



Barclays Africa Group Limited
Notice of annual general meeting



Our reporting suite

The full suite of reports is available on our corporate website www.barclaysafrica.com and at our interactive report website barclaysafrica2016ar.co.za.

Report	Scope and boundary	Reporting standards/frameworks	Assurance
2016 Integrated Report and supplementary fact sheets			
<ul style="list-style-type: none"> › 2016 Integrated Report › GRI (formerly the Global Reporting Initiative) fact sheet › King III fact sheet › Broad-based black economic empowerment (BBBEE) fact sheet 	<p>Barclays Africa Group, including key banking and insurance subsidiaries</p> <p>BBBEE applies to our South African operations</p>	<ul style="list-style-type: none"> › International Integrated Reporting Council's International Integrated Reporting <IR> Framework › South African Companies Act, No 71 of 2008, as amended (Companies Act) › JSE Listings Requirements › King Report on Governance for South Africa, 2009 (King III) › GRI G4 Standards 	<ul style="list-style-type: none"> › Internal controls and management assurance › Compliance and internal audit reviews › External audit opinion on financial information, and external assurance on selected key performance indicators › Board approval, assisted by the Disclosure Committee (a Group Audit and Compliance Committee sub-committee) and our Social and Ethics Committee › Independent BBBEE verification by the National Empowerment Rating Agency (NERA)
Financial reports			
<ul style="list-style-type: none"> › Consolidated and separate financial statements › 2016 Pillar 3 risk, and capital management report › 2016 Financial results booklet 	<p>Barclays Africa Group, including subsidiaries and joint ventures</p> <p>Note 49.3 of the financial statements provides a list of material subsidiaries and consolidated structured entities</p>	<ul style="list-style-type: none"> › International Financial Reporting Standards › Companies Act › Banks Act, No 94 of 1990 › JSE Listings Requirements › King III 	<ul style="list-style-type: none"> › Internal controls and management assurance › Compliance and internal audit reviews › Governance oversight by our Board, assisted by our Group Audit, and Group Risk and Capital Management Committees › External audit opinion (the complete opinion statement can be found in the consolidated and separate financial statements)

Contents

2	Letter to shareholders
3	Notice of annual general meeting
11	Important meeting information
13	Directors' profiles
insert	Proxy form
IBC	Contact details

Shareholder diary

Annual general meeting¹	16 May 2017	
Announcement of the 2016 interim results¹	28 July 2017	
Financial year-end	31 December 2017	
2016 final dividend	Declaration date	23 February 2017
	Last day to trade	4 April 2017
	Ex-dividend date	5 April 2017
	Record date	7 April 2017
	Payment date	10 April 2017
2017 interim dividend ¹	Declaration date	28 July 2017
	Last day to trade	5 September 2017
	Ex-dividend date	6 September 2017
	Record date	8 September 2017
	Payment date	11 September 2017

¹ Subject to change.

> Letter to the shareholders	2	Proxy form	insert
> Notice of annual general meeting	3	Contact details	IBC
Important meeting information	11		
Directors' profiles	13		



Barclays Africa Group

Barclays Towers West
15 Troye Street
Johannesburg 2001
South Africa

Tel +27 (0)11 350 4000

Swift address: ABSA ZA JJ

barclaysafrica.com

22 March 2017

Dear shareholder

Notice of publication of our integrated report and annual financial statements

Please find enclosed the notice of annual general meeting of Barclays Africa Group Limited, to be held on Tuesday, 16 May 2017 at 10:00.

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 2016 Integrated Report and our full annual financial statements will be available on the Barclays Africa Group website (www.barclaysafrica.com) from 31 March 2017.

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 at the address reflected above, or from groupsec@barclaysafrica.com.

