

NOTICE OF SPECIAL MEETING OF CLASS A SERIES 1 SHAREHOLDERS

Notice is hereby given that a Special Meeting of Class A Series 1 Shareholders of AfrAsia Bank Limited (the “Company”) will be held at **10.00 hrs, Le Sirius conference room, Le Labourdonnais Waterfront Hotel, Port Louis, Mauritius on Thursday 23rd November 2023**, for the purpose of considering a variation of the rights of Class A Series 1 Shares and, if thought fit, adopt the following resolutions with or without modifications:

PROPOSED RESOLUTIONS TO BE ADOPTED AS SPECIAL RESOLUTIONS

RESOLUTION 1

“**THAT** the proposed amendments to the Applicable Pricing Supplement dated 9 June 2014 (“APS”) as set out in the Explanatory Notes (**ANNEX A**) and the Amended and Restated APS be approved in all respect.”

RESOLUTION 2

Subject to approval of Resolution 1 above: “**THAT** the variation of the rights of the holders of Class A Series 1 Shares, as a result of the amendments to the APS, be approved.”

RESOLUTION 3

Subject to approval of Resolution 2 above: “**THAT** the terms of the Amended and Restated APS be approved and that the Board of Directors be authorised to perform and do all such acts as may be required in order to carry out the actions contemplated by the foregoing resolutions.”

By order of the Board

Andy Chan Soon Sen
Company Secretary
27th October 2023

NOTES

- The Notice of this Meeting and Proxy Form are available on the Company’s website at 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/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 22nd November 2023**.*
- 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 26th October 2023, are entitled to receive this Notice and be allowed to attend and vote at such meeting.*
- 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.*
- 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 Meeting.*

PROXY FORM

I/We, _____ of _____, being a Class A Series 1 Shareholder(s) 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 Special Meeting of the Class A Series 1 Shareholders to be held on **Thursday 23rd November 2023** and at any adjournment thereof.

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

	SPECIAL RESOLUTIONS:	For	Against	Abstain
1	“THAT the proposed amendments to the Applicable Pricing Supplement dated 9 June 2014 (“APS”) as set out in the Explanatory Notes (ANNEX A) and the Amended and Restated APS be approved in all respect.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Subject to approval of Resolution 1 above: “THAT the variation of the rights of the holders of Class A Series 1 Shares, as a result of the amendments to the APS, be approved.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Subject to approval of Resolution 2 above: “THAT the terms of the Amended and Restated APS be approved and that the Board of Directors be authorised to perform and do all such acts as may be required in order	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2023

Signature/s

NOTES

1. A Class A Series 1 Shareholder 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 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 22nd November 2023**.