

Form of proxy

Annual general meeting

Barclays Africa Group Limited

Registration number: 1986/003934/06

JSE code: BGA

ISIN code: ZAE0000174124

(Barclays Africa or the Company)

Record date: 08 May 2015

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

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 Chairperson 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, Barclays Towers West, 15 Troye Street, Johannesburg on Tuesday, 19 May 2015 at 11:00 and at any adjournment thereof, as follows:

	In favour of	Against	Abstain
1. To consider the Company financial statements			
2. To re-appoint the Company's auditors:			
2.1 PricewaterhouseCoopers Inc.			
2.2 Ernst & Young Inc.			
3. Re-election of directors:			
3.1 Colin Beggs			
3.2 Wendy Lucas-Bull			
3.3 Patrick Clackson			
3.4 Maria Ramos			
3.5 Ashok Vaswani			
4. To confirm the appointment of new directors appointed after the last AGM:			
4.1 Francis Okomo-Okello			
4.2 Alex Darko			
5. Election of the Group Audit and Compliance Committee members:			
5.1 Colin Beggs			
5.2 Mohamed Husain			
5.3 Trevor Munday			
5.4 Alex Darko			
6. Resolution regarding the placing of unissued shares under the control of the directors			
7. Non-binding advisory vote on the Company's remuneration policy			
8. Ordinary resolution to approve the Share Value Plan			
9. Special resolution to sanction the proposed remuneration of the non-executive directors, payable from 1 May 2015			
10. Special resolution regarding the authority for a general repurchase of ordinary shares of the Company			
11. Special resolution of Financial Assistance – section 45 of the Companies Act			

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 above-mentioned 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 _____ 2015

Full name(s) _____

(in block letters) _____

Signature(s) _____

Assisted by (guardian) _____ Date _____

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. In order to be effective, proxy forms must be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, at 70 Marshall Street, Johannesburg, 2001 or be posted to PO Box 61051, Marshalltown, 2107, so as to reach this address by not later than 11:00 on Thursday, 14 May 2015.
7. The delivery of a duly completed proxy form shall not preclude any member or his/her duly authorised representative from attending the AGM and speaking and voting thereat instead of his / her proxy.
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 agreement entered into between such shareholders and their participant or stockbroker.