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 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 proxy form, should be forwarded to the purchaser of your shares, or the CSDP, stockbroker, banker or agent through whom you have disposed of your shares.



Technology makes it possible People make it happen

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

Dr Xolani Mkhwanazi (Independent non-executive chairperson) Andrew Mthembu (Lead independent non-executive director) Dr Anushka Bogdanov (Independent non-executive director) Michael Bosman (Independent non-executive director) Jesmane Boggenpoel (Independent non-executive director) Ismail Mamoojee (Independent non-executive director) Dr Moretlo Molefi (Independent non-executive director) Stephen van Coller (Chief Executive Officer) Megan Pydigadu (Chief Financial Officer) Fatima Newman (Chief Risk Officer)

NOTICE OF GENERAL MEETING OF EOH SHAREHOLDERS

1. NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of EOH will be held at 14:00 on Thursday, 14 November 2019 in the auditorium of the Company, Ground Floor, Block D, EOH Office Park, 1 Osborne Lane, Bedfordview, 2007 for the purpose of considering, and, if deemed fit, passing with or without modification, the resolutions set out hereunder.

2. PURPOSE AND GENERAL INFORMATION

- 2.1 The purpose of the general meeting is to obtain shareholder approval for the proposed changes to the remuneration of the non-executive directors.
- 2.2 The extensive group-wide strategic review initiated by EOH, with a focus on legacy governance issues and the financial performance of EOH, has necessitated numerous additional Board and committee meetings and several additional hours of time spent on EOH matters since March 2019 by non-executive directors which were not initially anticipated, resulting in the total annual fees for the 12-month period from 1 March 2019 to 28 February 2020 as approved at the annual general meeting held on 20 February 2019 ('the 2019 AGM') being exceeded.
- 2.3 As a result, it is proposed that the total annual fees for the 12-month period from 1 March 2019 to 28 February 2020 payable to non-executive directors (as approved at the 2019 AGM) be adjusted by removing the limit placed on non-executive directors' fees for that period and that a retainer of R50 000 per annum with a fee per meeting be payable for the period from 1 August 2019 to 28 February 2021.
- 2.4 In addition, it is proposed that the fee payable to the independent non-executive chairperson of the Board of Directors of EOH be adjusted in order to ensure that the independent non-executive chairperson is remunerated appropriately for his services.
- 2.5 EOH announced on 25 September 2019 the appointment of Mr Andrew Mthembu as lead independent non-executive director. It is proposed that a fee of R1 000 000 per annum be approved for payment to the lead independent non-executive director.
- 2.6 In terms of section 66(9) of the Companies Act 71 of 2008 ('Companies Act'), EOH shareholders are required to pre-approve the payment of remuneration to non-executive directors for their services as directors by means of a special resolution. The proposed fees exclude value added tax which will be added by the directors in terms of current value-added tax legislation, if applicable.

- 2.7 Shareholders will accordingly be requested to consider and approve the following:
 - 2.7.1 the deletion of the total annual fee limit placed on non-executive directors' fees for the 12-month period from 1 March 2019 to 28 February 2020;
 - 2.7.2 that the fees payable to the non-executive directors of the Company (other than the chairperson and the lead independent non-executive director), as approved at the 2019 AGM for the period 1 March 2019 to 28 February 2020, be adjusted as follows for the period from 1 August 2019 to 28 February 2021 or until such fees are revised by a further resolution of shareholders, whichever is the earliest:

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	Fees approved at the 2019 AGM	Revised fee per meeting	Scheduled number of meetings per annum
Board member			
Retainer of R50 000 per annum plus	R62 500	R62 500	4
Audit Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Risk and Governance Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Remuneration and Nomination Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Social and Ethics Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Technology and Information Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3

- 2.7.3 for meetings in addition to the scheduled meetings: a fee of R5 000 per hour if the meeting lasts less than 3 (three) hours, or a full meeting fee if the meeting lasts longer than 3 (three) hours;
- 2.7.4 that the total annual fee of R850 000 payable to the independent non-executive chairperson of the Board of Directors, as approved at the 2019 AGM for the period 1 March 2019 to 28 February 2020, be increased to R1 200 000 per annum, to commence on 5 June 2019 (being the date of appointment of Dr Xolani Mkhwanazi as chairperson of the Board of Directors) and be valid until 28 February 2021 or until such fees are revised by a further resolution of shareholders, whichever is the earliest; and
- 2.7.5 that a total annual fee of R1 000 000 be payable to the lead independent non-executive director, which fee will be valid until 28 February 2021 or until such fees are revised by a further resolution of shareholders, whichever is the earliest.

