

# EXPLANATORY NOTES TO THE NOTICE

## TO SHAREHOLDERS

### ORDINARY RESOLUTIONS

#### Ordinary Resolution Number 1

##### Approval of annual financial statements

In terms of the provisions of section 286(1) of the Companies Act (No. 61 of 1973), as amended ("Companies Act"), the directors are obliged to present the Company's annual financial statements and Group annual financial statements to the members at the annual general meeting for consideration.

#### Ordinary resolution number 2

##### Reappointment of auditor

In terms of the provisions of section 270(1) of the Companies Act, a company shall at every annual general meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting of the Company.

In terms of the provisions of section 274(3) of the Companies Act, when a firm is appointed as auditors the appointment should also specify the name of the individual registered auditor who undertakes the audit.

#### Ordinary resolution number 3

##### Approval of directors' remuneration

In terms of the provisions of article 29.2.1 of the Company's Articles of Association, the remuneration payable to the directors must be determined by the members of the Company.

#### Ordinary resolutions numbers 4 – 13

##### Election of directors

In terms of the provisions of article 31.1.1 of the Company's Articles of Association, one-third of the directors, or if their number is not a multiple of three, then the number nearest to but not less than one-third are required to retire at each annual general meeting. In terms of the provisions of article 31.4.1.1, a person appointed as director by the directors shall retire at the following annual general meeting and shall not form part of the one-third of directors who are required to retire by rotation. Directors may offer themselves for re-election. Biographical details of all the directors of the Company are set out on pages 8 and 9 of the Annual Report.

#### Ordinary resolution number 14

##### Unbundling of Trans Hex shares

In terms of the provisions of paragraph 5.85 of the Listings Requirements, the distribution by Remgro of its Trans Hex shares to its shareholders in terms of the provisions of section 90 of the Companies Act requires the approval of its shareholders by an ordinary resolution.

### SPECIAL RESOLUTIONS

#### Special resolution number 1

##### General authority to repurchase shares

The annual renewal of this authority is required in terms of the provisions of the Listings Requirements and section 85 of the Companies Act. The existing authority to the directors is due to expire at the forthcoming annual general meeting, unless renewed.

#### Special resolution number 2

##### General authority to enter into derivative transactions

The general authority is given to the directors to enable them, subject to the provisions of the Companies Act and the Listings Requirements, to enter into derivative transactions, which may or will lead to the Company being required to purchase its own shares.