

***Statutory Instrument No. 105 of 2025***

**BANKING ACT**  
(Act No. 8 of 2023)

**BANKING REGULATIONS, 2025**  
(Published on 15th August, 2025)

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**SCHEDULE**

IN EXERCISE of the powers conferred on the Minister responsible for Finance by section 109 of the Banking Act, the following Regulations are hereby made —

**PART I — *Preliminary***

**Citation**

1. These Regulations may be cited as the Banking Regulations, 2025.

**Interpretation**

2. In these Regulations unless the context otherwise requires —

“back-up capital” means any additional capital that a bank may be required to provide in case it is called upon by the Central Bank to increase the level of its capital during the course of business;

“liquid asset” has the same meaning as defined in the Act.

“merger” means at least two financial institutions combining to form a new legal entity, which may retain the identity of one of the financial institutions;

“risk-weighted assets” means the aggregated values of balance-sheet assets and off-balance sheet assets after adjustment for relative risks associated with the exposures in accordance with the Central Bank schedule of risk weights; and

“Tier 1 Capital” has the same meaning as “core capital” in the Act.

**PART II — *Licensing Requirements***

**Notice to unlicensed persons**

3. For purposes of section 7 (5) of the Act, where a person solicits for deposits or transacts banking business without a licence issued by the Central Bank, the Central Bank shall issue the person with a notice of cease and desist as set out in Annexure 1 in the Schedule.

**Application for banking licence**

4. (1) An application for a licence to transact banking business shall be made to the Central Bank in duplicate in Annexure 2 set out in the Schedule, and shall be accompanied by the following corporate documents and information —

(a) a certified copy of the applicant’s certificate of incorporation in Botswana;

(b) a description of the proposed capital funds of the applicant, the sources of such funds and the amount that has been paid in:

Provided that the initial minimum capital requirement shall be as follows —

(i) Commercial banks —

(aa) Tier 1 — the greater of P20 000 000 or 12.5 per cent of the risk-weighted assets and other risk-weighted exposures of a bank,

(bb) Tier 2 — the greater of P5 000 000 or 12.5 per cent of the risk-weighted assets and other risk-weighted exposures of a bank,

- (ii) Investment banks – the greater of P20 000 000 or 12.5 per cent of the risk-weighted assets and other risk-weighted exposures of a bank, and,
- (iii) Discount houses – the greater of P20 000 000 or 12.5 per cent of the risk-weighted assets and other risk-weighted exposures of a bank;
- (c) any proposed back-up capital and a declaration of its availability and accessibility by a bank in case of need;
- (d) the address at which the applicant proposes to do business;
- (e) the name under which the applicant intends to conduct banking business, which name shall not —
  - (i) resemble that of an existing bank or deposit-taking institution, or
  - (ii) be calculated to suggest falsely a special status in relation to the Government or any public body in or outside Botswana, or that the applicant enjoys the official support or patronage thereof;
- (f) details of the shareholding of the applicant;
- (g) ownership structure of the applicant;
- (h) an affidavit of each significant shareholder, director, principal officer and senior manager, stating any convictions, past or present involvement in a managerial function in an entity subject to insolvency proceedings, or personal bankruptcy filings, and such other verification that each of the above-mentioned persons and beneficial owner thereof is a fit and proper person as the Central Bank may require;
- (i) the business plan of the applicant over a period of five years from the start of the operations in Botswana, including scale of envisaged operations, any specialised services and financial projections;
- (j) such audited accounting and financial data as may be required by the Central Bank, including a statement of financial position of the applicant as at the date of application, or where the applicant is a business that is already in existence, within 90 days prior to the date of application;
- (k) in the case of an application by a foreign bank, a statement from the home supervisory authority of the applicant indicating —
  - (i) that it exercises consolidated supervision over the applicant,
  - (ii) that it has no objection to the proposed establishment of operations in Botswana by the applicant, and
  - (iii) prospects for local shareholders and if so, the amount of shares and percentage of local entity;
- (l) the name and curriculum vitae of the proposed directors, principal officer and senior management, with a clear indication of the particular responsibilities to be assumed by each officer;
- (m) a list of associate companies in or outside Botswana doing banking business or engaged in any financial undertaking such as insurance, brokerage, etc;
- (n) the proposed principal place and other places of business of the applicant in Botswana, and a schedule of any proposed branch and agency network;
- (o) in the case of an agent acting on behalf of a principal, a written authorisation by the principal; and

## Annual licence fee

- (p) any other information that the Central Bank may deem necessary to complete the assessment of the application.

(2) An applicant for a banking licence shall pay to the Central Bank a non-refundable fee of P15 000 for processing of the application.

5. (1) For purposes of section 10 (1) of the Act, where the Central Bank is satisfied that an applicant has met all the requirements for granting of a licence, it shall inform the applicant in writing, and the applicant shall pay an annual licence fee of P50 000.

(2) Where an applicant for a banking licence has paid the licence fee in accordance with subregulation (1), the Central Bank shall grant the applicant the licence on such conditions as may be specified by the Central Bank.

6. (1) A bank wishing to surrender its licence in accordance with the provisions of section 15 (4) of the Act shall apply to the Central Bank, in writing, and in accordance with Annexure 3 set out in the Schedule, stating in full, its reasons for the request.

(2) The Central Bank shall within 90 days of receipt of such application, inform the applicant, in writing, of its decision.

