

The logo for EOH (Environmental and Occupational Health) is displayed in a bold, white, sans-serif font. The letter 'O' is stylized with a small triangle above it. The logo is positioned in the upper right corner of the page, set against a dark background.

EOH

A large, abstract graphic on the left side of the page consists of a network of white lines connecting various points, some of which are highlighted with small blue dots. The lines and dots are set against a dark background with some blue geometric shapes. This graphic extends from the top left towards the center of the page.

NOTICE OF ANNUAL GENERAL MEETING

for the year ended 31 July 2024



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We exist to
improve lives
through the
technologies we
create, leaving
the world better
than we found it.

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Our purpose is to
solve courageously,
exponentially and
together.

COVER LETTER

Dear shareholder

On behalf of the Board of Directors (the Board), you are invited to attend the annual general meeting (AGM) of EOH Holdings Limited (EOH or the Company), to be conducted entirely by electronic participation as contemplated in section 63(2)(a) of the Companies Act, 2008 (71 of 2008) (Companies Act) and by the Company's Memorandum of Incorporation (MoI) on Wednesday, 27 November 2024 at 09:00.

The Notice of AGM contains the audited consolidated Annual Financial Statements of the Company for the year ended 31 July 2024, which were compiled under the supervision of Ashona Kooblall CA(SA), Chief Financial Officer (CFO) of EOH, and audited by Moore Johannesburg Inc (Moore), the Company's independent auditors, who issued an unqualified audit opinion on the Annual Financial Statements of the Company for the year ended 31 July 2024.

If you are unable to attend the AGM in person, you are able to vote by proxy in accordance with the instructions on the AGM notice and form of proxy.

EOH's audited Annual Financial statements for the year ended 31 July 2024 and Integrated Annual Report, which includes an Environmental, Social and Governance (ESG) Report, were made available on the Company's website on Wednesday, 23 October 2024 and can be accessed at <https://www.eoh.co.za/investor-relations/integrated-annual-reports/>.

Yours sincerely



Jabu Moleketi
Chairman

22 October 2024

NOTICE OF ANNUAL GENERAL MEETING

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 or the Group)

If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your central securities depository participant (CSDP), broker, banker, attorney, accountant or other professional adviser.

Notice is hereby given that the 26th annual general meeting (AGM or meeting) of shareholders of EOH will be conducted entirely by electronic participation as contemplated in section 63(2)(a) of the Companies Act, 71 of 2008, as amended (Companies Act), and by the Company's Memorandum of Incorporation (Mol) on Wednesday, 27 November 2024 at 09:00 for the purpose of considering, and, if deemed fit, passing with or without modification, the ordinary and special resolutions set out hereunder.

Purpose and general information

The purpose of the AGM is to transact the business set out in the agenda below, to consider and if deemed fit, pass, with or without modification, the ordinary and special resolutions set out herein, and to discuss other matters raised by shareholders at the meeting, provided that, in the sole discretion of the Chairman of the meeting, such matters directly concern the business of the Company and may lawfully be dealt with at an AGM.

Agenda

1 Presentation of audited consolidated annual financial statements, Audit and Risk Committee report and Social and Ethics Committee report (non-voting agenda point)

The audited consolidated Annual Financial Statements of the Company for the year ended 31 July 2024, including the Report by the Board of Directors (Board or Directors), the Independent Auditor's Report and various subcommittee reports, to be presented at the meeting as required in terms of section 30(3)(d) of the Companies Act, be and are hereby presented.

2 Resolutions

Unless otherwise specifically indicated, the minimum percentage of voting rights required to be exercised by shareholders present or represented by proxy at the AGM in respect of each of the ordinary resolutions set out herein is more than 50% (fifty percent) in favour of such resolution. Special resolutions to be adopted at this AGM require approval from at least 75% (seventy-five percent) of the voting rights exercised on each special resolution by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution concerned.

3 Ordinary resolution numbers 1.1 and 1.2: Ratification and appointment of Executive Directors

The following Director appointments were made by the Board after the last AGM and are required to be ratified and confirmed by the shareholders of the Company, in accordance with the Company's Mol and the Companies Act.

Upon recommendation by the Company's Remuneration and Nomination Committee, it is proposed that shareholders pass the following ordinary resolutions, by way of individual standalone resolutions:

1.1 RESOLVED to confirm the appointment of Marius de la Rey as an Executive Director and interim Chief Executive Officer, with effect from 30 May 2024.

1.2 RESOLVED to confirm the appointment of Ashona Kooball as an Executive Director and Chief Financial Officer, with effect from 22 July 2024.

A brief résumé of each of the Directors offering themselves for election appears in Annexure A of this notice.

4 Ordinary resolution numbers 2.1 to 2.3: Ratification and appointment of Non-executive Directors

Pursuant to engagements with representatives of approximately 60% of the Company's shareholders, the following Director appointments were made by the Board, which appointments are required to be ratified and confirmed by the shareholders of the Company, in accordance with the Company's Mol and the Companies Act.

Upon recommendation by the Company's Remuneration and Nomination Committee, it is proposed that shareholders pass the following ordinary resolutions, by way of individual standalone resolutions:

2.1 RESOLVED to confirm the appointment of Rhys Summerton as an Independent Non-executive Director of the Company, with effect from 30 May 2024.

NOTICE OF ANNUAL GENERAL MEETING continued

2.2 RESOLVED to confirm the appointment of Veronica Motloutsi as an Independent Non-executive Director of the Company, with effect from 30 May 2024.

2.3 RESOLVED to confirm the appointment of Dennis Venter as an Independent Non-executive Director of the Company, with effect from 30 May 2024.

A brief résumé of each of the Directors offering themselves for election appears in Annexure A of this notice.

5 Ordinary resolution numbers 3.1 and 3.2: Re-election of retiring Independent Non-executive Directors

The Mol stipulates that, at each AGM, one-third of the Non-executive Directors shall retire from office, and retiring Directors shall be eligible for re-election.

3.1 RESOLVED that Sipho Ngidi, who retires by rotation in terms of the Company's Mol and who, being eligible, offers himself for re-election, be and is hereby re-elected as an Independent Non-executive Director of the Company. The Remuneration and Nomination Committee has considered Sipho Ngidi's past performance and contribution to the Company and recommends that he be re-elected as an Independent Non-executive Director of the Company.

3.2 RESOLVED that Andrew Marshall, who retires by rotation in terms of the Company's Mol and who, being eligible, offers himself for re-election, be and is hereby re-elected as an Independent Non-executive Director of the Company. The Remuneration and Nomination Committee has considered Andrew Marshall's past performance and contribution to the Company and recommends that he be re-elected as an Independent Non-executive Director of the Company.

