



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of shareholders of the Company will be held at Hotel 430 at 13h00 on Tuesday, 5 November 2024, for the purpose of transacting and considering the following business and if deemed fit, passing, with or without modification, the following resolutions:

Agenda

Ordinary business

1. To read the notice of AGM (notice) and ascertain the presence of a quorum required in terms of the Constitution.
2. **Ordinary resolution 1:**
RESOLVED THAT, the Audited Annual Financial Statements for the year ended 30 June 2024 together with directors' and auditor's reports thereon be adopted.
3. **Ordinary resolution 2:**
RESOLVED THAT dividends of 16 Thebe per ordinary share declared for the interim period, and 27 Thebe per ordinary share for the year ended 30 June 2024 be approved as recommended by the directors and the distribution be ratified thereof.
4. **Ordinary resolution 3 – 5:**
RESOLVED THAT the following directors retire by rotation in terms of the Company's Constitution and are eligible to offer themselves for re-election:
 - Mr Asad Petkar (Resolution 3)
 - Mr Massimo Marinelli (Resolution 4)
 - Ms Doreen Ncube (Resolution 5)
 Mr Petkar, Mr Marinelli and Ms Ncube, being eligible and available, offer themselves for re-election and shall be re-elected by way of separate resolutions (Resolution 3-5). Biographical information of the directors to be re-elected is set on pages 84 to 85 in the Integrated Report.
5. **Ordinary resolution 6:**
RESOLVED THAT the following Director retire in accordance with the terms of the Company's Constitution and does not offer himself for a for re-election on the basis that the Director has reached the maximum tenure as prescribed in the Company's Board Governance Framework.
 - Mr John Kienzley Macaskill (Resolution 6)

6. Ordinary resolution 7 – 9:

To ratify the appointment of the following Directors of the Company by separate resolutions:

- Ms Lee-Anne Van Zyl (Non-Executive Director) (Resolution 7)
- Ms Keneilwe Patricia Mere (Independent Non-Executive Director) (Resolution 8)
- Ms Pinkie Mothopeng-Makepe (Independent Non- Executive Director) (Resolution 9)

7. Ordinary resolution 10:

	Annual Retainer BWP	Annual Sitting Fee BWP	Total Proposed Annual Fees for 2025 BWP
RESOLVED THAT the annual fees of the Independent Non-Executive Directors as reflected below, be approved:			
First National Bank of Botswana Limited Board			
Member	156,000	124,800	280,800
Chairperson	312,000	249,600	561,600
Audit Committee			
Member	104,000	87,360	191,360
Chairperson	156,000	170,560	326,560
Risk and Capital Management Committee			
Member	N/A	70,720	70,720
Chairperson	78,000	141,440	219,440
Human Capital and Remuneration Committee			
Member	N/A	62,400	62,400
Chairperson	78,000	86,200	164,200
Directors' Affairs and Governance Committee			
Member	N/A	62,400	62,400
Chairperson	78,000	86,200	164,200
Board Credit Risk Committee			
Member	N/A	62,400	62,400
Chairperson	78,000	86,200	164,200
Board Compliance and Conduct Committee			
Member	N/A	62,400	62,400
Chairperson	78,000	86,200	164,200
Strategy	N/A	31,200	31,200

Additional information in respect of Ordinary Resolution 10

- i. Director Fees (Sitting, Retainer and Strategy) have been increased by an inflationary increase of 4%.
- ii. Executive Directors and Non-Executive Directors employed by the FirstRand Group do not receive fees as members of the Board.
- iii. Fees are reviewed annually in line with industry benchmarks and are approved at the AGM for the year ahead.
- iv. Board and Committee meeting fees are paid at a flat rate, with a premium rate for the Chairpersons.
- v. Sitting fees cover preparation and sitting for meetings.
- vi. All members of the Board (at a Main Board Level) are paid a retainer, with the Chairperson of the Board earning a premium retainer.
- vii. All Committee Chairpersons are paid a retainer relative to the complexity of each Committee.
- viii. Only members of the Audit Committee are paid a retainer.
- ix. The retainer covers retention for skill and expertise, round robin applications, ad hoc and special meetings, training, attendance of bank events, and engagement with Bank stakeholders.
- x. The retainer will be paid on a quarterly basis, at the beginning of each quarter.