7. (1) For purposes of section 20 (3) of the Act, a bank or a deposit-taking institution that wishes to apply for permission to merge or acquire another bank or a deposit-taking institution shall furnish to the Central Bank, the application form in Annexure 4 set out in the Schedule, together with the following documents and information —

- (a) a copy of the agreement on the proposed merger or acquisition and any related transaction documents, including the shareholders' consent to the proposed merger;
- (b) certified board resolutions from each of the involved institutions, approving the proposed merger or acquisition;
- (c) audited financial statements of the past three years for all financial institutions involved in the merger or acquisition which meets the Central Bank's minimum disclosure requirements set out in section 32 of the Act, and a copy of consolidated accounts of institutions duly certified by an independent firm of auditors as at the date of application for approval;
- (d) a list of substantial changes to the statement of financial position, income statement and cash-flow statement since the date of the latest audited financial statements;
- (e) a statement of the purpose, nature, objectives, structure and financing arrangements of the merger or acquisition, including any plan to raise additional equity or debt for the merger or acquisition, as well as the capital structure of the resultant financial institution;
- (f) financial projections, including underlying assumptions for the projected financial statements for the first five years of operation after the merger or acquisition;
- (g) a detailed business plan of the resultant financial institution for the next five years;
- (h) a schedule of projected regulatory capital for the first five years of operation;
- (i) proposed details of shareholding structure, curriculum vitae of directors and senior management and their business affiliations;

## Surrender of licence

## Mergers, acquisitions and registration of controlling companies

- (j) corporate governance arrangements, including board and management committees that will come into existence, their composition, responsibilities and reporting obligations for the resultant financial institution;
- (k) the proposed branch network, including a proposed list of all offices that will be closed, retained as branches, including the head office;
- (l) a description of how the proposed merger or acquisition will meet the convenience and needs of the public;
- (m) the proposed arrangements regarding personnel policies, retrenchment, recruitment and redeployment of citizen employees;
- (n) a description of the integration of the operations of the constituent financial institutions;
- (o) evidence of the ability of the major shareholders of the resultant financial institution to provide additional capital should the resultant financial institution experience financial distress or inadequate capital to meet regulatory requirements;
- (p) due diligence covering all areas of any possible legal matters that may face the resultant financial institution;
- (q) the proposed date of commencement of the operation of the resultant financial institution;
- (r) the proposed organisational arrangement of the resultant financial institution showing functional units and reporting structures;
- (s) a letter of confirmation from the home supervisory authority if one of the merging or acquired financial institutions is a foreign institution, indicating approval of, or no objection to, the merger or acquisition;
- (t) a statement of commitment to observance of domestic banking legislation and any other relevant laws; and
- (u) a report showing an analysis of the likely effects of a proposed merger or acquisition on competition in the financial sector.

(2) In addition to the information required under subregulation (1), the Central Bank may call for any other information it deems necessary to complete the assessment of the application.

(3) An applicant for a merger or acquisition shall pay to the Central Bank a non-refundable fee of P15 000.

8. (1) For purposes of section 21 (1) of the Act, a bank that proposes to hold or transfer a significant or controlling interest, shall make an application to the Central Bank providing information specified in Annexure 5 set out in the Schedule.

(2) An applicant for transfer of significant or controlling interest shall pay to the Central Bank a non-refundable fee of P5 000.

### PART III — *Prudential Requirements*

9. (1) A bank shall, in accordance with section 22 of the Act, maintain 12.5 per cent of its risk-weighted assets as unimpaired capital. Capital requirements

(2) Notwithstanding the minimum prescribed capital requirements as set out in subregulation (1), the Central Bank shall have the power to impose a specific capital charge or limits on material risk exposures, which based on supervisory review, the Central Bank determines to be risks that have not been adequately transferred or mitigated by a bank.

(3) The Central Bank shall, in assessing the adequacy of capital of a bank, consider the risk profile and systemic importance of the bank and, subject to prevailing macroeconomic conditions and market performance, the Central Bank may set higher overall capital standard than the prescribed minimum capital adequacy ratio, including capital add-on to reflect the risk profile of any individual bank.

(4) A bank shall be required to adopt a forward-looking approach to capital management, including contingency arrangement to maintain or strengthen its capital position in times of stress as appropriate, to be approved by the Central Bank.

(5) For purposes of this regulation —

- (a) “assets or group of assets and other such exposures” means total risk weighted assets and other risk weighted exposures as notified by the Central Bank in a schedule of risk weights;
- (b) the calculations under paragraph (a) shall be presented in the Central Bank schedule of risk weights which shall be filled in by the bank and returned to the Central Bank within 10 days of the end of each calendar month; and
- (c) for purposes of calculations under paragraph (b), total risk weighted assets and other exposures that the Central Bank may determine from time to time shall mean total risk-weighted assets over a calendar month.

10. (1) The liquid asset requirement that applies to a bank shall be 10 per cent of total deposits and short-term liabilities and any other liquid funds that the Central Bank may introduce from time to time in line with best international practice.

(2) For purposes of section 25 (3) of the Act, a bank shall report to the Central Bank the liquid assets held by it as follows —

- (a) the monthly liquidity report which shall be submitted to the Central Bank within 10 calendar days of the end of each month;
- (b) the weekly liquidity report which shall be submitted by 9 am of the Monday following the week to which it relates; and
- (c) the daily liquidity report which shall be submitted by 9 am of the following day.

(3) The reports referred to in subregulation (2) shall be made in the format specified in the statutory return template or in such a template as may be determined by the Central Bank.

