



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to shareholders that the annual general meeting (AGM) of The SPAR Group Ltd (the Company) is scheduled to be held via electronic medium and in the Company's boardroom, 22 Chancery Lane, Pinetown, Durban, South Africa, on Wednesday, 21 February 2024 at 09:00 (South African Standard Time) (subject to any cancellation, postponement or adjournment) to consider and if deemed appropriate, approve with or without modification, the ordinary and special resolutions as set out in this notice of AGM (notice) and deal with such other business as may lawfully be dealt with at the AGM.

A hybrid AGM will take place allowing shareholders and/or investors to participate by either electronic communication or in person at the Company's registered office. Accordingly, the AGM will also be accessible through electronic communication, as permitted by the JSE Limited and in accordance with the provisions of the Companies Act, No 71 of 2008 (the Act) and the Company's Memorandum of Incorporation (MOI) and any reference in this notice to 'present in person or represented by proxy' shall also include a reference to a person who is present in person (or able to participate in the AGM by electronic communication) or represented by proxy (which proxy is present in person or able to participate in the AGM by electronic communication).

The Company has secured the services of The Meeting Specialist Proprietary Limited (TMS) to remotely host the AGM on an interactive electronic platform, in order to facilitate remote attendance, participation and voting by shareholders. The transfer secretaries, JSE Investor Services Proprietary Limited (JIS), have been retained to act as scrutineer for purposes of the AGM.

Although voting will be permitted by way of electronic communication, shareholders are encouraged to make use of forms of proxy for purposes of voting at the AGM.

Irrespective of whether a shareholder is attending the meeting in person from the registered office of the Company or electronically, all shareholders are required to register to attend, participate in and vote at the AGM either in person or via the electronic platform. To this end, all shareholders participating in the meeting, either in person or electronically, must have an internet-enabled device (e.g. phone, laptop or a desktop) capable of browsing a regular website.

Shareholders will not be able to vote via the electronic platform if their voting instructions/proxy forms have been submitted prior to the AGM.

Arrangements with regard to the electronic meeting are detailed in the section of this notice titled 'Meeting guide for shareholders: How to access the virtual AGM'.

If you are in any doubt about the action you should take, consult your broker, central securities depository participant (CSDP), banker, financial advisor, accountant or other professional advisor immediately.

ORDINARY BUSINESS

Shareholders will be requested to consider and, if deemed fit, to pass (with or without modification) the following ordinary resolutions.

The percentage of voting rights required for the adoption of each ordinary resolution alongside is the support of more than 50% of the voting rights exercised on the resolution at a properly constituted meeting of the Company's shareholders:

Presentation of the annual financial statements

To present the annual financial statements for the year ended 30 September 2023, incorporating the directors' report, Audit Committee report and independent auditor's report, in accordance with section 61(8) of the Act.

To present the report of the Social, Ethics and Sustainability Committee on the matters within its mandate, in accordance with regulation 43 of the Companies Regulations, 2011.

The Company's annual financial statements are available on the Company's website at <https://thespargroup.com/>, and the report of the Social, Ethics and Sustainability Committee is set out on pages 120 to 122 of the integrated annual report of which this notice forms part.



Ordinary resolution number 1 – Confirmation of appointment of directors

“Resolved, each by way of a separate vote, that the following appointments be and are hereby confirmed:

- Shirley Zinn and Pedro da Silva as independent non-executive directors with effect from 14 February 2023,
- Trudi Makhaya as independent non-executive director with effect from 1 September 2023,
- Angelo Swartz and Megan Pydigadu as executive directors with effect from 1 October 2023 and 1 November 2023, respectively.
- Marie Jamieson and Elizabeth (Liesbeth) Botha as independent non-executive directors with effect from 1 February 2024.”

The Nominations Committee conducted an assessment of the eligibility of Shirley Zinn, Pedro da Silva, Marie Jamieson, Liesbeth Botha and Trudi Makhaya as independent non-executive members and of Angelo Swartz and Megan Pydigadu as executive members of the Board and the Board accepted the results of the assessments. Accordingly, the Board recommends their appointments to shareholders.

