

Form of proxy

Annual general meeting

Barclays Africa Group Limited
 Registration number: 1986/003934/06
 JSE code : BGA
 ISIN code: ZAE0000174124
 (“Barclays Africa Group” or “the Company”)
Record date: 25 April 2014

NUMBER OF SHARES

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TO BE COMPLETED ONLY BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH “OWN NAME” REGISTRATION

I/We _____

(name(s) in block letters)

of _____

(address in block letters)

being a member of the Company, entitled to vote and holding _____ shares do hereby appoint

_____ or failing him or/her

the chairperson of the annual general meeting (AGM) as my/our proxy to attend and speak and vote for me/us (and consent that all resolutions to be passed be conducted by way of a poll) and on my/our behalf at the AGM of members of the Company to be held in Boardroom 8.02, Barclays Towers West, 15 Troye Street, Johannesburg on Tuesday, 6 May 2014 at 11:00 and at any adjournment thereof, as follows:

	In favour of	Against	Abstain
1. To consider the Company’s audited financial statements			
2. To reappoint the Company’s auditors			
3. Re-election of MJ Husain			
4. Re-election of PB Matlare			
5. Re-election of SG Pretorius			
6. Re-election of DWP Hodnett			
7. To confirm the appointment of a new director appointed after the last AGM: MS Merson			
8. Election of the members of the Audit and Compliance Committee			
8a. Election of C Beggs			
8b. Election of TS Munday			
8c. Election of MJ Husain			
9. Resolution to place unissued shares under the control of the directors			
10. Non-binding advisory vote on the Company’s remuneration policy			
11. Special resolution to sanction the proposed remuneration of the non-executive directors, payable from 1 May 2014			
12. Special resolution regarding the authority for a general repurchase of ordinary shares of the Company			
13. Special resolution to provide Financial Assistance – section 45			
14. Special resolution to amend the Memorandum of Incorporation			

Please indicate with an “X” in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

A member of the Company entitled to attend and vote at the above 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 participants will be required to provide satisfactory identification before being allowed to participate in the meeting.

Signed at _____ on _____ 2014

Full name(s) _____

(in block letters)

Signature(s) _____

Assisted by (guardian) _____ Date _____ 2014

If signing in a representative capacity, see note 4 on page 164.

Notes to the form of proxy

1. If two or more proxies attend the AGM, then that person attending the AGM whose name appears first on the form of proxy and whose name is not deleted shall be regarded as the validly appointed proxy.
2. The Chairman of the AGM may reject or accept a form of proxy which is completed and/or received other than in accordance with these notes.
3. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatories.
4. Documentary evidence establishing the authority of a person signing the form of proxy in a representative or other legal capacity must be attached to this form, unless previously recorded by the Company or the transfer secretaries or waived by the Chairman of the meeting.
5. A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
6. In order to be effective, the form of proxy must 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 by not later than 11:00 on Wednesday, 30 April 2014.
7. The delivery of a duly completed form of proxy shall not preclude any member or his/her duly authorised representative from attending the AGM and speaking and voting thereat instead of his/her proxy.
8. Where there are joint holders of shares:
 - 8.1 any one holder may sign the form of proxy; and
 - 8.2 the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.
9. Shareholders holding dematerialised shares (without "own name" registration) who wish to attend the AGM must contact their participant or stockbroker, who will furnish them with the necessary letter of representation to attend the AGM. Alternatively, such shareholders must instruct their participant or stockbroker as to how they wish to vote in this regard. This has to be done in terms of the agreement entered into between such shareholders and their participant or stockbroker.