11. For purposes of section 27 of the Act, a bank shall submit to the Central Bank a report of its currency exposure in Annexure 6 set out in the Schedule.

12. (1) For purposes of section 28 (1) of the Act, a bank shall not extend direct or indirect, secured or unsecured credit to any person or group of interrelated persons, which equal to or exceeds 10 per cent of the unimpaired capital of a bank without the prior approval of a bank’s board of directors or a duly authorised sub-committee thereof.

(2) For purposes of section 28 (2) of the Act, a bank shall report monthly and, in the format specified in the statutory return template or as may otherwise be determined by the Central Bank, the level of its exposure to any person or a group of related parties that equals or exceeds 10 per cent of a bank’s unimpaired capital:

Liquidity management in banks

Foreign currency holdings

Limitations on large exposures and concentration of risks

Provided that a bank's aggregate large exposures shall not exceed 800 per cent of a bank's unimpaired capital.

(3) For purposes of section 28 (3) of the Act, a bank shall not directly or indirectly extend any credit which equals to or exceeds 30 per cent of its unimpaired capital without the prior approval of the Central Bank, and the excess of such large exposures shall be reduced to an amount less than 30 per cent of a bank's unimpaired capital within 12 months, as may be determined by the Central Bank.

13. (1) For purposes of section 29 (2) of the Act, the maximum unsecured amount of credit that a bank can make to a related party without the permission of the Central Bank shall be 10 per cent of a bank's Tier 1 capital.

Limitations on advances or credit

(2) For purposes of sections 29 (4) and 29 (5) of the Act, no bank shall extend, or allow to be outstanding to any of its directors or their related interests, facilities which in aggregate exceed one per cent of the Tier 1 capital of the bank without the approval of the majority of its board of directors.

(3) A bank may not extend or permit to be outstanding, to any related party, facilities which in aggregate exceed 25 per cent of the bank's unimpaired capital base, even where such facilities are secured by tangible security acceptable to the Central Bank.

14. A bank shall notify the Central Bank of the appointment of an external auditor under section 35 (1) of the Act by submitting a notice in Annexure 7 set out in the Schedule.

Notice of appointment of external auditor

15. For purposes of section 47 (6) of the Act, a bank applying for approval of appointment of a director or for a "no-objection" to the appointment of a principal officer or senior manager shall submit the information specified in Annexures 8 and 9 set out in the Schedule.

Fit and proper persons

16. A bank that intends to outsource its internal audit function in terms of section 56 (5) of the Act shall make an application to the Central Bank in Annexure 10 set out in the Schedule.

Application for permission to outsource internal audit function

#### **PART IV — *Permissible Activities for Classes of Banks***

17. (1) A commercial banking licence shall enable the holder to undertake conventional commercial banking business, including the following main activities —

Commercial banks

- (a) acceptance of deposits and savings for such maturity and amounts as may be determined from time to time by the board of a bank;
- (b) extension of credit, including loans, overdrafts, financial leasing, of short, medium and long-term maturities;
- (c) sale and purchase or placement of securities;
- (d) underwriting the issuance of securities by clients;
- (e) undertaking surety and issuing of bank guarantees of an obligation to be fulfilled in monetary terms;
- (f) sale and purchases of money market instruments on own account or on behalf of customers;
- (g) dealing in foreign exchange, option, futures, swaps and in transferable securities; and
- (h) such other conventional banking activities as may be approved by the Central Bank.

Discount houses

(2) A commercial bank shall not conduct non-banking business or acquire or hold shares in other financial institutions or any other company and, more generally, activities that could undermine safety of the depositors' funds, except as stated under sections 30 (2) and 30 (3) of the Act.

18. (1) A discount house shall be licensed to deal in short-term money market instruments readily convertible into cash.

(2) A discount house shall carry out the following activities —

- (a) acceptance of call deposits from financial institutions and other bona fide users of the financial system;
- (b) borrowing and repayment on demand of money against security;
- (c) investment in short-term money market instruments such as treasury bills, bankers' acceptances, negotiable certificates of deposit and other permitted instruments, as may be specified by the Central Bank; and
- (d) factoring and discounting of commercial papers.

(3) A discount house shall not engage in certain activities, including the following —

- (a) buying and selling of foreign exchange;
- (b) granting of loans to the public;
- (c) buying or selling of goods for other institutions or the general public, other than in accordance with bankers' acceptances; and
- (d) acquiring or holding of shares in other financial institutions or any other business, except as specified under section 30 (2) and (3) of the Act.

Investment banks

19. (1) An investment banking licence shall entitle the holder to carry out underwriting activities or brokering in the flotation of shares by publicly traded companies, as well as investment portfolio management services on behalf of pension funds, unit trusts, corporate and private individuals.

(2) Notwithstanding the main function of providing trade finance to corporate companies, an investment bank can undertake the following activities —

- (a) take short-term deposits for wholesale customers and private individuals in amounts of not less than P1 000 000;
- (b) acceptance of bills of exchange;
- (c) granting of medium and long-term loans to companies, public corporations and individuals for commercial purposes;
- (d) offering of suretyship and issuing of bank guarantees; and
- (e) providing professional advice, including arranging initial public offerings for corporates, general activities related to capital funding, mergers and acquisitions of other financial institutions.