Brief curriculum vitae for Shirley Zinn, Pedro da Silva, Marie Jamieson, Liesbeth Botha, Trudi Makhaya, Angelo Swartz and Megan Pydigadu can be found on pages 78 to 81 of the integrated report of which this notice forms part.

Ordinary resolution number 2 – Re-election of non-executive directors retiring by rotation

It is recorded that

- Lwazi Koyana and Sundeep Naran retire as non-executive directors of the Company in terms of the Company’s Memorandum of Incorporation (MOI),
- Lwazi Koyana and Sundeep Naran, being eligible, offer themselves for re-election.

“Resolved, each by way of a separate vote, that Lwazi Koyana and Sundeep Naran are hereby re-elected as non-executive directors of the Company.”

The Nominations Committee conducted an assessment of the performance and independence of Lwazi Koyana and Sundeep Naran and the Board accepted the results of the assessment. Accordingly, the Board recommends their re-elections to shareholders.

Brief curricula vitae for Lwazi Koyana and Sundeep Naran can be found on page 79 of the integrated annual report of which this notice forms part.

Ordinary resolution number 3 – Re-election of the independent external auditor

“Resolved, each by way of a separate vote, that PricewaterhouseCoopers Incorporated be re-elected as the independent external audit firm of the Company, and that Thomas Howatt be appointed as the designated individual audit partner, to hold office for the ensuing financial year.”

The Audit Committee considered the suitability of the external audit firm and designated audit partner, considering paragraph 3.84(g)(iii) read with paragraph 22.15(h) of the JSE Listings Requirements, and the indicators set out under section 22 of the JSE Listings Requirements. Having satisfied itself that they continue to meet the independence, and skills and expertise requirements for the audit, the Audit Committee recommends that PricewaterhouseCoopers Incorporated and Thomas Howatt be appointed as independent auditor and designated audit partner, respectively.

Ordinary resolution number 4 – Election of the members of the Audit Committee

“Resolved that the following independent non-executive directors be and are hereby elected, each by way of a separate vote, as members of the Audit Committee of the Company with immediate effect, until the conclusion of the next AGM of the Company:

- Lwazi Koyana, subject to adoption of the proposed ordinary resolution number 2.1
- Sundeep Naran, subject to adoption of the proposed ordinary resolution number 2.2
- Pedro da Silva, subject to adoption of the proposed ordinary resolution number 1.2”

Reason and effect

Shareholders are required to annually elect the Audit Committee at each annual general meeting of the Company, in accordance with the Act.

The Nominations Committee assessed the suitability of each member, taking into consideration independence, performance, and skill and expertise requirements, and the Board accepted the results of the assessment. Accordingly, the Board recommends their election as members of the Audit Committee to shareholders.

Brief curricula vitae for Lwazi Koyana, Sundeep Naran and Pedro da Silva can be found on pages 78 to 79 of the integrated annual report of which this notice forms part.



Ordinary resolution number 5 – Authority to issue shares for the purpose of the CSP

“Resolved that such number of the ordinary shares in the authorised but unissued capital of the Company, required for the purpose of The SPAR Group Ltd Conditional Share Plan (CSP), be and is hereby placed under the control of the directors, who are hereby, as a specific authority, authorised to issue those shares in terms of the rules of the CSP.”

Reason and effect

This resolution is required to facilitate, in terms of the requirements of the MOI, the issue of the requisite number of ordinary shares in terms of the rules of the CSP. The intended settlement method of the CSP is a market purchase of shares, which will result in no dilution to shareholders. However, the rules of the CSP are flexible to allow for settlement by way of a market purchase of shares, the use of treasury shares, or the issue of shares. This resolution, if passed, will facilitate an award under the CSP being made by an issue of shares if, for whatever reason, this least preferred settlement method is used.

The Company has not previously had to resort to an issue of shares for these purposes.

Ordinary resolution number 6 – Non-binding advisory vote on the remuneration policy

“Resolved that, by way of a non-binding advisory vote, the remuneration policy of the Company, as contained in the Remuneration Committee report, be and is hereby endorsed.”

Should 25% or more of the votes cast be against this non-binding advisory resolution, the Remuneration Committee undertakes to engage with shareholders as to the reasons therefore. It undertakes to make recommendations based on the feedback received.

