

Absa Group Limited

Notice of
Annual General Meeting 2026

Your story matters



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This report is best consumed online

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Shareholder diary¹

Friday, 20 March 2026	Record date for shareholder to receive Notice of Annual General Meeting (AGM)
Wednesday, 1 April 2026	Distribution of the Notice of AGM
Tuesday, 19 May 2026	Last day to trade in Absa Group Limited ordinary shares to be entitled to attend, participate, and vote at AGM
Friday, 22 May 2026	Record date for shareholder to be entitled to attend, participate, and vote at AGM
Friday, 29 May 2026	Last day to register for electronic participation
Monday, 1 June 2026 at 10:00	Electronic and postal delivery of completed proxies
Tuesday, 2 June 2026 at 10:00	Annual General Meeting
Tuesday, 2 June 2026	AGM results Stock Exchange News (SENS) announcement
Tuesday, 18 August 2026	2026 Interim results announcement

¹ Subject to change

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Absa Group Limited

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Dear shareholder

Notice of publication: Integrated Report, Annual Financial Statements and Notice of Annual General Meeting

Please find enclosed the Notice of AGM of Absa Group Limited (Absa or the Group, or the Company), to be held on Tuesday, 2 June 2026 at 10:00 as a hybrid meeting to be conducted in Boardroom 3.11, Sandton Campus South, 15 Alice Lane, Sandton **and** as a virtual meeting via electronic communication, as permitted by the JSE Limited and in terms of the provisions of the Companies Act, 71 of 2008, as amended (Companies Act), and the Company's Memorandum of Incorporation (MOI).

Electronic participation

Shareholders wishing to participate in the AGM via electronic communication are requested to register for participation on <https://meetnow.global/za> by clicking on the Absa logo, or submit a written notice via email to Computershare at proxy@computershare.co.za or to Nadine Drutman, Group Company Secretary, at groupsec@absa.africa by no later than 10:00 on Friday, 29 May 2026. For the notice to be valid, it must contain the details set out in paragraph 5 on page 15. Shareholders participating via electronic communication must still submit completed proxy forms for their votes to be counted. The details for proxy form submission are contained below, on the proxy form and in paragraph 2 of page 14. By no later than 17:00 on Monday, 1 June 2026, the Company shall, by reply email, notify a shareholder, who has delivered a valid notice as indicated above, or registered at <https://meetnow.global/za>, of the relevant details through which the shareholder can participate electronically.

Shareholders will have the opportunity to ask live/verbal questions at the meeting, whether attending in person or via electronic communication. Shareholders attending via electronic communication will also have the option to submit questions via text.

We request that shareholders deliver their proxies via email to proxy@computershare.co.za no later than 24 hours before the commencement time of the AGM, i.e., by 10:00 on Monday, 1 June 2026, to allow time for completion of the administrative processes relating to the meeting. Proxy forms submitted on the day of the AGM must be emailed simultaneously to the transfer secretaries at Computershare (proxy@computershare.co.za) and the Absa Group Company Secretary (groupsec@absa.africa), before any proxy seeks to exercise any right granted to him/her.

In accordance with section 31(1) of the Companies Act, you are notified that the Absa Group Limited **2025 Integrated Report** and full **Annual Financial Statements** are available on the Absa Group website (www.absa.africa).

Should you wish to receive a printed copy of our 2025 Integrated Report, 2025 Remuneration Report or the Annual Financial Statements, you may request these from groupsec@absa.africa.

Nadine Drutman

Group Company Secretary

1 April 2026

Notice of Annual General Meeting

Absa Group Limited

(Absa or the Group, or the Company)

Incorporated in the Republic of South Africa

Registration number: 1986/003934/06

JSE share code: ABG

ISIN: ZAE000255915

Notice is hereby given, in terms of section 62(1) of the Companies Act, 71 of 2008, as amended (Companies Act), that the 40th AGM of ordinary shareholders of Absa will be held as a hybrid meeting to be conducted in Boardroom 3.11, Absa Sandton Campus South, 15 Alice Lane, Sandton and via electronic communication, as further described on pages 14 and 15, on Tuesday, 2 June 2026 at 10:00 to transact the following business:

1. To present to shareholders the audited Annual Financial Statements of the Company, together with the reports of the Board of directors of the Company (Board of directors), and the Group Audit and Compliance Committee (GACC) of the Company for the financial year ended 31 December 2025.
2. To present the report of the Social, Sustainability and Ethics Committee (SSEC) of the Company for the financial year ended 31 December 2025.
3. To consider and, if deemed fit, to pass the ordinary resolutions set out in this Notice of AGM, with or without modifications.
4. To consider and, if deemed fit, to endorse the non-binding advisory votes set out in this Notice of AGM on the Company's Remuneration Policy and Implementation Report, with or without modifications.
5. To consider and, if deemed fit, to pass the special resolutions set out in this Notice of AGM, with or without modifications.

In accordance with sections 59(1) (a) and (b) of the Companies Act, the record date (the date on which a shareholder must be registered in the Company's register of shareholders in order to receive notice of the AGM) is Friday, 20 March 2026. The last day to trade in Absa shares to be on the shareholder register and so be entitled to attend, participate, and vote at the AGM is Tuesday, 19 May 2026, and the record date for attendance, participation and voting at the AGM is Friday, 22 May 2026.

Agenda

1. Presentation of the Annual Financial Statements and reports

The audited Annual Financial Statements for the year ended 31 December 2025, including the reports of the directors and GACC will be presented by the Chairman of the committee. These are available in summarised form as well as the full **Annual Financial Statements** (including the reports of the directors and GACC) on the Company's website at www.absa.africa.

