

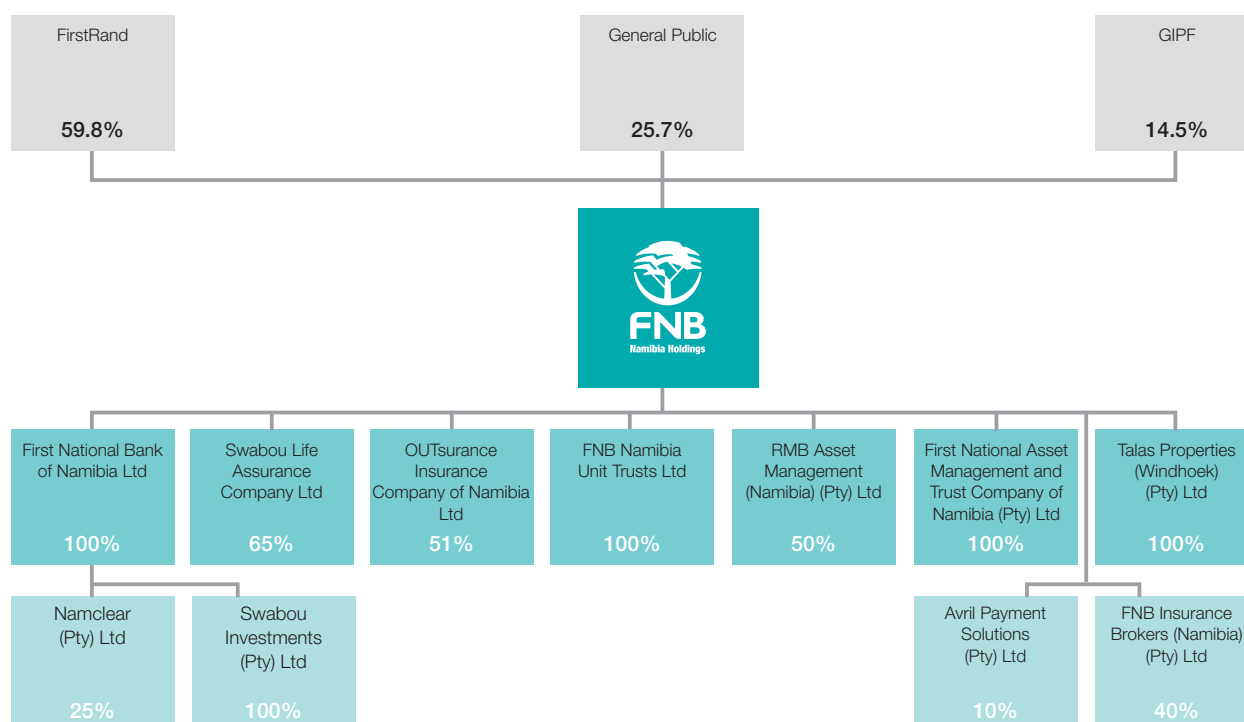
# Shareholder's information

Shareholders' diary	150
Group structure of FNB Namibia group	151
Group corporate information	151
Share analysis - ordinary shares	152
Notice of annual general meeting	153
Form of proxy	155

## Shareholders' diary

Financial year-end	30 June
Declaration of final dividend	19 August 2009
Announcement of results	16 September 2009
Publication of annual financial statements	17 September 2009
Last record date	2 October 2009
Payment of final dividend	28 October 2009
Annual general meeting	25 November 2009
Publication of interim results	February 2010
Declaration of interim dividend	February 2010
Payment of interim dividend	April 2010

## Group structure of FNB Namibia group



## Group corporate information

Company name	Holding %	Registration No
FNB Namibia Holdings Ltd		88/024
Avril Payment Solutions (Pty) Ltd	10	2002/580
First Finance (Pty) Ltd	100	2002/058
First National Asset Management and Trust Company of Namibia (Pty) Ltd	100	91/125
First National Bank Nominees Namibia (Pty) Ltd	100	96/138
First National Bank of Namibia Ltd	100	2002/0180
FNB Insurance Brokers (Namibia) (Pty) Ltd	40	78/02244/07
FNB Namibia Unit Trusts Ltd	100	89/485
Namclear (Pty) Ltd	25	97/004
Namibia Properties Investment (Pty) Ltd	100	2003/0645
OUTsurace Insurance Company of Namibia Ltd	51	89/524
RMB Asset Management (Namibia) (Pty) (Ltd)	50	2003/781
Sunrise Properties (Pty) Ltd	100	88/065
Swabou Investments (Pty) Ltd	100	94/081
Swabou Life Assurance Company Ltd	65	91/369
Talas Properties (Windhoek) (Pty) Ltd	100	282/68

