

Notice of annual general meeting

A member of the Company entitled to attend and vote at the below mentioned meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. Meeting attendees will be required to provide satisfactory identification before being allowed to participate in the meeting.

Barclays Africa Group Limited

(Formerly known as Absa Group Limited)
(Incorporated in the Republic of South Africa)
Registration number: 1986/003934/06
("the Company")
JSE share code: BGA
ISIN: ZAE0000174124

Record date: 25 April 2014

Notice is hereby given that the 28th (twenty-eighth) annual general meeting (AGM) of ordinary shareholders will be held in Room 8.02, Barclays Towers West, 15 Troye Street, Johannesburg on Tuesday, 6 May 2014 at 11:00, for the purposes of considering and, if deemed fit, passing the ordinary and special resolutions below.

AGENDA

1. **Ordinary resolution number 1 – Annual financial statements**
To consider and endorse the Company's audited annual financial statements, including the reports of the directors, audit committee and auditors, for the year ended 31 December 2013.

Percentage of voting rights required to pass this resolution: 50% + 1 vote.
2. **Ordinary resolution number 2 – Re-appointment of the auditors**
"Resolved to reappoint PricewaterhouseCoopers Inc. (with Mr John Bennett as designated auditor) and Ernst & Young Inc. (with Mr Emilio Pera as designated auditor) as the auditors of the Company until the conclusion of the next AGM."

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

Motivation for ordinary resolution number 2
Shareholders are requested to consider and, if deemed appropriate, to re-appoint PricewaterhouseCoopers Inc. (with Mr John Bennett as designated auditor) and Ernst & Young Inc. (with Mr Emilio Pera as designated auditor) as the auditors of the Company to hold office until the conclusion of the next AGM. The Group Audit and Compliance Committee has re-commended and the Board has endorsed the above reappointments.
3. **Ordinary resolution number 3 – Re-election of MJ Husain**
"Resolved that **MJ Husain**, who is required to retire as a director of the Company at this AGM and who is eligible for re-election and who has offered himself for re-election, is hereby re-appointed as a director of the Company with immediate effect."

Percentage of voting rights required to pass this resolution: 50% + 1 vote.
4. **Ordinary resolution number 4 – Re-election of PB Matlare**
"Resolved that **PB Matlare**, who is required to retire as a director of the Company at this AGM and who is eligible for re-election and who has offered himself for re-election, is hereby re-appointed as a director of the Company with immediate effect."

Percentage of voting rights required to pass this resolution: 50% + 1 vote.
5. **Ordinary resolution number 5 – Re-election of SG Pretorius**
"Resolved that **SG Pretorius**, who is required to retire as a director of the Company at this AGM and who is eligible for re-election and who has offered himself for re-election, is hereby re-appointed as a director of the Company with immediate effect."

Percentage of voting rights required to pass this resolution: 50% + 1 vote.
6. **Ordinary resolution number 6 – Re-election of DWP Hodnett**
"Resolved that **DWP Hodnett**, who is required to retire as a director of the Company at this AGM and who is eligible for re-election and who has offered himself for re-election, is hereby re-appointed as a director of the Company with immediate effect."

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

The profiles of the directors standing for re-election as outlined in ordinary resolutions 3 to 6 above appear on pages 85 to 87 of the Integrated Report.
7. **Ordinary resolution number 7 – Confirmation of appointment of a director: MS Merson**
"Resolved that the appointment of **MS Merson** as a director of the Company with effect 1 January 2014 is hereby confirmed."

Mr Merson's profile appears on page 86 of the Integrated Report.

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

Motivation for ordinary resolution number 7

In terms of the Company's Memorandum of Incorporation, the appointment by the Board of directors of 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. Mr Merson was appointed as director of the Company subsequent to the last AGM. The Board recommends to shareholders that his appointment be confirmed.

8. Ordinary resolution number 8 – Election of the Group Audit and Compliance Committee

To elect, each by way of separate vote, Mr C Beggs, Mr TS Munday and Mr MJ Husain as members of the Audit Committee of the Company. They have been nominated in terms of section 94(2) of the Companies Act, No 71 of 2008, as amended (the Companies Act), by the Board.