2. Presentation of the report of the Social, Sustainability and Ethics Committee

The report of the SSEC for the year ended 31 December 2025 will be presented by the Chairman of the committee, with time for questions. The report is included in the **2025 Sustainability and Climate Report** and is accessible on the Company's website.

3. Profiles

Brief profiles of the directors standing for election and re-election, and those of the GACC and SSEC members are set out on pages 16 to 20 of this notice.

Ordinary resolutions

For an ordinary resolution to be approved by the shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution.

Ordinary resolution number 1: Re-appointment of joint external auditor

Resolved that KPMG Inc. (KPMG), on recommendation of the GACC, be and is hereby re-appointed as the Company's joint external auditor, in terms of section 64(2)(a) of the Banks Act and section 90(1) of the Companies Act, to hold office until the conclusion of the 2026 financial year audit.

Motivation

In terms of section 64(2)(a) of the Banks Act, No. 94 of 1990 as amended (Banks Act) as read with section 90(1) of the Companies Act as well as paragraph 5.7(h) of the JSE Limited (JSE) Listings Requirements, each year at its AGM, a public company must appoint an auditor who complies with the requirements of section 90(2) of the Companies Act by way of an ordinary resolution of the shareholders entitled to exercise voting rights on that resolution. As contemplated in section 90(3) of the Companies Act, the name of the designated individual auditor is set out below.

The JSE Listings Requirements require audit firms, prior to being appointed or re-appointed by listed companies, to be accredited with the Independent Regulatory Board for Auditors (IRBA). In accordance with paragraph 6.36 of the JSE Listings Requirements, the issuer must appoint an auditor who is registered with its regulator in the country of incorporation of the applicant issuer, and such appointment must be made in accordance with the laws of the incorporation/company laws of the applicant issuer. The GACC accordingly considered submissions by KPMG as part of the committee's suitability and independence assessment of KPMG and the designated auditor.

The GACC has confirmed that KPMG, together with its designated auditor, are duly accredited and independent.

On the basis of the assessment, the GACC and Board recommend to shareholders that KPMG be re-appointed as joint external auditor, with Riaz Muradmia as the designated auditor, for the 2026 financial year to serve until the conclusion of the next AGM.

Ordinary resolution number 2: Re-appointment of joint external auditor

Resolved that PricewaterhouseCoopers Inc. (PwC), on recommendation of the GACC, be and is hereby re-appointed as the Company's joint external auditor, in terms of section 64(2)(a) of the Banks Act and section 90(1A)(b) of the Companies Act, to hold office until the conclusion of the next AGM.

Motivation

In terms of section 64(2)(a) of the Banks Act, No. 94 of 1990, as amended (Banks Act) as read with section 90(1) of the Companies Act as well as paragraph 5.7(h) of the JSE Listings Requirements, each year at its AGM, a public company must appoint an auditor who complies with the requirements of section 90(2) of the Companies Act by way of an ordinary resolution of the shareholders entitled to exercise voting rights on that resolution. As contemplated in section 90(3) of the Companies Act, the name of the designated individual auditor is set out on the next page.

The JSE Listings Requirements require audit firms, prior to being appointed or re-appointed by listed companies, to be accredited with the Independent Regulatory Board for Auditors (IRBA). In accordance with paragraph 6.36 of the JSE Listings Requirements, the issuer must appoint an auditor who is registered with its regulator in the country of incorporation of the applicant issuer, and such appointment must be made in accordance with the laws of the incorporation/company laws of the applicant issuer. The GACC accordingly considered submissions by PwC as part of the committee's suitability and independence assessment of PwC and the designated auditor.

The GACC has confirmed that PwC, together with its designated audit partner, are duly registered with the IRBA and independent.

On the basis of the assessment, the GACC and Board recommend to shareholders that PwC be re-appointed as joint external auditor, with John Bennett as the designated auditor, for the 2026 financial year until the conclusion of the next AGM.

Ordinary resolution number 3: Re-election of retiring directors

Resolved that each of the directors named below in 3.1 to 3.4, who retire in terms of the provisions of the Company's MOI on director rotation, and being eligible and available, and having offered themselves for re-election, be and are hereby re-elected in terms of section 68(2)(a) of the Companies Act and paragraph 5.5 of the JSE Listings Requirements, by way of a series of votes, as directors of the Company.

- 3.1 Tasneem Abdool-Samad
- 3.2 Alison Beck
- 3.3 Rose Keanly
- 3.4 Fulvio Tonelli

Motivation

The Company's MOI requires that one-third of the directors retire from office at each AGM.

The Board recommends for re-election by shareholders the directors named in 3.1 to 3.4 above. Based on skills, capacity, experience, and independence (as well as a declaration of independence and capacity by all independent non-executive directors), the Board has determined that the performance of each of the directors standing for re-election meets the required standards expected of them. Furthermore, independent fit and proper assessments and verification of qualifications have been conducted in relation to the four directors with positive outcomes in all aspects. In terms of their duties and responsibilities, the aforementioned directors remain eligible for re-election.

The directors' profiles can be found on page 16 to 20 of the notice.

Ordinary resolution number 4: Election of directors

Resolved that the directors named in 4.1 to 4.2 below, who having been appointed by the Board after the 2024 AGM in accordance with section 68(3) of the Companies Act and on the dates set out below, and who, in terms of the Company's MOI, are required to be elected by the shareholders at the next AGM are hereby elected in terms of section 68(2)(a) of the Companies Act, by way of a series of votes, as directors of the Company:

- 4.1 Paul Smith, as an independent non-executive director (appointment effective 1 February 2026)
- 4.2 Brian Kennedy, as an independent non-executive director (appointment effective 1 February 2026)

Motivation

In terms of the Company's MOI, the appointment by the Board of any persons as directors of the Company during the year subsequent to the last AGM, requires election by shareholders at the first AGM of the Company following the appointment of such persons. Independent fit and proper assessments and verification of qualifications have been conducted in relation to the two directors with positive outcomes in all aspects. The Board recommends the election of the two directors by shareholders.

