

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ENTIRELY BY ELECTRONIC PARTICIPATION ON WEDNESDAY, 22 NOVEMBER 2023 AT 09H00**

<b>Directors Present</b>	<b>Non-Executive Directors</b>	Andrew Mthembu (Chairman) Bharti Harie Sipho Ngidi Jabu Moleketi Andrew Marshall Nosipho Molope Jesmane Boggenpoel
	<b>Executive Directors</b>	Stephen Van Coller (CEO) Fatima Newman (Group Executive: EasyHQ) Marialet Greeff (interim CFO)
	<b>EOH Group Secretariat</b>	Mpeo Nkuna Siphiwe Chisale
<b>In Attendance</b>	<b>Corporate Sponsor:</b>	Tanya de Mendonca
	<b>Java Capital Transfer Secretaries</b>	Wynand Louw Louis De Villiers Mark Stoltz

<b>Apologies duly noted</b>	<b>Non-Executive Directors</b>	Mike Bosman
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<b>Shareholders Present</b>	308 486 722 ordinary shares and A shares in the capital of the Company, representing 46.02% of the total number of EOH ordinary shares and EOH A shares that could be exercised at the meeting, were present in person or by proxy or by representation.
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**1. INTRODUCTION & WELCOME**

The Chairman welcomed everyone to the 25<sup>th</sup> Annual General Meeting of the Shareholders of the Company and introduced each of the non-executive directors and executive directors to attendees. The Chairman advised that only shareholders would be entitled to participate and vote on resolutions in the meeting.

**2. CONSTITUTION**

2.1. The Chairman confirmed that there were at least three shareholders personally present and entitled to vote and that at least 25% of all the voting rights that were entitled to be exercised in the issued share capital

of the Company were present.

- 2.2. The Chairman further stated that the requisite notice required in terms of the Memorandum of Incorporation ("MOI") for ordinary and special resolutions had been given.
- 2.3. The Chairman accordingly declared the meeting duly constituted.
- 2.4. The Chairman stated that shareholders would be given an opportunity to ask questions relating to the items of business of the annual general meeting at any time and the questions would be answered after the completion of voting on the resolutions.
- 2.5. The Chairman advised that voting on the electronic online facility had been opened and could be performed at any time during the meeting until he closed the voting on the resolutions. The representatives from Computershare were available for any assistance required.

### **3. VOTING PROCEDURES**

The Chairman declared that in accordance with the authority granted to him in terms of the Company's MOI, a poll would be taken on all the resolutions set out in the notice. For the purpose of the poll, he appointed as scrutineers, the representatives of Computershare Investor Services (Pty) Ltd, the Company's Transfer Secretaries.

### **4. NOTICE OF MEETING**

The notice convening the meeting, which had been distributed to shareholders in accordance with the requisite timelines, was taken as read.

### **5. ADOPTION OF CONSOLIDATED, AUDITED ANNUAL FINANCIAL STATEMENTS, AUDIT COMMITTEE REPORT AND SOCIAL AND ETHICS COMMITTEE REPORT**

The audited financial statements of the Company for the year ended 31 July 2023, including the directors' report, the independent auditor's report, the audit committee report and the social, ethics and transformation committee report, which had been sent to the shareholders and laid before the meeting, were taken as read.

### **6. TABLING OF RESOLUTIONS**

The Chairman tabled each of the ordinary resolutions and special resolutions contained in the Notice of the Annual General Meeting and requested shareholders to complete electronic voting in respect of said resolutions.

### **7. ORDINARY RESOLUTIONS 1 - RATIFICATION AND APPOINTMENT OF EXECUTIVE DIRECTOR**

Ordinary resolution 1 related to the ratification and appointment Ms Marialet Greeff as an executive director and interim Chief Financial Officer.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

### **8. ORDINARY RESOLUTIONS 2.1 - 2.2: RE-ELECTION OF NON-EXECUTIVE DIRECTORS**

The Chair referred the meeting to the SENS announcement dated 10 October 2023, wherein the company advised

shareholders that Mr Mike Bosman would be retiring from the board and will not be available for re-election with effect from the conclusion of the AGM. He continued to reiterate the board's appreciation to Mr Bosman for his invaluable contribution and guidance over his tenure and wished him every success in all his endeavours.