(3) An investment bank shall not engage in the following activities —

- (a) acceptance of demand or savings deposits;
- (b) lending of money to security dealers to finance their investments;
- (c) maintenance of cash flow accounts or current accounts; and
- (d) provision of loans of less than one-year maturity.

Representative office

20. (1) A foreign bank may be granted a licence to establish a representative office in Botswana.

(2) A representative office licence shall only be granted to reputable international banking organisations headquartered in jurisdictions recognised by the Central Bank and assessed to be compliant with international standards for effective supervision of banks.

(3) A representative office shall not carry out traditional financial intermediation business and its activities shall be restricted to the following —

- (a) advertising, marketing and promoting business on behalf of the foreign parent bank;
- (b) agency services aimed at facilitating business transactions between domestic entities and the foreign parent bank; and
- (c) general administration and client serving on behalf of a foreign bank for clients resident in Botswana.

#### **PART V — *Voluntary Liquidation***

21. For purposes of section 7 (3) (a) of the Act, a bank proposing to voluntarily liquidate shall apply for voluntary liquidation as set out in Annexure 11 of the Schedule.	Appointment of liquidator under voluntary liquidation
22. For purposes of section 89 (2) of the Act, a bank undergoing voluntary liquidation shall pay all lawful claims and return all funds and property to the rightful owners within 90 days following authorisation of the liquidation by the Central Bank.	Rights of depositors and creditors
23. For purposes of section 90 (4) of the Act, abandoned funds or property shall be transferred to the Central Bank in accordance with Annexures 12 and 13 of the Schedule, respectively.	Distribution of assets
24. A bank that has been authorised by the Central Bank to enter into voluntary liquidation shall publish the voluntary liquidation in Annexure 14 set out in the Schedule.	Publication of voluntary liquidation

#### **PART VI — *Miscellaneous Provisions***

25. (1) For purposes of section 96 (1) (b) of the Act, abandoned funds shall be transferred to the Central Bank in accordance with Annexure 15 set out in the Schedule.	Abandoned funds and property
(2) For purposes of section 96 (8) of the Act, abandoned property shall be transferred to the Central Bank in accordance with Annexure 16 set out in the Schedule.	Recovery of administrative penalties
26. For purposes of section 106 (1) (a) of the Act, failure to make payment within 30 days shall result in additional penalties, being an accrual of 0.5 per cent per day of the outstanding amount.	Revocation of SI No. 73 of 1995
27. The Banking Regulations, 1995 are hereby revoked.	

## **SCHEDULE**

## Annexure 1 (reg. 3)

## **NOTICE OF CEASE AND DESIST TO UNLICENSED PERSONS**

To:  
**Name of unlicensed entity**

**Address:**

Telephone Number: ( )

It has come to the attention of the Central Bank that (name of entity) .....  
is engaging in or offering to engage in or holding yourself out as authorised to be engaged in  
the following activity(ies):

which require(s) licensing with the Central Bank in terms of the Banking Act.

In terms of Section 7 (5) of the Banking Act,.....  
(name of entity) is hereby notified to cease and desist from engaging, offering to engage in or holding yourself out as authorised to engage in the aforementioned activity with effect from the ..... {insert date}

Note that the following penalty(ies) may be imposed for failure to discontinue the stated activity:

Furthermore, note that failure to comply with this notice is an offence.

Signed at ..... [place] on this ..... [day] of ..... [month]  
of ..... [year]

Signature of duly authorised representative of the Central Bank .....

Full name of signatory .....

## Annexure 2 (reg. 4)

**APPLICATION FOR A LICENCE TO ESTABLISH A BANK**  
(To be submitted in duplicate)

The Governor  
Bank of Botswana  
Private Bag 00154  
Gaborone

1. I, the undersigned, acting as principal/promotor/in the capacity as duly authorised agent on behalf of..... (“the principal”), hereby apply for a banking licence under section 8 of the Banking Act, to establish a..... bank (specify class).
2. I submit with this application the documentation and a written statement containing the information prescribed by regulation 4 of the Banking Regulations.

**Applicant**

Date

**Applicant's address**

## Principal's address

**FOR OFFICIAL USE**

			<b>Status</b>
1	Application form		
2	Letter of comfort by applicant bank's authorised person	Annexure 1	
3	Principal officers/parent bank/controlling shareholders letter of comfort and consent	Annexure 2	
4	Consent by home supervisory authority	Annexure 3	
5	Prospective business plan covering a period of five years	Annexure 4	
6	Duly completed fit and proper application forms for the proposed senior management officials, board members and ultimate beneficial owners comprising the following: <ul style="list-style-type: none"> <li>(a) a notarized copy of the officers' valid passport (for foreign nationals);</li> <li>(b) a certified copy of a national identity card (for Botswana citizens);</li> <li>(c) an up-to-date and detailed curriculum vitae;</li> <li>(d) Copies of the officers' academic and professional certificates, which should be duly certified where the issuing authority is located within the Republic of Botswana or notarized if the certificates and other related documents are issued by foreign authorities;</li> <li>(e) Completed personal questionnaire for the officers;</li> <li>(f) Two passport-size photographs;</li> <li>(g) Police clearance report; and</li> <li>(h) Security-vetting form (to be collected from the Central Bank).</li> </ul>	Annexure 5	
7	Specimen "letter of authorisation" for the exchange of information between the Central Bank and the proposed bank's home supervisory authority and/or parent	Annexure 6	
8	Extract from the minutes of the board of directors meeting of the applicant bank	Annexure 7	
9	Extract from the minutes of the board of directors meeting of the applicant bank's principal, parent bank and/or controlling shareholders	Annexure 8	
10	Proposed name		
11	Nature of business		
12	Issued share capital		
13	Details of anticipated shareholding		
14	Company registration documents		
15	Financial reference		
16	Audited financial statements (if any)		
17	Processing fee		
18	Undertaking to provide back-up capital		

