



Banco Desio

**SHAREHOLDERS' MEETING
RULES AND PROCEDURES**

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Item 1 – Preliminary provisions

Article 1

1. These Rules and Procedures govern the proceedings of the Company's Ordinary and Extraordinary Shareholders' Meetings and, where applicable, also the proceedings of Special General Meetings.

Item II – Regarding the Constitution of Shareholders' Meetings

Article 2

1. Any shareholder and other holders of voting rights entitled to do so in terms of the law and the Company Charter may attend Shareholders' Meetings.
2. Where permitted in terms of the law and the Company Charter, the aforesaid persons may send a representative to attend the Shareholders' meeting on his/her behalf.

Article 3

1. The General Manager and Assistant General Managers of the Company, as well as representatives of the external Auditing Company appointed to audit the Company's accounts may attend Shareholders' Meetings. Furthermore, Company employees, associates or consultants may attend Shareholders' meetings, as well as Directors, Auditors, employees, associates or consultants of Group Companies, as and when authorised to do so by the Chairman, or in cases where their presence is deemed to be required by the Chairman with regard to the matters to be dealt with or for the purposes of performing Meeting related duties.

2. Experts, financial analysts and accredited journalists may attend Shareholders' Meetings subject to invitation or authorisation by the Chairman.
3. The Joint Representative of Savings Shareholders and any other individual entitled to attend by law may attend Shareholders' Meetings.

Article 4

1. Upon entering the Meeting venue, the persons entitled to attend Shareholders' Meetings in terms of Article 2 above shall be required to hand over the documentation specified by the provisions of the law or the Company Charter to the designated persons, who shall retain the aforesaid documentation and issue a check receipt, which shall be valid for the purposes of attending the Meeting and voting and must be shown on demand in the event of possible checks.
2. The aforesaid check receipt must be returned to the designated persons should the holder leave the venue before the end of the Meeting. In the case where the receipt holder leaves the venue temporarily, the designated persons shall hand the check receipt back to the holder when he/she returns to the Meeting venue.
3. The persons entitled to attend or participate in Shareholders' Meetings in terms of Article 3 above shall be required to provide proof of their identity to the designated persons upon entering the Meeting venue.

Article 5

1. Shareholders' Meetings shall be chaired by the person indicated in the Company Charter.
2. The Chairman shall be assisted by a Secretary appointed as per the Company Charter.

3. No Secretary shall be required in the case where the Meeting minutes are taken by a Notary.
4. The Chairman may, at his own discretion, choose to appoint a Notary to take down minutes at an Ordinary Shareholders' Meeting.
5. The Secretary or Notary may request assistance from a trusted person and make use of recording devices purely to assist him with the drafting of the meeting minutes.
6. The Chairman may, if he/she deems it necessary, appoint two scrutineers from amongst the shareholders and Auditors present at the meeting.
7. The Chairman shall, even utilising the services of designated staff, ensure that all participants are indeed entitled to attend the meeting and to cast their vote, that all proxy forms are in order and that the Meeting is properly constituted.
8. During the course of the meeting, the Chairman shall, from time to time, check to ensure that speakers are indeed entitled to participate in the discussions and to cast their vote on the matters at hand.
9. The Chairman may request assistance from persons attending the Meeting in terms of Article 3, clause 1 above, and may even ask them to explain any matter on the meeting agenda and to respond to any questions relating to specific matters.

Article 6

1. No recording devices of any kind, photographic equipment or suchlike devices may be brought into the meeting venue without prior authorisation from the Chairman.

Article 7

1. After having ensured that the Meeting is properly constituted and before moving on to dealing with the items on the agenda, the Chairman shall make all the statements and notifications required in terms of the applicable legal or regulatory provisions or that he/she deems necessary to ensure that the meeting proceedings run smoothly.
2. If, by the deadline established by the Chairman with regard to the scheduled time reflected on the meeting notification, there are an insufficient number of people present to constitute a valid quorum for the meeting, the Chairman shall postpone the discussion of agenda items to a subsequent meeting to be scheduled for another day.