The Chair also addressed concerns raised by shareholders regarding Ms Nosipho Molope's attendance at Board meetings during the FY 2023 period. He explained that Ms Molope made invaluable contributions to EOH since joining the Board in 2021. During the last period she attended all of the 5 planned statutory Board meetings held, as well as 100% of her sub-committee meetings, which included the Audit Committee, Information and Technology Committee and Social and Ethics Committee. The Chair was pleased with Nosipho's attendance and commitment to her role as a non-executive director, and highly valued her contributions. He explained that her missing 5 of the 10 ad-hoc meetings, which were called at short notice, should not impair anyone's assessment of her contribution.

Ordinary resolutions 2.1 - 2.2 related to the re-election of directors retiring by rotation, namely Nosipho Molope, and Jesmane Boggenpoel. Being eligible, they had offered themselves for election, each by way of a separate vote and the Board had recommended that each of these directors be re-elected. The Chairman noted that the biographical details of each of these directors were set out in the AGM Notice.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

#### **9. ORDINARY RESOLUTIONS 3.1 - 3.3: APPOINTMENT OF AUDIT & RISK COMMITTEE MEMBERS**

The Companies Act requires that the members of the Audit & Risk Committee are elected by Shareholders, annually. Ordinary resolutions 3.1 -3.3 related to the election of the Audit & Risk Committee members, namely Nosipho Molope (Chairman), Jesmane Boggenpoel and Andrew Marshall respectively. The members of the Audit & Risk Committee, each being respectively qualified, had offered themselves for re-election by way of separate votes and the Board had recommended that each of the directors be duly elected. The Chairman noted that the biographical details of each of these directors were also set out in the AGM Notice.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

#### **10. ORDINARY RESOLUTION 4: RE-APPOINTMENT OF THE INDEPENDENT EXTERNAL AUDITORS**

Section 90 (1) of the Companies Act obliges the company to reappoint its auditors annually. The Audit Committee had conducted an assessment on the Group's external auditors, being PricewaterhouseCoopers Inc., and were satisfied that the auditors were independent, effective, and had the requisite JSE accreditation. The Audit & Risk Committee recommended the re-appointment of PricewaterhouseCoopers Inc, with Dirk Höll as the individual registered auditor, which the Board supported.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

#### **11. ORDINARY RESOLUTIONS 5.1 & 5.2: ENDORSEMENT OF THE COMPANY'S REMUNERATION POLICY AND REMUNERATION IMPLEMENTATION REPORT**

Ordinary resolutions 5.1 & 5.2 dealing with the Remuneration Policy as set out in the Integrated Report, were tabled

and recommended.

The Chairman further confirmed that shareholder engagement had continued through the year and that proposals received had been assessed and where feasible certain of these proposals had been implemented, adopted and further extended an invitation to all shareholders to engage with the Company in order to address their concerns on the Remuneration Policy and Remuneration Implementation Report directly with Siphso Ngidi, the Chairman of the Nominations and Remunerations Committee or alternatively the Group Company Secretary, Mpeo Nkuna. The Chairman further confirmed that the Company would consider all concerns and take steps to address legitimate and reasonable objections and concerns.

