Basel Pillar 3
Annual Disclosure

For The Year Ended 30 June 2024

Table of Contents

Basel Pillar 3 Disclosure

For The Year Ended 30 June 2024

1. OVERVIEW OF RISK MANAGEMENT PROCESSES

Introduction

First National Bank of Botswana Limited (FNBB or the Bank) is a subsidiary of FirstRand EMA Holdings (Pty) Ltd (FREMA). FREMA is a wholly owned subsidiary of FirstRand Limited (FirstRand or the Group).

This Pillar 3 disclosure report is consistent with:

i. the Bank of Botswana's Directive on the Revised International Convergence of Capital Measurement and Capital Standards for Botswana (Basel II Directive); and

ii. the Basel Committee on Banking Supervision's (BCBS) Revised Pillar 3 Disclosure Requirements.

This report has been internally verified by the Bank's governance processes in line with the FNBB Pillar 3 Disclosure Policy, which describes the responsibilities and duties of Senior Management and the Board in the preparation and review of the Pillar 3 Disclosure.

It aims to ensure that:

- minimum disclosure requirements of the Regulations, Standards and Directives are met;
- disclosed information is consistent with the manner in which the Board assesses the Bank's risk portfolio; and
- the disclosure provides a true reflection of the Bank's financial condition and risk profile.

1.1 Risk Governance

Risk governance framework

The Bank's Enterprise Risk Management Framework (ERMF) describes the Bank's approach to risk management. Effective risk management also requires multiple points of control or safeguards that should be consistently applied at various levels throughout the organisation. The Bank's Board retains ultimate responsibility for ensuring that risks are adequately identified, measured, monitored, and managed. The Bank believes that effective risk management is predicated on a culture focused on risk paired with an effective governance structure.

There are three lines of control across the Bank's operations, which are recognised in the ERMF. The following diagram illustrates the three lines of risk control.

FIRST LINE OF CONTROL

RISK OWNERSHIP Risk inherent in business activities	**Head of business:** Reports to CEO **Treasury:** Supports business owners and the Board

SECOND LINE OF CONTROL

RISK CONTROL Risk identification, measurement, control and independent oversight and monitoring	The **Risk and Compliance** functions set policies across the Bank, conduct monitoring and, support business to identify, measure and control risks to ensure that the implementation of risk principles adhere to regulations and legislation.

THIRD LINE OF CONTROL

INDEPENDENT ASSURANCE Adequacy and effectiveness of internal control, governance and risk management	**Internal Audit (IA):** Headed by Chief Internal Auditor with direct, unrestricted access to Audit Committee Chairman, CEO, records, property and personnel. External Advisors

INDEPENDENT ASSURANCE
External Auditors and Other Advisors

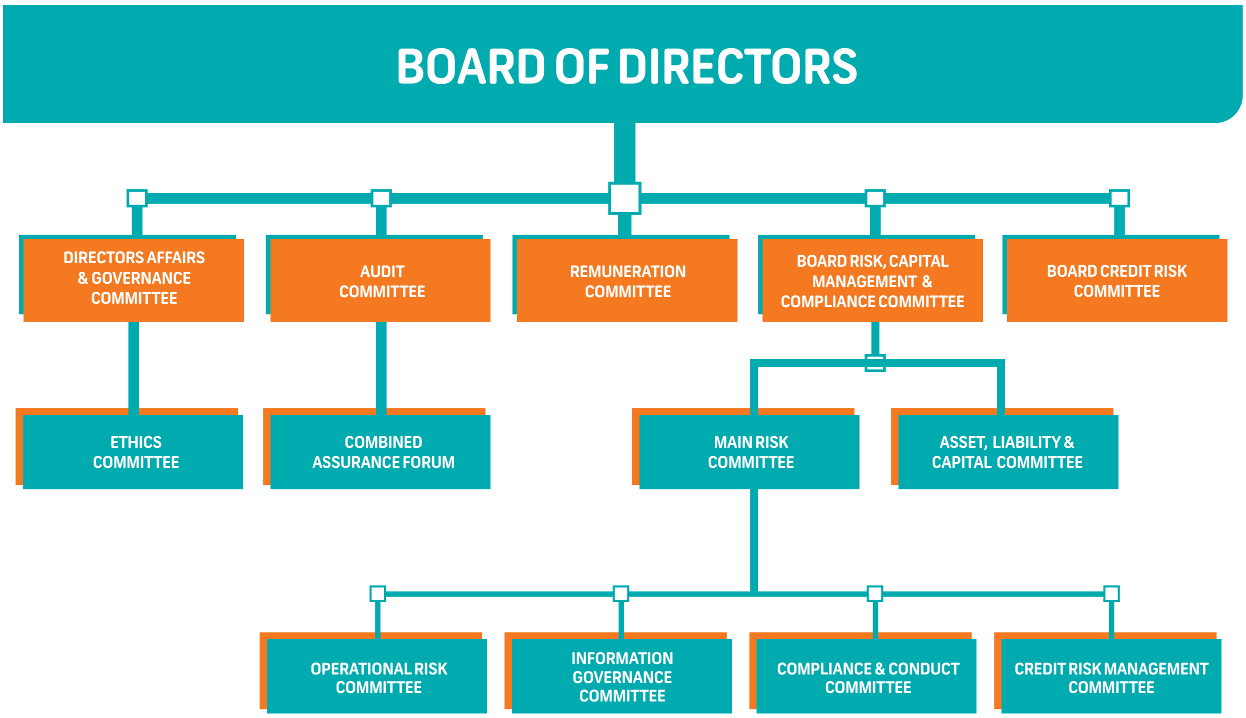
Risk Governance Structure

The risk management structure is set out in the ERMF. As a policy of the Board, it delineates the roles and responsibilities of key stakeholders in business, support, and control functions across the Bank.

The primary Board committee overseeing risk matters across the Bank is the Board Risk, Capital Management and Compliance Committee (BRCCC). It has delegated responsibility for a number of specialist topics to various sub-committees.

The governance structures are in place to ensure a common understanding of the challenges business face and how these are addressed across the bank.

The following diagram illustrates how the risk committees fit into the board committee structure and the risk coverage of each committee. Other board committees also exist, with clearly defined responsibilities. The strategic executive committee ensures alignment of the bank's strategy, sets risk appetite and is responsible for optimal deployment of the bank's financial and non-financial resources.



Responsibilities of the Board Risk Committees

Committee	Responsibility
Audit Committee	• assists the board with its duties relating to the safeguarding of assets, operation of adequate systems and controls, assessment of going concern status and ensuring that relevant compliance and risk management processes are in place; • oversees and reviews work performed by the external auditors and internal audit function; and • oversees financial risks and internal financial controls including the integrity, accuracy and completeness of the financial information and the annual integrated report, which is provided to shareholders and other stakeholders.
Risk, Capital Management and Compliance Committee (RCCC)	• approves risk management policies, frameworks, strategies and processes; • monitors containment of risk exposures within the risk appetite framework; • reports on assessment of the adequacy and effectiveness of risk appetite, risk management, and compliance processes to the board; • monitors the implementation of the risk management strategy, risk appetite limits and effectiveness of risk management; • initiates and monitors corrective action, where appropriate; • monitors that the bank takes appropriate action to manage its regulatory and supervisory risks, and complies with applicable laws, rules, codes and standards; • approves regulatory capital models, risk and capital targets, limits, and thresholds; and • monitors capital adequacy and ensures that a sound capital management process exists.
Board Credit Risk Committee	• reviews and approves applications or renewals for investments, advances, or other credit instruments in excess of 10% of the Bank's qualifying capital and reserves; • reviews and approves transactions with a related party; and • delegates the mandate for approval of group and individual facilities to the bank's credit approval committees.
Directors Affairs and Governance Committee	• Assesses the adequacy, effectiveness, and appropriateness of corporate governance structures of the Bank and alignment with best practice.
Remuneration Committee	• Advises the Board on various aspects of the Bank's people strategy including remuneration of executive directors; • Makes recommendations regarding non-executive director's fees; and • Evaluates the adequacy, effectiveness and appropriateness of the reward and remuneration policies and ensures its alignment to best practice.

1.2 Combined Assurance

The Audit Committee oversees formal enterprise-wide governance structures for enhancing the practice of combined assurance. The primary objective is for the assurance providers to work together with management to deliver the appropriate assurance cost effectively. Assurance providers in this model include Internal Audit, senior management, Operational Risk Management (ORM), Regulatory and Conduct Risk Management (RCRM) and external auditors. The combined outcome of independent oversight, validation and audit tasks performed by the assurance providers ensure a high standard across methodological, operational and process components of the Bank's risk and financial resource management.

The Bank established a combined assurance forum with its duties, responsibilities, membership, and reporting lines articulated in the combined assurance forum charter. The forum's primary objective is to assist the audit committee in discharging its responsibilities relative to the integration, coordination, and alignment of the various risk management and assurance processes and activities across the group.

Combined assurance results in a more efficient assurance process through the elimination of duplication, more focused risk-based assurance against key risk themes and control areas and heightened awareness of emerging issues, resulting in the implementation of appropriate preventative and corrective action plans.

1.3 Risk Information Reporting

Process of Risk Reporting

The Bank's robust and transparent risk reporting process enables key stakeholders (including the Board and senior management) to get an accurate, complete, and reliable view of the Bank's financial, non-financial risk profile and to make appropriate strategic and business decisions.

Specialised risk committees report to the Main Risk Committee which then reports to the RCCC, on risk profile, material risk exposures, risk adjusted business performance and key risk issues. The RCCC submits its reports and findings to the Board and highlights control issues to the Audit Committee.

Regular risk reporting enables the Board, senior management, RCCC and relevant sub-committees to evaluate and understand the level and trend of material risk exposures and its impact on the Bank's capital adequacy, and to make timely adjustments to the Bank's future capital requirements and strategic plan.

The RCCC, in turn, submits reports to the Board on:

- the Bank's risk profile, significant issues, key risk exposures, risk rating trends, board risk appetite principles and board risk limits;
- effectiveness of processes relating to corporate governance, risk management, capital management and capital adequacy;
- level of compliance or non-compliance with laws and regulations and supervisory requirements;
- internal control and regulatory material malfunction;
- contravention of codes of conduct or ethics, personal trading, or unethical behaviour by any of the directors; and
- limits, authorities, and delegations granted to the RCCC.

Internal Audit (IA) provides a written assessment regarding the adequacy and effectiveness of the system of internal controls (including financial controls) and risk management to the audit Committee. This enables the Board to report on the effectiveness of the system of internal controls in the annual integrated report that is published on the bank's website.