Nadine Drutman

Group Company Secretary

Notice of annual general meeting

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

Record date 5 May 2017

Details Notice is hereby given that the 31st (thirty-first) annual general meeting (AGM) of ordinary shareholders will be held in Boardroom 8.02, Barclays Towers West, 15 Troye Street, Johannesburg on Tuesday, 16 May 2017 at 10:00 to consider and, if deemed fit, pass the ordinary and special resolutions set out in this notice.

1. *Presentation of the annual financial statements*

Resolved to consider and endorse the Company's audited annual financial statements, including the reports of the directors, Group Audit and Compliance Committee, and the auditors, for the year ended 31 December 2016.

Percentage of voting rights required to pass this resolution: 50% + 1 vote

2. *Appointment of the auditors*

Resolved to re-appoint the external auditors stipulated below as external auditors of the Company until the conclusion of the next AGM in 2018:

2.1 Ernst & Young Inc. (with Ernest van Rooyen as designated auditor)

2.2 KPMG Inc. (with Pierre Fourie as designated auditor)

Motivation

The Group Audit and Compliance Committee recommended and the Board endorsed the above re-appointments which follow the shareholders' approval of the change of auditors from PriceWaterhouseCoopers Inc. to KPMG Inc. at the AGM in 2016.

Percentage of voting rights required to pass each of the abovementioned resolutions: 50% + 1 vote

3. *Re-election of retiring directors*

Resolved that the directors stipulated below in 3.1 to 3.6, who are eligible for re-election and who have offered themselves for re-election, are hereby re-appointed as directors of the Company with immediate effect:

3.1 Alex Darko (profile page 13)

3.2 Ashok Vaswani (profile page 13)

3.3 Francis Okomo-Okello (profile page 14)

3.4 Peter Matlare (profile page 15)

3.5 Trevor Munday (profile page 16)

3.6 Yolanda Cuba (profile page 16)

Letter to the shareholders	2	Proxy form	insert
> Notice of annual general meeting	3	Contact details	IBC
Important meeting information	11		
Directors' profiles	13		

Motivation

The Company's Memorandum of Incorporation requires one-third of the directors to retire at each AGM. The Board recommends to the shareholders the re-election of the directors mentioned on page 3. These directors are eligible, and have offered themselves for re-election. Furthermore, any independent non-executive director serving more than nine consecutive years on the Board will be subjected to an annual re-election by shareholders at the AGM and a rigorous review by the Board to confirm their independence and performance. Yolanda Cuba and Trevor Munday have served the Board for more than nine years, and are offering themselves for re-election. Based on the internal Board evaluation (including a peer review) that was conducted during December 2016 and January 2017, the Directors' Affairs Committee supports the re-election of each of the directors listed on page 3.

Percentage of voting rights required to pass each of the abovementioned resolutions: 50% + 1 vote

4. Confirmation of appointment of directors

Resolved that the directors stipulated below in 4.1 to 4.3 be confirmed as directors of the Company:

4.1 Dhanasagree (Daisy) Naidoo, effective 17 May 2016 (profile page 14)

4.2 Jason Quinn, effective 01 September 2016 (profile page 14)

4.3 René van Wyk, effective 01 February 2017 (profile page 16)

Motivation

In terms of the Company's Memorandum of Incorporation, the appointment by the Board of directors or any persons as directors of the Company during the year after the last AGM requires confirmation by shareholders at the first AGM of the Company following the appointment of such persons. Dhanasagree (Daisy) Naidoo, Jason Quinn and René van Wyk were appointed as directors of the Company subsequent to the last AGM. The Board recommends to shareholders that these appointments be confirmed.

Percentage of voting rights required to pass each of the abovementioned resolutions: 50% + 1 vote

5. Re-election and election of Group Audit and Compliance Committee members

Resolved to re-elect, by way of separate vote, the four directors referred to in 5.1 to 5.4 below as members of the Group Audit and Compliance Committee and, following their confirmations in terms of resolution 4 above, to elect the directors referred to in 5.5 and 5.6 as new members of the Committee. They have been nominated in terms of section 94(2) of the Companies Act.

