

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at Avani Hotel, Gaborone, at 13h00 on Thursday 2 November 2017, 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

1. To read the 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 2017 together with Directors' and Auditors' Reports thereon be adopted.

3. Ordinary Resolution 2:

RESOLVED THAT dividends of 5 thebe per ordinary share declared on 3 February 2017 and 6 thebe per ordinary share declared on 11 August 2017, for the Financial Year Ended 30 June 2017 be approved as recommended by the Directors.

4. Ordinary Resolutions 3,4, and 5

RESOLVED THAT the following Directors of the Company who retire by rotation in terms of the Company's Constitution and being eligible, offer themselves for re-election be re-elected by way of separate resolutions:

Mr. M.W Ward (Independent Non-executive Director)

Mr. N.D Mokgethi (Independent Non-executive Director)

Mrs. D.A Kgosietsile (Independent Non-executive Director)

5. Ordinary Resolutions 6:

The repurchase and cancellation by the Company of 20 000 000 shares from the FNBB Employee Share Participation Scheme Trust, at a price per share that equates to the volume weighted average price of a share in the Company on the Botswana Stock Exchange for the 30 days up to and including the date of approval of this ordinary shareholder resolution. Refer to Insert Circular.

6. Ordinary resolution number 7:

RESOLVED THAT the annual fees of the ¹Non-Executive Directors, as reflected below be approved for the 2018:

	Proposed 2018 fees (BWP)
First National Bank Botswana Board	
Member	106 960
Chairperson	213 920
Audit committee	
Member	61 120
Chairperson	122 240
Risk Capital Management and Compliance Committee	
Member	61 120
Chairperson	122 640
Remuneration Committee	
Member	21 090
Chairperson	36 908

	Proposed 2018 fees (BWP)
Directors' Affairs and Governance Committee	
Member	34 380
Chairperson	55 362
Credit Risk Committee	
Member	210 900
Chairperson	210 900
²Policies & Frameworks Committee	
Member	48 896
Chairperson	48 896
Strategy	26 740
Training	34 380

- ¹ Executive Directors and Non-Executive Directors who are Executives of the FirstRand group do not receive fees as members of the Board and Sub-Committees.

- ² Due to extensive legislation and compliance requirements a Policies & Frameworks Committee has been established as an extension to the Risk Capital Management and Compliance Committee.

- ³ Additional meetings and ad hoc work are remunerated at the prescribed hourly rate set for the Board and individual Sub-Committees.

7. Ordinary Resolution 8:

RESOLVED THAT Deloitte and Touche be re-appointed as auditors of the company and authorise the Directors to determine the remuneration of the auditors.

8. 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 form of proxy for the Annual General Meeting, which sets out the relevant instructions for its completion, can be found on www.fnbbotswana.co.bw.

In order 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 Tuesday 31 October 2017.

By Order of the Board



Sethunya T. Molodi
COMPANY SECRETARY



FNB
First National Bank

how can we help you?