

# Notice of annual general meeting



**DENE B INVESTMENTS LIMITED**  
Registration number 2013/091290/06  
(Incorporated in the Republic of South Africa)  
JSE share code: DNB ISIN: ZAE000197398  
("Deneb" or "the Company")

## NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 MARCH 2018

Notice is hereby given that the annual general meeting of the Company will be held on Monday 22 October 2018 at 09:00 at the offices of Hosken Consolidated Investments Limited, Suite 801, 76 Regent Road, Sea Point, 8005. Registration will start at 08:30.

This document is available in English only. The proceedings at the meeting will be conducted in English.

### General instructions and information

The board of directors of the Company ("the board") determined, in accordance with section 59 of the Companies Act, 71 of 2008, as amended ("Act"), that the record date for the purpose of determining when persons must be recorded as shareholders in the securities register of the Company in order to be entitled to receive notice of the annual general meeting is Friday, 20 July 2018. The board determined that the record date for purposes of determining which shareholders of the Company are entitled to participate in and vote at the annual general meeting is Friday, 12 October 2018, with the last day to trade Tuesday, 9 October 2018. Accordingly, only shareholders who are registered in the securities register of the Company on Friday, 12 October 2018 will be entitled to participate in and vote at the annual general meeting.

All shareholders are encouraged to attend, speak and vote at the annual general meeting and are entitled to appoint a proxy to attend, speak and vote at the meeting in place of the shareholder. The proxy duly appointed to act on behalf of a shareholder, need not also be a shareholder of the Company. In order to facilitate proceedings at the annual general meeting, shareholders intending to appoint a proxy are requested to do so as soon as is reasonably practical.

If you hold certificated shares (i.e. you have not dematerialised your shares in the Company) or are registered as an "own name" dematerialised shareholder (i.e. you have specifically instructed your Central Securities Depository Participant ("CSDP") to hold your shares in your own name on the Company's sub-register), then:

- you may attend and vote at the annual general meeting, alternatively;
- you may appoint one or more proxies (who need not be shareholders of the Company) to represent you at the annual general meeting by completing the attached form of proxy and returning it to the office of the transfer secretaries (Computershare Investor Services Proprietary Limited, 15 Biermann Avenue, Rosebank, 2196; PO Box 61051, Marshalltown, 2017) to be received by no later than 09:00 on 19 October 2018 for administrative purposes, or delivering such form by hand thereafter to the Company Secretary, before the proxy exercises any rights of the shareholder at the meeting; and/or
- you may participate in the annual general meeting by way of electronic participation as stipulated in this notice.

Please note that the Company intends to make provision for shareholders of the Company, or their proxies, to participate in the annual general meeting by way of video conference in Durban. Should you wish to participate in the annual general meeting by way of video conference as aforesaid, you are required to give notice of such proposed participation to the Company at its registered office or at the office of the transfer secretaries by no later than 09:00 on Wednesday, 17 October 2018. In order for the notice to be valid, it must be accompanied by the following:

- if the shareholder is an individual, a certified copy of his identity document and/or passport;
- if the shareholder is not an individual, a certified copy of the resolution adopted by the relevant entity authorising the representative to represent the shareholder at the annual general meeting and a certified copy of the authorised representative's identity document and/or passport; and

- a valid e-mail address and/or facsimile number for the purpose of receiving details of the video conference facility that will be made available.

Upon receipt of the aforesaid notice and documents, the Company shall use its reasonable endeavours to notify you of the relevant details of the video conference facilities available in Durban at which you can participate in the annual general meeting by way of electronic communication.

Please note that if you own dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE Limited ("JSE")'s electronic settlement system, Share Transactions Totally Electronic ("STRATE")) held through a CSDP or broker (or their nominee) and are not registered as an "own name dematerialised shareholder", then you are not a registered shareholder of the Company – your CSDP or broker (or their nominee) would be. Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to participate in the annual general meeting (either being physically present at the meeting or by way of electronic participation), you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by your CSDP or broker, as the case may be.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do so by the person on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the office of the Company's transfer secretaries (Computershare Investor Services (Pty) Limited, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2017) to be received by 09:00 on 19 October 2018 for administrative purposes, or delivering

such form by hand thereafter to the Company Secretary, before the proxy exercises any rights of the shareholder at the meeting. In order to facilitate proceedings at the annual general meeting, shareholders intending to appoint a proxy are requested to do so as soon as is reasonably practical.