The Chairman confirmed that should either of these resolutions be voted against by 25% or more of the voting rights exercised, that the Company would invite dissenting shareholders to engage with the Company so that their concerns and objections would be ascertained and addressed appropriately.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

#### **12. ORDINARY RESOLUTION 6: AUTHORITY TO ISSUE SHARES FOR CASH**

The purpose of ordinary resolution number 6 is to authorise each director of the Company by way of a general authority, to allot and issue any of the Company's unissued shares for cash, to such person/s on such terms and conditions and at such times as the Directors may, from time to time, in their discretion deem fit, without restriction, subject to the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements from time to time.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

#### **13. ORDINARY RESOLUTION 7: SIGNATURE OF DOCUMENTS**

The purpose of ordinary resolution number 7 is to authorise each director of the Company or the Company Secretary individually to sign all such documents and do all such things as may be necessary for or incidental to the implementation of the resolutions as proposed at the Annual General Meeting.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

#### **14. SPECIAL RESOLUTION 1: REMUNERATION OF NON-EXECUTIVE DIRECTORS**

Special resolution 1 was tabled and proposed in terms of Section 66(9) of the Companies Act which obliged the Company to pre-approve the payment of remuneration to non-executive directors for their services. It was confirmed that this remuneration was for the period 1 February 2024 to 31 January 2025.

The resolution proposed that the non-executive directors' fees approved by shareholders at the 24<sup>th</sup> Annual General Meeting on 13 December 2022, be increased by 6%.

For meetings in addition to the scheduled meetings, shareholders were asked to approve a fee of R5 565 (2023: 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.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

**15. SPECIAL RESOLUTION 2: GENERAL AUTHORITY TO ACQUIRE SHARES**

Special resolution 2 was tabled and proposed. The resolution proposed the granting of a general authority to the Company and/or its subsidiaries to acquire up to 10% of the Company's issued ordinary shares, on terms and conditions the directors deem fit and subject to the provisions of the JSE Listings Requirements.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

**16. SPECIAL RESOLUTION 3: FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT**

Special resolution 3 was tabled and proposed. This resolution sought to the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise, to its subsidiaries and inter-related companies (excluding directors or prescribed officers or any related persons) for the purpose of subscriptions of any options or securities, subject to the terms and conditions of Section 44 of the Companies Act.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

**17. SPECIAL RESOLUTION 4: FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT**

The Chairman tabled and proposed Special Resolution 4 which dealt with the provision of direct or indirect financial assistance, in terms of Section 45 of the Companies Act.

Shareholders were invited to vote and the voting results for these resolutions are captured in Annexure A to these minutes.

**18. QUESTIONS**

It was noted that the only questions raised by Mr Jacobus du Toit would be sent directly to the CEO (SvC) as they were not related to the business of the meeting for the day.

**19. RESULTS OF VOTING ON RESOLUTIONS**

The Chairman announced the results of the resolutions put to the meeting and the voting results, noting that all resolutions had passed, save for ordinary resolutions 5.1 and 5.2 and special resolution 1, which had failed to receive the requisite votes in favour.

**20. CONCLUSION OF MEETING**

There being no further business, the Chairman declared the meeting closed at 09h21.

**AGM Minutes approved at Board meeting of 30 January 2024**

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**Chairman**

**Annexure A: Shareholder Voting Results as confirmed by Transfer Secretaries & published on SENS on 22 November 2023**

**Ordinary resolution number 1: Ratification and appointment of executive director and interim chief financial officer, Marialet Greeff**

<b>Ordinary shares voted*</b> 264 474 349, being 41.45%	<b>For</b> 264 461 710, being 99.99%	<b>Against</b> 12 639, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.63%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 474 349, being 44.90%	<b>For</b> 304 461 710, being 99.99%	<b>Against</b> 12 639, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.59%

**Ordinary resolution number 2.1: Re-election of Nosipho Molope as an independent non-executive director**

<b>Ordinary shares voted*</b> 264 474 349, being 41.45%	<b>For</b> 174 734 199, being 66.07%	<b>Against</b> 89 740 150, being 33.93%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.63%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 474 349, being 44.90%	<b>For</b> 214 734 199, being 70.53%	<b>Against</b> 89 740 150, being 29.47%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.59%

**Ordinary resolution number 2.2: Re-election of Jesmane Boggenpoel as an independent non-executive director**

<b>Ordinary shares voted*</b> 264 474 349, being 41.45%	<b>For</b> 264 462 629, being 99.99%	<b>Against</b> 11 720, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.63%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 474 349, being 44.90%	<b>For</b> 304 462 629, being 99.99%	<b>Against</b> 11 720, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.59%