3. SALIENT DATES AND TIMES

	2019
Record date to be entitled to receive the notice of the general meeting	Friday, 4 October
Last day to trade in order to be eligible to participate in and vote at the general meeting	Tuesday, 5 November
Voting record date	Friday, 8 November
Recommended day to lodge forms of proxy for the general meeting, by 14:00 on	Tuesday, 12 November
General meeting held at 14:00	Thursday, 14 November
Results of the general meeting released on SENS on	Thursday, 14 November
Results of the general meeting published in the press on	Friday, 15 November

Notes: All dates and times in this notice of general meeting are local dates and times in South Africa and are subject to change. Any changes will be released on SENS.

4. SECTION 62(3)(e) AND SECTION 63(1) OF THE COMPANIES ACT: APPOINTMENT OF PROXIES AND IDENTIFICATION OF MEETING PARTICIPANTS

In terms of section 62(3)(e) of the Companies Act:

- a shareholder who is entitled to attend and vote at the general meeting is entitled to appoint a proxy or two or more proxies to attend and participate in and vote at the general meeting in the place of the shareholder, by completing the form of proxy in accordance with the instructions set out therein;
- a proxy need not be a shareholder of the Company; and
- meeting participants being EOH shareholders recorded in the register of the Company on the voting record date and proxies are
 required to provide reasonably satisfactory identification before being entitled to attend or participate in the general meeting.
 In this regard, meeting participants will be required to provide identification satisfactory to the chairperson of the general
 meeting. Forms of identification include valid identity documents, drivers' licences and passports.

5. RESOLUTIONS

5.1 Special resolution number 1: Removal of total annual fee limit placed on non-executive directors' fees for the 12-month period from 1 March 2019 to 28 February 2020

"RESOLVED as a special resolution that the total annual fee limit placed on non-executive directors' fees as approved by shareholders at the annual general meeting held on 20 February 2019 be and is hereby removed in order to allow the Company to pay such additional fees as may be required for the performance of their duties in accordance with the special resolution numbers 2 to 5 proposed at this general meeting."

5.2 Special resolution number 2: Adjustment of fees payable to non-executive directors

"RESOLVED as a special resolution that the fees per meeting payable to the non-executive directors of the Company (other than the chairperson and the lead independent non-executive director), as approved at the annual general meeting held on 20 February 2019 for the period 1 March 2019 to 28 February 2020, be adjusted as follows for the period from 1 August 2019 to 28 February 2021 or until such fees are revised by a further resolution of shareholders, whichever is the earliest:

			Scheduled number of
	Fees approved	Revised fee	meetings
	at the 2019 AGM	per meeting	per annum
Board member			
Retainer of R50 000 per annum plus	R62 500	R62 500	4
Audit Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Risk and Governance Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Remuneration and Nomination Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Social and Ethics Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3
Technology and Information Committee			
Chairperson	R50 000	R70 000	3
Member	R25 000	R35 000	3

5.3 Special resolution number 3: Fees payable to non-executive directors for additional meetings

"RESOLVED as a special resolution that, an hourly fee of R5 000 (five thousand rand) per hour if the meeting lasts less than 3 (three) hours, or a full meeting fee if the meeting lasts longer than 3 (three) hours be and is hereby approved in respect of any meetings held and attended by the non-executive directors (other than the chairperson and the lead independent non-executive director) in addition to the scheduled meetings, as indicated in special resolution number 2 above."

5.4 Special resolution number 4: Fees payable to non-executive chairperson of the Board of Directors

"RESOLVED as a special resolution that the total annual fee of R850 000 (eight hundred and fifty thousand rand) payable to the independent non-executive chairperson of the Board of Directors, as approved at the annual general meeting held on 20 February 2019 for the period 1 March 2019 to 28 February 2020, be increased to R1 200 000 (one million two hundred thousand rand) per annum, to commence on 5 June 2019 (being the date of appointment of Dr Xolani Mkhwanazi as chairperson of the Board of Directors) and be valid until 28 February 2021 or until such fees are revised by a further resolution of shareholders, whichever is the earliest."

5.5 Special resolution number 5: Fees payable to lead independent non-executive director

"RESOLVED as a special resolution that a total annual fee of R1 000 000 (one million rand) be payable to the lead independent non-executive director for the period from 25 September 2019 until 28 February 2021 or until such fees are revised by a further resolution of shareholders, whichever is the earliest."

5.6 Ordinary resolution number 1: General authority

"RESOLVED that any executive director of the Company and/or the company secretary be and is hereby authorised and empowered to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the of special resolution numbers 1 to 5 set out above."

In order for special resolution numbers 1, 2, 3, 4 and 5 to be adopted, at least 75% (seventy-five percent) of the voting rights exercised on each special resolution by shareholders present or represented by proxy at the general meeting and entitled to exercise voting rights on the resolutions concerned, is required. In order for ordinary resolution number 1 to be adopted, more than 50% (fifty percent) of the voting rights exercised on ordinary resolution 1 by shareholders present or represented by proxy at the general meeting and entitled to exercise voting rights on the resolutions concerned, is required.