In accordance with section 63(1) of the Act, participants at the annual general meeting will be required to provide proof of identification to the reasonable satisfaction of the chairperson of the annual general meeting and must accordingly provide a copy of their identity document, passport or driver's licence at the annual general meeting for verification.

Shareholders of the Company that are companies, that wish to participate in the annual general meeting, may authorise any person to act as its representative at the annual general meeting.

#### **Voting at the annual general meeting**

On a show of hands, every shareholder present in person (or by way of electronic participation) or represented by proxy at the annual general and entitled to vote, shall have only one vote irrespective of the number of shares such shareholder holds. On a poll, shareholders present in person (or by way of electronic participation) or represented by proxy at the annual general and entitled to vote, shall be entitled to 1 vote per ordinary share held by such shareholder.

Unless otherwise specifically provided in this notice of annual general meeting, for any of the ordinary resolutions to be adopted, 50% of the voting rights plus one vote exercised on each such ordinary resolution must be exercised in favour thereof. For any special resolutions to be adopted, at least 75% of the voting rights exercised on each special resolution must be exercised in favour thereof.

#### **Details of directors, shareholders, share capital and analysis of shareholders, no-change statement and directors' responsibility statement**

The integrated annual report of which this notice of annual general meeting forms part, provides details of:

- the directors and management of the Company, including brief CVs of the directors nominated for re-election, on pages 8 to 10;
- the major shareholders of the Company on page 119;
- the directors' interests in securities on page 118; and
- the share capital of the Company in (note 18) and an Analysis of Shareholders on page 118.

# Notice of annual general meeting (continued)

## No-change statement

Other than the facts and developments reported on in the integrated annual report, there have been no material changes to the financial or trading position of the Company and its subsidiaries (“the Group”), nor are there any legal or arbitration proceedings that may materially affect the financial position of the Group between the signature date of the audit report and the date of this notice.

## Director’s responsibility statement

The directors, whose names appear on pages 8 to 10 of the integrated annual report, collectively and individually, accept full responsibility for the accuracy of the information given in this notice and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement in this notice false or misleading, and that all reasonable inquiries to ascertain such facts have been made and that the annual report and this notice of annual general meeting contains all information required by the Listings Requirements of the JSE (“JSE Listings Requirements”).

## Purpose of annual general meeting

The purpose of the annual general meeting is to transact the business set out in the agenda below, and to consider and, if approved, to pass with or without modification, the following ordinary and special resolutions, in the manner required by the Company’s memorandum of incorporation (“MOI”) and the Act, as read with the JSE Listings Requirements.

## Agenda

### 1. Presentation of the Audited Annual Financial Statements of the Company, including the reports of the directors, external auditors and the audit committee, for the year ended 31 March 2018

In terms of the Act, the audited annual financial statements of the Company (including the reports of the directors and the audit committee) for the year ended 31 March 2018 as approved by the board of directors will be presented to the shareholders of the Company.

The audited annual financial statements of the Group is set out on pages 44 to 117 of the integrated annual report, of which this notice of annual general meeting forms part. The audited annual financial statements are also available on Deneb’s website at [www.deneb.co.za](http://www.deneb.co.za). Alternatively, shareholders of the Company may request and obtain a copy of the complete annual financial statements of the Group in person, at no charge, at the registered office of Deneb (5th Floor, Deneb House, Cnr Main and Browning Roads, Observatory, Cape Town, 7460) during office hours.

### 2. Presentation of social and ethics committee report

In accordance with Regulation 43 of the Companies Regulations, 2011, the Company’s social and ethics committee report for the financial year ended 31 March 2018, prepared and approved by the Company’s social and ethics committee and set out on pages 18 to 22 of the integrated annual report, of which this notice of annual general meeting forms part, will be presented to the shareholders of the Company. Any specific questions to the social and ethics committee may be sent to the Company Secretary prior to the annual general meeting.

