

onelogix GROUP



NOTICE OF ANNUAL
GENERAL MEETING
2016



MOVING
FORWARD
TOGETHER

Notice of annual general meeting

for the year ended 31 May 2016

OneLogix Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 1998/004519/06)

JSE share code: OLG ISIN: ZAE000026399

("OneLogix" or "the company")

Notice is hereby given that the annual general meeting of shareholders of OneLogix will be held at the offices of the company at 46 Tulbagh Road, Pomona, Kempton Park, Gauteng on Thursday, 24 November 2016 at 10:00 for the following purposes:

- To consider and adopt the annual consolidated financial statements for the year ended 31 May 2016, together with the directors' report, the Audit and Risk Committee report and the Social and Ethics Committee report;
- To transact such other business as may be transacted at an annual general meeting of a company including the reappointment of the auditors, the members of the Audit and Risk Committee and re-election of retiring directors; and
- To consider and, if deemed fit, to pass, with or without modification, the special and ordinary resolutions set out below, in the manner required by the South African Companies Act, 71 of 2008, as amended ("Companies Act"):

1.1 Special resolution number 1: Share repurchases

"Resolved that the directors be authorised *inter alia* to the company's Memorandum of Incorporation and in terms of sections 46 and 48 of the Companies Act, until this authority lapses at the next annual general meeting of the company, unless it is then renewed at the next annual general meeting of the company and provided that this authority shall not extend beyond 15 months from the date of passing this special resolution, for the company or any subsidiary of the company to acquire shares of the company, subject to the Listings Requirements of the JSE Limited ("JSE") on the following bases:

1. repurchases of shares must be effected through the order book operated by the JSE trading system, and done without any prior arrangement between the company and the counterparty;
2. at any point in time the company may only appoint one agent to effect repurchases on its behalf;
3. the company (or any subsidiary) must be authorised thereto by its Memorandum of Incorporation to do so;
4. the number of shares which may be acquired pursuant to this authority in any financial year (which commenced 1 June 2016) may not in the aggregate exceed 20% (twenty percent), or 10% (ten percent) where the acquisition is effected by a subsidiary, of the company's share capital as at the date of this notice of annual general meeting;
5. repurchases of shares may not be made at a price more than 10% (ten percent) above the weighted average of the market value on the JSE of the shares in question for the five business days immediately preceding the repurchase;
6. repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the Listings Requirements of the JSE), unless a repurchase programme (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) is in place and has been submitted to the JSE in writing; and
7. after the company has acquired shares which constitute, on a cumulative basis, 3% (three percent) of the number of shares in issue (at the time that authority from shareholders for the repurchase is granted), the company shall publish an announcement to such effect, or any other announcements that may be required in such regard in terms of the Listings Requirements of the JSE which may be applicable from time to time.

In accordance with the Listings Requirements of the JSE, the directors record that:

Although there is no immediate intention to effect a repurchase of securities of the company, the directors would utilise the general authority to repurchase securities as and when suitable opportunities present themselves, which opportunities may require expeditious and immediate action.

The directors undertake that, after considering the maximum number of securities which may be repurchased and the price at which the repurchases may take place pursuant to the repurchase general authority, for a period of 12 months after the date of notice of this annual general meeting:

- the company and the group will be able in the ordinary course of business to pay their debts;
- the consolidated assets of the company and of the group fairly valued in accordance with International Financial Reporting Standards, will exceed the consolidated liabilities of the company and of the group after the repurchase; and
- the working capital, share capital and reserves of the company and of the group will be adequate for the purposes of the business of the company and its subsidiaries.

The following additional information, some of which may appear elsewhere in the integrated annual report, is provided in terms of paragraph 11.26 of the Listings Requirements of the JSE for purposes of this general authority:

- Major shareholders – page 109 of the 2016 integrated annual report
- Share capital of the company – page 90 of the 2016 integrated annual report

Directors' responsibility statement

The directors, whose names appear on pages 12 and 13 of the 2016 integrated annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all information required in terms of the Listings Requirements of the JSE.

Material changes

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the affairs or financial position of the company and its subsidiaries since the date of signature of the audit report for the year ended 31 May 2016 and up to the date of this notice.

In order for special resolution number 1 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

Reason for and effect of special resolution 1

The reason for special resolution 1 is to afford the directors of the company or a subsidiary of the company general authority to effect a repurchase of the company's shares on the JSE. The effect of the resolution will be that the directors will have the authority, subject to the Listings Requirements of the JSE, to effect acquisitions of the company's shares on the JSE.

