

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take you are recommended to consult your Central Securities Depository Participant (“**CSDP**”), stockbroker, banker, legal adviser, accountant or other professional adviser immediately. If you have disposed of all your shares in EOH, then this document, but not the accompanying form of proxy, should be forwarded to the purchaser of your shares, or the CSDP, stockbroker, banker or agent through whom you have disposed of your shares.



EOH Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1998/014669/06)
JSE share code: EOH ISIN: ZAE000071072
 (“**EOH**” or “**the Company**”)

Directors

Andrew Mthembu (*Independent Non-executive Chairman*)
Stephen van Coller (*Chief Executive Officer*)
Marialet Greeff (*Chief Financial Director*)
Fatima Newman (*Executive Director*)
Andrew Marshall (*Independent Non-executive Director*)
Sipho Ngidi (*Independent Non-executive Director*)
Jesmane Boggenpoel (*Independent Non-executive Director*)
Nosipho Molope (*Independent Non-executive Director*)
Bharti Harie (*Independent Non-executive Director*)
Jabu Moleketi (*Non-executive Director*)

NOTICE OF GENERAL MEETING TO EOH SHAREHOLDERS

Notice of general meeting relating to the approval of remuneration payable to the Non-executive Directors of EOH and enclosing a form of proxy to attend and vote at the general meeting of EOH shareholders, for use only by certificated shareholders or dematerialised shareholders who have elected own-name registration.

Sponsor



Date of issue: Friday, 1 March 2024

This notice of general meeting is available in English only. Copies of this notice of general meeting may be obtained from the registered office of the Company during normal office hours from Friday, 1 March 2024 to Thursday, 4 April 2024, both dates inclusive. The notice of general meeting will also be available on EOH’s website at <https://www.eoh.co.za/investor-relations/shareholder-meetings/> from Friday, 1 March 2024.

1. Notice of general meeting

Notice is hereby given that a general meeting of shareholders of EOH will be conducted entirely by electronic participation, as contemplated in section 63(2)(a) of the Companies Act No. 71 of 2008 (“**Companies Act**”) and by the Company’s memorandum of incorporation (“**Mol**”), on Thursday, 4 April 2024 at 10:00 for the purpose of considering, and, if deemed fit, passing with or without modification, the resolutions set out hereunder.

2. Purpose of the general meeting

In accordance with section 66(9) of the Companies Act, the remuneration payable to directors for their services may only be paid only in accordance with a special resolution approved by shareholders within the previous two years. However, at the annual general meeting of EOH shareholders held on Wednesday, 22 November 2023, only 44.36% of EOH shareholders present or represented at the annual general meeting voted in favour of special resolution number 1 relating to the remuneration payable to Non-executive Directors of EOH for their services as directors.

Following extensive engagements with key shareholders of EOH who initially opposed the special resolution to approve the remuneration payable to Non-executive Directors, a collaborative consensus has been achieved addressing the concerns raised by shareholders. Consequently, the special resolution approving the remuneration payable to Non-executive Directors of EOH for their services as directors is presented at this general meeting for consideration and approval by EOH shareholders.

Shareholders are further referred to the announcement published on Thursday, 22 February 2024, regarding the appointment of Andrew Mthembu as Executive Chairman of EOH with effect from 1 April 2024 following the retirement of Stephen van Coller on 31 March 2024. The Executive Chairman will assume the role and responsibilities of interim Chief Executive Officer (“**CEO**”) for a period of up to six months or until such time as a new CEO is appointed.

To support Andrew Mthembu in his role as Executive Chairman, Andrew Marshall has been appointed as Lead Independent Non-executive Director. To enhance Board governance, the position of Lead Independent Non-executive Director will endure following the appointment of a new CEO and Andrew Mthembu’s return to his role as Independent Non-executive Chairman of EOH. The appointment of Andrew Marshall as Lead Independent Non-executive Director necessitates an addition to the special resolution to approve the remuneration payable to directors. Accordingly, the special resolution to approve the remuneration payable to Non-executive Directors now includes an all-inclusive annual fee of R1 113 000 for the Lead Independent Non-executive Director. This proposed fee represents a 6% increase from the fee approved by shareholders at the annual general meeting held on 13 December 2022 for a Lead Independent Non-executive Director.

With the exception of the proposed remuneration for the Lead Independent Non-executive Director and the amendment to the number of scheduled meetings for the Audit and Risk Committee and Remuneration and Nomination Committee in terms of which an additional scheduled meeting has been proposed given the extent of the duties expected to be performed by those committees during the year, the proposed remuneration payable to the Non-executive Directors remains unchanged from the proposal put to shareholders at the annual general meeting held on 22 November 2023.

