Barclays Africa Group Limited
Notice of annual general meeting
Our reporting suite

All of the reports listed below are available on barclaysafrica.com and on our interactive report site barclaysafrica2017ar.co.za.

<table>
<thead>
<tr>
<th>Document</th>
<th>Scope and boundary</th>
<th>Reporting standards/frameworks</th>
<th>Assurance</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Integrated report and environmental, social and governance disclosures</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Integrated report</td>
<td>• Barclays Africa, including key banking and insurance subsidiaries</td>
<td>• International Integrated Reporting Council’s (IIRC’s) Integrated Reporting &lt;IR&gt; Framework</td>
<td>• Internal controls and management attestations</td>
</tr>
<tr>
<td>• GRI (Global Reporting Initiative) report</td>
<td>• BBBEE applies to our South African operations</td>
<td>• Companies Act No 71 of 2018 of South Africa</td>
<td>• Compliance, internal audit and legal reviews</td>
</tr>
<tr>
<td>• King IV review</td>
<td></td>
<td>• JSE Listings Requirements</td>
<td>• External audit opinion on financial information, and external assurance on select indicators</td>
</tr>
<tr>
<td>• Broad-based black economic empowerment (BBBEE) report</td>
<td></td>
<td>• King IV Report on Corporate Governance for South Africa, 2016™ (King IV)</td>
<td>• Independent BBBEE verification</td>
</tr>
<tr>
<td>• Notice of annual general meeting</td>
<td></td>
<td>• Amended Financial Sector Code</td>
<td>• Board approval, assisted by the Disclosure, Social and Ethics, and Directors’ Affairs committees</td>
</tr>
</tbody>
</table>

| **Financial, risk and capital management disclosures** | | | |
| • Summarised consolidated and separate financial statements | • Barclays Africa, including associates, subsidiaries and joint ventures | • International Financial Reporting Standards (IFRS) | • Internal controls and management assurance |
| • Annual consolidated and separate financial statements | • Note 49.3 of the financial statements provides a list of material subsidiaries and consolidated structured entities | • Companies Act of South Africa No 71 of 2008 | • Compliance and internal audit and legal reviews |
| • Pillar 3 risk and capital management report | | • Banks Act, No 94 of 1990 | • Board approval, assisted by the Group Audit and Compliance, and Group Risk and Capital Management committees |
| • Financial results booklet and investor presentation | | • JSE Listings Requirements | • External audit opinion (within the consolidated and separate financial statements) |
Shareholder diary

Thursday, 1 March 2018  
2017 full year financial results announcement and 2017 final dividend declaration

Tuesday, 10 April 2018  
Last date to trade

Wednesday, 11 April 2018  
Ex dividend date

Friday, 13 April 2018  
Record date

Monday, 16 April 2018  
Final dividend payment

Tuesday, 15 May 2018  
Annual general meeting

Wednesday, 1 August 2018  
Announcement of the 2018 interim results and declaration of interim dividend

Tuesday, 11 September 2018  
Last date to trade

Wednesday, 12 September 2018  
Ex dividend date

Friday, 14 September 2018  
Record date

Monday, 17 September 2018  
Interim dividend payment
Dear shareholder,

Notice of publication of our integrated report, annual financial statements and notice of annual general meeting

Please find enclosed the notice of annual general meeting (AGM) of Barclays Africa Group Limited, to be held on Tuesday, 15 May 2018 at 10:00 in Boardroom 8.02, Barclays Towers West, 15 Troye Street, Johannesburg.

In accordance with section 31(1) of the Companies Act, No. 71 of 2008, as amended (Companies Act) you are hereby notified that the Barclays Africa Group Limited 2017 Integrated Report and full annual financial statements will be available on the Barclays Africa Group website (www.barclaysafrica.com) from Thursday, 29 March 2018.

Should you wish to receive a printed copy of our integrated report or the annual financial statements, you may request these from the Barclays Africa Group Limited registered office, situated at Barclays Towers West, 15 Troye Street, Johannesburg, 2001, South Africa or from groupsec@barclaysafrica.com.

Shareholders’ attention is drawn to the new arrangements regarding delivery of completed proxy forms. Special resolution number 1 deals with proposed amendments of clauses 20.8.3 and 20.8.4 of the Company’s Memorandum of Incorporation (MOI) which are required in order to align their contents with the provisions of section 58(1) of the Companies Act (a complete list of a shareholder’s rights in terms of section 58 of the Companies Act is included in the proxy form). The amendments are to address the ‘48-hour rule’ for delivery of proxies, which was competent under the previous Companies Act of 1973, but not the current Companies Act. As the provisions of section 58(1) are mandatory (or unalterable), they take effect even whilst the proposed resolution to amend the Company’s MOI is yet to be considered by shareholders at the upcoming AGM.

Notwithstanding these new arrangements, given practical exigencies, shareholders are requested to deliver their proxies, preferably via email to proxy@computershare.co.za, and by no later than 24 hours before the commencement time of the AGM.

Proxy forms submitted on the day of the AGM must be emailed simultaneously to the transfer secretaries and the Company Secretary of Barclays Africa Group Limited at the following email addresses: proxy@computershare.co.za and groupsec@barclaysafrica.com, to be received before any proxy seeks to exercise any right granted to it under the relevant proxy form.

Nadine Drutman
Group Company Secretary
27 March 2018
Notice of annual general meeting

Barclays Africa Group Limited
(Incorporated in the Republic of South Africa)
Registration number: 1986/003934/06
JSE share code: BGA
ISIN: ZAE000174124
(Barclays Africa or the Company)

Notice is hereby given, in terms of section 62(1) of the Companies Act, No. 71 of 2008, as amended (the Companies Act) that the 32nd (thirty-second) annual general meeting of ordinary shareholders of Barclays Africa (AGM) will be held in Boardroom 8.02, Barclays Towers West, 15 Troye Street, Johannesburg on Tuesday, 15 May 2018 at 10:00 to transact the following business:

1. To present to shareholders the audited annual financial statements of the Company, together with the reports of the Board of Directors of the Company (the Board or Directors), and the Group Audit and Compliance Committee of the Company for the financial year ended 31 December 2017.

2. To present the report of the Social and Ethics Committee of the Company for the financial year ended 31 December 2017.

3. To consider, and if deemed fit, to pass the ordinary resolutions set out in this notice of AGM, with or without modifications.

4. To consider, and if deemed fit, to endorse the non-binding resolutions set out in this notice of AGM on the Company’s remuneration policy and implementation report, with or without modifications.

5. To consider, and if deemed fit, to pass the special resolutions set out in this notice of AGM, with or without modifications.

In accordance with sections 59(1)(a) and (b) of the Companies Act, the record date for the purposes of determining the shareholders of the Company entitled to receive the notice of AGM (being the date on which a shareholder must be registered in the Company’s register of shareholders in order to receive notice of the AGM), is Friday, 23 March 2018.

