

THE SPAR GROUP LIMITED

NOTICE OF SPECIAL GENERAL MEETING

The SPAR Group Limited (the company), hereby gives notice to shareholders of the company (shareholders) that a special general meeting of the company (SGM) is scheduled to be held via electronic medium and in the company's boardroom, 22 Chancery Lane, Pinetown, Durban, South Africa, on Friday, 8 September 2023 at 12:00 noon (South African Standard Time) (subject to any cancellation, postponement or adjournment) to consider and if deemed appropriate, approve with or without modification, the special resolutions as set out in this notice of SGM (notice).

A hybrid SGM 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 SGM 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 SGM by electronic communication) or represented by proxy (which proxy is present in person or able to participate in the SGM by electronic communication).

The company has secured the services of The Meeting Specialist Proprietary Limited (TMS) to remotely host the SGM 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), will act as scrutineer for purposes of the SGM.

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 SGM.

Irrespective of whether a shareholder is attending the meeting in person at the registered office of the company or electronically, all shareholders are required to register to attend, participate in and vote at the SGM 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 to a regular website.

Shareholders will not be required to register to vote via the electronic platform at the SGM if their voting instructions/proxy forms have been submitted prior to the SGM.

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

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.

SPECIAL BUSINESS

Shareholders will be requested to consider and, if deemed fit, pass (with or without modification) the special resolutions contained below in this notice of SGM.

BACKGROUND

The company's non-executive directors have not been remunerated for their membership to the Board and Board Committees and their attendance of scheduled meetings of the Board and Committees since 1 March 2023. This is as a result of the special resolutions 2.1 and 2.2 setting out the proposed fees to non-executive directors not being passed by shareholders at the annual general meeting of the company (AGM) held on Tuesday, 14 February 2023, as the requisite number of votes were not received in favour of these resolutions. Based on feedback received from shareholders and / or investors in respect of their concerns regarding the non-executive directors' fees tabled at the AGM, the non-executive directors' fees (including the proposed fees payable to non-South African resident non-executive directors) were comprehensively and independently benchmarked against an industry-based peer group comprising direct and indirect competitors and other JSE-listed retail entities.

Based on the current environment and the increased responsibilities of the board of directors of the company (Board) and committees of the Board (Board Committees), as well as the benchmarking exercise conducted, the Board feels it necessary to align the non-executive directors' fees to market at the 62.5th percentile (the midpoint between the median and the upper quartile) and accordingly recommends the proposed fees, and revised structure payable to non-executive directors (excluding the Chairman of the Board) with effect from 1 March 2023 and to the Chairman of the Board with effect from 1 October 2023, as set out in this notice of SGM.

The Board further wishes to highlight the following information in respect of the fees tabled:

- The proposed fees payable to the Chairman of the Board, and Chairmen of all the Board Committees, as well as the fees for the members of the Audit Committee are proposed to increase significantly to align with the market, and for the reasons explained above.
- The actual fees paid to the previous Chairman of the Board for the year ended 30 September 2022 amounted to R2,734 million. The proposed fee payable for the current Chairman of the Board amounts to R2,764 million per annum (being a proposed real increase of 1.1%).
- No increase is proposed in respect of the fees payable to the Board member role (excluding the Chairman of the Board, the Lead Independent Director / Deputy Chairman of the Board and non-South African resident directors) as the current fee is largely aligned to the market.
- The introduction of a non-South African resident non-executive director's fee resolution payable to Mr Pedro da Silva for his role as member of the Board and Risk Committee, is proposed based on the independent benchmarking exercise conducted.
- Other than the aforementioned, the fees payable to non-executive directors for all other roles are proposed to be increased by an inflation factor of 6.0%.
- It is proposed that special resolutions 1.15 to 1.17 replace the special resolution 2.3 passed at the AGM for the ad hoc meetings' fees. This is to introduce an hourly rate for meetings under four hours in duration as well as fees payable to the non-South African resident directors.
- With the exception of the fees payable to the Chairman of the Board and the Lead Independent Director / Deputy Chairman of the Board as well as the fees for ad hoc meetings, a 40% retainer of the total annual fee is proposed for all Board and Board Committee roles and the balance of the total annual fee is allocated to the attendance and participation in scheduled meetings in the year. This is based on the preference indicated by some shareholders and / or investors during engagements with them, wherein the request was for Board remuneration to comprise an element of fixed and variable pay which is dependent on attendance.

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 each resolution at the SGM:

Special resolutions 1.1 to 1.17 – non-executive directors' fees

1.1. REMUNERATION OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board will not receive non-executive directors' fees for the period of 1 March 2023 until 30 September 2023 due to him occupying the role of Executive Chairman during this period. With effect from 1 October 2023, the fee payable to the Chairman of the Board (including membership and/or participation in scheduled meetings of the Board and all Board Committees) be increased by 56% from R147 437,50 per month (R1 769 250 per annum) to R230 322,25 per month (R2 763 867 per annum) excluding value added tax (VAT), if applicable.

