Standing Notice to appear with the FAQs

These FAQs are provided for general information only and should be read together with the full Tender Offer Document. They do not form part of the Tender Offer Document and do not constitute investment, legal, tax or financial advice or any recommendation. The Tender Offer is made solely on the terms and conditions set out in the Tender Offer Document and the Tender Form. If you are in any doubt about the action you should take, you should consult your stockbroker, custodian, investment bank or other professional adviser.

FAQs

No.	Question	Revised Answer	Further details in the Tender Offer Document
A.	**About the Tender Offer**		
1.	What is the Tender Offer?	Absa Group Limited (**Absa Group**) is offering to acquire, for cash, up to 895,989,600 ordinary shares in the issued share capital of Absa Bank Kenya PLC (**Absa Kenya**), representing a maximum of 16.5% of Absa Kenya's issued share capital, by means of a tender offer (the **Tender Offer**). The Tender Offer gives the shareholders of Absa Kenya the opportunity to sell some or all of their Ordinary Shares to Absa Group, on the terms and subject to the conditions set out in the Tender Offer Document.	Paragraph 1 - The Tender Offer.
2.	Who is making the Tender Offer?	The Tender Offer is being made by **Absa Group Limited**, a public company incorporated in South Africa with registration number 1986/003934/06 and registered office at 7th Floor, Absa Towers West, 15 Troye Street, Johannesburg, 2001. Absa Group currently owns 68.5% (sixty eight point five per cent) of the issued share capital of Absa Kenya.	Paragraph 8.1 and paragraph 8.4 - General Disclosures and Information.
3.	Why is Absa Group conducting this Tender Offer?	The Tender Offer forms part of Absa Group's strategy to increase its shareholding in Absa Bank Kenya and deepen its presence in key African markets. It reflects Absa Group's long-term confidence in Absa Kenya, the Kenyan banking sector, and East Africa.	Paragraph 3 – Impact of the Tender Offer on Absa Kenya.
4.	Whose shares are being acquired?	Ordinary Shares owned by shareholders of Absa Bank Kenya PLC are being acquired.	Paragraph 1 - The Tender Offer.
5.	How many Ordinary Shares does Absa Group currently hold and how	Absa Group currently holds 3,720,816,000 Ordinary Shares, representing approximately 68.5% of Absa Kenya's issued share capital.	Paragraph 3 - Impact of the Tender Offer on Absa Kenya.

	many will it hold if the Tender Offer is accepted in full?	If the Tender Offer is accepted in full, Absa Group will hold 4,616,805,600 Ordinary Shares, representing 85% of Absa Kenya's issued share capital.	
6.	Is the Tender Offer intended to result in a delisting of Absa Kenya?	No. Absa Group intends to maintain Absa Kenya's listing on the NSE following completion of the Tender Offer.	Paragraph 3 - Impact of the Tender Offer on Absa Kenya.
7.	Will the Tender Offer change Absa Kenya's board, management, employees or current business strategy?	No. Absa Group has confirmed that the Tender Offer will not result in any changes to Absa Kenya's board of directors, executive management team, employees, or business strategy.	Paragraph 3 - Impact of the Tender Offer on Absa Kenya.
8.	Is Absa Group obligated to complete the Tender Offer?	Yes. The Tender Offer is not conditional on a minimum level of acceptances. Absa Group has confirmed it has sufficient funds to settle all accepted shares in accordance with the terms of the Tender Offer.	Paragraph 7.1 – General Terms and Conditions; Paragraph 8.7 – General Disclosures and Information.
B.	**Eligibility and whether to participate**		
9.	Who may participate in the Tender Offer?	Any shareholder of Absa Kenya (other than Absa Group itself) may participate in the Tender Offer, provided they are registered as a shareholder during the Offer Period and their shares are not subject to any security or other restrictions.	Paragraph 1 - The Tender Offer; paragraph 7.1 - General Terms and Conditions.
10.	Do I have to participate in the Tender Offer?	No. If you do not wish to participate in the Tender Offer, you do not need to take any further action. Participation in the Tender Offer is voluntary.	Paragraph 4 - Action to be Taken.
11.	Can I tender only some of my Ordinary Shares?	Yes. A Shareholder who wishes to participate in the Tender Offer may tender some or all of their Ordinary Shares through the Application Channels described in the Tender Offer Document.	Paragraph 4 - Action to be Taken.
12.	Can joint account holders participate in the Tender Offer?	Yes. Where shares are jointly held, all registered holders must properly authorise and submit an application in accordance with the procedures set out in the Tender Offer Document or through the applicable Application Channel.	Paragraph 7.1 – General Terms and Conditions.

