

NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of AfrAsia Bank Limited will be held at its office, **5th Floor, NexTeracom Tower III, Cybercity, Ebene, Mauritius on 18th November 2019** at **9.00 hrs** to transact the following business in the manner required for the passing of ORDINARY AND SPECIAL RESOLUTIONS.

AGENDA

ORDINARY RESOLUTIONS

1. To consider the Annual Report;
2. To receive the report of the Auditors;
3. To consider and approve the Group's and Company's Audited Financial Statements for the year ended 30 June 2019;
4. To re-elect as Director of the Company Mr Sanjiv Bhasin to hold office until the next Annual Meeting;
5. To re-elect as Director of the Company Mr Martin Caron to hold office until the next Annual Meeting;
6. To re-elect as Director of the Company Mr Dipak Chummun to hold office until the next Annual Meeting;
7. To re-elect as Director of the Company Mr Yves Jacquot to hold office until the next Annual Meeting;
8. To re-elect as Director of the Company Mr Philippe Jewtoukoff to hold office until the next Annual Meeting;
9. To re-elect as Director of the Company Mr Arnaud Lagesse to hold office until the next Annual Meeting;
10. To re-elect as Director of the Company Mr Arvind Sethi to hold office until the next Annual Meeting;
11. To re-elect as Director of the Company Mr Francois Wertheimer to hold office until the next Annual Meeting;
12. To appoint Mr Jean Juppin de Fondaumiere as Director to hold office until the next Annual Meeting;
13. To appoint Mr Mathew Welch as Director to hold office until the next Annual Meeting;
14. To fix the remuneration of the Directors for the financial year ending 30 June 2020 and to ratify the remuneration paid to the Directors for the financial year ended 30 June 2019;
15. To re-appoint the Auditors, Deloitte, for the financial year ending 30 June 2020 and to authorise the Board to fix their remuneration;
16. To ratify the fees paid to Deloitte for the financial year ended 30 June 2019.

ORDINARY AND SPECIAL RESOLUTIONS**17. Private Placement of up to an aggregate amount of three billion rupees (MUR 3,000,000,000)**

IT IS NOTED THAT:

At a meeting held on 19 September 2019, the Board of Directors of the Company approved the issue of up to 30,000,000 Class A Shares Series 3 of no par value (the 'Class A Shares Series 3') for an aggregate amount of up to three billion rupees (MUR 3,000,000,000), on the terms and subject to the conditions set out in an information memorandum (the 'Information Memorandum'), the salient features of which are summarised in Annex 1.

The Class A Shares Series 3 will be offered to sophisticated investors (as this term is defined in the Securities Act 2005) by way of private placement in compliance with the requirements of the Securities (Preferential Offer) Rules 2017 (the 'Preferential Offer').

RESOLUTION 17 (1) TO BE VOTED AS A SPECIAL RESOLUTION

RESOLVED THAT, pursuant to the Preferential Offer, the issue of up to 30,000,000 Class A Shares Series 3 for an aggregate amount of up to three billion rupees (MUR 3,000,000,000), which Class A Shares Series 3 shall have the rights set out in the Information Memorandum, be and is hereby approved.

RESOLUTION 17 (2) TO BE VOTED AS AN ORDINARY RESOLUTION

RESOLVED THAT, subject to the passing of Resolution 17 (1) and pursuant to the Preferential Offer, the Board of Directors of the Company be and is hereby authorised to issue 14,000,000 Class A Shares at an issue price of one hundred rupees (MUR 100) per share (the 'Initial Issue'), representing an aggregate amount of one billion and four hundred million rupees (MUR 1,400,000,000), which Class A Shares Series 3 shall be offered to sophisticated investors (as this term is defined in the Securities Act 2005) by way of private placement.

RESOLUTION 17 (3) TO BE VOTED AS AN ORDINARY RESOLUTION

RESOLVED THAT, subject to the passing of Resolution 17 (1) and Resolution 17 (2), in the event of an oversubscription of the Class A Shares Series 3 for the Initial Issue, the Board of Directors of the Company be and is hereby authorised to issue additional Class A Shares Series 3 up to the maximum amount stated in the Information Memorandum.

RESOLUTION 17 (4) TO BE VOTED AS AN ORDINARY RESOLUTION

RESOLVED THAT:

- i. the Board of Directors of the Company be and is hereby authorised to take any and all actions as may be required to give effect to the above Resolution 17 (1) Resolution 17 (2) and Resolution 17 (3) and to complete the Preferential Offer;
- ii. the Company Secretary be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions; and
- iii. any and all actions heretofore taken for and on behalf of the Company by any of its Director or Company Secretary in connection with the foregoing resolutions be and are hereby ratified, confirmed and approved.

