

AB FINCO 1 (RF) LIMITED
(Registration Number 2007/033844/06)
(the "Issuer")

**WRITTEN RESOLUTION OF THE SOLE ORDINARY SHAREHOLDER OF THE COMPANY
PASSED IN ACCORDANCE WITH THE MEMORANDUM OF INCORPORATION OF THE
COMPANY AND THE COMPANIES ACT**

1. BACKGROUND

AB Finco 1 (RF) Limited (the "**Issuer**") has executed an Applicable Issuer Supplement in terms of which it binds itself to a multi-issuer note programme (the "**Programme**") for the issue of Notes in terms of a programme memorandum dated 11 December 2019, as updated and superseded on 4 June 2021 (the "**Programme Memorandum**"), relating to the issue of Notes thereunder by the Issuer and by other companies that accede to the Programme by signing a supplement to the Programme Memorandum setting out relevant information in relation to that company.

Unless expressly defined in this resolution, terms and expressions defined in the Programme Memorandum have the same meaning in this resolution.

The Issuer intends establishing Transaction 6 under the Issuer Programme.

2. FINANCIAL ASSISTANCE

- 2.1 The Transaction Documents in respect of each Transaction contemplate the Issuer giving financial assistance within the meaning of section 44 of the Companies Act, 2008.
- 2.2 The financial assistance consists of the provision of security by the Issuer in connection with the subscription or purchase of securities to be issued by the Issuer, as set out in the Transaction Documents in respect of each Transaction.

IT IS RESOLVED THAT:

1. SPECIAL RESOLUTION - FINANCIAL ASSISTANCE

AS A SPECIAL RESOLUTION OF SHAREHOLDER OF THE COMPANY, THAT any and all financial assistance to be provided by the Issuer pursuant to the Transaction Documents of each Transaction to which it is a party be and is hereby approved for all purposes required under section 44(3)(a)(ii) of the Companies Act and that the directors of the Issuer be and are hereby authorised, on behalf on the Issuer, to enter into and to approve the terms of and the transactions contemplated by the Transaction Documents of each Transaction to which the Issuer is to be a party.

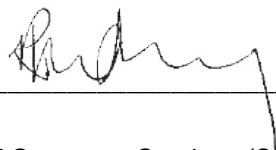
2. Ordinary Resolution – authority to directors

AS AN ORDINARY RESOLUTION OF THE SHAREHOLDER OF THE COMPANY, THAT any director of the Issuer be and is hereby authorised, instructed and empowered:

- 2.1 to do all such things, sign all such documents, file all such documents with the Companies and Intellectual Property Commission, and procure the doing of all such things and the signing and/or filing of all such documents as may be necessary to give effect to the above special resolution; and
- 2.2 to sign and approve the terms of and the transactions contemplated by the Transaction Documents of each Transaction to which the Issuer is a party.

3. **ORDINARY RESOLUTION – S75**

AS AN ORDINARY RESOLUTION OF THE SHAREHOLDER OF THE COMPANY, THAT to the extent required and to the fullest extent permitted by law, (i) if a party to the Transaction Documents (other than the Company) is a related person to a director of the Company by reason of that director also being a director of such party and such related person has a personal financial interest in the Transaction Documents as contemplated in section 75 of the Companies Act, then such interest be and is hereby approved ; and (ii) for all purposes required in terms of section 75 of the Companies Act, the board of directors of the Company are authorised to pass all resolutions, sign all documents and take any other action required or desirable for or in connection with the entry into and/or implementation of the Transaction Documents and the transactions contemplated by the Transaction Documents, and all conduct of the board of directors of the Company in respect thereof is hereby approved and/or ratified. The term "related person" and "director" shall have the meaning set out in section 75 of the Companies Act for purposes of this ordinary resolution 1.



TMF Corporate Services (South Africa)
Proprietary Limited,
represented by Rishendrie Thanthony
in its capacity as
Trustee for the time being of the Issuer Owner Trust
(Sole Ordinary Shareholder)

24 November 2022

DATE