The Board has reviewed the proposed composition of the Group Audit and Compliance Committee against the requirements of the Companies Act and the Banks Act, and the Regulations under both Acts, and has confirmed that if all the individuals referred to above are elected, the 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 the Acts.

Ordinary resolution number 8a

Election of Mr C Beggs as a member of the Company's Group Audit and Compliance Committee.

Ordinary resolution number 8b

Election of Mr TS Munday as a member of the Company's Group Audit and Compliance Committee.

Ordinary resolution number 8c

Election of Mr MJ Husain as a member of the Company's Group Audit and Compliance Committee.

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

9. Ordinary resolution number 9 – 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 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 directors are hereby authorised (other than those specifically identified and authorised for issue in terms of any other authority by shareholders) to allot and issue those ordinary shares on any such terms and conditions as they deem fit, subject to the proviso that 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 percent) of the number of ordinary shares in issue as at 31 December 2013 or the maximum number of authorised but unissued ordinary shares from time to time."

The maximum number of shares that can be allotted and issued in terms of the above is the lower of 5% (five percent) of the number of ordinary shares in issue as at 31 December 2013, being 42 387 534 (forty-two million three hundred and eighty-seven thousand five hundred and thirty-four) ordinary shares of the 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 2013 or the maximum number of authorised but unissued ordinary shares from time to time.

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

Motivation for ordinary resolution number 9

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.

Unless renewed, the existing authority granted by the members at the previous AGM on 2 May 2013 expires at the forthcoming AGM. The authority will be subject to the Companies Act, the Banks Act and the JSE Listings Requirements. 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 percent) of the number of ordinary shares in issue as at 31 December 2013 or the maximum number of authorised but unissued ordinary shares from time to time.

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.

10. Ordinary resolution number 10 – Non-binding advisory vote on the Company's remuneration policy

"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)."

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

Motivation for the non-binding advisory vote on the Company's remuneration policy

King III recommends that the remuneration policy be tabled to shareholders for a non-binding vote at each AGM. The remuneration policy is set out as part of the Remuneration review on pages 90 to 92 of the Integrated Report.

11. Special resolution number 1 – Remuneration of non-executive directors

“Resolved to approve the proposed remuneration to be payable to non-executive directors for the period 1 May 2014 to and including the last day of the month preceding the date of the next AGM thereafter, as set out in the table below:

| Barclays Africa Group | | Proposed remuneration for the 12-month period from 1 May 2014 to 30 April 2015 R | Remuneration for the 12-month period from 1 May 2013 to 30 April 2014 R | Increase % |
|---------------------------------------------------------------------|------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------|
| Category | Note | | | |
| Board Chairman | 1 | 4 770 000 | 4 500 000 | 6 |
| Board member | 2, 3 | 439 900 | 415 000 | 6 |
| Group Audit and Compliance Committee (GACC) member | 4 | 247 500 | 225 000 | 10 |
| Group Risk and Capital Management Committee (GRCCM) member | 4 | 243 000 | 225 000 | 8 |
| Group Remuneration and Human Resources Committee (GRHRC) member | 4 | 135 000 | 125 000 | 8 |
| Directors’ Affairs Committee (DAC) member | | 90 100 | 85 000 | 6 |
| Concentration Risk Committee (CoRC) member | 5, 6 | 79 500 2 040 per facility reviewed | 40 000 1 925 per facility reviewed | Structural Adjustment |
| Social and Ethics Committee (SEC) member | 5 | 99 000 | 90 000 | 10 |
| Disclosure Committee (DC) member | 5 | 71 550 | 67 500 | 6 |
| IT Committee (ITC) member | 5 | 79 500 | 75 000 | 6 |
| Board Finance Committee (BFC) member | | 17 596 per meeting | 16 600 per meeting | 6 |
| Special board meeting | | 30 210 per meeting | 28 500 per meeting | 6 |
| Special (ad hoc) Board committee meetings and subcommittee meetings | | 18 550 per meeting | 17 500 per meeting | 6 |
| Ad hoc work | | 4 134 per hour | 3 900 per hour | 6 |

