Notice
to shareholders

Notice is hereby given that the 2025 Annual General Meeting of Remgro Limited (the Company) will be held as a hybrid meeting on Thursday, 27 November 2025, at 10:30 am, at The Lord Charles Hotel, Corner of Main Road and Broadway Boulevard, Somerset West, 7130 and via electronic communication (the AGM), to consider and, if deemed fit, to pass the ordinary and special resolutions detailed below, with or without modification. Shareholders are invited to join the AGM physically or digitally via the Lumi platform in accordance with section 63(2)(b) of the Companies Act (No. 71 of 2008), as amended (Companies Act) and clause 22 of the Company's Memorandum of Incorporation (Memorandum of Incorporation). The AGM will be held in both Afrikaans and English, with translation services provided for shareholders.

Ordinary business

Presentation of the Annual Financial Statements

The complete audited Annual Financial Statements, including the Report of the Board of Directors of the Company (the Board), the Report of the Independent Auditor and the Audit and Risk Committee Report, of the Company and the Group for the financial year ended 30 June 2025 as required in terms of section 30(3)(d) of the Companies Act, are published on the Company's website at www.remgro.com and are hereby presented to shareholders as required in terms of section 61(8)(a) of the Companies Act.

These reports and the summary Annual Financial Statements are included in the Integrated Annual Report respectively on pages 128, 132, 125 and 133.

Ordinary resolutions

1. Appointment of auditor

Ordinary Resolution Number 1

Resolved that the appointment of Ernst & Young Inc., who is independent from the Company, as the Company's auditor, as nominated by the Company's Audit and Risk Committee, be approved and to note that the individual registered auditor who will perform the function of auditor during the financial year ending 30 June 2026, is Mr M Rapson.

Additional information in respect of Ordinary Resolution Number 1

In terms of the provisions of section 90(1) of the Companies Act, a public company shall at each Annual General Meeting appoint an auditor to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting of the Company.

2. Election of director

Ordinary Resolution Number 2

Resolved that Ms S E N De Bruyn who retires as director in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered herself and is eligible for re-election, be and is hereby re-elected as a director of the Company.

3. Election of director

Ordinary Resolution Number 3

Resolved that Ms M Lubbe who retires as director in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered herself and is eligible for re-election, be and is hereby re-elected as a director of the Company.

4. Election of director

Ordinary Resolution Number 4

Resolved that Mr P J Moleketi who retires as director in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered himself and is eligible for re-election, be and is hereby re-elected as a director of the Company.

5. Election of director

Ordinary Resolution Number 5

Resolved that Mr M Morobe who retires as director in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered himself and is eligible for re-election, be and is hereby re-elected as a director of the Company.

6. Election of director

Ordinary Resolution Number 6

Resolved that Mr N J Williams who retires as director in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered himself and is eligible for re-election, be and is hereby re-elected as a director of the Company.

Additional information in respect of Ordinary Resolutions Numbers 2 to 6

In terms of the provisions of clause 27.4.3 of the Memorandum of Incorporation, one-third of the directors, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, are required to retire annually at each Annual General Meeting. Directors may offer themselves for re-election. Biographical details of all directors of the Company are set out on pages 66 to 69 of the Integrated Annual Report, in which this Notice of AGM is included. The Board supports the re-election of all the aforementioned directors.

7. Election of member of the Audit and Risk Committee

Ordinary Resolution Number 7

Resolved that subject to the passing of Ordinary Resolution Number 2, Ms S E N De Bruyn, being eligible and offering herself for re-election, be and is hereby re-elected as a member of the Audit and Risk Committee, until the next Annual General Meeting.

8. Election of member of the Audit and Risk Committee

Ordinary Resolution Number 8

Resolved that Mr G G Nieuwoudt, being eligible and offering himself for re-election, be and is hereby re-elected as a member of the Audit and Risk Committee, until the next Annual General Meeting.

9. Election of member of the Audit and Risk Committee

Ordinary Resolution Number 9

Resolved that Mr K S Rantloane, being eligible and offering himself for re-election, be and is hereby re-elected as a member of the Audit and Risk Committee, until the next Annual General Meeting.