A brief résumé of each of the Directors offering themselves for election appears in Annexure A of this notice.

6 Ordinary resolution numbers 4.1 to 4.3: Appointment of Audit and Risk Committee members

The Companies Act and JSE Listings Requirements stipulate that a public company must, each year at its AGM, appoint an Audit Committee, comprising at least three Non-executive Directors who are independent and, as a collective body, are suitably qualified, skilled and experienced.

The Remuneration and Nomination Committee and the Board are satisfied that the below-mentioned proposed members are suitably skilled and experienced Independent Non-executive Directors and that they collectively meet the criteria required to fulfil their duties, and accordingly have recommended that shareholders pass the following ordinary resolutions, by way of individual standalone resolutions:

4.1 RESOLVED that Rhys Summerton, subject to the confirmation of his appointment as an Independent Non-executive Director pursuant to ordinary resolution number 2.1, be appointed as a member of the Company's Audit and Risk Committee.

4.2 RESOLVED that Veronica Motloutsi, subject to the confirmation of her appointment as an Independent Non-executive Director pursuant to ordinary resolution number 2.2, be appointed as a member of the Company's Audit and Risk Committee.

4.3 RESOLVED that Andrew Marshall, subject to his re-election as an Independent Non-executive Director pursuant to ordinary resolution number 3.2, be appointed as a member of the Company's Audit and Risk Committee.

A brief résumé of each recommended appointee of the Audit and Risk Committee appears in Annexure A of this notice.

7 Ordinary resolution number 5: Appointment of independent external auditors

The Companies Act, JSE Listings Requirements and the Mol stipulate that the Company must each year at its AGM appoint or re-appoint an eligible auditor.

RESOLVED to appoint Moore Johannesburg Inc as the independent auditors of the Company, with Candice Jenkins as the individual registered auditor. The Audit and Risk Committee and the Board have confirmed the independence of Moore Johannesburg Inc and of Candice Jenkins pursuant to section 90 of the Companies Act. The Audit and Risk Committee further confirms that it has assessed the auditor's suitability for appointment in accordance with paragraph 3.84(g) (iii) of the JSE Listings Requirements and nominates for appointment Moore Johannesburg Inc and Candice Jenkins as the external auditors of the Company.

NOTICE OF ANNUAL GENERAL MEETING continued

8 **Ordinary resolution numbers 6.1 and 6.2: Endorsement of the Company's Remuneration Policy and Remuneration Implementation Report (non-binding advisory votes)**

In accordance with principle 14 of the King Report on Corporate Governance for South Africa 2016 (King IV) and section 3.84(k) of the JSE Listings Requirements, companies are required to table their Remuneration Policy and Remuneration Implementation Report to shareholders for a non-binding advisory vote at the AGM to allow shareholders to consider the Remuneration Policy and Remuneration Implementation Report of the Company every year and to inform themselves how employees and senior executives within EOH are remunerated. The Company's 2024 Remuneration Policy and Remuneration Implementation Report are set out in the Annual Integrated Report on pages 53 to 73.

Upon recommendation by the Remuneration and Nomination Committee, it is proposed that shareholders pass the following resolutions by way of standalone non-binding advisory votes:

- 6.1 RESOLVED that, in accordance with King IV and the JSE Listings Requirements, shareholders endorse the Remuneration Policy of the Company as set out on pages 58 to 65 of the Annual Integrated Report.
- 6.2 RESOLVED that, in accordance with King IV and the JSE Listings Requirements, shareholders endorse the Remuneration Implementation Report of the Company as set out on pages 65 to 73 of the Annual Integrated Report.

This vote enables shareholders to express their views on the Remuneration Policy and the Remuneration Implementation Report of the Company. Ordinary resolution numbers 6.1 and 6.2 are of an advisory nature and failure to pass these resolutions will therefore not have any legal consequences for existing arrangements. However, should either of the resolutions set out in 6.1 or 6.2 above be voted against by 25% (twenty-five percent) or more of the voting rights exercised, the Board undertakes to engage actively with dissenting shareholders in this regard in order to ascertain the reasons therefor and to address all legitimate and reasonable objections and concerns.

9 **Ordinary resolution number 7: General authority to issue shares for cash by Directors**

RESOLVED that the Directors of the Company be and are hereby authorised by way of a general authority to issue all or any of the authorised but unissued shares in the capital of the Company for cash, as and when they in their discretion deem fit, subject to the Companies Act, the MoI and the JSE Listings Requirements, when applicable, and the following limitations, namely that:

- a the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class of shares already in issue
- b any such issue will only be made to public shareholders (as defined by the JSE Listings Requirements) and not to related parties (as defined by the JSE Listings Requirements), provided that if the Company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to related parties on the basis that such related parties may only be able to participate in the equity raise at the maximum bid price at which they are prepared to take up shares or at the book close price in accordance with the provisions contained in paragraph 5.52(f) of the JSE Listings Requirements
- c the total aggregate number of shares that may be issued for cash in terms of this authority may not exceed 63 029 625 ordinary shares, being 10% (ten percent) of the Company's issued shares of that class as at the date of the notice (being 638 083 421 ordinary shares less 7 787 169 treasury shares), and any shares issued under this authority prior to this authority lapsing shall be deducted from the 63 029 625 ordinary shares the Company is authorised to issue in terms of this authority, for the purpose of determining the remaining number of shares that may be issued in terms of this authority
- d in the event of a sub-division or consolidation of the equity securities, this authority must be adjusted accordingly to represent the same allocation ratio
- e the maximum discount at which the shares may be issued is 10% (ten percent) of the weighted average traded price of those shares over the 30 (thirty) business days prior to the date that the price of the issue is agreed by between the Company and the party/ies subscribing for the shares
- f this general authority shall be valid until the next AGM or for 15 (fifteen) months from the date that this resolution is passed, whichever is the earliest, provided that such authority may be varied or revoked by any general meeting of the shareholders prior to such authority lapsing
- g upon any issue of ordinary shares which, together with prior issues of ordinary shares during the same 12-month (twelve-month) period, will constitute 5% (five percent) or more of the total number of ordinary shares in issue prior to that issue, the Company shall publish an announcement in terms of section 11.22 of the JSE Listings Requirements

In terms of the JSE Listings Requirements, in order for ordinary resolution number 6 to be adopted, the support of at least 75% (seventy-five percent) of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

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10 Ordinary resolution number 8: Amendment to the EOH 2022 Share Plan

In terms of the JSE Listings Requirements, the number of shares that may be utilised in terms of a share incentive plan must be a fixed number, requiring periodic increases as and when necessary. The Board wishes to increase the maximum aggregate number of shares that may be utilised and the maximum number of shares that may be settled to any one participant in terms of the EOH 2022 Share Plan (the Plan) in order to ensure that future awards under the Plan fall within the limits of the rules of the Plan. Although no awards have been made under the Plan to date, following the rights issue that occurred in January 2023, the Board believes it prudent to increase the number of shares that may be awarded under the Plan to ensure that sufficient shares are available for award to participants. The proposed limits are aligned with market norms and shareholder and proxy advisor guidelines.