Annexure 3  
(reg. 6)

**NOTICE OF INTENTION TO SURRENDER A BANKING LICENCE**  
(For official use)

The Governor  
Bank of Botswana  
Private Bag 00154  
Gaborone

1. I, the undersigned, Chairperson/Principal Officer of....., duly empowered thereto, hereby wish to give notice of the intention to surrender a licence of the above-mentioned bank, which has been operating as .....  
This is in compliance with section 15 (4) of the Banking Act.
2. The surrender of the licence came about as per our board resolution number..... dated..... The reason(s) for surrendering the licence being  
.....  
.....
3. I submit with this notification, duly signed by me, the following annexures: -
  - (a) Schedule of deposits and other liabilities;
  - (b) Schedule, certified by the bank's external auditors, confirming that the bank's assets exceed liabilities;
  - (c) A list of the current board and principal officers together with both their current and forwarding addresses.
4. I, ....., on behalf of the board of directors of the bank hereby declare that all depositors' interests will be duly protected, and arrangements have been made, as stipulated hereunder (see annexure.....), to ensure that depositors' funds are fully repaid and/or safeguarded as indicated.
5. The process to wind up operations of the bank is expected to start from..... to..... as called for under section 15 (4) of the Banking Act, which states that the surrendering of the licence shall not take effect until not less than ninety days after the granting of the permission by the Central Bank.

.....  
**Chairperson/Principal Officer**

.....  
**Date**

**Annexure 4**  
*(reg. 7)*

**APPLICATION FOR PERMISSION TO MERGE/ACQUIRE A BANK**

The Governor  
Bank of Botswana  
Private Bag 154  
Gaborone

Dear Sir/Madam

1. I, the undersigned, agent duly authorised to do so by (name of Principal Officer) ..... hereby apply for a permission under Section 20 (3) of the Banking Act, to merge/acquire (name of bank) ..... bank.
2. I submit with this application information prescribed by Regulation 7 of Banking Regulations.

.....  
Applicant's Name

.....  
Date

.....  
Applicant's Signature

Applicant's Address

.....  
.....  
.....  
.....  
.....

.....  
Signature of Principal Officer

**Profile of applicant****1. Name of applicant**

.....

**2. Name under which the Applicant will trade if different from 1 above**

.....

**3. Legal status of applicant (i.e., limited company incorporated in Botswana, subsidiary of a company incorporated outside Botswana)**

.....

**4. Address of the applicant's registered office**

.....  
.....  
.....

**Telephone No.**

.....

**Fax No.**

.....

**5. Head Office if different from 4 above****Telephone No.**

.....

**Fax No.**

.....

**6. Address in Botswana for correspondence regarding the application.**

.....

**7. Designated person to whom all queries regarding this application must be directed.**

.....

## Proposal

(i) State and describe the proposed merger/acquisition to be undertaken in Botswana

(ii) Provide a 5-year detailed business plan for proposed merger/acquisition of bank.

## Ownership structure

(i) List all shareholders who directly or indirectly hold shares or other interest in the applicant bank, which represents 5 percent or more of the capital or voting rights.

Shareholder	Percentage of capital or voting rights	Date Appointed

(ii) List the names of the Board of Directors and Senior Management of applicant bank giving details of their areas of responsibility and date of appointment where applicable. Attach their curricula vitae and details of anticipated sub-committees.

Name	Responsibilities	Date appointed

(iii) Other than those listed on (i) and (ii) above, provide a list of people who are in a position to exercise significant influence in the applicant operations.

Name	Relationship	Percentage of capital rights	Date acquired

(iv) List names of the proposed senior managers and the principal officer, indicate their functional responsibilities in the merger/acquiring entity and attach their curricula vitae.

Name	Functional responsibility

(v) If the applicant is part of a Group, set out in an organogram the relationships within the Group showing percentage holdings.

(vi) Details of nature and activities of ultimate parent company.

(vii) Where applicable, provide financial information on ultimate and intermediate parent companies.

.....  
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.....

### Financial statements

(i) Where applicable, give the name, address and telephone number of the applicant's auditors, indicating the date of their appointment and the applicant's contact at the firm.

**C.1066**

Name	Address	Tel. No.	Contact person	Date appointed

- (ii) Attach a copy of the latest audited accounts. (attach audited accounts for previous 3 years or since business commenced).
- (iii) Financials (balance sheet, income statement and cashflow statements) as of a date that is within 90 days of the date that the application was submitted to Bank of Botswana.
- (iv) Have the accounts of the applicant carried a qualified audit report in any of the recent five years? If yes, provide details.

.....  
.....  
.....  
.....  
.....  
.....  
.....

- (v) Attach auditor's confirmation of the level of issued share capital.

**Regulatory status**

- (i) Has the applicant applied for regulatory approval in any other jurisdiction and been refused or withdrawn its application? If yes, provide full details.

.....  
.....
- (ii) Has the applicant been the subject of an investigation into allegations of misconduct or malpractice in connection with investment business or any financial services, or any business activities, or is it currently undergoing an investigation by any regulatory authority? If yes, provide full details.

