

**Client: Mergence**

**Company: BGA**

**Holdings: 2 516 888**

**ISIN: ZAE000174124**

**Meeting Type: AGM**

**Meeting Date: 15 May 2018**

| Resolution                 | Subject   | In Favour | Against | Abstain |
|----------------------------|---|-----------|---------|---------|
| Ordinary resolution No 1.1 | Re-appoint the Company's external auditors to serve until the next AGM in 2019: Ernst & Young Inc. (designated auditor – Ernest van Rooyen).  | X         |         |         |
| Ordinary resolution No 1.2 | Re-appoint the Company's external auditors to serve until the next AGM in 2019: KPMG Inc. (designated auditor – Pierre Fourie).   | X         |         |         |
| Ordinary resolution No 2.1 | Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): Colin Beggs as an independent non-executive director.      | X         |         |         |
| Ordinary resolution No 2.2 | Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): Yolanda Cuba as an independent non-executive director.     | X         |         |         |
| Ordinary resolution No 2.3 | Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): Mohamed Husain as an independent non-executive director.   | X         |         |         |
| Ordinary resolution No 2.4 | Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): Wendy Lucas-Bull as an independent non-executive director. | X         |         |         |
| Ordinary resolution No 2.5 | Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): Mark Merson as an independent non-executive director.      | X         |         |         |
| Ordinary resolution No 2.6 | Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation (MOI): Maria Ramos as an executive director.                      | X         |         |         |
| Ordinary resolution No 3.1 | Elect the following directors who were appointed after the 2017 AGM: Daniel Hodge as a non-executive director (appointed by the Board effective 17 May 2017).                                     | X         |         |         |
| Ordinary resolution No 3.2 | Elect the following directors who were appointed after the 2017 AGM: Monwabisi Fandeso as an independent non-executive director (appointed by the Board effective 1 September 2017).              | X         |         |         |

|                            |  |   |   |  |
|----------------------------|--|---|---|--|
| Ordinary resolution No 3.3 | Elect the following directors who were appointed after the 2017 AGM: Tasneem Abdool-Samad as an independent non-executive director (appointed by the Board effective 1 February 2018).                         | X |   |  |
| Ordinary resolution No 4.1 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To re-appoint Alex Darko.  | X |   |  |
| Ordinary resolution No 4.2 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To re-appoint Colin Beggs, subject to him being re-elected as an independent non-executive director in terms of resolution 2.1     | X |   |  |
| Ordinary resolution No 4.3 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To re-appoint Mohamed Husain, subject to him being re-elected as an independent non-executive director in terms of resolution 2.3. | X |   |  |
| Ordinary resolution No 4.4 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To re-appoint Dhanasagree (Daisy) Naidoo.  | X |   |  |
| Ordinary resolution No 4.5 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To re-appoint Paul O'Flaherty.   | X |   |  |
| Ordinary resolution No 4.6 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To re-appoint René van Wyk.  | X |   |  |
| Ordinary resolution No 4.7 | Re-appoint/appoint the members of the Group Audit and Compliance Committee: To appoint Tasneem Abdool-Samad, subject to her being elected as an independent non-executive director in terms of resolution 3.3. | X |   |  |
| Ordinary resolution No 5   | To place the authorised but unissued ordinary share capital of the Company under the control of the directors.   | X |   |  |
| Ordinary resolution No 6   | To approve the maximum number of shares allocated under the Barclays Africa Group long-term incentive plans (both for the overall plans, and for any individual).  | X |   |  |
| Resolution No 1            | To endorse the Company's remuneration policy.  |   | X |  |
| Resolution No 2            | To endorse the Company's remuneration implementation report.   |   | X |  |
| Special resolution No 1    | To amend the Company's MOI dealing with proxy voting, by deleting clauses 20.8.3 and 20.8.4 and replacing them with new clauses 20.8.3 and 20.8.4.   | X |   |  |
| Special resolution No 2    | To approve the change of name of the Company from "Barclays Africa Group Limited" to "Absa Group Limited".   | X |   |  |
| Special resolution No 3    | To approve the proposed remuneration of the non-executive directors for their services as directors, payable from 1 May 2018.  | X |   |  |
| Special resolution No 4    | To grant a general authority to the directors to approve repurchases of the Company's ordinary shares up to a maximum of 5% of the issued share capital.   | X |   |  |
| Special resolution No 5    | To grant a general authority to the Company to approve   | X |   |  |

|  |   |  |
|--|---|--|
|  | financial assistance in terms of section 45 of the Companies Act<br>No. 71 of 2008. |  |
|--|---|--|



Signed:

\_\_\_\_\_

Date: 07 May 2018