1.3 Risk Information Reporting [continued]

Risk reports to the board, board risk committees, audit committees, and senior management include the following:

- feedback on the implementation and monitoring of risk management processes;
- comparison of risk management performance against risk appetite, limits and indicators;
- periodical review of process against and deviation from the risk management plan;
- changes in the external and internal environment and its possible impact on the risk profile;
- impact of environmental changes on the strategic risk profile of the Bank;
- assessment that risk responses are effective and efficient in both design and operation;
- tracking the implementation of risk responses;
- analysing and learning lessons from changes, trends, successes, failures, and events; and
- identifying emerging risks.

Risk data aggregation and risk reporting

The BCBS published the principles for effective risk data aggregation and risk reporting (BCBS239) in January 2013. This paper presents a set of principles to strengthen banks' risk data aggregation capabilities and internal risk reporting practices. In turn, effective implementation of the principles is expected to enhance risk management and decision-making processes at banks. FNBB is compliant with the requirements of the principles

1.4 Internal Capital Adequacy Assessment Process (ICAAP)

As per the Basel II Directive issued by Bank of Botswana, all banks should fully implement Pillar II of the directive, by imbedding a Board approved ICAAP into the business activities by September 1, 2018 (December 1, 2018, for FNBB).

The overall objective of capital management is to maintain sound capital ratios, a strong credit rating, ensure confidence in the solvency of the Bank, comply with regulatory requirements, and instill confidence during periods of uncertainty and turmoil in financial markets.

In order to achieve this objective, the Bank needs to:

- ensure that at least the minimum amount of regulatory capital is held at all times for Bank of Botswana (BoB) and South African Reserve Bank (SARB) to allow the Bank to conduct business;
- hold sufficient capital that will instill confidence in all stakeholders in the Bank's ongoing solvency and status as a creditworthy counterparty;
- allocate capital to businesses based on an understanding of the risk and reward drivers of the income streams and to ensure that appropriate returns are earned on the capital deployed;
- ensure that the buffer over the minimum regulatory capital requirement is sufficient to cater for income and capital volatility and economic risk which may manifest through business disruption, regulatory intervention, or credit downgrades, where applicable;
- to consider the returns on a risk-adjusted basis to assess business performance; and
- ensure that the Bank's capital adequacy ratios and other sub-limits remain above appropriate (and approved) limits during different economic and business cycles.

The optimal level and composition of capital is determined after taking into account business units organic growth plans, as well as investor expectations, targeted capital ratios, future business plans, plans for the issuance of additional capital instruments, the need for appropriate buffers in excess of minimum requirements, rating agencies considerations and proposed regulatory changes.

1.4 Internal Capital Adequacy Assessment Process (ICAAP) [continued]

Additionally, this requires that the Bank develops and maintains a capital plan that incorporates, among others, the following:

- anticipated capital utilization;
- planned issuance of capital instruments;
- stress tests and scenario analysis;
- appropriation of profits and dividend payments;
- desired level of capital, inclusive of a buffer;
- expansion and strategic initiatives; and
- general contingency plan for dealing with divergences and unexpected events.

ICAAP is an integral tool in meeting the above capital management objectives and key to the Bank's risk and capital management processes.

ICAAP allows and facilitates:

- the link between business strategy, risk introduced, and capital required to support the strategy;
- the establishment of frameworks, policies, and procedures for the effective management of material risks;
- the embedding of a responsible risk culture at all levels in the organisation;
- the effective allocation and management of capital in the organisation;
- the development of plausible stress tests to provide useful information which serve as early warnings/triggers, so that contingency plans can be implemented; and
- the determination of the capital management strategy and how the Bank will manage its capital, including during periods of stress.

The ICAAP continues to be embedded in the business activities, as an ongoing process.

1.5 Risk profile analysis

Capital adequacy

- FNBB has maintained its strong capital position. Capital planning is undertaken on a three-year forward-looking basis and the level and composition of capital is determined taking into account business units' organic growth plans and stress-testing scenario outcomes. In addition, the Bank considers external issues that could impact capital levels, which include regulatory and accounting changes, macro-economic conditions, and outlook.

Credit risk

- FNBB Credit loss rates are within the risk appetite of FNBB. These are managed within the Credit Risk Management Framework. Credit origination strategies are aligned to the FNBB macroeconomic outlook.

Market risk in the trading book

- Foreign exchange risk represents the most significant Market Risk in the trading book exposure as at 30 June 2024. The bank's Market Risk profile remained within risk appetite and managed within the Board and Regulatory acceptable limits.

Regulatory Risk

- Over the year, there has been numerous changes in the regulatory landscape, brought by various emerging legislations, which the bank continually assesses their impact and revise the current control environment. Recent changes included:
  - Banking Act, 2023 (on notice) and the Banking Regulations
  - The Data Protection Bill, 2024
- The bank has also seen increased supervision through a number of examinations and regulatory engagements during the year, covering Anti Money Laundering (AML), Cyber Security and Resilience and Cash Management and Counterfeit Notes Process

2. REGULATORY CAPITAL REQUIREMENTS

Consolidation of all group entities for accounting purposes is in accordance with IFRS and for regulatory purposes in accordance with the requirements of the Basel II Regulations. There are no differences in the manner in which entities are consolidated for accounting and regulatory purposes. There are no restrictions, or other major impediments, on the transfer of funds or regulatory capital within the group. There are no capital deficiencies in any of the subsidiaries that are not included in the consolidation for regulatory purposes.

The capital planning process ensures that the total capital adequacy and Common Equity Tier 1 (CET1) capital ratios remain within or above targets across economic and business cycles. Capital is managed on a forward-looking basis, and the Bank remains appropriately capitalised under a range of normal and severe stress scenarios, which includes ongoing regulatory developments, expansion initiatives and corporate transactions. The Bank aims to back all economic risk with loss absorbing capital and remains well capitalised in the current environment.

2.1 Basel III Common Equity Tier I Disclosure Template

The currency used in this report is Pula and lowest denomination used is thousand (P'000).

Table 22: Basel III Common Equity Tier I Disclosure Template (With Transitional Adjustments)

	Common Equity Tier I capital: instruments and reserves as at June 30, 2024	(P'000)
1	Directly issued qualifying common share (and equivalent for non-joint stock companies) capital plus related stock surplus.	51,088
2	Retained earnings	3,459,746
3	Accumulated other comprehensive income (and other reserves)	-
4	*Directly issued capital subject to phase out from CET1 CAPITAL (only applicable to non-joint stock companies)*	-
5	Common share capital issued by subsidiaries and held by third parties (amount allowed in group CET1 CAPITAL)	-
6	**Common Equity Tier I capital before regulatory adjustments**	**3,510,834**
Common Equity Tier I capital: regulatory adjustments		
7	Prudential valuation adjustments	-
8	Goodwill (net of related tax liability)	(26,963)
9	Other intangibles other than mortgage-servicing rights (net of related tax liability)	-
10	Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability)	-
11	Cash-flow hedge reserve	-
12	Shortfall of provisions to expected losses	-
13	Securitisation gain on sale (as set out in paragraph 562 of Basel II framework)	-
14	Gains and losses due to changes in own credit risk on fair valued liabilities	-
15	Defined-benefit pension fund net assets	-
16	Investments in own shares (if not already netted off paid-in capital on reported balance sheet)	-
17	Reciprocal crossholdings in common equity	-
18	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued share capital (amount above 10% threshold)	-

Table 22: Basel III Common Equity Tier I Disclosure Template

	Common Equity Tier I capital: instruments and reserves as at 30 June 2024	(P'000)
19	Significant investments in the common stock of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions (amount above 10% threshold)	-
20	Mortgage servicing rights (amount above 10% threshold)	-
21	Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability)	-
22	Amount exceeding the 15% threshold	-
23	of which: significant investments in the common stock of financials	-
24	of which: mortgage servicing rights	-
25	of which: deferred tax assets arising from temporary differences	-
26	National specific regulatory adjustments (IFRS 9 Provisions Transitional Adjustment)	-
27	Regulatory adjustments applied to Common Equity Tier I due to insufficient Additional Tier I and Tier II to cover deductions	-
28	**Total regulatory adjustments to Common equity Tier I**	**-26,963**
29	**Common Equity Tier I capital (CET1 CAPITAL)**	**3,483,871**
Additional Tier I capital: instruments		
30	Directly issued qualifying Additional Tier I instruments plus related stock surplus	-
31	of which: classified as equity under applicable accounting standards	-
32	of which: classified as liabilities under applicable accounting standards	
33	*Directly issued capital instruments subject to phase out from Additional Tier I*	-
34	Additional Tier I instruments (and CET1 CAPITAL instruments not included in row 5) issued by subsidiar-ies and held by third parties (amount allowed in group AT1)	-
35	*of which: instruments issued by subsidiaries subject to phase out*	-
36	Additional Tier I capital before regulatory adjustments	
37	Investments in own Additional Tier I instruments	-
38	Reciprocal cross-holdings in Additional Tier I instruments	-
39	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above 10% threshold)	-
40	Significant investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions)	-
41	National specific regulatory adjustments	-
42	Regulatory adjustments applied to Additional Tier I due to insufficient Tier II to cover deductions	-
43	**Total regulatory adjustments to Additional Tier I capital**	**-**
44	**Additional Tier I capital (AT1)**	**-**
45	**Tier I capital (T1 = CET1 CAPITAL + AT1)**	**3,483,871**
Tier I capital: regulatory adjustments		
46	Directly issued qualifying Tier II instruments plus related stock surplus	379,992
47	*Directly issued capital instruments subject to phase out from Tier II*	-
48	Tier II instruments (and CET1 CAPITAL and AT1 instruments not included in rows 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group Tier II)	-
49	*of which: instruments issued by subsidiaries subject to phase out*	-
50	*Unpublished Current Year's Profits*	-
51	**Provisions**	234,694
52	**Tier II capital before regulatory adjustments**	**614,686**

Table 22: Basel III Common Equity Tier I Disclosure Template [continued]

Common Equity Tier I capital: instruments and reserves as at 30 June 2024		(P'000)
Additional Tier I capital: instruments		
53	Investments in own Tier II instruments	-
54	Reciprocal cross-holdings in Tier II instruments	-
55	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the bank does not own more than 10% of the issued common share capital of the entity (amount above the 10% threshold).	-
56	Significant investments in the capital banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions).	-
57	National specific regulatory adjustments	-
58	**Total regulatory adjustments to Tier II capital**	**-**
59	**Tier II capital (T2)**	**614,686**
60	**Total capital (TC = T1 + T2)**	**4,098,557**
61	**Total risk-weighted assets**	**21,840,710**

Capital ratios and buffers		
62	Common Equity Tier I (as a percentage of risk weighted assets)	15.95%
63	Tier I (as a percentage of risk-weighted assets)	15.95%
64	Total capital (as a percentage of risk weighted assets)	18.8%
65	Institution specific buffer requirement (minimum CET1 CAPITAL requirement plus capital conservation buffer plus countercyclical buffer requirements plus G-SIB buffer requirement, expressed as a percentage of risk weighted assets)	-
66	of which: capital conservation buffer requirement	-
67	of which: bank specific countercyclical buffer requirement	-
68	of which: G-SIB buffer requirement	-
69		

