



# Barclays Africa Group Limited

Notice of annual general meeting



#### 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 2016

Dear Shareholder

### **Notice of publication of 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, 17 May 2016 at 11:00.

In accordance with section 31(1) of the Companies Act, 71 of 2008, you are hereby notified that the Barclays Africa Group Limited Integrated Report for 2015 and our full annual financial statements will be available on the Barclays Africa Group website ([www.barclaysafrica.com](http://www.barclaysafrica.com)) from 31 March 2016.

Should you wish to receive a printed copy of the integrated report or the annual financial statements, you may request these from the Barclays Africa Group registered office at the address reflected above, or from [groupsec@barclaysafrica.com](mailto:groupsec@barclaysafrica.com).

**Nadine Drutman**

*Group Company Secretary*

# Notice of annual general meeting

Notice of annual general meeting	2
Directors' profiles	12
Proxy form	Insert
Contact details	IBC



## Our reporting suite



The notice of annual general meeting forms part of our annual reporting suite. The following reports and fact sheets are available at [barclaysafrica.com](http://barclaysafrica.com) and on our online report website at [barclaysafrica2015ar.co.za](http://barclaysafrica2015ar.co.za)

- Integrated Report 2015
- Shareholders leaflet (notice and summarised financials)
- Annual financial statements
- Risk management report
- Financial results booklet

Supplementary fact sheets:

- Citizenship
- Broad-Based Black Economic Empowerment (BBBEE) (South Africa)
- Global Reporting Initiative (GRI) index
- King III

## Key dates

Final dividend payment date	11 April 2016
Annual general meeting	17 May 2016
Interim results announcement <sup>1</sup>	2 August 2016
Interim dividend payment date <sup>1</sup>	12 September 2016
Financial year-end	31 December 2016

<sup>1</sup> Subject to change

## 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: ZAE0000174124

**Record date** 6 May 2016

**Details** Notice is hereby given that the 30th (thirtieth) annual general meeting (AGM) of ordinary shareholders will be held in Boardroom 8.02, Barclays Towers West, 15 Troye Street, Johannesburg on Tuesday, 17 May 2016 at 11:00 to consider, and if deemed fit, pass the ordinary and special resolutions set out in this notice.

## Agenda

### Ordinary resolutions

#### 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, Audit Committee and auditors, for the year ended 31 December 2015.

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

#### 2. *Appointment of the auditors*

Resolved to re-appoint the following firms as external auditors of the Company until the close of reporting for the year ended 31 December 2016:

- 2.1 PricewaterhouseCoopers Inc. (with Keith Ackerman as designated auditor)
- 2.2 Ernst & Young Inc. (with Emilio Pera as designated auditor)

Resolved to appoint the following as external auditors of the Company with effect from the reporting period commencing 1 January 2017 and until the next AGM in 2018:

- 2.3 KPMG Inc. (with Pierre Fourie as designated auditor)
- 2.4 Ernst & Young Inc. (with Ernest van Rooyen as designated auditor)

#### Motivation

- Resolution 2.1 deals with the re-appointment of PricewaterhouseCoopers Inc. for the 2016 year, with Keith Ackerman in John Bennett's stead as PwC's designated auditor, having regard to the five-year rotation requirements of the Companies Act, No 71 of 2008 (as amended) (Companies Act).
- Resolution 2.2 deals with the re-appointment of Ernst & Young Inc. for the 2016 year, with Emilio Pera as designated auditor for Ernst & Young Inc.
- Resolution 2.3 deals with the appointment of KPMG Inc. with Pierre Fourie as KPMG Inc.'s designated auditor with effect from 2017.
- Resolution 2.4 deals with the re-appointment of Ernst & Young Inc. with Ernest van Rooyen in Emilio Pera's stead as Ernst & Young's designated auditor, having regard to the five-year rotation requirements of the Companies Act.

The Group Audit and Compliance Committee recommended and the Board endorsed the above re-appointments and appointments.

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

### 3. *Re-election of retiring directors*

Resolved that the directors stipulated below in 3.1 to 3.5 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. Yolanda Cuba (profile page 14)
- 3.2. Mohamed Husain (profile page 13)
- 3.3. Trevor Munday (profile page 14)
- 3.4. Mark Merson (profile page 13)
- 3.5. David Hodnett (profile page 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 above. These directors are eligible, and have offered themselves for re-election. Furthermore, Yolanda Cuba is in her ninth year as director and will accordingly offer herself for re-election on an annual basis. Although Trevor Munday is in his ninth year as director (as from April 2016), he will only be offering himself for re-election at this AGM and will be retiring from the Board in the second half of 2016.

Based on the external Board evaluation (including a peer review) that was conducted during December 2015 and January 2016, the Directors' Affairs Committee supports the re-election of each of the directors listed above.