5.1 Alex Darko (profile page 13)

5.2 Colin Beggs (profile page 13)

5.3 Mohamed Husain (profile page 15)

5.4 Paul O'Flaherty (profile page 15)

5.5 Dhanasagree (Daisy) Naidoo (profile page 14)

5.6 René van Wyk (profile page 16)

Motivation

The Board has reviewed the composition of the Group Audit and Compliance Committee against the requirements of the Companies Act and the Banks Act, No 94 of 1990 (as amended) (Banks Act) and the regulations under both acts, and has confirmed that such committee will comply with the relevant requirements and have the necessary knowledge, skills and experience to enable it to perform its duties in terms of these acts. It therefore recommends to the shareholders the re-election and election of the members in 5.1 to 5.6.

Percentage of voting rights required to pass each of the abovementioned resolutions: 50% + 1 vote

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

Resolved that 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) are hereby placed under the control of the directors, subject to any applicable legislation and the JSE Limited (JSE) Listings Requirements and any other stock exchange upon which ordinary shares in the capital of the Company may be quoted or listed from time to time.

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 2016 and the maximum number of authorised but unissued ordinary shares from time to time.

Motivation

In terms of the Company's Memorandum of Incorporation, the members 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 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.

Percentage of voting rights required to pass this resolution: 50% + 1 vote

7. *Non-binding vote on the Company's remuneration policy*

Resolved to endorse, on a non-binding advisory basis, the Company's remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of Board committees).

Motivation

King III recommends that the remuneration policy be tabled to shareholders for a non-binding vote at each AGM. The Company's remuneration policy appears in the remuneration report on page 71 of the integrated report.

Percentage of voting rights required to pass this resolution: 50% + 1 vote

Letter to the shareholders	2	Proxy form	insert
> Notice of annual general meeting	3	Contact details	IBC
Important meeting information	11		
Directors' profiles	13		

Special resolutions

8. Remuneration of non-executive directors

Resolved to approve the proposed remuneration (plus VAT thereon, when applicable) to be payable to non-executive directors for the period 1 May 2017 to, and including, the last day of the month preceding the date of the next AGM thereafter, as set out in the table below:

Fee structure for the period	1 May 2016 – 30 April 2017 R	1 May 2017 – 30 April 2018 R	Increase %
Board Chairman ¹	5 384 850	5 869 500	9
Board member ²	496 600	528 880	6.5
Group Audit and Compliance Committee (GACC) member ³	279 400	304 550	9
Group Risk and Capital Management Committee (GRCCM) member ³	274 320	299 010	9
Group Remuneration Committee (RemCo) member ³	163 350	173 970	6.5
Directors' Affairs Committee (DAC) member	101 710	108 320	6.5
Concentration Risk Committee (CoRC) member ⁴	89 750	95 580	6.5
	2 770 per facility reviewed	2 950 per facility reviewed	6.5
Social and Ethics Committee (SEC) member ³	111 760	119 020	6.5
Disclosure Committee (DC) member ⁴	80 770	86 020	6.5
Information Technology Committee (ITC) member ⁴	111 760	119 020	6.5
Board Finance Committee (BFC) member ⁴	19 860 per meeting	21 150 per meeting	6.5
Special Board meeting	32 020 per meeting	34 100 per meeting	6.5
Special (<i>ad hoc</i>) Board committee and sub-committee meetings	19 860 per meeting	21 150 per meeting	6.5
<i>Ad hoc</i> and consultancy work	4 382 per hour	4 670 per hour	6.5

¹ The Group Chairman's fee covers chairmanship and membership of all Board committees and sub-committees.

² Executive directors of the Company do not receive fees as members of the Company's Board.

³ The GACC, GRCCM, RemCo and SEC chairmen receive fees equal to two-and-a-half times (2.5x) the fee payable to a GACC, GRCCM, RemCo and SEC member.

⁴ The chairmen of Board committees and sub-committees other than the GACC, GRCCM, RemCo and SEC receive fees equal to twice the fee payable to members of these committees.