Common Equity Tier I available to meet buffers (as a percentage of risk weighted assets)		
70	National Common Equity Tier I minimum ratio (if different from Basel III minimum)	-
71	National Tier I minimum ratio (if different from Basel III minimum)	-
72	National total capital minimum ratio (if different from Basel III minimum)	-
Amounts below the thresholds for deduction (before risk-weighting)		
73	Non-significant investments in the capital of other financials	-
74	Significant investments in the common stock of financials	-
75	Mortgage servicing rights (net of related tax liability)	-
76	Deferred tax assets arising from temporary differences (net of related tax liability)	-
Applicable caps on the inclusion of provisions in Tier II		
77	Provisions eligible for inclusion in Tier II in respect of exposures subject to standardised approach (prior to application of cap)	*375,575*
78	Cap on inclusion of provisions in Tier II under standardised approach	*234,694*
79	Provisions eligible for inclusion in Tier II in respect of exposures subject to internal ratings-based approach (prior to application of cap)	-
80	Cap for inclusion of provisions in Tier II under internal ratings-based approach	-

Table 22: Basel III Common Equity Tier I Disclosure Template (continued)

Common Equity Tier I capital: instruments and reserves as at 30 June 2024		(P'000)
Capital instruments subject to phase - out arrangements (only applicable between 1 Jan 2015 and 1 Jan 2020)		
81	Current cap on CET1 CAPITAL instruments subject to phase out arrangements	-
82	Amount excluded from CET1 CAPITAL due to cap (excess over cap after redemptions and maturities)	-
83	Current cap on AT1 instruments subject to phase out arrangements	-
84	Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	-
85	Current cap on T2 instruments subject to phase out arrangements	-
86	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	-

2.3 Transitional Disclosures

		June 2024	March 2024	December 2023	September 2023	June 2023
Available Capital (P'000)						
1	Common Equity Tier 1 (CET1)	3,483,871	3,191,131	3,191,131	2,889,343	2,889,343
1 (a)	Fully loaded ECL accounting model	3,483,871	3,191,131	3,191,131	2,889,343	2,889,343
2	Tier 1	3,483,871	3,191,131	3,191,131	2,889,343	2,889,343
2 (a)	Fully loaded ECL accounting model Tier 1	3,483,871	3,191,131	3,191,131	2,889,343	2,889,343
3	Total Capital	4,098,557	4,023,523	4,483,490	4,108,055	3,796,915
3 (a)	Fully loaded ECL accounting model Total Capital	4,098,557	4,023,523	4,483,490	4,108,055	3,796,915
Risk Weighted Assets (P'000)						
4	Total Risk-Weighted Assets (RWA)	21,840,710	23,308,739	21,276,862	21,041,358	20,942,865
Risk-based Capital Ratios as a Percentage of RWA (%)						
5	Common Equity Tier 1 ratio	15.95%	13.69%	15.00%	13.73%	13.80%
5 (a)	Fully loaded ECL accounting model CET1 ratio	15.95%	13.69%	15.00%	13.73%	13.80%
6	Tier 1 ratio	15.95%	13.69%	15.00%	13.73%	13.80%
6 (a)	Fully loaded ECL accounting model Tier 1 ratio	15.95%	13.69%	15.00%	13.73%	13.80%
7	Total Capital ratio	18.77%	17.26%	21.07%	19.52%	18.13%
7 (a)	Fully loaded ECL accounting model Total Capital ratio	18.77%	17.26%	21.07%	19.52%	18.13%
Additional CET1 Buffer Requirements as a Percentage of RWA						
8	Capital conservation buffer requirements (2.5% from 2019) (%)	-	-	-	-	-
9	Countercyclical requirements (%)	-	-	-	-	-
10	Bank G-SIB or DD-SIB additional requirements (%)	-	-	-	-	-
11	Total of bank CET1 specific buffer requirements (%) (row 8+ row 9+ row 10)	-	-	-	-	-
12	CET1 available after meeting the bank's minimum capital requirements (P'000)	-	-	-	-	-

2.4 Capital requirements for credit risk.

Portfolios subject to the standardised approach are disclosed separately for each portfolio.

Table 24: Capital Adequacy Quantitative Disclosures as at June 30, 2024		(P'000)
Portfolio	**RWA**	**Minimum Capital Requirement**
ON-BALANCE SHEET EXPOSURES		
Claims on Sovereign or Central banks	219,434	27,429
Claims on Public Sector Entities (PSEs) - one risk weight less favourable than sovereign	158,160	19,770
Claims on Banks	1,926,689	240,836
Claims on Corporates	3,795,644	474,455
Claims Included in the Retail Portfolios	6,338,638	792,330
Claims Secured by Residential Mortgage Property	1,349,250	168,656
Claims Secured by Commercial Real Estate	2,972,437	371,555
Other Assets	1,472,209	184,026
TOTAL ON-BALANCE SHEET AMOUNT	**18,232,462**	**2,279,058**
OFF BALANCESHEET EXPOSURES		
Commitments	103,024	12,878
Certain transaction-related contingent items such as performance bonds, bid bonds, warrantees and standby letters of credit related to particular transactions.	414,006	51,751
OTC Derivative transactions and credit derivative contracts	25,989	3,249
Total Failed Trades (sum Unsettled non-DvP trades and Failed non-DvP Trades)	-	-
TOTAL OFF-BALANCE SHEET AMOUNT	**543,019**	**67,877**
TOTAL EXPOSURE	**18,775,481**	**2,346,935**

2.5 Capital requirements for market risk

Standardised Measurement Approach

As at June 30, 2024	(P'000)
RWA	**Minimum Capital Requirement**
65,529	8,191

2.6 Capital requirements for operational risk

Basic Indicator Approach

As at June 30, 2024	(P'000)
RWA	**Minimum Capital Requirement**
2,999,701	374,963

2.7 Capital Adequacy ratio

Total and Tier I capital ratio - Standardised approach

Tier I capital	3,483,871
Tier II capital	614,686
Total Qualifying capital	4,098,557
Total Risk weighted Asset	21,840,710
Tier I capital ratio	15.95%
Total capital ratio	18.8%

2.8 Expanded Regulatory Balance Sheet

There is no difference between the regulatory consolidation and accounting consolidation.

Table 26: Expanded Regulatory Balance Sheet

	Balance sheet as in published financial statements	Under regulatory scope of consolidation	
(P'000)	**As at period end June 30, 2024**	**As at period end June 30, 2024**	**Reference**
Assets			
Cash and balances at central banks	1,357,487	1,357,487	
Items in the course of collection from other banks	8,214	8,214	
Trading portfolio assets	82,334	82,334	
Financial assets designated at fair value	-	-	
Financial assets held to maturity	11,863,395	11,863,395	
Derivative financial instruments	17,368	17,368	
Loans and advances to banks	3,642,125	3,642,125	
Loans and advances to customers	18,151,348	18,151,348	
Reverse repurchase agreements and other similar secured lending	-	-	
Available for sale financial investments	-	-	
Current and deferred tax assets	13,251	13,251	
Prepayments, accrued income and other assets	841,014	841,014	
Investments in associates and joint ventures	-	-	
Goodwill and intangible assets	26,963	26,963	
of which goodwill	26,963	26,963	A
of which other intangibles (excluding MSRs)	-	-	B
of which MSRs	-	-	C
Property, plant and equipment	616,301	616,301	
Total assets	**36,619,799**	**36,619,799**	
Liabilities			
Deposits from banks	501,449	501,449	
Items in the course of collection due to other banks	-	-	
Customer accounts	30,021,044	30,021,044	
Repurchase agreements and other similar secured borrowing	-	-	
Trading portfolio liabilities	-	-	
Financial liabilities designated at fair value	-	-	
Derivative financial instruments	10,623	10,623	

Table 26: Expanded Regulatory Balance Sheet (continued)

(P'000)	Balance sheet as in published financial statements As at period end June 30, 2024	Under regulatory scope of consolidation As at period end June 30, 2024	Reference
Liabilities (continued)			
Debt securities in issue	126,350	126,350	
Other borrowings	522,814	522,814	
Accruals, deferred income and other liabilities	727,910	1,414,709	
Current and deferred tax liabilities	777	777	
Of which DTLs related to goodwill	-	-	D
Of which DTLs related to intangible assets (excluding MSRs)	-	-	E
Of which DTLs related to MSRs	-	–	F
Subordinated liabilities	379,992	379,992	
Provisions	131,205	131,205	
Retirement benefit liabilities	-	-	
Total liabilities	**32,422,164**	**33,108,963**	
Shareholders' Equity			
Paid-in share capital	51,088	51,088	
of which amount eligible for CET1 CAPITAL	51,088	51,088	H
of which amount eligible for AT1	-	-	I
Retained earnings	4,146,547	3,459,748	
Revaluation Reserve	-	-	
Accumulated other comprehensive income	-	-	
Total shareholders' equity	**4,197,635**	**3,510,836**	

2.9 Extract of Basel III common disclosure

Table 27: Extract of Basel III common disclosure

	(P'000)	Component of regulatory capital reported by bank	Source based on Reference numbers /letters of the balance sheet under the regulatory scope of consolidation from step 2.5
1	Directly issued qualifying common share (and equivalent for non-joint stock companies) capital plus related stock surplus.	51,088	H
2	Retained earnings	3,459,746	
3	Accumulated other comprehensive income (and other reserves)		
4	*Directly issued capital subject to phase out from CET1 CAPITAL (only applicable to non- joint stock companies)*		
5	Common share capital issued by subsidiaries and held by third parties (amount) allowed in group CET1 CAPITAL)		
6	**Common Equity Tier I capital before regulatory adjustments**	3,510,834	
7	Prudential valuation adjustments	-	
8	Goodwill (net of related tax liability)	26,963	A-D

