
**APPENDIX H
NOTICE OF EGM**



Grindrod shipping Holding Ltd.
(Incorporated in Singapore)
(Registration number: 201731497H)
Primary listing on the Nasdaq Global Select Market
Secondary listing on the JSE Main Board
Nasdaq Share code: GRIN and SEC CIK Number: CIK0001725293
JSE Share code: GSH and ISIN: SG9999019087
("GRIN" or "the Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2024

1 Notice of Extraordinary General Meeting (this "Notice")

NOTICE IS HEREBY GIVEN THAT an EXTRAORDINARY GENERAL MEETING of the shareholders of the Company (the "Shareholders") will be held on June 20, 2024 at 18:00 Singapore Standard Time (12:00 South Africa Standard Time, 06:00 United States Eastern Daylight Time) (the "EGM").

The EGM will be conducted by way of electronic means. A shareholder entitled and wishing to vote on the matters to be considered at the EGM must complete the form of proxy and voting instructions (attached) to appoint the Chairman of the EGM as his / her / its proxy to vote in his / her / its stead. A shareholder wishing to attend the EGM by electronic means is required to pre-register at our website. Please refer to the information contained in this Notice for details on how to vote and how to attend via electronic means.

This Notice is distributed to Shareholders of Record recorded in the register of members of the Company and Beneficial Shareholders recorded in the records of the relevant securities depository on May 10, 2024. This Notice (including the Solvency Statements appended as Annex A) is available on our website at <https://www.grinshipping.com/Content/EventsPresentationsAndNotices>.

Unless otherwise defined, all capitalized terms used herein shall bear the same meaning ascribed to them in the Company's circular to Shareholders dated May 14, 2024 (the "Circular").

The purpose of the EGM is for the shareholders of the Company to consider and, if thought fit, pass, with or without modifications, the following special resolutions:

2 SPECIAL RESOLUTION – SELECTIVE CAPITAL REDUCTION

RESOLVED THAT:

- (a) pursuant to sections 78G to 78I of the Companies Act 1967 of Singapore (the "Companies Act") and regulation 56 of the constitution of the Company, and contingent upon the approval of the High Court of the Republic of Singapore, the issued share capital of the Company be reduced from US\$290,193,001 comprising 19,685,590 ordinary shares in the Company ("Shares"), to US\$240,614,044 comprising 16,206,365 Shares, and that such reduction be effected by:
 - (i) cancelling the amount of US\$49,578,956 constituting part of the total paid-up share capital of the Company held by all the Shareholders (except such part held by Good Falkirk (MI) Limited) (the "Participating Shareholders"), such Participating Shareholders holding 3,479,225 Shares;
 - (ii) cancelling the 3,479,225 Shares constituting part of the total issued share capital of the Company held by the Participating Shareholders,

and the aggregate sum of US\$49,578,956 arising from such reduction of the Company's share capital to be returned to the Participating Shareholders in cash, on the basis of **US\$14.25 per Share held by each Participating Shareholder so cancelled**; and

- (b) the directors of the Company and each of them be and is hereby authorised to do all such acts and things and to execute all such documents as they or he/she may consider necessary, expedient or desirable to give effect to the proposed selective capital reduction as set out in the preceding paragraph (a) and this resolution.

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3 Documents Available for Inspection

All Appendices listed in the Circular for the Selective Capital Reduction (i) Appendix A – the Letter from the Independent Financial Adviser, CEL Investment Corporate Finance Pte. Ltd.; (ii) Appendix B – Additional Information on the Non-Participating Shareholders; (iii) Appendix C – Disclosures of Holdings and Dealings in the Company’s Securities; (iv) Appendix D – General Information on the Non-Participating Shareholders; (v) Appendix E – Additional Information on the Company; (vi) Appendix F – Extracts from the Company’s Constitution; and (vii) Appendix G – Valuation Reports, will be made available for inspection at the registered office of the Company for from the date of this Notice of EGM up to the date of the EGM (both dates inclusive).

The following documents are also made available for inspection at the registered office of the Company from the date of this Notice of EGM up to the date of the EGM (both dates inclusive): (i) the constitution of the Company; (ii) the constitutions of the Non-Participating Shareholders; (iii) the letters of consent referred to in Appendix E to the Circular; (vi) a copy of the Announcement; and (vii) the annual reports of the Company for FY2022 and FY2023, which are also available on the website of the Company at <https://www.grinshipping.com/Content/FinancialResults>.