A copy of the amended Plan can be found on the Company's website at <https://www.eoh.co.za/investor-relations/shareholder-meetings/> and is available for inspection at the registered office of the Company from Monday, 28 October 2024 to Wednesday, 27 November 2024.

RESOLVED that, the rules governing the EOH 2022 Share Plan be amended to:

- increase the maximum aggregate number of shares which may be utilised for purposes of the EOH 2022 Share Plan from 8 827 248 (eight million eight hundred twenty-seven thousand two hundred forty-eight) shares to 31 904 171 (thirty-one million nine hundred and four thousand one hundred and seventy-one) which will constitute 5% of the entire issued share capital of the Company as at the date of this notice. For the purposes of calculating the limit, settlement via the use of existing treasury shares or by an issue of shares will reduce the limit
- increase the maximum aggregate number of shares which may be settled to any one participant in terms of the EOH 2022 Share Plan from 1 765 450 (one million seven hundred sixty-five thousand four hundred fifty) shares to 6 380 834 (six million three hundred and eighty thousand eight hundred and thirty-four) which will constitute 1% of the entire issued share capital of the Company as at the date of this notice

Ancillary definitions and sections were updated to reflect the manner in which the amended limits will be calculated.

In terms of the JSE Listings Requirements, in order for ordinary resolution number 8 to be adopted, the support of at least 75% (seventy-five percent) of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

11 Ordinary resolution number 9: Signing of documents

RESOLVED that any Director of the Company or the Company Secretary be and is hereby individually authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of the resolutions adopted at the AGM.

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

In terms of section 66(9) of the 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.

Pursuant to the AGM held on Wednesday, 22 November 2023, only 44.36% of EOH shareholders present or represented at the AGM voted in favour of special resolution number 1 relating to the remuneration payable to Non-executive Directors of EOH for their services as Directors. Following extensive engagements with key shareholders of EOH who initially opposed the special resolution to approve the remuneration payable to Non-executive Directors, a collaborative consensus was achieved, addressing the concerns raised by shareholders. Consequently, the special resolution approving the remuneration payable to Non-executive Directors was presented at an extraordinary general meeting (EGM) held on 4 April 2024, which was approved by 96% of shareholders.

Following their appointment to the Board on 30 May 2024, Rhys Summerton and Dennis Venter have elected not to receive any remuneration for their services as Non-executive Directors on the Board.

As part of the ongoing cost rationalisation initiatives and pursuant to a recommendation by the Remuneration and Nomination Committee, the Board proposes an effective 50% reduction in the Non-executive Directors' fees that were approved at the extraordinary general meeting held on 4 April 2024. This proposal is part of the Board's ongoing cost rationalisation initiatives and reflects the Board's commitment to driving these initiatives from the top down. By rightsizing costs throughout the entire organisation, the Board aims to enhance the Company's financial stability and ensure sustainable growth. The Board is of the view that this reduction in fees will demonstrate its dedication to prudent financial management and align its interests with those of shareholders.

NOTICE OF ANNUAL GENERAL MEETING continued

The Board therefore proposes the following changes to the Non-executive Directors' fee structure for the period 1 February 2025 to 31 January 2026:

- a The Non-executive Directors' fees approved by shareholders at the extraordinary general meeting held on 4 April 2024 be reduced by 50% (fifty percent) as detailed in the table in special resolution 1.1 below.
- b The payment for unscheduled Board and committee meetings called for by the Secretariat or the Chairman of the Board or respective committee also be reduced by 50% (fifty percent) from R5 565 to R2 783 per hour, as per special resolution 1.2 below.

It is proposed that shareholders pass the following special resolutions:

- 1.1 RESOLVED that the fees payable to the Non-executive Directors of the Company be as follows for the period from 1 February 2025 to 31 January 2026, or until such fees are revised by a further resolution of shareholders, whichever is the earliest:

	Proposed fees to be approved at 27 November 2024 AGM (50% reduction from 2024 fees)	Scheduled number of meetings per annum	Fees approved at 4 April 2024 EGM
Chairman (annual fees)	R876 488	Fixed flat annual fee	R1 752 975
Lead Independent Non-executive Director (annual fees)	R556 500	Fixed flat annual fee	R1 113 000
Board members			
Retainer	R27 825		R55 650
Fee per meeting	R34 781	5	R69 562
Audit and Risk Committee			
Chairperson fee per meeting	R50 085	5	R100 170
Member fee per meeting	R25 043	5	R50 085
Remuneration and Nomination Committee			
Chairperson fee per meeting	R38 955	3	R77 910
Member fee per meeting	R19 478	3	R38 955
Social and Ethics Committee			
Chairperson fee per meeting	R38 955	3	R77 910
Member fee per meeting	R19 478	3	R38 955

- 1.2 RESOLVED that, for meetings in addition to the scheduled meetings set out in special resolution number 1.1 above, a fee of R2 783 (2024: 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, be and hereby is approved.

NOTICE OF ANNUAL GENERAL MEETING continued

13 Special resolution number 2: General authority to acquire shares

The purpose of this special resolution number 2 is to obtain an authority for, and to authorise the Company and the Company's subsidiaries, by way of a general authority, to acquire up to 10% (ten percent) of the Company's issued ordinary shares.

It is the intention of the Directors to use such authority should prevailing circumstances, in their opinion, warrant it.

