

Form of proxy

Annual general meeting (AGM)

Barclays Africa Group Limited
Registration number: 1986/003934/06
JSE code: BGA
ISIN code: ZAE0000174124
(Barclays Africa or the Company)

Record date to participate and vote at the AGM Friday, 4 May 2018

To be completed by certificated shareholders and dematerialised shareholders with "own name" registration only.

I/We

(name(s) in block letters)

of

(address in block letters)

being a member of the Company, entitled to vote and holding _____ shares hereby appoint _____ or failing him/her the Chairperson of the 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, 15 May 2018 at 10:00 and at any adjournment thereof, as follows:

	In favour of	Against	Abstain
Ordinary resolution number 1 Re-appoint the Company's external auditors to serve until the next AGM in 2019: 1.1 Ernst & Young Inc. (designated auditor – Ernest van Rooyen). 1.2 KPMG Inc. (designated auditor – Pierre Fourie).			
Ordinary resolution number 2 Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): 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. 2.6 Maria Ramos as an executive director.			
Ordinary resolution number 3 Elect the following directors who were appointed after the 2017 AGM: 3.1 Daniel Hodge as a non-executive director (appointed by the Board effective 17 May 2017). 3.2 Monwabisi Fandeso as an independent non-executive director (appointed by the Board effective 1 September 2017). 3.3 Tasneem Abdool-Samad as an independent non-executive director (appointed by the Board effective 1 February 2018).			
Ordinary resolution number 4 Re-appoint/appoint the members of the Group Audit and Compliance Committee: 4.1 To re-appoint Alex Darko. 4.2 To re-appoint Colin Beggs, subject to him being re-elected as an independent non-executive director in terms of resolution 2.1. 4.3 To re-appoint Mohamed Husain, subject to him being re-elected as an independent non-executive director in terms of resolution 2.3. 4.4 To re-appoint Dhanasagree (Daisy) Naidoo. 4.5 To re-appoint Paul O'Flaherty. 4.6 To re-appoint René van Wyk. 4.7 To appoint Tasneem Abdool-Samad, subject to her being elected as an independent non-executive director in terms of resolution 3.3.			
Ordinary resolution number 5 To place the authorised but unissued ordinary share capital of the Company under the control of the directors.			
Ordinary resolution number 6 To approve the maximum number of shares allocated under the Barclays Africa Group long-term incentive plans (both for the overall plans, and for any individual).			
Non-binding advisory vote number 1 To endorse the Company's remuneration policy.			
Non-binding advisory vote number 2 To endorse the Company's remuneration implementation report.			
Special resolution number 1 To amend the Company's MOI dealing with proxy voting, by deleting clauses 20.8.3 and 20.8.4 and replacing them with new clauses 20.8.3 and 20.8.4.			
Special resolution number 2 To approve the change of name of the Company from "Barclays Africa Group Limited" to "Absa Group Limited".			
Special resolution number 3 To approve the proposed remuneration of the non-executive directors for their services as directors, payable from 1 May 2018.			
Special resolution number 4 To grant a general authority to the directors to approve repurchases of the Company's ordinary shares up to a maximum of 5% of the issued share capital.			
Special resolution number 5 To grant a general authority to the Company to approve financial assistance in terms of section 45 of the Companies Act No. 71 of 2008.			

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 abovementioned 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 _____ 2018

Full name(s)

(in block letters)

Signature(s)

Assisted by (guardian)

Date

If signing in a representative capacity, see note 4 overleaf

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. Completed forms of proxy 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) before the person(s) so empowered seeks to exercise any right granted to it under such instrument. To facilitate administration of the meeting, shareholders are encouraged to deliver the form of proxy as soon as possible but not later than 24 hours prior to the start of the meeting, i.e. by 10:00 hours on Monday, 14 May 2018.
7. Proxy forms delivered on the day of the meeting must be delivered (i) 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.
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 custody agreement entered into between such shareholders and their participant or stockbroker.

Summary of shareholders' rights

Set out below is a summary of a shareholder's rights in terms of section 58 of the Companies Act No. 71 of 2008 (the Companies Act):

- i. At any time a shareholder may appoint any individual, including an individual who is not a shareholder of that company, to participate in, speak and vote at a shareholders meeting on behalf of the shareholder
- ii. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder.
- iii. A proxy appointment must be in writing, dated and signed by the shareholder, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment.
- iv. A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
- v. The appointment of a proxy is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
- vi. The appointment of a proxy is revocable by the shareholder by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and to the company.
- vii. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any, and (b) the date on which the revocation instrument is delivered to the company. If the instrument appointing a proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the MOI to be delivered by the company to the shareholder, must be delivered by the company to (a) the shareholder or (b) the proxy, if the shareholder has (i) directed the company to do so in writing and (ii) paid any reasonable fee charged by the company for doing so.