1.2. REMUNERATION OF THE LEAD INDEPENDENT DIRECTOR/DEPUTY CHAIRMAN OF THE BOARD

With effect from 1 March 2023, the fee payable to the Lead Independent Director/Deputy Chairman of the Board (including membership and/or participation in scheduled meetings of the Board and all Board Committees) be increased by 6% from R113 750 per month (R1 365 000 per annum) to R120 575 per month (R1 446 900 per annum) excluding VAT (if applicable).

1.3. REMUNERATION OF NON-SOUTH AFRICAN RESIDENT NON-EXECUTIVE DIRECTORS

With effect from 1 March 2023, non-South African resident non-executive directors be paid a retainer and a fee for attendance per meeting for five scheduled meetings of the Board per annum and three scheduled meetings of the Board Committees per annum that they are members of, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
n/a	n/a	€80 000	€32 000	€6 000

1.4. REMUNERATION OF SOUTH AFRICAN RESIDENT NON-EXECUTIVE DIRECTORS

With effect from 1 March 2023, South African resident non-executive directors (excluding the Chairman of the Board and the Lead Independent Director/Deputy Chairman of the Board) be paid a retainer and a fee for attendance per meeting for the five scheduled meetings of the Board per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R513 450	0%	R513 450	R205 380	R61 614

1.5. REMUNERATION OF AUDIT COMMITTEE MEMBERS

With effect from 1 March 2023, the South African resident members of the Audit Committee (excluding the Chairman of the committee) be paid a retainer and a fee for attendance per meeting for the four scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R158 000	36%	R215 154	R86 062	R32 273

1.6. REMUNERATION OF RISK COMMITTEE MEMBERS

With effect from 1 March 2023, the South African resident members of the Risk Committee (excluding the Chairman of the committee) be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R136 000	6%	R144 160	R57 664	R28 832

1.7. REMUNERATION OF REMUNERATION COMMITTEE MEMBERS

With effect from 1 March 2023, the South African resident members of the Remuneration Committee (excluding the Chairman of the committee) be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R122 000	6%	R129 320	R51 728	R25 864

1.8. REMUNERATION OF NOMINATIONS COMMITTEE MEMBERS

With effect from 1 March 2023, the South African resident members of the Nominations Committee (excluding the Chairman of the committee) be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R122 000	6%	R129 320	R51 728	R25 864

1.9. REMUNERATION OF SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE MEMBERS

With effect from 1 March 2023, the South African resident members of the Social, Ethics and Sustainability Committee (excluding the Chairman of the committee) be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R122 000	6%	R129 320	R51 728	R25 864

1.10. REMUNERATION OF THE CHAIRMAN OF THE AUDIT COMMITTEE

With effect from 1 March 2023, the South African resident Chairman of the Audit Committee be paid a retainer and a fee for attendance per meeting for the four scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R328 000	23%	R403 274	R161 310	R60 491

1.11. REMUNERATION OF THE CHAIRMAN OF THE RISK COMMITTEE

With effect from 1 March 2023, the South African resident Chairman of the Risk Committee be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R193 000	51%	R291 696	R116 679	R58 339

1.12. REMUNERATION OF THE CHAIRMAN OF THE REMUNERATION COMMITTEE

With effect from 1 March 2023, the South African resident Chairman of the Remuneration Committee be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R188 000	48%	R277 440	R110 976	R55 488

1.13. REMUNERATION OF THE CHAIRMAN OF THE NOMINATIONS COMMITTEE

With effect from 1 March 2023, the South African resident Chairman of the Nominations Committee be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R188 000	10%	R207 130	R82 852	R41 426

1.14. REMUNERATION OF THE CHAIRMAN OF THE SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE

With effect from 1 March 2023, the South African resident Chairman of the Social, Ethics and Sustainability Committee be paid a retainer and a fee for attendance per meeting for the three scheduled meetings of the committee per annum, as follows:

2022 fees	Increase %	Proposed fees (VAT excl.)		
		Total Annual	Annual retainer	Per meeting
R188 000	16%	R218 310	R87 324	R43 662

1.15. REMUNERATION OF SOUTH AFRICAN RESIDENT NON-EXECUTIVE DIRECTORS FOR ATTENDANCE AND PARTICIPATION IN AD HOC MEETINGS AND/OR OTHER ASSIGNMENTS

With effect from 1 March 2023 (and to replace special resolution number 2.3 relating to the approval of non-executive directors' fees for ad hoc meetings passed at the AGM), South African resident non-executive directors (including the Lead Independent Director/Deputy Chairman of the Board) be paid R5 300 per hour (or a maximum fee of R31 164 if the meeting exceeds four hours) for their attendance and participation in ad hoc meetings of the Board and/or Board Committees and/or for other assignments at the request of the Board.