RESOLVED as a special resolution that by way of a general approval, the Company and/or any of its subsidiaries be and are hereby authorised to acquire ordinary shares in the Company in terms of sections 46 and 48 of the Companies Act, the Company's Mol, and that of its subsidiaries and the JSE Listings Requirements, on the following basis:

- ▶ The acquisition of the ordinary shares must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company (or any subsidiary) and the counterparty.
- ▶ This general authority shall only be valid until the earlier of the Company's next AGM or the expiry of a period of 15 (fifteen) months from the date of authorising this special resolution, whichever is earliest.
- ▶ The general repurchase by the Company, and by its subsidiaries, of the Company's ordinary shares is authorised by its Mol.
- ▶ In determining the price at which the Company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the five business days immediately preceding the date on which the transaction is effected.
- ▶ At any point in time, the Company (or any subsidiary) may only appoint one agent to effect any acquisition/s on its behalf.
- ▶ The acquisition of ordinary shares in the aggregate in any one financial year may not exceed 10% (ten percent) of the Company's issued ordinary share capital.
- ▶ The Company may only effect repurchases on the basis that the solvency and liquidity test (test) set out in section 4 of the Companies Act has been completed and passed and that, since the test was done, there have been no material changes to the financial position of the Group.
- ▶ The Company or its subsidiaries may not acquire ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless a repurchase programme is in place (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) and full details thereof have been submitted to the JSE in writing prior to commencement of the prohibited period.
- ▶ An announcement will be published once the Company (or any subsidiary) has cumulatively repurchased 3% (three percent) of the number of the ordinary shares in issue at the time this general authority is granted (initial number), and for each 3% (three percent) in aggregate of the initial number acquired thereafter.
- ▶ At the time that the contemplated repurchase is to take place, the Directors of the Company will ensure that, after considering the effect of the maximum repurchase, and for a period of 12 (twelve) months thereafter, that there is adequate working capital. Such will be determined by ensuring that:
 - › the Company and its subsidiaries will be able to pay their debts as they become due in the ordinary course of business
 - › the consolidated assets of the Company and its subsidiaries, fairly valued in accordance with International Financial Reporting Standards, will be in excess of the consolidated liabilities of the Company and its subsidiaries
 - › the issued share capital and reserves of the Company and its subsidiaries will be adequate for the purpose of the ordinary business of the Company and its subsidiaries
 - › the working capital available to the Company and its subsidiaries will be sufficient for the Group's requirements
- ▶ Information required in terms of paragraph 11.26 of the JSE Listings Requirements with regard to the general authority for the Company or any of its subsidiaries to repurchase the Company's securities are disclosed in the Annual Financial Statements:
 - › Major shareholders of the Company – page 96
 - › Share capital of the Company – page 97

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Material changes

Other than the facts and developments reported in the Annual Integrated Report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the Annual Financial Statements and the date of this notice.

Directors' responsibility statement

The Directors of the Company, whose names appear in the 'Corporate information' section of this notice of AGM, collectively and individually accept full responsibility for the accuracy of the information pertaining to this resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made, and that this notice contains all information required by law and the JSE Listings Requirements.

Litigation statement

The Group is involved in various litigation matters arising in the ordinary course of business. Although at this stage it is not possible to predict what the outcome of the various matters will be, nor what portion of any costs will be attributable to the Group, or whether all or any portion of such costs will be covered by insurance or will be recoverable from other sources, management has no reason to believe that the disposition of these matters will have a materially adverse effect on the consolidated financial position of the Group.

14 Special resolution number 3: Financial assistance in terms of section 44 of the Companies Act

The purpose of this special resolution number 3 is to grant the Board the authority to authorise 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 any Director or Prescribed Officer of the Company, or a person related to such Director or Prescribed Officer), for the purpose of, or in connection with, the subscription of any option or any securities issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company as contemplated in section 44 of the Companies Act. The Directors undertake that, prior to the Company providing the financial assistance as contemplated in section 44 of the Companies Act, the Company will have satisfied the solvency and liquidity test as set out in section 4 of the Companies Act, and that the terms under which the financial assistance is proposed are fair and reasonable.

RESOLVED as a special resolution that the Board may to the extent required, in terms of and subject to section 44 of the Companies Act, as the case may be, and the Company's Mol, authorise the Company to provide, by way of special resolution, financial assistance by way of a loan, guarantee, the provision of security or otherwise, to its subsidiaries and inter-related companies (excluding any Director or Prescribed Officer of the Company, or a person related to such Director or Prescribed Officer), for the purpose of, or in connection with, the subscription of any option or any securities issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company, subject to the terms and conditions of section 44 of the Companies Act. No such financial assistance may be provided at any time in terms of this authority after the expiry of two (2) years from the date of the adoption of this special resolution.

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

The purpose of the special resolution number 4 is to grant the Board the authority to authorise the Company to provide direct or indirect financial assistance to a related or inter-related company or corporation, as contemplated in section 45 of the Companies Act. The Directors undertake that, prior to the Company providing the financial assistance as contemplated in section 45 of the Companies Act, the Company will have satisfied the solvency and liquidity test as set out in section 4 of the Companies Act, and that the terms under which the financial assistance is proposed are fair and reasonable.

RESOLVED as a special resolution that the Board may, to the extent required, in terms of and subject to section 45 of the Companies Act, as the case may be, and the Company's Mol, authorise the Company to provide, by way of special resolution, any direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation as contemplated in section 45 of the Companies Act) to a related or inter-related company or corporation (excluding any Director or Prescribed Officer of the Company, or person related to such Director or Prescribed Officer) on such terms as the Board deems fit, subject to the terms and conditions of section 45 of the Companies Act. No such financial assistance may be provided at any time in terms of this authority after the expiry of two (2) years from the date of the adoption of this special resolution.

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continued

16 Special resolution number 5: Change of name of the Company

The purpose of this special resolution number 5 is to change the name of the Company to iOCO Limited as recommended by the Board of the Company. The proposed name change aligns with the Company's strategic objectives and branding initiatives. Accordingly, the Board has determined that it is in the best interest of the Company and its stakeholders to change the Company's name from EOH Holdings Limited to iOCO Limited and is recommending that the shareholders approve the name change and subsequent amendment to the Company's Mol.

RESOLVED that, subject to special resolution number 6 being passed and the amendment to the Company's Mol becoming effective, the Company's name be and hereby is changed from EOH Holdings Limited to iOCO Limited, with a new share code of IOC and abbreviated name of iOCO.

17 Special resolution number 6: Amendment to the Company's Mol

In terms of section 16(5)(b)(i), the Board proposes that shareholders approve an alteration to the existing Mol of the Company by changing the name of the Company from EOH Holdings Limited to iOCO Limited.

RESOLVED that, subject to special resolution 5 being passed, the cover page of the Company's Mol be and is hereby amended by the deletion of the words EOH Holdings Limited appearing thereon and the substitution therefor of the words iOCO Limited.

Reasons for and effect of special resolution numbers 5 and 6

The reason for and effect of special resolution numbers 5 and 6 is to change the name of the Company as contemplated in the special resolutions and to effect the consequential amendment to the Company's Mol to give effect thereto. Further information regarding the proposed change of name is set out in Annexure B to this notice.

