

ABSA GROUP LIMITED - Results of the 2019 Annual General Meeting

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ABSA GROUP LIMITED

(Formerly known as Barclays Africa Group Limited)

Incorporated in the Republic of South Africa

Registration number: 1986/003934/06

ISIN: ZAE000255915

JSE share code: ABG

("the Company")

RESULTS OF THE 2019 ANNUAL GENERAL MEETING (AGM)

In accordance with paragraph 3.91 of the JSE Limited Listings Requirements, shareholders are advised that at the AGM of the Company held on Tuesday, 4 June 2019, the resolutions set out in the notice of AGM sent to shareholders together with the integrated report for the year ended 31 December 2018, were passed by the requisite majority of votes. A total of 633,631,667 shares were present or represented at the meeting, representing 74.74% of the Company's total issued ordinary share capital.

Ordinary resolutions	Total shares voted (for or against):	Shares voted for:	Shares voted against:	Shares abstained:
1. Re-appointment of the Company's external auditor				
1.1 Ernst & Young Inc.	633 146 028	559 188 631	73 957 397	485 639
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.69%	88.32%	11.68%	0.06%
2. Re-election of retiring directors				
2.1 Alex Darko	632 440 140	630 392 073	2 048 067	1 191 527
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.60%	99.68%	0.32%	0.14%
2.2 Daisy Naidoo	632 440 140	623 851 320	8 588 820	1 191 527
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.60%	98.64%	1.36%	0.14%
2.3 Francis Okomo-Okello	632 100 140	630 939 503	1 160 637	1 531 527
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares

	74.56%	99.82%	0.18%	0.18%
2.4 Mohamed Husain	632 440 140	619 881 637	12 558 503	1 191 527
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.60%	98.01%	1.99%	0.14%
2.5 Peter Matlare	628 830 531	625 202 930	3 627 601	4 801 136
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.18%	99.42%	0.58%	0.57%
3. Election of new director appointed after			the last AGM	
3.1 Sipho Pityana	632 805 136	589 755 456	43 049 680	826 531
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.65%	93.20%	6.80%	0.10%
4. Re-appointment of the Group Audit and Compliance Committee members				
4.1 Alex Darko	632 440 140	630 622 396	1 817 744	1 191 527
	% of total issued shares	% of shares voted	% of shares voted	% of total issued shares
	74.60%	99.71%	0.29%	0.14%

4.2 Colin Beggs	632 440 140	624 527 267	7 912 873	1 191 527
	% of total	% of shares	% of shares	% of total
	shares	voted	voted	issued
				shares
	74.60%	98.75%	1.25%	0.14%
4.3 Daisy Naidoo	632 440 140	625 609 080	6 831 060	1 191 527
	% of total	% of shares	% of shares	% of total
	shares	voted	voted	issued
				shares
	74.60%	98.92%	1.08%	0.14%
4.4 Mohamed Husain	632 440 140	615 489 158	16 950 982	1 191 527
	% of total	% of shares	% of shares	% of total
	shares	voted	voted	issued
				shares
	74.60%	97.32%	2.68%	0.14%
4.5 Tasneem Abdool-Samad	632 440 140	632 339 851	100 289	1 191 527
	% of total	% of shares	% of shares	% of total
	shares	voted	voted	issued
				shares
	74.60%	99.98%	0.02%	0.14%
5. Placing of the authorised but unissued	633 145 336	575 838 178	57 307 158	486 331
	% of total	% of shares	% of shares	% of total
	shares	voted	voted	issued

ordinary share capital under the control of the directors	74.69%	90.95%	9.05%	0.06%	shares
6. Approval of the Absa Group Limited Share Incentive Plan Rules	631 652 896 % of total shares 74.51%	617 586 105 % of shares voted 97.77%	14 066 791 % of shares voted 2.23%	1 978 771 % of total issued shares 0.23%	
Non-binding advisory votes	Total shares voted (for or against):	Shares voted for:	Shares voted against:	Shares abstained:	
1. The Company's remuneration policy	629 883 422 % of total issued shares 74.30%	560 324 439 % of shares voted 88.96%	69 558 983 % of shares voted 11.04%	3 748 245 % of total issued shares 0.44%	
2. The Company's remuneration implementation report	617 936 067 % of total issued shares 72.89%	423 724 212 % of shares voted 68.57%	194 211 855 % of shares voted 31.43%	15 695 600 % of total issued shares 1.85%	

Special resolutions	Total shares voted (for or against):	Shares voted for:	Shares voted against:	Shares abstained:
1. Remuneration of non-executive directors	629 877 031 % of total issued shares 74.30%	613 774 955 % of shares voted 97.44%	16 102 076 % of shares voted 2.56%	3 754 636 % of total issued shares 0.44%
2. General authority to repurchase the Company's ordinary shares	633 123 205 % of total issued shares 74.68%	626 529 551 % of shares voted 98.96%	6 593 654 % of shares voted 1.04%	508 462 % of total issued shares 0.06%
3. Financial assistance to a related or inter-related company	632 918 038 % of total issued shares 74.66%	613 017 465 % of shares voted 96.86%	19 900 573 % of shares voted 3.14%	713 629 % of total issued shares 0.08%

As a result of there being more than 25% of the votes exercised against the non-binding advisory vote number 2, shareholders will be invited to raise their concerns or recommendations on the remuneration implementation report. Further details will be announced on SENS in due course.

Johannesburg

4 June 2019

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Lead Independent Sponsor:

J.P. Morgan Equities South Africa Proprietary Limited

Joint Sponsor:

Absa Bank Limited - Corporate and Investment Bank

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