With regard to the proposed remuneration shareholders are reminded that:

- Pursuant to a review and recommendation by the Remuneration and Nomination Committee, the Board approved a revision of the committees, namely:
 - The Governance and Risk Committee and the Information and Technology Committee were consolidated into the Audit Committee and the Audit Committee was subsequently renamed the Audit and Risk Committee.
 - The Asset Disposal and Strategic Acquisitions Committee was dissolved.

The Board approved these changes to align with the smaller size of the EOH Group and the changing needs of the Company, as well as to realise efficiencies while remaining compliant with statutory requirements.

- The Board proposed that the Non-executive Directors’ fees be increased by 6%.
- The payment for unscheduled Board and committee meetings be increased from R5 250 to R5 565 per hour.

As such, the purpose of this general meeting is to consider and, if deemed fit, to approve the resolutions set out herein in respect of the payment of fees to the Non-executive Directors of EOH in accordance with section 66(9) of the Companies Act.

In order for the resolutions set out herein to be approved, a 75% majority of shareholders present or represented at a general meeting voting in favour thereof, is required.

Shareholders are reminded that the approval sought hereunder is in respect of the period 1 February 2024 to 31 January 2025 and a new resolution will be presented to shareholders at the annual general meeting for the 2024 financial year, as is custom, to consider and, if deemed fit, to approve the remuneration of the Non-executive Directors for the period 1 February 2025 to 31 January 2026.

THE FOLLOWING RESOLUTIONS ARE THUS PROPOSED:

1. SPECIAL RESOLUTION NUMBER 1: REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS

RESOLVED, as a special resolution that the fees payable to the Non-executive Directors of the Company, be as follows for the period from 1 February 2024 to 31 January 2025 or until such fees are revised by a further resolution of shareholders, whichever is the earliest:

	Fees approved at 13 December 2022 annual general meeting	Proposed revised fees (6% increase)	Description and scheduled number of meetings
Independent Non-executive Chairman (annual fees)*	R1 653 750	R1 752 975	Fixed flat annual fee
Lead Independent Non-executive Director (annual fees)#	R1 050 000^	R1 113 000	Fixed flat annual fee
Board members			
Retainer	R52 500	R55 650	Fixed flat annual fee
Fee per meeting	R65 625	R69 562	4
Audit and Risk Committee			
Chairman fee per meeting	R94 500	R100 170	5
Member fee per meeting	R47 250	R50 085	5
Remuneration and Nomination Committee			
Chairman fee per meeting	R73 500	R77 910	3
Member fee per meeting	R36 750	R38 955	3
Social and Ethics Committee			
Chairman fee per meeting	R73 500	R77 910	3
Member fee per meeting	R36 750	R38 955	3

* Payable to the Independent Non-executive Chairman on a *pro rata* basis from 1 February 2024 to 31 March 2024 and thereafter once a full-time CEO is appointed and Andrew Mthembu resumes his position as Independent Non-executive Chairman.

Payable to the Lead Independent Non-executive Director on a *pro rata* basis from the date of appointment, being 1 April 2024.

^ No fees were paid in respect of the Lead Independent Non-executive Director role for the period from 28 July 2020 to date as no director fulfilled this role during the period.

2. SPECIAL RESOLUTION NUMBER 2: REMUNERATION PAYABLE TO THE NON-EXECUTIVE DIRECTORS FOR ATTENDANCE AT ADDITIONAL MEETINGS

RESOLVED, as a special resolution that for meetings in addition to the scheduled meetings set out in special resolution number 1 above, a fee of R5 565 (2022: R5 250) per hour, if the meeting lasts less than three hours, or a full meeting fee if the meeting lasts longer than three hours, be and hereby is approved.

3. IMPORTANT DATES TO NOTE

The Board has determined, in terms of section 62(3)(a), as read with section 59 of the Companies Act that the record date for receipt of the notice of general meeting be Friday, 23 February 2024 and that Thursday, 28 March 2024 be the record date for the purposes of determining which shareholders of the Company are entitled to participate in and vote at the general meeting. Accordingly, the last day to trade EOH shares in order to be recorded in the register to be entitled to vote at the general meeting will be Monday, 25 March 2024.

Kindly note that participants (including shareholders and proxies) at the general meeting are required to provide satisfactory identification before being entitled to attend or participate in the general meeting proceedings. Forms of identification include valid identity documents, driver's licences and passports.

