



**BULA
TSELA**

Notice of Annual General Meeting

Old Mutual Bula Tsela Retail Scheme (RF) Limited
Incorporated in the Republic of South Africa
(Registration number 2021/474341/06)
(the Company)

Notice of Annual General Meeting

Notice is hereby given to the holder of ordinary shares (**Shares**) in the Company in terms of section 62 of the Companies Act No. 71 of 2008, as amended (**the Companies Act**), read with clauses 11.2 and 11.24 of the memorandum of incorporation of the Company (**MOI**), that an annual general meeting of the Company (**AGM**) will be held, electronically at **10:00** (South African Standard Time) on **Monday, 09 September 2024**, subject to any cancellation, postponement or adjournment, for the purposes of:

- Presenting and approval the minutes of the Annual General Meeting held on 11 September 2023;
- presenting the audited annual financial statements of the Company and the reports of the Board, the independent auditors and the Audit Committee for the period ended 31 December 2023; and
- considering and, if deemed fit, approving, with or without modification, the ordinary and special resolutions set out in this notice of AGM (**Notice**) in the manner required by the Companies Act.

Reference in this Notice to the **AGM** includes a resumption of an adjourned meeting, and the recommencement of a postponed meeting.

Record Dates

The Board of Directors of the Company (**Board**) has, in accordance with section 62(3)(a), read with section 59(1)(b), of the Companies Act, determined that:

- the record date on which a person must be recorded as a holder of Shares (**Shareholder**) in the Company's securities register, maintained by Singular Systems Proprietary Limited (Registration Number 2002/001492/07), the transfer secretaries of the Company (**Singular Systems**), in order to be entitled to receive this Notice is **Friday, 2 August 2024**; and
- a Shareholder recorded in the Company's securities register on **Monday 2 September 2024** is entitled to attend, participate in, and vote at, the AGM.



Beneficial Owners and Sole Shareholder

For reasons of practicality, all issued Shares are currently held in the name of Singular Systems Nominees Proprietary Limited (Registration Number 2016/533249/07) (**Sole Shareholder**). The persons to whom Shares were allocated pursuant to the Company's prospectus dated 22 August 2022 were granted beneficial ownership of those Shares (Beneficial Owners). By following the instructions below, each Beneficial Owner as at the record date of **Monday, 2 September 2024** can, attend, participate in, and/or vote at the AGM as effectively as if the Beneficial Owner was a Shareholder.

Each Beneficial Owner must please read the provisions below. If you are in any doubt as to what action you should take in relation to this Notice, please consult your accountant, attorney or other professional adviser immediately, or contact Singular Systems at email address **bulatsela@singular.co.za** or on telephone number **0870150395**.

The Shares were issued in uncertificated Form (i.e., without share certificates) (**Uncertificated Form**). The MOI allows a Beneficial Owner to require that the Shares be converted into certificated form, i.e., that a share certificate be issued, but the Shares are then still held in the name of the Sole Shareholder. If you have not made that election, then the Shares will still be in Uncertificated Form.

1. Actions to take if you want to attend, participate in, and vote at, the AGM electronically

1.1 If you, as a Beneficial Owner of Shares, **wish to participate in, and/or vote at, the AGM** yourself, or through a representative, and wish to do so **electronically**:

1.1.1 you must advise Singular Services thereof:

1.1.1.1 at **25 Scott Street, Waverley, Johannesburg, 2090, South Africa** by no later than **09:00** (South African Standard Time) on **Thursday, 5 September 2024**; or

1.1.1.2 by post sent to **PO Box 785261, Sandton, 2146, South Africa**, so as to be received by Singular Services by no later than **09:00** (South African Standard Time) on Thursday, **5 September 2024**; or

1.1.1.3 on telephone number **0870150395** by no later than **09:00** South African Standard Time on Thursday, **5 September 2024**; or

1.1.1.4 by email sent to **bulatsela@singular.co.za** no later than **09:00** South African Standard Time on Thursday, **5 September 2024**.

1.2 Singular will then assist you with the requirements for electronic participation in, and/or electronic voting at, the AGM. Access by means of electronic communication will be at the expense of the individual Beneficial Owner. None of the Company, TMS or Singular Services will be held accountable in the case of loss

The logo for BULA TSELA features the company name in a bold, green, sans-serif font. The text is enclosed within a green square frame that has a small square cutout at the top right corner. The word 'BULA' is positioned above 'TSELA'.

of network connectivity or other network failure due to insufficient airtime, internet connectivity issues, internet bandwidth issues, load shedding and/or power outages which prevent the Sole Shareholder or a Beneficial Owner from electronically participating in and/or voting at the AGM, and the Company, TMS and Singular Services specifically exclude any liability in this regard.

