

NOTICE OF THE 2022 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 September 16, 2022, at 9:00AM, or anytime thereafter for the purpose of transacting the following business:

AGENDA

1. To receive, consider and adopt the Chairperson's report;
2. To receive, consider and adopt the Managing Director's report;
3. To receive, consider and approve the Audited Financial Statements for the year ended December 31, 2021, together with the Directors, and Auditors' report herein;
4. To ratify the appointment of, PricewaterhouseCoopers Botswana as the Bank's Statutory Auditors;
5. To authorise the Directors to fix the remuneration of the Auditors, for the year ended December 31, 2021;
6. To ratify the remuneration paid to the Directors of the Bank for the year ended December 31, 2021;
7. 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:
 - 7.1. Mrs. Ntoti Mosetlhe;
 - 7.2. Mr. Boiki Matema Wabo Tema; and,
 - 7.3. Mr. Joshua Benjamin Galeforolwe.

The brief profiles of the Directors are attached herein.

8. To increase board composition to a total of 15 board members in terms of clause 25.9.4 of the Company Constitution.
9. To ratify the appointment of the following Directors who were appointed since the last Annual General Meeting;
 - 9.1. Mr. Oluseyi Kumapayi; and,
 - 9.2. Mr. Robert Michael Yorwerth Giles.

The profiles of the Directors are attached herein.

10. To approve the appointment of Mrs. Lynda Mataka as an Independent Non-Executive Director.

The profile of the Director is attached herein.

11. 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

PROFILES FOR DIRECTORS UP FOR RE-ELECTION

NTOTI MOSETLHE

Mrs. Moselethe acquired her Bachelor of Administration degree 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 she led two restructuring processes to optimise 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, 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 and successfully facilitated negotiations with the Unions and other key stakeholders in the rationalization and retrenchment process of the Corporation on two occasions.

Mrs Moselethe was first appointed to the Board on November 01, 2018. She is the Chairperson of the Risk Management and Compliance Committee and is a member of Governance, Nomination and Remuneration Committee. Mrs Moselethe is aged 62 years.

BOIKI MATEMA WABO

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 in 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 Tema was first appointed to the Board on October 03, 2018. He is the Chairperson of the Credit and Finance Committee and is a member of the Audit Committee. Mr Tema is aged 51 years.

JOSHUA BENJAMIN GALEFOROLWE

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 Officer of Public Enterprises Evaluation and Privatisation 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.

Mr. Galeforolwe was first appointed to the Board on April 01, 2018. He is the Chairperson of the Governance, Nomination and Remuneration Committee and is a member of the Risk Management and Compliance Committee. Mr Galeforolwe is aged 70 years.

APPOINTMENTS DURING THE COURSE OF THE YEAR

OLUSEYI KUMAPAYI

Before being appointed to his current position of Director – African Subsidiaries (Access Bank PLC) Mr. Kumapayi had been the Group Chief Financial Officer of Access Bank PLC, a position he held since 2008. He is a highly accomplished and result-driven professional with over 20 years of progressive banking experience spanning across Finance, Strategy, Risk Management, and Treasury.

He joined Access Bank in 2002 as the Head of Financial Control and Credit Risk Management. Prior to joining Access Bank, he held controller and analyst positions with First City Monument Bank Limited and Guaranty Trust Bank Plc respectively.

Since joining Access Bank, he has played a significant role in the creation of the largest retail bank in Nigeria and specific corporate actions that have supported the Bank's growth objectives and enhanced its capacity to play in key local and international markets.

Mr. Kumapayi is an alumnus of Harvard Business School. He holds a Master's Degree in Mechanical Engineering from the University of Lagos, and a Bachelor's Degree in Agricultural Engineering from the University of Ibadan, Nigeria. He has also attended several Executive Management Development programmes in leading institutions including INSEAD, IMD and London Business School. He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), and a member of the Global Association of Risk Professionals (GARP), the Chartered Institute of Taxation of Nigeria (CITN) and the Chartered Institution of Bankers of Nigeria (CIBN). He is a Board Member of the Ogun State Security Trust Fund.

He joined the Board on November 25, 2021. He is a member of the Governance, Nomination and Remuneration Committee and the Audit Committee.

ROBERT MICHEAL YORWERTH GILES

Robert Giles is a seasoned banker, with a global career spanning over 20 years. Mr. Giles currently holds the position of Senior Banking Advisor, Retail Banking at Access Bank PLC (Lagos, Nigeria) where he is responsible for leading the development of the retail banking space at Access Banking Nigeria.

Mr. Giles has previously worked for Diamond Bank PLC (Lagos, Nigeria) where he was responsible for the development and performance management of the retail and SME lending business for the Group as well as managing assets with an excess value of \$350 million in addition to a fast-growing portfolio of over 1.2 million credit and debit cards.

During his time at Access Bank PLC, Mr. Giles has led the successful integration management of Access Bank and Diamond Bank to help form the continent's largest retail bank.

Mr. Giles holds a Bachelor of Science, Geography from the University of Birmingham where the focus of his studies was Statistics for Social Sciences and Economic Geography. He also holds a Postgraduate Diploma in Management from the University of Leicester Business School and has attended several Executive Management Development Programmes in leading institutions including London Business School, and the University of Pretoria.

He joined the Board on November 25, 2021. He is a member of the Risk Management and Compliance Committee and the Credit and Finance Committee.

PROFILE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

LYNDA MATAKA

Lynda Mataka holds an LLB degree, a Postgraduate Diploma in Legal Drafting and a Master's Degree in International Business Law (LLM). Through her extensive career, she has accumulated a broad range of experience and skills spanning the fields of Private and Civil law, Financial Services, International Investment, as well as Corporate Governance and Compliance. She has extensive experience in financial services, having served as the Secretary to the Financial Sector Development, inspector in the Non-Bank Financial Sector Supervision Department and Legal Counsel Advisory and spearheaded the review and analysis of financial sector Legislation to align with other related Acts, at the Central Bank of Zambia. She has also served as a Board member of Access Bank Zambia, for ten years.

Lynda was instrumental in the entrance of new banks into the Zambian market, where she was also involved in the incorporation of their respective companies and obtaining various requisite regulatory approvals. She has first-hand experience in providing legal advice to banks within the African market. She is currently a Non-Executive Director of Dangote Cement and Dangote Quarries (Zambia).

Mrs. Lynda Mataka was appointed by the Board as an independent Non-Executive Director of Access Bank Botswana Limited, with effect from July 25, 2022.