




Reunert

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**SUPPLEMENTARY
NOTICE OF ANNUAL
GENERAL MEETING**

TO BE HELD ON 25 FEBRUARY 2025

2024





SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 25 FEBRUARY 2025

REUNERT LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1913/004355/06)

JSE and A2X share code: RLO

ISIN: ZAE000057428

("Reunert" or "the Company")

Notice of additional resolutions **number 8A1 to 8A4** for the **election of members** of the **Social, Ethics and Transformation Committee** in compliance with the **recent amendments to sections 61 and 72** of the Companies Act, and other administrative matters relating to such recent amendments

PURPOSE AND EFFECT OF THE SUPPLEMENTARY NOTICE

The Company's Notice of Annual General Meeting¹ which was published on 20 December 2024 ("**Original Notice**")² notified shareholders that the Company's Annual General Meeting ("**AGM**") will be held at 09:00 on Tuesday, 25 February 2025, entirely through the use of an interactive electronic platform. Reunert confirms that these arrangements remain unchanged.

Following publication of the Original Notice and pursuant to the publication of the commencement date in Notice 238 of Government Gazette no. 51837, the effective date of, *inter alia*, the new sections 45(2A), 61(8)(a)(v), 61(8)(c)(iii) and 72(9A)(a) of the Companies Act, No. 71 of 2008 ("**the Companies Act**") is 27 December 2024.

- Section 45(2A) now exempts the provision of financial assistance to, or for the benefit of, subsidiaries of a company from having to comply with the formal approval requirements in the rest of section 45 of the Companies Act;
- Section 61(8)(c)(iii), read with section 72(9A)(a), of the Companies Act requires that the social and ethics committee of public companies be elected at each annual general meeting; and
- Section 61(8)(a)(v) of the Companies Act requires that the remuneration report of public companies be presented at each annual general meeting.

¹ The original Notice of Annual General Meeting to be held on 25 February 2025 is available on the Company's website at <https://reunert.co.za/pdf/annual-reports/2024/reunert-notice-of-agm-2024.pdf>

² The SENS announcement relating to the publication of the Original Notice was published on 20 December 2024 and is available on the Company's website at https://www.profiledata.co.za/JSE_SENS_PDF/history/2024/12/20/SENS_20241220_S499064.pdf

The purpose of this supplementary notice of annual general meeting (“**Supplementary Notice**”) is to address these new requirements by:

- expanding on the “Information Pertinent to Resolution 19” disclosure as included in the Original Notice;
- providing for the presentation of the report of Reunert’s Remuneration Committee (“**Remuneration Report**”); and
- adding ordinary resolutions for the election of members of the Reunert Social, Ethics and Transformation Committee, which committee performs the statutory functions of the social and ethics committee as contemplated in the Companies Act and the Companies Regulation, 2011.

An updated version of the proxy form (“**Updated Form of Proxy**”) is circulated with this Supplementary Notice, to provide for the additional ordinary resolutions (see pages inserted). The Updated Proxy Form is available on Reunert’s website at <https://reunert.co.za/pdf/annual-reports/2024/reunert-proxy-form-2024.pdf>.

To the extent that a Reunert shareholder has already submitted a form of proxy in respect of the resolutions contained in the Original Notice (“**Original Proxy Form**”), then such Shareholder may either (i) revoke the Original Proxy Form by cancelling it in writing and completing and submitting the revocation together with the Updated Proxy Form in accordance with the instructions contained therein and in the Notice or (ii), since his/her votes in terms of the Original Proxy Form remain valid, complete and submit the Updated Proxy Form containing his/her votes in respect of ordinary resolutions number 8A1 to 8A4 only.

This Supplementary Notice is supplemental to, and should be read together with, the Original Notice. It does not replace the Original Notice, which shall continue to apply, except to the extent that the Original Notice is explicitly amended by this Supplementary Notice.

The Original Notice is hereby amended by the addition of the following to the “Information Pertinent to Resolution 19”:

From 27 December 2024, subsidiaries are exempted from the formalities required by section 45 of the Companies Act for the provision of financial assistance by a company to its related or inter-related entities. However, the approval sought from shareholders in **Resolution 19** is still required to enable financial assistance (subject to the limitations set out in **Resolution 19**) to entities related to Reunert that are not “subsidiaries” as this term is defined for purposes of the Companies Act, for example Reunert-owned entities in jurisdictions other than South Africa.

The Original Notice is hereby amended to include the presentation of the Remuneration Report:

Under Agenda item 1, which lists the documents that are available on Reunert’s website and will be presented at the AGM, the following is added as a fifth bullet point:

“- the Remuneration Report as included on pages 21 to 33 of the Original Notice in accordance with section 61(8)(a)(v) of the Companies Act.”