.....  
.....  
.....  
.....
- (iii) Has the applicant, or a member of its staff, been censured or disciplined by any regulatory body, publicly or otherwise, because of its professional activities? If yes, provide full details.

.....  
.....  
.....  
.....

(iv) Has the applicant or any of its shareholders or any members of the same group ever had its authorisation revoked by a regulatory authority? If yes provide full details.

.....  
.....  
.....  
.....  
.....

(v) If the applicant is a foreign bank, provide a copy of the most recent full-scope on-site examination report and the most recent audit report, including management letter.

I declare that the information provided on this form is complete and accurate.

### Authorised signatory of the applicant bank

Name: .....

Position held: .....

Date: .....

Annexure 5  
(reg. 8)

**NOTICE OF INTENT TO HOLD OR TRANSFER A SIGNIFICANT OR  
CONTROLLING INTEREST IN A BANK**

**1. Form of Notice**

The original and two copies of the notice and all required information must be submitted to the Central Bank in writing. The notice must be signed by the significant shareholders, if natural persons, or by at least two authorised officers, if a legal person.

**2. Information Required**

The following is a list of information, which must be submitted to the Central Bank as part of the notice. Prior to making a determination on whether to object to a proposed transfer, the Central Bank may, by notice in writing, require additional information or documents.

- (a) Name of bank.
- (b) Type of equity transfer.
- (c) Date of the proposed equity transfer.

**PART A**

**2.1 For disposal of shareholding**

2.1.1 Name, address and telephone number of the significant shareholder.

2.1.2 As a result of the proposed equity transfer my shareholding in the bank will be reduced below the following level (select/tick one):

- 50 per cent
- 33 per cent
- 20 per cent
- 10 per cent

2.1.3 State the number of shares of the bank authorised and number of shares currently outstanding.

2.1.4 State the number and type of shares now held by the significant shareholder; number and type of shares to be disposed; and number and type of shares to be held following the disposition. Present each number as a percentage of the total shares outstanding at the bank.

2.1.5 State the sale price per share, and the total sale price. Provide the current book value per share and the current market value per share. Indicate the source and date of the market value information.

2.1.6 Identify each proposed acquirer. State the total number of shares to be transferred to each person, and as a percentage of the total shares of the bank.

2.1.7 Describe the proposed transfer in detail and provide copies of all agreements and documents related to the transfer of shares.

**PART B****2.2 For acquisition of shareholding**

2.2.1 Name, address and telephone number of the significant shareholder.

2.2.2 As a result of the proposed equity transfer, my shareholding in the bank will increase to, or exceed, the following level (select/tick one):

- \* 20 per cent
- \* 33 per cent
- \* 50 per cent

2.2.3 State the number of shares of the bank authorised and number of shares currently outstanding.

2.2.4 State the number and type of shares now held; number and type of shares to be acquired; and number and type of shares to be held following the acquisition. Present each number as a percentage of the total shares outstanding of the bank. Indicate whether, and how many, shares will be issued by the bank.

2.2.5 State the purchase price per share, and the total purchase price. Provide the current book value per share and the current market value per share. Indicate the source and date of the market value information.

2.2.6 Identify each transferor of shares proposed to be acquired. State the total number of shares to be acquired from each person, and as a percentage of the total shares of the bank.

2.2.7 Describe the proposed acquisition in detail and provide copies of all agreements and documents related to the acquisition, including all invitations or tender offers to shareholders.

2.2.8 Submit signed financial statements for the past three years, audited if available.

2.2.9 Provide complete information on the source of funds to be used for the acquisition.

Indicate the amount of funds required and the specific source(s) of funds.

- If assets will be sold, provide complete information on the proposed sale, including copies of pertinent documents.
- If funds will be borrowed, provide complete information on the loan including identification of the lender, amount to be borrowed, amount of the loan as a percentage of the total purchase price, collateral to be pledged, and all terms of the transaction. Specifically identify how the loan will be repaid. If dividends, salary or any other income from the bank are anticipated to be used to service the debt, provide complete details.

2.2.10. Identify all persons who would become “related persons” of the bank as a result of the proposed acquisition.

2.2.11. Describe the reason(s) for the proposed acquisition. If the acquisition will result in holding an interest in the bank of less than 50 per cent and if no material change to the operation, board of directors, senior management, or structure of the bank are planned, please state. Otherwise, describe general plans for the future operation of the bank.

Provide specific and complete information regarding the intention of the person (or persons acting in concert) making the acquisition to introduce significant changes in the bank, such as:

- sale of assets;
- merger with another bank or acquisition by other persons;
- material changes to the activities of the bank;
- changes in the board of directors or senior management of the bank;
- changes in the corporate structure of the bank.

2.2.12. If the acquisition will result in holding an interest in the bank of at least 50% (or less if the bank would become a subsidiary) or if material changes in the bank’s activity, board of directors, senior management, or structure are planned, then submit a five-year business plan.