Actions to take if you do not want to vote, and do not wish to appoint a representative to vote, at the AGM, but you still want to have the votes attaching to the Shares of which you are the Beneficial Owner exercised at the AGM.

- 1.3 If you, as a Beneficial Owner of Shares, **do not wish to vote at the AGM** yourself, and **do not wish** to appoint your own representative to vote at the AGM on your behalf, **but do wish to provide instructions on how the votes attaching to the Shares of which you are the Beneficial Owner are to be exercised at the AGM (i.e., in favour of or against each resolution)** or wish to notify the Company that you wish it to be formally recorded that you are neither in favour of nor against a particular resolution, you should:

1.3.1 complete and sign the attached voting form (**Voting Form**), and deliver it to Singular Systems:

1.3.1.1 at **25 Scott Street, Waverley, Johannesburg, 2090, South Africa** by no later than **09:00** (South African Standard Time) on **Thursday, 5 September 2024**; or

1.3.1.2 by post sent to **PO Box 785261, Sandton, 2146, South Africa**, so as to be received by Singular Services by no later than **09:00** (South African Standard Time) on **Thursday, 5 September 2024**; or

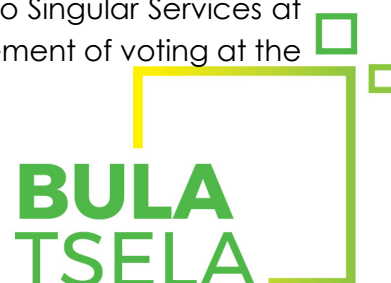
1.3.1.3 by email sent to bulatsela@singular.co.za, so as to be received by Singular Services before the commencement of voting at the AGM; or

1.3.2 complete the Voting Form electronically at www.singularfs.co.za.

- 1.4 If you, as a Beneficial Owner of Shares, are **a company or otherwise not a natural person**, you must **additionally** deliver to Singular Services a resolution confirming the granting of authority to the person selected by you to sign the Voting Form on your behalf. Such resolution must be delivered to Singular Systems in one of the ways, and by the relevant time, set out in paragraph 3.1 above.

2 **To where, and by when, should the Sole Shareholder send a Proxy Form or Written Authority and Letter of Representation?**

A Proxy Form or Written Authority and Letter of Representation must be submitted by the Sole Shareholder to the Chairman **at the AGM**, or emailed to Singular Services at bulatsela@singular.co.za, to be received before the commencement of voting at the AGM.



3 **Evidence of entitlement to participate in the AGM**

In terms of section 63(1) of the Companies Act, any person (including a representative or proxy) who wishes to attend or participate in the AGM must present reasonably satisfactory identification before being entitled to attend or participate in the AGM. The Chairman (in conjunction with Singular Services) will validate the entitlement to attend or participate in the AGM, before allowing a person (including a representative or proxy) to attend or participate, or providing a person (including a representative or proxy) with the necessary means to attend or participate in the AGM.

4 **Voting will be by way of a poll**

In accordance with clause 11.17.2 of the MOI, the Chairman has determined that voting will be conducted by poll. On a poll, one vote will attach to each Share.

5 **Scrutineers**

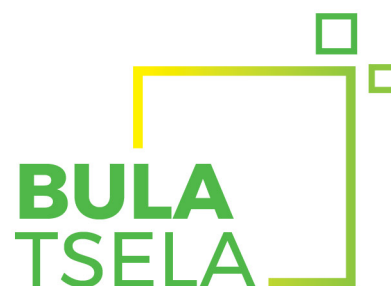
Singular Services will act as scrutineer at the AGM.

6 **Directors of the Company appointed by Old Mutual Limited**

6.1 Pursuant to clause 15.5 of the MOI, two of the directors of the Company, Insaaf Dollie and Tsakani Clarence Nethengwe, have been appointed as directors by Old Mutual Limited, in its capacity as holder of cumulative redeemable no par value class A preference shares in the Company. Insaaf and Clarence will continue as directors of the Company. Please note that Taskeen Ismail resigned as director on 17 April 2024 to pursue other interests outside Old Mutual.