Additional information in respect of Ordinary Resolutions Numbers 7 to 9

In terms of the provisions of section 94(2) of the Companies Act, a public company shall at each Annual General Meeting elect an Audit Committee comprising at least three members. Brief curricula vitae of the independent non-executive directors proposed to be appointed to the Audit and Risk Committee appear on pages 67 to 68 of the Integrated Annual Report, in which this Notice of AGM is included. As is evident from the curricula vitae of these directors, all of them have academic qualifications or experience in one or more of the following areas, i.e. economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resources.

10. Election of member of the Social and Ethics Committee

Ordinary Resolution Number 10

Resolved that subject to the passing of Ordinary Resolution Number 5, Mr M Morobe, be and is hereby elected as a member of the Social and Ethics Committee, until the next Annual General Meeting.

11. Election of member of the Social and Ethics Committee

Ordinary Resolution Number 11

Resolved that subject to the passing of Ordinary Resolution Number 2, Ms S E N De Bruyn, be and is hereby elected as a member of the Social and Ethics Committee, until the next Annual General Meeting.

12. Election of member of the Social and Ethics Committee

Ordinary Resolution Number 12

Resolved that subject to the passing of Ordinary Resolution Number 3, Ms M Lubbe, be and is hereby elected as a member of the Social and Ethics Committee, until the next Annual General Meeting.

13. Election of member of the Social and Ethics Committee

Ordinary Resolution Number 13

Resolved that subject to the passing of Ordinary Resolution Number 4, Mr P J Moleketi, be and is hereby elected as a member of the Social and Ethics Committee, until the next Annual General Meeting.

14. Election of member of the Social and Ethics Committee

Ordinary Resolution Number 14

Resolved that Mr K S Rantloane, be and is hereby elected as a member of the Social and Ethics Committee, until the next Annual General Meeting.

Additional information in respect of Ordinary Resolutions Number 10 to 14

In terms of section 72(9)(A)(a) of the Companies Act (as amended in terms of the Companies Amendment Act 2024 (Act No 16 of 2024) (Companies Amendment Act)), a public company is required to elect a Social and Ethics Committee at each Annual General Meeting. The majority of the members of the Social and Ethics Committee must be non-executive directors and must not have been involved in the day-to-day management of the Company at any time during the previous three financial years.

Brief *curricula vitae* of directors proposed to be appointed to the Social and Ethics Committee appear on pages 67 to 69 of the Integrated Annual Report, in which this Notice of AGM is included. The Board recommends the aforementioned directors to be elected and appointed as members of the Social and Ethics Committee based on their collective skills and experience.

15. General authority to place 5% of the unissued ordinary shares under the control of the directors

Ordinary Resolution Number 15

Resolved that the unissued ordinary shares in the authorised share capital of the Company be and is hereby placed under the control of the Board, who is hereby authorised, as a general authority in terms of the Memorandum of Incorporation, to allot and issue any such shares upon such terms and conditions as the Board in their sole discretion may deem fit, subject to the provisions of the Companies Act, the Memorandum of Incorporation and the Listings Requirements of the exchange operated by JSE Limited (JSE) (Listings Requirements), to the extent applicable, provided that this approval shall be valid only until the next Annual General Meeting of the Company and that the aggregate number of ordinary shares to be allotted and issued in terms of this Ordinary Resolution Number 15 is limited to 5% of the number of the unissued ordinary shares in the authorised share capital of the Company at the date of this Notice of AGM (being 23 539 150 ordinary shares).

Additional information in respect of Ordinary Resolution Number 15

Clause 6.7 of the Memorandum of Incorporation provides that the Board may resolve to issue authorised shares, but only to the extent that such issue has been approved by the shareholders in general meeting, either by way of a general or specific authority. The purpose of Ordinary Resolution Number 15 is to provide such general authority, which shall remain subject to the provisions of, and all limitations contained in the Companies Act, the Memorandum of Incorporation and the Listings Requirements, to the extent applicable. The authority in terms of Ordinary Resolution Number 15 cannot be used to issue shares for cash as contemplated in the Listings Requirements.

16. Non-binding advisory vote on Remuneration Policy

Ordinary Resolution Number 16

Resolved that the Company's Remuneration Policy, as set out in the Remuneration Report from page 88 of the Integrated Annual Report, be and is hereby endorsed by way of a non-binding advisory vote.