### 3. Ordinary resolution number 1 (1.1 to 1.2): Retirement and re-election of directors

#### 3.1 Ordinary resolution number 1.1: Re-election of Mr M H Ahmed as director

*“Resolved that Mr M H Ahmed be and is hereby re-elected as a director of the Company.”*

#### 3.2 Ordinary resolution number 1.2: Re-election of Mr J A Copelyn as director

*“Resolved that Mr J A Copelyn be and is hereby re-elected as a director of the Company.”*

#### Explanatory note

Mr M H Ahmed and Mr J A Copelyn retire as directors in accordance with the Company’s MOI but, being eligible, each offer themselves for re-election as directors of the Company.

The board has considered the proposed re-election of Mr M H Ahmed and Mr J A Copelyn and recommends that they be re-elected as directors of the Company.

Brief CVs of the abovementioned directors are on pages 9 and 10 of the integrated report, of which this notice of annual general meeting forms part.

The reason for ordinary resolution numbers 1.1 to 1.2 is to propose the re-election of Mr M H Ahmed and Mr J A Copelyn who have retired as directors in accordance with the Company’s MOI. These elections will be conducted by a series of separate votes in respect of each candidate.

Accordingly, the shareholders are requested to consider and if deemed fit, to re-elect Mr M H Ahmed and Mr J A Copelyn by way of passing the ordinary resolutions set out above.

4. **Ordinary resolution number 2: Re-appointment of auditor**

*“Resolved that PricewaterhouseCoopers Inc and Mr A Hugo, as designated auditor, is hereby appointed as the auditor to the Company for the ensuing year.”*

**Explanatory note**

In terms of the Act, the Company, being a public company, must have its financial results audited and such auditor of the Company must each year at the Company’s annual general meeting be appointed or re-appointed, as the case may be, as an external auditor. The Company’s current external auditor is PricewaterhouseCoopers Inc, which has indicated that Mr A Hugo, who is a director of the firm and a registered auditor and accredited with the JSE in accordance with the JSE Listings Requirements, will undertake the audit.

The Company’s audit committee has recommended that PricewaterhouseCoopers Inc be re-appointed as the auditors of the Company, for the ensuing year and to note that the individual registered auditor who will undertake the audit during the financial year ending 31 March 2019 is Mr A Hugo.

5. **Ordinary resolution number 3 (3.1 to 3.3): Re-appointment of audit committee**

5.1 Ordinary resolution number 3.1: *Re-election of Mr M H Ahmed as member of the audit committee*

*“Resolved that Mr M H Ahmed be and is hereby re-appointed to the audit committee of the Company.”*

5.2 Ordinary resolution number 3.2: *Re-election of Ms N B Jappie as member of the audit committee*

*“Resolved that Ms N B Jappie be and is hereby re-appointed to the audit committee of the Company.”*

5.3 Ordinary resolution number 3.3: *Re-election of Ms R D Watson as member of the audit committee*

*“Resolved that Ms R D Watson be and is hereby re-appointed to the audit committee of the Company.”*

**Explanatory note**

In terms of the Act, at each annual general meeting an audit committee comprising at least three members must be elected. It is proposed that the following independent non-executive

directors be re-elected as members of the audit committee for the ensuing year. The board has considered the proposed re-appointment of Mr M H Ahmed, Ms N B Jappie and Ms R D Watson and recommends that they be re-appointed to the audit committee. The appointment of each member of the audit committee will be voted on separately.

The appointment of Mr M H Ahmed to the audit committee is subject to the approval of resolution number 1.1.

Brief CVs of the members are on page 10 of the integrated annual report, of which this notice of annual general meeting forms part.