Ordinary resolution number 5: Appointment and re-appointment of the Group Audit and Compliance Committee members

Resolved that an independent non-executive director in 5.1 be and is hereby appointed and that each member in 5.2 to 5.7 be re-appointed, by way of a series of votes, as members of the GACC to serve until the conclusion of the next AGM:

Appointment

- 5.1 Paul Smith (subject to election as an independent non-executive director pursuant to Ordinary Resolution number 4.1)

Re-appointment

- 5.2 Tasneem Abdool-Samad (subject to re-election as an independent non-executive director pursuant to Ordinary Resolution number 3.1)
- 5.3 Zarina Bassa
- 5.4 Alison Beck (subject to re-election as an independent non-executive director pursuant to Ordinary Resolution number 3.2)
- 5.5 Peter Mageza
- 5.6 Fulvio Tonelli (subject to re-election as an independent non-executive director pursuant to Ordinary Resolution number 3.4)
- 5.7 Sindi Zilwa

Motivation

Section 94(2) of the Companies Act requires public companies (and private companies that meet certain criteria), to appoint an audit committee comprising at least three members who are independent non-executive directors of the Company at each AGM. Section 64 of the Banks Act exempts banks from this provision of the Companies Act. The annual appointment of the audit committee is widely practised by other corporates outside of the banking sector. The Board believes the practice is good governance and therefore elects to propose the appointment of the members of the GACC annually.

The Board has reviewed the composition of the GACC against the requirements of the Companies Act and the Banks Act and has confirmed that the committee complies with the relevant regulatory requirements and that the members have the necessary knowledge, skills, and experience to enable the committee to perform its duties in terms of these statutes. The Board therefore recommends to the shareholders the re-appointment of the members named above. The GACC members' profiles can be found on page 16 to 20 of the notice.

Ordinary resolution number 6: Appointment and re-appointment of the Social, Sustainability and Ethics Committee members

Resolved that the independent non-executive director in 6.1 be and is hereby appointed and that each member in 6.2 to 6.5 be re-appointed, by way of a series of votes, as members of the SSEC to serve until the conclusion of the next AGM:

Appointment

6.1 Fulvio Tonelli (subject to re-election as an independent non-executive director pursuant to Ordinary Resolution number 3.4)

Re-appointment

6.2 Nonhlanhla Mjoli-Mncube

6.3 Rose Keanly (subject to re-election as an independent non-executive director pursuant to Ordinary Resolution number 3.3)

6.4 Sindi Zilwa

6.5 Kenny Fihla

Motivation

In terms of the Companies Amendment Act, No. 16 of 2024, the members of the social and ethics committee of public companies must be elected by shareholders at every AGM. Furthermore, the majority of the members of the committee must be non-executive directors and must not have been involved in the day-to-day management of the Company in the past three financial years (section 72(7A)(a)).

The Board has reviewed the composition of the SSEC against the new requirements of the Companies Act and has confirmed that the committee complies with the relevant regulatory requirements and that the majority of members (four of them out of a composition of five) are independent and have not been involved in the day-to-day management of the Company for the last three financial years, have the necessary knowledge, skills, and experience to enable the committee to perform its duties in terms of these statutes. The Board therefore recommends to the shareholders the appointment of the members named above.

Ordinary resolution number 7: Placing of the authorised but unissued ordinary share capital under the control of the directors

Resolved that, subject to any applicable legislation and the JSE Listings Requirements, 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), be and are hereby placed under the control of the directors. The aggregate number of ordinary shares able to be allotted and issued in terms of this resolution shall be limited to 5% (five percent) of the number of ordinary shares in issue as at 31 December 2025.

Motivation

In terms of the Company's MOI, the shareholders of the Company must 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 and to ensure maximum flexibility in managing the Group's capital resources.

Non-binding advisory votes

If the Remuneration Policy or the Implementation Report, or both, are voted against by 25% or more of the voting rights exercised, the Board will implement certain measures.

Non-binding advisory vote number 1: The Company's Remuneration Policy

Resolved to endorse, by way of a non-binding advisory vote, the Company's Remuneration Policy (excluding the remuneration of the non-executive directors for their services as directors and members of Board committees) set out in the **2025 Remuneration Report**.

Non-binding advisory vote number 2: The Company's remuneration Implementation Report

Resolved to endorse, by way of a non-binding advisory vote, the Company's remuneration Implementation Report (excluding the remuneration of the non-executive directors for their services as directors and members of Board committees) set out in the **2025 Remuneration Report**.

Motivation for non-binding votes numbers 1 and 2

King V recommends and the JSE Listings Requirements require a listed company to table its Remuneration Policy and Implementation Report for separate non-binding advisory votes by shareholders at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation.

These resolutions are of an advisory nature only and a failure to pass either one or both will therefore not have any legal consequences relating to existing arrangements. Even though these resolutions are non-binding, if the Remuneration Policy or the Implementation Report, or both, are voted against by 25% (twenty-five percent) or more of the voting rights exercised, the Board will, as recommended by King V and required by the JSE, implement certain measures, including:

- a) an invitation to dissenting shareholders (those who voted against the policy and/or Implementation Report) to engage with the Company; and
- b) the manner and timing of such engagement.