4 Administrative Procedures for the Cash Distribution

Our transfer agent, Continental Stock Transfer & Trust Company will act as our disbursing agent for the cash distribution to our shareholders at Nasdaq and Computershare Investor Services (Pty) Ltd., our South African Administrative Depository Agent, will disburse the cash distribution to our shareholders at JSE.

5 Taxation

Shareholders should note that the following statements are not to be regarded as advice on the tax position of any Shareholder or any tax implication arising from the Proposed Selective Capital Reduction and Proposed Cash Distributions. Shareholders who are in doubt as to their respective tax positions or such tax implications or who may be subject to tax in a jurisdiction outside Singapore should consult their own tax advisers or other independent advisers.

U.S.

U.S. Federal Income Taxation of U.S. Holders

For U.S. federal income tax purposes, the Proposed Cash Distributions will be considered cash distributions with respect to the Company’s ordinary shares and will be subject to the U.S. federal income tax consequences described in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2023, under the heading “Item 10. Additional Information—Taxation—Material U.S. Federal Income Tax Considerations”.

South Africa

The South African income tax consequences arising for the SA Participating Shareholders from the cancellation of the Participating Shares in terms of the Selective Capital Reduction and the distribution in cash to be paid to the SA Participating Shareholders in connection therewith (the “SA Cash Distribution”) depends on whether the Participating Shares are held by the SA Participating Shareholders on (i) revenue account or as “trading stock” (as defined in section 1 of the Income Tax Act, 58 of 1962 (“SA ITA”)) or (ii) as a capital asset (or in respect of Participating Shares to which the provisions of section 9C of the SA ITA apply).

If a SA Shareholder holds the GSHL shares as capital assets, to the extent that the portion of the Cash Distribution paid to the SA Participating Shareholders in respect of the cancellation of the Participating Shares exceeds (is less than) the “base cost” of the SA Participating Shareholders in respect of the said shares, a capital gain (capital loss) will arise for the SA Shareholders for capital gains tax purposes.

If a SA Shareholder holds the GSHL shares in terms of a scheme of profit making or as trading stock, the amount received or accrued by the SA Participating Shareholders in respect of the Cash Distribution should be included in their “gross income”. The expenditure actually incurred by the SA Part Shareholders in respect of the cost of acquisition of the GSHL shares should be deductible for tax purposes, assuming that the relevant requirements are met. The amount by which the Cash Distribution paid to the SA Participating Shareholders exceeds the deduction claimed by the SA Participating Shareholder in respect of the Participating Shares will be subject to income tax in their hands at the applicable rate.

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No dividends tax implications should arise for the SA Participating Shareholders in relation to the receipt/accrual of the Cash Distribution as the Cash Distribution should not constitute a “foreign dividend” as defined and thus as a “dividend” as defined for dividends tax purposes.

Please refer to the Annual Report on Form 20-F for the fiscal year ended December 31, 2023, under the heading “Item 10. Additional Information—Taxation—South African Tax Considerations”.

Singapore

In Singapore, capital distributions paid by a Singapore tax resident company will be income tax exempt in the hands of a shareholder as described in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2023, under the heading “Item 10. Additional Information—Taxation—Singapore Tax Considerations”.

6 Meeting to be held by Electronic Means

The EGM will be held by electronic means.

7 Definitions

For purposes of this Notice (including the Form of Proxy and Voting Instruction) the following definitions are used.

Beneficial Shareholders: are persons or entities holding their interests in the Company’s shares as, or through, a participant in the Depository Trust Company, or DTC, in book entry form at a broker, dealer, securities depository or other intermediary and who are reflected in the books of such intermediary; also commonly referred to in the United States as “street name holders”.

Shareholder of Record: a person or entity whose name is reflected in the Company’s register of members, and who is not necessarily a Beneficial Shareholder.

South African Shareholders: are Beneficial Shareholders whose interests are reflected on the South African administrative depository register. In general terms, this reflects the shareholders who trade on the JSE.

International Shareholders: are Beneficial Shareholders, other than South African Shareholders.