2.10 Main features of the regulatory capital instruments

Table 28: Main features of regulatory capital instruments

	FNBB010	
1	Issuer	**FIRST NATIONAL BANK BOTSWANA**
2	Unique identifier (e.g., CUSIP, ISIN or Bloomberg identifier for private placement)	ISIN: BW0000002377
3	Governing law(s) of the instrument	Botswana
4	Regulatory treatment	Tier 2 Capital
5	Transitional Basel III rules	Not Applicable
6	Post-transitional Basel III rules	Not Applicable
7	Eligible at solo/group/group and solo	Group
8	Instrument type (types to be specified by each jurisdiction)	Unsecured Subordinated Notes
9	Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date)	BWP 196.802
10	Par value of instrument	BWP100
11	Accounting classification	Borrowings
12	Original date of issuance	29 November 2019
13	Perpetual or dated	10 Years No all 5 Years
14	Original maturity date	02 December 2029
15	Issuer call subject to prior supervisory approval	Yes
16	Optional call date, contingent call dates and redemption amount	02 December 2024 Optional Call Date, Issuer Entitled To Redeem All Or Some Of The Notes
17	Subsequent call dates, if applicable	Not Applicable
18	Coupons / dividends	Coupons Paid Quarterly
19	Fixed or floating dividend/coupon	Floating
20	Coupon rate and any related index	461 Basis Points Above the Monetary Policy Rate (MoPR)
21	Existence of a dividend stopper	None
22	Fully discretionary, partially discretionary, or mandatory	Mandatory
23	Existence of step up or other incentive to redeem	Not Allowed
24	Noncumulative or cumulative	Not Applicable
25	Convertible or non-convertible	Not Applicable
26	If convertible, conversion trigger (s)	Not Applicable
27	If convertible, fully or partially	Not Applicable
28	If convertible, conversion rate	Not Applicable
29	If convertible, mandatory, or optional conversion	Not Applicable
30	If convertible, specify instrument type convertible into	Not Applicable
31	If convertible, specify issuer of instrument it converts into	Not Applicable
32	Write-down feature	Not Applicable
33	If write-down, write-down trigger(s)	Not Applicable
34	If write-down, full or partial	Not Applicable
35	If write-down, permanent or temporary	Not Applicable
36	If temporary write-down, description of write-up mechanism	Not Applicable
37	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Notes are Subordinated to Claims of General Creditors and Claims of Depositors
38	Non-compliant transitioned features	Fully Compliant
39	If yes, specify non-compliant features	Fully Compliant

2.8 Main features of the regulatory capital instruments

Table 28: Main features of regulatory capital instruments

	FNBB011	
1	Issuer	**FIRST NATIONAL BANK BOTSWANA**
2	Unique identifier (e.g., CUSIP, ISIN or Bloomberg identifier for private placement)	ISIN: BW0000002989
3	Governing law(s) of the instrument	Botswana
4	Regulatory treatment	Tier 2 Capital
5	Transitional Basel III rules	Not Applicable
6	Post-transitional Basel III rules	Not Applicable
7	Eligible at solo/group/group and solo	Group
8	Instrument type (types to be specified by each jurisdiction)	Unsecured Subordinated Notes
9	Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date)	BWP 117.75
10	Par value of instrument	BWP100
11	Accounting classification	Borrowings
12	Original date of issuance	15 December 2021
13	Perpetual or dated	10 Years No Call 5 Years
14	Original maturity date	15 December 2031
15	Issuer call subject to prior supervisory approval	Yes
16	Optional call date, contingent call dates and redemption amount	15 December 2026 Optional Call Date, Issuer is entitled to redeem all or some of Notes at Optional Redemption Amount on Optional Re-demption Date
17	Subsequent call dates, if applicable	Not Applicable
18	Coupons / dividends	Coupons Paid Quarterly
19	Fixed or floating dividend/coupon	Floating
20	Coupon rate and any related index	511 Basis Points Above the Monetary Policy Rate (MoPR)
21	Existence of a dividend stopper	None
22	Fully discretionary, partially discretionary, or mandatory	Mandatory
23	Existence of step up or other incentive to redeem	Not Allowed
24	Noncumulative or cumulative	Not Applicable
25	Convertible or non-convertible	Not Applicable
26	If convertible, conversion trigger (s)	Not Applicable
27	If convertible, fully or partially	Not Applicable
28	If convertible, conversion rate	Not Applicable
29	If convertible, mandatory, or optional conversion	Not Applicable
30	If convertible, specify instrument type convertible into	Not Applicable
31	If convertible, specify issuer of instrument it converts into	Not Applicable
32	Write-down feature	Not Applicable
33	If write-down, write-down trigger(s)	Not Applicable
34	If write-down, full or partial	Not Applicable
35	If write-down, permanent or temporary	Not Applicable
36	If temporary write-down, description of write-up mechanism	Not Applicable
37	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Notes are Subordinated to Claims of General Creditors and Claims of Depositors
38	Non-compliant transitioned features	Fully Compliant
39	If yes, specify non-compliant features	Fully Compliant

2.8 Main features of the regulatory capital instruments

Table 28: Main features of regulatory capital instruments

	FNBB012	
1	Issuer	**FIRST NATIONAL BANK BOTSWANA**
2	Unique identifier (e.g., CUSIP, ISIN or Bloomberg identifier for private placement)	ISIN: BW0000002997
3	Governing law(s) of the instrument	Botswana
4	Regulatory treatment	Tier 2 Capital
5	Transitional Basel III rules	Not Applicable
6	Post-transitional Basel III rules	Not Applicable
7	Eligible at solo/group/group and solo	Group
8	Instrument type (types to be specified by each jurisdiction)	Unsecured Subordinated Notes
9	Amount recognised in regulatory capital (Currency in mil, as of most recent reporting date)	BWP 65.44
10	Par value of instrument	BWP100
11	Accounting classification	Borrowings
12	Original date of issuance	15 December 2021
13	Perpetual or dated	10 Years No Call 5 Years
14	Original maturity date	15 December 2031
15	Issuer call subject to prior supervisory approval	Yes
16	Optional call date, contingent call dates and redemption amount	15 December 2026 Optional Call Date, Issuer is entitled to redeem all or some of Notes at Optional Redemption Amount
17	Subsequent call dates, if applicable	Not Applicable
18	Coupons / dividends	Coupons Paid Semi-Annually
19	Fixed or floating dividend/coupon	Fixed
20	Coupon rate and any related index	7.20%
21	Existence of a dividend stopper	None
22	Fully discretionary, partially discretionary, or mandatory	Mandatory
23	Existence of step up or other incentive to redeem	Not Allowed
24	Noncumulative or cumulative	Not Applicable
25	Convertible or non-convertible	Not Applicable
26	If convertible, conversion trigger (s)	Not Applicable
27	If convertible, fully or partially	Not Applicable
28	If convertible, conversion rate	Not Applicable
29	If convertible, mandatory, or optional conversion	Not Applicable
30	If convertible, specify instrument type convertible into	Not Applicable
31	If convertible, specify issuer of instrument it converts into	Not Applicable
32	Write-down feature	Not Applicable
33	If write-down, write-down trigger(s)	Not Applicable
34	If write-down, full or partial	Not Applicable
35	If write-down, permanent or temporary	Not Applicable
36	If temporary write-down, description of write-up mechanism	Not Applicable
37	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Notes are Subordinated to Claims of General Creditors and Claims of Depositors
38	Non-compliant transitioned features	Fully Compliant
39	If yes, specify non-compliant features	Fully Compliant

3. CREDIT RISK

Table 30(a) Qualitative Disclosures

Credit risk is the risk of loss due to the non-performance of counterparty in respect of any financial or other obligation. For fair value portfolios, the definition of credit risk is expanded to include the risk of losses through fair value changes arising from changes in credit spreads. Credit risk also includes credit default risk, pre-settlement risk, country risk, and concentration risk.

Credit risk management across the Bank is split into three distinct portfolios, which are aligned to customer profiles. These portfolios are Retail, Commercial and Corporate:

- Retail credit is offered by FNB to individuals.
- Commercial (incl. SME) credit focuses `on relationship banking offered by FNB to companies; and
- Corporate credit is offered through the RMB Division to large corporates, parastals and sovereign.

Credit risk is one of the core risks assumed as part of achieving the Bank's business objectives. It is the most significant risk type in terms of regulatory and economic capital requirements. Credit risk management objectives are two-fold:

- Risk control: Appropriate limits are placed on the assumption of credit risk and steps taken to ensure the accuracy of credit risk assessments and reports. Deployed and central credit risk management teams fulfil this task.
- Management: Credit risk is taken within the constraints of the Credit Risk Appetite Framework. The credit portfolio is managed at an aggregate level to optimize the exposure to this risk. Segments and deployed risk functions, overseen by the Bank's credit risk management committee and the Board committees, fulfil this role.

Based on the Bank's credit risk appetite, as measured on a ROE, NIACC and volatility-of-earnings basis, credit risk management principles include holding the appropriate level of capital and pricing for risk at an individual level and on a portfolio basis. The scope of credit risk identification and management practices across the Bank, therefore, spans across the credit value chain, including risk appetite, credit origination strategy, risk quantification and measurement as well as collection and recovery of delinquent accounts.
Credit risk is managed through the implementation of comprehensive policies, processes and controls to ensure a sound credit risk management environment with appropriate credit granting, administration, measurement, monitoring and reporting of credit risk exposure.

Credit risk appetite measures are set in line with the Bank's overall risk appetite. The aim of the credit risk appetite is to deliver an earnings profile that will perform within acceptable levels of earnings volatility determined by the bank's overall risk appetite. In setting credit risk appetite measures:

- The Bank's credit risk appetite is aligned to the current performance of the portfolio;
- Credit risk appetite is determined using both a top-down group credit risk appetite and an aggregated bottom-up assessment of the business unit level credit risk appetites; and
- Stress testing is used to enable the measurement of the financial performance and the credit volatility profile of the different credit business units at a portfolio, segment and franchise basis.

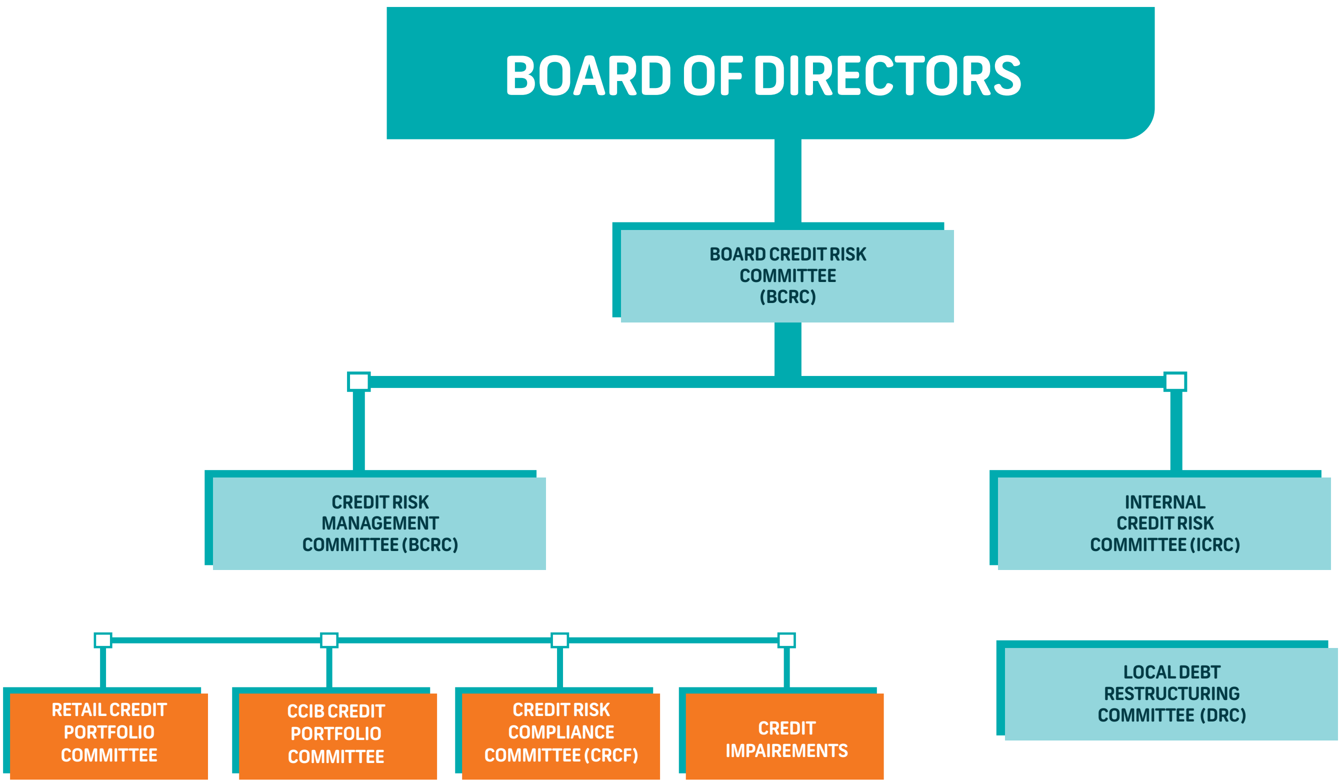
Credit risk limits include the following:

Business Unit Limits	
Counterparty limits	Borrower's risk grades are mapped to the FirstRand rating scale.
Collateral limits	For secured loans, limits are based on collateral profiles, e.g. loan-to-value bands
Capacity limits	Measures of customer affordability
Concentration limits	Limits for concentrations to, e.g. customer segments or high collateral risk.

3.1 Credit Risk Reporting

Reporting of credit risk information follows the credit governance structure illustrated below. The Credit Portfolio Committees (Retail and Commercial & Corporate Investment Banking) report to the Credit Risk Management Committee on the risk profile of the advances in each portfolio on a quarterly basis. These reports include a review of portfolio trends and quality of new business originated to enable an aggregated credit portfolio view for the bank.

Credit Governance Structure



Past due exposures and impairments

IFRS 9

In line with IFRS 9, we adopted the expected credit losses (ECL) model. The ECL models has introduced early recognition on credit losses with the introduction of SICR (significant increase in credit risk) and lifetime probability of default. The model now also caters for the possible impact of forward-looking indicators (FLI) on the lending book which ensures adequate provisions held.

IFRS 9 establishes a three-stage approach for impairment of financial assets, based on whether there has been a significant increase in the credit risk of the asset. These three stages then determine the approach required to recognize expected credit losses and interest revenue. The stages are further elaborated below.

Impairment of financial assets

Adequacy of impairments is assessed through the ongoing review of the quality of credit exposures in line with the requirements of IFRS 9. Individual advances are classified on at least a monthly basis into one of the following three categories:

Type of advance	**STAGE 1** Performing (Initial Recognition)	**STAGE 2 Underperforming** (Assets with significant increase in credit risk since initial recognition and not low credit risk)	**STAGE 3 Non-Performing** (Credit-impaired assets)
Loans repayable by regular instalments (e.g., mortgage loans and personal loans)	No installment in arrears as at reporting date.	One or more and less than 3 instalments in arrears as at reporting date. Includes accounts for which a SICR test has been applied in order to determine whether a facility has had a significant increase in credit risk since origination.	Three or more instalments in arrears as at reporting date.
Revolving facilities	The exposure is within approved limit and is not in excess.	Repayment has not been made in accordance with the stipulated requirements for between 30 - 89 days or where exposure is in excess of approved limit for between 30 - 89 days.	Repayment has not been made in accordance with the stipulated requirements for more than 90 days or where an exposure is in excess of approved limits for more than 90 days. Or the account is undergoing litigation. Or the account has been identified as a fraud account. Or the account has been identified as deceased.

Advances are also categorised as stage 3 where there are material indicators of unlikeliness to pay, e.g., the counterparty is under judicial management or declared insolvent. This classification is consistently used for both accounting and regulatory purposes.

Impairment Assessment

Impairment Classification	Description
Stage 3	Exposure is in default; hence an account-level Stage 3 impairment is raised. This is based on the difference between the exposure and the net present value of expected recoveries.
Stage 2	Exposures reflect objective evidence of the likely occurrence of an impairment event; hence a Stage 2 impairment is raised. This is based on a pooled level assessment (by grouping homogeneous pools), considering the proportion of exposure that is expected to subsequently default and the associated net present value of expected recoveries.
Stage 1	Exposures do not reflect objective evidence of the likely occurrence of an impairment event, however, historical analysis indicates that an impairment event has incurred on some exposures, with an associated loss expected. An associated pooled level Stage 1 impairment is, therefore, calculated. This considers the proportion of exposures expected to migrate to either a past due or defaulted state in future.

Income statement impairment charge

Impairments are recognised through an impairment charge in the income statement. Exposures considered uncollectable are written off against the income statement. Subsequent recoveries against these exposures decrease the credit impairment charge in the income statement in the year of recovery.

3.2 Credit Risk Exposure

Table 30 (b&i) Total gross credit risk exposures, plus average gross exposure over the period broken down by major types of credit exposure.

Category	As at June 30, 2024 (P'000)
Term Loans	9,622,590
Suspensive sale debtors	2,064,940
Property loans	6,104,932
Overdrafts and managed accounts debtors	1,294,163
Banks and Governments	16,994,151
Other	802,847
Total Gross Exposures	36,883,623
Total Gross Exposures	**25,083,173**

Table 30 (c): Geographic distribution of exposures, broken down in significant areas by major types of credit exposure.

Category	As at June 30, 2024 (P'000)
Botswana	32, 346,084
Southern Africa	2,110,801
North America	94,164
Europe	2,038,042
Rest of the world	24,352
Total Gross Exposures	**36,613,433**

Table 30 (d): Industry or counter-party type distribution of exposures, broken down by major types of credit exposure.

Industry/Sector	As at June 30, 2024 (P'000)
Agriculture	374,313
Building and property development	314,295
Individuals	11,815,749
Manufacturing and commerce	622,834
Transport and communications	337,195
Banks and Government	16,994,151
Other Advances	5,941,703
Other Accounts Receivable	483,383
Total Gross Exposures	**36,883,623**

Table 30 (e): Residual contractual maturity breakdown of the whole portfolio, broken down by major types of credit exposure.

Maturity	As at June 30, 2024 (P'000)
Maturity within one year	17,915,754
Maturity between one and five years	11,895,113
Maturity more than five years	7,072,755
Total Gross Exposures	**36,883,623**

Table 30 (f): By major industry or counterparty type: Amount of impaired loans and if available, past due loans provided; separately; Specific and general allowances; and Charges for specific allowances and charge-offs during the period

Impairments/Past Due	As at June 30, 2024 (P'000)
Agriculture	14,466
Building and property development	63,808
Individuals	575,205
Manufacturing	171,206
Transport and communications	44,023
Other Advances	78,230
Total Gross Exposures	**946,938**

Table 30 (g): Impaired loans by geographical areas

All impaired and past due advances relate to credit risk exposure the Bank has in Botswana.

Table 30 (h): Reconciliation of changes in the allowances for loan impairment

	As at June 30, 2024 (P'000)
Stage 3 Impairment	
Opening balance	552,028
Less: Write offs	162,358
	389,670
Add: New charges	143,246
Less: Release of provisions	(3,596)
Total Specific Impairment	**536,512**
Stage 1 & 2 Impairment	
Opening Balance	478,827
Add: New charges	(103,252)
	375,575
Total impairment at the end of the year	**912,087**

Table 31: Credit risk: disclosures for portfolio subject to the standardised approach

The Bank employs eligible ratings issued by nominated External Credit Assessment Institutions (ECAIs) to risk weight its exposures where the use is permitted. The ECAIs nominated by the Bank for this purpose are Moody's Investor Services (Moody's), Standard & Poor and Fitch. If the risk weights of the three assessments are different, the assessment corresponding to the two lowest risk-weights is referred to and the higher of those two risk-weights is applied.

Table 31 (b): Exposure amount subject to the standardised approach (rated and unrated)

As at June 30, 2024 (P'000)	Rated	Unrated	Total
Banks and Government	16,994,151	-	16,994,151
Other	9,938	19,879,534	19,889,472
Total Gross Exposures	**17,004,089**	**19,879,534**	**36,883,623**

3.3 Credit Risk Mitigation

The general qualitative disclosure requirement with respect to credit risk mitigation

Credit origination: Credit origination strategy and articulation of credit risk appetite

The overall credit risk appetite approach requires the business units to articulate the impairment capacity (i.e. bad debt charge) for different points in the cycle namely:

- Through the cycle conditions (i.e. mean of expected loss distribution)
- Turbulent conditions; (mild downturn commensurate with a 1-in-7 year severity stress level) and
- Stressed Conditions (severe downturn commensurate with a 1-in-20 year severity stress level)

The credit impairment targets are established with reference to historical and expected interest rate margins, cost to assets, capital levels, capital costs as well as desired ROE and NIACC levels at particular confidence levels.

Credit portfolio heads are responsible for the development of aggregation methodologies of credit capacities between product, brand and portfolio levels.

Sign off and monitoring of credit risk appetites

The business unit risk appetite thresholds should be signed off annually at the business unit's credit meetings / EXCO's, including business unit level approval of the expected earnings volatility before being presented for approval at the portfolio committee. The committee will approve the overall credit risk profile before it is presented to the RCCC for ultimate approval.

On-going monitoring of the credit risk appetite currently occurs through a combination of assessment relative to targeted portfolio characteristics and stress tests. The monitoring occurs at credit portfolio level with each credit portfolio head escalating breaches to the RCCC.

Linking of the credit risk appetite to credit policies and business unit credit strategies

- The bad debt thresholds and acceptable tolerances for the volatility of earnings provide a quantitative measure of credit appetite.
- The targeted earnings profile needs to be supported by a comprehensive set of portfolio limits, linked quantitatively to the achievement of approved earnings profile and measured and monitored on a monthly basis for retail and quarterly basis for the commercial and wholesale portfolios.

The business units articulate their particular credit strategies in the context of the FirstRand House View and within the limits included in the credit policy document. These strategies are debated at the business unit credit committee with active participation by the relevant credit portfolio head, senior business and credit representatives and ERM.