The last day to trade in Barclays Africa shares in order for a shareholder to be recorded on the securities register of the Company to be entitled to attend, participate and vote at the AGM is Monday, 30 April 2018, and the record date for attendances, participation and voting at the AGM is Friday, 4 May 2018.

Agenda

1. Presentation of the annual financial statements and reports
   The audited annual financial statements of Barclays Africa Group Limited, including the reports of the directors and Group Audit and Compliance Committee for the year ended 31 December 2017, are available in summarised form together with this document, with the full annual financial statements available on the Company’s website at www.barclaysafrica.com.

2. Presentation of the report of the Social and Ethics Committee
   The report of the Social and Ethics Committee for the year ended 31 December 2017 will be presented by the chairman of the committee, with time for questions. The report is included in the integrated report on page 75 and accessible at the Company’s website.

3. Ordinary resolutions
   a For an ordinary resolution to be approved by the shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution, save for ordinary resolution number 6, which requires 75% of the voting rights exercised to pass.

   b Brief résumés of the directors standing for election and re-election and those of the Group Audit and Compliance Committee members are set out from pages 19 to 22 of this notice of AGM.
Ordinary resolutions

Ordinary resolution number 1

Re-appointment of the external auditors

RESOLVED that, each of Ernst & Young Inc. and KPMG Inc., together with their respective designated audit partners named below, be and is hereby re-appointed, by way of separate resolutions, as the Company’s external auditors to hold office until the conclusion of the next AGM:

1.1 Ernst & Young Inc. (designated auditor – Ernest van Rooyen)
1.2 KPMG Inc. (designated auditor – Pierre Fourie)

Motivation
In terms of section 64(2)(aA) of the Banks Act No. 94 of 1990, as amended (Banks Act) as read with section 90(1) of the Companies Act, each year at its AGM, a public company must appoint an auditor who complies with the requirements of section 90(2) by way of an ordinary resolution of the shareholders entitled to exercise voting rights on that resolution.

As contemplated in section 90(3) of the Companies Act, the names of the designated individual auditors form part of the resolution.

The appointment of joint auditors is a requirement of the South African Reserve Bank (SARB), the primary regulator of banks in South Africa.

Ernst & Young Inc. and KPMG Inc. were appointed by shareholders both at the 2016 and 2017 AGM as external auditors of the Company. Whilst Ernst & Young Inc. have been in their position as auditors of the Company for more than 25 years, KPMG Inc.’s appointment was a consequence of the retirement of PwC as Group auditor pursuant to a mandatory rotation of auditors by Barclays PLC and following both a global and local tender process.

The JSE Listings Requirements require audit firms and individual auditors, prior to being appointed or re-appointed by listed companies, to be accredited. Such accreditation is subject to set criteria (including a firm-wide independent quality control of the audit firm and an engagement inspection of the individual auditor) and registration of the audit firm and individual auditor by a regulatory or professional body. In the case of South Africa, this is discharged by the Independent Regulatory Board for Auditors (IRBA). The Group Audit and Compliance Committee (GACC) has confirmed that Ernst & Young Inc., and KPMG Inc. together with their respective designated auditors are duly accredited.

In accordance with Paragraph 3.84(iii) of the JSE Listings Requirements, the GACC also confirms it has obtained all the required certification from the audit firms in respect of the information required under Paragraph 22.15(h), which information is in respect of the roles and responsibilities of the audit firm.

As recommended by King IV, the GACC, with reference to audit quality indicators, confirmed that the audit quality for the year ended 31 December 2017 was satisfactory.

KPMG Inc.

KPMG Inc. is a member of the KPMG network of independent member firms affiliated with KPMG International. The firm is listed as a BBBEE Level 1 Empowered Supplier in terms of the Department of Trade and Industry’s Code of Good Practice on Broad Based Black Economic Empowerment.

In a media statement issued on 2 October 2017, the Company expressed its concerns on alleged inappropriate conduct by KPMG Inc. in relation to audit and advisory services the firm provided to certain of its clients. In particular, the Board highlighted its concern regarding the behaviours underlying the allegations against KPMG Inc. which were in conflict with our values. The Board engaged with the firm on the issues of concern.
In order to reassure stakeholders of the quality of the audit, the GACC secured additional support, enhanced quality processes and quality reviews from KPMG Inc. and from KPMG International. The audit team displayed an appropriate degree of technical expertise and challenge to management during the audit, resulting in an audit of satisfactory quality.

The Board recognises that there are a limited number of professional audit firms able to accept the risk of conducting an audit of a Pan African financial services business the size and complexity of Barclays Africa.

The Board is proposing that KPMG Inc. be re-appointed as auditors for the 2018 financial year, but will continue to monitor developments relating to KPMG Inc., as well as their ongoing efforts to remediate their governance, independence, and audit quality.

**Ernst & Young Inc.**

Ernst & Young Inc. is also a Level 1 Empowered Supplier in terms of the Department of Trade and Industry’s Code of Good Practice on Broad Based Black Economic Empowerment.

In 2015, Barclays Africa conducted a tender process, including consideration of other auditing firms and their capabilities, which culminated in a full re-evaluation and re-appointment of the firm. The GACC formed an Audit Tender Oversight Sub Committee to ensure that the audit tender was conducted thoroughly, transparently and fairly. A series of due diligence activities were also conducted and Ernst & Young Inc. was selected based on audit quality, cultural and corporate fit and their existing Barclays Africa experience to assist the on-boarding of KPMG Inc. as new auditors.

The Ernst & Young Inc. partners have been rotated every five years as required by section 94 of the Companies Act, with the most recent rotation being in 2016.

In light of the above, the GACC recommended and the Board endorsed the proposed re-appointment by shareholders of Ernst & Young Inc. and KPMG Inc. as the Company’s auditors to serve until the conclusion of the next AGM.

**Ordinary resolution number 2**

**Re-election of retiring directors**

RESOLVED that each of the directors named below in 2.1 to 2.6, who retire in terms of the provisions of the Company’s MOI on director rotation, and being eligible and available, and having offered themselves for re-election, be and is hereby re-elected in terms of section 68(2)(a) of the Companies Act by way of a series of votes, as directors of the Company:

2.1 Colin Beggs, as an independent non-executive director;
2.2 Yolanda Cuba, as an independent non-executive director;
2.3 Mohamed Husain, as an independent non-executive director;
2.4 Wendy Lucas-Bull, as an independent non-executive director;
2.5 Mark Merson, as an independent non-executive director; and
2.6 Maria Ramos, as an executive director.
Motivation
The Company’s MOI requires that one-third of the directors retire at each AGM. The Board has determined, based
on internal assessments, that the performance of each of the directors standing for re-election meets the required standards
expected of them in terms of their duties and responsibilities. The Board therefore recommends their re-election
by shareholders.