18 Important dates to note

The Board has determined, in terms of section 62(3)(a), as read with section 59 of the Companies Act, that the record date for the purpose of determining which shareholders of the Company are entitled to receive notice of this AGM is Friday, 18 October 2024, and the record date for purposes of determining which shareholders of the Company are entitled to participate in and vote at the AGM is Friday, 22 November 2024, with the last date to trade in order to be reflected in the register being Tuesday, 19 November 2024. Accordingly, only shareholders who are registered in the Company's securities register on Friday, 22 November 2024 will be entitled to participate in and vote at the AGM.

Kindly note that participants (including shareholders and proxies) at the AGM meeting are required to provide satisfactory identification before being entitled to attend or participate in the AGM proceedings. Forms of identification include valid identity documents, driver's licences and passports.

19 Voting and quorum

A quorum, for the purposes of considering the resolutions to be proposed at the AGM, shall consist of 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 AGM.

In addition, the AGM 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 AGM; and a matter to be decided at the AGM 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.

Every shareholder present in person or represented by proxy and entitled to exercise voting rights at the AGM 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 AGM, 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.

20 General instructions

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

NOTICE OF ANNUAL GENERAL MEETING continued

21 Electronic participation in the AGM

The Company has retained the services of Computershare Investor Services Proprietary Limited (Computershare) to host the AGM on an interactive platform and to facilitate electronic participation and voting by shareholders.

Shareholders who wish to electronically participate in and/or vote at the AGM are required to register online at <https://meetnow.global/ZA> by no later than 09:00 CAT on Monday, 25 November 2024. Shareholders may still register online to participate in and/or vote electronically at the AGM after this date and time, provided, however, that for those shareholders to participate and/or vote electronically at the AGM, they must be verified and registered before the commencement of the AGM.

As part of the registration process, you will be requested to upload proof of identification (ie SA identity document, SA driver's licence or passport) and authority to do so (where acting in a representative capacity), as well as to provide details, such as your name, surname, email address and contact number. Following successful registration, the transfer secretary will provide you with a meeting link as well as an invitation code in order to connect electronically to the AGM. While the Company will bear all costs for the hosting by Computershare of the AGM by way of a remote interactive electronic platform, shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the Company and/or Computershare. Neither the Company nor Computershare can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages, which prevent any such shareholder from participating in and/or voting at the AGM.

22 Proxies and authority for representatives to act

A shareholder holding certificated shares who cannot attend the AGM 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. The attached form of proxy is only to be completed by those ordinary shareholders who:

- hold ordinary shares in certificated form
- are recorded on the sub-register in 'own-name' dematerialised form

Ordinary shareholders who have dematerialised their ordinary shares through a Central Securities Depository Participant (CSDP) or broker without 'own-name' registration and who wish to attend the AGM must instruct their CSDP or broker to provide them with the relevant letter of representation to attend the AGM 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.

For administrative purposes, forms of proxy should be delivered to the transfer secretaries, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) or by email to proxy@computershare.co.za, at least 48 hours (excluding Saturdays, Sundays and public holidays) before the time of the AGM, being 09:00 on Monday, 25 November 2024. Any form of proxy not delivered by this time may be submitted to the transfer secretaries or to the Chairman of the AGM at any time prior to the commencement of the AGM or at any time prior to voting on any resolution proposed at the AGM.

By order of the Board



Mpeo Nkuna
Company Secretary

22 October 2024

ANNEXURE A

CURRICULUM VITAE OF DIRECTORS NOMINATED FOR ELECTION

Marius de la Rey

Executive Director and Interim Chief Executive Officer

H Dip Tax (Wits University), Bachelor of Accounting (Wits University), CA(SA), Bachelor of Commerce (Wits University)

Appointed 30 May 2024

Marius is by nature an entrepreneur with extensive experience as an owner and operator of retail operations. Prior to his appointment as Interim Chief Executive Officer of the EOH Group, Marius was the Chief Executive Officer of EOH's largest division, iOCO South Africa. He played an integral role in the restructuring of EOH and has been on the EOH Executive Committee since 2019.

Before joining EOH in 2019, Marius spent a decade in financial services, serving five years at Absa as Chief Executive Officer of Distribution Coverage and Customer Channels, and a further five years prior to that at Standard Bank as Head of Group Real Estate and Head of Channel Development.

Ashona Kooblall

Executive Director and Chief Financial Officer

CA(SA) SAICA, BCom Honours (University of KwaZulu-Natal), Bachelor of Commerce (University of KwaZulu-Natal)

Appointed 22 July 2024

Ashona is a qualified CA(SA) and registered with South African Institute of Chartered Accountants (SAICA). Ashona has more than 15 years of senior finance experience, with a demonstrated history of finance leadership positions within the technology, FMCG and retail industries. Her expertise and skills spans various fields, including corporate finance, governance, P&L optimisation, mergers and acquisitions, business restructuring, cost optimisation strategies, business strategy, investor relations, Group finance, managerial finance, controversy management and strategic planning.

Rhys Summerton

Independent Non-executive Director

Harvard Business School – Certificate in Behavioural Finance

Appointed 30 May 2024

Chairman of the Audit and Risk Committee and member of the ad hoc Special Committee for Corporate Actions

Since 2014, Rhys has held the position of founder and investor at Milkwood Capital, a long-term, value-oriented, global investment company based in Windsor, United Kingdom. During this time, Rhys has successfully promoted the value realisation of a number of investments through efficient capital allocation and issues management by taking stakes in out-of-favour companies and influencing their path to recovery. From 2009 to 2013, Rhys held the position of Managing Director and Global Head of Emerging Market Equity Research at Citigroup, managing the number-one-ranked research franchise. Prior to that, Rhys was a telecoms and media analyst at Citigroup and Cazenove.

Rhys currently serves on the Board of Nexxen International, a Nasdaq-listed company, as well as several other unlisted investment companies.

ANNEXURE A continued

CURRICULUM VITAE OF DIRECTORS NOMINATED FOR ELECTION continued

Veronica Motloutsi

Independent Non-executive Director

National Diploma – Information Technology, Bachelor of Technology Degree in Information Technology, Masters of Technology in Business Information Systems, MBA (GIBS)

Appointed 30 May 2024

Chairman of the Social and Ethics Committee and member of the Audit and Risk Committee

Veronica is the founder and CEO of SmartDigital Solutions Proprietary Limited, a leading company specialising in digital transformation. With over 25 years of experience in the ICT sector, Veronica has established herself as a distinguished leader, both in South Africa and across the broader African continent. She possesses deep industry knowledge and a proven track record in driving ICT innovation and governance excellence. Veronica's career includes significant roles such as Executive Head of Commercial Operations for International Markets (African Operations) at Vodacom, where she oversaw commercial operations. She was also Group Manager for IT Strategy and Enterprise Architecture at Sun International, where she led strategic IT initiatives and enterprise architecture. Additionally, she served as Lead Architect for Account Origination and Maintenance at Nedbank, playing a pivotal role in developing and maintaining key banking systems. Veronica has also worked at Sasol.