Voting and quorum

A quorum, for the purposes of considering the resolutions to be proposed at the general meeting, shall consist of three shareholders of the Company, personally present or represented by proxy (and if the shareholder is a body corporate, the representative of the body corporate), and entitled to vote at the general meeting.

In addition the general meeting may not begin until sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the general meeting; and a matter to be decided at the general meeting may not begin to be considered unless sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

Every shareholder present in person or represented by proxy and entitled to exercise voting rights at the general meeting shall be entitled to vote on a show of hands, irrespective of the number of voting rights that shareholder would otherwise be entitled to exercise. On a poll, any person who is present at the general meeting, whether as a shareholder or as proxy for a shareholder, has the number of votes determined in accordance with the voting rights associated with the shares held by that shareholder.

General instructions

Shareholders who are entitled to attend, speak and vote at the general meeting are encouraged to do so.

Electronic participation in the general meeting

The Company has retained the services of Computershare Investor Services Proprietary Limited ("**Computershare**") to host the general meeting on an interactive platform and to facilitate electronic participation and voting by shareholders.

Shareholders who wish to electronically participate in and/or vote at the general meeting are required to register online at <https://meetnow.global/ZA> by no later than 10:00 on Tuesday, 2 April 2024. Shareholders may still register online to participate in and/or vote electronically at the general meeting after this date and time, provided, however, that for those shareholders to participate and/or vote electronically at the general meeting, they must be verified and registered before the commencement of the general meeting.

As part of the registration process you will be requested to upload proof of identification (ie SA identity document, SA driver's licence or passport) and authority to do so (where acting in a representative capacity), as well as to provide details, such as your name, surname, email address and contact number. Following successful registration, the transfer secretary will provide you with a meeting link as well as an invitation code in order to connect electronically to the AGM. While the Company will bear all costs for the hosting by Computershare of the general meeting by way of a remote interactive electronic platform, shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the general meeting. Any such charges will not be for the account of the Company and/or Computershare. Neither the Company nor Computershare can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the general meeting.

Proxies and authority for representatives to act

A shareholder holding certificated shares who cannot attend the general meeting or who wishes to be represented thereat is entitled to appoint a proxy or proxies to attend and act in his/her stead. A proxy need not be a member of the Company. For the convenience of EOH shareholders, a form of proxy is attached hereto. Forms of proxy may also be obtained on request from EOH's registered office or from the transfer secretaries, Computershare.

The attached form of proxy is only to be completed by those ordinary shareholders who:

- hold ordinary shares in certificated form; or
- are recorded on the sub-register in 'own name' dematerialised form.

Ordinary shareholders who have dematerialised their ordinary shares through a CSDP or broker without 'own name' registration and who wish to attend the general meeting, must instruct their CSDP or broker to provide them with the relevant letter of representation to attend the general meeting in person or by proxy and vote. If they do not wish to attend in person or by proxy, they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

For administrative purposes, forms of proxy should be delivered to the transfer secretaries, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) or by email to proxy@computershare.co.za, by 10:00 on Tuesday, 2 April 2024, being at least 48 hours (excluding Saturdays, Sundays and public holidays) before the time of the general meeting. Any form of proxy not delivered by this time may be submitted to the transfer secretaries at the general meeting or to the chairman of the general meeting at any time prior to the commencement of the general meeting or at any time prior to voting on any resolution proposed at the general meeting.

By order of the Board

Mpeo Nkuna
Company Secretary

1 March 2024



EOH Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1998/014669/06)
JSE share code: EOH ISIN: ZAE000071072
(“EOH” or “the Company”)

FORM OF PROXY

This form of proxy is only for use by:

- Certificated shareholders.
- Own-name dematerialised shareholders.

For completion by the aforesaid registered EOH shareholders who are unable to attend the general meeting to be held virtually at 10:00 on Thursday, 4 April 2024.

If you are a dematerialised shareholder, other than with own-name registration, do not use this form. Dematerialised shareholders, other than with own-name registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

Name of beneficial shareholder _____

Name of registered shareholder _____

Address _____

Telephone	work/home	Cell phone
being the holder custodian of		ordinary shares in the Company, hereby appoint (see note):
1.		or failing him/her,
2.		or failing him/her,

3. the Chairman of the general meeting, as my/our proxy to attend and act for me/us on my/our behalf at the general meeting of the Company convened for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each postponed or adjournment thereof and to vote for and/or against such resolutions, and or abstain from voting, in respect of the shares in the issued share capital of the Company registered in my/our name/s in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Abstain
1	Special resolution number 1 – Remuneration payable to Non-executive Directors			
2	Special resolution number 2 – Remuneration payable to Non-executive Directors for attendance at additional meetings			

Please indicate with an “X” in the appropriate spaces below how you wish your votes to be cast. Unless this is done the proxy will vote as he/she thinks fit.

A shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a shareholder of EOH. Each shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that shareholder at the general meeting.

Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) or by email to proxy@computershare.co.za, so as to arrive by 10:00 on Tuesday, 2 April 2024. Any form of proxy not delivered by this time may be submitted to the transfer secretaries at the general meeting or to the chairman of the general meeting at any time prior to the commencement of the general meeting or at any time prior to voting on any resolution proposed at the general meeting.

Signed at _____ on _____ 2024

Signature _____

Assisted by me (where applicable) _____

Please read notes overleaf

NOTES TO THE FORM OF PROXY

- Only shareholders who are registered in the register of the Company under their own name on the voting record date may complete a form of proxy or attend the general meeting. This includes certificated shareholders or own-name dematerialised shareholders. A proxy need not be a shareholder of the Company.
- Certificated shareholders wishing to attend the general meeting have to ensure beforehand with the transfer secretaries that their shares are registered in their own name.
- Beneficial shareholders whose shares are not registered in their own name, but in the name of another, for example, a nominee, may not complete a form of proxy, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instructions on voting their shares, or obtaining a proxy to attend, speak and vote at the general meeting.
- Dematerialised shareholders who have not elected own-name registration in the register of the Company through a CSDP and who wish to attend the general meeting, must instruct the CSDP or broker to provide them with the necessary letter of representation to attend.
- Dematerialised shareholders who have not elected own-name registration in the register of the Company through a CSDP and who are unable to attend, but wish to vote at the general meeting, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that Shareholder and the CSDP or broker.
- A shareholder may insert the name of a proxy or the names of two or more alternative proxies of the shareholder's choice in the space, with or without deleting "the chairman of the general meeting". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
- The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed, should such Shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by:
 - 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 the date:
 - stated in the revocation instrument, if any; or
 - upon which the revocation instrument is delivered to the proxy and the Company as required in section 58(4)(c)(ii) of the Companies Act.
- Should the instrument appointing a proxy or proxies have been delivered to the transfer secretaries, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Mol to be delivered by the Company to the shareholder must be delivered to:
 - the shareholder; or
 - the proxy or proxies if the shareholder has in writing directed the Company to do so and has paid any reasonable fee charged by the Company for doing so.
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the Memorandum of Incorporation or the instrument appointing the proxy provide otherwise.
- If the Company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of instrument appointing a proxy:
 - such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
 - the Company must not require that the proxy appointment be made irrevocable; and
 - the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.
- Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled.
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the chairman of the general meeting.
- A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
- A company holding shares in the Company that wishes to attend and participate at the general meeting should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the transfer secretaries prior to the general meeting.
- Where there are joint holders of shares any one of such persons may vote at any meeting in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders wishes to be present or represented at the general meeting, that one of the said persons whose name appears first in the Register or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- The chairman of the general meeting may reject or accept any proxy which is completed and/or received other than in accordance with the instructions, provided that he shall not accept a proxy unless he is satisfied as to the matter in which a shareholder wishes to vote.
- A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
- A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the chairman of the general meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions at the general meeting or other proxy to vote or to abstain from voting at the general meeting as he/she deems fit, in respect of the shares concerned. A shareholder or the proxy is not obliged to use all of the votes exercisable by the Shareholder or the proxy, but the total of votes cast in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.

- Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) or by email to proxy@computershare.co.za, so as to arrive by 10:00 on Tuesday, 2 April 2024. Any form of proxy not delivered by this time may be handed to the transfer secretaries at the general meeting or to the chairman of the general meeting at any time prior to the commencement of the general meeting or at any time prior to voting on any resolution proposed at the general meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the general meeting should the shareholder decide to do so.
- This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
- The foregoing notes include a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.

CORPORATE INFORMATION AND ADVISORS

Registered office of the Company

EOH Holdings Limited
(Registration number 1998/014669/06)
1st Floor, Block E
Pinmill Farm
164 Katherine Street
Sandton, 2148
(PO Box 59, Bruma, 2026)

Sponsor

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number 2006/005780/07)
6th Floor, 1 Park Lane
Wierda Valley
Sandton, 2196
(PO Box 522606, Saxonwold, 2132)

Company Secretary

Mpeo Nkuna
1st Floor, Block E
Pinmill Farm
164 Katherine Street
Sandton, 2148
(PO Box 59, Bruma, 2026)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

Date and place of incorporation of EOH

Incorporated in the Republic of South Africa on 29 July 1998