Independent directors who have served on the Board for more than nine years are subjected to annual rotation, and may
offer themselves for re-election. Yolanda Cuba and Mohamed Husain have served on the Board for more than eleven and
nine consecutive years, respectively, and accordingly retire in terms of the nine-year rule. They have offered themselves
for re-election.

Based on the outcome of the internal Board assessments, the Board has concluded that Ms Cuba and Mr Husain remain
independent and eligible for re-election.

Trevor Munday, who has also served on the Board for more than nine years, is not up for re-election as he has decided to
retire from the Board at the end of the AGM.

Ordinary resolution number 3

Election of directors

RESOLVED that each of the directors named in 3.1 to 3.3 below, who, having been appointed by the Board subsequent to the
2017 AGM and on the dates set out below, and who is required to be elected by the shareholders at the next AGM in terms of
the Company’s MOI, be and is hereby elected in terms of section 68(2)(a) of the Companies Act by way of a series of votes,
as directors of the Company:

3.1 Daniel Hodge, as a non-executive director – appointment effective 17 May 2017
3.2 Monwabisi Fandeso, as an independent non-executive director – appointment effective 1 September 2017
3.3 Tasneem Abdool-Samad, as an independent non-executive director – appointment effective 1 February 2018

Motivation
In terms of the Company’s MOI, the appointment by the Board of any persons as directors of the Company during the year
subsequent to the last AGM requires election by shareholders at the first AGM of the Company following the appointment
of such persons. Messrs Hodge and Fandeso and Ms Abdool-Samad were appointed by the Board as directors of the
Company subsequent to the 2017 AGM. The Board recommends their election by shareholders.

Ordinary resolution number 4

Re-appointment of the Group Audit and Compliance Committee members

RESOLVED that each of the independent non-executive directors named in 4.1 to 4.6 below, be and is hereby
re-appointed, by way of a series of votes, as members of the GACC to serve until the next AGM.

4.1 Alex Darko
4.2 Colin Beggs (subject to being re-elected in terms of Ordinary Resolution 2.1 on page 5)
4.3 Mohamed Husain (subject to being re-elected in terms of Ordinary Resolution 2.3 on page 5)
4.4 Dhanasagree (Daisy) Naidoo
4.5 Paul O’Flaherty
4.6 René van Wyk
RESOLVED that, the independent non-executive director named in 4.7 below, be and is hereby appointed as a member of the GACC to serve until the next AGM.

4.7 Tasneem Abdool-Samad (subject to being elected in terms of Ordinary Resolution 3.3 on page 6).

Motivation
Section 94(2) of the Companies Act and section 64 of the Banks Act require the Company to appoint an audit committee comprising at least three members who are independent non-executive directors of the Company at each AGM. The Board has reviewed the composition of the GACC against the requirements of the Companies Act and the Banks Act, and has confirmed that the committee complies with the relevant regulatory requirements and that the members have the necessary knowledge, skills and experience to enable the committee to perform its duties in terms of these statutes. The Board therefore recommends to the shareholders the re-election of the members named above.

Ordinary resolution number 5

**Placing of the authorised but unissued ordinary share capital under the control of the directors**

RESOLVED that, subject to any applicable legislation and the JSE Listings Requirements, the authorised but unissued ordinary shares of the Company (other than those specifically identified and authorised for issue in terms of any other authority by shareholders), be and are hereby placed under the control of the directors.

The aggregate number of ordinary shares able to be allotted and issued in terms of this resolution shall be limited to the lower of 5% (five per cent) of the number of ordinary shares in issue as at 31 December 2017 and the maximum number of authorised but unissued ordinary shares from time to time.

Motivation
In terms of the Company’s MOI, the shareholders of the Company have to approve the placement of the unissued ordinary shares under the control of the Directors. The Directors have decided to seek annual renewal of this authority, in accordance with best practice. The percentage of authorised but unissued shares is, at the date hereof 3.7%. The directors have no current plans to make use of this authority, but are seeking its renewal to ensure that the Company has maximum flexibility in managing the Group’s capital resources.

Ordinary resolution number 6

**Approval of the maximum numbers of shares allocated under Barclays Africa Group long-term incentive plans.**

RESOLVED that, any award made by the Board under the Company’s long-term incentive plans, including but not limited to the Absa Long-Term Incentive Plan and Share Value Plan, will not give rise to either of the following limits, aggregated across all long-term incentive plans, being exceeded. The limits specified apply in aggregate to all shares used for the purposes of share incentive schemes, regardless of whether these are newly issued or acquired on the open market.

(i) Overall limit
The aggregate number of shares awarded to employees under all long-term incentive plans shall not at any time exceed 42 387 534 shares, which currently represent 5% (five per cent) of the number of issued ordinary shares.

(ii) Individual limit
The aggregate number of shares awarded to any single employee under all long-term incentive plans shall not at any time exceed 4 238 753 shares, which currently represents 0.5% (half a per cent) of the number of issued ordinary shares.
Motivation
In terms of the JSE Listings Requirements, the overall and individual limits applicable to the number of shares available for share incentive plans require shareholder approval.

The limits currently applicable were approved at the 2012 and 2014 AGMs as follows:

<table>
<thead>
<tr>
<th>AGM</th>
<th>Plan</th>
<th>Overall limit</th>
<th>Individual limit</th>
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</thead>
<tbody>
<tr>
<td>2012</td>
<td>Absa Long-Term Incentive Plan and all other executive share plans</td>
<td>71,821,004 shares (approximately 10% of issued ordinary shares at that time)</td>
<td>3,591,050 shares (approximately 0.5% of issued ordinary shares at that time)</td>
</tr>
<tr>
<td>2014</td>
<td>Share Value Plan (defined limits were within, not in addition to, the 2012 resolution)</td>
<td>42,387,534 shares (approximately 5% of issued ordinary shares at that time)</td>
<td>4,238,753 shares (approximately 0.5% of issued ordinary shares at that time)</td>
</tr>
</tbody>
</table>

This resolution applies to the combined number of shares awarded under long-term incentive plans, and by extension replaces the limits previously approved for the Absa Long-Term Incentive Plan and the Share Value Plan.

Non-binding advisory votes

Non-binding advisory vote number 1

The Company’s remuneration policy

RESOLVED to endorse, by way of a non-binding advisory vote, the Company’s remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of Board committees) set out in pages 84 to 86 of the integrated report.

Non-binding advisory vote number 2

The Company’s remuneration implementation report

RESOLVED to endorse, by way of a non-binding advisory vote, the Company’s remuneration implementation report (excluding the remuneration of the non-executive directors for their services as directors and members of Board committees) set out in pages 86 to 92 of the integrated report.

Motivation for non-binding votes numbers 1 and 2

The King IV Report on Corporate Governance™ for South Africa 2016 (King IV) recommends and the JSE Listings Requirements requires a listed company to table its remuneration policy and implementation report for separate non-binding advisory votes by shareholders at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation.
These resolutions are of an advisory nature only and a failure to pass either one or both of them will therefore not have any legal consequences relating to existing arrangements. Even though these resolutions are non-binding, if the remuneration policy or the implementation report, or both are voted against by 25% or more of the voting rights exercised, the Board will, as recommended by King IV and required by the JSE, implement certain measures, including:

1. an invitation to dissenting shareholders (those who voted against the policy and/or implementation report) to engage with the Company; and

2. the manner and timing of such engagement.

