

NOTICE OF ANNUAL GENERAL MEETING

TRUSTCO GROUP HOLDINGS LIMITED

Incorporated in the Republic of Namibia (Registration number 2003/058)
Registered as an external company in South Africa (External registration number 2009/002634/10)
JSE SHARE CODE: TTO
NSX SHARE CODE: TUC
OTCQX SHARE CODE: TSCHY
ISIN NUMBER: NA000A0RF067

BUSINESS AT HAND

IMPORTANT DATES

SHAREHOLDERS ARE ADVISED OF THE FOLLOWING DATES:	2023/2024
RECORD DATE TO RECEIVE NOTICE OF AGM	FRIDAY, 8 DECEMBER 2023
POSTING OF NOTICE	MONDAY, 18 DECEMBER 2023
LAST DATE TO TRADE TO BE ELIGIBLE TO VOTE	TUESDAY, 23 JANUARY 2024
RECORD DATE TO BE ELIGIBLE TO VOTE	FRIDAY, 26 JANUARY 2024
LAST DATE FOR LODGING FORMS OF PROXY	MONDAY, 29 JANUARY 2024
ANNUAL GENERAL MEETING	THURSDAY, 1 FEBRUARY 2024 AT 12H00

Notice is hereby given that the annual general meeting (AGM) of shareholders of Trustco Group Holdings Limited (the company) in respect of the financial year ended 31 August 2023 will be held at Trustco House, 2 Keller street, Windhoek, Namibia and conducted by way of proxy and will be accessible to shareholders through electronic communication on 1 February 2024 at 12h00 (Namibian time), to deal with such business as may lawfully be dealt with at the AGM and to consider and if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Namibian Companies Act as amended (the Companies Act), read with the Listings Requirements (LR) of the JSE Limited (JSE) and the Namibian Stock Exchange (NSX) as required and the provisions of the company's articles of association.

The quorum requirement for the ordinary and special resolutions set out below is sufficient

persons being present to exercise, in the aggregate, at least 25% (twenty-five percent) of all voting rights that are entitled to vote on the resolutions, provided that at least three shareholders of the company are present in person or by proxy at the AGM.

Save for the special resolutions and ordinary resolutions number 8 and 9 which must be passed by at least 75% (seventy-five percent) of the voting rights exercised as determined in the JSE LR, the percentage of voting rights required to pass any of the remaining ordinary resolutions are more than 50% (fifty percent) of the voting rights exercised on any such ordinary resolution.

The integrated annual report (IAR) is available at www.tgh.na

PRESENTATIONS

Any presentations made at the meeting will be available at www.tgh.na

BUSINESS AT HAND AGENDA (ORDINARY DIVIDEND)

To note that no dividend (interim or final) will be declared by the board of directors for the financial year ended 31 August 2023.

RESOLUTIONS

1. ORDINARY RESOLUTION NUMBER 1

PRESENTATION AND ADOPTION OF ANNUAL FINANCIAL STATEMENTS (AFS) AND REPORTS.

To receive, consider and adopt the AFS of the group for the financial year ended 31 August 2023, together with the independent auditors' reports thereon. The audited AFS, together with the reports, are contained in the company's IAR.

2. ORDINARY RESOLUTION NUMBER 2

2.1 THE DETERMINATION OF THE MAXIMUM NUMBER OF DIRECTORS AND THE RE-ELECTION OF NON-EXECUTIVE DIRECTORS OF THE COMPANY.

The company's articles of association determine that the maximum number of directors shall be decided at every AGM.

Resolved that the company may appoint a maximum number of up to twelve directors and shall not have less than five directors.

2.2 ORDINARY RESOLUTION NUMBER 2.2

Resolved to approve that the following non-executive director of the company retires by rotation and being eligible, makes herself available for re-election.

MS JANENE VAN DEN HEEVER

Ms van den Heever, a Namibian citizen, is currently the managing member of a manufacturing business in Windhoek, Namibia. Ms van den Heever has more than 14 years' experience in the corporate business environment on both management and executive level. She was previously employed by Trustco until March 2013, where she served as executive director and also on the group executive committee. As head of the Namibian operations she was responsible to oversee the successful implementation of the group's strategy and thereby has notable insight into the practical objectives and operations of the group. She started a new business venture in 2013, which she has successfully managed to date. Ms van den Heever has demonstrated exceptional experience in business management, including

formation, operations, finance and systems. She serves as a director on the boards of various other companies in Namibia.