17. Non-binding advisory vote on Remuneration Implementation Report

Ordinary Resolution Number 17

Resolved that the Company's Implementation Report in regard to its Remuneration Policy, as set out in the Remuneration Report from page 99 of the Integrated Annual Report, be and is hereby endorsed by way of a non-binding advisory vote.

Additional information in respect of Ordinary Resolutions Numbers 16 and 17

In terms of section 61(8)(a)(v) of the Companies Act (as amended in terms of the Companies Amendment Act), the Company's Remuneration Report must be presented to the shareholders at the AGM for consideration. Further, in terms of the Listings Requirements, the Company's Remuneration Policy and Implementation Report in regard to its Remuneration Policy must be tabled every year for separate non-binding advisory votes by the shareholders of the Company at the Annual General Meeting. In the event that any of Ordinary Resolutions Numbers 16 or 17, or both, is voted against by 25% or more of the votes exercised on them, the Company shall engage with the dissenting shareholders in the manner set out in the Remuneration Report from page 88 of the Integrated Annual Report.

Special resolutions

18. Approval of directors' remuneration

Special Resolution Number 1

Resolved that directors' fees for services rendered (excluding VAT) as directors for the financial year ending 30 June 2026 be determined on the following basis:

Type of fee	Proposed fee for the year ending 30 June 2026 (Rand)	Fee for the year ended 30 June 2025 (Rand)
Board member	**495 000**	470 600
Chairman of the Audit and Risk Committee	**405 000**	381 800
Member of the Audit and Risk Committee	**200 000**	190 400
Member of the Remuneration and Nomination Committee	**90 000**	84 600
Chairman of the Social and Ethics Committee[1]	**250 000**	192 500
Member of the Social and Ethics Committee[1]	**135 000**	104 000
Chairman of the Investment Committee	**165 000**	154 500
Member of the Investment Committee	**90 000**	84 600
Chairman of the Valuation Committee	**165 000**	154 500
Member of the Valuation Committee	**90 000**	84 600
Meeting fee for *ad hoc* committees	**35 000**	33 900

[1] *The Social and Ethics Committee merged with the Strategic ESG Committee from 1 July 2024 giving more oversight responsibilities and increased number of meetings, meeting time and meeting preparation to the Social and Ethics Committee members. The name of the Social and Ethics and Sustainability Committee was changed to the Social and Ethics Committee.*

Additional information in respect of Special Resolution Number 1

The reason for and the effect of Special Resolution Number 1 is to approve the remuneration payable by the Company to its directors for their services as directors of the Company in terms of section 66(9) of the Companies Act for the financial year ending 30 June 2026.

19. General authority to repurchase shares

Special Resolution Number 2

Resolved that the Board be and is hereby authorised, by way of a renewable general authority in terms of the provisions of the Listings Requirements and as permitted in terms of the Memorandum of Incorporation, to approve the purchase of its own ordinary shares by the Company, or to approve the purchase of ordinary shares in the Company by any subsidiary of the Company, in terms of section 48 of the Companies Act, upon such terms and conditions as the Board may from time-to-time determine, provided that:

- this general authority shall be valid until the Company's next Annual General Meeting or for 15 months from the date of passing of this resolution, whichever period is shorter;
- the ordinary shares be purchased through the order book of the trading system of the JSE and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty (reported trades are prohibited);
- an announcement complying with paragraph 11.27 of the Listings Requirements be published by the Company (i) when the Company and/or its subsidiaries have cumulatively repurchased 3% of the ordinary shares in issue as at the time when the general authority was given (the initial number) and (ii) for each 3% in the aggregate of the initial number of the ordinary shares acquired thereafter by the Company and/or its subsidiaries;
- the repurchase by the Company of its own ordinary shares shall not in the aggregate in any one financial year exceed 10% of the Company's issued ordinary share capital as at the beginning of the financial year, provided that the acquisition of ordinary shares as treasury shares by a subsidiary of the Company shall not be effected to the extent that in aggregate more than 10% of the number of issued ordinary shares of the Company at the relevant times are held by or for the benefit of the subsidiaries of the Company taken together;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the ordinary shares for the five business days immediately preceding the date on which the transaction is effected;
- at any point in time the Company may only appoint one agent to effect any repurchase on the Company's behalf or on behalf of any subsidiary of the Company;
- the Company and the Group will not repurchase ordinary shares during a prohibited period (as defined in the Listings Requirements) unless they have a repurchase programme in place where the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme (as required by the Listings Requirements) have been disclosed to the JSE 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;
- prior to the repurchase, a resolution has been passed by the Board confirming that the Board has authorised the repurchase, that the Company and its subsidiaries satisfy the solvency and liquidity test contemplated in the Companies Act, and that since the test was done there have been no material changes to the financial position of the Group; and
- such repurchases will be subject to the applicable provisions of the Companies Act, the Memorandum of Incorporation, the Listings Requirements and the Exchange Control Regulations 1961.