6. **Ordinary resolution number 4: General authority over authorised but unissued shares**

*“Resolved that, as required by the Company’s MOI and subject to the provisions of the Act and the JSE Listings Requirements, the authorised but unissued shares in the Company be and are hereby placed under the control of the directors, subject to the provisions of the Act, the MOI and the JSE Listings Requirements, as presently constituted and which may be amended from time to time, and provided that such authority may not, in the aggregate, in any one financial year, exceed 5%, being 21 566 867 ordinary shares, of the aggregate number of shares of the relevant class of shares in issue (excluding treasury shares), and such authority to endure until the next annual general meeting of the Company (whereupon this authority shall lapse, unless it is renewed at the aforementioned annual general meeting), provided that it shall not extend beyond 15 (fifteen) months of the date of this meeting until the next annual general meeting.”*

**Explanatory note**

In terms of the Company’s MOI, read with the JSE Listings Requirements, the shareholders of the Company may authorise the directors to, inter alia, issue any authorised but unissued ordinary shares and/or grant options over them on such terms and conditions and to such persons whether they be shareholders or not, as the directors in their discretion deem fit. The authority will be subject to the provisions of the Act and the JSE Listings Requirements. The board has decided to seek annual renewal of this authority from the shareholders of the Company in accordance with best practice. The board has no current plans to make use of this authority (other than in terms of the Deneb employee share schemes), but wish to ensure, by having this authority in place, that the Company retains its flexibility in managing the

# Notice of annual general meeting (continued)

Group's capital resources and to enable the Company to take advantage of any business opportunity that may arise in the future.

## 7. **Non-binding advisory votes: Advisory endorsement of the remuneration policy and implementation report**

### 7.1 Non-binding advisory vote 1:

*"Resolved, by way of a non-binding advisory vote, that the Company's remuneration policy accompanying this notice of annual general meeting be accepted and endorsed".*

### 7.2 Non-binding advisory vote 2:

*"Resolved, by way of a non-binding advisory vote, that the Company's implementation report accompanying this notice of annual general meeting be accepted and endorsed".*

#### **Explanatory note**

In terms of Part 5.4, principle 14 (recommended practice 37) of the King IV Report on Corporate Governance in South Africa, 2016 ("King IV") the Company's remuneration policy and implementation report should be tabled to shareholders for separate non-binding advisory votes at the annual general meeting. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation. Furthermore, King IV recommends that the remuneration policy should record the measures that the board commits to in the event that either the remuneration policy or the implementation report, or both, have been voted against by 25% (twenty-five percent) or more of the voting rights exercised by the shareholders.

The shareholders are requested to separately endorse the Company's remuneration policy on pages 26 to 28 and the implementation report on pages 29 to 31 in the Remuneration Report, by way of separate non-binding advisory votes.

## 8. **Special resolution number 1: General authority to issue shares, options and convertible securities for cash**

*"Resolved that, subject to the passing of ordinary resolution number 4, the provisions of the Act and the provisions of the JSE Listings Requirements, the directors be and are hereby authorised to allot and issue ordinary shares of the Company (or to issue options or convertible securities convertible into*

*ordinary shares) for cash to such person or persons, on such terms and conditions as they may deem fit, subject to the following:*

- *the securities shall be of a class already in issue, or convertible into a class already in issue;*
- *the securities shall be issued to public shareholders as defined in the JSE Listings Requirements and not to related parties as defined in the JSE Listings Requirements;*
- *ordinary shares which are the subject of general issues for cash, in the aggregate, may not exceed 5% (five percent) of the Company's relevant number of ordinary shares in issue as at the date of this notice, constituting 21 566 867;*
- *any number of ordinary shares issued under the authority must be deducted from the number of ordinary shares authorised immediately above;*
- *the maximum discount at which the shares may be issued shall be 10% (ten percent) of the weighted average traded price of the shares of the Company over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the Company;*
- *the Company shall publish such announcements (if any) as may be required by the JSE Listings Requirements pursuant to the issue of shares under this authority; and*
- *the authority hereby granted will be valid until the Company's next annual general meeting provided that it will not extend beyond 15 months from the date on which this resolution is passed."*

#### **Explanatory note**

In terms of ordinary resolution number 4, the shareholders authorise the directors to allot and issue a portion of the authorised but unissued shares, as the directors in their discretion think fit. The existing general authority to issue shares for cash granted by the shareholders at the previous annual general meeting, held on 1 November 2017, will expire at this annual general meeting, unless renewed. The authority will be subject to the provisions of the Act and the JSE Listings Requirements. The aggregate number of ordinary shares capable of being allotted and issued for cash are limited as set out in the resolution. The directors consider it advantageous to renew this authority to enable the Company to take advantage of any business opportunity that may arise in future.