Thereafter, the Company will engage with the shareholders to address the matters of concern.

Special resolutions

For a special resolution to be approved by the shareholders, it must be supported by 75% of the voting rights exercised on that resolution.

Special resolution number 1: Remuneration of non-executive directors

Resolved that the proposed remuneration (plus Value Added Tax (VAT) thereon, when applicable) as set out in the table below, be and is hereby approved to be payable to non-executive directors for their services as directors of the Company for the period 1 June 2026 to, and including, the last day of the month preceding the date of the next AGM.

	Proposed remuneration 1 June 2026 – 31 May 2027 ⁵ R	Remuneration 1 June 2025 – 31 May 2026 R	Change %
Board Chairman ¹	8 124 334	7 774 483	4%
Lead Independent Director	290 306	277 805	4%
Board members ²	728 556	700 534	4%
Group Audit and Compliance Committee (GACC) member ³	427 924	411 466	4%
Group Risk and Capital Management Committee (GRCMC) member ³	420 139	403 980	4%
Group Remuneration Committee (RemCo) member ³	249 156	235 053	6%
Social, Sustainability and Ethics Committee (SSEC) member ³	193 248	182 309	6%
Directors' Affairs Committee (DAC) member	157 479	150 696	4%
Group Credit Risk Committee (GCRC) member ³	138 246	132 929	4%
	4 276 ⁶	4 112 ⁶	
Information Technology Committee (ITC) member ³	212 735	204 553	4%
Disclosure Committee (DC) member ⁴	108 517	108 517	0%
Models Committee (MC) member ⁴	138 246	132 929	4%
Special Board meeting	47 425	47 425 ⁷	0%
Special ad hoc Board committee and subcommittee meetings	29 413	29 413 ⁷	0%
Ad hoc attendance	6 492	6 492 ⁸	0%

¹ The Group Chairman's fee will cover chairmanship and membership of all Board committees and sub-committees, including Absa Bank.

² Executive directors of the Company do not receive fees as members of the Board and committees.

³ The GACC, GRCMC, RemCo, and SSEC Chairmen receive fees equal to two-and-a-half times, and the ITC Chairman will receive two-and-a-quarter times, the fee payable to the members of these committees.

⁴ The Chairmen of MC and GCRC receive fees equal to twice the fee payable to members of these committees.

⁵ The fees indicated above are exclusive of VAT. Where applicable, VAT will be levied by the non-executive directors and such fees plus VAT will be paid to the non-executive directors concerned (subject to the issue of a valid tax invoice reflecting fees plus VAT).

⁶ For the GCRC, per standard facility reviewed (complex facilities receive one-and-a-half times the standard fee; and less complex facilities receive 75% of the standard fee).

⁷ Per meeting.

⁸ Per hour.

Remuneration and benefits paid to the directors are on pages 244 to 266 of the **2025 Annual Financial Statements**.

Motivation

In terms of section 66(8) and 66(9) of the Companies Act, remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited by the Company's MOI. Absa Group's MOI provides for payment of such remuneration.

If approved by the shareholders at the AGM, the fees as set out in the table on the previous page, will be payable to the non-executive directors on the Board until the next passing of a resolution at an AGM regarding the payment of directors' fees.

As set out in the Binding General Ruling 41, issued by the South African Revenue Service, dated 10 February 2017 and effective since 1 June 2017, VAT is levied on the fees of the non-executive directors, provided such directors are registered for VAT payment. If approved, the remuneration, including any VAT payable thereon, will be paid to the non-executive directors on the Board.

Special resolution number 2: General authority to repurchase the Company's securities

Resolved that, pursuant to the Company's MOI, and subject to section 48(8) of the Companies Act, the JSE Listings Requirements and any other stock exchange on which the securities in the capital of the Company may be quoted or listed from time-to-time, the Board be and is hereby authorised, by way of a general authority, to approve the repurchase by the Company or any of its subsidiaries, of the Company's ordinary shares from time-to-time provided that:

- a) 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 or revoked by a special resolution at any general meeting of the Company at any time prior to the stated expiry date;
- b) 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;
- c) the Company or the relevant subsidiary is authorised thereto by its MOI;
- d) this approval being given in terms of a special resolution of shareholders of the Company or the relevant subsidiary in an annual general/general meeting;
- e) repurchases may not be made at a price greater than 10% (ten percent) above the 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;
- f) 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;
- g) the Company or the relevant subsidiary does not repurchase securities during a prohibited period (as 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 has been submitted to the JSE in writing (including the requisite information in terms of paragraph 7.89 prior to the commencement of the prohibited period;
- h) an 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 ordinary shares in issue prior to the repurchases and for each 3% (three percent), on a cumulative basis, thereafter;
- i) the general repurchase of any ordinary shares is (notwithstanding the 20% (twenty percent) limit set by the JSE Listings Requirements) limited to a maximum of 5% (five percent) of the Company's issued ordinary share capital as at 31 December 2025 in any one financial year; and

- j) the Board of the Company, by resolution, has authorised the repurchase and acknowledges that the Company and its subsidiaries have passed the solvency and liquidity test immediately after the repurchase and that, since the test was performed, there have been no material changes to the financial position of the Company and/or the Group.

