
Postal address: Private Bag 00417, Gaborone, Botswana



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<https://botswana.accessbankplc.com>

Member of the Deposit Insurance Scheme of Botswana.

PROFILES FOR DIRECTORS UP FOR RE-ELECTION

MRS. NTOTI MOSETLHE (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mrs. Ntoti Mosetlhe acquired her Bachelor of Administration from the University of Botswana and went on to obtain a certificate in Manpower Planning from the University of Sussex. She headed Debswana's Human Resources Department from 2008 to September 2018, during which time she led two restructuring processes to optimize the Head Office and improve cost efficiency at the mines, embedded a talent management and performance management system which resulted in increased productivity and improved succession planning whilst also managing to put in place as well as implement a workforce planning method aligned to Debswana's long term resource plan. Prior to her tenure at Debswana, she had acquired vast experience through having led a Corporate Strategy / Corporate Performance monitoring team and developing several products and services through strategic alliances.

She has previously also held the position of Deputy Chief Executive Officer at Botswana Housing Corporation where she led the Corporate Strategy and Corporate Performance Monitoring team as well as successfully led negotiations with the Unions and other key stakeholders in the rationalization and retrenchment process of the Corporation on two occasions.

MR. BOIKI MATEMA WABO TEMA (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Tema has acquired extensive expertise in banking and other financial services over a period of 24 years, during which he worked in different capacities within the FirstRand Group and more recently as Coverage Director at Rand Merchant Bank Botswana (RMBB). He started his career as an Executive Trainee at First National Bank of Botswana Limited (FNBB) in 1994, moving through the ranks to hold numerous senior positions including Senior Manager and Head of the Property Finance Division; Senior Manager - New Business Development; Head - Wholesale Segment; Director Commercial Banking; and Director, Property Finance Division.

He has a Bachelor of Arts (BA) in Economics from the University of Botswana, and a Master of Science (MSc) in Strategic Management from the University of Derby in the United Kingdom. He has completed Part 1 of a Diploma in Banking (Botswana Institute of Bankers) and a Diploma in Financial Management with Allenby College in South Africa. Mr. Tema has served on the Boards of various executive management committees of FNBB, and on the Boards of subsidiary and associate entities such as FNBB Insurance Agency and FNBB Pension Fund. He has also been a member of the Botswana Post Board.

MR. JOSHUA BENJAMIN GALEFOROLWE (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Galeforolwe is a Managing Consultant for West Cliff Capital (Pty) Ltd, a corporate advisory and management consultancy company in Botswana, which led negotiations for the sale of a portion of shares held by Botswana citizen shareholders in Orange Botswana, to France Telecom, with the support of other transaction advisors.

He has over 35 years' experience in large scale performance and process improvement, leadership and strategic management, policy formulation, and the development of privatization implementation strategies. Mr. Galeforolwe is the former Chief Executive of Public Enterprises Evaluation and Privatization Agency (PEEPA). During his tenure, Mr. Galeforolwe oversaw the preparation and adoption of governments' first privatization master plan and the formulation and approval of the Public Private Partnership Policy Implementation Framework and PPP regulations. Other achievements include the development of the privatization and transaction strategies for the Botswana Telecommunications Corporation and the National Development Bank (NDB). He has a BCom in accounting from Makerere University, Kampala, Uganda and completed Part 1 of a BA in Economics at the University of Botswana, as well as a Management and Development Programme at the University of Pittsburg.

APPOINTED NEW INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. OGWONE MOTHOOAGAE (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr Ogwone Mothooagae ("Ogwone") was appointed as an Independent Non-Executive Director of Access Bank Botswana Limited, on 4 January 2024.

Ogwone is the Founder and CEO of Stencil Technologies, a role that sees him spearheading a Botswana-borne regional software & technology services company. Holding a BEng. (Hons) in Software Engineering from the University of Manchester and equipped with PRINCE2 Practitioner credentials, Ogwone is a seasoned business leader championing organizational transformation through technology-enabled initiatives.

With a decade-long stint as a management consultant at Accenture, Ogwone ascended through various senior management roles. He would ultimately serve as the Managing Director for Adapt IT, a pan-African JSE-Listed Technology services company with his role having specific focus on the SADC region. His career has been defined by driving Technology Innovation, Organisational Operations Management, Corporate Governance, Predictive Analytics and of late, Artificial General intelligence (AGI).