1.16. REMUNERATION OF THE CHAIRMAN OF THE BOARD FOR ATTENDANCE AND PARTICIPATION IN AD HOC MEETINGS AND/OR OTHER ASSIGNMENTS

With effect from 1 October 2023 (and to replace special resolution number 2.3 relating to the approval of non-executive directors' fees for ad hoc meetings passed at the AGM), the Chairman of the Board be paid R5 300 per hour (or a maximum fee of R31 164 if the meeting exceeds four hours) for attendance and participation in ad hoc meetings of the Board and/or Board Committees and/or for other assignments at the request of the Board.

1.17. REMUNERATION OF NON-SOUTH AFRICAN RESIDENT NON-EXECUTIVE DIRECTORS FOR ATTENDANCE AND PARTICIPATION IN AD HOC MEETINGS AND/OR OTHER ASSIGNMENTS

With effect from 1 March 2023 (and to replace special resolution number 2.3 relating to the approval of non-executive directors' fees for ad hoc meetings passed at the AGM), non-South African resident non-executive directors be paid €511 per hour (or a maximum fee of €3 007 if the meeting exceeds four hours) for their attendance and participation in ad hoc meetings of the Board and/or Board Committees and/or for other assignments at the request of the Board.

Reason and effect

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

Record date

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

- Receive this notice is Friday, 28 July 2023 (i.e., the date on which a shareholder must be registered in the company's securities register in order to receive this notice).
- Participate in, and vote at, the SGM is Friday, 1 September 2023. Accordingly, the last day to trade for a shareholder to be eligible to vote at the SGM is Tuesday, 29 August 2023.

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 SGM and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead at the SGM. 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@seinvestorservices.co.za, by no later than 12:00 noon (South African Standard Time) on Wednesday, 6 September 2023. Thereafter, a form of proxy must be handed to the Chairman of the SGM before the appointed proxy may exercise any rights of the shareholder at the SGM. 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 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 SGM 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 of SGM.
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 SGM 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 12:00 noon South African Standard Time on Wednesday, 6 September 2023.

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 SGM by means of electronic participation.

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

Any person wishing to attend the SGM as an observer, must contact TMS on the details provided above to register to attend the meeting, by no later than 12:00 noon (South African Standard Time) on Wednesday, 6 September 2023. Such attendance may be allowed at the discretion of the Company Secretary of the company.

3. Shareholders participating in the SGM by way of electronic communication may still appoint a proxy to vote on their behalf at the SGM.
4. The cost of electronic participation in the SGM 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 SGM, 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 SGM 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 SGM. 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

10 August 2023

FORM OF PROXY

The SPAR Group Ltd

Registration number: 1967/001572/06

JSE code: SPP

ISIN: ZAE000058517

(SPAR or the company)

For use by certificated and own name dematerialised SPAR shareholders (shareholders) at the SGM of the company to be held via electronic communication and in the company's boardroom, 22 Chancery Lane, Pinetown, Durban, South Africa on Friday, 8 September 2023 at 12:00 noon (South African Standard Time) for the purpose of conducting the following items of business:

I/We _____

of (address) _____

being the holder/s of _____ shares, appoint (see note 1)

1. _____ or failing him/her/it;

2. _____ or failing him/her/it;

3. the Chairman of the SGM

as my/our proxy to act for me/us on my/our behalf at the SGM, which will be held for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions:

		Insert an 'X' or the number of shares with which you wish to vote		
		For	Against	Abstain
SPECIAL BUSINESS				
1.	Non-executive directors' fees:			
1.1	Remuneration of the Chairman of the Board			
1.2	Remuneration of the Lead Independent Director/Deputy Chairman of the Board			
1.3	Remuneration of non-South African resident non-executive directors			
1.4	Remuneration of South African resident non-executive directors			
1.5	Remuneration of Audit Committee members			
1.6	Remuneration of Risk Committee members			
1.7	Remuneration of Remuneration Committee members			
1.8	Remuneration of Nominations Committee members			
1.9	Remuneration of Social, Ethics and Sustainability Committee members			
1.10	Remuneration of the Chairman of the Audit Committee			
1.11	Remuneration of the Chairman of the Risk Committee			
1.12	Remuneration of the Chairman of the Remuneration Committee			
1.13	Remuneration of the Chairman of the Nominations Committee			
1.14	Remuneration of the Chairman of the Social, Ethics and Sustainability Committee			
1.15	Remuneration of South African resident non-executive directors for attendance and participation in ad hoc meetings and/or other assignments			
1.16	Remuneration of the Chairman of the Board for attendance and participation in ad hoc meetings and/or other assignments			
1.17	Remuneration of non-South African resident non-executive directors for attendance and participation in ad hoc meetings and/or other assignments			