The remuneration policy report can be found on pages 101 to 111 of the integrated annual report of which this notice forms part.

Ordinary resolution number 7 – Non-binding advisory vote on the remuneration implementation report

“Resolved that, by way of a non-binding advisory vote, the remuneration implementation report of the Company, as contained in the Remuneration Committee report, be and is hereby endorsed.”

Should 25% or more of the votes cast be against this non-binding advisory resolution, the Remuneration Committee undertakes to engage with

shareholders as to the reasons therefore. It undertakes to make recommendations based on the feedback received.

The remuneration implementation report can be found on pages 112 to 116 of the integrated annual report of which this notice forms part.

SPECIAL BUSINESS

Shareholders will be requested to consider and, if deemed fit, to pass (with or without modification) the following special resolutions.

The percentage of voting rights required for the adoption of each special resolution is the support of at least 75% of the voting rights exercised on the resolution at a properly constituted meeting of the Company's shareholders:

Special resolution number 1 – Financial assistance to related or inter-related parties

“Resolved that, with effect from 1 March 2024, directors of the Company, in terms of section 45 of the Companies Act, No. 71 of 2008 (as amended) (Companies Act), be and are hereby authorised to cause the Company to provide any financial assistance, whether by lending money, guaranteeing a loan or other obligation and/or securing any debt or obligation, to any of its subsidiary companies or other related or inter-related companies.”

Reason and effect

This resolution is required to comply with the requirements of section 45 of the Companies Act, which provides that a special resolution is required to provide such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category.

Special resolution number 2 – Non-executive directors' fees

“Resolved that with effect from 1 March 2024, the fees payable to the non-executive directors be increased by 5% as outlined in the table below. With the exception of the fees for the Chairman and Deputy Chairman of the Board (who will be paid purely on a retainer basis) and ad hoc meeting fees, the total annual fees for all other Board and Board Committee roles will be paid on a retainer and attendance per meeting basis (based on a 40% retainer and 60% for the scheduled meetings during the year).”



	Current per annum Vat exclusive	Proposed per annum VAT exclusive	Increase %
Board			
Chairman (representing an all-inclusive fee for participation in all scheduled meetings of the Board and committees)	R2 763 867	R2 902 060	5.0%
Deputy Chairman (representing an all-inclusive fee for participation in all scheduled meetings of the Board and committees)	R1 446 900	R1 519 245	5.0%
South African resident member	R513 450	R539 123	5.0%
Non-South African resident member (representing an all-inclusive fee for membership and participation in scheduled meetings of the Board and committees)	€80 000	€84 000	5.0%
Audit Committee			
Chairman	R403 274	R423 438	5.0%
Member	R215 154	R225 912	5.0%
Risk Committee			
Chairman	R291 696	R306 281	5.0%
Member	R144 160	R151 368	5.0%
Social, Ethics and Sustainability Committee			
Chairman	R218 310	R229 226	5.0%
Member	R129 320	R135 786	5.0%
Remuneration Committee			
Chairman	R277 440	R291 312	5.0%
Member	R129 320	R135 786	5.0%
Nominations Committee			
Chairman	R207 130	R217 487	5.0%
Member	R129 320	R135 786	5.0%
Ad hoc meetings and other assignments			
South African resident members (including the Chairman and Deputy Chairman of the Board)			
Daily fee (if meeting exceeds four hours)	R31 164	R32 722	5.0%
Hourly fee	R5 300	R5 565	5.0%
Non-South African resident members			
Daily fee (if meeting exceeds four hours)	€3 007	€3 157	5.0%
Hourly fee	€511	€537	5.0%

Reason and effect

This resolution is required to comply with the requirements of sections 65(11)(h) and 66(9) of the Companies Act, which provide that a special resolution is required to authorise the basis for compensation to directors of a profit company.

An externally facilitated benchmarking exercise was performed in the 2023 financial year given the Company's significant growth in complexity, and increases in the non-executive directors' fees with effect from 1 March 2023 were approved at a Special General Meeting held on 8 September 2023 to align the fees to market.