Resolved to approve the re-appointment of Ms Janene van den Heever

3. ORDINARY RESOLUTION NUMBER 3 RE-APPOINTMENT OF EXTERNAL AUDITORS.

Resolved on recommendation of the ARC to appoint Nexia SAB&T and the auditing partner, Mr. Johandré Engelbrecht at Nexia SAB&T, as the group independent external auditor for the ensuing year.

Further, that the terms of engagement and fees of the external auditors be determined by the ARC of the company.

4. ORDINARY RESOLUTION NUMBER 4 APPOINTMENT AND RE-APPOINTMENT OF THE MEMBERS OF THE ARC.

4.1 ORDINARY RESOLUTION NUMBER 4.1

Resolved to approve that the following non-executive director of the company be re-appointed as chairman of the ARC

MR WINTON GEYSER

Mr Geyser is a member of the South African Institute of Chartered Accountants. He completed his articles with the audit firm Deloitte Haskins & Sells (now Deloitte) and later joined their financial management services division. Since then he has performed accounting, taxation and consultancy work and has held various senior positions, such as the general manager finance at Agra (Co-op) Ltd and the financial director of M Pupkewitz & Sons. Mr Geyser previously held the position of group managing director of Epic Holdings (Pty) Ltd. Since his retirement, he acts as a consultant and has held and holds various other directorships in Namibian companies.

4.2 ORDINARY RESOLUTION NUMBER 4.2

Resolved to approve that the following non-executive director of the company be re-appointed as a member of the ARC.

MR RENIER TALJAARD

Mr Taljaard has vast experience, of more than 34 years, in both the short- and long-term insurance industries. After completing his FCII studies, Mr Taljaard was admitted as a fellow member of the Insurance Institute of South Africa and Namibia.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

He held various senior positions within the industry including managing director at Swabou Insurance, Nasria, Harvest Reinsurance Company, Trustco Insurance Ltd and Trustco Life Ltd. He served on the board of Trustco Insurance Ltd from 2000 to 2006. Mr Taljaard was appointed to the board of Trustco as independent non-executive director in 2012 and thereafter to various portfolio entities of Trustco.

4.3 ORDINARY RESOLUTION NUMBER 4.3

Resolved to approve that the following non-executive director of the portfolio entities of the group be appointed as member to the group ARC.

MR TOM NEWTON

of the Institute of Chartered Accountants in Namibia, Public Accountants and Auditors Board and SAICA. Mr Newton obtained a B.Com and Bachelor of Accounting at the University of the Witwatersrand, South Africa. Mr Newton was managing partner at Grant Thornton Neuhaus up to his retirement date. He is chairman and independent non-executive director of Trustco Bank Namibia Ltd. He also acts as trustee on various investment trusts globally. He offers consulting services on all aspects of business, acquisition, taxation and general financial advice.

5. ORDINARY RESOLUTION NUMBER 5

NON-BINDING ADVISORY ENDORSEMENT OF THE GROUP'S REMUNERATION POLICY AND IMPLEMENTATION REPORT.

5.1 ORDINARY RESOLUTION NUMBER 5.1

The King IV recommends and the JSE LR requires that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each AGM.

This enables shareholders to express their views on the remuneration policies adopted. Ordinary resolution number 5.1 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences on the existing remuneration arrangements. However, the board will engage with dissenting shareholders in good faith in the event that a vote of 25% or more is recorded against the remuneration

policy, to ascertain with best reasonable effort the reasons for the dissenting votes and to address legitimate and reasonable objections which may include amending the remuneration policy, or clarifying or adjusting remuneration governance and/or processes. Dissenting shareholders are also invited to engage with the company to communicate their concerns to the company secretary, Komada Holdings (Pty) Ltd, within a reasonable period after the AGM. The board will take the outcome of the vote and any subsequent engagement with dissenting shareholders, into consideration when considering amendments to the company's remuneration policy.