8. Ordinary resolution 11:

RESOLVED THAT, as recommended by the Audit Committee of the Company, Ernst & Young be appointed as auditors of the Company for the period ending 30 June 2025 and that Directors be authorised to determine the remuneration of the auditors accordingly.

Additional information in respect of Ordinary Resolution 11

The remuneration of the Company's auditors is determined by the Audit Committee as per the Audit Committee Charter.

9. Ordinary Resolution 12:

RESOLVED THAT, the auditor's remuneration of P8 620 000 paid for the prior year's audit be and is hereby ratified.

10. To transact any other business which may be transacted at an AGM.

Voting and proxies

All holders of ordinary shares entitled to vote will be entitled to attend and vote at the AGM.

A holder of shares who is present in person, or by authorised 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 AGM 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 Integrated Report and 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, Central Securities Depository Company of Botswana, Plot 70667, 4th Floor, Fairscape Precinct, Fairgrounds Private Bag 00417, Gaborone by no later than 12h00 on 1 November 2024.

By order of the Board



Gaone Setlhake
Company Secretary

Form of proxy

For completion by holders of ordinary shares

(Registration number BW00000790476)
 (Incorporated in the Republic of Botswana)
 (FNBB or “the Company”)

**PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM.
 EXPRESSIONS USED IN THIS FORM SHALL, UNLESS THE CONTEXT
 REQUIRES OTHERWISE, BEAR THE SAME MEANINGS AS IN THE NOTICE
 TO SHAREHOLDERS OF FNBB ISSUED ON Monday, 14 OCTOBER 2024.**

For use at the Annual General Meeting (AGM) of shareholders of the Company to be held on Tuesday, 5 November 2024.

I/We _____
 (name/s in block letters)

of _____
 (Address) appoint (see note 2):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the Chairperson of the AGM, as my/our proxy to act for me/us at the AGM which will be held, in addition to considering the ordinary business, for the purpose of considering and if deemed fit, passing with or without modification, the resolutions to be proposed under the special business vote thereat and at each adjournment thereof, and to vote for or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name in accordance with the following instructions (see note 2):

	Number of ordinary shares		
	For	Against	Abstain
1. Ordinary Resolution 1			
2. Ordinary Resolution 2			
3. Ordinary Resolution 3			
4. Ordinary Resolution 4			
5. Ordinary Resolution 5			
6. Ordinary Resolution 6			
7. Ordinary Resolution 7			
8. Ordinary Resolution 8			
9. Ordinary Resolution 9			
10. Ordinary Resolution 10			
11. Ordinary Resolution 11			
12. Ordinary Resolution 12			

Signed at _____ on _____ 2024

Signature _____

Assisted by (where applicable)

Each shareholder is entitled to appoint one or more proxies (who need not be member/s of the Company) to attend, speak and vote in place of that shareholder at the AGM.

Please read the notes on the reverse side hereof.

Notes

For completion by holders of ordinary shares

1. A shareholder must insert the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "Chairperson of the AGM". The person whose name appears first on the form of proxy, and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorise the proxy to vote at the AGM as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the Chairperson, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution. A shareholder or his/her proxy is obliged to use all the votes exercisable by the shareholder or by his/her proxy.
3. Forms of proxy must be lodged at or posted to the Transfer Secretaries of the Company, Central Securities Depository Company of Botswana, Plot 70667, 4th Floor, Fairscape Precinct, Fairgrounds Private Bag 00417 Gaborone to be received before 12h00 on 1 November 2024.
4. The completion and lodging of this form will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
5. The Chairperson of the AGM may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.
6. An instrument of proxy shall be valid for the AGM as well as for any adjournment thereof unless the contrary is stated thereon.
7. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the shareholder, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the ordinary shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company not less than one hour before the commencement of the AGM or adjourned AGM at which the proxy is to be used.
8. The authority of a person signing the form of proxy under a power of attorney or on behalf of a company must be attached to the form of proxy unless the authority or full power of attorney has already been registered by the Company or the Transfer Secretaries.
9. Where ordinary shares are held jointly, all joint shareholders must sign.
10. A minor must be assisted by his/her guardian, unless relevant documents establishing his/her legal capacity are produced or have been registered by the Company.