6.2 Insaaf Dollie is a qualified Chartered Accountant (SA) and currently the Corporate Finance Manager at Old Mutual appointed in January 2023. She joined Old Mutual Mass and Foundation Cluster in January 2010 as a Senior Management Accountant, and in May 2010 joined Old Mutual Corporate Finance as a Corporate Finance Analyst until December 2022. From 2007 to 2009 she was employed as a Trainee Accountant (Auditing/Assurance) at Ernst & Young.

6.3 Clarence is the Managing Director of the Mass and Foundation Cluster at Old Mutual Limited. He joined the Old Mutual Group in 2009 as a Legal Executive and later became the General Manager of Sales and Distribution for the Mass and Foundation Cluster. Prior to joining the Old Mutual Group, he practised as an attorney for more than 10 years and worked as a judicial officer for more than 5 years.



Order of business

1. **Presentation and Approval of Minutes of Annual General Meeting held on 11 September 2023**

- Presenting and approval the minutes of the Annual General Meeting held on 11 September 2023;

2. **Presentation of annual financial statements**

- To present the audited annual financial statements of the Company, as approved by the Board, together with the reports of the Board, the independent auditors and the Audit Committee for the period ended 31 December 2023, required in terms of section 30(3)(d) of the Companies Act read with section 61(8)(a) of the Companies Act.

The complete audited annual financial statements are set out on pages 4 to 16 of the annual report which is available on the Company's website at www.bula-tsela.co.za and the Singular Services website at www.singularfs.co.za/home under the section titled ["Investor Relations"].

3. **Resolutions**

To consider and, if deemed fit, to pass, with or without modification, the following Ordinary Resolutions.

Percentage support required for Ordinary Resolutions

Each of the Ordinary Resolutions listed below requires the support of more than 50% (fifty percent) of the total number of votes which are cast thereon, in order to be adopted.

3.1 Ordinary Resolution No. 1: Election of director appointed by the Board since the last Annual General Meeting

The Board has evaluated the performance, and has considered the credentials, of Buyisiwe Makhunga and recommends her election as a director of the Company.

"Resolved that Buyisiwe Makhunga be and is hereby elected as a non-executive director of the Company in terms of the MOI and section 68(2) of the Companies Act, with immediate effect."

Buyisiwe is a qualified Chartered Accountant (SA) and did her articles at PwC, auditing financial sector clients, primarily banks. She was seconded to PwC's San Francisco office where she obtained experience in the auditing of hedge funds. She joined Investec Bank as its Senior Corporate Finance Consultant, and spent 11 years there working on transactions across various sectors, B-BBEE transactions, a demutualisation, disposals, listings and deal sourcing. Thereafter, Buyisiwe took



an entrepreneurial route and established Kazi Capital, at which she is a Private Equity Investment Principal.

3.2 Ordinary Resolution No. 2: Election of director appointed by the Board since the last Annual General Meeting

The Board has evaluated the performance, and has considered the credentials, of Simpiwe Hemming Somdyala and recommends his election as a director of the Company.

“Resolved that Simpiwe Hemming Somdyala be and is hereby elected as a non-executive director of the Company in terms of the MOI and section 68(2) of the Companies Act, with immediate effect.”

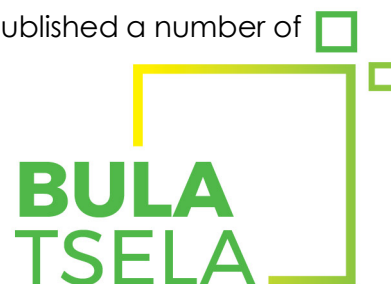
Simpiwe is currently the Chief Executive Officer of Amadlelo Agri. Previously, he was the Chief Executive Officer at the Masisizane Fund, an initiative of the Old Mutual group. From 2008 to 2012, he was the Chief Executive Officer at ASGISA Eastern Cape (Pty) Ltd, an organisation which facilitates the implementation of High Impact Priority Programmes by the Office of the Premier of Eastern Cape. Amongst other positions, he also acted as Capacity Development Manager for Africa at the African Management Services Company and managing member and founder of Kenako Development and Business Solutions based in Johannesburg. Simphiwe holds an MBA and BCom Honours.