Non-binding advisory endorsement of the company's remuneration policy.

Resolved to approve, through a non-binding advisory vote, the company's remuneration report and remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of the board committees). Refer to pages 66 to 75 of the remuneration report of this IAR.

5.2 ORDINARY RESOLUTION NUMBER 5.2

King IV recommends and the JSE LR require that the implementation of a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each AGM.

This enables shareholders to express their views on the implementation of the company's remuneration policy. Ordinary resolution number 5.2 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences on the existing remuneration arrangements. However, the board will engage with dissenting shareholders in good faith in the event that a vote of 25% (twenty five percent) or more is recorded against the remuneration implementation report, to ascertain with best reasonable effort the reasons for the dissenting votes and to address legitimate and reasonable objections which may include amending

the implementation report or clarifying or adjusting remuneration governance and/or processes. Dissenting shareholders are also invited to engage with the company and communicate their concerns to the company secretary, Komada Holdings (Pty) Ltd, within a reasonable period after the after the AGM. The board will take the outcome of the vote and any subsequent engagement with dissenting shareholders, into consideration when considering amendments to the company's

remuneration implementation report.

Non-binding advisory endorsement of the company's remuneration implementation report.

Resolved to approve, through a non-binding advisory vote, the company's remuneration implementation report. Refer to pages 67 to 75 of the remuneration implementation report of this IAR.

PROPOSED FEES FOR THE PERIOD FROM 1 SEPTEMBER 2023 TO 31 AUGUST 2024

BOARD AND BOARD COMMITTEE	FEE	CHAIRMAN	MEMBER
BOARD	ANNUAL FEE	500 000	250 000
ARC AND INVESTMENT COMMITTEES	ANNUAL FEE	250 000	200 000
REMCO, NOMCO AND SOCIAL AND ETHICS	ANNUAL FEE	50 000	50 000
INVESTMENT BOARD AND BOARD COMMITTEES	ANNUAL FEE	150 000	150 000
OUT OF OFFICE FEES	FEE PER DAY	10 000	10 000
PORTFOLIO DIRECTORS (NOT APPOINTED AS DIRECTOR OF TRUSTCO)	ANNUAL FEE	300 000	300 000

6. SPECIAL RESOLUTION NUMBER 1

REMUNERATION OF NON- EXECUTIVE DIRECTORS.

The remco recommended and the board approved that the non-executive directors' fees remain unchanged.

SPECIAL RESOLUTION

Resolved to approve the unchanged non-executive directors' fees for the period 1 September 2023 to 31 August 2024.

7. ORDINARY RESOLUTION NUMBER 6

APPROVAL FOR THE CONTROL OF THE AUTHORISED BUT UNISSUED ORDINARY SHARES.

Resolved that the authorised but unissued ordinary shares in the share capital of the company be and are hereby placed under the control and authority of the directors and that the directors be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares

or to issue any options in respect of, or instruments that are convertible into such shares, to such person/s on such terms and conditions and at such times as the directors may from time to time determine and at their discretion deem fit, subject to the provisions of the Companies Act, the articles of association of the company and the JSE LR, when applicable.

This general authority will be valid until the earlier of the company's next AGM or the expiry of a period of 15 (fifteen) months from the date that this authority is given.

8. ORDINARY RESOLUTION NUMBER 7

GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE AUTHORISED BUT UNISSUED ORDINARY SHARES.

Resolved that the directors be and are hereby authorised to allot and issue, at their discretion, the unissued share capital of the company and /or grant options to subscribe for unissued shares, for such purposes and

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on such terms and conditions as they may determine, subject to the provisions of the Companies Act, the memorandum and articles of association of the company and the JSE and NSX LR, as amended from time to time.