Thereafter, the Company will engage with the shareholders to address the matters of concern.

The Company’s remuneration policy and implementation report are included on pages 84 to 86 and 86 to 92 of the integrated report respectively.

Special resolutions

For a special resolution to be approved by the shareholders, it must be supported by 75% of the voting rights exercised on that resolution.

Special resolution number 1

Amendment of the Company’s MOI

RESOLVED that the Company’s MOI be and is hereby amended by the deletion of the existing clauses 20.8.3 and 20.8.4 in their entirety and replacing them with the new clauses 20.8.3 and 20.8.4 as set out in the table below.

<table>
<thead>
<tr>
<th>Clause</th>
<th>Current</th>
<th>Amended</th>
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<tbody>
<tr>
<td>20.8.3</td>
<td>The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be delivered to the transfer office of the Company not later than 48 (forty eight) hours (excluding Saturdays, Sundays and public holidays) before the commencement of the shareholders’ meeting at which the Person so empowered proposes to vote, and no effect shall be given to any such proxy and power of attorney or other authority unless such instrument is received in the manner required by this clause.</td>
<td>The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be delivered physically or by email to the transfer office of the Company at any time to be received before the proxy seeks to exercise any rights of the shareholder at the shareholders’ meeting, provided that the proxy form delivered on the day of the meeting must be delivered (i) by email to the transfer office of the Company together with a copy thereof to the Company Secretary of the Company (and received by both the transfer office and the Company Secretary) or (ii) by hand to the Company Secretary at the meeting, before the proxy seeks to exercise any rights of the shareholder and no effect shall be given to any such proxy and power of attorney or other authority unless such instrument is received in the manner required by this clause.</td>
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</table>
Clause | Current | Amended
---|---|---
20.8.4 | A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the securities in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its transfer office before the commencement of the voting procedures in respect of the shareholders’ meeting. | A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Securities in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its transfer office before the Person so empowered seeks to exercise any right granted to it under such instrument at the Shareholders’ Meeting, provided further that the aforesaid intimation delivered on the day of the meeting must be delivered (i) by email to the transfer office of the Company together with a copy thereof to the Company Secretary of the Company (and received by both the transfer office and the Company Secretary) or (ii) by hand to the Company Secretary at the meeting before the Person so empowered seeks to exercise any right granted to it under such instrument at the Shareholders Meeting.

Motivation
The Board has proposed the amendments to the MOI (as more fully described above) for the reasons set out below:

1. The proposed amendments are required in order to amend the provisions of clauses 20.8.3 and 20.8.4 to ensure alignment with the provisions of section 58(1) of the Companies Act, which section stipulates that a shareholder of a company may at any time appoint any individual to participate in, and speak and vote at a shareholders’ meeting on behalf of the shareholder.

2. The amendments are accordingly to remove the so called 48-hour rule, which was competent under the previous Companies Act, but not under the new Companies Act.

The effect of this amendment is to allow shareholders to deliver proxy forms for a shareholders’ meeting at any time before the relevant proxy seeks to exercise any right granted to it under the applicable proxy form at such meeting.

The changes to the MOI proposed in this special resolution number 1 have been approved by the Registrar of Banks in terms of section 56(1)(a) of the Banks Act.

Special resolution number 2
Approval of name change

RESOLVED that the name of the Company be and is hereby changed from “Barclays Africa Group Limited” to “Absa Group Limited”, with effect from the date set out in the amended registration certificate issued by the Companies and Intellectual Property Commission as contemplated in section 16(9) of the Companies Act.

Motivation
The reason for special resolution number 2 is to bring the change of the listed company name in line with the proposed brand change for the Group.
The change of name proposed in this special resolution number 2 has been approved by the Registrar of Banks in terms of section 56(1)(b) of the Banks Act.

The name change will be effective from the date set out in the amended registration certificate issued by the Companies and Intellectual Property Commission (CIPC) as contemplated in section 16(9) of the Companies Act.

Subject to all conditions precedent being met, including approval of this resolution by shareholders, the proposed share code and ISIN from the effective date of the name change, currently 30 May 2018, will be:

- New Share code – “ABG”
- New ISIN – ZAE000255915.

Background to the proposed name change

The Transitional Trade Mark License Agreement, entered into between Barclays Africa and Barclays PLC as part of the separation arrangement, _inter alia_, provides that:

- the use of the name “Barclays Africa Group Limited” is permitted up to 6 June 2020, provided Barclays Africa announce the intention to change its name on or before 6 June 2018;
- in South Africa, the term “Member of Barclays” must be removed by 6 June 2018, subject to an additional two-year run off period in respect of debit and credit cards; and
- the Barclays brand may only be used in the rest of Africa up to 6 June 2020, subject to an additional two-year run off period in respect of debit and credit cards.

Salient dates relating to the name change (SA dates and times): 2018

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>Posting of Notice of AGM</td>
<td>Thursday, 29 March</td>
</tr>
<tr>
<td>AGM</td>
<td>Tuesday, 15 May</td>
</tr>
<tr>
<td>Results of AGM on SENS</td>
<td>Tuesday, 15 May</td>
</tr>
<tr>
<td>Results of AGM in the press</td>
<td>Wednesday, 16 May</td>
</tr>
<tr>
<td>Lodge name change with CIPC</td>
<td>Wednesday, 16 May</td>
</tr>
</tbody>
</table>

Name change timetable (subject to change, depending on the date of registration of the new name at CIPC. Any changes will be published on SENS): 2018

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Publication of finalisation information (D – 8)</td>
<td>Tuesday, 22 May</td>
</tr>
<tr>
<td>Last day to trade in old securities in respect of the name change (D – 3)</td>
<td>Tuesday, 29 May</td>
</tr>
<tr>
<td>Shares trade under new name, ISIN and code (D – 2)</td>
<td>Wednesday, 30 May</td>
</tr>
<tr>
<td>Record date (D+0; Friday)</td>
<td>Friday, 1 June</td>
</tr>
<tr>
<td>Issue of new securities to certificated holders (D + 1)</td>
<td>Monday, 4 June</td>
</tr>
<tr>
<td>Dematerialised shareholders will have their accounts at the CSDP/Broker updated on</td>
<td>Monday, 4 June</td>
</tr>
</tbody>
</table>

Shareholders will not be able to dematerialise or rematerialise securities in the name of Barclays Africa between Wednesday, 30 May 2018 and Friday, 1 June 2018, both days inclusive.