9. **Special resolution number 2: Approval of annual fees to be paid to non-executive directors**

“Resolved that for the period 1 November 2018 until the date of the next annual general meeting of the Company, the remuneration payable to non-executive directors of the Company for their services as directors will be as follows:

Type of fee	Current fee (excl VAT) R	New proposed fee (excl VAT) R
Board member	126 000	133 000
Audit committee member	52 000	55 000
Remuneration committee member	52 000	55 000

**Explanatory note**

In terms of section 66(8) of the Act, the Company may pay remuneration to its directors for their services as directors. In terms of section 66(9) of the Act the remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders during the previous 2 (two) years.

10. **Special resolution number 3: General authority to repurchase Company shares**

“Resolved that the Company hereby approves, as a general approval contemplated in paragraph 5.72 of Section 5 of the JSE Listings Requirements, the repurchase by the Company or any of its subsidiaries from time to time of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the MOI, the provisions of the Act and the JSE Listings Requirements, as presently constituted and which may be amended from time to time, and provided further that:

- acquisitions by the Company and its subsidiaries of shares in the capital of the Company in terms of this general authority to repurchase shares may not, in the aggregate, exceed in any one financial year 20% (twenty per cent) of the Company’s issued share capital of the class of the repurchased shares from the date of the grant of this general authority;
- any such repurchase shall be effected through the order book operated by the JSE trading system, without any prior understanding or arrangement between the Company and the counterparty;

- the Company (or any subsidiary) is authorised to do so in terms of its MOI;
- this general authority shall only be valid until the Company’s next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company’s shares are repurchased by the Company or its subsidiaries in terms of this general authority, the maximum premium at which such shares may be acquired may not be greater than 10% (ten percent) above the weighted average of the market price at which such shares are traded on the JSE for the 5 (five) business days immediately preceding the date the repurchase transaction is effected;
- at any point in time, the Company may only appoint one agent to effect any repurchase(s) on the Company’s behalf;
- the Company or its subsidiaries may not repurchase shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless there is a repurchase programme in place and the dates and quantities of shares to be repurchased during the relevant period are fixed and full details thereof have been submitted to the JSE in writing prior to commencement of the prohibited period. The Company must instruct an independent third party, which makes its investment decisions in relation to the Company’s securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- an announcement will be published on SENS as soon as the Company and/or its subsidiaries has/have acquired shares in terms of this authority constituting, on a cumulative basis, 3% (three per cent) of the initial number of shares of the class of shares in issue at the time that this general authority is granted by the shareholders, and each time the Company acquires a further 3% (three per cent) of the initial number thereafter, which announcement(s) shall contain full details of such repurchases as required in terms of the JSE Listings Requirements; and
- a repurchase shall only be effected if the Board of directors have at the time of the repurchase passed a resolution authorising the repurchase

# Notice of annual general meeting (continued)

*in terms of sections 48 and 46 of the Act and it reasonably appears that the Company and its subsidiaries have satisfied the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Company and its subsidiaries.”*

## **Explanatory note**

The reason for special resolution number 3 is to grant the directors of the Company and/or subsidiaries of the Company a general authority in terms of the Act and the JSE Listings Requirements to acquire the Company's ordinary shares, subject to the terms and conditions set out in the special resolution. The directors require that such general authority should be implemented in order to facilitate the repurchase of the Company's ordinary shares in circumstances where the directors consider this to be appropriate and in the best interests of the Company and its shareholders.