- The general authority be valid until the company's next AGM provided that it shall not extend beyond 15 (fifteen) months from the date of the passing of this ordinary resolution (whichever period is shorter).
- The allotment and issue of the shares must be made to public shareholders as defined in the JSE LR and not to related parties, save as provided for in the LR that related parties may participate in a general issue for cash through a book build process and provided that:
 - approval is specifically received at the AGM (expressly affording Trustco the ability to allow related parties to participate in a general issue for cash through bookbuild process);
 - related parties may only participate with a maximum bid price at which they are prepared to take up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be out of book and not be allocated shares; and
 - equity securities must be allocated equitably in the book through bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the book build.
- 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.
- The general issue of shares for cash under this authority may not exceed 30% (thirty percent) of the company's listed equity securities as at the date of this notice of AGM (net of treasury shares) being 282 371 532 shares.
- Any securities issued in terms of this general authority must be deducted from the initial number of securities available under this resolution.
- In the event of a sub-division or consolidation of issued securities during the

period of this general authority, the general authority must be adjusted accordingly to represent the same allocation ratio.

- The maximum discount at which ordinary shares may be issued is 10% (ten percent) of the weighted average traded price of those shares measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities. The JSE will be consulted for a ruling if the company's shares have not traded in such 30 (thirty) business day period.
- Once the company has issued shares for cash which represent, on a cumulative basis within a financial year, 5% (five 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 that may be required in such regard in terms of the JSE LR which may be applicable from time to time.
- In terms of the JSE LR, a 75% (seventy five percent) majority of the votes cast by shareholders present or represented by proxy at the meeting is required to give effect to this resolution.

9 ORDINARY RESOLUTION NUMBER 8

APPROVAL TO ISSUE OPTIONS OR CONVERTIBLE INSTRUMENTS FOR CASH.

Resolved that, in terms of paragraph 5.53(a)(ii) of the JSE LR, the directors be and are hereby authorised, by way of a general authority, to allot and issue any options in respect of, or instruments that are convertible into, any of the authorised but unissued ordinary shares in the capital of the company for cash, as and when they at their discretion deem fit, subject to the Companies Act, the memorandum and articles of association of the company and the JSE LR, when applicable, provided that:

- The options or convertible instruments must be convertible into a class of share already in issue.
- The options or convertible instruments must be issued to public shareholders as defined in the JSE LR and not to related parties.

- The number of shares into which the options or convertible instruments may be exercised or converted into shall not, in the aggregate in any one financial year, exceed the company's relevant number of shares as at the date of this notice of AGM (net of treasury shares) as prescribed by the LR.
- This general authority will be valid until the earlier of the company's next AGM or the expiry of a period of 15 (fifteen) months from the date that this authority is given.
- If shares are issued representing, on a cumulative basis, 5% (five percent) or more of the number of shares in issue prior to that issue as a result of the exercise of options or conversion of securities issued under this general authority, an announcement containing the full details of such issue shall be published on SENS.
- In determining the strike or conversion price at which an option or convertible security may be issued in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of the ordinary shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed between the issuer and the party subscribing for the options or convertible instruments. The JSE will be consulted for a ruling if the company's shares have not traded in such 30 (thirty) business day period.
- If the strike or conversion price of the options or convertible instruments is at a discount that exceeds the maximum discount contemplated in paragraph 5.52(d) of the JSE LR, then the grant or issue may only proceed if the directors have obtained a fairness opinion, in accordance with Schedule 5 of the JSE LR, from an independent expert acceptable to the JSE confirming that the grant or issue is fair insofar as the shareholders of the company are concerned.
- In terms of the JSE LR, a 75% (seventy five percent) majority of the votes cast by shareholders present or represented by proxy at general meeting is required to give effect to this resolution.

10. SPECIAL RESOLUTION NUMBER 2

GENERAL AUTHORITY TO REPURCHASE SHARES.