8 General Matters relating to the EGM

8.1 Quorum

The special resolution number 10 tabled at the Annual General Meeting of the Company held on April 25, 2024, on the amendment of Regulation 64 of the Company’s Constitution was approved; as such, the quorum required to transact business at the EGM is representation from two Members, present in person or by proxy.

8.2 Basis of voting

Votes shall be taken on a poll with one vote for each share. In order for the special resolution to be passed more than 75% of the eligible votes cast on the resolution must be in favour of the resolution. Whilst shares for which an abstention from voting has been recorded are counted toward the quorum of the meeting, the calculation of the percentage of votes cast in favour of the resolution disregards abstained votes.

A person who is entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

8.3 Identification of shareholders and their representatives

Before any person may participate in the EGM, the Chairman of the EGM must be reasonably satisfied that the right of the person to participate at the EGM has been reasonably verified.

9 Record Date for determining Beneficial Shareholders’ Eligibility to Vote at the EGM

Only those Beneficial Shareholders recorded in the records of the relevant securities depository on May 10, 2024 are eligible to vote.

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10 How to cast your Vote

An eligible Beneficial Shareholder may only cast his / her/ its vote by completing a “Form of Proxy and Voting Instruction” (as attached) in accordance with the instructions it contains. The duly completed form must be submitted by Shareholders in South Africa, by June 17, 2024 at 12:00 South Africa Standard Time, to your broker, dealer, securities depository or other intermediary and by Shareholders outside of South Africa, by June 17, 2024 at 06:00 United States Eastern Daylight Time, to (a) your respective broker, dealer, securities depository or other intermediary through which your interests are held or (b) Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, (c) via telephone voting at BROADRIDGE at +1-800-454-8683, or (d) via online voting at PROXYVOTE.COM, which requires the 16-digit Control Number printed on the Voting Instruction Form from Broadridge.

Please refer to the “Form of Proxy and Voting Instruction” for further instructions.

An eligible Shareholder whose name is reflected in the Company’s register of members may only cast his /her /its vote by completing a “Form of Proxy and Voting Instruction” and emailing it back to proxy@continentalstock.com or by posting it to 1 State Street, 30th Floor, New York, NY10004-1561 by June 17, 2024, 06:00 US Eastern Daylight Time / 12:00 South Africa Standard Time.

If you wish to revoke a form of proxy and voting instruction, a Beneficial Shareholder must send an email to notify this to the relevant broker, dealer, securities depository or other intermediary and a Shareholder of Record must send an email to notify this to Continental Stock Transfer & Trust Company, in each case, by June 17, 2024, 06:00 US Eastern Daylight Time / 12:00 South Africa Standard Time.

11 Shareholder Participation in the EGM

A live audio-visual webcast and a live audio-only stream will allow shareholders to view and/or listen to the EGM proceedings. Shareholders will not be able to ask questions during the course of the EGM but can submit their questions in advance. Pre-registration, which includes a verification process, is required in such cases, as further discussed below.

11.1 [How to submit questions to be raised at the EGM, watch the live audio-visual webcast or listen to the audio-only live stream of the EGM proceedings](#)

In order to be able to submit questions to be raised at the EGM, watch the live audio-visual webcast or listen to the audio-only live stream of the EGM proceedings, a shareholder (whether a Beneficial Shareholder or a Shareholder of Record) is required to pre-register with the Company. You can pre-register at our website <http://www.grinshipping.com/EGMRegistration2024>.

At the time of pre-registering, Shareholders will be required to make certain elections and provide certain information, including (a) indicating participation at the EGM either by “Audio-visual” or “Audio-only”; (b) your name; (c) your email address; (d) your telephone or mobile number; (e) the number of shares held; (f) whether you are a South African Shareholder or an International Shareholder or a Shareholder of Record (refer to the definitions above); and (g) name of brokerage firm.

In addition, as part of the pre-registration and authentication process, Beneficial Shareholders are required to ensure that a legal proxy or letter of representation is submitted to the Company. You should contact your broker, dealer, securities depository or other intermediary through which your shares are held to request the necessary legal proxy or letter of representation. It is not necessary that you, as the Beneficial Shareholder, be the person that submits questions to be raised at the EGM, watches the live audio-visual webcast or listens to the audio-only live stream of the EGM proceedings. You are able to nominate another person to perform such actions on your behalf and you should make this known to your broker, dealer, securities depository or other intermediary when requesting your legal proxy or letter of representation. Your broker, dealer, securities depository or other intermediary will advise you of the documentation they require in order to provide a legal proxy or letter of representation.