Currently, Veronica serves as a Non-executive Director at SENTECH SOC Limited. She is also the Deputy Chairperson of the .za Domain Name Authority (ZADNA) and VulaTel. Her comprehensive expertise includes governance and regulatory frameworks, making her a valuable asset in various leadership roles.

Dennis Venter

Independent Non-executive Director

Postgraduate Treasury Diploma, CA(SA)

Appointed 30 May 2024

Member of the Remuneration and Nomination Committee and the ad hoc Special Committee for Corporate Actions

Dennis began his career at PricewaterhouseCoopers before embarking on an entrepreneurial journey that led to him to found Quarry Cats Proprietary Limited in 1997. The company supplied construction materials and crushing services to the construction and mining industries and produced commercial aggregates. Quarry Cats was eventually sold to Group Five Limited in 2007. Following this, Dennis developed Atoll into a leading entity for offshore mining operations, overseeing its expansion into lucrative markets, including the United States and the Netherlands. He currently manages a diversified investment portfolio.

Sipho Ngidi

Independent Non-executive Director

BScience in Accounting Sciences (BAccSc), Honours CTA CA(SA)

Appointed 20 February 2020

Chairman of the Remuneration and Nomination Committee and member of the Social and Ethics Committee

Sipho brings over 20 years of HR experience across a broad range of industries from his roles at various companies, including Nampak, South African Breweries, and Standard Bank. He has held several prominent Board and Board sub-committee roles and is currently the Chairman of the Fibre Processing and Manufacturing SETA and LTH Boards. Additionally, he is a member of the Toyota South Africa Motors Board, where he serves on the Audit Committee, and he also serves on the Sovereign Africa Ratings Board.

Andrew Marshall

Independent Non-executive Director

BCom (Honours)

Appointed 21 May 2020

Chairman of the ad hoc Special Committee for Corporate Actions and member of the Audit and Risk Committee

Andrew began his career in sales and marketing with AECl. He later moved to their parent company, ICI, in the UK before returning to South Africa. He then served as Managing Director for several smaller, privately owned businesses and divisions of a listed group. In 1999, he was appointed CEO of the listed group Oceana and remained there until 2009 when he joined Nampak as CEO. He retired from Nampak in 2014 and is currently the Chairman of Ster-Kinekor Theatres.

ANNEXURE B

INFORMATION IN RESPECT OF THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM EOH HOLDINGS LIMITED TO iOCO LIMITED

1 Introduction

- 1.1 Shareholders are referred to special resolution numbers 5 and 6 set out in the notice of AGM and are advised that the Board of Directors of the Company (the Board) is proposing to change the name of the Company from EOH Holdings Limited to iOCO Limited, subject to obtaining the necessary shareholder approval.
- 1.2 The purpose of this Annexure B is to:
- 1.2.1 provide EOH shareholders with information relating to the proposed change of name and the manner in which it will be implemented, so as to enable shareholders to make an informed decision as to whether or not they should vote in favour thereof
- 1.2.2 give notice of convening the AGM at which the resolutions necessary to approve and implement the change of name, as more detailed in this Annexure B, will be considered and, if deemed fit, approved with or without modification. Annexure B is attached to and forms part of the notice convening the AGM of EOH shareholders

2 Rationale

The proposed name change aligns with the Company's strategic objectives and branding initiatives. Accordingly, the Board has determined that it is in the best interest of the Company and its stakeholders to change the Company's name from EOH Holdings Limited to iOCO Limited and is recommending the shareholders approve the name change and subsequent amendment to the Company's Mol.

3 Proposed change of name of the Company

The name iOCO Limited has been reserved with the Companies and Intellectual Property Commission (CIPC) and, in accordance with the JSE Listings Requirements, preliminary approval was obtained from the JSE for the change of name.

The abbreviated name of the Company will be amended to iOCO and the share code will be amended to IOC.

The Company will remain listed in the Technology – Computer Services sub-sector of the main Board of the JSE Limited and the Company's ISIN will remain unchanged.

For a period of not less than one year, the Company will reflect the former name, EOH Holdings Limited, on all documents of title, announcements and circulars beneath the new name of iOCO Limited.

The change of name will require an amendment to the Company's Mol to reflect the new name of the Company as iOCO Limited. A copy of the amended Mol, marked up for ease of reference, will lie for inspection at the Company's registered office from the date of publication of the notice of AGM to the date of the AGM.

The Company will retain its historical financial and trading reference data.

Shareholders are referred to the 'Action required by shareholders' paragraph set out on page 15 below, which contains information as to the action they need to take regarding the proposed change of name of the Company.

ANNEXURE B continued

4 Salient dates and times

The salient dates in respect of the change of name are set out below:

2024	
Record date for purposes of receipt of the notice of AGM	Friday, 18 October
Notice of AGM containing details of name change distributed to shareholders on	Monday, 28 October
Announcement relating to distribution of the notice of AGM containing details of change of name released on SENS on	Monday, 28 October
Last day to trade in order to be eligible to vote at the AGM	Tuesday, 19 November
Record date for voting purposes (voting record date)	Friday, 22 November
For administrative purposes, proxy forms to be submitted to the transfer secretaries by 09:00 on	Monday, 25 November
AGM at 09:00 on	Wednesday, 27 November
Results of the AGM released on SENS on or before	Thursday, 28 November
Resolution in respect of the change of name lodged with CIPC on or about	Friday, 29 November
Resolution in respect of change of name expected to be registered by CIPC by no later than	Friday, 6 December
Expected publication of finalisation announcement on SENS on	Monday, 9 December
Expected last day to trade in existing shares on the JSE prior to the name change	Tuesday, 17 December
Expected date of termination of trading under old name	Wednesday, 18 December
Expected trading in new name of iOCO Limited on the JSE under the JSE share code IOC and ISIN ZAE000071072	Wednesday, 18 December
Expected record date in respect of the name change	Friday, 20 December
Expected date on which the accounts of dematerialised shareholders with their CSDP or brokers will be updated with the new name and certificated shareholders will have their entitlements credited to their account with Computershare Nominees Proprietary Limited	Monday, 23 December

Notes:

- The above dates and times are local times in South Africa and are subject to change. Any changes will be released on SENS.
- Share certificates in the name of EOH Holdings Limited may not be dematerialised or rematerialised after the last day to trade prior to the change of name, being Tuesday, 17 December 2024.
- Shareholders are reminded that shares in companies listed on the JSE can no longer be traded on the JSE unless they have been dematerialised onto the Strate system. Further information in this respect is set out in paragraph 5 of this Annexure B.

