

# 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 Friday 2 November 2018, 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 2018 together with Directors' and Auditor's Reports thereon be adopted.
- Ordinary Resolution 2:  
RESOLVED THAT dividends of 5 thebe per ordinary share declared on 2 February 2018 and 9 thebe per ordinary share declared on 14 August 2018, for the Financial Year Ended 30 June 2018 be approved as recommended by the Directors and the distribution be ratified thereof.
- Ordinary Resolutions 3,4,5 and 6  
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. S Thapelo (Independent Non-Executive Director)*  
*Ms. D Ncube (Independent Non-Executive Director)*  
*Mrs. M Masire-Mwamba (Independent Non-Executive Director)*  
*Mr. J R Khethe (Non-Executive Director)*  
  
Biographical information of the directors to be re-elected is set out on pages 86 and 87 of the Annual Report
- Ordinary Resolutions 7 and 8:  
To ratify the appointment of the following Directors of the Company who were appointed during the course of the last financial year:  
  
*Mr. E D Letebele*  
*Mr. M G Davias*  
  
Biographical information of the directors to be re-elected is set out on pages 86 and 87 of the Annual Report
- Ordinary Resolution 9:

RESOLVED THAT the annual fees of the Non-Executive Directors, as reflected below be approved for 2019:	Proposed 2019 fees (BWP)
<b>First National Bank Botswana Board</b>	
Member	108 864
Chairperson	217 728
<b>Audit committee</b>	
Member	62 200
Chairperson	124 400
<b>Risk Capital Management and Compliance Committee</b>	
Member	62 200
Chairperson	124 400
<b>Remuneration Committee</b>	
Member	17 496
Chairperson	26 244

RESOLVED THAT the annual fees of the Non-Executive Directors, as reflected below be approved for 2019:	Proposed 2019 fees (BWP)
<b>Directors' Affairs and Governance Committee</b>	
Member	34 992
Chairperson	52 488
<b>Credit Risk Committee</b>	
Member	202 150
Chairperson	262 795
<b>Policies &amp; Frameworks Committee</b>	
Member	49 760
Chairperson	49 760
<b>Strategy</b>	27 216
<b>Training</b>	46 656

- 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 10:  
RESOLVED THAT Deloitte be re-appointed as auditors of the company and authorise the Directors to determine the remuneration of the auditors.
- 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, is annexed hereto.

To be effective, a duly completed form of proxy must be received at the Transfer Secretaries, Price-waterhouseCoopers (Pty) Ltd, Plot 50371, Fairgrounds Office Park, and P O Box 294, Gaborone by not later than 12h00 on Wednesday 31 October 2018.

By Order of the Board



**Sethunya T. Molodi**  
COMPANY SECRETARY



**FNB**  
First National Bank

how can we help you?