

NOTICE OF THE 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, **Monday, 16 November 2026**, at 10:00 am, 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.

Ordinary Resolutions

- To receive, consider and approve the Audited Financial Statements for the year ended December 31, 2025, together with the Auditor's report.
- To ratify the appointment of KPMG Botswana as the Bank's Statutory Auditors for the ensuing year.
- To approve the remuneration of Auditors, PricewaterhouseCoopers Botswana, for the financial year ended December 31, 2025.
- To approve the remuneration paid to the Directors of Access Bank Botswana Limited for the financial year ended December 31, 2025, in the amount of BWP4,124,250.00
- To reelect 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:
 - Mr Ogone Lekgotla Mothooagae
 - Mr Calistas Chijoro

/ The brief profiles of the Directors are attached.
- To ratify the appointment of new Independent Non-Executive Directors in accordance with Clause 25.4 of the Constitution:
 - Mr Mohamed Sajid Osman, who was appointed on March 2, 2026.
 - Mr Reetsang Willie Mokgatlhe, who was appointed on April 15, 2026.

/ The brief profiles of the Directors are attached.

Special Resolutions

To approve the proposed capital recall at a pro-rata reduction of capital by BWP 80 million, resulting in a revised capital of BWP 142, 479, 000 from BWP 222,479,000. Crucially, the transaction will maintain the same level of shareholding for the minority and majority shareholders. The total number of issued shares will remain at 725 million. The result will thus not be a dilution of any shareholders' holding, but rather a reduction of the common equity capital by BWP 80, 000, 000. The transaction is in accordance with the Banking Act 2023, the Companies Act 2007, the Constitution of the Bank and the Botswana Stock Exchange Listing Requirements.(Kindly refer to the accompanying circular)

All shareholders are entitled to attend and vote at the above-mentioned meeting and are entitled to appoint a proxy to attend, speak and vote in his/her/their stead. A proxy need not also be a Shareholder. Copies of the Annual Report and the Proxy Form are available on the Access Bank website <https://botswana.accessbankplc.com>. 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: 367 4400 /09/11/12
Contact person: Ambrosia Khupe / Tshepho Heather Baipaakanyi
Postal address: Private Bag 00417, Gaborone, Botswana

ANNEXURE TO THE NOTICE TO SHAREHOLDERS

PROFILES FOR DIRECTORS UP FOR RE-ELECTION:

a. MR. OGONE MOTHOOAGAE (INDEPENDENT NON-EXECUTIVE DIRECTOR)

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

Mr. Mothooagae is the Founder and CEO of Stencil Technologies, a role that sees him spearheading a Botswana-born regional software & technology services company. Holding a BEng. (Hons) in Software Engineering from the University of Manchester, equipped with PRINCE2 Practitioner credentials and recently having graduated from the Stanford Graduate School of Business's Seed Transformation Program, he is a seasoned business leader championing organizational transformation through technology enabled initiatives.

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

Mr. Mothooagae's transformative experience extends across diverse industries, from Financial Services, 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 US-Africa Summit and the Seamless Africa Fintech conference, among others. His 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, he plays a pivotal role in organizational governance, having served on several boards of directors, such as the Botswana Stock Exchange, Botswana Railways, and currently the Board Chairman of the Botswana Digital and Innovation Hub.

b. MR. CALISTAS CHIJORO (INDEPENDENT NON-EXECUTIVE DIRECTOR)

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

Mr. Chijoro 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 is also a graduate of the Standard Bank Executive Leadership Programme. Throughout his extensive career, Mr Chijoro 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, Mr. Chijoro 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.

He 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.

APPOINTED INDEPENDENT NON-EXECUTIVE DIRECTORS:

a. MR MAHOMED SAJID OSMAN (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr Mahomed Sajid Osman was appointed as an Independent Non-Executive Director of the Bank, with effect from March 2, 2026.

Mr Osman is a seasoned, highly motivated strategic leader with an elite track record in finance, audit and advisory services. He is a highly experienced Chartered Accountant with over 13 years' experience at two Big Four accounting firms, KPMG and Ernst & Young - in the United Kingdom and Botswana.

During his tenure with these global firms, Mr Osman gained extensive exposure across a broad range of industries, developing deep expertise in financial reporting, audit, advisory, transaction structuring and strategic finance. This experience has provided him with a strong technical foundation and a practical, commercially focused approach to complex business environments. Mr Osman's career has been characterized by active involvement in business development, stakeholder engagement, strategic growth initiatives and transaction structuring. He has a keen interest in building sustainable businesses, mergers & acquisitions, structuring value-enhancing transactions and fostering long-term collaboration with key stakeholders.

He completed his primary and secondary education in Botswana before pursuing tertiary studies abroad. Mr Osman holds a Bachelor of Commerce (Honours) in Accounting and Finance from the University of Birmingham, United Kingdom (1998), and an Executive MBA in International Management jointly awarded by Edinburgh University and École Nationale des Ponts et Chaussées (ENPC), Paris (2006). In addition, he has undertaken several executive and professional development programmes, including International Mergers & Acquisitions Expert (IM&A), Retail Forum for Senior Leaders at Harvard Business School, and Supply Chain Strategy and Management at the Massachusetts Institute of Technology (MIT).

Mr Osman is a Fellow Member of the Institute of Chartered Accountants of England and Wales (ICAEW) and the Botswana Institute of Chartered Accountants (BICA). He currently serves as the

Group Finance Director of Sefalana, where he oversees the Group's financial strategy, governance, reporting and overall financial management.

b. MR REETSANG WILLIE MOKGATLHE (INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr Reetsang Willie Mokgatlhe was appointed as an Independent Non-Executive Director of the Bank, with effect from April 15, 2026.

Mr Mokgatlhe is a well-seasoned and strategic leader with a global career spanning over 35 years. He is a holder of a Bachelor of Commerce (Accounting and Finance) Degree from the University of Botswana and Master of Science in Transport Economics from Cranfield Institute of Technology in the United Kingdom, complemented by specialized short courses.

Mr Mokgatlhe has held senior positions in various organizations and locations including Botswana, Namibia, South Africa and the Netherlands. He has extensive management experience across the aviation and petroleum industries, demonstrating strategic leadership and operational excellence in diverse international environments. Mr Mokgatlhe was the founding Managing Director of Botswana Oil Ltd, an organization tasked with security of supply and facilitation of citizen owned companies in the petroleum sector. He previously served as the Chief Executive Officer of Shell Namibia Ltd and Shell Oil Botswana and was the Government Relations Advisor for Africa at the Shell Group based in The Netherlands. In addition, Mr Mokgatlhe was the Chief Executive Officer for Air Botswana, achieving profitability in a complex industry.

Having served as Chairman and Director in multiple companies, including listed FAR Property Company, National Development Bank, Botswana Tourism Organization and Botswana Development Corporation, and current Chairman of Cresta Marakanelo Limited, together with his expertise in corporate governance, business development, finance and stakeholder engagement, Mr Mokgatlhe will bring a wealth of experience to the Board.

He currently serves as the Managing Director of Prax Botswana (Pty) Ltd, where he oversees the organization's strategy, governance, overall management and transition of the company.