**Ordinary resolution number 3.1: To appoint Nosipho Molope as member and Chairman of the Audit and Risk Committee**

<b>Ordinary shares voted*</b> 264 474 349, being 41.45%	<b>For</b> 174 733 005, being 66.07%	<b>Against</b> 89 741 344, being 33.93%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.63%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 474 349, being 44.90%	<b>For</b> 214 733 005, being 70.53%	<b>Against</b> 89 741 344, being 29.47%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.59%

**Ordinary resolution number 3.2: To appoint Jesmane Boggenpoel as member of the Audit and Risk Committee**

<b>Ordinary shares voted*</b> 264 474 349, being 41.45%	<b>For</b> 264 462 629, being 99.99%	<b>Against</b> 11 720, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.63%
<b>A shares voted*</b>	<b>For</b>	<b>Against</b>	<b>Abstentions<sup>^</sup></b>

40 000 000, being 100%	40 000 000, being 100%	-	-
<b>Total shares voted*</b> 304 474 349, being 44.90%	<b>For</b> 304 462 629, being 99.99%	<b>Against</b> 11 720, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.59%

**Ordinary resolution number 3.3: To appoint Andrew Marshall as member of the Audit and Risk Committee**

<b>Ordinary shares voted*</b> 264 474 349, being 41.45%	<b>For</b> 264 462 904, being 99.99%	<b>Against</b> 11 445, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.63%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 474 349, being 44.90%	<b>For</b> 304 462 904, being 99.99%	<b>Against</b> 11 445, being 0.01%	<b>Abstentions<sup>^</sup></b> 4 012 421, being 0.59%

**Ordinary resolution number 4: Re-appointment of PricewaterhouseCoopers Inc as independent external auditors**

<b>Ordinary shares voted*</b> 264 561 409, being 41.46%	<b>For</b> 264 560 209, being 99.99%	<b>Against</b> 1 200, being 0.01%	<b>Abstentions<sup>^</sup></b> 3 925 361, being 0.62%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 561 409, being 44.92%	<b>For</b> 304 560 209, being 99.99%	<b>Against</b> 1 200, being 0.01%	<b>Abstentions<sup>^</sup></b> 3 925 361, being 0.58%

**Ordinary resolution 5.1: Non-binding endorsement of the Company's remuneration policy**

<b>Ordinary shares voted*</b> 264 498 925, being 41.45%	<b>For</b> 134 991 244, being 51.04%	<b>Against</b> 129 507 681, being 48.96%	<b>Abstentions<sup>^</sup></b> 3 925 361, being 0.62%
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**Ordinary resolution 5.2: Non-binding endorsement of the Company's remuneration implementation report**

<b>Ordinary shares voted*</b> 264 498 925, being 41.45%	<b>For</b> 134 810 320, being 50.97%	<b>Against</b> 129 688 605, being 49.03%	<b>Abstentions<sup>^</sup></b> 3 925 361, being 0.62%
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**Ordinary resolution number 6: General authority to issue shares for cash**

<b>Ordinary shares voted*</b> 264 498 925, being 41.45%	<b>For</b> 232 600 592, being 87.94%	<b>Against</b> 31 898 333, being 12.06%	<b>Abstentions<sup>^</sup></b> 3 925 361, being 0.62%
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**Ordinary resolution number 7: Signature of documents**

<b>Ordinary shares voted*</b> 264 475 274, being 41.45%	<b>For</b> 264 475 274, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> 4 011 496, being 0.63%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> -
<b>Total shares voted*</b> 304 475 274, being 44.90%	<b>For</b> 304 475 274, being 100%	<b>Against</b> -	<b>Abstentions<sup>^</sup></b> 4 011 496, being 0.59%