Share certificates and surrender forms received after 12.00 on the record date will have their replacement certificates posted within 5 business days of receipt of surrender forms.
RESOLVED that the proposed remuneration (plus Value Added Tax (VAT) thereon, when applicable) as set out in the table below, be and is hereby approved to be payable to non-executive directors for their services as directors of the Company for the period 1 May 2018 to, and including, the last day of the month preceding the date of the next AGM.

<table>
<thead>
<tr>
<th>Fee structure</th>
<th>Proportion remuneration for the 12-month period from 1 May 2018 – 30 April 2019 R</th>
<th>Remuneration for the 12-month period from 1 May 2017 – 30 April 2018 R</th>
<th>YoY change %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board Chairman</td>
<td>6 192 323</td>
<td>5 869 500</td>
<td>5.5</td>
</tr>
<tr>
<td>Board member</td>
<td>557 968</td>
<td>528 880</td>
<td>5.5</td>
</tr>
<tr>
<td>Group Audit and Compliance Committee (GACC) member</td>
<td>321 300</td>
<td>304 550</td>
<td>5.5</td>
</tr>
<tr>
<td>Group Risk and Capital Management Committee (GRCMC) member</td>
<td>315 456</td>
<td>299 010</td>
<td>5.5</td>
</tr>
<tr>
<td>Group Remuneration Committee (RemCo) member</td>
<td>183 538</td>
<td>173 970</td>
<td>5.5</td>
</tr>
<tr>
<td>Directors’ Affairs Committee (DAC) member</td>
<td>114 278</td>
<td>108 320</td>
<td>5.5</td>
</tr>
<tr>
<td>Credit Concentration Risk Committee (CoRC) member</td>
<td>100 837</td>
<td>95 580</td>
<td>5.5</td>
</tr>
<tr>
<td>Social and Ethics Committee (SEC) member</td>
<td>125 566</td>
<td>119 020</td>
<td>5.5</td>
</tr>
<tr>
<td>Disclosure Committee (DC) member</td>
<td>90 751</td>
<td>86 020</td>
<td>5.5</td>
</tr>
<tr>
<td>Information Technology Committee (ITC) member</td>
<td>140 444</td>
<td>119 020</td>
<td>18</td>
</tr>
<tr>
<td>Board Finance Committee (BFC) member</td>
<td>22 313 per meeting</td>
<td>21 150 per meeting</td>
<td>5.5</td>
</tr>
<tr>
<td>Special Board meeting</td>
<td>35 976 per meeting</td>
<td>34 100 per meeting</td>
<td>5.5</td>
</tr>
<tr>
<td>Special (ad hoc) Board committee and sub-committee meetings</td>
<td>22 313 per meeting</td>
<td>21 150 per meeting</td>
<td>5.5</td>
</tr>
<tr>
<td>Ad hoc attendances</td>
<td>4 927 per hour</td>
<td>4 670 per hour</td>
<td>5.5</td>
</tr>
</tbody>
</table>

Notes
1. The Group Chairman’s fees cover her chairmanship and membership of all Board committees and sub-committees (excluding the Separation Oversight Committee) including the chairmanship of the boards of Absa Bank Limited and Absa Financial Services Limited.
2. Executive directors of the Company do not receive fees as members of the Company Board.
3. The GACC, GRCMC, RemCo and SEC Chairmen receive fees equal to two-and-a-half times (2.5x) the fee payable to the members of these committees.
4. The Chairmen of board committees and sub-committees other than the GACC, GRCMC, RemCo and SEC receive fees equal to twice the fee payable to members of these committees.

Full particulars of all remuneration and benefits paid to the Directors during 2017 are included on page 190 of the annual financial statements of Barclays Africa for the year ended 31 December 2017.
Motivation
In terms of section 66(8) and 66(9) of the Companies Act, remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited by the Company’s MOI. Barclays Africa’s MOI provides for payment of such remuneration.

If approved by the shareholders at the AGM, the fees as set out in the table on page 12, will be payable to the non-executive directors on the Board until the conclusion of the next AGM.

As set out in the Binding General Ruling 41, issued by the South African Revenue Service and dated 10 February 2017, VAT will be levied on the fees of the South African non-executive directors, effective 1 June 2017, provided such directors are registered for VAT payment. If approved, the remuneration, including any VAT payable thereon, will be approved by shareholders.

Special resolution number 4

General authority to repurchase the Company’s securities

RESOLVED that, pursuant to the Company’s MOI, and subject to section 48 of the Companies Act, the JSE Listings Requirements and any other stock exchange on which the securities in the capital of the Company may be quoted or listed from time to time, the Board be and is hereby authorised, by way of a general authority, to approve the repurchase by the Company or any of its subsidiaries, of the Company’s ordinary shares from time to time provided that:

• this authority shall be valid only until the date of the next AGM of the Company or for 15 (fifteen) months from the date of the resolution, whichever is the earlier, and may be varied or revoked by a special resolution at any general meeting of the Company at any time prior to the stated expiry date;
• the repurchase of ordinary shares is effected through the order book operated by the JSE trading system, and is done without any prior understanding or arrangement between the Company or the relevant subsidiary and the counterparty;
• the Company or the relevant subsidiary is authorised thereto by its MOI;
• approval being given in terms of a special resolution of shareholders of the Company or the relevant subsidiary in an annual general/general meeting;
• repurchases may not be made at a price greater than 10% (ten per cent) above the weighted average of the market value for the ordinary shares for the 5 (five) business days immediately preceding the date on which the repurchase is effected;
• at any point in time, the Company or the relevant subsidiary may only appoint one agent to effect any repurchases on the Company’s behalf;
• the Company or the relevant subsidiary does not repurchase securities during a prohibited period (as defined in terms of the JSE Listings Requirements) unless it has a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period;
• an announcement containing full details of such repurchases is published as soon as the Company has repurchased ordinary shares constituting, on a cumulative basis, 3% (three per cent) of the number of ordinary shares in issue prior to the repurchases and for each 3% (three per cent), on a cumulative basis, thereafter;
• the general repurchase of any ordinary shares is (notwithstanding the 20% (twenty per cent) limit set by the JSE Listings Requirements) limited to a maximum of 5% (five per cent) of the Company’s issued ordinary share capital in any one financial year; and
• the Board of the Company, by resolution, has authorised the repurchase and acknowledges that the Company and its subsidiaries have passed the solvency and liquidity test immediately after the repurchase and that, since the test was performed, there have been no material changes to the financial position of the Company and/or the Group.
**Directors’ statement**

The Board undertakes that this authority will only be used if the circumstances are conducive and appropriate for such repurchases.

The Board further confirms that, after having considered the effect of any repurchases of ordinary shares pursuant to this general authority and subject to the relevant law and regulations aforementioned, that they will not undertake such repurchase of ordinary shares unless:

i. the Company and the Group would be able to repay their debts in the ordinary course of business for the period of 12 (twelve) months after the date of the notice of the AGM;

ii. the assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards and the Company’s accounting policies used in the latest audited Group financial statements, will be in excess of the liabilities of the Company and the Group for the period of 12 (twelve) months after the date of the notice of the AGM;

iii. the Company and the Group will have adequate capital and reserves for ordinary business purposes for the period of 12 (twelve) months after the date of the notice of the AGM; and

iv. the working capital of the Company and the Group will be adequate for ordinary business purposes for the period of 12 (twelve) months after the date of the notice of the AGM.

