RESULTS OF GENERAL MEETING OF SHAREHOLDERS - THE PROPOSED STRATEGIC COMBINATION OF BARCLAYS AFRICAN OPERATIONS WITH ABSA GROUP LIMITED (“THE PROPOSED TRANSACTION”) AND THE PROPOSED CHANGE OF NAME OF “ABSA GROUP LIMITED” TO “BARCLAYS AFRICA GROUP LIMITED”

1. Introduction

Shareholders are referred to the announcement released on SENS dated 6 December 2012 and the circular to shareholders dated 14 December 2012 (“the Circular”), which provide details on the Proposed Transaction.

2. Results of the general meeting

Shareholders are advised that at the general meeting of Absa Group’s shareholders (“Shareholders”) held on Monday, 25 February 2013 (“General Meeting”), all of the ordinary and special resolutions proposed at the General Meeting were approved by the requisite majorities of Shareholders. These resolutions included an ordinary resolution to seek approval for the Proposed Transaction and special resolutions for the approval of the name change of “Absa Group Limited” to “Barclays Africa Group Limited” and for the authority to allot and issue Absa Group shares to Barclays Bank PLC (or its wholly-owned subsidiary, Barclays Africa Group Holdings Limited, and the Horizon Trust) in respect of the Proposed Transaction.
Ordinary resolution

Resolution to approve the Proposed Transaction* 96 Passed

Special resolutions

Special resolution to approve the change of name 99 Passed

Special resolution to approve the allotment and issue of shares 98 Passed

Ordinary resolution

Resolution to grant authority to give effect and implement all the resolutions 99 Passed

Note*: For purposes of the JSE Listings Requirements, the votes of Barclays Bank PLC and its associates are excluded.
3. Outstanding conditions precedent

Shareholders are reminded that implementing the Proposed Transaction remains subject to fulfilling certain conditions precedent, including various regulatory approvals, as set out in the Circular.

Johannesburg

25 February 2013

**Independent lead sponsor to Absa Group**

J.P. Morgan Equities South Africa Proprietary Limited

**Joint sponsor to Absa Group**

Absa Corporate and Investment Banking, a division of Absa Bank Limited