13.	What if the sole registered Absa Bank Kenya PLC shareholder is deceased?	Yes, the estate of a deceased shareholder can participate in the Tender Offer. If the grant of probate or letters of administration has already been registered with Absa Kenya's share registrars (so that the executor or administrator is recorded as the shareholder), the executor or administrator simply signs the Form of Acceptance and submits it to an Authorised Acceptance Agent. If the grant of probate or letters of administration has not yet been registered with Absa Kenya's share registrars, the executor or administrator must submit the Form of Acceptance along with: (1) a certified copy of the death certificate; (2) certified copies of the grant of probate or letters of administration; and (3) proof of their authority to act on behalf of the estate.	Note 5 of Section 5 (Detailed Notes on Completing the Form of Acceptance) on the Form of Acceptance.
14.	Can I participate if my shares are pledged or used as collateral?	No. Shares must be free from any pledges, liens, charges, or other encumbrances at the Closing Date to be validly tendered.	Paragraph 7.1 – General Terms and Conditions;
15.	Is there a minimum or maximum number of Ordinary Shares I can tender?	There is no minimum number of shares you need to tender. You can tender as many of your Ordinary Shares as you wish.	Paragraph 1 - The Tender Offer; paragraph 7.1 - General Terms and Conditions.
16.	Should I tender my shares in the Tender Offer?	If you are in any doubt as to the action you should take, you should consult your stockbroker, custodian, investment bank or other professional adviser.	Front-matter "Important Notice"; paragraph 4 - Action to be Taken.
C.	**Key documents and approvals**		
17.	Where can I read the Tender Offer Document and Tender Form?	https://absaoffer.candr.africa/p/offer-documents/	N/A
18.	Has the Tender Offer received regulatory approvals?	Yes. The Tender Offer has received all necessary regulatory approvals, including from the Capital Markets Authority, the Central Bank of Kenya, and the South African Reserve Bank. The Competition Authority of Kenya and the Nairobi Securities Exchange have also been notified as a matter of procedure.	Front-matter "Important Notices"; paragraph 6 - Regulatory Approvals.
D.	**Timetable and key deadlines**		

19.	When does the Tender Offer open and close?	The Tender Offer opens at 9:00 a.m. (EAT) on 30 June 2026 and closes at 5:00 p.m. (EAT) on 11 August 2026, being a period of 30 business days.	Paragraph 5 - Timetable of Key Events.
20.	What is the deadline for submitting your application?	The last day to submit your application is 5:00 p.m. (EAT) on 11 August 2026, being the Closing Date.	Paragraph 4 - Action to be Taken.
21.	What are the other key dates?	Absa Group expects to announce the results of the Tender Offer on 20 August 2026. The settlement period is also expected to commence on 20 August 2026.	Paragraph 5 - Timetable of Key Events.
22.	Can the Offer Period or timetable change?	Yes. The Opening Date and Closing Date are subject to change by Absa Group, which reserves the right to extend the Offer Period, subject to obtaining the necessary regulatory consents. Any change in the timetable will be published through a securities exchange announcement and in three national newspapers.	Paragraph 1 - The Tender Offer.
E. How to tender your shares in the Tender Offer			
23.	How do I tender my shares in the Tender Offer?	Shareholders whose Ordinary Shares are held in CDS accounts may tender their Ordinary Shares through any of the Application Channels: (i) completing and submitting an electronic application online by clicking the link sent to you by email or SMS, and uploading the required supporting documentation. For further information please also visit the following website https://absaoffer.candr.africa provided by the data processing agent, C&R Group; or (ii) completing a physical Tender Form and submitting it, together with the required supporting documents, to the Sponsoring Broker or any of the Agents. If you have made an application online, you DO NOT need to complete a physical Tender Form.	Paragraph 4 - Action to be Taken.
24.	Can I apply through the online portal?	Yes, you can submit your application online by clicking the link sent to you by email or SMS. This link will take you to a personalised Form of Acceptance, which you can complete, sign electronically, and submit, together with any of the required supporting documentation.	Paragraph 4(a) - Action to be Taken.
25.	How do I obtain a physical Tender Form?	A physical Tender Form may be accessed by: (i) downloading and printing the Tender Form from the following website https://absaoffer.candr.africa/p/offer-documents/; or	Paragraph 4(c) - Action to be Taken.

