

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS HELD ENTIRELY BY ELECTRONIC PARTICIPATION ON THURSDAY, 04 APRIL 2024 AT 10H00**

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

<b>Apologies duly noted</b>	<b>Non-Executive Directors</b>	None
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<b>Shareholders Present</b>	293 539 261 ordinary shares and A shares in the capital of the Company, representing g 43.79% 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 Extraordinary 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.

The Chairman recorded that the purpose of the meeting was to approve the remuneration payable to directors for their services in accordance with section 66(9) of the Companies Act. It was noted that at the EOH shareholders annual general meeting held on Wednesday, 22 November 2023, the proposed special resolution to approve non-executive director fees did not receive adequate votes.

The Chairman reported that extensive engagements have since been had with key shareholders of EOH who initially opposed the special resolution authorising the remuneration payable to directors, and a collaborative consensus has been achieved in addressing the concerns raised by the said shareholders.

### **5. TABLING OF RESOLUTIONS**

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

### **6. SPECIAL RESOLUTION NUMBER 1 - REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS**

Special resolution 1 related to the request for shareholders to pre-approve the payment of remuneration to non-executive directors for their services for the period from 1 February 2024 to 31 January 2025.

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

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

Special resolution 2 sought approval from shareholders, in terms of section 66(9) of the Companies Act, to pre-approve the payment of remuneration to non-executive directors for participation in meetings in addition to the scheduled meetings set out in special resolution number 1, a fee of R5 565 per hour if the meeting lasts less than three hours, or a full meeting fee if the meeting lasts longer than three hours.

### **8. QUESTIONS**

The Chairman opened the floor for questions. There were no questions asked by the shareholders.

### **9. 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.

### **10. CONCLUSION OF MEETING**

There being no further business, the Chairman declared the meeting closed at 10h10.



**EGM Minutes approved at Board meeting of 31 July 2024**

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**Chairman**  
**Jabu Moleketi**

## Annexure A: Shareholder Voting Results as confirmed by Transfer Secretaries &amp; published on SENS on 4 April 2024

## Special resolution number 1: Remuneration payable to Non-executive Directors

<b>Ordinary shares voted*</b> 250 186 224, being 39.21%	<b>For</b> 238 932 150, being 95.50%	<b>Against</b> 11 254 074, being 4.50%	<b>Abstentions<sup>^</sup></b> 3 353 037, being 0.53%
<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> 290 186 224, being 42.80%	<b>For</b> 278 932 150, being 96.12%	<b>Against</b> 11 254 074, being 3.88%	<b>Abstentions<sup>^</sup></b> 3 353 037, being 0.49%

## Special resolution number 2: Remuneration payable to Non-executive Directors for attendance at additional meetings

<b>Ordinary shares voted*</b> 250 186 224, being 39.21%	<b>For</b> 239 057 204, being 95.55%	<b>Against</b> 11 129 020, being 4.45%	<b>Abstentions<sup>^</sup></b> 3 353 037, being 0.53%
<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> 290 186 224, being 42.80%	<b>For</b> 279 057 204, being 96.16%	<b>Against</b> 11 129 020, being 3.84%	<b>Abstentions<sup>^</sup></b> 3 353 037, being 0.49%

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

<sup>^</sup> in relation to total shares in issue



Signed with Impression - Chain of Custody



**Signature Request**

Signature Request ID:	4a9b784d-58e9-458a-a687-7a6d439a301c	Timestamp:	2024-07-31 16:34:54 GMT
Signee Name:	Jabu Moleketi	Sender Name:	Mpeo Nkuna
Request Type:	WebSigning	Request Status:	WEBVIEWER SIGNED

**Original Document**

Document Name:	214 EOH_EGM Minutes_4 April 2024.pdf	Document Size:	187.7 KB
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**Email Evidence**

Signee Email:	jabu@moleketi.co.za	Email Subject:	A document pack from Mpeo Nkuna is ready for signature
Email Sent Timestamp:	2024-07-31T14:01:19.084684	Email Opened Timestamp:	Not available in Silent Mode

**Web Evidence**

Signee IP Address:	105.184.162.128	Request Timestamp:	2024-07-31 16:34:15 GMT
Signee GPS (if shared):	ZA: Mozilla/5.0 (Macintosh; Intel Mac OS X 10_15_7) AppleWebKit/537.36 (KHTML, like Gecko) Chrome/126.0.0.0 Safari/537.36	Terms Accepted Timestamp:	2024-07-31 16:34:21 GMT

**Annotations and Modifications**

Signature Count:	1	Form Fields Filled Count:	0
Text Annotation Count:	0	Initial All Pages Count:	0
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**Signing Evidence**

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Security Challenge:	NONE	Part of Workflow:	8702e059-8cd3-4cef-97e9-6644cb2414c1

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