Full particulars of all remuneration and benefits for the past year are contained on page 190 of the Barclays Africa 2016 Consolidated and separate financial statements.

Motivation

The reason for the passing of this special resolution is to comply with the provisions of the Companies Act. If approved by the shareholders at the AGM, the fees as set out in the table on page 6 would be payable to non-executive directors until the next AGM.

As set out in the Binding General Ruling 41, dated 10 February 2017, issued by the South African Revenue Services, the South African non-executive directors will be levying VAT on their fees, effective 1 June 2017, provided they are registered for VAT.

Percentage of voting rights required to pass this resolution: 75%

9. General repurchases

Resolved that the Company or any subsidiary of the Company – subject to the Companies Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements and any other stock exchange upon which the securities in the capital of the Company may be quoted or listed from time to time – repurchase ordinary shares issued by the Company 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 by a special resolution at any general meeting of the Company at any time prior to the AGM.

Pursuant to the above and as required in terms of the JSE Listings Requirements, the following additional information is submitted:

It is recorded that the Company or any subsidiary of the Company may only make a general repurchase of ordinary shares if:

- › 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 Memorandum of Incorporation;
- › the Company or the relevant subsidiary is authorised thereto by its shareholders in terms of a special resolution of the Company or the relevant subsidiary in general meeting, which authorisation shall be valid only until the date of the next AGM or for 15 (fifteen) months from the date of the resolution, whichever is the shorter;
- › repurchases are made at a price no greater than 10% (ten per cent) above the volume-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 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 full details of the programme have been disclosed in an announcement on SENS prior to the commencement of the prohibited period;

Letter to the shareholders	2	Proxy form	insert
> Notice of annual general meeting	3	Contact details	IBC
Important meeting information	11		
Directors' profiles	13		

- > a paid press 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 securities 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 in the JSE Listings Requirements) limited to a maximum of 10% (ten per cent) of the Company's issued ordinary share capital in any one financial year; and
- > the Board acknowledges, by resolution, that the Company will satisfy the solvency and liquidity test immediately after the repurchase and that, since the test was done, there have been no material changes to the financial position of the Company and the Group.

After having considered the effect of any repurchases of ordinary shares pursuant to this general authority, the directors of the Company, in terms of the Companies Act and the JSE Listings Requirements, confirm that they will not undertake such repurchase of ordinary shares unless:

- > 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;
- > 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;
- > 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
- > 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:

- > Directors and management – refer to pages 10 to 13 of the integrated report.
- > Major shareholders – refer to page 84 of the integrated report.
- > Material changes – there have been no material changes in the financial or trading position of the Company and its subsidiaries since 31 December 2016.
- > Directors' interests in securities – refer to page 85 of the integrated report.
- > Share capital of the Company – refer to page 70 of the annual financial statements.
- > The directors, whose names are set out on page 10 to 11 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 Company's Memorandum of Incorporation contains a provision allowing the Company or any subsidiary of the Company to repurchase securities issued by the Company. This is subject to the approval of the members in terms of the Company's Memorandum of Incorporation, the Companies Act, the Banks Act and the JSE Listings Requirements. The existing general authority, granted by members at the previous AGM on 17 May 2016, is due to expire, unless renewed.

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 84 775 067 (eighty-four million seven hundred and seventy-five thousand and sixty-seven) ordinary shares (10% (ten 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 2016, with a stated upper limit on the price payable, which reflects the JSE Listings Requirements.

The reason for the passing of the special resolution is to enable the Company or any of its subsidiaries, by way of a general authority from shareholders, to repurchase ordinary shares issued by the Company.

The effect of the special resolution will be to permit the Company or any of its subsidiaries to repurchase such ordinary shares in terms of the Companies Act. This authority will only be used if circumstances are appropriate.