ANNEXURE B continued

5 Action required by shareholders

5.1 Voting at the AGM

Shareholders are referred to the paragraph titled 'Proxies and authority for representatives to act' as set out in the notice of AGM, to which this Annexure B is attached, for instructions on how to vote regarding the special resolutions related to the proposed name change.

5.2 Procedure to be followed by certificated shareholders in respect of the change of name

Surrender of share certificates

Certificated shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been dematerialised onto the Strate system. It is therefore suggested that certificated shareholders should consider dematerialising their shares and replacing them with electronic records of ownership. In this regard, shareholders may contact either their own broker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or via telephone on +27 (0)11 759 5300.

In terms of the Financial Markets Act 19 of 2012, new share certificates can no longer be issued and certificated shareholders equivalent to the current share certificates are placed in a nominee account with Computershare Nominees Proprietary Limited under a non-tradeable class. Therefore, certificated shareholders who have not yet appointed a CSDP or broker will have their shares reflected in the new name of iOCO Limited, credited to Computershare Nominees Proprietary Limited, pending receipt of the necessary information by the transfer secretaries, together with their documents of title.

All rights and entitlements to the Company's shares reflected in the new name of iOCO Limited remain the same.

If you hold certificated shares, you must complete the attached Form of Surrender and submit as detailed below, together with your documents of title, by post or by hand, to:

Computershare Investor Services Proprietary Limited

Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X3000, Saxonwold, 2132)

5.3 Procedure to be followed by dematerialised shareholders in respect of the change of name

Dematerialised shareholders are not required to do anything as their accounts at their CSDP or broker will automatically be updated.

6 Consents

Each of the sponsor, the Company Secretary and the transfer secretaries, whose names are set out in the 'Corporate information' section of the notice of AGM, have consented (in writing) to act in the capacities stated and to their names appearing in this Annexure B, and have not withdrawn their consent prior to the publication of this notice of AGM and Annexure B.

7 Directors' responsibility statement

The Directors of EOH, whose names are set out in the 'Corporate information' section of the notice of AGM, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made, and that this Annexure B contains all information required by law and the JSE Listings Requirements.

ANNEXURE B continued

8 Director recommendation

The Directors are of the opinion that the proposed change of name is in the best interests of shareholders and should be supported by shareholders, and unanimously recommend that the shareholders vote in favour of the resolutions. Those Directors who hold shares in EOH intend to vote in favour of the special resolutions required to effect the change of name.

9 Documents available for inspection

The following documents, or copies thereof, will be available for inspection by shareholders at the Company's registered office (at no charge) during business hours on weekdays from the date of issue of the notice of AGM, to which this Annexure B is attached, to the date of the AGM, and may be requested from ir@eoh.co.za or the Company's sponsor, Java Capital, at sponsor@javacapital.co.za:

1.10 the amended Mol of the Company

1.11 the signed consent letters of the parties referred to in paragraph 6

1.12 a signed copy of the notice of AGM and this Annexure B

Signed at Johannesburg by Ashona Kooblall on her behalf as a Director of the Company and on behalf of each of the Directors of the Company in terms of a round robin resolution of the Board, authorising Ashona Kooblall to sign on their behalf.



Ashona Kooblall
Chief Financial Officer

22 October 2024

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

For completion by the aforesaid registered EOH shareholders who are unable to attend the annual general meeting to be held virtually at 09:00 CAT on Wednesday, 27 November 2024.

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.

Name of beneficial shareholder _____

Name of registered shareholder _____

Address _____

Telephone _____

Work/home _____

Cell phone _____

being the holder custodian of _____

ordinary shares in the Company, hereby appoint (see note):

1. _____ or failing him/her
2. _____ or failing him/her

3. the Chairman of the annual general meeting,

as my/our proxy to attend and act for me/us on my/our behalf at the annual general meeting of the Company, convened for purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each postponed or adjournment thereof, and to vote for and/or against such resolutions, and/or abstain from voting, in respect of the shares in the issued share capital of the Company registered in my/our name/s in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Abstain
Ordinary resolutions				
1	Resolution numbers 1.1 and 1.2: Ratification and appointment of Executive Directors			
1.1	To ratify and confirm the appointment of Marius de la Rey			
1.2	To ratify and confirm the appointment of Ashona Kooblall			
2	Resolution numbers 2.1 to 2.3: Ratification and appointment of Non-executive Directors			
2.1	To ratify and confirm the appointment of Rhys Summerton			
2.2	To ratify and confirm the appointment of Veronica Motloutsi			
2.3	To ratify and confirm the appointment of Dennis Venter			
3	Resolution numbers 3.1 and 3.2: Re-election of retiring Independent Non-executive Directors			
3.1	Re-election of Sipho Ngidi			
3.2	Re-election of Andrew Marshall			
4	Resolution numbers 4.1 to 4.3: Appointment of Audit and Risk Committee members			
4.1	To appoint Rhys Summerton as a member of the Audit and Risk Committee			
4.2	To appoint Veronica Motloutsi as a member of the Audit and Risk Committee			
4.3	To appoint Andrew Marshall as a member of the Audit and Risk Committee			
5	Resolution number 5: Appointment of Moore Johannesburg Inc as the independent external auditor of the Company			
6	Resolution numbers 6.1 and 6.2: Non-binding endorsement of the Company's Remuneration Policy and Remuneration Implementation Report			
6.1	To approve the Remuneration Policy			
6.2	To approve the Remuneration Implementation Report			
7	Resolution number 7: General authority to issue shares for cash by Directors			
8	Resolution number 8: Amendment to the EOH 2022 Share Plan			
9	Resolution number 9: Signing of documents			

FORM OF PROXY continued

		Number of ordinary shares		
		For	Against	Abstain
Special resolutions				
1	Special resolution numbers 1.1 and 1.2: Remuneration of Non-executive Directors			
1.1	To approve the fees payable to Non-executive Directors for the period 1 February 2025 to 31 January 2026			
1.2	To approve the fee payable for meetings in addition to scheduled meetings set out in Special Resolution 1.1			
2	Special resolution number 2: General authority to acquire shares			
3	Special resolution number 3: Financial assistance in terms of section 44 of the Companies Act			
4	Special resolution number 4: Financial assistance in terms of section 45 of the Companies Act			
5	Special resolution number 5: Change of name of the Company			
6	Special resolution number 6: Amendment to the Company's Memorandum of Incorporation			

Please indicate with an 'X' in the appropriate spaces above how you wish your votes to be cast. Unless this is done, the proxy will vote as he/she thinks fit.