## **Directors' statement:**

Pursuant to and in terms of the JSE Listings Requirements, the Board of directors of the Company hereby states that:

- it is their intention to utilise the general authority to acquire shares in the Company if at some future date the cash resources of the Company are in excess of its requirements and the opportunity presents itself to do so during the year, which the Board deems to be in the best interest of the Company and its shareholders, taking prevailing market conditions and other factors into account;
- in determining the method by which the Company intends to acquire its shares, the maximum number of shares to be acquired and the date on which such repurchase will take place, the directors of the Company will only make the repurchase if at the time of the repurchase they are of the opinion that the following conditions have been and will be met:
  - the Company and the Group will be able to pay their debts for a period of 12 (twelve) months after the date of this notice of annual general meeting;
  - the assets of the Company and the Group are to be in excess of the liabilities of the Company and Group for a period of 12 (twelve) months after the date of this notice of annual general meeting (for

this purpose the assets and liabilities are recognised and measured in accordance with the accounting policies used in the audited financial statements for the year ended 31 March 2018);

- the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice of annual general meeting;
- the working capital of the Company and the Group are adequate for ordinary business purposes for a period of 12 (twelve) months after the date of approval of this notice of annual general meeting; and
- resolution being passed by the board that it authorised the repurchase of shares, that the Company and its subsidiaries have passed the solvency and liquidity test and that since the test was performed there have been no material changes to the financial position of the Group.

The authority granted in terms of this Special Resolution number 3 is limited to paragraph 5.72(a), (c), (d) and paragraph 5.68 of the JSE Listings Requirements.

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

- major beneficial shareholders – page 119 of the document of which this notice of annual general meeting forms part; and
- share capital of the Company – page 83 of the document of which this notice of annual general meeting forms part.

## **11. Special resolution number 4: Shareholders' general authorisation of financial assistance**

*“Resolved that, to the extent required by sections 44 and 45 of the Act, the Board of directors of the Company may, subject to compliance with the requirements of the Company's MOI and the Act, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise, to;*

- 11.1 *any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company; and/or*
- 11.2 *any of its present or future subsidiaries and/ or any other company or corporation that is or becomes related to or inter-related with the Company for any purpose or in connection with any matter; and/or*
- 11.3 *any of the present or future directors or prescribed officers (or any person related to any of them or to any company or entity related or inter-related to any of them), or to any other person who is or may be a participant in any of the Deneb employee share scheme, current or future employee share plans or other incentive schemes, or any share scheme trust or other entity facilitating any such scheme, for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the company or a related or inter-related company or entity or for the purchase of any securities of the company or a related or inter-related company, where such financial assistance is provided in terms of any such plan or scheme that does not constitute an employee share scheme that satisfies the requirements of section 97 of the Act.*

*The financial assistance may be provided at any time during the period commencing on the date of the adoption of this resolution and ending 2 (two) years after such date."*

**Explanatory note**

As part of the normal conduct of the business of the Company and its subsidiaries from time to time, the company, where necessary, provides financial assistance to its related and inter-related companies and entities (as contemplated in the Act) including the provision of guarantees and other forms of security to third parties which provide funding to the company's subsidiaries, whether by way of loans, subscribing for shares (including preference shares) or otherwise. In the circumstances and in order to ensure that, among other things, the company and its subsidiaries and other related and inter-related companies and entities continue to have access to, and are able to appropriately structure their financing for purposes of funding their corporate and working capital requirements, it is necessary that the company

obtains the approval of shareholders in terms of this special resolution number 4.

The Company may furthermore wish to provide financial assistance to its subsidiaries and other related and inter-related companies and corporations including pursuant to the Company's employee and other share schemes.

Sections 44 and 45 of the Companies Act provide that the financial assistance required can only be provided pursuant to a special resolution of the shareholders, adopted within the previous two years, which resolution must have approved such financial assistance either for the specific recipient or generally for a category of potential recipients (and the specific recipient falls within that category), and the directors must be satisfied that:

- immediately after providing the financial assistance, the company will satisfy the solvency and liquidity test as defined in section 4 of the Act; and
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

The passing of this special resolution number 4 will have the effect of authorising the Company to provide direct or indirect financial assistance in accordance with sections 44 and 45 of the Companies Act, for a period of two years after the adoption of this resolution.

**12. Ordinary Resolution number 5: Directors' authority to implement Company resolutions**

*"Resolved that each and every director of the Company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at this meeting."*

**13. To transact such other business which may be transacted at an annual general meeting**

By order of the Board



**Cheryl Philip**  
Company Secretary

Cape Town  
18 July 2018