Directors' statement

The Board undertakes that this authority will only be used if the circumstances are conducive and appropriate for such repurchases. The Board further confirms that, after having considered the effect of any repurchases of ordinary shares pursuant to this general authority and subject to the relevant law and regulations aforementioned, that they will not undertake such repurchase of ordinary shares unless it first considers the effect of the maximum repurchase and that the issuer and its subsidiaries (to the extent relevant) will have passed the solvency and liquidity test in terms of the Act. For the purposes of considering the special resolution and in compliance with paragraphs 7.91 of the JSE Listings Requirements, certain information is either listed below or has been included in the integrated reporting suite:

- Major shareholders – www.absa.africa/absafrica/investor-relations/shareholders/
- Material changes – there have been no material changes in the financial or trading position of the Company and its subsidiaries since 31 December 2025 and at the date of the Notice of AGM.
- Share capital of the Company – refer to page 11 of the **Annual Financial Statements**.

The directors, whose names are set out on page 79 of the **2025 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.

Motivation

The reason for special resolution number 2 is to grant the Board of directors a general authority to approve repurchases of the Company's ordinary securities by the Company or any of its subsidiaries. The Company's MOI provides for the shareholders to grant authority to the Board, via a special resolution, to approve the repurchase of securities issued by the Company, subject to the relevant provisions of the Companies Act, the Banks Act and the JSE Listings Requirements. The existing general authority, granted by members at the previous AGM held on 3 June 2025, is due to expire and requires renewal.

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.

The proposed general authority would enable the Company or any subsidiary of the Company to repurchase up to a maximum of 44 718 845 (forty-four million, seven hundred and eighteen thousand, eight hundred and forty-five) ordinary shares (5% (five percent)) of 894 376 907 (eight hundred and ninety-four million, three hundred and seventy-six thousand, nine hundred and seven) ordinary shares in issue as at 31 December 2025, with a stated upper limit on the price payable, which reflects the JSE Listings Requirements.

The effect of passing the special resolution will be to permit the Company or any of its subsidiaries, by way of a general authority, to repurchase, in terms of the Companies Act, ordinary shares issued by the Company. This authority will only be used if circumstances are appropriate.

Special resolution number 3: Financial assistance for subscription of securities

Resolved that the Company be and is hereby authorised, in terms of the general authority contemplated in section 44(3)(a)(ii) of the Companies Act, to provide Financial Assistance, as contemplated in section 44 of the Companies Act for a period of two years from the date of this resolution, subject to compliance with the Company's MOI and the Companies Act, including but not limited to the Board of the Company being satisfied that:

- i. pursuant to section 44(3)(b)(i) of the Companies Act, immediately after providing the Financial Assistance, the Company would satisfy the solvency and liquidity test (as contemplated by section 4(1) of the Companies Act);
- ii. pursuant to section 44(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 MOI have been satisfied.

Motivation

Section 44 of the Companies Act regulates the provision of Financial Assistance by the Company for the purpose of or in connection with the subscription of any option, or any securities, issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities of the Company or a related or interrelated company. The term 'Financial Assistance' as contemplated in section 44 of the Companies Act includes a loan, guarantee, the provision of security or otherwise to any person, 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 the Company may provide Financial Assistance as contemplated in section 44 of the Companies Act, provided that the shareholders of the Company passed a special resolution within the previous two years, which approves such Financial Assistance generally for the subscription of securities.

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 as contemplated in section 44 of the Companies Act.

Special resolution number 4: Financial assistance to a related or interrelated 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, to provide direct or indirect Financial Assistance (as defined in section 45(1) of the Companies Act (Financial Assistance)) for a period of two years from the date of this resolution, to the following categories of persons (Categories of Persons):

- a) related or interrelated company or corporation; and/or
- b) member of a related or interrelated corporation;
- c) subject to, in relation to each grant of Financial Assistance to the Categories of Persons of such Financial Assistance, compliance with the Company's MOI and the Companies Act, including but not limited to the Board 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 contemplated by 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 MOI have been satisfied.

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. It is noted that the recent Companies Amendment Act, No. 16 of 2024 permits the provision of Financial Assistance by a holding company to its subsidiaries domiciled in South Africa without the provisions of section 45 being applicable. The Requirements of section 45 do, however, remain applicable to foreign subsidiaries.

The Companies Act stipulates that the Board 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.

Important meeting information

Date Tuesday, 2 June 2026 at 10:00

Time The AGM will start promptly at 10:00.

Admission Shareholders wishing to attend are advised to be in the Boardroom 3.11 no later than 09:45. Reception staff at the Absa Sandton Campus South Building will direct shareholders to the AGM venue.

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.

Shareholders wishing to participate in the AGM electronically may register for participation on <https://meetnow.global/za> (by clicking on the Absa logo) or contact Computershare at proxy@computershare.co.za or the Company Secretary, Nadine Drutman, at groupsec@absa.africa or nadine.drutman@absa.africa, by not later than 10:00 on Friday, 29 May 2026. Proof of identification, as set out under paragraph 5 on page 15 of this Notice of AGM, will be required before such shareholders will be allowed to participate in the AGM.

Shareholders will have the opportunity to ask live/verbal questions at the meeting, whether attending in-person or via electronic communication. Shareholders attending via electronic communication will also have the option to submit questions via text.

Security Secure parking is provided at the venue by prior arrangement. Attendees are requested not to bring cameras, electronic or recording devices. Cellular telephones should be switched off for the duration of the proceedings.

Proxy and voting procedures

1. General

A shareholder entitled to attend and vote at the AGM may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf. Shareholders wishing to register for electronic participation of the AGM must confirm with the Company's transfer secretaries that their shares are in fact registered in their own 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. Delivery of completed proxies

Completed proxy forms 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 (Private Bag X9000, Saxonwold, 2132) to be received before any proxy seeks to exercise any rights granted to them under the relevant proxy form.