Annexure 6  
(reg. II)

FOREIGN CURRENCY HOLDINGS

Reporting Bank:

FX-1: ANALYSIS OF FOREIGN EXCHANGE TRADING POSITION (in Pula Thousands)

1	2	3	4	5	6	7	8	9	10
Analysis by	Gross Spot	Gross Spot	Net Spot	Gross Forward	Gross Forward	Net Forward	Net	Net	Exchange
Currency	Purchases	Sales	Position	Purchases	Sales	Position	Long	Short	Rate
USD									
ZAR									
GBP									
EUR									
Other*									
							Total	Overall Trading Position	

(a) Individually list other currencies  
 (b) The overall trading position should be calculated by using the shorthand method, i.e., total of line 8, or 9, whichever is greater.  
 (An absolute number = not a ratio)

**Reporting Bank:**

**FX-2: OVERALL FOREIGN EXCHANGE POSITION (in Pula Thousands)**

ASSETS (long positions)		USD				ZAR		GBP		EUR		Other*		Total
1. Ledger Accounts														
(a) Foreign notes and coin														
(b) Due from bank balances														
(c) Loans														
(d) Other ledger accounts														
1a Total Ledger Accounts (sum of lines 1(a) thru (d))														
2. Total spot and forward contracts for the purchase of foreign change														
3. Total Assets/Purchases (sum of lines 1 and 2)														
<b>LIABILITIES (short positions)</b>														
4. Ledger accounts														
(a) Due to bank balances														
(b) Foreign currency deposits														
(c) Borrowings														
(d) Other ledger accounts														
5. Contingent Liabilities														
(a) Total spot and forward contracts for the sale of foreign exchange														
(b) Other														
6. Total Liabilities/Sales (sum of lines 4 and 5)														
7. Net Long Position														
8. Net Short Position														
9. Exposure as a Percentage of Unimpaired Capital														
10. Overall Position**														
11. Overall Position as a percentage of audited unimpaired capital														

\*List separately in the designated column other currencies in which the bank has a position which exceeds P50,000.

\*\* The overall position should be calculated by using the shorthand method, i.e., line 7 or 8, whichever is greater. (An absolute number – not a ratio)

Annexure 7  
(reg. 14)

**NOTICE OF APPOINTMENT OF AN EXTERNAL AUDITOR**

The Director  
Prudential Authority and Payments Oversight Department  
Bank of Botswana  
Private Bag 00154  
Gaborone

1. I,.....the undersigned Chairperson/Principal Officer of....., hereby declare that in accordance with the provisions of section 35 of the Banking Act, a resolution was passed at a board meeting of.....on.....(dd/mm/yyyy) to appoint .....(Name of audit firm) of .....(Address) as the external auditor of .....for the financial year ending.....(dd/mm/yyyy).
2. I submit with this notification duly signed, the following annexures:
  - (a) Board resolution;
  - (b) Engagement letter; and
  - (c) Approval of independent external auditors' questionnaire.

.....

.....

**Chairperson/Principal officer**

**Date**

Annexure 8  
(reg. 15)

**APPLICATION FOR APPOINTMENT OF A NEW DIRECTOR**

**Form of Notice**

The original and one signed official copy of the request shall be submitted to the Central Bank in English.

**Information Required**

1. Personal Questionnaire.
2. Name of contact person of the appointing bank, address and telephone number in Botswana.
3. Certified copy of the national identity card (*Omang*) if a citizen of Botswana; otherwise, certified copy of a passport indicating passport number, dates of issue and expiry and pages with personal details and photograph.
4. Business and professional history included in a detailed curriculum vitae.
5. Information as to whether the person is, or has ever been, a significant shareholder, director, or senior management official of any bank located anywhere in the world.
6. A list of all “related persons” who will be so designated if the person serves as a director of a bank.
7. Police clearance report/fingerprints.
8. Security Vetting Consent and Authorisation Form.
9. A certified copy of the resolution of the board of directors of a bank on the appointment of the person to the board of directors, which shall specifically state that the appointment is subject to the written approval of the Central Bank and the person shall not act in that capacity until approval of the Central Bank has been granted.

Annexure 9  
(regs. 15)

**NOTICE OF APPOINTMENT OF A SENIOR MANAGEMENT OFFICIAL**

**Form of Notice**

The original and one signed official copy of the request shall be submitted to the Central Bank in English.

**Information Required:**

1. Personal questionnaire.
2. Name of contact person of the appointing bank, address and telephone number in Botswana.
3. Certified copy of the national identity card (*Omang*) if a citizen of Botswana; otherwise, certified copy of a passport indicating passport number, dates of issue and expiry, as well as pages with personal details and photograph.
4. Business and professional history included in a detailed curriculum vitae.
5. Information as to whether the person is, or has ever been, a significant shareholder, director or senior management official of any bank located anywhere in the world.
6. A list of all "related persons" who will be so designated if the person serves as a senior management official of a bank.
7. Police Clearance report/fingerprints.
8. A board resolution confirming that the board of directors has evaluated the proposed new senior management official according to every criterion of the "fit and proper" assessment as maybe determined by the Central Bank and has determined that the person is "fit and proper" for the position of senior management official of a bank.

Annexure 10  
(reg. 16)

**APPLICATION FOR PERMISSION TO OUTSOURCE INTERNAL AUDIT  
FUNCTION**

The Director  
Prudential Authority and Payments Oversight Department  
Bank of Botswana  
Private Bag 00154  
Gaborone

1. I, the undersigned, Chairperson/Principal Officer of ..... ,  
duly empowered thereto, hereby wish to seek permission to outsource internal audit  
function, in compliance with section 56 (5) of the Banking Act.
  
