

CAPEVIN HOLDINGS PROPRIETARY LIMITED

(Registration number 1997/020857/07)

Incorporated in the Republic of South Africa

(the "**Company**")

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD BY ELECTRONIC COMMUNICATION ON FRIDAY, 6 DECEMBER 2024 AT 10:00

1 NOTICE

- 1.1 Notice is hereby given that the Annual General Meeting of the Company will be held on **Friday, 6 December 2024 at 10:00** entirely by way of electronic communication (the "**AGM**"), to conduct the business referred to below.
- 1.2 The record date in terms of section 59 of the Companies Act, 71 of 2008, as amended ("**Companies Act**"), for shareholders to be recorded on the shareholders' register of the Company in order to be able to attend, participate and vote at the AGM, is the date of this notice.

2 PURPOSE

The purpose of the meeting is to present the audited annual financial statements of the Company for the year ended 30 June 2024 to the shareholders for their consideration and to consider and approve, with or without amendment, the special and ordinary resolutions set out in this notice.

3 ELECTRONIC PARTICIPATION PROCESS

- 3.1 In terms of the memorandum of incorporation of the Company ("**MOI**"), the authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation in a meeting by electronic communication, as set out in section 63 of the Companies Act, is not limited or restricted.
- 3.2 Participation in the AGM shall occur entirely by means of electronic communication via the SmartAGM meeting platform. Shareholders (or their proxies) will, via this online meeting facility, be able to –
- 3.2.1 raise matters and/or ask questions in real time; and
- 3.2.2 cast their vote(s) electronically during the AGM.
- 3.3 Shareholders (or their proxies) are required to register to participate in the AGM. Such registration can be effected either –
- 3.3.1 online, using the online registration portal at www.smartagm.co.za, and following the relevant prompts, prior to the commencement of the AGM; or
- 3.3.2 by sending an email to proxy@computershare.co.za by no later than **10:00** on **Thursday, 5 December 2024**, in order for the transfer secretary to register the shareholder, arrange such participation and provide the shareholder with the details of how to access the AGM by means of electronic participation.
- 3.4 Any shareholder (or proxy) who does not register, as contemplated above, by **10:00** on **Thursday, 5 December 2024**, may still register to participate in and/or vote electronically at the AGM after this date, provided that (i) such shareholder is registered and (ii) the identity of such shareholder is verified (as required in terms of section 63(1) of the Companies Act and as detailed below), by no later than the commencement of the AGM.

- 3.5 The costs of accessing the electronic facilities for participating in the AGM will be borne by each shareholder.
- 3.6 The Company shall have no responsibility or liability, under any applicable law, regulation or otherwise, for any loss, liability, cost, expense, damage, or any other claim howsoever arising from using the electronic facilities including, without limitation, any malfunctioning or other failure of the electronic facilities.
- 3.7 The meeting guide detailing the steps for registration and participation in the AGM are annexed to this notice as **Annexure A**.

4 **QUORUM**

In terms of the MOI –

- 4.1 a shareholders meeting may not begin unless sufficient persons are present at the meeting to exercise, in aggregate, at least 50% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting; and
- 4.2 a matter may not begin to be considered unless sufficient persons are present at the meeting to exercise, in aggregate, 50% of all the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda,

provided further that a meeting may not begin, or a matter may not be considered, unless (i) the Controlling Shareholder and all the Significant Shareholders are present at the meeting in person or by proxy and (ii) at least three shareholders entitled to attend, and vote are present at the meeting in person or by proxy.

5 **DIVIDEND**

- 5.1 It is recorded that the board of directors of the Company ("**Board**") intends, prior to the date of the AGM, to declare a distribution in an amount of approximately 100 cents per ordinary share, which dividend will be paid by the Company by not later than 31 December 2024 to the Company's shareholders recorded as such in the securities register of the Company on 29 November 2024.
- 5.2 A notice containing further details will be circulated to shareholders once the dividend has been declared.

6 **PRESENTATION OF THE AUDITED ANNUAL FINANCIAL STATEMENTS**

- 6.1 The audited annual financial statements of the Company, together with the auditor's independent report for the year ended 30 June 2024, will be presented to the shareholders for their consideration. A copy of the annual audited financial statements are enclosed with this notice of the AGM.
- 6.2 The audited financial statements of the Company for the year ended 30 June 2023 may be obtained on request from investorrelations@cvhsprits.com.