## Share analysis - ordinary shares

Range of shareholders	Shareholders		Shares held	
	Number	%	Number	%
1 - 999	1 094	42.8	406 015	0.2
1 000 - 1 999	412	16.1	531 579	0.2
2 000 - 2 999	191	7.5	463 360	0.2
3 000 - 3 999	87	3.4	293 246	0.1
4 000 - 4 999	51	2.0	222 921	0.1
5 000 - 9 999	214	8.4	1 435 441	0.5
over 10 000	507	19.8	264 240 688	98.7
	2 556	100.0	267 593 250	100.0

Stock exchange performance	2009	2008
Share price (cents)		
- high for the year	1 180	996
- low for the year	996	792
- closing price per share	1 180	996
Number of shares traded (000's)	12 034	1 549
Value of shares traded (N\$ '000's)	140 509	14 357
Number of shares traded as percentage of issued shares (%)	4.49	0.58

Category	Shareholders		Shares held	
	Number	%	Number	%
Corporate bodies	29	1.1	165 665 344	61.9
Nominee companies	7	0.3	75 980 948	28.4
Private individuals	2 500	97.8	15 793 565	5.9
Trusts	20	0.8	10 153 393	3.8
	2 556	100.0	267 593 250	100.0

Analysis of major shareholders	Number of shares	% of issued shares
FirstRand Bank Holdings Limited	159 914 144	59.8
Government Institutions Pension Fund*	38 921 371	14.5
Standard Bank (Namibia) Nominees (Pty) Ltd	27 232 295	10.2
CBN Nominees (Pty) Ltd	7 051 399	2.6
FNB Employee Share Incentive Trust	8 698 667	3.3
Sovereign Capital (Pty) Ltd	3 559 517	1.3
Chappa'ai Investments Forty Two (Pty) Ltd	1 884 509	0.7

\* All Government Institutions Pension Fund shares are held by Standard Bank (Namibia) Nominees (Proprietary) Limited.

FirstRand Bank Holdings Limited, Standard Bank (Namibia) Nominees (Proprietary) Limited and Government Institutions Pension Fund are the only shareholders who beneficially hold more than 5% of the issued ordinary shares in the Company. The nominee companies mentioned above are registered shareholders in the Company, but hold the shares on behalf of other beneficial owners.

Only 2 issued preference shares were in existence at 30 June 2009 (2008: 2). These preference shares were issued to RMB-SI Investments (Proprietary) Limited to facilitate a structured insurance transaction with OUTsurance Insurance Company of Namibia Limited.

# Notice of annual general meeting

Notice is hereby given that the twenty-second (22nd) Annual General Meeting of the shareholders of the Company will be held in the Boardroom, 4th Floor, First National Bank Building, 209 Independence Avenue, Windhoek, on 25 November 2009 at 15:00 for the following business:

## 1. Ordinary resolution number 1

RESOLVED THAT the minutes of the previous annual general meeting be and hereby are approved.

## 2. Ordinary resolution number 2

RESOLVED THAT the annual financial statements for the year ended 30 June 2009 be adopted.

## 3. Ordinary resolution number 3

RESOLVED THAT the final dividend declared on 19 August 2009 of 28 cents per ordinary share be and hereby is approved.

## 4. Ordinary resolution number 4

To ratify the appointment of the director who was appointed during the course of the year and who retires in terms of the Company's Articles of Association and being eligible, offers himself for re-election:

Mr. CJ Hinrichsen

## 5. Ordinary resolution number 5

To approve the appointment of the under mentioned directors who retire in terms of the Company's Articles of Association and who, being eligible, offer themselves for re-election:

5.1 Ms. Il Zaamwani-Kamwi;

5.2 Mr. JK Macaskill; and

5.3 Mr. HD Voigts

Brief curricula vitae of the directors appear after this notice.