The legal proxy or letter of representation is required to be uploaded via the website <http://www.grinshipping.com/EGMRegistration2024> or emailed to EGM2024@grindrodshipping.com.

Simultaneously with the submission of the pre-registration information and supporting documentation, Shareholders are able to submit questions to be raised at the EGM through the website <http://www.grinshipping.com/EGMRegistration2024>. In addition, Shareholders of Record are able to submit their questions to the Company by post to 1 Temasek Avenue, #10-02 Millenia Tower, Singapore 039192.

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11.2 Authentication process

Once the pre-registration and relevant supporting documentation has been provided to the Company, the Company will authenticate the pre-registration particulars. Authenticated shareholders will receive a confirmation email by which contains details to participate in the live webcast (for those who opted for audio-visual at pre-registration) or a local dial-in number and conference code to access the audio only stream (for those who opted for audio-only).

If we are unable to verify your shareholder status, we will notify you via email that you will not be able to access the EGM proceedings.

11.3 Questions related to pre-registration

For any questions related to the pre-registration for the EGM, please email to EGM2024@grindrodshipping.com

12 **Cut-Off Times**

12.1 Submission of votes on a “Form of Proxy and Voting Instruction”

For submission of your “Form of Proxy and Voting Instruction” – June 17, 2024 at 06:00 United States Eastern Daylight Time/12:00 South Africa Standard Time, as appropriate.

12.2 Pre-registration by Shareholder

For submission to the Company of the pre-registration and supporting documentation, including the legal proxy or letter of representation – June 17, 2024 at 06:00 United States Eastern Daylight Time and 12:00 South Africa Standard Time. You should be aware that it will take some time for your broker, dealer, securities depository or other intermediary to process your request for a legal proxy or letter of representation and you will need to make the necessary arrangements allowing sufficient time for this.

12.3 Submission of questions to the Company

For submission, whether by email or by post, to the Company of questions to be raised at the EGM – June 17, 2024 at 06:00 United States Eastern Daylight Time and 12:00 South Africa Standard Time.

12.4 Confirmation from Company

For receipt from the Company of a confirmation e-mail with details of how to connect to the audio/video streams – June 18, 2024 at 06:00 United States Eastern Daylight Time and 12:00 South Africa Standard Time.

13 **Information for Brokers, Dealers, Other Intermediaries, and Securities Depositories**

The cut-off time for acceptance of the completed “Form of Proxy and Voting Instruction” and the appointment of legal proxies and the issue of letters of representation is June 17, 2024 at 06:00 United States Eastern Daylight Time and 12:00 South Africa Standard Time. If the “Form of Proxy and Voting Instruction” does not indicate how the votes are to be dealt with, the votes of the relevant shares will be voted on behalf by the Chairman of the EGM in favour of the Special Resolution.

14 **Personal Data**

By participating in the EGM (through pre-registration, attendance or the submission of any questions to be raised at the EGM) and/or any adjournment thereof, submitting an instrument appointing a proxy and/or any adjournment thereof or submitting any details of the shareholder’s representative(s) in connection with the EGM, a shareholder of the Company (whether a Beneficial Shareholder or a Shareholder of Record) (i) consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the shareholder discloses the personal data of the shareholder’s representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.

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15 Forward-Looking Statements

This notice contains forward-looking statements concerning future events. These forward-looking statements are necessarily estimates and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a consequence, these forward-looking statements should be considered in light of various important factors. Words such as “may,” “expects,” “intends,” “plans,” “believes,” “anticipates,” “hopes,” “estimates,” and variations of such words and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by the Company at the time these statements were made. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond the Company’s control. Actual results may differ materially from those expressed or implied by such forward-looking statements.

Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include the factors set out in the Company’s filings with the SEC. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this notice or to reflect the occurrence of unanticipated events.

BY ORDER OF THE BOARD

Grindrod Shipping Holdings Ltd.

