

Notice of Annual General Meeting



Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at Hilton Hotel, Gaborone, at 13h00 on Wednesday 6 November 2019, for the purpose of transacting the following business and considering and if deemed fit, passing, with or without modification, the following resolutions:

Agenda

Ordinary Business

- To read the notice and ascertain the presence of a quorum required in terms of the Constitution.
- Ordinary Resolution 1:**
RESOLVED THAT, the Audited Annual Financial Statements for the Year Ended 30 June 2019 together with Directors' and Auditors' Reports thereon be adopted.
- Ordinary Resolution 2:**
RESOLVED THAT dividends of 6 thebe per ordinary share declared on 6 February 2019 and 10 thebe per ordinary share declared on 16 August 2019, for the Financial Year Ended 30 June 2019 be approved as recommended by the Directors and the distribution be ratified thereof.
- Ordinary Resolutions 3 and 4**
RESOLVED THAT the following Directors of the Company who retire by rotation in terms of the Company's Constitution and being eligible and available, offer themselves for re-election be re-elected by way of separate resolutions:

Mr. J K Macaskill (Independent Non-Executive Director)
Mr. M W Ward (Independent Non-Executive Director)

It is recorded that Mrs. D A Kgosietsile retires as an Independent Non-Executive Director of the Company in terms of the Constitution and does not offer herself for re-election and will retire as a Director of the Company at the Annual General Meeting.

Biographical information of the directors to be re-elected is set out on pages 98-99 of the Annual Report. The Board recommends the re-election of these Directors.

- Ordinary Resolutions 5 and 6:**
To ratify the appointment of the following Directors of the Company:
Mr. B M Bonyongo
Mrs N B Lahri
Biographical information of the director is set out on page 98 of the Annual Report.
- Ordinary Resolution 6:**

RESOLVED THAT the annual fees of the Non-Executive Directors, as reflected below be approved for 2020:	Proposed 2020 fee (BWP)
First National Bank of Botswana Board	
Member	112 840
Chairperson	225 680
Audit committee	
Member	64 480
Chairperson	128 960
Risk Capital and Compliance Committee	
Member	64 480
Chairperson	128 960
Remuneration Committee	
Member	18 138
Chairperson	27 203

RESOLVED THAT the annual fees of the Non-Executive Directors, as reflected below be approved for 2020:	Proposed 2020 fee (BWP)
Directors' Affairs and Governance Committee	
Member	36 276
Chairperson	54 414
Credit Risk Committee	
Member	225 680
Chairperson	257 920
Policies & Frameworks Committee	
Member	51 584
Chairperson	51 584
Strategy	28 210
Training	48 360

- Executive directors and directors employed by the FirstRand Group do not receive fees as members of the Board.
 - Fees are based on an hourly rate and are reviewed annually in line with market norms and take into account the increased legislation and compliance requirements and increased workload.
 - Additional meetings called are paid at the rates agreed for the Board/Committees.
 - A contingent retainer of 50% of Board and Committee member fees are paid if a director is unable to attend a Board or Committee meeting through valid cause beyond control.
- Ordinary Resolution 7:**
RESOLVED THAT Deloitte be re-appointed as auditors of the company and authorise the Directors to determine their remuneration thereof.
 - To transact any other business which maybe transacted at an Annual General Meeting.

Voting and proxies

All holders of Ordinary Shares entitled to vote will be entitled to attend and vote at the Annual General Meeting.

A holder of shares who is present in person, or by authorized representative or by proxy shall have one vote on a show of hands and have one vote for every ordinary share held on a poll.

Each Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (none of whom need be a Shareholder of the Company) to attend, speak and subject to the Constitution of the Company vote in his/her/its stead.

The Annual Report and the form of proxy which sets out the relevant instructions for its completion can be found on the FNB Botswana website www.fnbbotswana.co.bw.

To be effective, a duly completed form of proxy must be received at the Transfer Secretaries, PricewaterhouseCoopers (Pty) Ltd, Plot 50371, Fairgrounds Office Park, and P O Box 294, Gaborone by not later than 12h00 on Monday 4 November 2019.

By Order of the Board

Sethunya T. Molodi
COMPANY SECRETARY