

ABSA BANK LIMITED

Incorporated in the Republic of South Africa

(Registration Number: 1986/004794/06)

ISIN: ZAE000079810

JSE Share Code: ABSP

(“**Absa Bank**” or “**the Company**”)

POSTING OF CIRCULAR TO PREFERENCE SHAREHOLDERS AND NOTICE OF MEETING OF THE PREFERENCE SHAREHOLDERS RELATING TO TWO SEPARATE BUT CONCURRENT OFFERS BY ABSA BANK TO REPURCHASE ALL, OR ALTERNATIVELY A PORTION OF, THE PREFERENCE SHARES IN ABSA BANK BY WAY OF EITHER A SCHEME OF ARRANGEMENT OR A STANDBY OFFER

Unless otherwise defined in this announcement, words and expressions contained herein shall have the same meanings as assigned to them in the FIA and Circular referred to below.

1. INTRODUCTION

Preference Shareholders are referred to the firm intention announcement released on the Stock Exchange News Service (“**SENS**”) on Thursday, 17 April 2025 (“**FIA**”) wherein Preference Shareholders were advised of the Board’s resolution to repurchase all, or alternatively a portion of, the non-redeemable, non-cumulative, non-participating preference shares of Absa Bank (“**Preference Shares**”) by way of two separate, but concurrent offers (being the Proposed Transaction), comprising:

- (a) an offer to all Preference Shareholders to repurchase all their Preference Shares for a cash consideration of ZAR 930.00 (93,000 cents) per Scheme Share, in accordance with the provisions of sections 114(1), read with section 115(2)(a), of the Companies Act, by way of a scheme of arrangement between Absa Bank and the Preference Shareholders (the “**Scheme**”); and
- (b) separate to the Scheme, but concurrently with it, and subject to the Scheme not becoming operative, a general offer by Absa Bank (the “**Standby Offer**”) to Preference Shareholders to repurchase all or, if only certain of the Preference Shareholders accept the Standby Offer, a portion of their Preference Shares for a cash consideration of ZAR 930.00 (93,000 cents) per Standby Offer Share.

The Scheme and the Standby Offer are proposed concurrently on the basis that the implementation of the Standby Offer will be conditional on, inter alia, the Scheme not becoming unconditional and operative. In this regard, if the Scheme becomes unconditional and operative, the Standby Offer will lapse. Alternatively, if the Scheme does not become unconditional and operative and the Standby Offer becomes wholly unconditional, the Standby Offer will become effective.

2. CIRCULAR AND NOTICE OF SCHEME MEETING

Preference Shareholders are advised that a circular (“**Circular**”) setting out the complete details relating to the Proposed Transaction, including but not limited to the Independent Expert’s Report, the recommendations of the Independent Board, the salient dates and times relating to the Scheme and the Standby Offer and the necessary forms in order to effect the Scheme and the Standby Offer, has been published on Absa Bank’s website (<https://www.absa.africa/investor-relations/jse-regulatory-announcements/>) and was distributed today to the Preference Shareholders recorded in Absa Bank’s securities register on Thursday, 17 April 2025.

The Circular includes a notice convening a meeting of the Preference Shareholders whereat the Preference Shareholders will be requested to vote on a special resolution to approve and implement the Scheme (the “**Scheme Meeting**”). The Scheme Meeting will be held entirely by way of electronic communication at 08h30 on Tuesday, 3 June 2025.

As noted in the FIA, the Scheme and the Standby Offer are each subject to the fulfilment or waiver (as the case may be) of certain suspensive conditions, including, *inter alia*, all necessary Preference Shareholder approvals and/or resolutions as may be necessary to give effect to the Scheme.