For the purposes of considering the special resolution and in compliance with paragraph 11.26 of the JSE Listings Requirements, certain information is either listed below or has been included in the integrated reporting suite:

i. Directors and management – refer to pages 28 and 29, as well as page 63 of the integrated report.

ii. Major shareholders – refer to page 183 of the 2017 financial results booklet.

iii. Material changes – there have been no material changes in the financial or trading position of the Company and its subsidiaries since 31 December 2017.

iv. Directors’ interests in securities – refer to page 70 of the annual financial statements.

v. Share capital of the Company – refer to page 69 of the annual financial statements.

The directors, whose names are set out on page 63 of the integrated report, collectively and individually accept full responsibility for the accuracy of the information contained in this notice and accompanying documents and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading and that they have made all reasonable enquiries in this regard, and further that this notice contains all information required by law and the JSE Listings Requirements.

There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Company is aware), which may or have had a material effect on the Company’s financial position over the 12 (twelve) months preceding the date of this notice of AGM.

**Motivation**

The reason for special resolution number 4 is to grant the Board of directors a general authority to approve repurchases of the Company’s ordinary securities by the Company or any of its subsidiaries.

The Company’s MOI provides for the shareholders to grant authority to the Board, via a special resolution, to approve repurchase securities issued by the Company, subject to the relevant provisions of the Companies Act, the Banks Act and the JSE Listings Requirements. The existing general authority, granted by members at the previous AGM held on 16 May 2017, is due to expire and requires renewal.
The Directors are of the opinion that it would be in the best interests of the Company to extend such general authority and thereby allow the Company or any subsidiary of the Company to be in a position to repurchase the securities issued by the Company through the order book of the JSE, should the market conditions and price justify such action.

The proposed general authority would enable the Company or any subsidiary of the Company to repurchase up to a maximum of 42,387,534 (forty-two million, three hundred and eighty-seven thousand, five hundred and thirty-four) ordinary shares (5% (five per cent)) of 847,750,679 (eight hundred and forty-seven million, seven hundred and fifty thousand, six hundred and seventy-nine) ordinary shares in issue as at 31 December 2017, with a stated upper limit on the price payable, which reflects the JSE Listings Requirements.

The effect of passing the special resolution will be to permit the Company or any of its subsidiaries, by way of a general authority, to repurchase, in terms of the Companies Act, ordinary shares issued by the Company. This authority will only be used if circumstances are appropriate.

Special resolution number 5

Financial assistance to a related or inter-related company

RESOLVED that the Company be and is hereby authorised, in terms of a general authority contemplated in section 45(3) (a)(ii) of the Companies Act, to provide direct or indirect financial assistance (as defined in section 45(1) of the Companies Act (Financial Assistance)) for a period of two years from the date of this resolution, to the following categories of persons (Categories of Persons):

(a) related or inter-related company or corporation; and/or

(b) member of a related or inter-related corporation;

subject to, in relation to each grant of Financial Assistance to the Categories of Person of such Financial Assistance, compliance with the Company’s MOI and the Companies Act, including but not limited to the Board of the Company being satisfied that:

i. pursuant to section 45(3)(b)(i) of the Companies Act, immediately after providing the Financial Assistance, the Company would satisfy the solvency and liquidity test (as contemplated by section 4(1) of the Companies Act);

ii. pursuant to section 45(3)(b)(ii) of the Companies Act, the terms under which the Financial Assistance is proposed to be given are fair and reasonable to the Company; and

iii. any conditions or restrictions in respect of the granting of the Financial Assistance set out in the Company’s MOI have been satisfied.

Motivation

Section 45 of the Companies Act regulates the provision of Financial Assistance by the Company to certain categories of persons. The term ‘Financial Assistance’ has been defined in the Companies Act in wide terms and includes lending money, guaranteeing a loan or obligation, and securing any debt or obligation, but excludes lending money in the ordinary course of business by a company whose primary business is the lending of money.

The Companies Act stipulates that the Board of the Company may provide Financial Assistance as contemplated in section 45 of the Companies Act to the Categories of Persons, provided that the shareholders of the Company passed a special resolution within the previous two years which approves such Financial Assistance generally for such Categories of Persons.

The effect is that this will allow the Board of the Company, always subject to applicable law, in particular the solvency and liquidity requirements as set out in the Companies Act, to provide Financial Assistance to the said Categories of Persons.
Important meeting information

Date
Tuesday, 15 May 2018 at 10:00.

Venue
Boardroom 8.02, Barclays Towers West, 15 Troye Street, Johannesburg.

Time
The AGM will start promptly at 10:00. Shareholders wishing to attend are advised to be in the Boardroom 8.02 no later than 09:45. Reception staff at the Barclays Towers West complex will direct shareholders to the AGM venue. Refreshments will be served after the AGM.

Security
Secure parking is provided at the venue by prior arrangement. Attendees are requested not to bring cameras, laptop computers or tape recorders. Cellular telephones should be switched off for the duration of the proceedings.

Admission
Shareholders, representatives of shareholders, and proxies attending the AGM are requested to register at the registration desk in the reception area at the venue. Proof of identity is required for registration purposes.

Proxy and voting procedures

1. General
A shareholder entitled to attend and vote at the AGM may appoint one or more persons as his/her proxy to attend, speak and vote in his/her behalf.

Shareholders wishing to attend the AGM must confirm with the Company’s transfer secretaries that their shares are in fact registered in their own name.

Should the shares be registered in any other name or in the name of a nominee company, it is the shareholder’s responsibility to make the necessary arrangements with that party in whose name the shares are registered to be able to attend and vote in their personal capacity. The proxy form contains detailed instructions in this regard.

2. Delivery of completed proxies
Completed proxy forms should be delivered by email at proxy@computershare.co.za or by post to the transfer secretaries, Computershare Investor Services Proprietary Limited, at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107) to be received before any proxy seeks to exercise any right granted to it under the relevant proxy form.

To facilitate administration of the meeting, shareholders are encouraged to deliver proxy forms as soon as possible but not later than 24 hours to the start of the meeting, i.e. by 10:00 on Monday, 14 May 2018.

Proxy forms delivered on the day of the meeting must be delivered by email to the transfer office of the Company at proxy@computershare.co.za with a copy thereof to the Company Secretary of the Company at groupsec@barclaysafrica.com to be received by both of them, or (ii) by hand to the Company Secretary at the meeting before the person so empowered seeks to exercise any right granted to it under such instrument.
3. Certificated shareholders and dematerialised shareholders with ‘own name’ registration

If you are the registered holder of certificated Barclays Africa Group Limited ordinary shares or hold dematerialised Barclays Africa Group Limited ordinary shares in your own name, and you are unable to attend the AGM but wish to be represented at the AGM or, if you wish to participate via electronic communication, you must complete and return the attached proxy in accordance with the instructions under paragraph 2 on the previous page and also included on the proxy form.

