

**BARCLAYS AFRICA GROUP LIMITED**  
**(Formerly known as Absa Group Limited)**  
**(Incorporated in the Republic of South Africa)**  
**(Registration number: 1986/003934/06)**  
**ISIN: ZAE000174124**  
**JSE share code: BGA**  
**(“the Company”)**

**RESULTS OF THE 2014 ANNUAL GENERAL MEETING (AGM)**

Shareholders are advised that at the AGM of the Company held on Tuesday, 6 May 2014, all the resolutions set out in the notice of AGM sent to shareholders together with the integrated report for the year ended 31 December 2013 were passed by the requisite majority of votes. A total of 768 618 019 shares were voted at the meeting, representing 90,67% of the Company’s total issued ordinary share capital.

**Ordinary resolutions**

**1.) Resolution to consider the Company’s audited financial statements for the year ended 31 December 2013: Passed**

|               | <b>Number of shares</b> | <b>% of shares voted</b> |
|---------------|-------------------------|--------------------------|
| Voted for     | 764 794 991             | 100,00                   |
| Voted against | 38                      | 0,00                     |
| Abstained     | 3 822 990               |                          |

**2.) Resolution to re-appoint the Company’s auditors: Passed**

|               | <b>Number of shares</b> | <b>% of shares voted</b> |
|---------------|-------------------------|--------------------------|
| Voted for     | 768 494 421             | 100,00                   |
| Voted against | 39                      | 0,00                     |
| Abstained     | 123 559                 |                          |

**Resolutions to re-elect retiring directors:**

**3.) MJ Husain – Passed**

|           | <b>Number of shares</b> | <b>% of shares voted</b> |
|-----------|-------------------------|--------------------------|
| Voted for | 764 651 038             | 99,89                    |

|               |           |      |
|---------------|-----------|------|
| Voted against | 829 171   | 0,11 |
| Abstained     | 3 137 810 |      |

4.) PB Matlare – Passed

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 611 171 514      | 79,82             |
| Voted against | 154 468 147      | 20,18             |
| Abstained     | 2 978 358        |                   |

5.) SG Pretorius – Passed

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 735 771 838      | 96,12             |
| Voted against | 29 708 610       | 3,88              |
| Abstained     | 3 137 571        |                   |

6.) DWP Hodnett - Passed

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 763 358 922      | 99,35             |
| Voted against | 4 976 325        | 0,65              |
| Abstained     | 282 772          |                   |

**7.) Resolution to confirm the appointment of a new director appointed after the last AGM:**

MS Merson - Passed

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 762 798 142      | 99,65             |
| Voted against | 2 682 067        | 0,35              |
| Abstained     | 3 137 810        |                   |

**8.) Resolution to elect the members of the Audit and Compliance Committee:**

8a) C Beggs – Passed

|               | <b>Number of shares</b> | <b>% of shares voted</b> |
|---------------|-------------------------|--------------------------|
| Voted for     | 764 728 488             | 99,90                    |
| Voted against | 751 721                 | 0,10                     |
| Abstained     | 3 137 810               |                          |

8b) TS Munday – Passed

|               | <b>Number of shares</b> | <b>% of shares voted</b> |
|---------------|-------------------------|--------------------------|
| Voted for     | 764 728 488             | 99,90                    |
| Voted against | 751 721                 | 0,10                     |
| Abstained     | 3 137 810               |                          |

8c) MJ Husain - Passed

|               | <b>Number of shares</b> | <b>% of shares voted</b> |
|---------------|-------------------------|--------------------------|
| Voted for     | 764 728 488             | 99,90                    |
| Voted against | 751 721                 | 0,10                     |
| Abstained     | 3 137 810               |                          |

**9.) Resolution to place unissued shares under the control of the directors: Passed**

|               | <b>Number of shares</b> | <b>% of shares voted</b> |
|---------------|-------------------------|--------------------------|
| Voted for     | 729 946 179             | 94,98                    |
| Voted against | 38 548 281              | 5,02                     |
| Abstained     | 123 559                 |                          |

**10.) Non-binding advisory vote on the Company's remuneration policy: Passed**

|           | <b>Number of shares</b> | <b>% of shares voted</b> |
|-----------|-------------------------|--------------------------|
| Voted for | 624 470 233             | 81,56                    |

|               |             |       |
|---------------|-------------|-------|
| Voted against | 141 168 577 | 18,44 |
| Abstained     | 2 979 209   |       |

### Special resolutions

**11.) Special resolution to sanction the proposed remuneration of the non-executive directors, payable from 1 May 2014: Passed**

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 756 539 686      | 98,91             |
| Voted against | 8 375 728        | 1,09              |
| Abstained     | 3 702 605        |                   |

**12.) Special resolution regarding the authority for a general repurchase of ordinary shares of the Company: Passed**

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 735 449 078      | 95,70             |
| Voted against | 33 045 382       | 4,30              |
| Abstained     | 123 559          |                   |

**13.) Special resolution on Financial Assistance – section 45: Passed**

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 767 770 175      | 100,00            |
| Voted against | 38               | 0,00              |
| Abstained     | 847 806          |                   |

**14.) Special resolution to amend the Memorandum of Incorporation: Passed**

|               | Number of shares | % of shares voted |
|---------------|------------------|-------------------|
| Voted for     | 767 742 739      | 99,90             |
| Voted against | 751 721          | 0,10              |
| Abstained     | 123 559          |                   |

The special resolutions will be lodged with the Companies and Intellectual Property Commission (CIPC) in due course and, where appropriate, the Registrar of Banks.

Johannesburg

6 May 2014

**Enquiries:**

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**Lead Independent Sponsor:**

J.P. Morgan Equities South Africa Proprietary Limited

**Joint Sponsor:**

Corporate and Investment Banking, a division of Absa Bank Limited