		(ii) by contacting the Sponsoring Broker, any of the Authorised Accepting Agents listed in paragraph 9 of the Tender Offer Document, or the DPA.	
26.	Where do I submit a completed physical Tender Form?	A completed physical Tender Form must be submitted, together with the required supporting documents, to the Sponsoring Broker or any of the Agents.	Paragraph 4 - Action to be Taken.
27.	Can my stockbroker or an authorised agent assist me?	Yes. Shareholders may contact the Sponsoring Broker, any of the Authorised Accepting Agents listed in paragraph 9 of the Tender Offer Document, or the DPA for access to the Tender Form and assistance with the process.	Paragraph 4(c) - Action to be Taken.
28.	What happens after I submit my application?	Once submitted, your application will be reviewed for validity. Valid applications will be included in the overall calculation of shareholder Entitlements after the Closing Date.	Paragraph 7.1 – General Terms and Conditions; Paragraph 7.2 – Calculation of Entitlements and Pro Rata Scale Down.
F. CDS accounts and certificated shares			
29.	Do I need a CDS account to participate?	Yes. You need a CDS account to participate in the Tender Offer. If your shares are already held in a CDS account, you can tender them through the Application Channels. If you hold physical share certificates, you will first need to open a CDS account and transfer your shares into it before you can participate. You may contact a stockbroker or investment bank licensed in Kenya to assist you in opening a CDS account and completing the required process.	Paragraph 4 - Action to be Taken.
30.	What if my Ordinary Shares are in certificated form?	If you hold physical share certificates, you will need to open a CDS account and transfer your shares into it. Once this is done, you can then tender your shares through any of the Application Channels described in the Tender Offer Document.	Paragraph 4 - Action to be Taken.
31.	How do I open a CDS account?	For the practical steps to open a CDS account, you should contact your stockbroker, CDS agent, custodian, investment bank or other professional adviser.	Paragraph 4 - Action to be Taken; front-matter "Important Notice".
G. Documents, validity and changes to an application			
32.	What supporting documents are required?	You will need to provide: (1) proof of identity (a copy of your ID or passport if you are an individual, or a certificate of incorporation and CR 12 (or other equivalent documents) if you are a company or other entity); and (2) documents to confirm your chosen payment method. All documents must be certified by an agent or lawyer.	Paragraph 4 - Action to be Taken.

33.	Can defects or irregularities in my application be waived?	Yes. Absa Group may, at its discretion, overlook minor errors or issues with your application. However, your application will not be considered valid until any errors have been corrected or waived.	Paragraph 7.1 - General Terms and Conditions.
34.	Will I be notified if my application is defective or incomplete?	No. Absa Group and its agents are not required to notify you if there are any errors or missing information in your application. You should therefore check that your application is complete and correct before submitting it.	Paragraph 7.1 - General Terms and Conditions.
35.	Can I change or withdraw my application after submission?	No. Once you submit your application, it is binding and cannot be changed or withdrawn. Make sure you are comfortable with the number of Ordinary Shares you are tendering before you submit.	Paragraph 7.1 - General Terms and Conditions; paragraph 7.5 - Tendering Shareholder Confirmations.
H. The Tender Price			
36.	What price will I receive for Ordinary Shares acquired under the Tender Offer?	KES 34.50	Paragraph 2 - The Tender Offer Price.
37.	Will Absa Group pay more than the Tender Price to anyone during the Tender Offer?	No. Neither Absa Group nor its broker and advisers will acquire shares tendered at prices higher than the Tender Price during the period in which the Tender Offer is open.	Paragraph 2 - The Tender Offer Price.
I. Allocation, oversubscription and scale-down			
38.	Will all Ordinary Shares I tender be acquired?	It depends on how many Ordinary Shares are tendered in total by all investors. Absa Group's increased shareholding following the Tender Offer is subject to a cap of 85% of the issued share capital of Absa Kenya. If you tender 10,000 Ordinary Shares or fewer, all of your Ordinary Shares are guaranteed to be accepted (the “guaranteed amounts”). If you tender more than 10,000 Ordinary Shares , the first 10,000 are guaranteed to be accepted. The rest of you Ordinary Shares (your "excess shares") may or may not be accepted, depending on how many Ordinary Shares are tendered overall. If the total Ordinary Shares tendered by all investors are less than or equal to the maximum Absa Group wants to buy, all Ordinary Shares (including excess shares) will be accepted in full. If the total exceeds the maximum, the excess shares above each investor’s guaranteed 10,000 will be	Paragraph 1 - The Tender Offer; paragraph 7.2 - Calculation of Entitlements and Pro Rata Scale Down.

