

Form of proxy

Annual general meeting

Absa Group Limited
 Registration number: 1986/003934/06
 JSE code: ABG
 ISIN code: ZAE000255915
 (Absa or the Company)

Record date to participate and vote Friday, 24 May 2019

To be completed by certificated shareholders and dematerialised shareholders with "own name" registration only.

I/We

(name(s) in block letters)

of

(address in block letters)

being a member of the Company, entitled to vote and holding _____ shares do hereby appoint

_____ or failing him/her the Chairman of the annual general meeting (AGM) as my/our proxy to attend and speak and vote for me/us (and consent that all resolutions to be passed be conducted by way of a poll) and on my/our behalf at the AGM of members of the Company to be held in Boardroom 8.02, Absa Towers West, 15 Troye Street, Johannesburg on Tuesday, 4 June 2019 at 10:00 and at any adjournment thereof, as follows:

	In favour	Against	Abstain
1. Ordinary Resolution number 1 Re-appoint the Company's external auditor to serve until the next AGM in 2020: 1.1. Ernst & Young Inc. (designated auditor - Ernest van Rooyen)			
2. Ordinary Resolution number 2 Re-elect, by way of a series of votes, the following directors who retire in terms of the Company's Memorandum of Incorporation: 2.1. Alex Darko as an independent non-executive director 2.2. Daisy Naidoo as an independent non-executive director 2.3. Francis Okomo-Okello as an independent non-executive director 2.4. Mohamed Husain as an independent non-executive director 2.5. Peter Matlare executive director			
3. Ordinary Resolution number 3 Elect the following director who was appointed after the last AGM: 3.1. Siphon Pityana as an independent non-executive director (appointed by the Board effective 1 May 2019).			
4. Ordinary Resolution number 4 Re-appoint/appoint the members of the Group Audit and Compliance Committee: 4.1. Alex Darko (subject to being re-elected in terms of ordinary resolution number 2.1) 4.2. Colin Beggs 4.3. Daisy Naidoo (subject to being re-elected in terms of ordinary resolution number 2.5) 4.4. Mohamed Husain a (subject to being re-elected in terms of ordinary resolution number 2.4) 4.5. Tasneem Abdool-Samad			
5. Ordinary Resolution number 5 To place the authorised but unissued ordinary share capital of the Company under the control of the directors.			
6. Ordinary Resolution No. 6 To approve the Absa Group Limited Share Incentive Plan Rules			
7. Non-binding advisory vote number 1 To endorse the Company's remuneration policy			
8. Non-binding advisory vote number 2 To endorse the Company's remuneration implementation report			
9. Special Resolution number 1 To approve the proposed remuneration of the non-executive directors for their services as directors, payable from 1 June 2019			
10. Special Resolution number 2 To grant a general authority to the directors to approve repurchase of the Company's ordinary shares			
11. Special Resolution number 3 To grant a general authority to the Company to approve financial assistance in terms of section 45 of the Companies Act No. 71 of 2008			

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit. A member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. Meeting participants will be required to provide satisfactory identification before being allowed to participate in the meeting.

Signed at _____ on _____ 2019

Full name(s)

(in block letters)

Signature(s)

Assisted by (guardian) _____ Date _____ 2019

If signing in a representative capacity, see note 4 overleaf

Notes to the form of proxy

1. If two or more proxies attend the AGM, then that person attending the AGM whose name appears first on the proxy form and whose name is not deleted shall be regarded as the validly appointed proxy.
2. The chairman of the AGM may reject or accept a form of proxy which is completed and/or received other than in accordance with these notes.
3. Any alteration to this proxy form, other than a deletion of alternatives, must be initialled by the signatories.
4. Documentary evidence establishing the authority of a person signing the proxy form in a representative or other legal capacity must be attached to this form, unless previously recorded by the Company or the transfer secretaries or waived by the chairman of the meeting.
5. A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
6. 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 (PO Box 61051, Marshalltown, 2107) before the person(s) so empowered seeks to exercise any right granted to it under such instrument. To facilitate administration of the meeting, shareholders are encouraged to deliver proxy forms as soon as possible but not later than 24 hours to the start of the meeting, i.e. by 10:00 on Monday, 3 June 2019.
7. 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.co.za to be received by both of them before the person so empowered seeks to exercise any right granted to it under such instrument.
8. Where there are joint holders of shares:
 - 8.1. any one holder may sign the form of proxy; and
 - 8.2. the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.
9. Shareholders holding dematerialised shares (without "own name" registration) who wish to attend the AGM must contact their participant or stockbroker, who will furnish them with the necessary letter of representation to attend the AGM. Alternatively, such shareholders must instruct their participant or stockbroker as to how they wish to vote in this regard. This has to be done in terms of the custody agreement entered into between such shareholders and their participant or stockbroker.

Summary of shareholders' rights

Set out below is a summary of a shareholder's rights in terms of section 58 of the Companies Act No. 71 of 2008:

- i. At any time a shareholder may appoint any individual, including an individual who is not a shareholder of that company, to participate in, speak and vote at a shareholders meeting on behalf of the shareholder.
- ii. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder.
- iii. A proxy appointment must be in writing, dated and signed by the shareholder, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment.
- iv. A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
- v. The appointment of a proxy is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
- vi. The appointment of a proxy is revocable by the shareholder by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and to the company.
- vii. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any, and (b) the date on which the revocation instrument is delivered to the company. If the instrument appointing a proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Mol to be delivered by the company to the shareholder, must be delivered by the company to (a) the shareholder or (b) the proxy, if the shareholder has (i) directed the company to do so in writing and (ii) paid any reasonable fee charged by the company for doing so.