The exact process followed in each business unit will depend on the nature of their business and approval processes. Wholesale credit, as an example, approve transactions on a name by name basis and implement the strategy on an industry basis or certain types of transactions which are regarded as higher risk in the particular economic environment. Retail businesses, may find it more appropriate to articulate the strategy on a portfolio targeted origination approach.

Reporting

This report should provide an overview of the credit strategy currently followed for each of the major credit businesses in the context of the FirstRand House View, the stated credit appetite for each business, new business origination trends, as well as the performance of the underlying "in force" credit portfolio.

The intention is to act as a key focus point in the discussions around credit origination trends and strategy and to act as a record of the strategy followed at a particular point in time on the aggregate credit portfolio.

At credit portfolio level, additional credit portfolio reporting is also performed to support the credit overview and decisioning process. Where appropriate, information from these reports should also be included in the reports mentioned above.

3.3 Credit Risk Mitigation [CONTINUED]

Credit risk measurement, assessment and mitigation / models

Credit risk models include:

- Application or rule-based scorecards used in the origination of retail and SME business.
- Behaviour scorecards are used in the on-going management of retail and SME business; and
- Probability of default, loss given default, and exposure at default rating and quantification systems used in origination and on-going portfolio management.
- Use of credit risk measures

The credit risk measures are used extensively in the FirstRand's processes for pricing and credit impairments. The assigned ratings are also used in the setting of credit risk appetite. Credit ratings and loss parameters also provide input into the capital assigned and are used to determine the return on risk adjusted capital.

Rating models

FirstRand uses a number of quantitative models in support of its rating system to allow for robust and consistent estimation of PD, LGD and EAD. These quantitative models range from pure statistical models, such as the behavioral and application scoring systems, to constrained expert judgment models, for example the large corporate ratings which use a combination of structured expert review and quantitative models in order to derive the final rating.

ERM GCRM is responsible for maintaining a master inventory of all rating models in use across the Group. In compiling this, they are supported by the portfolio credit teams including the Retail, Commercial and Wholesale teams, who are responsible for maintaining the inventories for their areas.

All new rating models need to be approved firstly by the business unit, then by the relevant credit technical committee (Retail and SME Retail or Wholesale and SME Corporate as appropriate), before being presented to the MRVC, with ultimate approval being granted by the RCCC which has been appointed as the "designated committee" by the FSR Board for purposes of model approval. In addition, the rating models are subject to an annual review and approval using the same structure.

The FirstRand credit rating scale (FR scale)

- A master rating scale (called the FR Scale) has been implemented across FNBB in order to be able to communicate the ratings assigned to counterparties.
- The purpose of this scale is to provide an assessment of the rank order of credit exposures based on counterparty credit worthiness (excluding the impact of collateral).
- The FR rating is a current opinion of an obligor's overall capacity to meet its financial obligations. This opinion focuses on the obligor's ability and willingness to meet its financial commitments. It is furthermore a direct quantification or prediction of the default probability of the counterpart.
- The master rating scale ranges from 1 to 100, with FR 1 being the best credit quality and FR 100 the worst.
- For purposes of Commercial and Corporate Investment Banking lending exposures rating and external reporting this 100-point master rating scale has been bucketed into 18 buckets – similar to Standard and Poor's rating symbols bucketing – to ensure adequate differentiation of risks for each rating category.
- FirstRand applies international scale ratings in the application of its internal credit rating methodologies. This means that ratings assigned are comparable across the FirstRand Group.

3.3 Credit Risk Mitigation [CONTINUED]

Process of assignment of counterparty ratings

As part of the credit assessment process within retail banking, customers' ratings are assigned through the use of various statistical credit scorecards using a combination of information disclosed by the customer, information held on the client by the bank and credit information held at the credit bureaus that operate in Botswana. Such ratings are used in the decision-making process to determine whether customers would qualify for the loan being applied for and is one of the determinants of the price that the client would be charged.

Customer ratings are also reassigned on a continuous basis through the use of behavioural scoring, updated on a monthly basis. These ratings are also used in other disciplines across the credit value chain such as collections and recoveries in addition to also being an input to origination decisions and the calculation of capital requirements.

A comprehensive rating approach for all Commercial and Corporate Investment Banking exposures with input to credit analysts has been developed to assist in the assignment of ratings. The approach can best be described as a "constrained expert judgement approach" with subjective assessments and rating model results as an input in the rating process.

The rating approach for Commercial is on a counterparty specific basis i.e., whilst the type of information used to determine ratings is typically similar to Corporate for larger entities, the level of judgement applied in order to determine the final rating is not the same.

3.3 Credit Risk Mitigation [CONTINUED]

Pricing for risk

FNBB operates on a risk-based pricing philosophy, whereby all metrics affected by risk are included in the credit capacity calculations from which detailed pricing levels at an overall portfolio and more detailed risk segment level are derived.

FirstRand essentially splits pricing into two distinct categories, i.e.:

a) Supply side pricing – This can be seen as the quantitative calculations performed.

b) Demand side pricing – Demand side pricing entails the optimization capabilities created to maximize the value of the lending portfolio.

Credit analysis and evaluation

When evaluating credit risk it is important to consider the following aspects:

- A borrower's willingness and track record in terms of debt servicing as assessed using application credit scorecards;
- A borrower's ability to service and repay the debt as assessed using detailed affordability assessments, using validated customer financial information. It is also important to consider a maximum allowable customer level debt servicing limit, i.e., all-in RTI, as well as make allowances for higher interest rates on total variable interest rate debt, on a forward-looking basis, linked to the FNBB House View as articulated by FNBB Economist.
- The customer's debt trajectory, i.e., customers taking on debt at a very rapid rate have proven to be significantly higher risk and this needs to be allowed for in the credit scoring environment.
- When assessing credit applications for clients where FirstRand does not hold the client's salary, special consideration needs to be given when assessing the expected levels of credit risk.
- It is also of paramount importance to protect the bank against undue levels of risk by also considering historical behavior and credit information.
- The ability of the bank to properly assess the credit risk posed by current and prospective clients are somewhat curtailed by the short-term nature of credit behavioral information.

Commercial and Corporate credit analysis and evaluation requires a greater degree of assessment:

- A borrower's willingness and ability to service and repay the debt:
- An understanding of the clients cashflow.
- An understanding of the borrower's business model and lending requirements in addition to future plans with confidence through effective analysis that these plans are feasible with key assumptions being validated.
- A sound sustainable financial position and performance, evidenced by audited financial statements and current management accounts, where appropriate.
- Reward commensurate with the risk.
- Availability of collateral of adequate value, acceptable quality and spread.
- Favorable environmental factors (geographical location of the business and its target market, products, competitors etc.); and reputable ownership and management of the business.

3.3 Credit Risk Mitigation [CONTINUED]

Credit risk mitigation

Credit assessment focuses on the counterparty's ability to repay the debt, credit mitigation instruments are used where appropriate to reduce FNBB's lending risk through obtaining collateral where appropriate. These include financial or other collateral, guarantees or credit derivatives. The collateral types are driven by portfolio, product, or counterparty type:

- Mortgage and vehicle asset finance portfolios are secured by the underlying assets financed.
- Personal loans, overdrafts and credit card exposures are generally unsecured or secured via guarantees, cash, bonds over fixed property, shares and suretyships.
- FNB Commercial and corporate and investment banking counterparties are mostly secured by way of balance sheet assets, being cession of debtors, deed of hypothecation over movable assets, cash, cession of shares, bonds over fixed property and suretyships.
- Commercial property finance deals are secured by the underlying property and cession of rentals.
- Structured facilities in Corporate Investment Banking are largely secured as part of the structure through financial or other assets.

Policies and processes for collateral valuation and collateral management

Collateral is valued at inception of the credit agreement and subsequently where necessary through physical inspection. In Commercial and Corporate Investment Banking, collateral is reassessed during the annual review of the facilities. For mortgage portfolios and other fixed property secured advances, the property is revalued every 3 years in line with policy.
Collateral is managed internally to ensure the banks title to the collateral is maintained on an on-going basis.

The concentrations within credit risk mitigation types, such as property, are monitored and managed via the credit portfolio committee meetings.

Collateral is taken into account for capital calculation purposes through the determination of the loss given default ("LGD"). The existence of collateral results in a reduced LGD, and the level of the LGD is determined through statistical modeling techniques based on the historical experience of the recovery processes.

On Balance Sheet netting

FNB Botswana uses International Swaps and Derivative Association ("ISDA") agreements to govern the netting of derivative transactions. All transactions are valued on a daily basis and the appropriate netting of exposures is applied. The master agreement contains internationally accepted valuation and default covenants. For accounting purposes, netting is applied where there is legal right of setoff and the ability to settle on a netted basis. In general, whilst the ISDA agreements reduce the economic exposure, it does not reduce the accounting exposure.

Concentration Risk

Credit concentration risk is the risk of potential loss to the Bank arising from excessive concentration of exposure to a single counterparty, industry, market, product, financial instrument or type of security, country or region, or maturity. This concentration typically exists when a number of counterparties are engaged in similar activities and have similar characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

Concentration risk is managed in the credit portfolios, based on the nature of the credit concentration within each portfolio. Divisions must have in place systems and controls to identify, measure, monitor and control their credit risk concentrations. Each portfolio should set guidelines appropriate to their areas of activity and business strategy which must be measured and reported in the relevant portfolio reports. Credit policies should cover the different forms of credit risk concentration to which each division may be exposed.

Such concentrations include (amongst others):

i. Significant exposure to an individual counterparty or group of related counterparties;
ii. Credit exposure to counterparties in the same economic sector or geographic region;
iii. Credit exposure to counterparties whose financial performance is dependent on the same activity or commodity; and
iv. Indirect credit exposure concentration, arising from the bank's credit risk mitigation activities, i.e. exposure to a single collateral type or to credit protection provided by a single counterparty.

3.4 Counterparty Credit Risk

General disclosure for exposures related to counterparty credit risk

Counterparty Credit Risk is the risk of a counterparty to a contract, transaction or agreement defaulting prior to the final settlement of the transaction's cash flows.

Counterparty Credit Risk Activities

Counterparty credit risk measures a counterparty's ability to satisfy its obligations under a contract that has positive economic value to the bank at any point during the life of the contract.

It differs from normal credit risk in that the economic value of the transaction is uncertain and dependent on market factors that are typically not under the control of the group or the client.

Counterparty credit risk is a risk taken mainly in the group's trading and securities financing businesses. The objective of counterparty credit risk management is to ensure that this risk is appropriately measured, analyzed and reported on, and is only taken within specified limits in line with the bank's risk appetite framework as mandated by the board.

Individual counterparty risk limits application are prepared using the approved risk quantification methodologies and assessed and approved at the relevant Credit Committee. All Counterparty credit risk limits are subject to annual review, and counterparty exposures are monitored by the respective Ongoing Credit Risk function on a daily basis.