## 6. Ordinary resolution number 6

RESOLVED THAT all the ordinary shares required for the purpose of carrying out the terms of the FNB Employee Share Incentive Scheme ("the scheme") be and are hereby specifically placed

under the control of the Trustees of the scheme, who are hereby authorised and shall have the power to allot and issue those shares as they become required for the purposes of carrying out and giving effect to the terms of the scheme.

## 7. Ordinary resolution number 7

RESOLVED THAT all the authorised but unissued shares in the capital of the Company be and are hereby placed under the direct control of the directors who are hereby authorised to allot or issue shares on such terms and such conditions as they deem fit, subject to the provisions of the Companies Act {Act 61 of 1973, as amended ("the Act")}, the Articles of Association of the Company and the Listings Requirements of the Namibian Stock Exchange ("NSX"), which provide, inter alia, that:

- such issue of shares shall not in the aggregate exceed 10% of the Company's shares in issue; and
- the resolution for the issue of shares must be approved by a 75% majority of votes cast in favour of such resolution.

## 8. Ordinary resolution number 8

RESOLVED THAT Deloitte & Touche be reappointed as auditors of the Company and authorise the directors to determine the remuneration of the auditors.

## 9. Ordinary resolution number 9

RESOLVED THAT the remuneration of the directors as set out in note 6 to the annual financial statements for the year ended 30 June 2009 be approved.

## 10. Ordinary resolution number 10

RESOLVED THAT any one or more of the directors selected by the board of directors be and are authorised to do all such things, sign all such documents, procure the doing of all such things and the signature of all such documents as may be necessary or incidental to give effect to all of the resolutions proposed and passed at which this resolution is proposed.

## Voting

All holders of FNB Namibia Holdings Ltd shares will be entitled to attend and vote at the annual general meeting. On a show of hands, every holder of FNB Namibia Holdings Ltd shares who is present in person, or in the case of a company, the representative appointed in terms of section 188 of the Companies Act, shall have one vote.

On a poll, the holders of ordinary shares present in person or by proxy will each be entitled to one vote for every ordinary share held.

## Proxies

Each member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (none of whom need be a member of the Company) to attend, speak and, on a poll, to vote in his/her stead.

The form of proxy for the annual general meeting, which sets out the relevant instructions for its completion, accompanies this notice and may also be obtained on request from the transfer secretaries of the Company.

In order to be effective, duly completed forms of proxy must be received at the office of the transfer secretaries of the Company by no later than 15:00 on Monday, 23 November 2009.

By order of the board FNB Namibia Holdings Limited.



**Yamillah Katjirua**  
Company Secretary  
16 September 2009

### Registered office

First National Bank Building  
209 Independence Avenue  
P O Box 195, Windhoek, Namibia

### Transfer secretaries

**Transfer Secretaries (Proprietary) Limited**  
Shop 8, Kaiserkrone Centre, Post Street Mall  
P O Box 2401, Windhoek, Namibia

## Curricula vitae of the directors

### Mr C J Hinrichsen

Date of birth: 9 May 1943

Independent Non-executive Director

Appointed: March 2009

BA, LLB (Wits), BA Honours (UNISA),

Admitted Legal Practitioner

**Directorships:** Candida (Pty) Ltd, Tovsorel Investments (Pty) Ltd, Bismark (Pty) Ltd, Aussspannplaza Investments No. 4 (Pty) Ltd

**Trusteeships:** Namibia Legal Practitioners Trust, Goreangab Trust

### Ms Il Zaamwani-Kamwi

Date of birth: 11 November 1958

Independent Non-executive Director

Appointed: January 2000

LLB (Hons) - London; LLM - Dundee

**Directorships:** FNB Namibia Holdings Ltd, First National Bank of Namibia Ltd, Namdeb Diamond Corporation (Pty) Ltd (CEO), Namdeb Property (Pty) Ltd, NamGem Diamond Manufacturing (Pty) Ltd, Diamond Board of Namibia, Fishcor and Seaflower Lobster, NOSA Namibia, Zantang Investments (Pty) Ltd, UNAM Council, Namibia Nature Foundation, Namibia Institute of Mining and Technology, Chamber of Mines Council, Junior Achievement Namibia, Vocational and Training Board, Namibia Chamber of Commerce & Industry, NABCOA, XNET Trust Fund