Dr. Kurt Klemme, Chairman
(Company Registration No. 201731497H)

May 14, 2024

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CORPORATE INFORMATION

Grindrod Shipping Holdings Ltd.
(Registration number: 201731497H)

Registered Office
1 Temasek Avenue,
#10-02 Millenia Tower,
Singapore 039192

Place of incorporation: Singapore

Date of incorporation: 2 November 2017

Website: www.grinshipping.com

Transfer Agent
Continental Stock Transfer & Trust Company
Physical:
1 State Street, 30th Floor,
New York NY 10004-1561, USA
Tel: +1 (212) 509 4000
Fax: +1 (212) 509 5152
Email: proxy@continentalstock.com

Company Secretary
Sharon Ting
Email: SharonT@grindrodshipping.com

Corporate Sponsor
Grindrod Bank
4th Floor, Grindrod Tower,
8A Protea Place, Sandton, 2196
Tel: +27 (11) 459 1890
Email: AnnerieB@grindrodbank.co.za

South African Administrative Depository Agent
Computershare Investor Services (Pty) Ltd
Postal:
PO Box 61051, Marshalltown, 2107 South Africa
Physical:
Rosebank Towers, 15 Biermann Avenue, Rosebank
2196, South Africa
Tel: +27 (11) 370 5000
Fax: +27 (11) 688 5238
Email: proxy@computershare.co.za

Central Securities Depository South Africa
Strate (Pty) Ltd.
1st Floor, 9 Fricker Road,
Illovo Boulevard,
Illovo Sandton, 2196
Email: CorporateActions@strate.co.za

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Grindrod Shipping Holdings Ltd.

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Secondary listing on the JSE Main Board
Nasdaq Share code: GRIN and SEC CIK Number: CIK0001725293
JSE Share code: GSH and ISIN: SG9999019087
("GRIN" or "the Company")

FORM OF PROXY AND VOTING INSTRUCTION

For use at the extraordinary general meeting to be held at 18:00 Singapore Standard Time (12:00 South Africa Standard Time, 06:00 United States Eastern Daylight Time) by way of electronic means on Thursday, June 20, 2024, and/or each adjournment thereof (the "EGM").

A shareholder will not be able to physically attend the EGM. Beneficial Shareholders and Shareholders of Record who wish to vote must appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM, and must complete and return this form of proxy and voting instruction in accordance with the instructions contained herein. A shareholder may direct the Chairman of the EGM to vote for or against or abstain from voting on the special resolution to be proposed at the EGM as indicated below. In the absence of specific directions in respect of the special resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

This form must be completed and delivered:

- 1- by International Shareholders to (a) their respective broker, dealer, securities depository or other intermediary through which their interests are held or (b) Vote Processing, c/o BROADRIDGE at 51 Mercedes Way, Edgewood, NY 11717, or (c) via telephone voting at BROADRIDGE at +1-800-454-8683; or (d) via online voting at PROXYVOTE.COM which requires the 16 digits Control Number printed on the Voting Instruction Form from Broadridge; by 06:00 United States Eastern Daylight Time on Monday, June 17, 2024;
- 2- by South African Shareholders to your broker, dealer, securities depository or other intermediary through which your interests are held, by 12:00 South Africa Standard Time on Monday, June 17, 2024; and
- 3- by Shareholders of Record to Continental Stock Transfer & Trust Company via email to proxy@continentalstock.com or by post to 1 State Street, 30th Floor, New York, NY10004-1561, by 06:00 United States Eastern Daylight Time on Monday, June 17, 2024.

By submitting this form, you accept and agree to the personal data privacy terms set out in the notice of EGM to which this form is attached.

Please refer to the notes and instructions overleaf regarding completion of this form.

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Shareholder of Record / Beneficial Shareholder details

I/We (Please print full names) _____

of (address) _____

telephone number _____ cell phone number _____

e-mail address _____

being the Shareholder(s) of Record / Beneficial Shareholder(s) of _____ [see Note 1] ordinary shares in the Company wish to appoint the Chairman of the EGM to vote as my / our proxy in accordance with the following instruction.

Special resolution	FOR	AGAINST	ABSTAIN
Proposed Selective Capital Reduction and Proposed Cash Distribution			

Note: Mark with an "X", where all the shares represented in this form of proxy are to be counted, or alternatively insert the relevant number of shares, in the applicable space, to indicate how you wish your votes to be cast.