Quantitative Disclosures

The measurement of counterparty credit risk aligns closely with credit risk measurement practices and is focused both on establishing appropriate limits at counterparty level as well as on ongoing portfolio risk management.

The counterparty credit risk weights are measured using the regulatory Current Exposure Method (CEM). Under the Current Exposure Method, FNBB calculates the current replacement cost by marking contracts to market, thus capturing the current exposure without any need for estimation, and then adding a factor (the "add-on") to reflect the potential future exposure over the remaining life of the contract.

Replacement Cost	The current replacement cost is determined by marking contracts to market, thus capturing the current exposure without any need for estimation.
Potential Future Exposure	The potential increase in the exposure between the present and contract maturity. An add-on factor is applied to the replacement cost to determine the potential future exposure over the remaining life of the contract.

The table below represents the bank's counter-party credit risk weighted assets (RWAs) as at 30 June 2024.

3.4 Counterparty Credit Risk [CONTINUED]

Counterparty Credit risk – Risk weighted assets

(P'000)	Residual Maturity	Principal Amount	Replacement Cost	Potential Future Exposure	Credit Equivalent Amount	Risk Weighted Asset
Exchange Rate Contracts						
	< 1 Year	808,607	6,407	8,086	14,493	13,950
	1 – 5 Years	-	-	-	-	-
	+ 5 Years	-	-	-	-	-
Total		**808,607**	**6,407**	**8,086**	**14,493**	**13,950**
Interest Rate Contracts						
	< 1 Year	-	-	-	-	-
	1 – 5 Years	610,462	8,987	3,052	12,039	12,039
	+ 5 Years	-	-	-	-	-
Total		**610,462**	**8,987**	**3,052**	**12,039**	**12,039**
Total OTC Derivatives		**1,419,069**	**15,394**	**11,138**	**26,532**	**25,989**

4. MARKET RISK

4.1 Market Risk in the Trading Book

Introduction

Market risk is the risk of adverse revaluation of financial instrument as a consequence of changes in market prices or rates.

Market risk in the trading book includes interest rate risk in the trading book, traded equity and credit risk, commodity risk, foreign exchange risk.

Market risk in the trading book activities

The Bank's market risk in the trading book emanates mainly from the provision of hedging solutions for clients, market-making activities and is taken and managed by Rand Merchant Bank Botswana (RMBB). The Global Markets unit within RMBB functions as a center of expertise for all market risk-related activities. Market risk is managed and contained within the FNBB Board's appetite.

Quantitative disclosures

FNBB Market risk is measured using the regulatory standardised approach for regulatory capital and an internal stress loss methodology for internal measurement of risk. Under the standardised approach, capital is calculated for general market risk and specific risk.

The table below represents the Bank's market risk under standardised approach as at 30 June 2024. Market risk was contained within acceptable stress loss limits and effectively managed during the year under review.

Market risk under standardised approach – risk weighted assets

BWP'000	June 2024	June 2023
Interest rate risk	4,235	5,860
Specific risk	–	–
General risk	4,235	5,860
Foreign Exchange Risk	5,545	29,149
Total Capital Charge	**9,780**	**35,008**

4.2 Market risk in the banking book

For market risk in the banking book (non-traded market risk), the Bank distinguishes between interest rate risk in the banking book and foreign exchange risk. The following table describes how these risks are measured, managed and governed.

Risk Measure	Managed by	Oversight
Interest Rate Risk in the Banking Book (IRRBB)		
• 12-month Earnings Sensitivity; and • Price per Basis Point (PV01)	FNBB Treasury	• FNBB Risk Management • FirstRand Corporate Centre (FCC) Risk Management • FNBB ALCCO • FirstRand International ALCCO • FNBB Board Risk, Capital and Compliance Committee • FNBB Board of Directors
Foreign Exchange Risk		
• Net Open Foreign Exchange Position (NOFP) to Total Unimpaired Capital	FNBB Treasury	• FNBB Risk Management • FirstRand Corporate Centre (FCC) Risk Management • FNBB ALCCO • FirstRand International ALCCO • FNBB Board Risk, Capital and Compliance Committee • FNBB Board of Directors

4.3 Interest Rate Risk in the Banking Book (IRRBB)

Introduction

Interest rate risk is an inherited position as a result of the underlying balance sheet and can be a source of value for the entity. The objective of management is to take a holistic view of the balance sheet across the business cycle, and proactively manage the natural position and the risks that impact the earning and financial position of the entity so as to achieve the best possible returns for shareholders by protecting and enhancing the balance sheet (economic value) and income statement (earnings).

IRRBB relates to the sensitivity of a bank's financial position and earnings to unexpected, adverse movements in interest rates. Interest rate risk in the banking book originates from the differing repricing characteristics of balance sheet positions/instruments, yield curve risk, basis risk and client optionality embedded in banking book products. The endowment effect, which results from a large proportion of non- and low-rate liabilities that fund variable rate assets, remains the primary driver of IRRBB and results in the Bank's earnings being vulnerable to interest rate cuts, or conversely benefiting from a hiking cycle.

IRRBB is an inevitable risk associated with banking and can be an important source of profitability and shareholder value. FNBB continues to manage IRRBB on an earnings approach, with the aim to protect and enhance the Bank's earnings and economic value through the cycle within approved risk limit and appetite levels. The endowment hedge portfolio is managed dynamically taking into account the continuously changing macroeconomic environment.

Assessment and management

The measurement techniques used to monitor IRRBB include NII sensitivity/earnings at risk as well as economic value of equity (EVE)/NAV. A repricing gap is also generated to better understand the repricing characteristics of the balance sheet. In calculating the repricing gap, all banking book assets, liabilities and derivative instruments are placed in gap intervals based on repricing characteristics.

The internal funds transfer pricing (FTP) process is used to transfer interest rate risk from the business segments to Treasury. This process allows risk to be managed centrally and holistically in line with the Bank's macroeconomic outlook. Management of the resultant risk position is achieved by balance sheet optimisation or through the use of derivative transactions.

4.3 Interest Rate Risk in the Banking Book (IRRBB)

Interest rate risk management and assessment

Frameworks and mandates	Risk measurement	Underlying banking book balance sheet	Macroeconomic view
		Modelling and analytics	
	Risk management	Risk transfer process	
		Hedging strategies and portfolio management	
	Risk monitoring	Daily risk and profit and loss	
		Regulatory, IFRS, internal reporting	

Sensitivity analysis

A change in interest rates impacts both the earnings potential of the banking book (as underlying assets and liabilities reprice to new rates), as well as in the economic value/NAV of an entity (as a result of a change in the fair value of any open risk portfolios).

The role of management is to protect both the financial performance as a result of a change in earnings and to protect the long-term economic value. To achieve this, both earnings sensitivity and economic sensitivity measures are monitored and managed within appropriate risk limits and appetite levels, considering the macroeconomic environment and factors which can cause a change in rates.

NII Sensitivity/earnings at risk

Net interest income (NII) sensitivity is a tool that measures the sensitivity of earnings to changes in the level of interest rates over a specified horizon.

The NII sensitivity measure combines the repricing characteristics and rate correlations of the underlying banking book products and off balance sheet positions to determine the impact on the Bank's projected NII.

NII models are run on a monthly basis to provide a measure of the NII sensitivity of the existing banking book balance sheet to shocks in interest rates. Underlying transactions are modelled on a contractual basis, assuming a constant balance sheet size and mix over the forecast horizon.

The table below shows the 12-month NII sensitivity for sustained, instantaneous parallel 200 bps downward and upward shocks to interest rates.

Project NII Sensitivity to interest rate movements

	Change in Projected 12-month NII	
	30 June 2024	30 June 2023
Downward 200 bps	-27.62%	-26.27%
Upward 200 bps	+19.25%	+15.63%

4.3 Interest Rate Risk in the Banking Book (IRRBB)

The remaining earnings risk is as a result of non- and low-rate products in the balance sheet, the “endowment book” which are used to fund rate sensitive assets. This has a negative impact on the bank’s NII margin in a cutting cycle as the decrease in NII from assets repricing to lower rates is not offset by a corresponding interest saving from liabilities. However, this endowment impact acts as a source of value to the bank with increased margins in a hiking cycle. The risk is managed on a strategic basis along with risk from the fixed book within approved risk limits.

Economic value of equity

FNBB’s balance sheet management objective is to protect and enhance the balance sheet and income statement of FNBB. In line with this objective, interest rate risk in the banking book is primarily managed from an earnings approach over a specified horizon. In addition, changes to economic value are monitored and managed within defined risk tolerance levels. Economic value has the advantage that it considers all future cash flows and therefore can also highlight risk beyond the earnings horizon. The EVE is measured through PV01 which is the impact of a 1bps increase in rates on the Bank’s open position. The PV01 was managed well within the bank’s approved risk appetite.

BWP	30 June 2024	30 June 2023
PV01	-522,729	-184,514
Limit	0 to -1,300,000	0 to -1,300,000

4.4 Foreign Exchange Risk

Introduction

Foreign exchange risk is the risk of an adverse impact on the Bank’s financial position and earnings as a result of movements in foreign exchange rates impacting balance sheet exposures.

Assessment and Management

The ability to transact on-balance sheet in a currency other than the home currency (Pula) is governed by regulatory limits. In FNBB, additional board limits are set for this exposure. Treasury is responsible for reporting and utilisation of these limits against approved limits.

Foreign exchange risk in the banking book comprises funding and liquidity management, and risk mitigating activities which are managed to low levels.

Net Open Foreign Position (NOFP)

The table below shows the NOFP utilization which is measured against audited unimpaired capital.

NOFP

Open Exposure to Unimpaired Capital	30 June 2024	30 June 2023
NOFP	1.83%	10.48%

5. OPERATIONAL RISK

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events. This definition includes legal risk, but excludes reputational and strategic risks.

5.1 The approach for operational risk capital assessment

Unlike other major risk types, operational risk is not assumed deliberately in pursuit of a commensurate return. It exists, to a varying degree, in all organisational activities. The scope and coverage of operational risk are defined by Basel event types. These event types are:

- Internal fraud
- External fraud
- Employment practices and workplace safety
- Clients, products and business practices
- Damage to physical assets
- Business disruption and system failure
- Execution, delivery and process management

The definition and scope of operational risk includes Information Technology (IT) risk, as demonstrated by the inclusion of "Business disruption and system failure" as a separate event type. More specifically, IT risk can be defined as the risk of losses as a result of a compromise of confidentiality, integrity or availability of IT systems due to inadequate and failed internal processes, people, and systems or from external events.

Operational risk is governed in terms of the Operational Risk Management Framework (ORMF), which is a sub-framework of the Business Performance and Risk Management Framework (BPRMF). IT risk is governed by the IT Risk Management Framework (ITRMF), which is a sub-framework of the ORMF.

