



Press Announcement

FIRST NATIONAL BANK BOTSWANA LIMITED
(INCORPORATED IN THE REPUBLIC OF BOTSWANA
WITH LIMITED LIABILITY UNDER UIN BW00000790476)
(FNBB OR THE ISSUER)
BWP 3,000,000,000 MEDIUM TERM NOTE PROGRAMME

PRESS ANNOUNCEMENT IN RESPECT OF THE NOTEHOLDER EXTRAORDINARY GENERAL MEETINGS HELD ON 11TH JULY 2022 FNBB006, FNBB009, FNBB010 AND FNBB011 (UNLISTED)

This Press Announcement follows on from the Press Announcement released by the Issuer on the Botswana Stock Exchange Limited (BSEL)'s news service, X-News, on the 16th of May 2022 and the Notice to Noteholders calling and Extraordinary General Meeting (EGM) of Noteholders Noteholder in respect of each of FNBB006, FNBB009, FNBB010 and FNBB011 (Affected Notes) released on X-News on Friday 17th June 2022 in relation to the new Reference Rate MoPR to be substituted for the Bank Rate.

Results of the Extraordinary General Meeting of Noteholders of FNBB006 (EGM), held via Microsoft Teams link at 09:00a.m on Monday 11th July 2022.

40 Noteholders were represented, by proxy, with total holding of 99,840,000 which represented 89.05% of the FNBB006 Notes. FNBB006 Total holding in issue: 112,120,000

At the Extraordinary General Meeting of Noteholders of FNBB006 (EGM), held on Monday 11th July 2022, the following resolutions proposed at the meeting were approved by:

Resolution	Votes disclosed in percentage in relation to the total holding voted at the meeting		Votes disclosed in percentage in relation to the total holding in issue*	Total holding in issue*	Percentage of total holding in issue*
	In favour	Against			
EXTRAORDINARY RESOLUTION 1					
To approve the FNBB006 Amended and Restated Pricing Supplement, which is to be amended by substituting the Reference Rate from the Bank Rate to MoPR and providing for an adjusted Margin as outlined in the Notice to Noteholders dated 17th June 2022, with a Reset Date of 11 May 2022.	100%	0%	0%	99,840,000	89.05%

Results of the Extraordinary General Meeting of Noteholders of FNBB009 (EGM), held via Microsoft Teams link at 10:30a.m on Monday 11th July 2022.

21 Noteholders were represented, by proxy, with total holding of 103,310,000 which represented 81.76% of the FNBB009 Notes. FNBB009 Total holding in issue: 126,350,000

At the Extraordinary General Meeting of Noteholders of FNBB009 (EGM), held on Monday 11th July 2022, the following resolutions proposed at the meeting were approved by:

Resolution	Votes disclosed in percentage in relation to the total holding voted at the meeting		Votes disclosed in percentage in relation to the total holding in issue*	Total holding in issue*	Percentage of total holding in issue*
	In favour	Against			
EXTRAORDINARY RESOLUTION 1					
To approve the FNBB009 Amended and Restated Pricing Supplement, which is to be amended by substituting the Reference Rate from the Bank Rate to MoPR and providing for an adjusted Margin as outlined in the Notice to Noteholders dated 17th June 2022, with a Reset Date of 8th June 2022.	100%	0%	0%	103,310,000	81.76%

Results of the Extraordinary General Meeting of Noteholders of FNBB010 (EGM), held via Microsoft Teams link at 10:30a.m on Monday 11th July 2022.

36 Noteholders were represented, by proxy, with total holding of 185,912,000 which represented 94.47% of the FNBB010 Notes. FNBB010 Total holding in issue: 196,802,000

At the Extraordinary General Meeting of Noteholders of FNBB010 (EGM), held on Monday 11th July 2022, the following resolutions proposed at the meeting were approved by:

Resolution	Votes disclosed in percentage in relation to the total holding voted at the meeting		Votes disclosed in percentage in relation to the total holding in issue*	Total holding in issue*	Percentage of total holding in issue*
	In favour	Against			
EXTRAORDINARY RESOLUTION 1					
To approve the FNBB010 Amended and Restated Pricing Supplement, which is to be amended by substituting the Reference Rate from the Bank Rate to MoPR and providing for an adjusted Margin as outlined in the Notice to Noteholders dated 17th June 2022, with a Reset Date of 2 June 2022.	100%	0%	0%	185,912,000	94.47%

Results of the Extraordinary General Meeting of Noteholders of FNBB011 (EGM), held via Microsoft Teams link at 11:00a.m on Monday 11th July 2022.

10 Noteholders were represented, by proxy, with total holding of 109,800,000, which represented 93.25% of the FNBB011 Notes. FNBB011 Total holding in issue: 117,750,000

At the Extraordinary General Meeting of Noteholders of FNBB011 (EGM), held on Monday 11th July 2022, the following resolutions proposed at the meeting were approved by:

Resolution	Votes disclosed in percentage in relation to the total holding voted at the meeting		Votes disclosed in percentage in relation to the total holding in issue*	Total holding in issue*	Percentage of total holding in issue*
	In favour	Against			
EXTRAORDINARY RESOLUTION 1					
To approve the FNBB011 Amended and Restated Pricing Supplement, which is to be amended by substituting the Reference Rate from the Bank Rate to MoPR and providing for an adjusted Margin as outlined in the Notice to Noteholders dated 17th June 2022, with a Reset Date of 15th June 2022.	100%	0%	0%	109,800,000	93.25%

In light of the resolutions being duly passed at every Noteholder EGM, the Issuer and Trustee have proceeded to execute the Amended and Restated Pricing Supplement in respect of each Affected Note. These will be released on X-News on or about Friday 15th July 2022 and sent directly to Noteholders.

This press announcement is published in compliance with the Terms and Conditions in the Programme Memorandum dated 1st December 2011 in terms of the First National Bank of Botswana Limited BWP 3,000,000,000 (three billion Pula) Programme Memorandum and the Botswana Stock Exchange Debt Listing Requirements

Arranger 	Legal Advisor to the Issuer and Arranger
Sponsoring Broker 	Nominated Transfer Secretary