Resolved that, subject to compliance with the memorandum and articles of association of the company and its subsidiaries, of the Companies Act, the JSE LR and the requirements of any other stock exchange the company is listed on, the directors of the company are hereby authorised (at their discretion and whilst the prevailing share price does not reflect the intrinsic value of the group) to acquire on behalf of the company or any of its subsidiaries, by repurchase, on the JSE or any other stock exchange, ordinary shares issued by the company provided that:

- The repurchase of securities must be effected through the order book operated by the JSE trading system or any other exchange and done without any prior understanding or arrangement between the company and the counter party.
- Authorisation thereto must be given by the company's and its subsidiaries' memorandum and articles of association.
- This general authority will be valid only until the company's next AGM, provided that it does not extend beyond fifteen months from the date of the passing of this special resolution.
- The number of shares which may be repurchased pursuant to this authority in any financial year may not in the aggregate exceed 20% (twenty percent) of the company's issued share capital as at the date of passing of this general resolution being 188 247 688 shares.
- In determining the price at which the company's ordinary shares are repurchased by the company or its subsidiaries in terms of this general authority, the maximum premium at which such ordinary shares may be repurchased will be 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the company or its subsidiaries.

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- Neither the company nor its subsidiaries will repurchase securities during a prohibited period, as defined in paragraph 3.67 of the JSE LR, unless a repurchase programme is in place in terms of which the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The company will 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.
- When the company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be published on SENS and in the financial press.
- At any point in time the company will appoint only one agent to effect any repurchase(s) on its behalf.
- The board will have acknowledged by resolution that the company will satisfy the solvency and liquidity test immediately after the repurchase and that since the test was done there have been no material changes to the financial position of the company and the group.

The directors of the company undertake that they will not effect a general repurchase of shares as contemplated above, unless the following conditions are met:

1. The company and the group are in a position to repay their debt in the ordinary course of business for a period of 12 (twelve) months after the date of the repurchase.
2. The company's and the group's assets will be in excess of the liabilities of the company

and the group for a period of 12 (twelve) months after the date of the repurchase. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited AFS, which comply with the Companies Act.

3. The share capital and reserves of the company and the group are adequate for a period of 12 (twelve) months following the date of the repurchase.
4. The available working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the repurchase.

11. ORDINARY RESOLUTION NUMBER 9 APPROVAL FOR DIRECTORS' AUTHORITY TO SIGN DOCUMENTS.

The adoption of the resolutions no 1 - 11 will authorise any director of the company to execute all documents and do all such further acts and things as he/she may in his/her discretion considers appropriate to implement and give effect to the resolutions mentioned above.

Resolved that each director of Trustco be and is individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of the resolutions mentioned above, passed at the AGM.

VOTING FOR SPECIAL RESOLUTION

The percentage voting rights required for a special resolution to be adopted is at least 75% (seventy five percent) of the voting rights exercised on the resolution.

Disclosure in terms of section 11.26 of the JSE LR

The following additional information is provided in terms of paragraph 11.26 the JSE LR for purposes of the special resolution:

- There were no changes in the authorised share capital of the company during the period under review. The company is in the process to obtain shareholders' approval to increase the authorised share capital from 2 500 000 000 to 4 500 000 000.
- The company has 1 512 761 419 unissued securities (as at 31 August 2023).

- The company does not have a share incentive scheme.
- The company has 46 000 138 number of treasury shares (as at 31 August 2023)
- The company purchased nil shares during the financial year under review.

The full note on share capital is set out in the annual financial statements and contained in the integrated report.

DIRECTORS' INTEREST

Details of the beneficial direct and indirect interests of directors in the shares of the company are set out below:

31 AUGUST 2023 NAMES	DIRECT	INDIRECT	TOTAL 31 AUG '23	SHAREHOLDING %
EXECUTIVE DIRECTORS				
Q VAN ROOYEN	111 980 000	265 220 060	377 200 060	40.07
FJ ABRAHAMS	2 451 518	-	2 451 518	0.26
NON-EXECUTIVE DIRECTORS				
W GEYSER	124 415	-	124 415	0.01
R HEATHCOTE	1 354 802	-	1 354 802	0.14
R TALJAARD	50 151	-	50 151	0.01
J VAN DEN HEEVER	119 915	-	119 915	0.01