Notes

- The Group Chairman’s fee covers chairmanship and membership of all Board committees and subcommittees.
- Executive directors of the Company do not receive fees as members of the Company Board.
- Fees paid to members of the Board domiciled outside South Africa, will be converted to Pound Sterling at the prevailing exchange rate as at 1 May 2014. In addition, at the Group Chairman’s discretion, ad hoc fees for travel time may be paid to these non-South African directors.
- The GACC, GRCCM and GRHRC Chairmen receive fees equal to two and a half times (2,5x) the fee payable to a GACC, GRCCM and GRHRC member.
- The Chairmen of Board committees and subcommittees other than the GACC, GRCCM and GRHRC receive fees equal to twice the fee payable to members of these committees.
- Given the change in scope in the CoRC to include four full meetings a year with additional technical responsibilities, the fees are now aligned to those of the IT Committee.

Full particulars of all remuneration and benefits for the past year, as well as the process followed by the Group Remuneration and Human Resources Committee in recommending such Board remuneration and benefits, are contained on pages 105 to 106 of the Integrated Report.”

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

Motivation for special resolution number 1

Shareholders are requested to consider and, if deemed appropriate, sanction the proposed remuneration payable to non-executive directors for the period 1 May 2014 to 30 April 2015 as set out above.

The reason for the passing of the special resolution is to comply with the provisions of the Companies Act.

The effect of the special resolution is that, if approved by the shareholders at the AGM, the fees payable to non-executive directors until the next AGM will be as set out in the table above.

12. Special resolution number 2 – General repurchases

“Resolved that the Company or any subsidiary of the Company may, 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 percent) 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;
 - 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 percent) of the number of securities in issue prior to the repurchases and for each 3% (three percent), on a cumulative basis, thereafter; and
- the general repurchase of any ordinary shares (notwithstanding the 20% (twenty percent) limit in the JSE Listings Requirements) is limited to a maximum of 10% (ten percent) of the Company’s issued ordinary share capital in any one financial year.

In terms of the general authority given under this special resolution, any acquisition of ordinary shares shall be subject to:

- the Companies Act;
- the JSE Listings Requirements and any other applicable stock exchange rules, as may be amended from time to time;
- the sanction of any other relevant authority whose approval is required in law; and
- a resolution by the Board that they authorised the repurchase, that the Company passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of 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.

The Company undertakes that it will not enter the market to repurchase the Company’s securities, in terms of this general authority, until such time as the Company’s sponsor has provided written confirmation to the JSE regarding the adequacy of the Company’s working capital in accordance with Schedule 25 of the JSE Listings Requirements.

The maximum number of shares that can be repurchased under this authority amounts to 84 775 067 (eighty-four million seven hundred and seventy-five thousand and sixty-seven) ordinary shares (10% (ten percent) 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 2013.

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 Report:

- Directors and management – refer to pages 13 to 15 and 85 to 87 of the Integrated Report.
- Major shareholders – refer to page 151 of the Integrated Report.
- No material changes in the financial or trading position of the Company and its subsidiaries since 31 December 2013.
- Directors' interests in securities – refer to page 152 of the Integrated Report.
- Share capital of the Company – refer to page 112 of the Integrated Report.
- The directors, whose names are set out on page 75 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 past 12 (twelve) months preceding the date of this notice of AGM.

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

Motivation for special resolution number 2

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 2 May 2013, 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 percent) 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 2013, 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.

13. Special resolution number 3 – Financial assistance to a related or inter-related company/corporation

“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.”

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

Motivation for special resolution number 3

The reason is that 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.

14. Special resolution number 4 – Amendment to the Company’s Memorandum of Incorporation

“Resolved that the Company’s Memorandum of Incorporation be and is hereby amended as follows:

- (a) By the deletion of the word ‘cheque’ in clause 19.10 of the Memorandum of Incorporation which reads:

“Any dividend or cash distribution may be paid by cheque, electronic transfer or otherwise as the Directors may from time to time determine, and may be sent by post to the last registered address of the Holder entitled thereto or in the case of a joint holding, of the Holder first named in the register in respect of such holding, or may be sent to any other address specified for such purpose by such Holder or first named Holder, as the case may be.”