7 **RESOLUTIONS**

7.1 **Appointment of Ernst & Young Incorporated as auditors of the Company**

7.1.1 **Ordinary Resolution Number 1**

RESOLVED THAT, Ernst & Young Incorporated be and is hereby appointed as the independent external auditors of the Company to hold office until the conclusion of the next AGM and to note that the individual registered auditor who will perform the function of auditor during the financial year ending 30 June 2025, is Mr Danie Buys.

[The percentage of voting rights required for Ordinary Resolution Number 1 to be adopted: at least 50% (fifty percent) of the voting rights exercised on the resolution.]

7.1.2 **Additional information regarding Ordinary Resolution Number 1**

To appoint Ernst & Young Incorporated as independent external auditors of the Company, to hold office until the conclusion of the next AGM of the Company.

7.2 **Financial assistance in terms of sections 44 and 45 of the Companies Act**

7.2.1 **Special Resolution number 1**

RESOLVED THAT, the Board be and is hereby authorised in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval (which approval will be in place for a period of two years from the date of adoption of this Special Resolution Number 1), to authorise the Company to provide any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to such term in section 45(1) of the Companies Act) that the Board may deem fit to any related or inter-related company or corporation of the Company ("related" and "inter-related" will herein have the meanings attributed to those terms in section 2 of the Companies Act), on the terms and conditions and for the amounts that the Board may determine.

[The percentage of voting rights required for Special Resolution Number 1 to be adopted: at least 75% (seventy five percent) of the voting rights exercised on the resolution.]

7.2.2 **Special Resolution Number 2**

RESOLVED THAT, the Board be and is hereby authorised in terms of section 44(3)(a)(ii) of the Companies Act as a general approval (which approval will be in place for a period of two years from the date of adoption of this Special Resolution Number 2), to authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any related and/or inter-related company of the Company ("related" and "inter-related" will herein have the meanings attributed to those terms in section 2 of the Companies Act) and/or to any financier of the Company or any of its related or inter-related companies 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 of the Company, or for the purchase of any securities of the Company or a related or inter-related company of the Company, on the terms and conditions and for the amounts that the Board may determine.

[The percentage of voting rights required for Special Resolution Number 2 to be adopted: at least 75% (seventy five percent) of the voting rights exercised on the resolution.]

7.2.3 **Additional information regarding Special Resolutions Number 1 and 2**

7.2.3.1 The main purpose for the authority in Special Resolution Number 1 is to grant the Board the authority to authorise the Company to provide intragroup loans and other financial assistance for purposes of funding the activities of the Company and its subsidiaries ("**Group**").

7.2.3.2 The reason for and the effect of Special Resolution Number 2 is to provide a general authority to the Board for the Company to provide financial assistance to its related and inter-related companies and/or the financiers of the Group for the purposes of the subscription for options and/or securities, issued or to be issued by the Company or its related or inter-related companies, or for the purchase of any securities of the Company or its related or inter-related companies, to fund the activities of the Group.

7.2.3.3 The Board undertakes that –

7.2.3.3.1 it will not adopt a resolution to authorise financial assistance in terms of section 44 and/or section 45 of the Companies Act, unless the Board is satisfied that –

- 7.2.3.3.1.1 immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act; and
- 7.2.3.3.1.2 the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company; and
- 7.2.3.3.2 written notice of any such resolution by the Board shall be given to all shareholders of the Company and any trade union representing any of its employees –
 - 7.2.3.3.2.1 within 10 business days after the Board adopted the resolution, if the total value of the financial assistance contemplated in that resolution, together with any previous resolution during the financial year, exceeds 0.1% of the Company's net worth at the time of the resolution; or
 - 7.2.3.3.2.2 within 30 business days after the end of the financial year of the Company, in any other case.
- 7.2.3.4 For clarity, the Companies Amendment Act, No. 16 of 2024 (the effective date of which has not yet been proclaimed) provides that for the purposes of section 45 of the Companies Act, the giving by a company of financial assistance to or for the benefit of its subsidiaries (excluding foreign subsidiaries) will no longer require a special resolution.