3.3 Ordinary Resolution No. 3: Election of director appointed by the Board since the last Annual General Meeting

The Board has evaluated the performance, and has considered the credentials, of Raymond David Fenner and recommends his election as a director of the Company.

“Resolved that Raymond David Fenner be and is hereby elected as a non-executive director of the Company in terms of the MOI and section 68(2) of the Companies Act, with immediate effect.”

Raymond is a qualified Chartered Accountant (SA) and Chartered Director (SA) with more than 20 years of experience. He held senior financial management roles at Syfrets (Pty) Ltd (now part of the Nedbank group) and Seagram SA (Pty) Ltd. He later joined SNG Grant Thornton (previously SizweNtsaluba VSP) as a Senior Manager before he established Alpha Milliard Chartered Accountants Inc, an auditing and advisory practice. After practising for a number of years in the audit and advisory space with Alpha Milliard, he established Fenner Incorporated Solutions (Pty) Ltd to provide financial management services to a group of select financial management clients and began serving as a non-executive director on a small select portfolio of boards. He has also written and published a number of



articles on corporate governance and business in general for various publications.

3.4 **Ordinary Resolution No. 4: Election of Audit Committee member**

The Board has evaluated the performance, and has considered the credentials, of Raymond David Fenner and recommends his election as a member of the Audit Committee.

“Resolved that Raymond David Fenner be and is hereby elected as a member (and chairman) of the Audit Committee with immediate effect, in terms of section 94(2) of the Companies Act, until the conclusion of the next Annual General Meeting of the Company.”

3.5 **Ordinary Resolution No. 5: Election of Audit Committee member**

The Board has evaluated the performance, and has considered the credentials, of Simpiwe Hemming Somdyala and recommends his election as a member of the Audit Committee

“Resolved that Simpiwe Hemming Somdyala be and is hereby elected as a member of the Audit Committee in terms of section 94(2) of the Companies Act with immediate effect, and until the conclusion of the next Annual General Meeting of the Company.”

3.6 **Ordinary Resolution No. 6: Election of Audit Committee member**

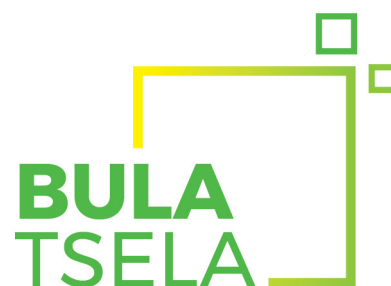
The Board has evaluated the performance, and has considered the credentials, of Buyisiwe Makhunga and recommends her election as a member of the Audit Committee.

“Resolved that Buyisiwe Makhunga be and is hereby elected as a member of the Audit Committee in terms of section 94(2) of the Companies Act, until the conclusion of the next Annual General Meeting of the Company.”

3.7 **Ordinary Resolution No. 7: Re-appointment of auditors**

The Board has evaluated the performance of Deloitte and recommends its re-appointment as auditors of the Company. The Audit Committee has considered and is satisfied as to the independence of Deloitte in accordance with section 94(8) of the Companies Act.

“Resolved that Deloitte (with the designated auditor to be Gerdus Dixon) be and is hereby re-appointed as the auditors of the Company for the financial year ending 31 December 2024 and remain in office until the conclusion of the next Annual General Meeting of the Company.”



3.8 Ordinary Resolution No. 8: General authorisation

"Resolved that each director of the Company and the Company Secretary (each being entitled to act individually) be and is hereby authorised, on behalf of the Company, to do or cause to be done all such things, and sign or cause to be signed all such documentation, as may be reasonably desirable or reasonably necessary to give effect to, or is incidental or ancillary to, (i) the resolutions in the notice of AGM containing this Ordinary Resolution No. 8, and insofar as any such actions have been taken before the adoption of this Ordinary Resolution No. 8, such actions be and are hereby ratified and approved to the fullest extent permitted by law."

3.9 Special Resolution No 1: Approval of the proposed remuneration payable to non-executive directors

To authorise Old Mutual Bula Tsela Retail Scheme (RF) Ltd, in terms of section 66(9) of the Companies Act, to pay the following annual remuneration to its non-executive directors for their services as directors (as marked in the table below) for the period 09.09.2024 to 09.09.2025 (which amounts are exclusive of VAT, with this authority accordingly permitting the payment of VAT on such amounts in accordance with applicable law). The proposed remuneration has been determined on a market-related basis, taking into consideration Old Mutual Bula Tsela Retail Scheme (RF) Ltd's larger competitors in the market.