Percentage of voting rights required to pass this resolution: 75%

10. *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, for a period of two years from the date of this resolution, to provide direct or indirect financial assistance (as defined in section 45(1) of the Companies Act (Financial Assistance)) 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 Persons of such Financial Assistance, the Board of directors 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 defined in 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 Memorandum of Incorporation have been complied with.

Letter to the shareholders	2	Proxy form	insert
> Notice of annual general meeting	3	Contact details	IBC
> Important meeting information	11		
Directors' profiles	13		

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 directors 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.

Percentage of voting rights required to pass this resolution: 75%

Proxy and voting procedures

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend or vote at the AGM and are entitled to appoint a proxy to attend, speak and vote in their stead. The person so appointed need not be a member of the Company.

Certificated shareholders or dematerialised shareholders with "own name" registration who are unable to attend the AGM but wish to be represented thereat must complete the proxy form enclosed.

To be effective, proxy forms should be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue Rosebank, Johannesburg, 2196 so as to reach this address no later than 10:00 on Thursday, 11 May 2017.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their participant (formerly 'Central Securities Depository Participant') or their stockbroker:

- > to furnish their participant or stockbroker with their voting instructions; or
- > in the event that they wish to attend the meeting, to obtain the necessary letter of representation.

Meeting attendees will be required to provide satisfactory identification before being allowed to participate in the meeting.

By order of the Board

Nadine Drutman

Group Company Secretary

Johannesburg
22 March 2017

Important meeting information

- Date** | Tuesday, 16 May 2017 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.
- 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 may be required for registration purposes.
- 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.

1. *General*

Shareholders wishing to attend the AGM must ensure with the Company's transfer secretaries that their shares are in fact registered in their 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. *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 form to the transfer secretaries, Computershare Investor Services Proprietary Limited, at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Thursday, 11 May 2017.

Shareholders wishing to participate in the AGM via electronic communication are requested to deliver written notice to the registered office of the Company, at 7th Floor, Barclays Towers West, 15 Troye Street, Johannesburg (attention Nadine Drutman, Group Company Secretary) by no later than 10:00 on Thursday, 11 May 2017.

Letter to the shareholders	2	Proxy form	insert
Notice of annual general meeting	3	Contact details	IBC
> Important meeting information	11		
> Directors' profiles	13		

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 relevant resolution must set out who from the relevant entity is authorised to represent the relevant entity at the general meeting via electronic communication; and
- (c) a valid email address and/or facsimile number.

By no later than 10:00 on Friday, 12 May 2017, 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.

Shareholders participating via electronic communication will not be able to vote at the AGM, and will be required to submit a proxy form to vote.

3. *Dematerialised shareholders*

If you are the holder of dematerialised Barclays Africa Group Limited ordinary shares, but not the holder of dematerialised ordinary shares in your own name, 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.

4. *Proxies*

Shareholders must ensure that their proxy forms reach the transfer secretaries as indicated in note 2 on page 11 by no later than 10:00 on Thursday, 11 May 2017.

5. *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.

6. *Results of the AGM*

The results of the meeting will be posted on SENS as soon as practicably possible after the AGM.

Directors' profiles

Committees

DAC Directors' Affairs Committee

GACC Group Audit and Compliance Committee

GRCMC Group Risk and Capital Management Committee

RemCo Group Remuneration Committee

SEC Social and Ethics Committee

ITC Information Technology Committee

BFC Board Finance Committee

CoRC Concentration Risk Committee

MC Models Committee

Ad hoc *Ad hoc* Committee (an advisory Committee in respect of the Barclays PLC sell-down)

Directors' information is as at 22 March 2017

Alex Darko (64)

Qualifications: MSc (MIS); Fellow of Chartered Certified Accountants (FCCA)

Appointed: 2014

Committees: GACC; RemCo; ITC

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 an executive mentor and an independent consultant in organisational culture, change management and strategy. He also serves as a non-executive director on the board of Consolidated Infrastructure Limited.

