

# NOTICE OF THE 2025 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, June 30, 2025, at 10:00 am, or anytime thereafter for the purpose of transacting the following business:

**AGENDA:**

**Ordinary Resolutions**

1. To receive, consider and approve the Audited Financial Statements for the year ended December 31, 2024, 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, 2024, in the amount of BWP 4,265,806.00 (before VAT).
4. To approve the remuneration paid to the Directors of Access Bank Botswana Limited for the financial year ended December 31, 2024, in the amount of BWP 4,888,500.00.
5. To ratify the dividend declared from the profits of the audited financials for the period ended December 31, 2024, paid out on April 29, 2025, in the amount of BWP 5.90 per ordinary share.
6. 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:
  - 6.1. Mr John Bosco Sebabi
  - 6.2. Ms Lynda Mataka

The brief profiles of the Directors are attached.

7. To ratify the appointment of new Independent Non-Executive Director in accordance with Clause 25.4 of the Constitution:
  - 7.1. Mr Davis Tele, who was appointed on April 7, 2025.

The brief profile of the Director 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. 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

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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.

**PROFILES FOR DIRECTORS UP FOR RE-ELECTION:**

**MR. JOHN BASCO SEBABI (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

Mr. John Bosco Sebabi is the Deputy Chief Executive Officer of the Pan African Payment and Settlement System (PAPSS).

Mr. Sebabi holds a Msc in International Economics, Banking and Finance from Cardiff University, Cardiff, Wales (UK), a Bsc in Economics and an associate degree in economics from the National University of Rwanda and a certificate in Financial Programming and Policy from the IMF. Bosco 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 there prestigious Universities- Strathmore, Lagos and IESE business schools.

Mr. Sebabi is the former chairman of the Eastern and Southern African Trade and Development Bank-TDB (formerly, the PTA Bank), former chairman of the Rwanda Airports Company, former vice chairman of Cogebanque and to date serves on the Board of Bralirwa and Access bank Botswana.

Mr. Sebabi served as the Deputy Director General of the Rwanda Social Security Board in charge of funds management. Managing assets over \$1 Billion in value. He was the Chief Operating Officer 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. Prior to this, Mr. Sebabi was the Director General of the Operations Directorate at the National Bank of Rwanda where he had a successful career spanning 13 years. In this position, he was charged with the responsibility of providing executive leadership over three functions: currency and Banking operations management, payment systems and financial markets. At a regional level, Bosco was instrumental in the implementation of the Regional Payment and Settlement System (REPSS) of the COMESA region and the East African Payment System (EAPS) in the East African region.

Mr. Sebabi 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 Market Infrastructures.

#### **MS. LYNDA MATAKA (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

Lynda Mataka holds an LLB degree (Bachelor of Laws), 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 has held board-level leadership positions in several prominent institutions across diverse sectors. Her previous Directorships include serving on the boards of ZESCO, Access Bank Zambia, Access Bank Botswana, Dangote Cement Zambia, Dangote Quarries (Zambia), and the Energy Regulation Board. She currently sits on the boards of Airtel Zambia PLC and the Industrial Development Corporation (IDC).

Throughout 2024, Lynda served under the Board of the Bank as a member of the Governance Nomination and Remuneration Committee, and the Credit and Finance Committee. Lynda continues to serve under the same committees but as committee chair of the Credit and Finance Committee.

#### **APPOINTED INDEPENDENT NON-EXECUTIVE DIRECTORS:**

#### **MR DAVIES TELE (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

Mr Tele was appointment on 7 April 2025. Davis is a seasoned professional with over Fourteen years' experience as a professional accountant. He holds a Bachelor of Accountancy degree from the University of Botswana, a Master of Science (M.Sc.) in Accounting and Finance from Birmingham City University in the United Kingdom and is a fellow member of the Association of Chartered Certified Accountants (FCCA) and a fellow member of Botswana Institute of Chartered Accountants (FCPA).

He currently serves as Chief of Operations at the Botswana International University of Science and Technology (BIUST), where he is responsible for overseeing the implementation of the institution's financial and operational strategies. Prior to this role, Davis was the Acting Deputy Vice Chancellor - Finance and Administration at the same institution for the period between 1 December 2021 - 27 March 2024. In this role, he has overseen the implementation of several systems, structures and processes that improved organisational performance and efficiency. Amongst other core strategic duties, Davis has also served as Director of Financial Services at both BIUST and the University of Botswana, leading departmental business processes, re-engineering projects, financial planning and financial risk management functions.

His core strengths are implementing innovative solutions and leveraging data driven insights to enhance organisational performance. He uses his expertise to contribute to organisation's growth and success through effective leadership and measured strategic initiatives.

Beyond those, Davis has served in several boards including the Botswana Stock Exchange Limited (BSEL) where he served as the chair of the Finance and Audit Committee, a position he held immediately preceding his appointment to the Access Bank Botswana board. He has also previously served in the Central Securities Depository Limited Company of Botswana (CSDB) board where he also chaired the Finance and Risk Committee. He currently serves as a member of the Education and Training subcommittee at the Botswana Accountancy Oversight Authority (BAOA). Davis is passionate about financial literacy and mentoring young professionals on leadership. Mr Tele has been approved to serve as Audit Committee Chairperson.