	Annual Fee 2024 - 2024	Annual Fee 2023 - 2024
<u>Board</u>		
Lead Independent Director	R259 700	R245 000
Non-Executive Director	R185 500	R175 000
<u>Audit Committee</u>		
Chairperson	R137 800	R130 000
Member	R68 900	R65 000

By order of the Board

Old Mutual Limited (Registration number 2017/235138/06)

Company Secretary

Pinelands, Cape Town

2 August 2024



PROXY FORM

Clause 12.1 of the MOI states that "An Ordinary Shareholder may at any time appoint a natural person, including a natural person who is not a Shareholder, as a proxy in accordance with and for the purposes set out in the Companies Act".

Terms defined in the notice of Annual General Meeting to which this Proxy Form is attached will, unless the context clearly requires otherwise, apply to this Proxy Form.

For use only by Singular Services Nominees Proprietary Limited (Sole Shareholder), and only in relation to the AGM which will be held at 10:00 South African Standard Time on Monday, 9 September 2024, including a resumption of an adjourned meeting, and the recommencement of a postponed meeting.

We, the Sole Shareholder, having received, and acting in accordance with, voting instructions from:

(Please PRINT name in full) _____

of (address) _____

ID no./Registration no. _____

Tel no. _____

Cell no. _____

E-mail _____

appoint pursuant to clause 12.1 of the MOI (see Proxy Form Notes 1 and 2 below):

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the Chairman of the AGM,

as our proxy (i) to attend and speak at the AGM and (ii) to vote, and/or abstain from voting, at the AGM in the manner set out below for and/or against the resolutions and/or abstain at the AGM from voting in respect of the resolutions **in respect of all the Shares registered in our name**, in accordance with the following instructions and otherwise in accordance with the Companies Act, the MOI and the terms of the Notes to Proxy Form below:



Resolution	For	Against	Abstain
Ordinary Resolution No. 1: Election of director, Buyisiwe Makhunga appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 2: Election of director, Simpiwe Hemming Somdyala appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 3: Election of director, Raymond David Fenner appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 4: Election of Audit Committee member, Raymond David Fenner			
Ordinary Resolution No. 5: Election of Audit Committee member, Simpiwe Hemming Somdyala			
Ordinary Resolution No. 6: Election of Audit Committee member, Buyisiwe Makhunga			
Ordinary Resolution No. 7: Re-appointment of auditors, Deloitte. Mr Gerdus Dixon as designated auditor			
Ordinary Resolution No. 8: General authorisation			
Special Resolution No 1: Approval of the proposed remuneration payable to non-executive directors			

Note: One vote will attach to each of the Shares registered in the Sole Shareholder's name. If the Sole Shareholder, acting on the instructions of the beneficial owners of the Shares registered in the Sole Shareholder's name, wishes to treat the votes attaching to the Shares registered in its name in different ways in relation to one resolution, for example, vote some of them in favour of the resolution, vote some of them against that same resolution, and abstain from voting the remainder of the Shares registered in its name, then the Sole Shareholder should insert the respective



numbers of Shares in the relevant boxes above. If the Sole Shareholder, acting on the instructions of the beneficial owners of the Shares registered in the Sole Shareholder's name, wishes to treat the votes attaching to all the Shares registered in its name in the same way in relation to one resolution, for example, vote all of them in favour of the resolution, the Sole Shareholder need only insert an "X" in the relevant box above. If no instruction is provided, the proxy (if not the chairman of the General Meeting) will be entitled to vote or abstain from voting as he/she deems fit, provided that if the proxy is the chairman of the General Meeting, he/she will be deemed to be instructed to vote in favour of the resolutions set out above, in respect of the Shares registered in the Sole Shareholder's name.