2. I wish to seek permission to outsource audit assistance for the following  
activities.....  
.....  
.....
  
3. The reason(s) for outsourcing the internal audit assistance being.....  
.....  
.....
  
4. I submit with this application, duly signed the contract between .....  
..... and .....

.....  
**Chairperson/Principal Officer**

.....  
**Date**

Annexure 11  
(reg. 21)

**APPLICATION FOR APPROVAL FOR VOLUNTARY LIQUIDATION BY A BANK**

The Governor  
Bank of Botswana  
Private Bag 00154  
Gaborone

1. I, the undersigned, Chairperson/Principal Officer of....., duly empowered thereto, hereby wish to propose a voluntary wind up of the above-mentioned bank, which has been operating as..... This is in compliance with section 73 (3) (a) of the Banking Act.
2. The decision to wind up follows our board resolution number..... dated..... The reason(s) for voluntary liquidation being.....
3. I submit with this notification, duly signed by me, the following annexures:
  - (a) The resolution of the board of directors of the bank sanctioning the voluntary liquidation of the bank;
  - (b) An extract of the minutes of shareholders' meeting passing the resolution to voluntarily liquidation;
  - (c) A detailed plan, including the relevant time frame of the completion of voluntary liquidation in orderly manner;
  - (d) Confirmation from the directors, auditors and liquidators that the bank has ceased to carry on any banking business except in so far as may be required for the orderly liquidation of the bank;
  - (e) A balance sheet, as at the date of the commencement of the liquidation of the bank, submitted by the liquidator reflecting all exiting assets and liabilities;
  - (f) A certified listing of all unresolved, unsatisfied or undischarged complaints or legal actions the bank or instituted by the bank; and
4. I, ....., on behalf of the Board of Directors of the bank hereby declare that all depositor interests will be duly protected, and arrangements have been made, as stipulated hereunder (see annexure.....), to ensure that depositor funds are fully repaid and/or safeguarded as indicated.

.....  
Chairperson/Principal Officer

.....  
Date

Annexure 12  
(reg. 23)

## ABANDONED FUNDS

For purposes of section 90 (4) of the Banking Act the attached annexure regarding the format of submission of abandoned funds shall apply.

Full Name of Creditor/ Shareholder (surname first, titles last) <sup>1</sup>	Last Known Address	Contact Details	Amount Due	Omang or other ID Co. Reg. No	Date of Transfer to the Central Bank (dd/mm/yyyy) <sup>2</sup>	Date of Last Correspondence with Creditor/Shareholder (dd/mm/yyyy)	Comment

## Note:

1. Surname first/titles last – the name should start with the surname, followed by the first name and the title (e.g., Kgotsa Tona, Mr).  
No initials – names should be written in full (e.g., Tshipi Tlhapi and *not* T. Tlhapi).
2. dd/mm/yyyy – the date should be written in the British format starting with day, followed by month and the year in full (e.g., 25/07/2023).

### Annexure 13 (reg. 23)

## ABANDONED PROPERTIES

For purposes of section 90 (4) of the Banking Act the attached annexure regarding the format of submission of abandoned properties shall apply.

### Notes

1. Surname first/titles last – the name should start with the surname, followed by the first name and the titles (e.g., Kgotsa Tona, Mr).  
No initials – the names should be written in full (e.g., Tshipi Thapi and *not* T. Thapi).
2. dd/mm/yyyy – the date should be written in the British format starting with day, followed by month and the year in full (e.g., 25/07/2023).

Annexure 14  
(reg. 24)

**PUBLIC NOTICE OF VOLUNTARY LIQUIDATION**

1. This Notice is given in accordance with section 88 (b) of the Banking Act that .....*(name of a bank, address, country of incorporation)* is voluntarily closing its business operations. The Notice of the plan to liquidate has been submitted to the Bank of Botswana .....*(address of the Bank of Botswana)*.
  
2. Creditors should present claims for payment against the bank within 10 calendar days after the date of the final newspaper publication of this notice(dd/mm/yyyy) either by mail to *(e-mail address of a bank)* or in person to *(physical address)*.

## Annexure 15 (reg. 25 (I))

## ABANDONED FUNDS

For purposes of section 96 (1) (b) of the Banking Act, the attached annexure regarding the format of submission of abandoned funds shall apply.

Notes

1. Surname first/titles last – the name should start with the surname, followed by the first name and the titles (e.g., Kgotsa Tona, Mr).  
No initials – the names should be written in full (e.g., Tshipi Tlhapi and **not** T. Tlhapi).
2. dd/mm/yyyy – the date should be written in the British format starting with day, followed by month and the year in full (e.g., 25/07/2023).
3. The full name of the branch should be written and not the branch code (e.g., Francistown Branch and **not** 17).
4. Principal amount – the balance at last transaction.
5. Interest – interest accrued on the account after last transaction.
6. Deductions – all deductions made on the account after last transaction.
7. Total amount – principal amount + interest – deductions, that is, 4+5-6

Annexure 16  
(reg. 25 (2))

## ABANDONED PROPERTIES

For purposes of section 96 (8) of the Banking Act, the attached annexure regarding the format of submission of abandoned properties shall apply.

### Note:

1. Surname first/titles last – the name should start with the surname, followed by the first name and the titles (e.g., Kgotsa Tona, Mr).  
No initials – the names should be written in full (e.g., Tshipi Tlhapi and *not* T. Tlhapi).
2. The full name of the branch should be written and not the branch code (e.g., Francistown Branch and *not* 17).
3. dd/mm/yyyy – the date should be written in the British format starting with day, followed by month and then the year in full (e.g., 25/07/2023).

MADE this 31st day of July, 2025.

NDABA N. GAOLATE