### Mr JK Macaskill

Date of birth: 07 March 1950

Non-executive Director

Appointed: March 2003

BCom (BEM) - University of Pretoria;

CAIB / AEP - UNISA

**Directorships:** FNB Namibia Holdings Ltd, First National Bank of Namibia Ltd, First National Bank of Swaziland Ltd, First National Bank of Botswana Ltd, First National Bank of Lesotho Ltd, Celpay Holdings Ltd

### Mr H-D Voigts

Date of birth: 26 March 1938

Independent Non-executive Chairman

Appointed: February 1988

**Directorships:** FNB Namibia Holdings Ltd (Chair), First National Bank of Namibia Ltd (Chair), FNB Foundation, Swakop Textiles (Pty) Ltd, The Automobile Association of Namibia, Wecke & Voigts Investments (Pty) Ltd, Wecke & Voigts (Pty) Ltd, Windhoek Uitspan Sentrum (Edms) Bpk

# Form of proxy

**FNB Namibia Holdings Limited**  
 (Incorporated in the Republic of Namibia)  
 (Registration number: 88/024)  
 (Share code: FNB) (ISIN: NA 0003475176)  
 ("the Company")

I / We \_\_\_\_\_ (name in full)  
 being the holder(s) of \_\_\_\_\_ ordinary shares in the Company do hereby appoint:

1. \_\_\_\_\_ or failing him / her
2. \_\_\_\_\_ or failing him / her
3. the chairman of the annual general meeting,

as my/our proxy to act for me/us at the annual general meeting (as the case may be) which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof and to vote on such resolution in respect of the shares in the issued capital of the Company registered in my/our name/s in accordance with the following instructions (see note):

	For*	Against*	Abstain*
1. Ordinary resolution 1: Approval of minutes of the previous annual general meeting			
2. Ordinary resolution 2: Adoption of annual financial statements for 30 June 2009			
3. Ordinary resolution 3: Approval of final dividend declared			
4. Ordinary resolution 4: Ratification of the appointment of director: CJ Hinrichsen			
5. Ordinary resolution 5: Election of directors			
5.1 Ms Zaamwani-Kamwi;			
5.2 Mr JK Macaskill; and			
5.3 Mr H-D Voigts			
6. Ordinary resolution 6: FNB Employee Share Incentive Scheme			
7. Ordinary resolution 7: Control of unissued shares			
8. Ordinary resolution 8: Re-appointment of auditors			
9. Ordinary resolution 9: Approval of directors' remuneration			
10. Ordinary resolution 10: Authority to sign documents			

\* Insert an X in the appropriate spaces above to indicate how you wish your votes to be cast. However, if you wish to cast your votes in respect of less than all of the shares that you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Signature \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

Each member is entitled to appoint one or more proxies (none of whom need be a member of the Company) to attend, speak and, on a poll, vote in place of that member at the annual general meeting.

# Notes

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialed by the member. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of ordinary shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of the member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the member or by the proxy.
3. Forms of proxy must be received at the Company's transfer secretaries, Transfer Secretaries (Proprietary) Limited, Shop 8, Kaiserkrone Centre, Post Street Mall (PO Box 2401) Windhoek, Namibia by no later than 15:00 on Monday, 23 November 2009. Alternatively, forms of proxy may be sent to the Company's transfer secretaries by way of telefax (+264 61 248531), provided that such telefaxes are received by the transfer secretaries by no later than 15:00 on Monday, 23 November 2009.
4. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the chairman of the annual general meeting.
6. Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
8. The chairman of the annual general meeting may reject or accept a form of proxy which is completed and/or received, other than in accordance with these notes, if the chairman is satisfied as to the manner in which the member wishes to vote.
9. Where there are joint holders of ordinary shares:
  - i. any one holder may sign the form of proxy;
  - ii. the vote of the senior (for that purpose seniority will be determined by the order in which the names of the member appear in FNB Namibia Holdings Ltd's register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/s of the other joint shareholder/s.