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

### 4. *Confirmation of appointment of a director*

Resolved that the appointment of Paul O'Flaherty (profile page 13) as director of the Company with effect from 1 February 2016 is hereby confirmed.

#### **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. Paul O'Flaherty was appointed as director of the Company subsequent to the last AGM. The Board recommends to shareholders that his appointment be confirmed.

**Percentage of voting rights required to pass this resolution: 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 his confirmation in terms of resolution 4 above, to elect the director referred to in 5.5 as a new member of the Committee. They have been nominated in terms of section 94(2) of the Companies Act.

- 5.1. Colin Beggs (profile page 12)
- 5.2. Mohamed Husain (profile page 13)
- 5.3. Trevor Munday (profile page 14)
- 5.4. Alex Darko (profile page 12)
- 5.5. Paul O'Flaherty (profile page 13)

### 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) 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 of the members in 5.1 to 5.5.

**Percentage of voting rights required to pass this resolution: 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 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 percent) of the number of ordinary shares in issue as at 31 December 2015 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 80 of the integrated report.

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

## Special resolutions

### 8. Remuneration of non-executive directors

Resolved to approve the proposed remuneration to be payable to non-executive directors for the period 1 May 2016, 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 2015 – 30 April 2016 R	1 May 2016 – 30 April 2017 R	YoY change %
Board Chairman <sup>1</sup>	5 056 200	<b>5 384 850</b>	6.5
Board member <sup>2</sup>	466 294	<b>496 600</b>	6.5
Group Audit and Compliance Committee (GACC) member <sup>3</sup>	262 350	<b>279 400</b>	6.5
Group Risk and Capital Management Committee (GRCMC) member <sup>3</sup>	257 580	<b>274 320</b>	6.5
Group Remuneration and Human Resources Committee (GRHRC) member <sup>3</sup>	148 500	<b>163 350</b>	10.0
Directors' Affairs Committee (DAC) member <sup>3</sup>	95 506	<b>101 710</b>	6.5
Concentration Risk Committee (CoRC) member <sup>4</sup>	84 270	<b>89 750</b>	6.5
	2 162 per facility reviewed	<b>2 770 per facility reviewed</b>	28.0
Social and Ethics Committee (SEC) member <sup>4</sup>	104 940	<b>111 760</b>	6.5
Disclosure Committee (DC) member <sup>4</sup>	75 843	<b>80 770</b>	6.5
Information Technology Committee (ITC) member <sup>4</sup>	87 450	<b>111 760</b>	28.0
Board Finance Committee (BFC) member <sup>4</sup>	18 652 per meeting	<b>19 860 per meeting</b>	6.5
Special Board meeting	32 023 per meeting	<b>32 020 per meeting</b>	–
Special ( <i>ad hoc</i> ) Board Committee and sub-committee meetings	19 663 per meeting	<b>19 860 per meeting</b>	1.0
Consultancy work	4 382 per hour	<b>4 380 per hour</b>	–

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

<sup>2</sup> Executive directors of the Company do not receive fees as members of the Company Board.

<sup>3</sup> The GACC, GRCMC and GRHRC chairmen receive fees equal to two-and-a-half times (2.5x) the fee payable to a GACC, GRCMC and GRHRC member.

<sup>4</sup> The chairmen of Board committees and sub-committees other than the GACC, GRCMC and GRHRC receive fees equal to twice the fee payable to members of these committees.

Full particulars of all remuneration and benefits for the past year, as well as the process followed by the Directors' Affairs Committee in recommending such director remuneration and benefits, are contained on page 93 of the Barclays Africa 2015 Integrated Report.

#### 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 above would be payable to non-executive directors until the next AGM.

**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 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;
- the general repurchase of any ordinary shares is (notwithstanding the 20% (twenty percent) limit in the JSE Listings Requirements) limited to a maximum of 10% (ten percent) 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 report:

- Directors and management – refer to pages 14 and 15 of the integrated report.
- Major shareholders – refer to pages 95 and 96 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 2015.
- Directors' interests in securities – refer to page 96 of the integrated report.
- Share capital of the Company – refer to page 10 of the annual financial statements.
- The directors, whose names are set out on page 14 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 19 May 2015, 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 2015, 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.

### 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 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 Thursday, 12 May 2016.

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 2016

## Important notes about the annual general meeting

**Date** Tuesday, 17 May 2016 at 11:00.

**Venue** Boardroom 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 Boardroom 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 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 form of proxy to 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 Thursday, 12 May 2016.

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 11:00 on Thursday, 12 May 2016.

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 11:00 on Friday, 13 May 2016, 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 above by no later than 11:00 on Thursday, 12 May 2016.