It is the intention of the Board to use this general authority should prevailing circumstances (including the tax dispensation and market conditions) warrant it in their opinion.

The Company's directors undertake that they will not implement any such repurchases while this general authority is valid, unless:

- the Company and the Group will be able, in the ordinary course of business, to pay their debts for a period of 12 months after the date of the general repurchase;
- the assets of the Company and the Group will exceed their liabilities for a period of 12 months after the date of the general repurchase. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the Company's latest audited Group Annual Financial Statements;
- the Company and the Group will have adequate share capital and reserves for ordinary business purposes for a period of 12 months after the date of the general repurchase; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase.

Additional information in respect of Special Resolution Number 2

The reason for and the effect of Special Resolution Number 2 is to grant the Board a general authority to approve the Company's repurchase of its own ordinary shares and to permit a subsidiary of the Company to purchase ordinary shares in the Company.

For the purposes of considering Special Resolution Number 2 and in compliance with paragraph 11.26 of the Listings Requirements, the information listed below has been included in the Integrated Annual Report, in which this Notice of AGM is included, at the places indicated:

- Major shareholders (pages 151)
- Share capital of the Company (pages 51 of the Annual Financial Statements and 151 of the Integrated Annual Report)

The directors, whose names are set out on pages 66 to 69 of the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information contained in this Special Resolution Number 2 and certify, to the best of their knowledge and belief, that there are no other facts, the omission of which would make any statement false or misleading and that they have made all reasonable queries in this regard and that this resolution contains all information required by law and the Listings Requirements.

There has been no material change in the financial or trading position of the Company and the Group that has occurred since the end of the last financial period for which either audited Annual Financial Statements or unaudited interim reports have been published.

20. General authority to provide financial assistance for the subscription and/or purchase of securities in the Company or in related or inter-related companies

Special Resolution Number 3

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 3), 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 and/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 Board undertakes that it will not adopt a resolution to authorise such financial assistance, unless the Board is satisfied that:

- immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act; and
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

The main purpose for this authority is to grant the Board the authority to authorise the Company to provide financial assistance to the financiers of the Group for the purposes of the subscription and/or purchase of securities in subsidiaries of the Company, to fund the activities of the Group.

Additional information in respect of Special Resolution Number 3

The reason for and the effect of Special Resolution Number 3 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.

21. General authority to provide financial assistance to related and inter-related companies and corporations

Special Resolution Number 4

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 4), 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 main purpose for this authority is to grant the Board the authority to authorise the Company to provide intergroup loans and other financial assistance for purposes of funding the activities of the Group. The Board undertakes that:

- it will not adopt a resolution to authorise such financial assistance, unless the Board is satisfied that:
  - immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act; and
  - the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company; and
- 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:
  - 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 such resolution during the financial year, exceeds 0.1% of the Company's net worth at the time of the resolution; or
  - within 30 business days after the end of the financial year, in any other case.

Additional information in respect of Special Resolution Number 4

The reason for and the effect of Special Resolution Number 4 is to provide a general authority to the Board for the Company to grant direct or indirect financial assistance to any company or corporation forming part of the Group, including in the form of loans or the guaranteeing of their debts.