Signed at _____ on this _____ day of _____

Signature _____

Notes to the form of proxy

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

Completed forms of proxy must be received at the office of the company's transfer secretaries, JSE Investor Services Proprietary Limited, P.O. Box 4844, Johannesburg, 2000, or meetfax@jseinvestorservices.co.za, by no later than 12:00 noon (South African Standard Time) on Wednesday, 6 September 2023. Thereafter, a shareholder or his proxy must deliver the form of proxy to the Chairman of the SGM before the appointed proxy may exercise any rights of the shareholder at the SGM.

- 1) A member's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the SGM as he/she deems fit. A member may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A member who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the member's votes exercisable at the SGM.
- 2) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the company's share registrar or waived by the Chairman of the SGM.
- 3) Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
- 4) A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the company's transfer secretaries.
- 5) The Chairman of the SGM may accept any form of proxy that is completed other than in accordance with these notes if the Chairman of the SGM is satisfied as to the manner in which the member wishes to vote.

Summary of rights of shareholders

In terms of section 58 of the Act:

- A shareholder of a company may, at any time and in accordance with the provisions of section 58 of the 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
- Irrespective of the form of instrument used to appoint a proxy, 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
- A proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy
- Any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise
- If an appointment of a proxy is revocable, a 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
- 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 MOI, or the instrument appointing the proxy, provides otherwise
- If the instrument appointing a proxy has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice required in terms of the Act or such company's MOI to be delivered to a shareholder must be delivered by such company to:
 - The relevant shareholder, or
 - 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
- If a company issues an invitation to its shareholders to appoint 1 (one) or more persons named by the company as a proxy, or supplies a form of proxy instrument:
 - The invitation must be sent to every shareholder entitled to receive notice of the meeting at which the proxy is intended to be exercised
 - The invitation or form of proxy instrument supplied by the company must:
 - > Bear a reasonably prominent summary of the rights established in section 58 of the Act
 - > Contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder
 - > Provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting
- The company must not require that the proxy appointment be made irrevocable
- The proxy appointment remains valid only until the end of the meeting at which it was intended to be used

MEETING GUIDE FOR SHAREHOLDERS: HOW TO ACCESS THE VIRTUAL SGM

In order to electronically attend, participate and vote at the SGM, each shareholder must have an internet-enabled device (e.g. phone, laptop, or a desktop) capable of browsing to a regular website (in order to vote and participate).

- Closer to the SGM date or on the day of the virtual SGM, you will receive a link and a password to enter the virtual meeting room.
- Click on the link and you will be directed to the SGM platform.
- An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist Proprietary Limited (TMS) on proxy@tmsmeetings.co.za and who has successfully been validated to vote at the SGM.
- Guests will only be allowed to observe and listen to the proceedings of the SGM.

Navigating the meeting platform

- Shareholders who would like to pose questions, click on the Q&A icon on the bottom of your screen to ask your question.
- If you have a question on a particular resolution, type the resolution number, followed by your question and press enter or send.
- Alternatively, if you would like to address the meeting directly, please click on the raise your hand icon. Once the Chairman of the SGM has identified you, your microphone will be un-muted, and you will be able to address the meeting.

How to exercise your votes

- All shareholders or their representatives, who have requested to vote, would have received a link from Digital Cabinet TMS to either their phone number or email address.
- The voting will be available on all the resolutions when the Chairman of the SGM opens the SGM.
- Click on the vote now link and it will direct you to the voting platform.
- You will notice that the voting platform contains all the resolutions that have been published in the notice of SGM, with your votes automatically defaulted to 'Abstain'.
- Note that once you click submit, your votes cannot be retracted and revoted.
- You may vote on all the resolutions simultaneously by defaulting all your votes as either 'For' or 'Against' or keeping it as an 'Abstained' vote and then clicking on the submit button on the bottom of the electronic ballot form.
- You may also indicate your votes individually, per resolution, by selecting the relevant option ('For', 'Against' or 'Abstain'), on a resolution-by-resolution basis.
- Once you have voted on all the resolutions, scroll down to the bottom of the page and click 'submit'.
- You will receive a message on your screen confirming that your votes have been received.
- Once again, please ensure that you have selected the correct option on a resolution. Either, 'For' or 'Against' or 'Abstain' before clicking the submit button. You will be able to access both the meeting platform and the voting platform approximately 10 minutes prior to the commencement of the virtual SGM.