4. Dematerialised shareholders without ‘own name’ registration

If you are the holder of dematerialised Barclays Africa Group Limited ordinary shares which are not in your own name and you do not wish to attend the AGM in person, you must timeously provide your participant or stockbroker with your voting instructions for the AGM in terms of the custody agreement entered into with your participant or stockbroker.

If you wish to attend the AGM in person, then you must request your participant or stockbroker timeously to provide you with the necessary letter of representation to attend and vote your shares.

Shareholders without own name registration should not complete the attached proxy form.

5. Electronic participation

Shareholders wishing to participate in the AGM via electronic communication are requested to deliver written notice by email (preferably by groupsec@barclaysafrica.com) or by post or physically to the registered office of the Company, at 7th Floor, Barclays Towers West, 15 Troye Street, Johannesburg (attention Nadine Drutman, Group Company Secretary) by not later than 10:00 on Thursday, 10 May 2018.

For the notice to be valid, it must contain:

a) if the shareholder is an individual, a certified copy of his/her identity document and/or passport; or

b) if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. The resolution must provide the particulars of the person authorised to represent the relevant entity at the general meeting via electronic communication; and

c) a valid email address and/or facsimile number.

d) By no later than 10:00 on Friday, 11 May 2018, the Company shall, with reasonable efforts, notify a shareholder, who has delivered a valid notice, at the contact address/number of the relevant details through which the shareholder can participate.

e) Shareholders participating via electronic communication still need to submit completed proxy forms in order for their votes to be counted as the electronic facilities are not equipped with voting facilities.
6. Voting Requirements

Voting will be by way of a poll and every shareholder present in person or by proxy shall have one vote for each ordinary share held in the Company.

7. Proof of identification

Shareholders or their proxies are required to provide satisfactory identification before being entitled to attend or participate in a shareholders’ meeting. Acceptable forms of identification include valid identity documents, driver’s licences or passports.

8. Enquiries

Any shareholder having queries regarding the AGM or the above may contact the Group Company Secretary, Nadine Drutman, on +27 (0)11 350 5347 or groupsec@barclaysafrica.com.

9. Results of the AGM

The results of the meeting will be announced via SENS and posted on the Company’s website as soon as practicably possible, but not later than 48 hours after the end of the meeting.

By order of the Board

Nadine Drutman
Group Company Secretary

Johannesburg
27 March 2018
Directors’ profiles\(^1\)

**Board Committees**

<table>
<thead>
<tr>
<th>Committee</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>DAC</td>
<td>Directors’ Affairs Committee</td>
</tr>
<tr>
<td>GACC</td>
<td>Group Audit and Compliance Committee</td>
</tr>
<tr>
<td>GRCMC</td>
<td>Group Risk and Capital Management Committee</td>
</tr>
<tr>
<td>RemCo</td>
<td>Group Remuneration Committee</td>
</tr>
<tr>
<td>SEC</td>
<td>Social and Ethics Committee</td>
</tr>
<tr>
<td>ITC</td>
<td>Information Technology Committee</td>
</tr>
<tr>
<td>BFC</td>
<td>Board Finance Committee</td>
</tr>
<tr>
<td>CoRC</td>
<td>Credit Concentration Risk Committee</td>
</tr>
<tr>
<td>MC</td>
<td>Models Committee</td>
</tr>
<tr>
<td>SC</td>
<td>Separation Oversight Committee</td>
</tr>
</tbody>
</table>

**Alex Darko, independent non-executive (65) (Ghanaian)**

*Qualification(s): MSc (MIS), Fellow of Chartered Certified Accountants (FCCA)*

Date of appointment: October 2014

Committees: ITC (chairman), GACC, RemCo, SC

Alex held a number of senior positions at Dun & Bradstreet, including director of UK shared services, director of finance – Dun & Bradstreet Europe Limited and head of accounting re-engineering. He later moved back to Ghana and worked for Ashanti Goldfields in a number of senior roles. Alex was vice-president, knowledge and information at AngloGold Ashanti from 2005 to 2010.

Alex is a director at Nkululeko Leadership Consulting where he advises organisations on leadership, culture, strategy and change management. He also serves as a non-executive director on the board of Consolidated Infrastructure Group Limited.

**Colin Beggs, independent non-executive (69)**

*Qualification(s): BCom (Hons), CA(SA)*

Date of appointment: June 2010

Committees: GACC (chairman), BFC, DAC, GRCMC, SC

Colin is the former senior partner and chief executive officer of PricewaterhouseCoopers (PwC) in Southern Africa and retired from that position in June 2009. He was also the chairman of the SAICA board in 2002/3 and was a member of the Accounting Practices Board.

He is also a non-executive director of Sasol Limited, SAB Zenzele Holdings Limited and the Ethics Institute of South Africa.

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\(^1\) Ages as at 31 December 2017.
Daisy Naidoo, independent non-executive (45)

*BCom, CA(SA), MACC (Taxation)*

Date of appointment: May 2016
Committees: GACC, CoRC

Daisy started her career in 1994 at Ernst & Young in Durban. She held various positions at South African Breweries, Deloitte and Sanlam Capital Markets, where she headed up the debt structuring unit between 2008 and 2010. Daisy is a non-executive director of Strate (Proprietary) Limited, Hudaco Industries Limited, Mr Price Group Limited and Anglo American Platinum Limited.

Daniel Hodge, non-executive (44) (British)

*Qualification(s): ACA, MA (Hons)*

Date of appointment: May 2017
Committees: GRCMC

Daniel has been the Barclays PLC Group Treasurer since 2013. He joined Barclays in 1999 and has held a number of roles in both the investment bank and in treasury during his 17 years with the firm. He was appointed managing director in 2008 and has held a number of senior management positions since, including head of execution for the structured finance division, and corporate and investment bank treasurer.

Daniel is a qualified chartered accountant and holds an MA (Hons) from Oxford University.

Maria Ramos, CEO and executive director (58)

*Qualification(s): BCom (Hons), MSc (Economics), CAIB (SA)*

Date of appointment: March 2009
Committees: CoRC, GRCMC, SEC, ITC, MC, SC. Attendee of GACC, DAC, RemCo, BFC

Maria was previously the director-general of the National Treasury and in January 2004, she was appointed as the group chief executive of Transnet Limited. Maria joined Absa as Group Chief Executive in March 2009.

Maria is a non-executive director of Compagnie Financiere Richemont SA. She is also a member of and chairs the International Business Council Executive Committee; Business Leadership South Africa; the Banking Association of South Africa and the Group of Thirty (G30).