7.3 Repurchases by the Company of its ordinary shares in terms of section 48 of the Companies Act

7.3.1 Special Resolution Number 3: General authority to repurchase shares

RESOLVED THAT, the Board be and is hereby authorised, as a general authority, if and to the extent that such authority may be required in terms of the MOI and/or section 48 of the Companies Act (as amended from time to time), to approve the acquisition by the Company of its own ordinary shares, in such manner and upon such terms and conditions as the Board may from time to time determine, provided that –

- 7.3.1.1 this general authority shall be valid until revoked by shareholders by way of a special resolution;
- 7.3.1.2 this general authority shall not be construed as in any way limiting or affecting the acquisition of ordinary shares in the Company by any subsidiary of the Company;
- 7.3.1.3 the aggregate number of ordinary shares acquired pursuant to this authority shall not exceed 10% of the total number of ordinary shares in issue as at the date of adoption of this resolution;
- 7.3.1.4 the price at which any ordinary shares are acquired pursuant to this authority shall not exceed an amount equal to the Board's estimation of the fair value of an ordinary share at the time of the acquisition plus a premium of 10%; and
- 7.3.1.5 for clarity, an acquisition undertaken pursuant to this authority need not be pursuant to a *pro rata* offer made by the Company to all shareholders of the Company.

[The percentage of voting rights required for Special Resolution Number 3 to be adopted: at least 75% (seventy five percent) of the voting rights exercised on the resolution.]

7.3.2 Additional information in respect of Special Resolution Number 3

The Companies Amendment Act, No.16 of 2024 (the effective date of which has not yet been proclaimed) provides that an acquisition by a company of its own shares must be authorised by shareholders by way of a special resolution unless the acquisition is

pursuant to a *pro rata* offer made by the company to all shareholders of the company. The reason for and the effect of Special Resolution Number 3 is accordingly to grant the Board, in anticipation of the change on the legal position, a general authority to effect acquisitions of the Company's own shares subject to compliance with the parameters provided for in the resolution.

7.4 **Ordinary Resolution Number 2: Authority to execute documentation**

RESOLVED THAT, any one or more of the directors of the Company, each in his/her capacity as director/s of the Company, or the company secretary of the Company, be and is hereby authorised to sign all such documents and do all such things as are necessary to give effect to the above resolutions, and generally to do or cause to be done all such things as may be necessary or expedient in the premises in order to give effect to the above resolutions, hereby ratifying and confirming and undertaking to ratify and confirm all things done or to be done by such person for or on behalf of the shareholders pursuant hereto.

[The percentage of voting rights required for Ordinary Resolution Number 2 to be adopted: more than 50% of the voting rights exercised on the resolution.]

8 **REPORT BY SOCIAL AND ETHICS COMMITTEE**

Shareholders are informed that the Company's Social and Ethics Committee Report has been prepared for the June 2024 financial year and is contained on page 3 of the audited annual financial statements circulated to shareholders with this notice.

9 **IDENTIFICATION OF SHAREHOLDERS**

9.1 In terms of section 63(1) of the Companies Act, before any person may attend or participate in a shareholders' meeting such as the meeting convened in terms of this notice of the AGM, that person must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or as a proxy for a shareholder, has been reasonably verified.

9.2 Satisfactory identification will include a duly certified copy of the shareholder's identity document, driver's license or passport and a valid email address and/or mobile telephone number for that shareholder, as well as –

9.2.1 for a participant person who is a representative of a shareholder that is a company or other corporate entity, a duly certified copy of the resolution adopted by the shareholder appointing such person to act as its representative at the AGM, as required in terms of section 57(5) of the Companies Act; or

9.2.2 for a participant who is a proxy, a copy of the proxy in terms of which he/she is appointed (unless such proxy is already on record with the transfer secretary or the company).

10 **VOTING AND PROXIES**

10.1 A shareholder entitled to attend and vote at the meeting may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the AGM in the place of the shareholder.

10.2 A proxy need not also be a shareholder of the company.

10.3 Voting shall take place by way of a poll. On a poll, each shareholder who, being a natural person, is present in person or by proxy, or, being a company, is present by representative proxy at the AGM is entitled to one vote for every ordinary share and one vote for every B Share held in the Company.

10.4 Forms of proxy (which form may be found enclosed) must be dated and signed by the shareholder appointing a proxy and should be deposited at or posted to the office of the transfer secretary, namely Computershare Investor Services Proprietary Limited at

Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, South Africa, 2196 (Private Bag x9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za to be received by no later than **10:00 on Thursday, 5 December 2024**.

- 10.5 In the event that a shareholder fails to deliver a completed form of proxy to the transfer secretary before **10:00 on Thursday, 5 December 2024**, the shareholder is still entitled to be represented at the meeting by proxy, provided the form of proxy is emailed to proxy@computershare.co.za prior to the scheduled time for the commencement of the meeting.
- 10.6 Before a proxy exercises any rights of a shareholder at the AGM, such form of proxy must be so delivered.