Notice to shareholders of the Company in terms of section 45(5) of the Companies Act of a resolution adopted by the Board authorising the Company to provide direct or indirect financial assistance to related and inter-related companies and corporations

- By the time this Notice of AGM is delivered to shareholders, the Board will have adopted a resolution (section 45 Board Resolution) authorising the Company to provide, at any time and from time to time during the period commencing on the date on which Special Resolution Number 4 is adopted until the date of the next Annual General Meeting of the Company, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related companies or corporations of the Company. The financial assistance will entail loans and other financial assistance to related or inter-related companies or corporations of the Company for purposes of funding the activities of the Group.
- The section 45 Board Resolution will be effective only if and to the extent that Special Resolution Number 4 is adopted by the shareholders and the provision of any such financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that (1) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act; and that (2) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b)(ii) of the Companies Act.
- Inasmuch as the section 45 Board Resolution contemplates that such financial assistance will, in the aggregate, exceed 0.1% of the Company's net worth at the date of adoption of such resolution, the Company hereby provides notice of the section 45 Board Resolution to shareholders. The Company does not have any employees represented by a trade union.

22. Amendments to the Memorandum of Incorporation

Special Resolution Number 5

Resolved that in terms of section 16(1)(c) of the Companies Act, the existing Memorandum of Incorporation of the Company be and is hereby substituted in its entirety by the amended Memorandum of Incorporation signed by the chairman of the AGM on the first page thereof for identification purposes, with effect from the date as contemplated in section 16(9)(b)(i) of the Companies Act.

Additional information in respect of Special Resolution Number 5

The reason for and the effect of Special Resolution Number 5 is to approve the adoption of a new amended Memorandum of Incorporation in substitution for the existing Memorandum of Incorporation, in order to (i) align the Memorandum of Incorporation with the amendments made to the Companies Act by the recent Companies Amendment Act, which have taken effect, and to (ii) update the Memorandum of Incorporation to the extent required. The amendments made to the Memorandum of Incorporation include the following:

- Substituting references to the Securities Services Act and its provisions, with the Financial Markets Act, which replaced the Securities Services Act, and its provisions;
- Amending the provisions of clause 19 dealing with the acquisition by the Company of its own shares to align with the amendments made to section 48(8) of the Companies Act by the Companies Amendment Act;
- Granting the Board the right to cancel or postpone a convened shareholders meeting, save for meetings requisitioned by shareholders;
- Provide for the presentation of the Social and Ethics Committee Report and the Remuneration Report at the Annual General Meetings of the Company as required in terms of the Companies Amendment Act;
- Provide for the appointment of the members of the Social and Ethics Committee by shareholders of the Company at Annual General Meetings, as required in terms of the Companies Amendment Act;
- Amending the provisions of clause 24 in respect of the time period within which proxy forms should be submitted to the Company to align with the provisions of the Companies Act;
- Amending the provisions of clause 28 for good order to provide that meetings of the Board and committees of the Board will not be recorded and, if recorded, that the written minutes of meetings of the Board or committees of the Board shall be the sole evidence of the meetings to the exclusion of the recording;
- Amending the provisions of clause 38 to align the provisions in respect of unclaimed distributions with that of the Listings Requirements; and
- Amending the provisions of clause 43 to align the date on which amendments to the Memorandum of Incorporation becomes effective with the provisions of the Companies Amendment Act.

Copies of the new Memorandum of Incorporation will be available for inspection by any person who has a beneficial interest in any share of the Company at the registered office of the Company at Millennia Park, 16 Stellentia Avenue, Stellenbosch and at the offices of Computershare Investor Services Proprietary Limited, the Transfer Secretaries of the Company, at Rosebank Towers, 15 Biermann Avenue, Rosebank, during normal office hours from the date of issue of this Notice of AGM up to and including the date of the AGM or any adjourned meeting.

23. Report by the Social and Ethics Committee

In terms of section 61(8)(a)(iv) of the Companies Act (as amended in terms of the Companies Amendment Act), the Company's Social and Ethics Committee Report must be presented to the shareholders at the AGM for consideration. The Company's Social and Ethics Committee Report, included on page 86 of the Integrated Annual Report, published on the Company's website at www.remgro.com, will serve as the Social and Ethics Committee Report to the Company's shareholders on the matters within its mandate at the AGM. Any specific questions to the Social and Ethics Committee may be sent to the Company Secretary prior to the AGM.

24. Other business

And to transact any other business that may be transacted at an Annual General Meeting.

Notes to the notice to shareholders

Record dates

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to receive this Notice of AGM is Friday, 17 October 2025.