1.2 Special resolution number 2: Non-executive directors' remuneration

"Resolved that the remuneration of the non-executive directors for a period of two years from the passing of this resolution or until its renewal, whichever is the earlier, as set out hereunder, be and is hereby confirmed and approved:

- Board Chairman: R46 851 per meeting attended;
- Non-executive directors: R13 176 per meeting attended;
- Audit and Risk Committee Chairman: R31 610 per meeting attended;
- Audit and Risk Committee members: R20 797 per meeting attended;
- Remuneration Committee members: R13 176 per meeting attended; and
- Social and Ethics Committee members: R13 176 per meeting attended."

In order for special resolution number 2 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required.

Reason for and effect of special resolution 2

The reason for and effect of special resolution number 2 is to obtain pre-approval of shareholders for remuneration payable to non-executive directors in terms of section 66 of the Companies Act for a period of two years or until its renewal, whichever is the earlier.

1.3 Special resolution number 3: Financial assistance to group inter-related companies

"Resolved that, to the extent required by the Companies Act, the board of directors of the company may, subject to compliance with the requirements of the company's Memorandum of Incorporation, the Companies Act and the Listings Requirements of the JSE, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance, as contemplated in section 45 of the Companies Act by way of loans, guarantees, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the company for any purpose or in connection with any matter, such authority to endure until the next annual general meeting provided that such authority shall not extend beyond two years, and further provided that in as much as the company's provision of financial assistance to its subsidiaries will at any and all times be in excess of one-tenth of 1% of the company's net worth, the company hereby provides notice to its shareholders of that fact."

Notice in terms of section 45(5) of the Companies Act in respect of special resolution number 3

Notice is hereby given to shareholders of the company in terms of section 45(5) of the Companies Act of a resolution adopted by the board authorising the company to provide such direct or indirect financial assistance as specified in the special resolution above.

1. By the time that this notice of annual general meeting is delivered to shareholders of the company, the board will have adopted a resolution ("section 45 board resolution") authorizing the company to provide, at any time and from time to time during the period of 2 years commencing on the date on which the special resolution is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any 1 or more related or inter-related companies or corporations of the company and/or to any one or more persons related to any such company or corporation.
2. The section 45 board resolution will be effective only if and to the extent that the special resolution under the heading "special resolution number 3" is adopted by the shareholders of the company, and the provision of any such direct or indirect financial assistance by the company, pursuant to such resolution, will always be subject to the board being satisfied that (i) immediately after providing such financial assistance, the company will satisfy the solvency and liquidity test referred to in section 45(3)(b)(ii) of the Companies Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the company as referred to in section 45(3)(b)(ii) of the Companies Act; and
3. In as much as the section 45 board resolution contemplates that such financial assistance will in the aggregate exceed one-tenth of 1% (one percent) of the company's net worth at the date of adoption of such resolution, the company hereby provides notice of section 45 board resolution to shareholders of the company.

In order for special resolution number 3 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required.

Reason for and effect of special resolution number 3

The company, when the need arises, provides loans and guarantees loans or other obligations of its subsidiaries. The company would like the ability to continue to provide such financial assistance and, if necessary, also in other circumstances, in accordance with section 45 of the Companies Act. This authority is necessary for the company to provide financial assistance in appropriate circumstances. Under the Companies Act, the company will, however, require the special resolution referred to above to be adopted, provided that the board of directors of the company be satisfied that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company and, immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test contemplated in the Companies Act. In the circumstances and in order to, *inter alia*, ensure that the company's directors, subsidiaries and other

Notice of annual general meeting (continued)

for the year ended 31 May 2016

related and inter-related companies and corporations have access to financing and/or financial backing from the company (as opposes to banks), it is necessary to obtain the approval of shareholders, as set out in special resolution number 3. Therefore, the reason for, and effect of, special resolution number 3 is to permit the company to provide direct or indirect financial assistance (within the meaning attributed to that term in section 45 of the Companies Act) to the entities referred to in special resolution number 3 above and persons.