		scaled down proportionally. In the event that even the guaranteed amounts exceed the maximum number of Ordinary Shares that Absa Group wants to buy, then guaranteed amount submitted earlier will be given priority.	
39.	When will entitlements be calculated?	The entitlement of each Shareholder who participates in the Tender Offer will be calculated following the Closing Date. Absa Group will publish the results of the calculation of Shareholder entitlements by 20 August 2026.	Paragraph 7.2 - Calculation of Entitlements and Pro Rata Scale Down.
40.	What happens to Ordinary Shares that are not acquired because of scale-down?	Any Ordinary Shares that are not accepted due to a scale-down will remain yours. You will continue to hold them in your CDS account as before.	Paragraph 7 – Terms and Conditions of the Tender Offer.
J. Results, settlement and payment			
41.	When will the results of the Tender Offer be announced?	20 August 2026.	Paragraph 5 - Timetable of Key Events.
42.	When and how will payment be made?	Following the calculation of Shareholder Entitlements and receipt of relevant regulatory approvals, payment for each Shareholder's Entitlement will be processed from 20 August 2026. Payments will be processed in accordance with the preferred method of payment indicated in your application.	Paragraph 7.4 - Settlement.
K. Costs, charges and taxes			
43.	Will I have to pay capital gains tax or stamp duty in Kenya on the transfer?	No. Because the shares are listed on the Nairobi Securities Exchange, you will not have to pay capital gains tax or stamp duty in Kenya when you sell your shares under the Tender Offer. This is based on current Kenyan law and is not personal tax advice — please consult your own tax adviser if needed.	Paragraph 8.11 - General Disclosures and Information.
44.	Are there application fees to participate in the Tender Offer?	No. There is no application fee to participate in the Tender Offer. However, your stockbroker or CDS agent may charge you their own fees, so please check with them.	Paragraph 4 - Action to be Taken; paragraph 9 - Authorised Accepting Agents.
N. Getting help and contacts			

45.	Where can I get assistance with applying?	For assistance, Shareholders may contact the Sponsoring Broker, any of the Authorised Accepting Agents listed in paragraph 9 of the Tender Offer Document, or the DPA. Shareholders may also consult their stockbroker, custodian, investment bank or other professional adviser if they are in doubt about the action to take.	Front-matter "Important Notice"; paragraph 4 - Action to be Taken.
46.	Who is the Sponsoring Broker and Lead Acceptance Agent?	Absa Securities Limited, Absa Headquarters, Waiyaki Way, P.O. Box 30120, 00100 GPO, Nairobi, Kenya.	"Offeror and Advisers to the Offeror" section; paragraph 9 - Authorised Accepting Agents.
47.	Who is the Data Processing Agent?	C&R Group, IKM Place, 1st Floor, Fifth Ngong Avenue, P.O. Box 8484, 00100 GPO, Nairobi, Kenya.	"Offeror and Advisers to the Offeror" section.
48.	Where can I find the full list of Authorised Accepting Agents?	Paragraph 9 of the Tender Offer Document. Shareholders may contact their agent for details of the branch nearest to them.	Paragraph 9 - Authorised Accepting Agents.
49.	Who can I contact if I have more questions?	If you have questions about the Tender Offer or how to participate, please contact the DPA, the Sponsoring Broker or any of the Authorised Accepting Agents listed in the Tender Offer Document. If you are in doubt about the action you should take, consult your stockbroker, custodian, investment bank or other professional adviser.	Front-matter "Important Notice"; paragraph 4 - Action to be Taken; paragraph 9 - Authorised Accepting Agents.