ORDINARY AND SPECIAL RESOLUTIONS (CONTINUED)

18. Redemption of Class A Series 1 and Series 2 Shares of an aggregate amount of twenty million dollars and eight hundred million rupees (USD 20m and MUR 800m respectively)

IT IS NOTED THAT:

At a meeting held on 19 September 2019, the Board of Directors of the Company approved, the redemption of 2,000,000 Class A Series 1 Shares (USD denomination) for an aggregate amount of twenty million dollars (USD 20,000,000) and 8,000,000 Class A Series 2 Shares (MUR denomination) for an aggregate amount of eight hundred million rupees (MUR 800,000,000), on the terms and subject to the conditions set out in the Programme Memorandum dated June 2014 (the “2014 Programme Memorandum”) and the Applicable Pricing Supplements dated June 2014 (the “2014 APS”) respectively, the salient features of which are summarised in Annex 2.

RESOLUTION 18 (1) TO BE VOTED AS A SPECIAL RESOLUTION

RESOLVED THAT, pursuant to the 2014 Programme Memorandum and the 2014 APS, the 2,000,000 Class A Series 1 Shares (USD denomination) for an aggregate amount of twenty million dollars (USD 20,000,000) and 8,000,000 Class A Series 2 Shares (MUR denomination) for an aggregate amount of eight hundred million rupees (MUR 800,000,000), on the terms and subject to the conditions set out in the 2014 Programme Memorandum and the 2014 APS, be and is hereby approved.

RESOLUTION 18 (2) TO BE VOTED AS AN ORDINARY RESOLUTION

RESOLVED THAT:

- i. the Board of Directors of the Company be and is hereby authorised to take any and all actions as may be required to give effect to the above Resolution 18 (1) and complete the redemption of Class A Series 1 Shares and Class A Series 2 Shares pursuant to the 2014 Programme Memorandum and the 2014 APS;
- ii. the Company Secretary be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions; and
- iii. any and all actions heretofore taken for and on behalf of the Company by any of its Director or Company Secretary in connection with the foregoing resolutions be and are hereby ratified, confirmed and approved.

BY ORDER OF THE BOARD

IBL Management Ltd
Company Secretary
19 September 2019

NOTE:

The Notice of Meeting and Proxy Form are available on the Company’s website: www.afrasiabank.com.

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 behalf.

The instrument appointing a proxy, to be effective, shall be duly signed and deposited with the ABL’s Share Registry Agent, DTOS Ltd at 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius not less than twenty-four hours before the time appointed for the holding of the meeting.

For the purpose of this Annual Meeting, the Directors have resolved, in compliance with Section 120(3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting shall be those shareholders whose names are registered in the share register of the Company as at 24 October 2019.

PROXY FORM

I/We, _____ of _____, being a member of **AFRASIA BANK LIMITED** do hereby appoint _____ of _____, or in his 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 **18 November 2019** and at any adjournment thereof.

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

ORDINARY RESOLUTIONS:	For	Against	Abstain
1. To consider the Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive the report of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To consider and approve the Group's and Company's Audited Financial Statements for the year ended 30 June 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect as Director of the Company Mr Sanjiv Bhasin 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 Mr Martin Caron 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 Dipak Chummun to hold office until the next Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect as Director of the Company Mr Yves Jacquot to hold office until the next Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect as Director of the Company Mr Philippe Jewtoukoff 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 Arnaud Lagesse 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 Arvind Sethi 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 Mr Francois Wertheimer to hold office until the next Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To appoint Mr Jean Juppín de Fondaumiere as Director to hold office until the next Annual Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To appoint Mr Mathew Welch as Director 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 2020 and to ratify the remuneration paid to the Directors for the financial year ended 30 June 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint the Auditors, Deloitte, for the financial year ending 30 June 2020 and to authorise the Board to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ORDINARY RESOLUTIONS:		For	Against	Abstain
16.	To ratify the fees paid to Deloitte for the financial year ended 30 June 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	Private Placement of up to an aggregate amount of three billion rupees (MUR 3,000,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.1	RESOLUTION 17 (1) TO BE VOTED AS A SPECIAL RESOLUTION			
	RESOLVED THAT, pursuant to the Preferential Offer, the issue of up to 30,000,000 Class A Shares Series 3 for an aggregate amount of up to three billion rupees (MUR 3,000,000,000), which Class A Shares Series 3 shall have the rights set out in the Information Memorandum, be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.2	RESOLUTION 17 (2) TO BE VOTED AS AN ORDINARY RESOLUTION			
	RESOLVED THAT, subject to the passing of Resolution 17 (1) and pursuant to the Preferential Offer, the Board of Directors of the Company be and is hereby authorised to issue 14,000,000 Class A Shares at an issue price of one hundred rupees (MUR 100) per share (the 'Initial Issue'), representing an aggregate amount of one billion and four hundred million rupees (MUR 1,400,000,000), which Class A Shares Series 3 shall be offered to sophisticated investors (as this term is defined in the Securities Act 2005) by way of private placement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.3	RESOLUTION 17 (3) TO BE VOTED AS AN ORDINARY RESOLUTION			
	RESOLVED THAT, subject to the passing of Resolution 17 (1) and Resolution 17 (2), in the event of an oversubscription of the Class A Shares Series 3 for the Initial Issue, the Board of Directors of the Company be and is hereby authorised to issue additional Class A Shares Series 3 up to the maximum amount stated in the Information Memorandum.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.4	RESOLUTION 17 (4) TO BE VOTED AS AN ORDINARY RESOLUTION			
	RESOLVED THAT:			
	i. the Board of Directors of the Company be and is hereby authorised to take any and all actions as may be required to give effect to the above Resolution 17 (1) Resolution 17 (2) and Resolution 17 (3) and to complete the Preferential Offer;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ii. the Company Secretary be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions; and			
	iii. any and all actions heretofore taken for and on behalf of the Company by any of its Director or Company Secretary in connection with the foregoing resolutions be and are hereby ratified, confirmed and approved.			