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the AGM is Friday, 14 November 2025, and the last day to trade in the Company's shares in order to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the AGM is Tuesday, 11 November 2025.

Approvals required for resolutions

Ordinary Resolutions Numbers 1 to 17 contained in this Notice of AGM require the approval by more than 50% of the votes exercised on the resolutions by shareholders present or represented by proxy at the AGM, subject to the provisions of the Companies Act, the Memorandum of Incorporation and the Listings Requirements. Ordinary Resolutions Numbers 16 and 17 are non-binding advisory votes.

Special Resolutions Numbers 1 to 5 contained in this Notice of AGM require the approval by at least 75% of the votes exercised on the resolutions by shareholders present or represented by proxy at the AGM, subject to the provisions of the Companies Act, the Memorandum of Incorporation and the Listings Requirements.

Equity securities held by a share trust or scheme of the Company will not have their votes taken into account for the purposes of resolutions passed in terms of the Listings Requirements. Shares held as treasury shares may not vote on any resolutions.

Participation and voting by shareholders or proxies

(i) The Company is pleased to offer shareholders an online voting facility during the AGM via the Lumi Platform for both shareholders attending the AGM in-person (physically) at the venue as well as those shareholders who will be attending the AGM via electronic communication.

(ii) While voting on the day is possible, we encourage certificated shareholders and dematerialised shareholders with "own-name" registration attending either in-person or via electronic communication to indicate their votes in respect of the business of the AGM in advance by completing and returning a proxy form. This will ensure that your vote will be counted whether or not you attend the AGM.

(iii) A demonstration will be conducted for the convenience of shareholders attending the AGM in-person on how to use the Lumi Voting Devices. Shareholders are also referred to the "Electronic Participation Meeting Guide" published on the Company's website at www.remgro.com for instructions on electronic voting.

(iv) In order to allow the voting preferences of all shareholders to be taken into account, voting will take place by way of a poll and accordingly every holder of ordinary shares will have one vote in respect of each ordinary share held and every holder of B ordinary shares will have 10 votes in respect of each B ordinary share held.

(v) Shareholders are reminded that:

- a shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend, participate, speak and vote at the AGM in their stead at the AGM. Shareholders are referred to the attached proxy form;
- a proxy need not also be a shareholder(s) of the Company; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a shareholders meeting must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

(vi) Certificated shareholders and dematerialised shareholders with "own-name" registration who are unable to attend the AGM and who wish to be represented at the AGM, must complete and lodge the attached proxy form in accordance with the instructions contained therein, so as to be received by Computershare Investor Services Proprietary Limited (Transfer Secretaries), at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132, South Africa), or via email at proxy@computershare.co.za, in each case by no later than Tuesday, 25 November 2025, at 10:30 am for administration purposes, provided that any proxy form not delivered to the Transfer Secretaries by this time may be emailed to the Transfer Secretaries (who will provide same to the chairman of the AGM) at any time before the AGM.

(vii) Dematerialised shareholders without "own-name" registration who wish to attend the AGM in-person must request their Central Securities Depositary Participant (CSDP) or broker to provide them with the necessary letter of representation in accordance with the relevant custody agreement. Dematerialised shareholders without "own-name" registration who do not wish to attend the AGM but wish to be represented at the AGM must advise their CSDP or broker of their voting instructions. Such shareholders should contact their CSDP or broker with regard to the cut-off time for their voting instructions.

(viii) **Electronic participation: As stated above, participation in the AGM will also be via electronic communication and shareholders wishing to attend the AGM via electronic means must follow the instructions for registration, attendance and participation set out below. The cost (e.g. for mobile data consumption or internet connectivity) of electronic participation in the AGM will be carried by the participant. The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company and its directors/employees/Company Secretary/Transfer Secretaries/service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company or its directors/employees/ Company Secretary/Transfer Secretaries/service providers, IF HE/SHE IS UNABLE TO VOTE and whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the participant via the electronic services to the AGM.**

As indicated above, shareholders are advised to indicate their votes in respect of the business of the AGM in advance by completing and returning a proxy form, and SHOULD TAKE NOTE THAT if the electronic equipment fail in any manner (including as a result of load shedding or a generator failure), the shareholders cannot hold the Company or its directors/ employees/ Company Secretary/ Transfer Secretaries/service providers responsible/liable for not being able to vote.