To facilitate the administration of the meeting, shareholders are encouraged to deliver proxy forms as soon as possible but not later than 24 hours before the start of the meeting, i.e., by 10:00 on Monday, 1 June 2026.

Proxy forms delivered on the day of the meeting must be delivered 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@absa.africa to be received by both of them.

3. **Certificated shareholders and dematerialised shareholders with 'own name' registration**

If you are the registered holder of certificated Absa Group Limited ordinary shares or hold dematerialised Absa Group Limited ordinary shares in your own name, but wish to be represented at the AGM or via electronic communication, you must complete and return the attached proxy in accordance with the instructions under paragraph 2 above, and also included on the proxy form.

4. **Dematerialised shareholders without 'own name' registration**

If you are the holder of dematerialised Absa Group Limited ordinary shares which are not in your own name and you do not wish to attend the AGM, 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, then you must request your participant or stockbroker timeously to provide you with the necessary letter of representation to attend and vote your shares. Shareholders without own name registration should not complete the attached proxy form.

5. **Electronic participation**

Shareholders wishing to participate in the AGM are requested to register for participation on <https://meetnow.global/za> (by clicking on the Absa logo) or deliver written notice by email to Computershare at proxy@computershare.co.za or groupsec@absa.africa by not later than 10:00 on Friday, 29 May 2026. 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 resolution must provide the particulars of the person authorised to represent the relevant entity at the general meeting via electronic communication; and
- c) a valid email address.

6. **Voting requirements**

Voting will be by way of a poll and every shareholder participating electronically in their personal capacity or by proxy shall have one vote for each ordinary share held in the Company.

7. **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 or groupsec@absa.africa

8. **Results of the AGM**

The results of the meeting will be announced via SENS and posted on the Company's website as soon as practicably possible, but no later than 48 hours after the end of the meeting.

By order of the Board

Nadine Drutman

Group Company Secretary

Johannesburg

1 April 2026

Directors' profiles (ages reflected as at 31 March 2026)

Board committees

DAC	Directors' Affairs Committee
GACC	Group Audit and Compliance Committee
GRCMC	Group Risk and Capital Management Committee
RemCo	Remuneration Committee
SSEC	Social, Sustainability and Ethics Committee
ITC	Information Technology Committee
GCRC	Group Credit Risk Committee
MC	Models Committee

Directors standing for election/re-election to the Board and/or appointment or re-appointment to the Group Audit and Compliance Committee and the Social, Sustainability and Ethics Committee

Alison Beck, independent non-executive (66)

Qualifications: BCom, CA (Scotland), Associate Diploma (Institute of Bankers South Africa)

Appointed: December 2023

Committees: GACC, GRCMC, MC (Chairman)

Alison joined the Board as an independent non-executive director on 1 December 2023. She joined KPMG in 1990 as a senior consultant and was made a director in 1996, and a partner in 1998 in Financial Services. She was head of Financial Risk Management for 15 years, representing the South African practice in the global centres of excellence for Central Banking and Financial Risk Management. Alison retired from KPMG in May 2020.

Brian Kennedy, independent non-executive (66)

Qualification: BSc Engineering, MSc Engineering; Master of Business Administration (MBA)

Appointed: February 2026

Committees: GRCMC, GCRC, ITC

Brian joined the Board as an independent non-executive director on 1 February 2026. He was the Group Managing Executive for Nedbank Corporate and Investment Banking from 2015 to 2020. He is an experienced leader with 32 years of experience in all facets of wholesale banking, including debt and equity capital markets, corporate banking, private equity, transactional banking and payments, commercial property finance and mergers and acquisitions. He is currently a non-executive director of Telkom Limited and ARM Limited.

Fulvio Tonelli, independent non-executive (66)

Qualifications: BCom (Hons), CA(SA)

Appointed: July 2020

Committees: GRMC (Interim Chairman), GCRC (Interim Chairman), GACC, DAC, SSEC

Fulvio joined the Board as a non-independent non-executive director on 1 July 2020. He became an independent non-executive director on 1 July 2023. Fulvio is also a non-executive director of Absa Bank Kenya Plc. Fulvio was, until the end of June 2019, the Chief Operating Officer (COO) at PwC Africa and a member of the firm's leadership team. In this role, he assisted in the delivery of the firm's strategic direction and was also responsible for the effective operation of the firm's risk management, finance, information technology and other related internal firm services. Fulvio retired from PwC in June 2020, having joined PwC in July 1987. Prior to that, he completed his articles at Deloitte.

Fulvio is an independent non-executive director of the Equites Property Fund Limited, Life Healthcare Group Holdings Limited and The Ethics Institute. He is chairman of the Independent Regulatory Board for Auditors (IRBA).

Kenny Fihla, executive director (Group Chief Executive Officer) (59)

Qualifications: MSc Financial Economics, MBA

Appointed: June 2025

Committees: GRMC, GCRC, SSEC, ITC

Kenny was appointed as Group Chief Executive Officer (CEO) and executive director of Absa Group and Absa Bank, effective from 17 June 2025. He was previously the Deputy CEO of Standard Bank Group and CEO Standard Bank South Africa. Kenny joined Standard Bank Group in 2006 and has held numerous senior roles, including CEO of Corporate and Investment Banking (CIB). He was an accountable executive for Standard Bank's subsidiaries outside of South Africa. He has had close to 20 years of experience in leadership roles in banking.