ORDINARY RESOLUTIONS:		For	Against	Abstain
18.	Redemption of Class A Series 1 and Series 2 Shares of an aggregate amount of twenty million dollars and eight hundred million rupees (USD 20m and MUR 800m respectively)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.1	RESOLUTION 18 (1) TO BE VOTED AS A SPECIAL RESOLUTION RESOLVED THAT, pursuant to the 2014 Programme Memorandum and the 2014 APS, the 2,000,000 Class A Series 1 Shares (USD denomination) for an aggregate amount of twenty million dollars (USD 20,000,000) and 8,000,000 Class A Series 2 Shares (MUR denomination) for an aggregate amount of eight hundred million rupees (MUR 800,000,000), on the terms and subject to the conditions set out in the 2014 Programme Memorandum and the 2014 APS, be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.2	RESOLUTION 18 (2) TO BE VOTED AS AN ORDINARY RESOLUTION RESOLVED THAT: i. the Board of Directors of the Company be and is hereby authorised to take any and all actions as may be required to give effect to the above Resolution 18 (1) and complete the redemption of Class A Series 1 Shares and Class A Series 2 Shares pursuant to the 2014 Programme Memorandum and the 2014 APS; ii. the Company Secretary be and is hereby instructed to do all such things and undertake all such acts as may be required to give effect to the foregoing resolutions; and iii. any and all actions heretofore taken for and on behalf of the Company by any of its Director or Company Secretary in connection with the foregoing resolutions be and are hereby ratified, confirmed and approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2019

Signature/s

NOTES

- 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.*
- 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 votes.*
- This form of proxy, to be effective, must be duly signed and must reach the Company's Share Registry Agent, DTOS Ltd at 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius at least twenty-four hours before the day of the Meeting.*

ANNEX 1 TO NOTICE OF SHAREHOLDERS' MEETING

This Annex is issued pursuant to Rules 4(3) and 4(4) of the Securities (Preferential Offer) Rules 2017. The Board of Directors of AfrAsia Bank Limited (the 'Company') accepts full responsibility for the accuracy of the information contained herein. The information set out herein provides a summary of the Preferential Offer. Shareholders are advised that this Annex is for informational purposes only and is not legally binding. In no event shall this Annex be considered or construed as the basis for subscription to the Class A Share Series 3.

Subscription for the Class A Shares Series 3 and the terms and conditions of the Class A Shares Series 3 shall be set out in full in the Information Memorandum. The Information Memorandum is posted on the Company's web-site and may be inspected at the registered office of the Company. A hard copy of the document is also available upon request made to the Company Secretary.

Objectives of the issue	With an expected growth in its deposits base and assets book up to June 2020, the net proceeds from the issue of the Class A Shares Series 3 will be applied for the Company's general corporate purposes.
Total number of shares to be issued	Up to 30,000,000 Class A Shares Series 3
Price at which or the price band within which the issue of shares is proposed	MUR 100
The basis on which the price is arrived at	The issue price has been determined by the Board of the Company
The class or classes of persons to whom the issue of shares is proposed to be made	The Class A Shares Series 3 will be offered by way of private placement to sophisticated investors, as this term is defined in the Securities Act 2005.
The proposed time within which the issue will be completed	The Board of the Company expects to issue up to 14,000,000 Class A Shares Series 3 by 12 June 2020 and the remaining 16,000,000 Class A Shares Series 3 by 30 June 2025, if required.
The names of the proposed shareholders	National Pension Fund (NPF), State Insurance Company of Mauritius Ltd (SICOM), SWAN insurance (SWAN), National Savings Fund (NSF), Mauritius Union (MUA). This list is not exhaustive.
Percentage of capital that may be held by the shareholders following the issue of shares	Nil since no voting rights attached
Any change in control in the Company subsequent to the issue of shares	Not applicable. There will be no change in control in the Company subsequent to the issue of shares.
The number of persons to whom the allotment of shares has already been made during the year and the corresponding number of shares as well as the price of each share	No shares have been allotted to any person during the preceding 12 months.
The justification for the allotment to be made for consideration other than cash	The Class A Shares Series 3 will be issued for cash consideration.
The shareholding pattern prior to and after the issue of shares	No change in the shareholding pattern.