In the absence of specific directions in respect of the special resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Signed at _____

on _____ 2024

Signature of Shareholder(s) or Common Seal [see notes 4 and 5]

And, only in the case of a minor, assisted by [see note 6]

Name in full

Signature

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NOTES TO THE FORM OF PROXY AND VOTING INSTRUCTION FORM

1. Please insert the relevant number of those shares owned by you that is to be represented in this form of proxy and voting instruction. You are not obliged to vote all your shares or to vote all your shares in the same manner.
2. If you wish to split your votes across the voting options or to cast your votes in respect of a lesser number of shares than you own in the Company insert the relevant number of shares in respect of which you wish to vote in the relevant space under the columns headed For, Against, Abstain, as appropriate. A shareholder is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder. If you wish to cast all of the votes of those shares owned by you that are represented in this form of proxy and voting instruction in the same way in respect of a particular resolution, you need not fill in such number of shares but you must indicate your vote as either For, Against or Abstain by placing a tick or cross in the relevant space. In the absence of specific directions in respect of the special resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.
3. Any deletions, alterations or corrections made to this form must be initialled by the shareholder.
4. In the case of joint shareholders, all holders must sign this form.
5. This form must be executed by the shareholder or his attorney, or if such shareholder is a corporation, under its common seal or under the hand of its officer or attorney, duly authorised in writing. Where this form is executed by an attorney, the power of attorney or a duly certified copy thereof must be lodged with this form (failing previous registration with the Company, the Transfer Agent or the South African Administrative Depository Agent or waiver of this requirement by the Chairman of the EGM), failing which this form may be treated as invalid and disregarded.
6. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been previously registered with the Company, the Transfer Agent or the South African Administrative Depository Agent or unless this requirement is waived by the Chairman of the EGM.
7. The Chairman of the EGM may accept any voting instruction submitted other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.
8. Any form that is incomplete, improperly completed or illegible or where the true intentions of the person executing the form are not ascertainable may be rejected.
9. This form must be completed and delivered:
 - (i) by International Shareholders by 06:00 United States Eastern Daylight Time on Monday, June 17, 2024 to (a) their respective broker, dealer, securities depository or other intermediary through which their interests are held; (b) Vote Processing, c/o BROADRIDGE at 51 Mercedes Way, Edgewood, NY 11717; (c) via telephone voting at BROADRIDGE at +1-800-454-8683; or (d) via online voting at PROXYVOTE.COM which requires the 16 digits Control Number printed on the Voting Instruction Form from Broadridge;
 - (ii) by South African Shareholders to their broker, dealer, securities depository or other intermediary through which their interests are held by 12:00 South Africa Standard Time on Monday, June 17, 2024; and
 - (iii) by Shareholders of Record to Continental Stock Transfer & Trust Company via email to proxy@continentalstock.com or by post to 1 State Street, 30th Floor, New York, NY10004-1561, by 06:00 United States Eastern Daylight Time on Monday, June 17, 2024.
10. If you wish to revoke this form of proxy and voting instruction, a Beneficial Shareholder must send an email to notify this to the relevant broker, dealer, securities depository or other intermediary and a Shareholder of Record must send an email to notify this to Continental Stock Transfer & Trust Company, in each case, by June 17, 2024.
11. In any case where a Shareholder of Record is a securities depository whose name or whose nominee's name is entered as a member in the register of members of the Company in respect of book-entry securities in the Company ("Depository"), the Company shall be entitled and bound:

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- (i) to reject any instrument of proxy lodged if a person who has an account directly with the Depository, which account is credited with book-entry securities in the Company, (“Depositor”) is not shown to have any shares entered against his name in the register maintained by the Depository in respect of book-entry securities in the Company (“Depository Register”) as at 72 hours before the time of the EGM as certified by the Depository to the Company; and
- (ii) to accept as the maximum number of votes which in aggregate the proxy appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the EGM as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor. If that number is smaller than the number specified in the instrument of proxy, the maximum number of votes “for”, “against” or “abstain” shall be accepted in (as nearly as may be) the respective proportions set out in the instrument of proxy.