6. VOTING AND QUORUM

6.1 A quorum, for the purposes of considering the resolutions to be proposed at the general meeting, shall consist of (3) 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.

- 6.2 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% (twenty-five percent) 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% (twenty-five percent) 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.
- 6.3 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.

7. GENERAL INSTRUCTIONS

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

8. ELECTRONIC PARTICIPATION

- 8.1 The Company has made provision for shareholders or their proxies to participate electronically in the general meeting by way of telephone conferencing. Should you wish to participate in the general meeting by telephone conference call, you, or your proxy, should advise the Company by no later than 14:00 on Monday, 11 November 2019, by submitting by email to the company secretary at Neill.OBrien@eoh.com, for the attention of Neill O'Brien, relevant contact details, including an email address, cellular number and landline as well as full details of your title to shares and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shares) or written confirmation from your Central Securities Depository Participants ('CSDP') confirming your title to the dematerialised shares (in the case of dematerialised shares). Upon receipt of the required information, you will be provided with a secure code and instructions to access the electronic communication during the general meeting. Shareholders must note that access to the electronic communication will be at the expense of the shareholders who wish to utilise the facility.
- 8.2 Shareholders and their appointed proxies attending by conference call will not be able to cast their votes at the general meeting through this medium. Accordingly, shareholders making use of the electronic participation facility are requested to either complete the form of proxy (in the case of certificated shareholders and dematerialised shareholders who have elected own-name registration) or contact their CSDP or broker (in the case of dematerialised shareholders who have not elected own-name registration), in both instances, as set out above.

9. PROXIES AND AUTHORITY FOR REPRESENTATIVES TO ACT

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 For administrative purposes, forms of proxy should be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196 (PO Box 61051, Marshalltown, 2107) or by email to proxy@computershare.co.za, at least 48 (forty-eight) 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 handed to the transfer secretaries at the general meeting or to the chairperson 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 of Directors

EOH Secretarial Services Proprietary LimitedRepresented by Neill O'Brien
Company secretary

10 October 2019

Corporate adviser and sponsor



This document is available in English only. Copies of this notice of general meeting and form of proxy may be obtained from the registered offices of EOH during normal office hours from Wednesday, 16 October 2019 to Friday, 14 November 2019. The notice of general meeting and form of proxy will also be available on the website of the Company from Wednesday, 16 October 2019.



Form of proxy

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')

THIS FORM OF PROXY IS ONLY FOR USE BY:

- · Certificated shareholders
- Own-name dematerialised shareholders

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

For completion by the aforesaid registered EOH shareholders who are unable to attend the general meeting to be held at 14:00 on Thursday, 14November 2019 in the auditorium of the Company, Ground Floor, Block D, EOH Office Park, 1 Osborne Lane, Bedfordview, 2007.

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.

Email address Telephone number Cellphone number of (address) being the holder(s) of EOH shares hereby appoint: or failing him/her 2. of failing him/her 3. the chairperson of the general meeting as my/our proxy to attend, speak and to vote for me/us and on my/our behalf at the general meeting of EOH shareholders and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the general meeting, and to vote on the resolutions in respect of the shares registered in my/our name(s). 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. Number of votes In favour of Against **Abstain** Special resolution number 1: Removal of total annual fee limit placed on non-executive directors' fees for the 12-month period from 1 March 2019 to 28 February 2020 Special resolution number 2: Adjustment of fees payable to non-executive directors Special resolution number 3: Fees payable to non-executive directors for additional meetings Special resolution number 4: Fees payable to non-executive chairperson of the Board of Directors Special resolution number 5: Fees payable to lead independent non-executive director Ordinary resolution number 1: General authority Unless otherwise instructed my proxy may vote or abstain from voting as he/she thinks fit. 2019 Signed this Signature Assisted by me (where applicable) (State capacity and full name) 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 (PO Box 61051, Marshalltown, 2107) or by email to proxy@computershare.co.za, so as to arrive by 14:00 on Tuesday, 12 November 2019. Any form of proxy not delivered by this time may be handed to the transfer secretaries at the general meeting or to the chairperson 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.

Please read notes on the reverse side hereof

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 proxy form, 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 chairperson 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 aforegoing, 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 memorandum of incorporation 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 signatories.
 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 Chairperson 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 Chairperson 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 Chairperson of the general meeting, if the Chairperson 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 (PO Box 61051, Marshalltown, 2107) or by email to proxy@computershare.co.za, so as to arrive by 14:00 on Tuesday, 12 November 2019. Any form of proxy not delivered by this time may be handed to the transfer secretaries at the general meeting or to the Chairperson 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 aforegoing notes include a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.





Registered address

Block D, EOH Business Park Osborne Lane, Bedfordview, 2007 PO Box 59, Bruma, 2026 Telephone: +27 (0) 11 607 8100

Website:

www.eoh.co.za