Risk mitigation

Operational risk is mitigated through a variety of activities and programmes, including the following:

Controls

- Issue and Action item monitoring and reporting
- Correction and improvement of business processes
- Optimisation of business processes
- Risk management activities and processes, including monitoring and reporting
- Investment in infrastructure, information technology and people
- Risk appetite settings
- Tracking of risk profiles and exposure against set appetite levels

5.2 Measurement approach

FNBB follows the Basic Indicator Approach (BIA) for operational risk.

Methodology

Under TSA there are various regulatory requirements regarding risk measurement, management and governance. FNBB implementation of these minimum standards is described in the ORMF, with supporting policies for individual risk measurement tools.

Risk tools used for the measurement and monitoring of operational risk in TSA include loss event reporting (regulatory requirement), key risk indicators (KRIs), and process risk and control impact assessments (PRCIA).

All business activities are mapped to Basel business lines and a three year average gross income is calculated per business line. Each business line's average gross income is multiplied by a predefined beta factor to arrive at a capital requirement for a specific business line.

6. EQUITY RISK

Table 36: Equity disclosures for banking book positions

The Bank is not exposed to any equity risk.

7. REMUNERATION

The FNBB HCRC (Human Capital and Remuneration Committee.) is the governing body for all remuneration decisions within the Bank.

HCRC performs the following functions:

- The Committee operates as an overseer of human capital and culture matters and where necessary will make recommendations to the Board for its consideration and final approval.
- The Committee does not assume the functions of management, which remain the responsibility of the executive directors, officers, and other members of senior management.
- The Committee is to exercise good stewardship of the FNB Botswana Limited's Human Capital practices (including associated human capital risks) regarding:
    - Remuneration & Benefits
    - Human Capital Strategy
    - Corporate Culture
    - Human Capital Risk Management
    - Organisational Effectiveness (Includes workforce planning and recruitment)
    - Talent Management (includes employee value proposition, retention, and succession planning)
    - Learning and Development
    - Employee Wellbeing
    - Performance Enablement
    - Employee Relations

- The Committee has overall oversight in the design and operation of the Human Capital function in ensuring that it is consistent with the Bank's culture, long term business and risk appetite, performance, and control environment as well as any legal or regulatory requirements.

- The Committee aids the board to ensure that the company's human capital is appropriately sourced, protected, developed, engaged, and retained.

HCRC meets four times, but remuneration discussions are focused twice a year, that is, in April to review the last year's increases and bonuses. The other remuneration focused sitting is in July to prepare for the new financial year increases and bonuses and review the reward philosophy.

7.1 FNB Reward Philosophy

Total Reward

FNBBs remuneration philosophy is founded on the following principles:

- Attracting and retaining talent - FNBB aims to attract and retain the best talent in the market, through competitive reward packages.
- Aligning with shareholders- Management should not do better than shareholders. The company's key performance measure, net income after cost of capital (NIACC), ensures that employees only receive variable pay after all obligations have been met, including 'paying' shareholders for their equity first. The growth in management remuneration should not exceed the growth in accumulated net asset value and dividends over an economic cycle (currently six years).
- Pay for Performance - variable pay is subject to financial and non-financial performance criteria aligned to FNBBs strategic objectives. To reinforce a culture of sustainable high performance, the targeted remuneration mix offered to key talent is deliberately weighted towards variable pay (short- and long-term incentives).

- Sustainable Business - Management has also a responsibility to other stakeholders: regulators, customers, deposit holders, employees and the broader society. In determining remuneration, the Human Capital and Remuneration Committee aims to ensure that FNBB delivers sustainable long-term growth for the benefit of all stakeholders.
- Fair and responsible remuneration - FNBB promotes equal pay for work of equal value and does not tolerate discrimination based on race, gender or any other arbitrary characteristic.

Components of Remuneration

To deliver on its remuneration philosophy and principles, FNBB's remuneration structure consists of:

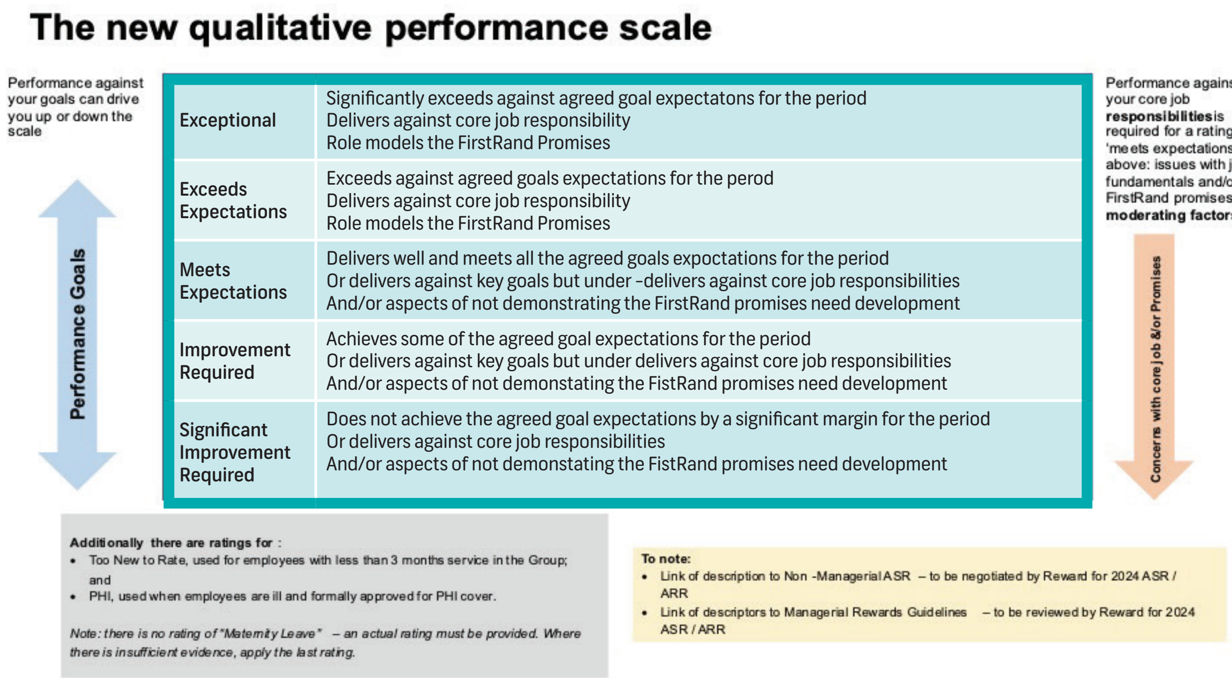
- Guaranteed package (GP) - The guaranteed package consists of a cash package and benefits. The cash package is market-related and reflects the responsibilities of the role as well as the expertise and skills of the individual employee. Benefits are compulsory but employees can choose from various options. All employees on permanent contracts of employment are contractually obliged to contribute to an appropriate retirement savings vehicle, to belong to a medical aid/health care plan and to have life and disability cover. Employees on fixed term contract for one year or greater are contractually obliged to belong to a medical aid/health care plan and to have life and disability cover.
- Variable pay:
  - Short Term Incentives (STIs) are based on company and individual performance. All permanent employees and employees on fixed term contracts of one year and greater will be eligible to participate in the STI.
  - Long Term Incentives (LTIs) are calibrated to three-year, forward-looking company performance conditions. The greater the influence of the individual on overall risk and returns of the organisation, the higher the proportion of long-term incentives awarded.
  - LTIs and deferred STI payments also act as retention mechanisms

Managing and Rewarding Performance

Whilst the Bank is a people centered organization, it is uncompromising in its demand for high performance. Each employee is kept accountable and is contracted to deliver work to an expected standard as the performance enablement approach aims to empower performance, rather than to discipline and control.

The new Performance Enablement commonly known as PE has cultivated a new culture of managing performance through continuous feedback and continuous performance reviews called "Check-Inns", employee coaching and adherence to living FirstRand Promises. Consequently, the performance reviews will be different from previous years ratings in that it won't carry mid-year reviews scores/ratings as has always been the practice, and that even the ratings whenever they are done by end of April will carry a different format.

The performance ratings are based on qualitative performance score as opposed to old numeric quantitative scores. The ratings are for the entire performance cycle and will indicate employees' success in achieving their top six (6) performance goals and feedback on their ability to live FirstRand Promises. The following Table demonstrates the Bank's performance rating scale which will be in use in the ending performance cycle.



The new qualitative performance scale

Performance against your goals can drive you up or down the scale

Performance Goals

Exceptional	Significantly exceeds against agreed goal expectatons for the period Delivers against core job responsibility Role models the FirstRand Promises
Exceeds Expectations	Exceeds against agreed goals expectations for the perod Delivers against core job responsibility Role models the FirstRand Promises
Meets Expectations	Delivers well and meets all the agreed goals expoctations for the period Or delivers against key goals but under -delivers against core job responsibilities And/or aspects of not demonstrating the FirstRand promises need development
Improvement Required	Achieves some of the agreed goal expectations for the period Or delivers against key goals but under delivers against core job responsibilities And/or aspects of not demonstating the FistRand promises need development
Significant Improvement Required	Does not achieve the agreed goal expectations by a significant margin for the period Or delivers against core job responsibilities And/or aspects of not demonstating the FistRand promises need development

Performance against your core job **responsibilities** is required for a rating of 'meets expectations' or above: issues with job fundamentals and/or FirstRand promises **are moderating factors**

Concerns with core job &/or Promises

Additionally there are ratings for :

- Too New to Rate, used for employees with less than 3 months service in the Group; and
- PHI, used when employees are ill and formally approved for PHI cover.

Note: there is no rating of "Maternity Leave" – an actual rating must be provided. Where there is insufficient evidence, apply the last rating.

To note:

- Link of description to Non -Managerial ASR – to be negotiated by Reward for 2024 ASR / ARR
- Link of descriptors to Managerial Rewards Guidelines – to be reviewed by Reward for 2024 ASR / ARR

7.2 Employee Types

FNBB has the following employee types:

- Permanent employees – these are the pensionable workforce from non–clerical to management. As at June 30, 2024, there were **1416 permanent employees**
- Executives – these are Heads of business who report directly to the CEO. As at June 30, 2024, there were **16 members** of the executive team.

7.3 Variable Pay

Types of variable pay

1. Performance bonuses
2. Sign-on bonuses
3. Retention payments
4. Shares – conditional share incentive scheme

Summary of Employee Remuneration

As at June 30, 2024	Number of employees	Amount (P'000)
Number of non-senior employees who received variable remuneration during the financial year	994	52 880
Number of senior management (Executive) who received variable remuneration during the financial year	16	19 559
Number and total amount of sign on bonuses awarded during the year	5	672
Number and total amount of severance payments made during the year	57	2 565
Total pay for non-senior managers	1400	563 132
Total Pay for Senior Managers (Executive)	16	25 567