Registration to attend the AGM

1) Registering online by no later than 10:30 am on Tuesday, 25 November 2025

Shareholders who wish to attend the AGM (in-person or via electronic communication) can register online using the online registration portal at www.smartagm.co.za to, *inter alia*, allow the Transfer Secretaries to arrange the participation of the shareholder at the AGM.

2) Registering via email by no later than 10:30 am on Tuesday, 25 November 2025

Shareholders who wish to attend the AGM (in-person or via electronic communication) can register by making a written application to so participate either in-person (physical) or via electronic communication, by email to proxy@computershare.co.za, in order for the Transfer Secretaries to, *inter alia*, arrange such participation for the shareholder.

3) Registering after 10:30 am on Tuesday, 25 November 2025

Shareholders wishing to participate in and/or vote at the AGM may still register, as contemplated in 1 and 2 above, after 10:30 am on Tuesday, 25 November 2025, provided, that for those shareholders to participate in and/or vote at the AGM, those shareholders must be verified and registered (as required in terms of section 63(1) of the Companies Act by uploading their relevant verification documentation as more fully set out under Identification on the following page) before the commencement of the AGM.

4) Registering at the venue of the AGM

Shareholders who wish to attend in-person and vote at the AGM, and who have not registered online, will be able to register at the venue from 09:30 to 10:15 am on Thursday, 27 November 2025. In order to register at the venue, shareholders will be required to provide identification reasonably satisfactory to the Transfer Secretaries, as more fully set out under Identification on the following page. Once registered to the satisfaction of the Transfer Secretaries, such shareholders will be able to participate in and vote at the AGM.

Electronic attendance at the AGM

Once registered in accordance with the instructions above, shareholders attending via electronic communication will be required to connect to the AGM through the Lumi website by following the steps set out at www.smartagm.co.za. Shareholders are referred to the "Electronic Participation Meeting Guide" published on the Company's website at www.remgro.com for further instructions relating to the electronic participation.

The Transfer Secretaries will by no later than 5:00 pm on Wednesday, 26 November 2025, notify eligible shareholders of the access details through which eligible shareholders can participate electronically in and/or vote at the AGM.

Shareholders participating in the AGM in this manner may still appoint a proxy to vote on their behalf at the AGM.

Guests will be able to access the AGM at www.smartagm.co.za by selecting the applicable meeting and clicking on LUMI PLATFORM LINK. The option, "I am a Guest" must be selected on the login screen. Guests will be prompted to complete all the relevant fields including title, first name, last name and email address. Please note, guests will not be able to ask questions or vote at the AGM.

Identification

In terms of section 63(1) of the Companies Act, all AGM participants will be required to provide identification reasonably satisfactory to the Transfer Secretaries, as follows:

- Participants registering to participate in the AGM using the online registration method contemplated above, by uploading the relevant documentation via the online registration portal; or
- Participants registering to participate in the AGM by submitting the written application contemplated above, by submitting the relevant documentation by email to proxy@computershare.co.za; or
- Participants attending the AGM in-person and who have not registered online, by furnishing the relevant documentation to the Transfer Secretaries at the AGM venue.

The Transfer Secretaries must be reasonably satisfied that the right of that person to attend, participate in and vote at the AGM as a shareholder or a proxy or representative of a shareholder, has been reasonably verified.

Acceptable forms of identification include valid South African driver's licences, green barcoded identity documents or barcoded identification smart cards, issued by the South African Department of Home Affairs, and passports.

Questions

The Company appreciates that the AGM presents an opportunity for shareholders to receive an update on the Company and to ask questions to the Board. To facilitate engagement between shareholders attending in-person and those attending via electronic communication, the Company will allow questions to be raised at the meeting by shareholders attending in-person or submitted via text by shareholders attending via electronic communication.

We would like to respond to as many shareholders' questions as possible and therefore encourage shareholders to submit the questions that they wish to raise at the AGM in advance of the AGM by sending them by email to the Company Secretary at agm@remgro.com, by no later than 10:30 am on Wednesday, 26 November 2025, in order to ensure that your questions are addressed at the AGM.

By order of the Board.



L J Joubert
Company Secretary

Stellenbosch
22 September 2025