A shareholder entitled to attend and vote at the annual 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 annual 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 (Private Bag X9000, Saxonwold, 2132), or by email to proxy@computershare.co.za, so as to arrive by 09:00 on Monday, 25 November 2024. Any form of proxy not delivered by this time may be submitted to the transfer secretaries at the annual general meeting or to the Chairman of the general meeting at any time prior to the commencement of the annual general meeting or at any time prior to voting on any resolution proposed at the annual general meeting.

Signed at _____ on _____ 2024

Signature _____

Assisted by (if applicable) _____

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 annual 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 annual 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 form of proxy, unless a form of proxy is issued to them by a registered shareholder, then 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 annual 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 annual 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 annual 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 Chairman of the annual general meeting'. The person whose name stands first on the form of proxy and who is present at the annual 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 annual 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 foregoing, a shareholder may revoke the proxy appointment by:
 - › cancelling it in writing, or making a later inconsistent appointment of a proxy
 - › 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
 - › 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 (MoI) to be delivered by the Company to the shareholder must be delivered to:
 - › the shareholder
 - › 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 MoI or the instrument appointing the proxy provides 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
 - › 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 signatory/ies. 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 Chairman of the annual 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 annual 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 annual 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/she is solely entitled thereto; but if more than one of such joint holders wishes to be present or represented at the annual 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.

NOTES TO THE FORM OF PROXY continued

- ▶ The Chairman of the annual general meeting may reject or accept any proxy that 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 Chairman of the annual general meeting, if the Chairman is the authorised proxy, to vote in favour of the resolutions at the annual general meeting or other proxy to vote or to abstain from voting at the annual 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 (Private Bag X9000, Saxonwold, 2132) or by email to proxy@computershare.co.za, so as to arrive by 09:00 on Monday, 25 November 2024. Any form of proxy not delivered by this time may be handed to the transfer secretaries or to the Chairman of the annual general meeting at any time prior to the commencement of the annual general meeting or at any time prior to voting on any resolution proposed at the annual 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 annual general meeting should the shareholder decide to do so.
- ▶ This form of proxy may be used at any adjournment or postponement of the annual general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
- ▶ The foregoing notes include a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.

FORM OF SURRENDER

of documents of title for use by certificated shareholders only

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Instructions

Certificated shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been dematerialised onto the Strate system. It is therefore suggested that certificated shareholders should consider dematerialising their shares and replacing them with electronic records of ownership. In this regard, shareholders may contact either their own broker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or via telephone on +27 (0)11 759 5300.

In terms of the Financial Markets Act 19 of 2012, new share certificates can no longer be issued and certificated shareholders equivalent to the current share certificates are placed in a nominee account with Computershare Nominees Proprietary Limited under a non-tradable class. Therefore, certificated shareholders who have not yet appointed a CSDP or broker will have their shares reflected in the new name of iOCO Limited credited to Computershare Nominees Proprietary Limited pending receipt of the necessary information by the transfer secretaries, together with their documents of title.

Those certificated shareholders who surrender their documents of title to the transfer secretaries and communicate valid details of their CSDP or broker account will have the shares credited to such account held at their CSDP or broker.

Certificated shareholders who have not yet appointed a CSDP or broker will have their shares credited to Computershare nominees, pending the receipt of such information by the transfer secretaries, together with their documents of title.

All rights and entitlements to the Company's shares reflected in the new name of iOCO Limited remain the same.

Please refer to the instructions above and the notes overleaf before completing this form of surrender.

To: EOH Holdings Limited
Care of: Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X3000, Saxonwold, 2132)

FORM OF SURRENDER continued

Instructions

1. A separate form is required for each shareholder.
2. Persons who have acquired shares in EOH after the date of posting of the document, to which this form is attached, can obtain copies of the form and the said document from the transfer secretaries.
3. All certificated shareholders completing and returning the form must also surrender all their existing share certificates.
4. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts.
5. Signatories may be called upon for evidence of their authority or capacity to sign this form.
6. If this form is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this form for noting, unless it has already been noted by the transfer secretaries or it has been lodged with a broker, and this form bears the stamp of that broker.
7. Where the member is a company or a close corporation, unless it has already been registered with the transfer secretaries, a certified copy of the Directors' or members' resolution authorising the signing of this form must be submitted if so requested by the transfer secretaries.
8. Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign the form.
9. If the shareholder is a deceased estate, this form must be accompanied by a certified copy of the letter of executorship, unless the relevant documents have already been lodged with the transfer secretaries or with a broker, and this form bears the stamp of that broker.
10. A minor must be assisted by his/her parent or guardian.

Lost share certificates and/or documents of title

If a share certificate or other document of title relating to any share in the Company has been lost or destroyed, the relevant replacement certificate will only be issued upon production of satisfactory evidence that the relevant share certificate or document of title has been lost or destroyed and upon delivery of an indemnity, in a form and on terms and conditions approved by the Company. Indemnity forms may be requested from the transfer secretaries.

Dematerialised shareholders

This form is not intended for dematerialised shareholders and such shareholders must not complete this form. Where dematerialised shareholders wish to provide a new address to which share statements are to be posted, such shareholders should contact their CSDP or broker.

CORPORATE INFORMATION

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 or the Group)

Directorate

Non-executive Directors

Jabu Moleketi (Chairman)
Andrew Marshall (LINED)**
Sipho Ngidi*
Veronica Motloutsi*^
Rhys Summerton*^
Dennis Venter*^

* Independent Non-executive Director.

** Lead Independent Non-executive Director.

^ Appointed 30 May 2024.

Executive Directors

Marius de la Rey (Interim Group Chief Executive Officer)^
Ashona Kooblall (Chief Financial Officer)^^

^ Appointed 30 May 2024.

^^ Appointed 22 July 2024.

Company Secretary

Mpeo Nkuna

Registered address

1st Floor, Block E, Pinmill Farm
164 Katherine Street, Sandton
Gauteng, 2148
PO Box 59, Bruma, 2026

Telephone

+27 (0)11 607 8100

Website

www.eoh.co.za

Investor email

ir@eoh.com

Auditor

Moore Johannesburg Inc
50 Oxford Road
Parktown
Johannesburg, 2193

Sponsor

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number: 2006/005780/07)
6th Floor, 1 Park Lane
Wierda Valley, Sandton, 2196
(PO Box 522606, Saxonwold, 2132)
South Africa

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, 2196
(Private Bag X9000, Saxonwold, 2132)
South Africa

EOH

www.eoh.co.za