By order of the Board



Jan du Toit
7 November 2024

CAPEVIN HOLDINGS PROPRIETARY LIMITED

(Registration number 1997/020857/07)

Incorporated in the Republic of South Africa

(the "**Company**")

FORM OF PROXY

For use by shareholders at the Annual General Meeting of the Company to be held on **Friday, 6 December 2024 at 10:00** ("AGM") by electronic communication.

I/We (Please print full names)

being the holders of _____ shares in the Company, hereby appoint (see Note 1)

1 _____ or failing him /her,

2 _____ or failing him/her,

the Chairman of the AGM as my/our proxy to participate in, speak and vote for me/us on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing the ordinary and special resolutions to be proposed and at each adjournment of the meeting and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions (see Note 2).

Insert an "X" or the number of shares (see Note 2)

	NUMBER OF ORDINARY SHARES			
	For		Against	Abstain
1. Ordinary Resolution Number 1 Appointment of auditor				
2. Special Resolution Number 1 Financial Assistance (section 45)				
3. Special Resolution Number 2 Financial Assistance (section 44)				
4. Special Resolution Number 3 Repurchase of shares (section 48)				
5. Ordinary Resolution Number 2 Authority to sign documents				

(Indicate with an "X" or the relevant number of shares, in the applicable space, how you wish your votes to cast). Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed at _____ on _____ 2024

Signature _____

Assisted by me (where applicable) _____

Completed forms of proxy must be deposited at or posted to the office of the transfer secretary, namely Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, South Africa, 2196 (Private Bag x9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za to be received by no later than 10:00 on Thursday, 5 December 2024.

In the event that a shareholder fails to deliver a completed form of proxy to the transfer secretary before 10:00 on Thursday, 5 December 2024, the shareholder is still entitled to be represented at the meeting by proxy, provided the completed form of proxy is emailed to proxy@computershare.co.za prior to the scheduled time for the commencement of the meeting.

Please read the notes accompanying this proxy form.

Notes to the form of proxy

- 1 A shareholder may insert the name of a proxy or the names of alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chairman of the AGM" but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
- 3 Forms of proxy must be deposited at or posted to the office of the transfer secretary, namely Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, South Africa, 2196 (Private Bag x9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za by no later than **10:00 on Thursday, 5 December 2024**.
- 4 In the event that a shareholder fails to deliver a completed form of proxy to the transfer secretary before **10:00 on Thursday, 5 December 2024**, the shareholder is still entitled to be represented at the meeting by proxy, provided the completed form of proxy is emailed to proxy@computershare.co.za prior to the scheduled time for the commencement of the meeting.
- 5 The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and voting in person at the meeting to the exclusion of any proxy appointed in terms of this form of proxy.
- 6 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 its transfer secretaries or waived by the Chairman of the AGM.
- 7 Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.
- 8 A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company or its transfer secretaries.
- 9 The Chairman of the AGM may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.
- 10 In compliance with the provisions of section 58(8)(b)(i) of the Companies Act, a summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act, is set out immediately below:
 - A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM.
 - A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
 - The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.
 - The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act

on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.

- If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
- The completion of a form of proxy does not preclude any shareholder attending the AGM.

Virtual Meeting Guide



MEETING NAME: Capevin Holdings Proprietary Limited AGM 2024
DATE: 6 December 2024
TIME: 10h00 (SAST)
LOCATION: Online

Step 1 – Registration Platform

We will be conducting an AGM, giving you the opportunity to attend and participate using a smartphone, tablet, laptop or computer.

Shareholder

- To register for the meeting:
- Visit <https://smartagm.co.za>
 - Select **Capevin Holdings Proprietary Limited's** logo
 - Select **REGISTER**
 - Complete the registration process
- Computershare will verify the details and will reply via email (Please check the spam folder too).

Guest

Guests do not need to register. Please see next Section.

Step 2 – Meeting Platform (on the day of the meeting) Access

You will be able to view a live webcast of the meeting, ask the Board questions and submit your votes in real time.

- To access the meeting platform:
- Visit <https://my.100.lumiconnect.com/r/participant/live-meeting/100-941-690-910> (meeting ID 100-941-690-910)
 - **ACCEPT** the Terms and Conditions

The latest version of **Chrome, Safari, Edge** or **Firefox** is required. **Please ensure the web browser is compatible.**

Shareholder

In the "Meeting Access" email, look for the unique login credential (It will be sent from smartagm-sa@lumiengage.com).