Nonhlanhla Mjoli-Mncube, independent non-executive (Lead Independent Director) (67)

Qualifications: PgCert (Engineering Business Management), Fellowship in Urban Development, Masters in Regional and Urban Planning

Appointed: October 2020

Committees: GCRC, SSEC (Chairman), DAC

Nonhlanhla was appointed as an independent non-executive director of Absa Group with effect from 15 October 2020. She has held a number of prominent roles over the years including, Economic Advisor to the Presidency, chairman of the National Urban Reconstruction and Housing Agency, and deputy chair of the Construction Industry Development Board. Nonhlanhla serves on the board and audit committee of Zeder Investment Limited and has previously served on the boards of several other listed companies, including Capitec Bank, WBHO Construction, Cadiz Financial Services, Tongaat Hulett Pioneer Foods and Emira Property Fund.

Paul Smith, independent non-executive (71)

Qualifications: BCom, CA(SA), Advanced Management Programme (AMP)

Appointed: February 2026

Committees: GRCCM, GCRC, GACC, MC

Paul joined the Board as an independent non-executive director on 1 February 2026. He was the Group Chief Risk Officer of the Standard Bank Group from 1999 to 2016. In addition to his risk responsibilities, he was also responsible for internal audit, compliance, governance, group insurance, sustainability, ethics and financial crime. He spent 21 years with KPMG, involved with and responsible for a number of key clients. In his last 10 years at KPMG, he was a Partner in the Financial Services Group. He served as an independent non-executive director of Discovery Bank Limited until November 2025.

Peter Mageza, independent non-executive (71)

Qualifications: Chartered Certified Accountant, Fellow of the Association of Certified Chartered Accountants (ACCA) UK

Appointed: August 2023

Committees: GACC, ITC (Chairman), RemCo, DAC

Peter joined the Board as an independent non-executive director on 1 August 2023. He was appointed as an independent non-executive director of Absa Bank Limited with effect from 1 April 2025.

Peter has served on a number of large listed and unlisted diversified board across South Africa and on the African continent. Peter is the former Chief Operations Officer and was an executive director of Absa Group and Absa Bank Limited until June 2009.

René van Wyk, independent non-executive (69)

Qualifications: BCom, BCompt (Hons), CA(SA)

Appointed: August 2020

Committees: GRCCM, GCRC, RemCo, DAC (Chairman)

René was appointed as the Chairman of Absa Group and Absa Bank effective 15 July 2025. He re-joined the Board as a non-executive director from 1 August 2020. René originally joined the Board as an independent non-executive director on 1 February 2017. He served as the Group CEO from 1 March 2019 to 14 January 2020. He was appointed as an independent non-executive director of Absa Bank Limited on 1 February 2022.

René is the former registrar of Banks and head of banking supervision of the South African Reserve Bank and retired from that position in May 2016. Prior to that, René was with the Nedbank Group of companies from 1993 to 2011, where he occupied various positions in the risk field, notably executive director responsible for risk at Nedcor Investment Bank, and CEO of Imperial Bank (a subsidiary of Nedbank). In his earlier years, he joined KPMG and became a partner in the financial services group. René is a non-executive director of Motus Holdings Limited.

Rose Keanly, independent non-executive (67)

Qualifications: BSc, BCom (Honours)

Appointed: September 2019

Committees: RemCo (Chairman), ITC, DAC, SSEC

Rose joined the Board as an independent non-executive director on 1 September 2019. She has been a member of the Absa Financial Services (AFS) board since July 2020 and is currently the Chair of the AFS board. She was appointed as an independent non-executive director of Absa Bank Limited with effect from 8 February 2022.

Rose retired as the former COO of Old Mutual Emerging Markets (OMEM) in February 2018, following a career with the Old Mutual Group spanning 38 years and various, mainly information technology and operations-related, positions. She was the Managing Director of OMEM Customer Services and Technology. Rose currently also serves as a non-executive director and Deputy Chair of the Gender-Based Violence Fund (GBVF).

Sindi Zilwa, independent non-executive (58)

Qualifications: BCom (Hons), CA(SA), Advanced Diploma in Financial Planning, Advanced Tax Certificate, Advanced Diploma in Banking

Appointed: April 2025

Committees: GRMC, GACC, ITC, SSEC

Sindi joined the Board as a non-independent non-executive director on 1 April 2025. She has spent almost 30 years as a director across a variety of sectors and in various governance roles. She was South Africa's Business Woman of the Year in 1998. She co-founded Nkonki in 1993 and was with the firm throughout its evolution, including during the merger with Sizwe Ntsaluba (1996-2002). Subsequently, she led the firm as CEO from 1998 until her retirement in October 2016. Her current listed company boards include Sibanye-Stillwater Limited, Metrofile Limited and Delta Property Fund. In 1990, Sindi became the second black woman to qualify as a Chartered Accountant. She has been awarded a Certificate: Cybersecurity: Managing Risk in the Information Age from Harvard in January 2024. Sindi's former board memberships include Discovery Holdings, Massmart Holdings, Aspen Pharmacare, Redefine Properties and AngloGold Ashanti. Sindi is a published author of two books, "The Audit Committee Effectiveness Model" (2013) and "The Board Committee Effectiveness Model" (2016).

Tasneem Abdool-Samad, independent non-executive (52)

Qualifications: BCom, CA(SA)

Appointed: February 2018

Committees: GACC (Chairman), GRCMC, DAC

Tasneem joined the Absa Bank Board as an independent director on 17 May 2016 and Absa Financial Services (AFS) board in 2016, chairing the AFS board until she retired from that board after nine years of service. Tasneem joined the Group Board as an independent non-executive director on 1 February 2018 and the GACC on 1 April 2018 and assumed the position of GACC Chairman from 4 June 2020. She re-joined the board of Absa Bank Limited as an independent non-executive director with effect from 4 June 2020. She started her career at Deloitte in KwaZulu-Natal. She then moved to the University of the Witwatersrand, where she was a lecturer in auditing from 2003 to 2006. In 2006, she re-joined Deloitte and is a former member of the Deloitte South Africa board. Tasneem is a non-executive director of Reunert Limited and Bid Corporation Limited.