1.4 Ordinary resolution number 1: General authority to issue shares for cash

"Resolved that the directors be authorised pursuant *inter alia* to the company's Memorandum of Incorporation and subject to the provisions of the Companies Act and the Listings Requirements of the JSE, until this authority lapses which shall be at the next annual general meeting of the company or 15 months from the date hereof, whichever is the earlier, to allot and issue ordinary shares of the company for cash on the following bases:

1. the allotment and issue of the shares must be made to persons qualifying as public shareholders and not to related parties as defined in the Listings Requirements of the JSE;
2. the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;
3. the aggregate number of shares which may be issued for cash in terms of this authority shall not exceed 28 992 318, being 10% (ten percent) of the company's issued share capital as at the date of notice of this annual general meeting. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 28 992 318 shares the company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
4. the maximum discount at which ordinary shares may be issued is 10% (ten percent) of the weighted average traded price on the JSE of those shares over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the shares; and
5. after the company has issued shares for cash which represent, on a cumulative basis within a financial year that this authority is valid, 3% (three percent) or more of the number of shares in issue prior to that issue, the company shall publish an announcement containing full details of the issue (including the number of shares issued, the average discount to the weighted average trade price of the shares over the 30 days prior to the date that the price of the issue is agreed in writing and on explanation, including supporting documentation (if any), of the intended use of the funds."

In order for ordinary resolution number 1 to be adopted and in terms of the Listings Requirements of the JSE the support of at least 75% of the total number of votes exercisable by shareholders, present or in person by proxy, is required to pass this resolution.

1.5 Ordinary resolution number 2: Unissued ordinary shares

"Resolved that, in addition to the number of shares which may be issued for cash in terms of ordinary resolution number 1, and as a separate authority, the authorised and unissued ordinary share capital of the company be and is hereby placed under the control of the directors of the company which directors are, subject to the Listings Requirements of the JSE and the provisions of the Companies Act, as amended, authorised to allot and issue or otherwise dispose of any of such shares at such time or times, to such person or persons, company or companies and upon such terms and conditions as they may determine, such authority to remain in force until the next annual general meeting of the company, provided that the number of shares which may be allocated and issued under this authority does not exceed 10% (ten percent) of the company's issued share capital as at the date of this notice of annual general meeting, and such allotment issue or disposal is subject to a maximum discount of 10% (ten percent) of the weighted average traded on the JSE over the 10 business days prior to the date the price is agreed between the company and the party subscribing for shares."

In order for ordinary resolution number 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

1.6 Ordinary resolution number 3: Approval of the remuneration policy

"Resolved that the remuneration policy of the company as set out on pages and 60 of the 2016 integrated report, be and is hereby approved by way of a non-binding advisory vote."

In order for ordinary resolution number 3 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

1.7 Ordinary resolution number 4: Re-election of LJ Sennelo as a director of the company

"Resolved that LJ Sennelo be re-elected as a director of the Company."

In order for ordinary resolution number 4 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

A brief *curriculum vitae* is set out below:

Lesego J Sennelo (38)

BCompt, BCom Hons (Accounting), CA(SA)

Lesego is presently Managing Director of AWCA Investment Holdings Limited. Prior to this she served as a Finance Transformation Manager in the GCFO's office of PRASA. She also serves as a non-executive director on the board of Sasfin Holdings and is a board member of the South African Institute of Chartered Accountants ("SAICA").

The remuneration committee has considered and is satisfied with the past performance of and the contribution made to the company by LJ Sennelo, and recommends that the director be re-elected as a director of the company.

1.8 Ordinary resolution number 5: Re-election of SM Pityana as a director of the company

"Resolved that SM Pityana be re-elected as a director of the company."

In order for ordinary resolution number 5 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

A brief *curriculum vitae* is set out below:

Sipho M Pityana (57)

Chairman

BA (Hons), MSc, DTech (Honoris)

Sipho is executive chairman of Izingwe Capital (Pty) Ltd as well as chairman of AngloGold Ashanti and Munich Reinsurance of Africa. He has previously served on the boards of Afrox, Spescom, Bytes Technology Group, Scaw Metals and Old Mutual Leadership Group. Sipho is also a former executive director of Nedcor Investment Bank.

Sipho was the first Director-General of the Department of Labour in a democratic South Africa. Subsequently as the Foreign Affairs Director-General, he represented South Africa in various international forums including the UN, AU, Commonwealth and ILO. He was also a founding member of the governing body for the CCMA and convener of the SA government delegation to Nedlac.

The remuneration committee has considered and is satisfied with the past performance of and the contribution made to the company by SM Pityana, and recommends that the director be re-elected as a director of the company.

