NOTICE OF ANNUAL GENERAL MEETING continued

Abridged *curriculum vitae* of each of the directors standing for re-election appears below.

Mr SC Gina
Independent non-executive director
Dip (Labour Law)

Date of appointment: 10 May 2019

Chris resigned as the deputy secretary general of the South African Clothing and Textile Workers Union in September 2019. Chris serves on the boards of Hospitality Property Fund Limited, Ithala Development Finance Corporation, Star Knitting (Mauritius) and Edafund (NPO). He also serves as a labour convenor for the KwaZulu-Natal Provincial Government Economic Council. Chris formed part of the International Labour Organisation to Thailand in 2015, where he presented a South African Labour Law perspective in collective bargaining and trade unions.

Committee memberships: audit and risk; social and ethics

Dr LM Molefi
Independent non-executive director
BSc, MB ChB

Date of appointment: 10 May 2019

Moretlo is a versatile well-qualified entrepreneur and an experienced business executive. She has been one of a few pioneers of telemedicine in South Africa and Africa with representation at various levels of government and non-governmental organisations. She has a broad knowledge of the mobile health industry and the technology world in general. Moretlo runs her own business and is involved in social entrepreneurship programmes locally and internationally. She has a BSc and a MB ChB degree and serves on a number of boards, including Hospitality Property Fund Limited and The International Society for Telemedicine.

Committee memberships: audit and risk; social and ethics; remuneration

3. ORDINARY RESOLUTION NUMBER 2: REAPPOINTMENT OF THE EXTERNAL AUDITOR

'Resolved that PricewaterhouseCoopers Inc. be reappointed as the company's independent external auditor (to report on the financial year ending 31 March 2021).'

Reason for Ordinary Resolution Number 2: Reappointment of external auditor
In terms of section 90(1) of the Companies Act, each year at its AGM, the company must appoint an auditor who complies with the requirements of section 90(2) of the Companies Act. PricewaterhouseCoopers Inc. ('PWC') has indicated its willingness to continue in office. P Calicchio shall serve as the registered audit partner in relation to the audit.

The company's audit and risk committee has considered PWC's independence in accordance with the Companies Act and is satisfied that PWC is independent as contemplated by the Companies Act and the applicable rules of the International Federation of Accountants ('IFAC').

Furthermore, the company's audit and risk committee has, in terms of paragraphs 3.84(g)(iii) and 3.86 of the JSE Listings Requirements, considered and satisfied itself that PWC, the reporting accountant and individual auditor are accredited to appear on the JSE list of Accredited Auditors in compliance with section 22 of the JSE Listings Requirements and are suitable for appointment.

As proposed by Ordinary Resolution Number 2, the audit and risk committee can therefore recommend PWC for appointment as the registered independent external auditor of the company until the next AGM, subject to shareholder approval as required in terms of section 90(1) of the Companies Act.

4. ORDINARY RESOLUTION NUMBER 3: ELECTION OF THE MEMBERS OF THE AUDIT AND RISK COMMITTEE BY SEPARATE RESOLUTIONS

4.1 Ordinary Resolution Number 3.1: Election of Mr MH Ahmed as a member and the Chair of the audit and risk committee
'Resolved that Mr MH Ahmed, being an independent non-executive director of the company, be elected as a member and chair of the audit and risk committee of the company with effect from the conclusion of this annual general meeting (in terms of section 94(2) of the Companies Act).'

4.2 Ordinary Resolution Number 3.2: Election of Mr SC Gina as a member of the audit and risk committee
'Resolved that Mr SC Gina, being an independent non-executive director of the company, be elected as a member of the audit and risk committee of the company with effect from the conclusion of this meeting (in terms of section 94(2) of the Companies Act), subject to his re-election as an independent non-executive director in terms of ordinary resolution number 1.1.'

4.3 Ordinary Resolution Number 3.3: Election of Dr LM Molefi as a member of the audit and risk committee
'Resolved that Dr LM Molefi, being an independent non-executive director of the company, be elected as a member of the audit and risk committee of the company with effect from the conclusion of this meeting (in terms of section 94(2) of the Companies Act), subject to her re-election as an independent non-executive director in terms of ordinary resolution number 1.2.'

4.4 Ordinary Resolution Number 3.4: Election of Mr JG Ngcobo as a member of the audit and risk committee
'Resolved that Mr JG Ngcobo, being an independent non-executive director of the company, be elected as a member of the audit and risk committee of the company with effect from the conclusion of this meeting (in terms of section 94(2) of the Companies Act).'

Reason for Ordinary Resolution Number 3: Election of the members of the audit and risk committee
In terms of section 94(2) of the Companies Act and the King IV Report on Governance for South Africa 2016 ('King IV') the audit and risk committee is a committee of the board elected by shareholders at each AGM. In terms of the regulations to the Companies Act, at least one-third of the members of a company's audit and risk committee at any particular time must have academic qualifications, or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

The company's board, having satisfied itself, among others, of the independence, qualifications, experience and expertise of the independent non-executive directors offering themselves for election as members of the company's audit and risk committee, recommends their election to shareholders.

5. ORDINARY RESOLUTION NUMBER 4: GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE AUTHORISED BUT UNISSUED SHARES

'Resolved that, to the extent required by and subject to the memorandum of incorporation of the company, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, the directors are, as a general authority and approval, authorised, as they in their discretion think fit, to allot and issue the authorised but unissued ordinary shares in the company to such person(s) and upon such terms and conditions as the directors may determine. Such authority to remain valid until the conclusion of the next AGM.'

Reason for Ordinary Resolution Number 4: General authority to directors to allot and issue authorised but unissued shares
In terms of the company's MOI, shareholders may authorise the directors to allot and issue authorised but unissued shares as the directors in their discretion think fit, but at all times subject to the Companies Act and the JSE Listings Requirements. The directors consider it advantageous to obtain this authority to enable the company to take advantage of any business opportunities that may arise in future, particularly in the current financial and economic environment. Being able to act promptly on such opportunities through the issue of shares, puts the company in an advantageous position at the time of negotiations, and allows the company to protect its cash resources.