Item III – Regarding the discussion

Article 8

1. The Chairman and, at his/her invitation the Directors or the persons that assist him in terms of Article 5, clause 9 above, introduce the agenda items and proposals to the meeting.
2. When dealing with the agenda items or throwing them open for discussion, and on condition that there are no objections raised, agenda items may be handled in a different order to that in which they appear in the meeting notification and all or some of the aforesaid agenda items may be bundled together and handled as one matter for discussion.
3. The Chairman shall be entitled to accept any proposals exclusively regarding the

manner in which the meeting proceedings are handled, even when they do not relate specifically to the matter at hand.

4. The Chairman shall control the proceedings, handing over the floor to the Directors, Auditors and anyone who has requested an opportunity to address the meeting in accordance with the provisions of Article 9 below.

Article 9

1. Anyone participating in the meeting in terms of Article 2 above, as well as the Joint Representative of Savings Shareholders and anyone else entitled to participate in terms of the law may take the floor to speak about, comment on or request additional information about the matter at hand; persons participating in terms of Article 2 above may also table proposals and cast their vote.
2. The Chairman stipulates the timing and the procedure for requesting to address the meeting, as well as the order in which the addresses will be heard; no requests to address the meeting may be made after the Chairman has declared the discussion closed on a specific agenda item.

Article 10

1. The Chairman and, at his invitation the Directors, Auditors and anyone participating in terms of Article 5, clause 9 shall respond after completion of each address, in other words after all the addresses relating to an individual agenda item have been concluded.

Article 11

1. Having taken into account the purpose and the importance of the individual agenda items and the number of people requesting to address the meeting, the Chairman

shall establish the amount of time allocated for each speaker to state his/her case; once this time limit is reached, the Chairman may ask the speaker to conclude their address.

2. Anyone who has already addressed the meeting may request to address the meeting again on the same matter in order to respond and declare their vote.

Article 12

1. All of the Meeting's business is normally completed entirely at a single sitting. During the course of the sitting, should he deem it opportune and on condition that there are no objections raised by the Meeting, the Chairman may decide to adjourn the proceedings for a predetermined period of time and shall explain the reasons for his decision.

Article 13

1. The Chairman shall be responsible for maintaining order at the Meetings so as to ensure that the matters at hand are properly dealt with and the participants' rights are upheld.
2. To this end and on condition that no objections are raised by the Meeting, he/she may interrupt an address in the following cases:
 - where a speaker is talking without the right to do so or continues to speak after the time allocated to him/her has expired;
 - after being warned that what he/she is saying is clearly and evidently irrelevant to the matter at hand.

- In all cases where the speaker says anything or displays conduct that is unacceptable or hurtful and in the event of any threats being made or incitement to violence and disorder.

Article 14

1. Should one or more of the people at the meeting prevent anyone else from speaking, or by his/her/their conduct create a situation that prevents the meeting from running smoothly, the Chairman shall warn them to stop behaving in that manner.
2. Should his warning be ignored, the Chairman may order that the previously warned persons be removed from the meeting venue for the entire duration of the proceedings.

Article 15

1. On completion of all the addresses, responses and any replies, the Chairman shall declare the discussion closed.

Item IV – Regarding the voting

Article 16

1. Prior to the commencement of the voting process, the Chairman shall allow any persons expelled in terms of Article 14 above back into the Meeting venue.

Article 17

1. Depending on the circumstances, the Chairman may rule that the vote on each individual agenda item be held either immediately after the closure of discussions on the respective agenda items, or after the closure of discussions on all or some of the items on the meeting agenda.

Article 18

1. The Chairman shall establish how votes will be cast and counted for each item on the meeting agenda, may permit the use of electronic voting systems and may set a final deadline for casting votes.

Article 19

1. Once voting has been completed and the votes counted, even with the assistance of the Secretary or Notary, the designated personnel and any delegated scrutineers, the Chairman shall announce the results.

Article 20

1. Having dealt with all the items on the meeting agenda and completed the voting process, the Chairman shall declare the Meeting closed.

Item V – Final provisions

Article 21

1. As regards any matters that are not expressly covered in these Rules and Procedures, the Chairman may adopt whatever measures or resolutions he may deem appropriate in order to ensure the smooth running of the meeting's business and uphold the rights of participants.

Article 22

1. Any amendments to these Rules and Procedures may only be adopted by means of an Ordinary Shareholders' Meeting Resolution.

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These Shareholders' Meeting Rules and Procedures were approved at the Shareholders' Meeting held on 27 April 2001 and were subsequently amended at the Shareholders' Meeting held on 29 June 2004