1.9 Ordinary resolution number 6: Re-appointment of members of the Audit and Risk Committee

"Resolved that the following be and hereby are re-appointed as members of the Audit and Risk Committee, each by way of a separate vote:

6.1 AJ Grant;

6.2 LJ Sennelo; and

6.3 B Mathews."

A brief *curriculum vitae* in respect of each committee member (all being non-executive independent directors) is set out below:

Alec J Grant (67)

Lead independent director

BCom, FCIS, CAIB, MBL

Alec has 35 years' experience in banking and has held a senior executive position in the Barclays Group. Formerly he was also CEO and executive director of CorpCapital Bank after starting Fulcrum Bank.

Lesego J Sennelo (38)

Please see ordinary resolution number 4 on the previous page for brief *curriculum vitae*.

Bridgitte Mathews (47)

CA(SA), HDip Tax

A self-employed consultant, Bridgitte provides financial and tax consulting services to clients in various industries and also acts as a facilitator, providing training in the risk, governance and banking sectors. She serves as an independent non-executive director of Suidwes Agriculture Group (RF) (Pty) Ltd and Agrinet (Pty) Ltd, and as the Chair of the audit and risk and IT committee; PSG Group Limited and PSG Financial Services Limited, where she also serves as a member of the audit and risk committee, Deputy Chair of ATKV NPC and Chair of the Board of Trustees of Redefine Empowerment Trust and is a member of the African Women Chartered Accountants and the Institute of Directors ("IOD").

In order for ordinary resolution numbers 6.1, 6.2 and 6.3 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass the resolutions.

1.10 Ordinary resolution number 7: Re-appointment of auditors

"Resolved that PricewaterhouseCoopers Inc. be and is hereby reappointed as auditors of the company."

In order for ordinary resolution number 7 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass the resolutions.

1.11 Ordinary resolution number 8: Signature of documentation

"Resolved that any director or the Company Secretary of the company be and is hereby authorised to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of the special resolutions and the ordinary resolution which are passed by the members in accordance with and subject to the terms thereof.

In order for ordinary resolution number 8 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

Voting and proxies

A shareholder of the company entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, vote and speak in his/her stead.

Notice of annual general meeting (continued)

for the year ended 31 May 2016

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the company present in person or represented by proxy shall have one vote for every share held in the company by such shareholder.

A form of proxy is attached for the convenience of any shareholder holding OneLogix shares who cannot attend the annual general meeting. Forms of proxy may also be obtained on request from the company's registered office. The completed forms of proxy must be deposited at or posted to the office of the transfer secretaries of the company, Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received at least 48 hours prior to the meeting. Alternatively, the form of proxy may be handed to the Chairman of the annual general meeting at the annual general meeting prior to the commencement of the annual general meeting. Any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the member subsequently decide to do so.

Shareholders who have already dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker rather than through own-name registration, and who wish to attend the annual general meeting must instruct their CSDP or broker to issue them with the necessary authority to attend.

Dematerialised shareholders, who have elected own-name registration in the sub-register through a CSDP and who are unable to attend but wish to vote at the annual general meeting, should complete and lodge the attached form of proxy with the transfer secretaries of the company.

Dematerialised shareholders, who have not elected own-name registration in the sub-register through a CSDP and who are unable to attend but wish to vote at the annual general meeting, should timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between the shareholder and his CSDP or broker.

Important dates to note in respect of this notice:

- Last day to trade in order to be eligible to participate in and vote at the annual general meeting Tuesday, 15 November 2016
- Record date for voting purposes ("voting record date") Friday, 18 November 2016
- Last day to lodge forms of proxy by 10:00 on Tuesday, 22 November 2016
- Annual general meeting held at 10:00 on Thursday, 24 November 2016

Electronic participation

Shareholders or their proxies may participate in the meeting by way of telephone conference call. Shareholders or their proxies who wish to participate in the annual general meeting via the teleconference facility will be required to advise the company thereof by no later than 48 hours prior to the annual general meeting by submitting, by email to company secretary at Nthabiseng.tlhapane@computershare.co.za or fax to +27 11 370 5271, for the attention of Nthabiseng Tlhapane, relevant contact details including email address, cellular number and landline, as well as full details of the shareholder's title to the shares issued by the company and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shareholders), and (in the case of dematerialised shareholders) written confirmation from the shareholder's CSDP confirming the shareholder's title to the dematerialised shares. Upon receipt of the required information, the shareholder's concerned will be provided with a secure code and instructions to access the electronic communication during the annual general meeting.

Shareholders who wish to participate in the annual general meeting by way of telephone conference call must note that they will not be able to vote during the annual general meeting. Such shareholders, should they wish to have their vote counted at the annual general meeting, must, to the extent applicable, (i) complete the form of proxy; or (ii) contact their CSDP or broker, in both instances, as set out above.