Mark Merson, independent non-executive (49) (British)

*Qualification(s): ACA; MA (Hons)*

Date of appointment: January 2014
Committees: BFC (chairman from 1 April 2018), GRCMC

Mark joined the Board in January 2014 as a non-executive director and became an independent non-executive director with effect from October 2017.

Mark is a graduate of Oxford University, chartered accountant and was previously a partner in the financial services consulting practice of Arthur Andersen and Deloitte. From 2003 through 2016, he served Barclays PLC in a variety of roles including Group Financial Controller, Head of Investor Relations, CFO for the Corporate and Investment Bank; and latterly Deputy Group Finance Director. Mark is also a director of Veritum Partners Limited, which offers advice on market interaction to European banks.
Mohamed Husain, independent non-executive (57)

Qualification(s): BProc
Date of appointment: November 2008
Committees: SEC (chairman), DAC, GACC, RemCo, SC

Mohamed has been an attorney for 30 years, during which time he has represented a diverse range of state, institutional and individual clients in all areas of corporate practice. He is a past president of the London-based Commonwealth Lawyers Association and of the Law Society of the Northern Provinces. He is a past chairman of the Attorneys Insurance Indemnity Fund. He was a founder, member and councillor of the Law Society of South Africa. Currently, he serves on its audit and risk committees and chairs the remuneration committee. Mohamed has served as Judge of the High Court of South Africa.

Mohamed also serves as director of Knowles Husain Lindsay Incorporated and KLH Investments Proprietary Limited and is the non-executive chairman of Andulela Investment Holdings Limited.

Monwabisi Fandeso, independent non-executive (59)

Qualification(s): BSc (ME), MBA
Date of appointment: September 2017
Committees: ITC, SEC

Monwabisi’s career has spanned several roles in a number of sectors, including manufacturing, banking, tourism and mining. He occupied various senior executive positions in SABMiller plc (now AB InBev), corporate affairs director and operations director. He also served as country chair of Shell South Africa, and chief executive officer of the Land Bank and Thebe Tourism Group.

Monwabisi currently serves as a non-executive director of SABSA Holdings Limited.

Paul O’Flaherty, independent non-executive (54)

BCom, BAcc (Hons), CA(SA)
Effective date of appointment: February 2016
Committees: DAC, RemCo (chairman); GACC, GRCMC, SC, BFC (from 1 April 2018)

Paul started his career in auditing and became a partner at PricewaterhouseCoopers South Africa before spending time in the construction industry in South Africa, Africa and in the Middle East. He first served as chief financial officer and deputy chief executive officer of Group Five Limited and then chief financial officer of Al Naboodah Construction Group LLC. From 2010 to 2013, he was the finance director and group executive for Group Capital of Eskom Holdings (SOC) Limited. Paul was most recently the chief executive officer of ArcelorMittal South Africa Limited (July 2014 to February 2016).

He is the chief executive officer of Al Naboodah Group Enterprises LLC and a non-executive director of enX Group Limited.

René van Wyk, independent non-executive (61)

BCom; BCompt (Hons), CA(SA)
Effective date of appointment: February 2017
Committees: CoRC (chairman), GRCMC (chairman), DAC, GACC, SC

René is the former Registrar of Banks and Head of Banking Supervision of the South African Reserve Bank (SARB) and retired from that position in May 2016. Prior to that, René was with the Nedbank Group of companies (from 1993 to 2011), where he occupied various positions, in the risk field notably executive director responsible for risk at Nedcor Investment Bank, and CEO of Imperial Bank (a subsidiary of Nedbank). In his earlier years, he joined KPMG and rose to become partner in the financial services group.
Tasneem Abdool-Samad, independent non-executive (43)

*Qualification(s): BCom, CA(SA)*

Date of appointment: 1 February 2018

Committees: GACC (with effect from 1 April 2018)

Tasneem joined the Absa Bank Board as an independent director in 2016. She started her career at Deloitte in KwaZulu-Natal. She then moved to the University of the Witwatersrand, where she was a lecturer in auditing from 2003 to 2006. In 2006 she re-joined Deloitte, and is a former member of the Deloitte South Africa board.

Tasneem is a non-executive director of Absa Financial Services Limited, Reunert Limited, Long4Life Limited and Crookes Brothers Limited.

Wendy Lucas-Bull, Independent Chairman (64)

*Qualification(s): BSc*

Date of appointment: April 2013

Committees: DAC (chairman), SC (chairman), BFC, GRCMC, CoRC, SEC, ITC, RemCo, Attendee of the GACC

Also Chairman of Absa Bank Limited and Absa Financial Services Limited

Wendy is one of the founders of the Peotona Group. She was previously chief executive of FirstRand Limited’s retail businesses and prior to that an executive director of Rand Merchant Bank Holdings. Former non-executive directorships include those at Barclays PLC, Anglo American Platinum Limited, the Development Bank of Southern Africa, Alexander Forbes, Eskom, Nedbank, Telkom, Aveng (deputy chairman), Lafarge Industries (chairman), the South African Financial Markets Advisory Board, Discovery Holdings, Dimension Data PLC and the Momentum Group. She was also a member of the President’s Advisory Council on Black Economic Empowerment.

Yolanda Cuba, independent non-executive (40)

*Qualification(s): BCom (Statistics), BCom (Hons) (Accounting), CA(SA)*

Date of appointment: December 2006

Committees: BFC (chairman until 31 March 2018; remains a member), CoRC, RemCo

Yolanda became chief executive officer of Mvelaphanda Group Limited in 2007. She joined the South African Breweries Limited as executive director for development and decision support in September 2011 and was subsequently appointed as executive director for strategy and business support. Yolanda was appointed as chief officer: strategy and new business at Vodacom Group Limited in November 2014. She was appointed chief executive of Vodafone Ghana in March 2016.

She is a member of the Nelson Mandela Foundation Investment and Endowment Committee.
Contact details

Barclays Africa Group Limited
Incorporated in the Republic of South Africa
Registration number: 1986/003934/06
Authorised financial services and registered
credit provider (NCRCP7)
JSE share code: BGA
ISIN: ZAE000174124

Head Investor Relations

Alan Hartdegen
+27 (0)11 350 2598
ir@barclaysafrica.com

Transfer secretaries
Computershare Investor Services Proprietary Limited

Assurance providers
Empowerdex
Ernst & Young Inc.
KPMG Inc.
PricewaterhouseCoopers Inc.

Significant banking subsidiaries
Information regarding our country operations can be
found at barclaysafrica.com

Registered office
7th Floor, Barclays Towers West, 15 Troye Street,
Johannesburg, 2001
PO Box 7735, Johannesburg, 2000
+27 (0)11 350 4000
barclaysafrica.com

Media queries: questions@computershare.co.za

Group Company Secretary

Nadine Drutman
+27 (0)11 350 5347
groupsec@barclaysafrica.com

Share queries: questions@computershare.co.za

ADR depositary
BNY Mellon

Lead independent sponsor
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