The Information Memorandum is available for inspection at the registered office of AfrAsia Bank Limited on business days between 9.00 hours and 16.30 hours.

ANNEX 2 TO NOTICE OF SHAREHOLDERS' MEETING

Salient Features of the existing Series of the Class A shares:

Class A Series 1 Shares	
Amount	USD 20 Million
Number of Shares	2,000,000
Issue Price	USD 10 per Share
Issue Date	30 June 2014
Call Date	6 years after the issue date i.e. 1 July 2020, subject to prior approval from the Bank of Mauritius
Callable amount and method of calculation of such amount	At Par + any declared dividend
Minimum Callable Amount	Minimum callable amount of 30% of the number of shares issued, at Par + any declared dividend - subject to prior Bank of Mauritius approval
Period of Notice	Minimum notice of 6 months
Dividend Payment	30 June & 31 December: with prior approval of the Board of Directors and Bank of Mauritius
Dividend Rate	Floating Rate Dividend- 6 Month USD LIBOR (being 2.3184% as at 15 June 2019) + 8.1765%

Class A Series 2 Shares	
Amount	MUR 800 Million
Number of Shares	8,000,000
Issue Price	MUR 100 per share
Issue Date	30 June 2014
Call Date	6 years after the issue date i.e. 1 July 2020 subject to prior approval from the Bank of Mauritius
Callable amount and method of calculation of such amount	At Par + any declared dividend
Minimum Callable Amount	Minimum callable amount of 30% of the number of shares issued, at Par + any declared dividend - subject to prior Bank of Mauritius approval
Period of Notice	Minimum notice of 6 months
Dividend Payment	30 June & 31 December: with prior approval of the Board of Directors and Bank of Mauritius
Dividend Rate	Floating Rate Dividend- BoM Repo Rate (being 3.50% as at 30 June 2019) + 5.35%

ANNEX 2 TO NOTICE OF SHAREHOLDERS' MEETING (CONTINUED)

The Board of Directors of AfrAsia Bank Limited (the 'Company') accepts full responsibility for the accuracy of the information contained herein. The information set out herein provides a summary of the proposed terms and conditions of the redemption of Class A Series 1 Shares and Class A Series 2 Shares. Shareholders are advised that this Annex is for informational purposes only and is not legally binding.

Redemption for the Class A Series 1 and Series 2 Shares and the terms and conditions of the Class A Series 1 and Series 2 Shares are set out in full in the 2014 Programme Memorandum and the 2014 APS. The 2014 Programme Memorandum and the 2014 APS are posted on the Company's web-site and may be inspected at the registered office of the Company. Hard copies of these documents are also available upon request made to the Company Secretary.

Basis of the redemption	Pursuant to the 2014 Programme Memorandum and the 2014 APS, the Class A Series 1 and Series 2 Shares are callable at the option of the Company 6 years after the issue date, subject to prior approval of the Bank of Mauritius.
Total number of shares to be redeemed	2,000,000 (two million) Class A Series 1 Shares (USD denomination) and 8,000,000 (eight million) Class A Series 2 Shares (MUR denomination) respectively
Price at which or the price band within which the redemption of shares is proposed	At par, that is USD 10 for Class A Series 1 Shares, as per the 2014 APS At par, that is MUR 100 for Class A Series 2 Shares, as per the 2014 APS
The basis on which the price is arrived at	At Par + any declared dividend as per the APS
The class or classes of persons to whom the redemption of shares is proposed to be made	All existing holders of Class A Series 1 Shares as at 30 November 2019 and all existing holders of Class A Series 2 Shares as at 30 November 2019
The proposed time within which the redemption will be completed	July 2020
The proposed shareholders	Existing Class A shareholders as at 30 November 2019
Percentage of capital that may be held by the shareholders following the redemption of shares	Nil since all shares will be redeemed
Any change in control in the Company subsequent to the redemption of shares	Not applicable since no voting rights attached
The justification for the redemption to be made for consideration other than cash	Not applicable since the Class A Preference Shares will be redeemed for cash consideration.
The shareholding pattern prior to and after the redemption of shares	No change in the shareholding pattern.
Nature and extent of any relevant interest of any director of the Company in shares proposed to be redeemed.	Nil