Ashok Vaswani (56)

Qualifications: CPA (India); Chartered Secretary (India)

Appointed: 2013

Committees: ITC

Ashok is the Chief Executive of Barclays Personal and Corporate Banking. He spent 20 years in a number of senior roles at Citigroup. Ashok was a partner at Brysam Global Partners LLC, a New York City-based private equity firm focused on building retail financial service businesses in emerging markets. He joined Barclays in 2010 and was the Chief Executive of the Barclays Africa businesses from October 2010 to September 2011.

Colin Beggs (68)

Qualifications: BCom (Hons); CA(SA)

Appointed: 2010

Committees: GACC (Chairman); GRCMC; BFC; DAC; Ad hoc

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

Letter to the shareholders	2	Proxy form	insert
Notice of annual general meeting	3	Contact details	IBC
Important meeting information	11		
> Directors' profiles	13		

Daisy Naidoo (44)

Qualifications: BCom; CA(SA); MAcc (Taxation)

Appointed: 17 May 2016

Committees: GACC; CoRC

Daisy started her career in 1994 at Ernst and 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, Omnia Holdings Limited, Mr Price Group Limited and Anglo American Platinum Limited.

Francis Okomo-Okello (67)

Qualifications: LLB (Hons); Dip (Law); Certified Public Secretary

Appointed: 2014

Committees: SEC

Francis is an Albert Parvin fellow of Woodrow Wilson School of Public and International Affairs, Princeton University, and a fellow of The Kenya Institute of Bankers. He serves as chairman of TPS Eastern Africa Limited (Serena Group of Hotels and Lodges), and as a non-executive director of the Nation Media Group. Currently, Francis is the executive director in charge of legal and corporate affairs at Industrial Promotion Services Group of Companies, an affiliate of the Aga Khan Fund for Economic Development.

He also serves as a member of the advisory board of the Strathmore Business School (Strathmore University, Nairobi) and is a member of the advisory committee of the Aga Khan University, Faculty of Arts and Sciences – East Africa.

Jason Quinn (42)

Qualifications: BAcc (Hons); CA(SA)

Appointed: 01 September 2016

Committees: MC (Chairman); GRMC; CoRC; ITC; Ad hoc

Jason is the Financial Director. He joined the Board and Executive Committee in September 2016

Before joining the Group, he was a partner at Ernst and Young Inc. Jason joined the Group in 2008 as the Financial Controller and was appointed as the Head of Finance in 2014 after holding several senior finance positions.

Jason is a director of Absa Financial Services Limited and Woolworths Financial Services Proprietary Limited and is an employer-appointed trustee of the Absa Pension Fund.

Mohamed Husain (56)

Qualifications: BProc

Appointed: 2008

Committees: SEC (Chairman); RemCo; GACC; DAC; Ad hoc

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

Paul O'Flaherty (54)

Qualifications: BCom; BAcc (Hons); CA(SA)

Appointed: 01 February 2016

Committees: RemCo (Chairman); GACC; GRMC; DAC; Ad hoc

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 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 through 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 currently the chief executive officer of Al Naboodah Group Enterprises LLC and non-executive director of enX Group Limited.

Peter Matlare (57)

Qualifications: BSc (Hons) (Political Science); MA (South African Studies)

Appointed: 2011

Committees: ITC

Peter joined the Board as an independent director in 2011. In August 2016, he was appointed Deputy Chief Executive Officer responsible for the Rest of Africa businesses, and he remains on the Board as an executive director.

Peter began his career with the Urban Foundation and Citibank and gained international experience, particularly in Europe. Peter is the previous chief executive officer of the South African Broadcasting Corporation, chief strategy and business development officer of Vodacom SA Proprietary Limited and executive director of commercial at Vodacom SA Proprietary Limited. Most recently, Peter was the chief executive officer of Tiger Brands Limited.