By order of the board



CIS Company Secretaries Proprietary Limited

Company Secretary

20 August 2016

Registered address

46 Tullbagh Road
Pomona
Kempton Park
1620

Postnet Suite 10
Private Bag X27
Kempton Park
1620

Transfer Secretaries

Computershare Investor Services Proprietary Limited
70 Marshall Street
Johannesburg

PO Box 61051
Marshalltown
2107

Form of Proxy

OneLogix Group Limited

(Incorporated in the Republic of South Africa)
 Registration number 1998/004519/06
 JSE share code: OLG ISIN: ZAE000026399
 ("OneLogix" or "the company")

For use by the holders of the company's certificated ordinary shares ("certified shareholders") and/or dematerialised ordinary shares held through a Central Securities Depository Participant ("CSDP") or broker who have selected own-name registration ("own-name dematerialised shareholders") at the annual general meeting of the company to be held at 10:00 on Thursday, 24 November 2016, or at any adjournment thereof if required. Additional forms of proxy are available from the transfer secretaries of the company.

Not for use by holders of the company's dematerialised ordinary shares who have not selected own-name registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the annual general meeting and request that they be issued with the necessary authorisation to do so or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the annual general meeting in order for the CSDP or broker to vote in accordance with their instructions at the annual general meeting.

I/We _____ (name in block letters)

of _____ (address)

being the registered holder of _____ ordinary shares in the capital of the company, hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairperson of the meeting

as my/our proxy to act for me/us on my/our behalf at the annual general meeting, or any adjournment thereof, which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions as detailed in the notice of annual general meeting, and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

	Number of votes		
	In favour of	Against	Abstain
To pass special resolutions:			
1. To effect share repurchases			
2. To approve non-executive directors' remuneration 2016/2017			
3. To approve the provision of financial assistance to group inter-related companies			
To pass ordinary resolutions:			
1. General authority to issue shares for cash			
2. To place the unissued shares under the control of the directors			
3. To approve the remuneration policy			
4. To re-elect LJ Sennelo as a director of the company			
5. To re-elect SM Pityana as a director of the company			
6. To re-appoint the members of the Audit and Risk Committee			
6.1 AJ Grant			
6.2 LJ Sennelo			
6.3 B Mathews			
7. To re-appoint PricewaterhouseCoopers Inc. as auditors of the company			
8. To authorise the signature of documentation			

(Indicate instructions to proxy in the spaces provided above.)

Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed this _____ day of _____

2016

Signature _____

Assisted by (if applicable) _____

Please read the notes on the reverse

Notes to the Form of Proxy

1. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that shareholder at the annual general meeting.
2. Shareholder(s) that are certificated or own-name dematerialised shareholders may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the chairperson of the meeting", but any such deletion must be initialled by the shareholder(s). The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is named on a lodged form of proxy the chairperson shall be deemed to be appointed as the proxy.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the chairperson, to vote or abstain from voting as deemed fit and in the case of the chairperson to vote in favour of the resolution.
4. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the shareholder.
5. Forms of proxy must be lodged at or posted to Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received no later than 48 hours prior to the meeting. Alternatively, the form of proxy may be handed to the Chairperson of the annual general meeting at the annual general meeting at any time prior to the commencement of the annual general meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
7. The chairperson of the annual general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairperson is satisfied as to the manner in which the shareholder concerned wishes to vote.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or Computershare Investor Services Proprietary Limited or waived by the chairperson of the annual general meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare Investor Services Proprietary Limited.
11. Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign this form of proxy.
12. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act as required in terms of that section.

Corporate information

Directors

SM Pityana (Chairman)**[†], NJ Bester
GM Glass (FD), AJ Grant**[†]
IK Lourens (CEO), B Mathews**[†]
CV McCulloch (COO), KB Schoeman*[†]
LJ Sennelo**[†]

* *Non-executive* [†] *Independent*

Registered office

46 Tulbagh Road
Pomona
Kempton Park

PostNet Suite 10
Private Bag X27
Kempton Park
1620

Company secretary

CIS Company Secretaries (Pty) Ltd
70 Marshall Street
Johannesburg
2001

PO Box 61673, Marshalltown, 2107

Transfer secretaries

Computershare Investor Services (Pty) Ltd
Ground Floor
70 Marshall Street
Johannesburg
2001

PO Box 61051, Marshalltown, 2107

Sponsor

JAVACAPITAL