



# NOTICE OF ANNUAL GENERAL MEETING FOR FIRST NATIONAL BANK OF ESWATINI LIMITED

Notice is hereby given that an Annual General Meeting (AGM) of First National Bank of Eswatini Limited for the year ended 30 June 2024 will be held at FNB Head Office, Ezulwini at 12:00 noon on 01 November 2024. The purpose of the AGM is to consider and, if deemed fit, pass the following resolutions with or without modification:

1. To approve the Minutes of the Annual General Meeting held on 10 November 2023.
2. To receive, consider and adopt the Audited Annual Financial Statements for the year ended 30 June 2024, together with the related Reports of the Directors and Independent External Auditors. The Audited Financial statements of First National Bank of Eswatini for the year ended 30 June 2024 are signed and issued as at 10 October 2024. These Audited Annual Financial Statements are final and succeed all other financial information that may have been made available previously. Management confirms that there are no material changes between the previously issued financial information and these audited financial statements.
3. To note and confirm an interim dividend of 63.53 cents per share totalling E E84,491,859 for the six-month reporting period ended 31 December 2023, and a final dividend of 71.21 cents per ordinary share, amounting to E94,710,658 for the financial year ended 30 June 2024. Therefore, 134.74 cents per ordinary share, amounting to E179,202,517 has been declared out of the income reserves of the Company for the 12 months ended 30 June 2024.
4. To note and confirm the retirement of Mr Dennis Mbingo, as executive director of First National Bank of Eswatini Limited, following his redeployment by FirstRand Group, effective 31 December 2024. To also note that Mr Dennis Mbingo is stepping down as the Chief Executive Officer.
5. To note and confirm the appointment of Mr Thokozani Dlamini as executive director of First National Bank of Eswatini Limited, effective 04 November 2024. To also note the appointment of Mr Thokozani Dlamini as the Chief Executive Officer of First National Bank of Eswatini Limited, effective 01 January 2025, and his curriculum vitae has been included in the resolutions.
6. To note and confirm the appointment of Ms E Arden, an independent non-executive director as the chairperson of the Audit Committee, and her curriculum vitae has been included in the resolutions.
7. To also note and confirm the retirement of Ms S de Sousa as an independent non-executive director from the Board of First National Bank of Eswatini Limited, effective 31 August 2024.
8. To note in terms of Article 21.1 of the Company's Articles of Association, that Mr JV Ndlangamandla, Mr DE Wright, and Dr JM Gule retire by rotation as Directors, and being willing and eligible, respectively offer themselves for re-election and their abridged curricula vitae have been included in the resolutions.
9. To note and confirm the re-appointment of Mr JV Ndlangamandla, an independent non-executive director, Mr DE Wright, an independent non-executive director and Dr JM Gule, an independent non-executive director.
10. To approve the non-executive directors' fees increase of 4.7% with effect from 01 January 2025.
11. To authorise the Board of Directors to appoint external independent Auditors for the ensuing year and to determine the remuneration of the company's Auditors.

A member entitled to attend and vote is entitled to appoint a proxy to attend, speak, and vote on their behalf. Proxy forms should be forwarded to the Company Secretary or the office of the Transfer Secretaries on or before 12:30 pm on Thursday, 31 October 2024.

By Order of the Board

H Msibi  
Company Secretary

#### Auditors



PricewaterhouseCoopers  
Rhus Office Park  
Karl Grant Street  
Mbabane

#### Sponsoring Broker



3<sup>rd</sup> Floor,  
Fincorp Building  
Cnr Gwamile & Dabede Street  
Mbabane

#### Transfer Secretaries



SNG Grant Thornton Eswatini  
Proprietary Limited  
Umkhiwa House  
Lot 195 Karl Grant Street  
Mbabane