Letter to the shareholders	2	Proxy form	insert
Notice of annual general meeting	3	> Contact details	IBC
Important meeting information	11		
> Directors' profiles	13		

René van Wyk (60)

Qualifications: BCom, BCompt (Hons), CA(SA)

Appointed: 01 February 2017

Committees: GACC; GRCCM; CoRC; Ad hoc

René is the former registrar of banks and head of banking supervision of the South African Reserve Bank 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.

Trevor Munday (67)

Qualifications: BCom

Appointed: 2007

Committees: DAC; GRCCM (Chairman); CoRC (Chairman); BFC; Ad hoc

In 2001, Trevor was appointed as an executive director of Sasol Limited, with global responsibility for finance and accounting, risk management, internal audit, corporate affairs and planning. In 2003, he assumed responsibility for Sasol Group's global chemical businesses. He retired as deputy chief executive of Sasol on 31 December 2006.

Trevor is the non-executive chairman of Reunert Limited.

Yolanda Cuba (39)

Qualifications: BCom (Statistics); BCom (Hons)(Accounting); CA(SA)

Appointed: 2006

Committees: RemCo; CoRC; BFC (Chairman)

Yolanda became chief executive officer of Mvelaphanda Group Limited in 2007. She joined 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

Telephone: +27 (0)11 350 2598

Group Company Secretary

Nadine Drutman

Telephone: +27 1(0)11 350 5347

Head of Financial Control

John Annandale

Telephone: +27 (0)11 350 3496

Transfer secretary

Computershare Investor Services Proprietary Limited

Telephone: +27 (0)11 370 5000

computershare.com/za/

Auditors

Ernst & Young Inc.

Telephone: +27 (0)11 772 3000

ey.com/ZA/en/Home

PricewaterhouseCoopers Inc.¹

Telephone: +27 (0)11 797 4000

pwc.co.za

KPMG Inc.¹

Telephone: +27 (0)11 647 7111

kpmg.com/za/en/home

¹ KPMG Inc. will be replacing PricewaterhouseCoopers Inc. as auditors for the reporting period commencing 1 January 2017.

Significant banking subsidiaries

Information on the entity and the products and services provided (including banking, insurance and investments) can be found at:

Absa Bank Limited

Barclays Bank of Botswana Limited

Barclays Bank of Ghana Limited

Barclays Bank of Kenya Limited

Barclays Bank Mauritius Limited

Barclays Bank Mozambique SA

Barclays Bank (Seychelles) Limited

Barclays Bank Tanzania Limited

Barclays Bank of Uganda Limited

Barclays Bank Zambia plc

National Bank of Commerce Limited

Registered office

7th Floor, Barclays Towers West, 15 Troye Street, Johannesburg, 2001

PO Box 7735, Johannesburg, 2000

Switchboard: +27 (0)11 350 4000

barclaysafrica.com

Queries

Please direct investor relations and annual report queries to ir@barclaysafrica.com

Please direct media queries to groupmedia@barclaysafrica.com

For all customer and client queries, please go to the relevant country website (see details below) for the local customer contact information

Please direct queries relating to your Barclays Africa Group shares to questions@computershare.co.za

Please direct other queries regarding the Group to groupsec@barclaysafrica.com

ADR depository

BNY Mellon

Telephone: +1 212 815 2248

bnymellon.com

Sponsors

Lead independent sponsor

J.P. Morgan Equities South Africa Proprietary Limited

Telephone: +27 (0)11 507 0300

jpmorgan.com/pages/jpmorgan/emea/local/za

Joint sponsor

Absa Bank Limited (Corporate and Investment Bank)

Telephone: +27 (0)11 895 6843

equitysponsor@absacapital.com

Representative offices

Absa Namibia Pty Limited

Absa Capital Representative Office Nigeria Limited

www.absa.co.za

www.barclays.co.bw

www.gh.barclays.com/

www.barclays.co.ke

www.barclays.mu

www.barclays.co.mz/eng

www.barclays.sc

www.barclays.co.tz

www.barclays.co.ug

www.zm.barclays.com/

www.nbctz.com

