

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of AfrAsia Bank Limited (the “Company”) will be held at **10.00 hrs, Ebony 2 Conference Room, Ninety-Six Hotel (Hennessy Park Hotel), Ebène, Mauritius on Thursday 15th December 2022** to transact the following business in the manner required for the passing of ORDINARY RESOLUTIONS:

AGENDA

- 1 To consider the Annual Report of the Company for the year ended 30 June 2022.
- 2 To receive the Report of Messrs Ernst & Young, the Auditors of the Company, for the year ended 30 June 2022.
- 3 To consider and adopt the Group’s and Company’s Audited Financial Statements for the year ended 30 June 2022.
- 4 To re-elect as Director of the Company, Mr Jean-Raymond REY, who offers himself for re-election, to hold office until the next Annual Meeting.
- 5 To re-elect as Director of the Company, Mrs Isabelle ALVARES PEREIRA DE MELO, who offers herself for re-election, to hold office until the next Annual Meeting.
- 6 To re-elect as Director of the Company, Mr Jan BOULLE, who offers himself for re-election, to hold office until the next Annual Meeting.
- 7 To elect as Director of the Company, Mr Boris FAUCHER, appointed by the Board of Directors in accordance with clause 23.4 of the Company’s Constitution, who offers himself for election, to hold office until the next Annual Meeting.
- 8 To elect as Director of the Company, Mrs Jennifer JEAN-LOUIS, appointed by the Board of Directors in accordance with clause 23.4 of the Company’s Constitution, who offers herself for election, to hold office until the next Annual Meeting.
- 9 To re-elect as Director of the Company, Mr Aslam KANOWAH, who offers himself for re-election, to hold office until the next Annual Meeting.
- 10 To re-elect as Director of the Company, Mr Didier MERLE, who offers himself for re-election, to hold office until the next Annual Meeting.
- 11 To re-elect as Director of the Company, Dr Fiorangelo SALVATORELLI, who offers himself for re-election, to hold office until the next Annual Meeting.
- 12 To re-elect as Director of the Company, Mr Christian ST-ARNAUD, who offers himself for re-election, to hold office until the next Annual Meeting.
- 13 To re-elect as Director of the Company, Mrs Joan Jill WAN BOK NALE, who offers herself for re-election, to hold office until the next Annual Meeting.
- 14 To fix the remuneration of the Directors for the financial year ending 30 June 2023 and to ratify the remuneration paid to the Directors for the financial year ended 30 June 2022.
- 15 To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 30 June 2023 and to authorise the Board to fix their remuneration.
- 16 To ratify the remuneration paid to the Auditors for the financial year ended 30 June 2022.

By order of the Board

Jennifer Jean-Louis
Company Secretary
22 November 2022

NOTES

1. The Notice of Meeting and Proxy Form are available on the Company’s website at www.afrasiabank.com.
2. A member of the Company entitled to attend and vote at this meeting may appoint a proxy (whether a member or not) to attend and vote on his/her behalf. The instrument appointing a proxy, to be effective, shall be duly signed and communicated to the Company’s Share Registry Agent, DTOS Ltd at 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebène, Mauritius or by email at services@dtos-outsourcing.com by **10.00 hrs on Wednesday 14th December 2022**.
3. In compliance with Section 120(3)(b) of the Companies Act 2001, only those shareholders whose names are registered in the share register of the Company as at the close of business on Tuesday 15th November 2022, are entitled to receive this Notice and be allowed to attend and vote at such meeting.
4. Individual Shareholders or their proxy will have to present their National Identity Card or a valid passport to be able to attend and to vote during the Annual Meeting.
5. Corporate Shareholders will have to present a Board Resolution, or a letter duly signed by the Company Secretary of the Corporate Shareholder, certifying that the attendee has been given formal authority to attend this Annual Meeting and to vote accordingly. The attendee for such Corporate Shareholders will then have to present his/her National Identity Card or a valid passport to be able to attend and to vote during the Annual Meeting.
6. The minutes of proceedings of the Annual Meeting of Shareholders to be held on 15th December 2022 will be available for consultation at the Registered Office of the Company during normal office hours from 1st March to 15th March 2023.

PROXY FORM

I/We, _____ of
_____, being a member
of AFRASIA BANK LIMITED do hereby appoint _____ of
_____, or in
his/her absence _____
of, _____, as my/our proxy, to vote for
me/us and on my/our behalf at the Annual Meeting of the Shareholders to be held on **Thursday 15th December 2022**
and at any adjournment thereof.

I/We desire my/our vote(s) to be cast on the Ordinary Resolutions as follows:

ORDINARY RESOLUTIONS:	For	Against	Abstain
1. To consider the Annual Report of the Company for the year ended 30 June 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive the Report of Messrs Ernst & Young, the Auditors of the Company, for the year ended 30 June 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and adopt the Group's and Company's Audited Financial Statements for the year ended 30 June 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect as Director of the Company, Mr Jean-Raymond REY, who offers himself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect as Director of the Company, Mrs Isabelle ALVARES PEREIRA DE MELO, who offers herself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect as Director of the Company, Mr Jan BOULLE, who offers himself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect as Director of the Company, Mr Boris FAUCHER, appointed by the Board of Directors in accordance with clause 23.4 of the Company's Constitution, who offers himself for election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect as Director of the Company, Mrs Jennifer JEAN-LOUIS, appointed by the Board of Directors in accordance with clause 23.4 of the Company's Constitution, who offers herself for election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect as Director of the Company, Mr Aslam KANOWAH, who offers himself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect as Director of the Company, Mr Didier MERLE, who offers himself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect as Director of the Company, Dr Fiorangelo SALVATORELLI, who offers himself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect as Director of the Company, Mr Christian ST-ARNAUD, who offers himself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ORDINARY RESOLUTIONS:	For	Against	Abstain
13. To re-elect as Director of the Company, Mrs Joan Jill WAN BOK NALE, who offers herself for re-election, to hold office until the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To fix the remuneration of the Directors for the financial year ending 30 June 2023 and to ratify the remuneration paid to the Directors for the financial year ended 30 June 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 30 June 2023 and to authorise the Board to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To ratify the remuneration paid to the Auditors for the financial year ended 30 June 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2022

Signature/s

NOTES

1. A member of the Company entitled to attend and vote at this meeting may appoint a proxy of his own choice (whether a member or not) to attend and vote on his behalf.
2. Please mark in the appropriate box how you wish to vote. If no specific direction as to voting is given, the proxy will exercise his discretion as to how he/she votes.
3. This proxy, to be effective, shall be duly signed and communicated to the Company's Share Registry Agent, DTOS Ltd at 10th Floor, Standard Chartered Tower 19 Cybercity, Ebène, Mauritius or by email at services@dtos-outsourcing.com by **10.00 hrs on Wednesday 14th December 2022**.