Other than the fees relating to the Chairman and Deputy Chairman of the Board, the fee structure was also changed from a full retainer to comprise a retainer portion (comprising 40% of the total annual fees) and a per meeting fee for scheduled meetings (for the remainder 60% of the total annual fees).

The Chairman and Deputy Chairman of the Board continues to be remunerated on a full retainer basis, as they are required to attend and participate in all Board and committee meetings irrespective of whether they are members.

Considering the recent adjustment in the non-executive directors fees, the Board recommends an inflationary increase of 5% to the non-executive directors' fees with effect from 1 March 2024.

To transact such other business as may be transacted at an AGM

Record date

The record date set by the Board to determine which shareholders are entitled to:

- Receive this notice is Thursday, 14 December 2023 (the date on which a shareholder must be registered in the Company's securities register to receive this notice).
- Participate in, and vote at, the AGM is Friday, 9 February 2024. Accordingly, the last day to trade for a shareholder to be eligible to vote at the AGM is Tuesday, 6 February 2024.

Voting and proxies

Shareholders who have not dematerialised their shares or who have dematerialised their shares with own name registration are entitled to attend and vote at the AGM and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead at the AGM. The person so appointed need not be a shareholder.



Forms of proxy should be forwarded to reach the Company's transfer secretaries, JIS, P.O. Box 4844, Johannesburg, 2000, or meetfax@jseinvestorservices.co.za, by no later than 09:00 (South African Standard Time) on Monday, 19 February 2024. Thereafter, a form of proxy must be handed to the chairman of the AGM before the appointed proxy may exercise any rights of the shareholder at the AGM. Forms of proxy must only be completed by shareholders who have not dematerialised their shares or who have dematerialised shares with own name registration.

A form of proxy is attached.

Subject to the rights and other terms associated with any class of shares, on a poll, every shareholder present in person or represented by proxy shall have one vote for every share held in the Company by such shareholder.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with own name registration, should contact their CSDP or broker in the manner and time stipulated in their agreement:

- To furnish them with their voting instructions.
- Should they wish to attend the meeting, to obtain the necessary letter of authority to do so.

Identification

Section 63(1) of the Companies Act requires meeting participants to provide the person presiding over the meeting with satisfactory identification.

Electronic communication

1. The Company has secured the services of TMS to host the AGM on an interactive platform, in order to facilitate electronic participation and voting by shareholders. The online shareholder meeting guide contains detailed information in this regard and is attached to this notice.
2. All shareholders are entitled to attend and participate via the use of the electronic platform. Any shareholder (or a representative or proxy for a shareholder) who wishes to attend, participate in and/or vote at the AGM by way of electronic participation, must contact TMS at proxy@tmsmeetings.co.za or on 084 433 4836 or 081 711 4255 as soon as possible, and for administrative purposes, by no later than 09:00 (South African Standard Time) on Monday, 19 February 2024.

This is in order for TMS to arrange such participation for the shareholder and to provide the shareholder with the details as to how to access the AGM by means of electronic participation.

Shareholders may still register/apply to participate in and/or vote electronically at the AGM after this date, provided, however, that those shareholders are verified (as required in terms of section 63(1) of the Companies Act) and are registered at the commencement of the AGM.

Any person wishing to attend the AGM as an observer, must contact TMS on the details provided above to register to attend the meeting, by no later than 9:00 (South African Standard Time) on Monday, 19 February 2024. Such attendance may be allowed at the discretion of the Company Secretary of the Company.

3. Shareholders participating in the AGM by way of electronic communication may still appoint a proxy to vote on their behalf at the AGM.
4. The cost of electronic participation in the AGM is for the expense of the shareholder so participating and will be billed separately by the shareholder's own service provider.
5. Each shareholder by their participation in the AGM, acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the shareholder or anyone else. In particular, but not exclusively, each shareholder that participates in the AGM acknowledges that they will have no claim against the Company, the directors or any employees or representatives of the Company for any direct or indirect damages or for consequential damages or otherwise, arising from the use of the electronic services or any defect in them or from total or partial failure of the electronic services and connections linking the shareholder who participates or wishes to participate via the electronic services to the AGM. The Company does not and cannot guarantee there will not be a break in electronic communication.

By order of the Board

Shana Ashokumar
Company Secretary

14 December 2023