

**BARCLAYS AFRICA GROUP LIMITED**  
**Incorporated in the Republic of South Africa**  
**Registration number: 1986/003934/06**  
**ISIN: ZAE000174124**  
**JSE share code: BGA**  
**("the Company")**

**RESULTS OF THE 2018 ANNUAL GENERAL MEETING (AGM)**

In accordance with paragraph 3.91 of the JSE Limited Listings Requirements ("the Listings Requirements"), shareholders are advised that at the AGM of the Company held on Tuesday, 15 May 2018, the resolutions set out in the notice of AGM sent to shareholders together with the integrated report for the year ended 31 December 2017, were passed by the requisite majority of votes. A total of 647 143 161 shares were present or represented at the meeting, representing no less than 76% of the Company's total issued ordinary share capital.

<b>Ordinary resolutions</b>	<b>Total shares voted (for or against):</b>	<b>Shares voted for:</b>	<b>Shares voted against:</b>	<b>Shares abstained:</b>
<b>1. Re-appointment of the Company's auditors</b>				
1.1 Ernst & Young Inc.	643 146 686	584 822 479	58 324 207	3 996 475
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.87%	90.93%	9.07%	0.47%
<b>2. Re-election of retiring directors</b>				
2.1 Colin Beggs	643 098 054	636 610 440	6 487 614	4 045 107
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.86%	98.99%	1.01%	0.47%
2.2 Yolanda Cuba	644 008 064	605 699 029	38 309 035	3 135 097
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.97%	94.05%	5.95%	0.37%
2.3 Mohamed Husain	644 008 064	611 427 252	32 580 812	3 135 097
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.97%	94.94%	5.06%	0.37%

2.4 Wendy Lucas-Bull	644 130 737	611 028 577	33 102 160	3 012 424
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.98%	94.86%	5.14%	0.36%
2.5 Mark Merson	644 298 791	637 952 800	6 345 991	2 844 370
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.02%	0.98%	0.34%
2.6 Maria Ramos	644 010 959	633 382 600	10 628 359	3 132 202
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.97%	98.35%	1.65%	0.37%
3. Election of new directors appointed after the last AGM				
3.1 Daniel Hodge	644 300 663	643 791 215	509 448	2 842 498
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.92%	0.08%	0.34%
3.2 Monwabisi Fandeso	644 303 420	641 950 608	2 352 812	2 839 741
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.63%	0.37%	0.33%
3.3 Tasneem Abdool-Samad	644 303 420	641 278 544	3 024 876	2 839 741
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.53%	0.47%	0.33%
4. Re-appointment of the Group Audit and Compliance Committee members				
4.1 Alex Darko	644 301 678	637 953 690	6 347 988	2 841 483
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.01%	0.99%	0.34%
4.2 Colin Beggs	644 278 266	637 834 857	6 443 409	2 864 895

	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.00%	1.00%	0.34%
4.3 Mohamed Husain	644 303 315	630 189 518	14 113 797	2 839 846
	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	97.81%	2.19%	0.33%
4.4 Dhanasagree (Daisy) Naidoo	644 291 984	637 941 823	6 350 161	2 851 177
	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.01%	0.99%	0.34%
4.5 Paul O'Flaherty	644 306 420	637 950 478	6 355 942	2 836 741
	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.01%	0.99%	0.33%
4.6 René van Wyk	644 302 728	637 955 740	6 346 988	2 840 433
	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	99.01%	0.99%	0.34%
4.7 Tasneem Abdool-Samad	644 302 728	637 513 037	6 789 691	2 840 433
	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	98.95%	1.05%	0.34%
5. Placing of the authorised but unissued ordinary share capital under the control of the directors	644 222 575	599 757 779	44 464 796	2 920 586
	% of total shares	% of shares voted	% of shares voted	% of total issued shares
	75.99%	93.10%	6.90%	0.34%
6. Approval of the maximum numbers of shares	640 961 662	584 381 838	56 579 824	6 181 099
	% of total shares	% of shares voted	% of shares voted	% of total issued shares

allocated under Barclays Africa Group long-term incentive plans	75.61%	91.17%	8.83%	0.73%
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<b>Non-binding advisory votes</b>	<b>Total shares voted (for or against):</b>	<b>Shares voted for:</b>	<b>Shares voted against:</b>	<b>Shares abstained:</b>
1. The Company's remuneration policy	640 996 141	490 225 973	150 770 168	6 147 020
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.61%	76.48%	23.52%	0.73%
2. The Company's remuneration report	640 920 469	337 394 611	303 525 858	6 222 692
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.60%	52.64%	47.36%	0.73%

<b>Special resolutions</b>	<b>Total shares voted (for or against):</b>	<b>Shares voted for:</b>	<b>Shares voted against:</b>	<b>Shares abstained:</b>
1. Amendment of the Company's MOI	644 075 633	643 896 781	178 852	3 067 528
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	75.97%	99.97%	0.03%	0.36%
2. Approval of name change	646 670 469	646 669 767	702	472 692
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.28%	99.999%	0.001%	0.06%
3. Remuneration of non-executive directors	644 297 415	606 325 544	37 971 871	2 845 746
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	76.00%	94.11%	5.89%	0.34%
4. General authority to repurchase the Company's	644 290 503	643 031 416	1 259 087	2 852 658
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares

securities	76.00%	99.80%	0.20%	0.34%
5. Financial assistance to a related or inter-related company	644 297 797 % of total issued shares 76.00%	629 501 773 % of shares voted 97.70%	14 796 024 % of shares voted 2.30%	2 845 364 % of total issued shares 0.34%

The special resolutions will be lodged with the Companies and Intellectual Property Commission (CIPC) in due course and, where appropriate, the Registrar of Banks.

As a result of the number of votes exercised against the non-binding advisory vote number 1, and there being more than 25% of the votes exercised against the non-binding advisory vote number 2, in terms of the recommendations of the King IV Report on Corporate Governance for South Africa, 2016 and paragraph 3.84(k) of the Listings Requirements, shareholders will be invited to raise their concerns or recommendations on the remuneration policy and the remuneration implementation report. Further details will be announced on SENS in due course.

Johannesburg  
15 May 2018

**Enquiries:**

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**Lead Independent Sponsor:**

J.P. Morgan Equities South Africa Proprietary Limited

**Joint Sponsor:**

Absa Bank Limited - Corporate and Investment Bank