- (b) By the deletion of the entire clause 33.4 and replacing it with a new clause 33.4 to read as follows:

“Notwithstanding the provisions of clause 33.2, it is the intention of the Company to utilise Electronic Communication as its preferred method of giving notice, documents, records or statements or notices of availability of the foregoing. The Company shall not be bound to use any other method of giving notice, documents, records or statements or notices of availability of the foregoing, contemplated in the Regulations in respect of which provision is made for deemed delivery. However, if the Company does use such a method, the notice, document, record or statement or notice of availability of the foregoing shall be deemed to be delivered on the day determined in accordance with the Regulations. In any other case, when a given number of days’ notice or notice extending over any period is required to be given (which are not Business Days which shall be calculated in accordance with clause 2 (Calculation of Business Days)), the provisions of clause 2 (Calculation of Business Days) shall also be applied.”

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

Motivation for special resolution number 4

The reason for the first amendment (a) above is to remove cheques as a mode of delivery of dividends and other cash distributions, following the recent rise in attempted fraud of dividend cheques.

The reason for the second amendment (b) above is to provide shareholders with a reliable way of receiving notices and other shareholder communication, while still affording them with the option to elect to receive printed communication.

The effect is that this will allow the Company to pay dividends and cash distributions by means of electronic transfer only and to allow the Company to distribute all notices via electronic communication, unless specifically requested in printed form by the shareholder.

Proxy and voting procedures

Members 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 members or dematerialised members with “own name” registration who are unable to attend the AGM but wish to be represented thereat must complete the form of proxy on page 163 of the Integrated Report.

In order to be effective, the form of proxy should be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited at 70 Marshall Street, Johannesburg, 2001 or be posted to PO Box 61051, Marshalltown, 2107 so as to reach this address no later than 11:00 on Wednesday, 30 April 2014.

Members who have dematerialised their shares, other than those members 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
20 March 2014

Appendix to the notice of annual general meeting

IMPORTANT NOTES ABOUT THE ANNUAL GENERAL MEETING (AGM)

| | |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date | Tuesday, 6 May 2014 at 11:00. |
| Venue | Room 8.02, Barclays Towers West, 15 Troye Street, Johannesburg. |
| Time | The AGM will start promptly at 11:00. Shareholders wishing to attend are advised to be in the room no later than 10:45. 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 is 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. |

Other important notes

1. General

Shareholders wishing to attend the AGM must ensure beforehand with the Company's transfer secretaries that their shares are in fact registered in their name. Should this not be the case and the shares are registered in any other name or in the name of a nominee company, it is incumbent on shareholders attending the meeting 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 form of proxy 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 form of proxy in accordance with the instructions contained therein so as to be received by the transfer secretaries, Computershare Investor Services Proprietary Limited, at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) by no later than 11:00 on Wednesday, 30 April 2014.

Shareholders wishing to participate in the AGM via electronic communication are required to deliver written notice to the registered office of the Company, at 7th Floor, Barclays Towers West, 15 Troye Street, Johannesburg (marked for the attention of Nadine Drutman, the Group Company Secretary) by no later than 11:00 on Wednesday, 30 April 2014, that they wish to participate via electronic communication at the AGM. In order 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;
- (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 AGM via electronic communication; and
- (c) a valid email address and/or facsimile number.

By no later than 11:00 on Wednesday, 30 April 2014 the Company shall use its reasonable endeavours to notify a shareholder at its contact address/number who has delivered a valid notice of the relevant details through which the shareholder can participate via electronic communication.

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

3. Dematerialised shareholders

If you are the holder of dematerialised Barclays Africa Group 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, however, 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 form of proxy reach the transfer secretaries as indicated in note 2 above by no later than 11:00 on Wednesday, 30 April 2014.

5. Enquiries

Any shareholder having difficulties or queries with regard to the AGM or the above may contact the Group Company Secretary, Nadine Drutman, on +27 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.