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

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 2018 together with Directors’ and Auditor’s Reports thereon be adopted.

3. 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.

4. 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.

5. 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.

6. Ordinary Resolution 9:
   RESOLVED THAT the annual fees of the Non-Executive Directors, as reflected below be approved for 2019:

<table>
<thead>
<tr>
<th>Directors’ Affairs and Governance Committee</th>
<th>Proposed 2019 fees (BWP)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Member</td>
<td>34 992</td>
</tr>
<tr>
<td>Chairperson</td>
<td>52 488</td>
</tr>
</tbody>
</table>

   | Credit Risk Committee                      |                           |
   | Member                                     | 202 160                  |
   | Chairperson                                | 262 795                  |

   | Policies & Frameworks Committee            |                           |
   | Member                                     | 49 760                   |
   | Chairperson                                | 49 760                   |

   | Strategy                                   |                           |
   |                                           | 27 216                   |

   | Training                                   |                           |
   |                                           | 46 656                   |

   1. Executive directors and directors employed by the FirstRand Group do not receive fees as members of the Board.
   2. 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.
   3. Additional meetings called are paid at the rates agreed for the Board/Committees.
   4. 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.

7. 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.

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 our website: www.fnbbotswana.co.bw

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