3. IMPORTANT DATES AND TIMES

The salient dates and times pertaining to the Scheme Meeting and the Standby Offer are set out below and are also contained in the Circular:

	2025
Posting of the Circular and the Notice of the Scheme Meeting on	Friday, 2 May
Announcement confirming the publication of the Circular on Absa Bank’s website and the Notice of the Scheme Meeting, published on SENS on	Friday, 2 May
The Standby Offer Opening Date	Monday, 5 May
Last day to trade Preference Shares in order for Preference Shareholders to be recorded in the Register on the Meeting Record Date	Tuesday, 20 May
Meeting Record Date to be eligible to vote at the Scheme Meeting	Friday, 23 May
Reminder to be issued to Preference Shareholders to register for electronic participation	Tuesday, 27 May
<i>For administrative purposes only</i> , last day and time to lodge Forms of Proxy (<i>blue</i>) with the Transfer Secretaries by 08h30 on	Monday, 2 June

Last day for any Preference Shareholder to deliver written notice to Absa Bank objecting to the Scheme Resolution in accordance with section 164(3) of the Companies Act, which must be before the Scheme Resolution is to be voted on at the Scheme Meeting on

Tuesday, 3 June

Scheme Meeting to be held entirely by way of electronic communication at 08h30 on

Tuesday, 3 June

Results of the Scheme Meeting published on SENS on

Tuesday, 3 June

Last date for Preference Shareholders who voted against the Scheme Resolution to require Absa Bank to seek Court approval for the implementation of the Scheme Resolution in terms of section 115(3)(a) of the Companies Act, if the requisite special resolution in terms of section 115(2)(a) of the Companies Act was opposed by at least 15% of the voting rights that were exercised

Tuesday, 10 June

Last date for Preference Shareholders who voted against the Scheme Resolution to be granted leave by a Court to apply for a review of the Scheme Resolution in terms of section 115(3)(b) of the Companies Act

Wednesday, 18 June

Last date for Absa Bank to give notice of adoption of the Scheme Resolution in terms of section 164(4) of the Companies Act to the Preference Shareholders who delivered written notices to Absa Bank objecting to the Scheme Resolution in accordance with section 164 of the Companies Act and have neither withdrawn that notice nor voted in support of the Scheme Resolution.

Wednesday, 18 June

If the Scheme Resolution is duly approved by Preference Shareholders at the Scheme Meeting and all other Scheme Conditions Precedent are fulfilled (or waived, where such conditions are capable of waiver):

TRP compliance certificate anticipated to be delivered in terms of section 121(b)(i) of the Companies Act

Thursday, 19 June

Scheme Finalisation Date announcement expected to be published on SENS on	Thursday, 19 June
Scheme Finalisation Date announcement published in the South African press on	Friday, 20 June
Expected Scheme last day to trade Preference Shares in order for Preference Shareholders to be recorded in the Register on the Scheme Record Date to receive the Scheme Consideration on	Tuesday, 1 July
Expected suspension of listing of Preference Shares from the Main Board of the JSE at commencement of trading on	Wednesday, 2 July
Last day to deliver Form of Surrender (<i>pink</i>) in respect of the Scheme and Documents of Title (in order to receive the Scheme Consideration on the Scheme Operative Date) to be received by the Transfer Secretaries, which is expected to be by 12h00 on	Friday, 4 July
Expected Scheme Record Date, being the date and time on which Preference Shareholders must be recorded in the Register to receive the Scheme Consideration, which is expected to be by 17h00 on	Friday, 4 July
Expected Scheme Operative Date on	Monday, 7 July
Dematerialised Scheme Participants expected to have their accounts (held at their CSDP or Broker) debited with the Scheme Shares and credited with the Scheme Consideration on	Monday, 7 July
Expected date of settlement of the Scheme Consideration to be paid electronically to Certificated Scheme Participants (if the Form of Surrender (<i>pink</i>) in respect of the Scheme and Documents of Title are received by the Transfer Secretaries by 12h00 on the Scheme Record Date) on	Monday, 7 July

Expected termination of listing of the Preference Shares on the Main Board of the JSE at the commencement of trade on	Tuesday, 8 July
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If the Scheme Conditions Precedent are not fulfilled (or waived, where such conditions are capable of waiver) and the Scheme does not become operative, and the Standby Offer Condition Precedent is fulfilled:

The Standby Offer is declared unconditional	Thursday, 19 June
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The Standby Offer Finalisation Date announcement is expected to be published on SENS on	Thursday, 19 June
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The Standby Offer Finalisation Date announcement expected to be published in the South African press on	Friday, 20 June
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Expected Standby Offer last day to trade Preference Shares in order for Eligible Preference Shareholders to be recorded in the Register on the Standby Offer Record Date to accept the Standby Offer and thereby receive the Standby Offer Consideration	Tuesday, 1 July
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Expected suspension of listing of those Preference Shares repurchased in terms of the Standby Offer at commencement of trading on	Wednesday, 2 July
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Expected Standby Offer Record Date to determine who is eligible to participate in the Standby Offer and thereby receive the Standby Offer Consideration	Friday, 4 July
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Expected Standby Offer Closing Date at 12h00 on	Friday, 4 July
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Results of the Standby Offer published on SENS on	Monday, 7 July
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Expected last date of settlement of the Standby Offer Consideration to be paid electronically to Certificated Standby Offer Participants who accepted the Standby Offer (if the Form of Acceptance and Surrender (<i>yellow</i>) in respect of the Standby Offer and Documents of Title are received by the Transfer Secretaries on or before 12h00 on the Standby Offer Closing Date)	Monday, 7 July
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Expected last date on which Dematerialised Standby Offer Participants are expected to have their accounts held at their Broker or CSDP debited with the Standby Offer Shares and credited with the Standby Offer Consideration on

Monday, 7 July

Expected termination of listing of those Preference Shares repurchased in terms of the Standby Offer on the Main Board of the JSE at the commencement of trade on

Tuesday, 8 July

Notes:

1. All dates and times above and quoted generally in the Circular are South African dates and times, unless otherwise stated.
2. These dates and times are subject to amendment by Absa Bank (and, to the extent necessary, with the approval of the JSE, the TRP and other regulatory authorities). The dates have been determined based on certain assumptions regarding the date by which Preference Shareholder and regulatory approvals will be obtained and that no court approval or review of the Scheme Resolution will be required. Any such amendment of the dates and times will be released on SENS and published in the South African press.
3. Preference Shareholders should note that as transactions in Preference Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 3 Business Days after such trade. Therefore, Preference Shareholders who acquire Preference Shares after close of trade on Tuesday, 20 May 2025 will not be eligible to participate and vote at the Scheme Meeting.
4. For the purpose of being eligible to participate in the Scheme, no dematerialisation or re-materialisation of Preference Shares may take place after the last day to trade Preference Shares for the Scheme. For the purpose of being eligible to participate in the Standby Offer, no dematerialisation or re-materialisation of Preference Shares may take place from the date the Preference Shares trade "ex" the right to participate in the Standby Offer to the Standby Offer Record Date, both days inclusive.
5. If the Scheme Meeting is adjourned or postponed, the above dates and times will change, but the applicable Form of Proxy (blue) submitted for the Scheme Meeting will remain valid in respect of any postponement prior to convening, adjournment or postponement of the Scheme Meeting.
6. Any Form of Proxy (blue) not delivered to the Transfer Secretaries by the date and time stipulated herein may be sent by email to the Transfer Secretaries before such Preference Shareholder's voting rights are exercised at the Scheme Meeting (or any adjournment or postponement thereof).
7. The date of payment of the Standby Offer Consideration will take place within six Business Days of the later of the Standby Offer being declared wholly unconditional and acceptance of the Standby Offer by the Preference Shareholder who validly accepts the Standby Offer.

4. RESPONSIBILITY STATEMENT

The Independent Board and the Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this announcement which relates to Absa Bank, the Scheme and the Standby Offer, and certify that, to the best of their knowledge and belief, such information is true, and that this announcement does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this announcement. The Independent Board and the Board have made all reasonable enquiries to ascertain that no facts have been omitted and that this announcement contains all information required by law.

Johannesburg

2 May 2025

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INVESTMENT BANK, CORPORATE ADVISOR AND SPONSOR

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INDEPENDENT EXPERT

BDO Corporate Finance Proprietary Limited

TRANSFER SECRETARY

Computershare Investor Services Proprietary Limited