Ogwone's transformative experience extends across diverse industries, from Energy and Resources to Retail, Products, Telco, Fintech, computer technology and Public Services. As a thought leader in ICT and business transformation, he actively contributes to industry discourse through keynote addresses at high-profile events, that recently included the 2023 US-Africa Summit and the Seamless Africa Fintech conference. Ogwone's advocacy for cutting-edge technologies is evident in his authored opinion white papers on optimizing business functions through technology, coupled with a strong stance on organizational integration.

Beyond his operational engagements, Ogwone plays a pivotal role in organizational governance, having served on several boards of directors, such as The Botswana Stock Exchange, Botswana Railways, and others. Towards continuous growth and leadership excellence, Ogwone is currently part of the 2024 cohort of the Stanford Seed Management & Business Leadership program.



MR. CALISTAS CHIJORO (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr Calistas Chijoro ("Calistas") was appointed as an Independent Non-Executive Director of Access Bank Botswana Limited, on February 1, 2024.

Throughout his extensive career, he has accumulated a broad range of experience and skills in banking and financial services with almost two decades of banking experience, more than half of which has been spent in senior managerial and executive roles. He currently serves as an Executive Director at Johdee Mineral Processing where he is responsible for driving strategy and stakeholder management.

Prior to joining Johdee Mineral Services, Calistas was the accountable executive for Business and Commercial Clients at Stanbic bank of Botswana, overseeing Commercial and SME Banking as well as the Trade proposition. Before that he was the Head of Distribution within Personal and Business Banking, still at Stanbic Bank. He has previously worked for Barclays (now ABSA) Treasury and Retail Banking, as well as Debswana Diamond Company as Treasury Manager.

Calistas holds a Bachelor of Social Science Degree (major in Accounting and Economics), a Postgraduate Diploma in Banking and a Dealing certificate from the Financial Markets Association. He also a graduate of the Standard Bank Executive Leadership Programme.

Calistas has served on various Boards, including as a Trustee at the Debswana Pension fund and Chair of the Investment committee. Lecha Administration. NMG Administration Botswana, and most recently the Chairmanship of Liberty Life Botswana, a position that he held immediately preceding joining Access Bank.

MANAGING DIRECTOR'S PROFILE**MR SHEPERD AISAM (EXECUTIVE DIRECTOR)**

Mr Sheperd Aisam ("Sheperd") was appointed as Managing Director of Access Bank Botswana Limited, on 4 January 2024.

Sheperd is an experienced financial services executive with an elite track record of driving shareholder value and operational efficiency in the financial sector on the African continent. Across his career spanning over 20 years, Sheperd has amassed extensive experience in various facets of banking. He joined Access Bank Botswana from Standard Bank Group where he served as Group Head of Public Sector, Business & Commercial Banking. His depth of expertise positions him well to lead Access Bank Botswana's continued pursuit of commercial banking excellence, grounded in sound and sustainable business practices to unlock value.

Prior to this, he was based in Botswana at Stanbic Bank as Executive Head of Corporate & Investment Banking, where he was instrumental in growing the client base and profitability with a diverse team. Sheperd also served in various other roles at Stanbic Bank Botswana and as Interim Head of Client Coverage & TPS at Standard Bank Mauritius during his 15-year career with the banking group.

Before joining Stanbic Bank and the Standard Bank Group he gained significant experience and exposure with Barclays Africa notably, he was responsible for leading teams in the Africa sovereign and country risk as well as managing a portfolio in Africa Corporate credit. He has also spent time living and working on these portfolios in Kenya, Tanzania, Zambia, and Mozambique, to mention a few countries in the Sub-Saharan region.

Sheperd holds a Bachelor of Business Administration (BBA) degree from the University of Botswana, a Masters of Science (MSc) degree in Strategic Management from the University of Derby and an Executive Masters of Business Administration (EMBA) degree, specialising in Executive Management, from the University of Cape Town Graduate School of Business. He has undertaken several professional development programmes, including but not limited to completing the Barclays Africa Leadership Programme, an accelerated Management Development Programme.

Sheperd is passionate about building high impact teams, nurturing sustainable businesses, social impact funding and collaborating with clients and key partners to unlock opportunities in these areas remains close to his heart.