* Total issued shares at 31 Aug 2023 - 987 238 581

* Treasury shares at 31 Aug 2023 - 46 000 138

* Shares calculated net of treasury shares at 31 Aug 2023 - 941 238 443

31 AUGUST 2022 NAMES	DIRECT	INDIRECT	TOTAL 31 AUG '22	SHAREHOLDING %
EXECUTIVE DIRECTORS				
Q VAN ROOYEN	307 137 454	696 862 606	1 004 000 060	63.95
FJ ABRAHAMS	2 451 518	-	2 451 518	0.16
NON-EXECUTIVE DIRECTORS				
W GEYSER	124 415	-	124 415	0.01
R HEATHCOTE	1 354 802	-	1 354 802	0.09
R TALJAARD	50 151	-	50 151	0.00
J VAN DEN HEEVER (APPOINTED 1 NOV 2021)	119 915	-	119 915	0.01
R MARNEY (RESIGNED 5 AUG 2022)	-	-	-	0.00

The percentage of shareholding is net of treasury shares

* Total issued shares at 31 Aug 2022 - 1 616 038 581

* Treasury shares at 31 Aug 2022 - 46 000 138

* Shares calculated net of treasury shares at 31 Aug 2022 - 1 570 038 443

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MATERIAL CHANGES

Subsequent to the reporting date and the publishing of this report, no material change in the directors' interest has been effected.

LARGE SHAREHOLDERS (AS AT 31 AUGUST 2023)

NAME	DIRECT SHAREHOLDING	INDIRECT SHAREHOLDING	TOTAL SHAREHOLDING	TOTAL SHAREHOLDING %
VAN ROOYEN, QUINTON	111 980 000	265 220 060	377 200 060	40.07%
RISKOWITZ VALUE FUND	222 267 861		222 267 861	23.61%
NOTRE DAME	120 604 762		120 604 762	12.81%
GERMINATE SL LTD	85 416 666		85 416 666	9.07%
CONSTANTIA INSURANCE COMPANY LIMITED	44 856 616		44 856 616	4.77%
MIDBROOK LANE PROPRIETARY LIMITED	6 205 000		6 205 000	0.66%
GOVERNMENT EMPLOYEES PENSION FUND PUBLIC INVESTMENT CORPORATION	5 457 736		5 457 736	0.58%
SEAFWELL INVESTMENTS CC	5 006 088		5 006 088	0.53%
NILGIRI INVESTMENTS CC	5 000 000		5 000 000	0.53%
THE BANK OF NEW YORK MELLON DR	4 993 220		4 993 220	0.53%
GRAND TOTAL	611 787 949	265 220 060	877 008 009	93.18%

* Total issued shares at 31 Aug 2023 - 987 238 581

* Treasury shares at 31 Aug 2023 - 46 000 138

* Shares calculated net of treasury shares at 31 Aug 2023 - 941 238 443

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names appear in this integrated report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to the special resolutions and certify that to the best of their knowledge and belief, there are no facts in relation to special resolutions that have been omitted which would make any statement in relation to special resolutions false or misleading and that all reasonable enquiries to ascertain such facts have been made and that special resolutions, together with this notice, contain all information required by law and the JSE LR in relation to special resolutions.

VOTING AND PROXIES

A member entitled to attend and vote at the AGM is entitled to appoint a proxy/ proxies to attend, speak and on a poll, vote in his/her stead. A proxy need not to be a member of the company. A form of proxy is attached for the convenience of any certified shareholder and "own name" registered dematerialised shareholder who cannot attend the AGM, but wishes to be represented thereat.

Voting will be performed by way of a poll, so that each shareholder present or represented by way of proxy will be entitled to vote the number of shares held or represented by him or her.

Equity securities held by a share trust or scheme will not have their voting at the AGM considered

for the purpose of resolutions proposed in terms of the JSE LR

Shares held as treasury shares are not entitled to vote.

ELECTRONIC PARTICIPATION AT THE AGM

A shareholder, representative, or proxy for a shareholder who wishes to participate in the AGM via electronic communication (participant), should apply in writing to the group's company secretary, by delivering the application or via email, as per the contact details provided below, at least 7 (seven) business days prior to the AGM to arrange for shareholder (or representative or proxy) to provide reasonable satisfactory identification to the company secretary with details on how to access the AGM by means of electronic participation.

komada@tgh.na
Trustco House
2 Keller Street
Windhoek
Namibia



By order of the board
KOMADA HOLDINGS (PTY) LTD
COMPANY SECRETARY
18 DECEMBER 2023