Signed at _____

on _____ 2024

Signature _____

Capacity (where applicable):

Note: Authority of signatory to be attached

Assisted by me (where applicable):

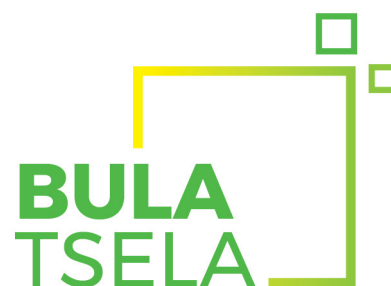
Full name (please PRINT name) _____

Signature _____

Capacity _____

Notes to Proxy Form:

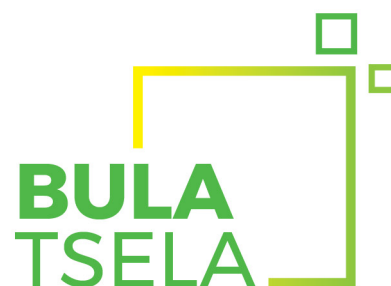
1. The Sole Shareholder is entitled to appoint one proxy (who need not be a Shareholder) to attend, speak and/or vote in place of the Sole Shareholder at the AGM in respect of **all of** the Sole Shareholder's Shares.
2. The Sole Shareholder may insert the name of a proxy or the names of two alternative proxies of the Sole Shareholder's choice in the space/s provided with or without deleting "the Chairman of the AGM". The proxy whose name stands first on the Proxy Form and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the Chairman of the AGM will be the proxy.
3. A completed Proxy Form must be emailed to Singular Services (as agent of the Company for that purpose) at **bulatsela@singular.co.za**, to be **received before the commencement of voting at the AGM**.
4. Any alteration or correction made to this Proxy Form, other than the deletion of alternatives, must be initialled by the signatory/ies.
5. This Proxy Form will be valid at a resumption of an adjourned meeting, and the recommencement of a postponed meeting, although this Proxy Form will not be used at the resumption of an adjourned meeting, and the recommencement of a postponed meeting, if it could not have been used at the original meeting for any reason other than it was not lodged timeously for the original meeting.
6. This Proxy Form will be deemed to confer the power generally to act at the AGM, subject to the specific directions contained in this Proxy Form as to the manner of voting.
7. A proxy appointed pursuant to this Proxy Form may not delegate her or his authority to act on behalf of the Sole Shareholder.
8. The Chairman of the AGM may accept or reject a Proxy Form not completed and/or received in accordance with these notes or with the MOI.



SUMMARY OF RIGHTS (IN RELATION TO PROXIES) CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

1. a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such shareholder;
2. except to the extent the memorandum of a company provides otherwise, a shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
3. a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy, and except to the extent the memorandum of the relevant company provides otherwise;
4. the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
5. any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
6. if an appointment of a proxy is revocable, the relevant shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
7. a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise;
8. a proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed, or any longer or shorter period expressly set out in the appointment unless it is revoked in a manner contemplated in note 6 above; provided that it shall only remain valid until the end of the meeting at which it was intended to be used ; and



9. if the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to such shareholder must be delivered by such company to:
 - a. such shareholder; or
 - b. the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so.

WRITTEN AUTHORITY AND LETTER OF REPRESENTATION

Clause 12.3 of the MOI states that *"The Holder of a power of attorney or other written authority from an Ordinary Shareholder may, if so authorised thereby, represent such Ordinary Shareholder at any General Meeting"*.

Terms defined in the notice of Annual General Meeting to which this Written Authority and Letter of Representation is attached will, unless the context clearly requires otherwise, apply to this Written Authority and Letter of Representation.

For use only by Singular Services Nominees Proprietary Limited (Sole Shareholder), and only in relation to the AGM which will be held at 10:00 South African Standard Time on Monday, 9 September 2024, including a resumption of an adjourned meeting, and the recommencement of a postponed meeting.

We, the Sole Shareholder, having received, and acting in accordance with, voting instructions from the following person (**Beneficial Owner**):

(Please PRINT name in full) _____

of (address) _____

ID no./Registration no. _____

Landline tel no. _____

Cell no. _____

E-mail _____

do hereby, pursuant to clause 12.3 of the MOI, grant a written authority and letter of representation to (see notes 1 and 2):

1. _____ or failing him/her,

2. _____ or failing him/her,



3. the Chairman of the AGM,

to represent us at the AGM (including (i) attending and speaking at the AGM and (ii) voting, and/or abstaining from voting, at the AGM in the manner set out below **in respect of only _____ [insert number] (Relevant Shares) of the Shares registered in our name**, as follows and otherwise in accordance with the MOI and the terms of the Notes to Written Authority and Letter of Representation below:

Resolution	For	Against	Abstain
Ordinary Resolution No. 1: Election of director, Buyisiwe Makhunga appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 2: Election of director, Simpiwe Hemming Somdyala appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 3: Election of director, Raymond David Fenner appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 4: Election of Audit Committee member, Raymond David Fenner			
Ordinary Resolution No. 5: Election of Audit Committee member, Simpiwe Hemming Somdyala			
Ordinary Resolution No. 6: Election of Audit Committee member, Buyisiwe Makhunga			
Ordinary Resolution No. 7: Re-appointment of auditors, Deloitte. Mr Gerdus Dixon as designated auditor			
Ordinary Resolution No. 8: General authorisation			
Special Resolution No 1: Approval of the proposed remuneration payable to non-executive directors			

Note: One vote will attach to each of the Shares registered in the Sole Shareholder's name. If the Sole Shareholder, acting on the instructions of the abovementioned



Beneficial Owner, wishes to treat the votes attaching to the Relevant Shares in different ways in relation to one resolution, for example, vote some of them favour of the resolution, vote some of them against that same resolution, and abstain from voting the remainder of the Relevant Shares, then the Sole Shareholder should insert the respective numbers of Shares in the relevant boxes above. If the Sole Shareholder, acting on the instructions of the abovementioned Beneficial Owner, wishes to treat the votes attaching to all the Relevant Shares in the same way in relation to one resolution, for example, vote all of them favour of the resolution, the Sole Shareholder need only insert an "X" in the relevant box above. If no instruction is provided, the representative (if not the chairman of the General Meeting) will be entitled to vote or abstain from voting as he/she deems fit, provided that if the representative is the chairman of the General Meeting, he/she will be deemed to be instructed to vote in favour of the resolutions set out above, in respect of the Relevant Shares.

Signed at _____

on _____ 2024

Signature _____

Capacity (where applicable):

Note: Authority of signatory to be attached

Assisted by me (where applicable):

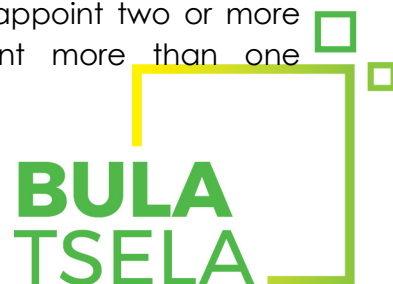
Full name (please PRINT name) _____

Signature _____

Capacity _____

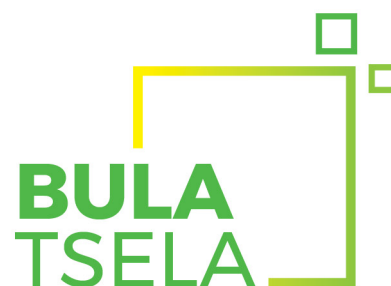
Notes to Written Authority and Letter of Representation:

1. The Sole Shareholder is entitled to appoint one (or more) representatives (none of whom need be a Shareholder) to attend, speak and/or vote in place of that Shareholder at the AGM. The Sole Shareholder is entitled to appoint two or more persons concurrently as representatives, and may appoint more than one



representative to exercise voting rights attaching to different Shares held by the Sole Shareholder.

2. The Sole Shareholder may insert the name of a representative or the names of two alternative representatives of the Shareholder's choice in the space/s provided with or without deleting "the Chairman of the AGM". The representative whose name stands first on the Written Authority and Letter of Representation and who is present at the AGM will be entitled to act as representative to the exclusion of those whose names follow. In the event that no names are indicated, the Chairman of the AGM will be the representative.
3. A completed Written Authority and Letter of Representation must be emailed to Singular Services (as agent of the Company for that purpose) at **bulatsela@singular.co.za**, to be **received before the commencement of voting at the AGM**.
4. Any alteration or correction made to this Written Authority and Letter of Representation, other than the deletion of alternatives, must be initialled by the signatory/ies.
5. This Written Authority and Letter of Representation will be valid at a resumption of an adjourned meeting, and the recommencement of a postponed meeting, although this Written Authority and Letter of Representation will not be used at the resumption of an adjourned meeting, and the recommencement of a postponed meeting, if it could not have been used at the original meeting for any reason other than it was not lodged timeously for the original meeting.
6. This Written Authority and Letter of Representation will be deemed to confer the power generally to act at the AGM, subject to the specific directions contained in this Written Authority and Letter of Representation as to the manner of voting.
7. Any representative appointed pursuant to this Written Authority and Letter of Representation may not delegate her or his authority to act on behalf of the Sole Shareholder.
8. The Chairman of the AGM may accept or reject any Written Authority and Letter of Representation not completed and/or received in accordance with these notes or with the MOI.