### **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

<b>DAC</b>	Directors' Affairs Committee
<b>GACC</b>	Group Audit and Compliance Committee
<b>GRCMC</b>	Group Risk and Capital Management Committee
<b>MC</b>	Models Committee
<b>BFC</b>	Board Finance Committee
<b>CoRC</b>	Concentration Risk Committee
<b>ITC</b>	Information Technology Committee
<b>SEC</b>	Social and Ethics Committee
<b>GRHRC</b>	Group Remuneration and Human Resources Committee

Directors' ages are as at 31 December 2015.

#### Alex Darko (63)

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

*Appointed:* 2014

*Committees:* GACC; ITC; GRHRC

Alex held a number of senior positions at Dun & Bradstreet, including director of UK shared services, director of finance: Dun & Bradstreet Europe Ltd 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 boards of Business Connexion Limited and Consolidated Infrastructure Limited.

#### Colin Beggs (67)

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

*Appointed:* 2010

*Committees:* GACC (Chairman); GRCMC; CoRC; BFC; DAC

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 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.

## David Hodnett (46)

*Qualifications:* BCom; CA (SA); MBA

*Appointed:* 2013

*Committees:* Models (Chairman); GRMC; CORC; ITC

David is the Deputy Chief Executive Officer and Financial Director. He completed his articles with KPMG and became a partner in the financial services team. He then joined Standard Bank Group, where he was involved in group risk and retail credit functions. David joined the Group in 2008 as the Chief Risk Officer and became the Group's Financial Director on 1 March 2010. In December 2013, David was appointed as Deputy Chief Executive Officer. He has oversight of the Chief Operating Officer's portfolio and responsibility for significant Group-wide change initiatives.

## Mark Merson (47)

*Qualifications:* Chartered Accountant (UK)

*Appointed:* 2014

*Committees:* GRMC; BFC

Mark is a graduate of Oxford University, chartered accountant and was previously a partner in the financial services consulting practice of Deloitte. He joined Barclays in 2003 as Group Financial Controller and during his career to date, has held positions as the Head of Investor Relations (2005) and Financial Controller and CFO for UK and EMEA in the Investment Bank (2009) before becoming global CFO for CIB at the end of 2011.

## Mohamed Husain (55)

*Qualifications:* BProc

*Appointed:* 2008

*Committees:* SEC (Chairman); GRHC (Chairman); GACC; DAC; BFC

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 (53)

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

*Appointed:* 2016

*Committees:* GACC; GRMC; CoRC

Paul is the chief executive officer of Al Naboodah Enterprises LLC. Prior to this, he was the chief executive officer of ArcelorMittal South Africa Limited from 1 July 2014 to 12 February 2016, and remains non-executive director of ArcelorMittal. He was previously the finance director and group executive for Group Capital of Eskom Holdings (SOC) Limited. Prior to that, he was in the construction industry in South Africa, Africa and in the Middle East, deputy CEO of Group Five Limited and chief financial officer of Al Naboodah Construction Group respectively. Before joining the construction industry he was an audit partner at PricewaterhouseCoopers in South Africa.

## Trevor Munday (66)

*Qualifications:* BCom

*Appointed:* 2007

*Committees:* BFC (Chairman); GRMC (Chairman); CoRC (Chairman); GACC; DAC; GRHC

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 and non-executive chairman of Illovo Sugar Limited.

## Yolanda Cuba (38)

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

*Appointed:* 2006

*Committees:* GRHC; CoRC; BFC

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 is a non-executive director of Reatile Resources Proprietary Limited. She is also 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 (0)11 350 5347

## Head of Finance

Jason Quinn

Telephone: +27 (0)11 350 7565

## Transfer secretary

Computershare Investor Services Proprietary Limited

Telephone: +27 (0)11 370 5000

[computershare.com/za/](http://computershare.com/za/)

## Auditors

Ernst & Young Inc.

Telephone: +27 (0)11 772 3000

[ey.com/ZA/en/Home](http://ey.com/ZA/en/Home)

PricewaterhouseCoopers Inc.

Telephone: +27 (0)11 797 4000

[pwc.co.za](http://pwc.co.za)

## 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](http://barclaysafrica.com)

## Queries

Please direct investor relations and annual report queries to [ir@barclaysafrica.com](mailto:ir@barclaysafrica.com)

Please direct media queries to [groupmedia@barclaysafrica.com](mailto: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](mailto:questions@computershare.co.za)

Please direct other queries regarding the Group to [groupsec@barclaysafrica.com](mailto:groupsec@barclaysafrica.com)

## ADR depository

BNY Mellon

Telephone: +1 212 815 2248

[bnymellon.com](http://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](http://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](mailto:equitysponsor@absacapital.com)

## Representative offices

Absa Namibia Pty Limited

Absa Capital Representative Office Nigeria Limited

[www.absanamibia.com.na](http://www.absanamibia.com.na)

[www.cib.barclaysafrica.com](http://www.cib.barclaysafrica.com)