The Original Notice is hereby amended by the insertion of new ordinary resolutions number 8A1 to 8A4, and information pertinent thereto, before Resolution 9, as follows:

ELECTION OF SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE MEMBERS

Resolution 8A1

Election of Dr MT Matshoba-Ramuedzisi to the Social, Ethics and Transformation Committee

"Resolved that Dr MT Matshoba-Ramuedzisi, an independent non-executive director of the Company, be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company, to hold office until the conclusion of the next AGM of the Company."

Resolution 8A2

Election of Mr GB Dalglish to the Social, Ethics and Transformation Committee

"Resolved that Mr GB Dalglish, an independent non-executive director of the Company, be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company, to hold office until the conclusion of the next AGM of the Company."

Resolution 8A3

Election of Mr AE Dickson to the Social, Ethics and Transformation Committee

*"Subject to the passing of **Resolution 2**, resolved that Mr AE Dickson, an executive director of the Company, be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company, to hold office until the conclusion of the next AGM of the Company."*

Resolution 8A4

Election of Ms TNM Eboka to the Social, Ethics and Transformation Committee

*"Subject to the passing of **Resolution 3**, resolved that Ms TNM Eboka, an independent non-executive director of the Company, be and is hereby elected as a member of the Social, Ethics and Transformation Committee of the Company, to hold office until the conclusion of the next AGM of the Company."*

INFORMATION PERTINENT TO RESOLUTIONS 8A1 TO 8A4

The skills and experience of each proposed member of the Social, Ethics and Transformation Committee are evident from each member's *curriculum vitae*, contained on pages 10 to 15 of the Original Notice.

The Board has considered and is satisfied that the Social, Ethics and Transformation Committee executes its duties effectively and that the combined knowledge, skill and experience of the members, proposed for election above, is appropriate for the execution of the mandate of the committee. The proposed composition of the Social, Ethics and Transformation Committee complies with the social and ethics committee membership requirements as detailed in section 72(7A)(a) of the Companies Act.

The Original Proxy Form is hereby replaced with the Updated Proxy Form as circulated herewith

By order of the Board



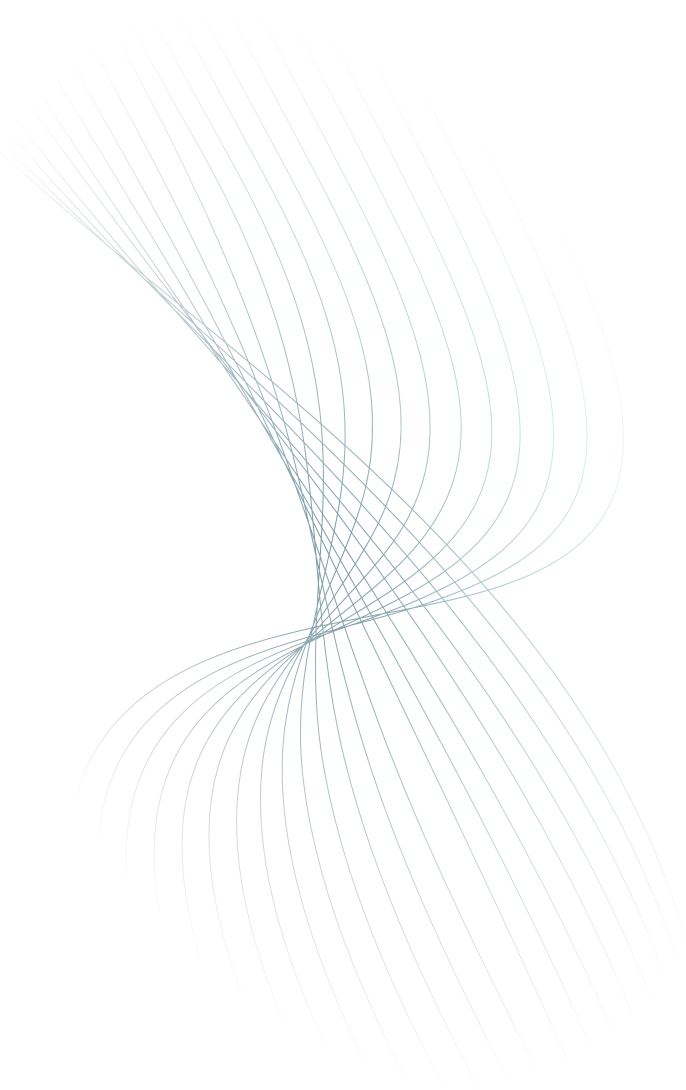
Karen Louw

Group Company Secretary

on behalf of Reunert Management Services Proprietary Limited

Sandton

27 January 2025





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