VOTING FORM

Terms defined in the notice of Annual General Meeting to which this Voting Form is attached will, unless the context clearly requires otherwise, apply to this Voting Form.

For use only by the Beneficial Owners, and only in relation to the AGM which will be held at **10:00** (South African Standard Time) on **Monday, 9 September 2024**, including a resumption of an adjourned meeting, and the recommencement of a postponed meeting.

We (please PRINT name in full)

of (address)

ID no./Registration no.

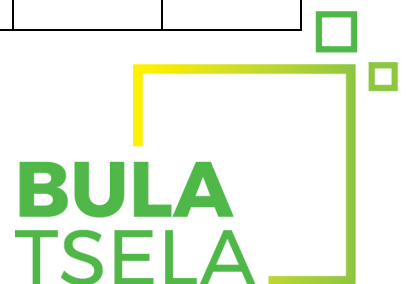
Landline tel no.

Cell no.

E-mail

being a Beneficial Owner of _____ **[insert number]** Shares do hereby instruct the Sole Shareholder to vote for me at the AGM, in accordance with the following instructions and the below Notes to Voting Form:

Resolution	For	Against	Abstain
Ordinary Resolution No. 1: Election of director, Buyisiwe Makhunga appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 2: Election of director, Simpiwe Hemming Somdyala appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 3: Election of director, Raymond David Fenner appointed by the Board since the last annual general meeting			
Ordinary Resolution No. 4: Election of Audit Committee member, Raymond David Fenner			



Ordinary Resolution No. 5: Election of Audit Committee member, Simpiwe Hemming Somdyala			
Ordinary Resolution No. 6: Election of Audit Committee member, Buyisiwe Makhunga			
Ordinary Resolution No. 7: Re-appointment of auditors, Deloitte. Mr Gerdus Dixon as designated auditor			
Ordinary Resolution No. 8: General authorisation			
Special Resolution No 1: Approval of the proposed remuneration payable to non-executive directors			

One vote per Share held. Insert the relevant number of Shares you wish to be voted, or to form the subject matter of an abstention, in the appropriate box provided. **Note:** One vote will attach to each of the Shares you wish to be voted, or to form the subject matter of an abstention. If you wish to treat the votes attaching to the Shares of which you are the Beneficial Owner in different ways in relation to one resolution, for example, vote some of them favour of the resolution, vote some of them against that same resolution, and abstain from voting the remainder of the Shares of which you are the Beneficial Owner, then you should insert the respective numbers of Shares in the relevant boxes above. If you wish to treat the votes attaching to all the Shares of which you are the Beneficial Owner in the same way in relation to one resolution, for example, vote all of them favour of the resolution, you need only insert an "X" in the relevant box.

Signed at _____

on _____ 2024

Signature _____

Capacity (where applicable):

Note: Authority of signatory to be attached.

Assisted by me (where applicable):

Full name (please PRINT name) _____

Signature _____

Capacity _____



Notes to Voting Form:

1. Voting Forms must be:
 - 1.1 delivered to Singular Services at **25 Scott Street, Waverley, Johannesburg, 2090, South Africa** or posted to Singular Services at **PO Box 785261, Sandton, 2146, South Africa** so as to be received by Singular Services no later than **09:00** (South African Standard Time) on **Thursday, 5 September 2024**; or
 - 1.2 emailed to Singular Services at **bulatsela@singular.co.za**, so as to be received by Singular Services before the commencement of voting at the AGM; provided that, for administrative ease, it is requested that you send the email so as to be received by Singular Services no later than **09.00** (South African Standard Time) on **Thursday, 5 September 2024**.
2. Any alteration or correction made to this Voting Form, other than the deletion of alternatives, must be initialled by the signatory/ies.
3. This Voting Form will be valid in relation to a resumption of an adjourned meeting, and the recommencement of a postponed meeting, although this Voting Form will not be used in relation to the resumption of an adjourned meeting, and the recommencement of a postponed meeting, if it could not have been used at the original meeting for any reason other than it was not lodged timeously for the original meeting.
4. The Chairman of the AGM may accept or reject any Voting Form not completed and/or received in accordance with these notes or with the MOI.