- To access as a shareholder:
- Select **"I am a Shareholder"**
 - Enter the **username**
 - Enter the **password**

Guest

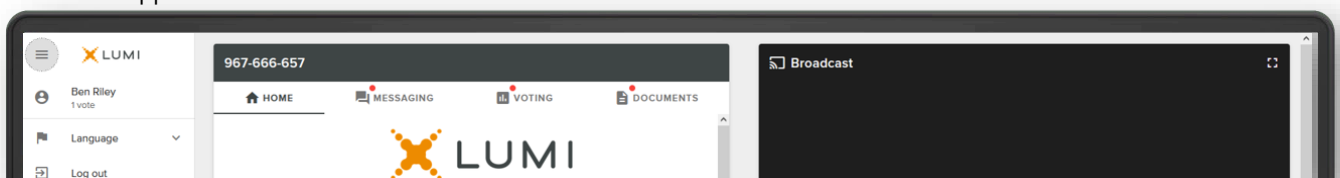
- To access as a guest:
- Select **"I am a Guest"**
 - Enter **"First name"**, **"Last name"** and **"Email"** address

Meeting Platform Features

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions, view relevant documents and watch the webcast.

Note:

- **Guests will only have access to some features**
- The broadcast screen will either appear on the right (laptops and computers) or at the bottom of the screen (smartphones and tablets). Once the meeting starts, the broadcast will start automatically. If the broadcast does not appear automatically, contact the support team.





Meeting Platform Features – Virtual Microphone

Should you wish to ask a verbal questions you can:

- Dial the numbers provided in the **HOME** screen
or
- Click on the **REQUEST TO SPEAK** in the **BROADCAST** screen to access the virtual microphone.

Make sure that you allow the web browser permission to use the Device's Microphone. Please note that it is important for you to pause the webcast before you make use of the virtual microphone.

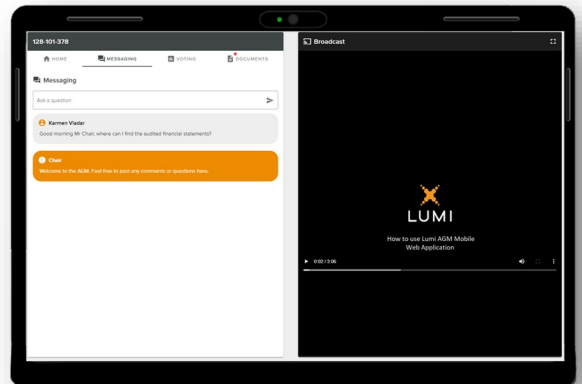


Meeting Platform Features – Messaging

The **MESSAGING** icon can appear on the navigation bar at the top of the screen. In this section, you can ask questions and comment on items discussed at the meeting and view your and other participating members' questions and comments.

To ask a question or comment, select the **MESSAGING** icon.

Type your message within the chat box and then press send (the arrow button).



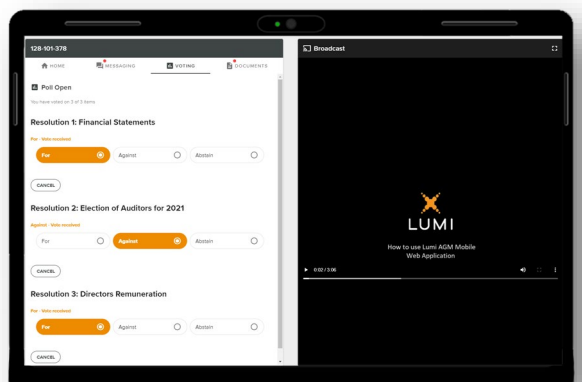
Meeting Platform Features – Voting

Once the poll/s has opened, the **VOTING** icon will appear on the navigation bar at the top of the screen. From here, resolutions or motions will be displayed.

To vote, select the **VOTING** icon and select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

If you wish to change your vote, simply select an alternate choice while the voting is open or select cancel if you wish to cancel your vote.

Once opened, voting can be performed at anytime during the meeting until the Chairman closes the voting. At that point, your last choice will be submitted.





Meeting Platform Features – Documents

If there are documents pertaining to the meeting, the **DOCUMENTS** icon will appear on the navigation bar at the top of the screen. You can view, download and print the pdf documents.

Select the DOCUMENTS icon and then select the document.

