

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 on **Tuesday 10th December 2024 at 10.00 hrs, Ebony 2, Hennessy Park Hotel, Ebène, Mauritius** 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 financial year ended 30 June 2024.
2. To receive the Report of Messrs Ernst & Young, the Auditors of the Company, for the financial year ended 30 June 2024.
3. To consider and adopt the Audited Financial Statements of the Group and the Company for the financial year ended 30 June 2024.
4. To elect as Director of the Company, Mr Olivier Emmanuel JAUFFRET, 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.
5. To re-elect as Director of the Company, Mr Jan Frederik BOULLE, who offers himself for re-election, to hold office until the next Annual Meeting.
6. To re-elect as Director of the Company, Mr Alastair James BRYCE, who offers himself for re-election, to hold office until the next Annual Meeting.
7. To re-elect as Director of the Company, Mr François Laurent DE LA HOGUE, who offers himself for re-election, to hold office until the next Annual Meeting.
8. To re-elect as Director of the Company, Mrs Marie Doriane Jessica DENISE-RAMA, who offers herself for re-election, to hold office until the next Annual Meeting.
9. To re-elect as Director of the Company, Mr Boris FAUCHER, who offers himself for re-election, to hold office until the next Annual Meeting.
10. To re-elect as Director of the Company, Mrs Jennifer JEAN-LOUIS, who offers herself for re-election, to hold office until the next Annual Meeting.
11. 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.
12. To elect as Director of the Company, Mrs Anaïck Hélène LARABI, appointed by the Board of Directors in accordance with clause 23.4 of the Company’s Constitution, to hold office until the next Annual Meeting subject to regulatory approvals.
13. 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.
14. 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.

15. To elect as Director of the Company, Mr Thierry Paul Robert René VALLET, 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.
16. To appoint as Director of the Company, Mr Kamaraj Ananda VUDDAMALAY, to hold office until the next Annual Meeting subject to regulatory approvals.
17. To re-elect as Director of the Company, Mrs Jill Joan WAN BOK NALE, who offers herself for re-election, to hold office until the next Annual Meeting.
18. To fix the remuneration of the Directors for the financial year ending 30 June 2025 and to ratify the remuneration paid to the Directors for the financial year ended 30 June 2024.
19. To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Board to fix their remuneration.
20. To ratify the fees paid to the Auditors for the financial year ended 30 June 2024.

By order of the Board

Andy Chan Soon Sen, FCG
Company Secretary
15th November 2024

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 Monday 09th December 2024**.*
3. *In compliance with Section 120(3)(a) 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 Wednesday 13th November 2024, are entitled to receive this Notice and be allowed to attend and vote at such meeting.*
4. *The profiles and categories of directors are set out in the Corporate Governance Report. The profile of Mrs Anaïck Hélène LARABI and Mr Kamaraj Ananda VUDDAMALAY are attached separately.*
5. *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.*
6. *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 need to present his/her National Identity Card or a valid passport to be able to attend and to vote during the Annual Meeting.*
7. *The minutes of proceedings of the Annual Meeting of Shareholders to be held on Tuesday 10th December 2024 will be available for consultation at the Registered Office of the Company during normal office hours from 1st March to 15th March 2025.*

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 **Tuesday 10th December 2024** 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 financial year ended 30 June 2024.	<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 financial year ended 30 June 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To consider and adopt the Audited Financial Statements of the Group and the Company for the financial year ended 30 June 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To elect as Director of the Company, Mr Olivier Emmanuel JAUFFRET, 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"/>
5	To re-elect as Director of the Company, Mr Jan Frederik BOULLE, who offers himself 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 Alastair James BRYCE, 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 re-elect as Director of the Company, Mr François Laurent DE LA HOGUE, who offers himself for re-election, 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, Mrs Marie Doriane Jessica DENISE-RAMA, who offers herself for re-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 Boris FAUCHER, 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, Mrs Jennifer JEAN-LOUIS, who offers herself 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, 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"/>
12	To elect as Director of the Company, Mrs Anaïck Hélène LARABI, appointed by the Board of Directors in accordance with clause 23.4 of the Company's Constitution, to hold office until the next Annual Meeting subject to regulatory approvals.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	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"/>
14	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"/>

15	To elect as Director of the Company, Mr Thierry Paul Robert René VALLET, 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"/>
16	To appoint as Director of the Company, Mr Kamaraj Ananda VUDDAMALAY, to hold office until the next Annual Meeting subject to regulatory approvals.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	To re-elect as Director of the Company, Mrs Jill Joan 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"/>
18	To fix the remuneration of the Directors for the financial year ending 30 June 2025 and to ratify the remuneration paid to the Directors for the financial year ended 30 June 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Board to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20	To ratify the fees paid to the Auditors for the financial year ended 30 June 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2024

Signature/s

NOTES

1. A member of the Company entitled to attend and vote at this meeting may appoint a proxy of his/her own choice (whether a member or not) to attend and vote on his/her 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/her 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 Monday 09th December 2024.