Zarina Bassa, independent non-executive (61)

Qualifications: BAcc, Post Graduate Diploma in Accounting, CA(SA)

Appointed: April 2025

Committees: GACC, GCRC, RemCo

Zarina joined the Board as a non-independent non-executive director on 1 April 2025. She is an experienced business executive and leader, having trained as a chartered accountant in the initial stages of her career. She spent 17 years in professional financial services with Ernst & Young (EY) in South Africa and the United Kingdom, six years as an executive in retail and private banking and wealth management at Absa Group, and 16 years as a non-executive director including at Kumba, Vodacom SA, Mediclinic and the Financial Services Board, among others, and Woolworths Holdings and Investec Group, where she was the lead independent director. Zarina is currently a non-executive director of Gold Fields Limited and the JSE Limited.

Meeting attendance

As at 31 December 2025

Name	Group Board	BFC ⁰	GCRC	DAC	GACC	GRCMC	ITC	MC	RemCo	SSEC	Totals	% Totals (Scheduled meetings)	Totals	% Totals (All meetings, including ad-hocs)
Number of meetings held	11	1	3	6	7	6	3	4	14	5	60		78	
Alison Beck ¹	11/11	0/0	0/0	0/0	7/7	6/6	0/0	3/3	0/0	0/0	27/27	100%	37/38	97%
Alpheus Mangale	10/10	0/0	0/0	3/3	0/0	4/5	1/2	0/0	11/13	0/0	29/33	88%	39/44	89%
Fulvio Tonelli	11/11	1/1	3/3	2/4	7/7	6/6	0/0	0/0	2/2	0/0	32/34	94%	43/45	96%
Ihron Rensburg ²	4/5	0/0	0/0	2/4	0/0	0/0	0/0	0/0	10/10	3/3	19/22	86%	28/31	90%
John Cummins ³	6/6	0/0	3/3	0/0	0/0	6/6	3/3	2/2	0/0	0/0	20/20	100%	26/26	100%
Luisa Diogo	9/11	1/1	0/0	0/0	0/0	5/6	0/0	0/0	2/2	5/5	22/25	88%	30/33	91%
Nonhlanhla Mjoli-Mncube	11/11	1/1	3/3	6/6	0/0	0/0	0/0	0/0	3/3	5/5	29/29	100%	37/37	100%
Peter Mageza	10/11	0/0	0/0	6/6	7/7	0/0	3/3	0/0	14/14	0/0	40/41	98%	53/55	96%
René van Wyk ⁴	11/11	1/1	3/3	6/6	3/4	6/6	0/0	0/0	7/7	0/0	37/38	97%	52/53	98%
Rose Keanly	11/11	0/0	0/0	6/6	1/1	0/0	3/3	0/0	14/14	5/5	40/40	100%	52/52	100%
Sello Moloko ⁵	4/4	1/1	0/0	2/2	0/0	3/3	0/0	0/0	8/9	5/5	23/24	96%	30/33	91%
Tasneem Abdool-Samad	11/11	1/1	0/0	6/6	7/7	6/6	0/0	0/0	2/2	0/0	33/33	100%	47/47	100%
Deon Raju	11/11	1/1	3/3	5/5	7/7	6/6	3/3	4/4	14/14	0/0	54/54	100%	67/68	99%
Charles Russon ⁶	4/4	1/1	1/1	2/2	4/4	2/2	2/2	0/0	9/9	2/2	27/27	100%	34/34	100%
Sindi Zilwa ⁷	9/9	0/0	0/0	0/0	4/4	5/5	2/2	0/0	0/0	3/3	23/23	100%	31/31	100%
Zarina Bassa ⁸	8/9	0/0	2/2	0/0	4/4	0/0	0/0	0/0	8/8	0/0	22/23	96%	29/30	97%
Kenny Fihla ⁹	7/7	0/0	2/2	4/4	3/3	3/3	1/1	0/0	5/5	1/2	26/27	96%	34/35	97%
Totals	148/153	8/8	20/20	50/54	54/55	58/60	18/19	9/9	109/112	29/30	503/520	97%	669/692	97%
Overall attendance	97%	100%	100%	93%	98%	97%	90%	100%	97%	97%	97%		97%	

In addition to the scheduled and ad-hoc meetings in the table above, the DAC and the Group Board held certain meetings in the main to deal with Board succession and various special projects.

¹ Joined the MC on 28 May 2025.

² Resigned from the Board, DAC, RemCo and SSEC on 31 August 2025.

³ Resigned from the Board, GRMCM, GCRC, ITC and MC on 30 September 2025.

⁴ Appointed as Chairman of the Board and joined RemCo on 15 July, and resigned from GACC on 27 May 2025.

⁵ Resigned as Chairman of the Board and from the DAC, GRMCM, RemCo and SSEC on 15 July 2025.

⁶ Stepped off the Board, DAC, GACC, GCRC, GRMCM, ITC and RemCo on 17 June 2025.

⁷ Joined the Board, GACC, GRMCM and ITC on 1 April 2025.

⁸ Joined the Board, GACC, GCRC and RemCo on 1 April 2025.

⁹ Joined the Board, DAC, GACC, GCRC, GRMCM, ITC, RemCo and SSEC on 17 June 2025.

¹⁰ The Board Finance Committee was dissolved on 31 March 2025.

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Contact information

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