**Special resolution number 1: Remuneration of the Non-executive Directors**

<b>Ordinary shares voted*</b>	<b>For</b>	<b>Against</b>	<b>Abstentions<sup>^</sup></b>
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264 555 763, being 41.46%	135 113 862, being 51.07%	129 441 901, being 48.93%	3 931 007, being 0.62%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> -	<b>Against</b> 40 000 000, being 100%	<b>Abstentions^</b> -
<b>Total shares voted*</b> 304 555 763, being 44.91%	<b>For</b> 135 113 862, being 44.36%	<b>Against</b> 169 441 901, being 55.64%	<b>Abstentions^</b> 3 931 007, being 0.58%

**Special resolution number 2: General authority to acquire shares<sup>#</sup>**

<b>Ordinary shares voted*</b> 264 498 925, being 41.45%	<b>For</b> 174 424 230, being 65.95%	<b>Against</b> 90 074 695, being 34.05%	<b>Abstentions^</b> 3 925 361, being 0.62%
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**Special resolution number 3: Financial assistance in terms of section 44 of the Companies Act**

<b>Ordinary shares voted*</b> 264 555 763, being 41.46%	<b>For</b> 264 218 768, being 99.87%	<b>Against</b> 336 995, being 0.13%	<b>Abstentions^</b> 3 931 007, being 0.62%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions^</b> -
<b>Total shares voted*</b> 304 555 763, being 44.91%	<b>For</b> 304 218 768, being 99.89%	<b>Against</b> 336 995, being 0.11%	<b>Abstentions^</b> 3 931 007, being 0.58%

**Special resolution number 4: Financial assistance in terms of section 45 of the Companies Act**

<b>Ordinary shares voted*</b> 264 555 763, being 41.46%	<b>For</b> 264 218 768, being 99.87%	<b>Against</b> 336 995, being 0.13%	<b>Abstentions^</b> 3 931 007, being 0.62%
<b>A shares voted*</b> 40 000 000, being 100%	<b>For</b> 40 000 000, being 100%	<b>Against</b> -	<b>Abstentions^</b> -
<b>Total shares voted*</b> 304 555 763, being 44.91%	<b>For</b> 304 218 768, being 99.89%	<b>Against</b> 336 995, being 0.11%	<b>Abstentions^</b> 3 931 007, being 0.58%

\* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue

# unlisted EOH A shares not considered in respect of resolutions required in terms of the JSE Listings Requirements



Signed with Impression - Chain of Custody



**Signature Request**

Signature Request ID:	c2af310f-1f5e-40d5-8f81-787285532713	Timestamp:	2024-02-22 09:23:05 GMT
Signee Name:	Andrew Mthembu	Sender Name:	Siphiwe Chisale
Request Type:	WebSigning	Request Status:	WEBVIEWER SIGNED

**Original Document**

Document Name:	22 EOH_AGM Minutes_22 November 2023 V2.pdf	Document Size:	207.5 KB
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**Email Evidence**

Signee Email:	afbm@mweb.co.za	Email Subject:	A document pack from Siphiwe Chisale is ready for signature
Email Sent Timestamp:	2024-02-22T09:13:36.532267	Email Opened Timestamp:	Not available in Silent Mode

**Web Evidence**

Signee IP Address:	105.186.130.136	Request Timestamp:	2024-02-22 09:22:12 GMT
Signee GPS (if shared):	ZA: Mozilla/5.0 (Windows NT 10.0; Win64; x64) AppleWebKit/537.36 (KHTML, like Gecko) Chrome/121.0.0.0 Safari/537.36 Edg/121.0.0.0	Terms Accepted Timestamp:	2024-02-22 09:21:10 GMT

**Annotations and Modifications**

Signature Count:	1	Form Fields Filled Count:	0
Text Annotation Count:	0	Initial All Pages Count:	0
Single Initial Count:	0		

**Signing Evidence**

Signee Mobile:	+27000000000	Sign Type:	WebSigning
Security Challenge:	NONE	Part of Workflow:	613fa59d-ffa1-4210-8e21-52fa52d8731e

**Chain Of Custody Generation**

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