

## NOTICE OF ANNUAL GENERAL MEETING

### CLINIX HEALTH GROUP (PTY) LTD

Registration number 1997/017587/07 (“Clinix” or “the company”)

Notice is hereby given to the shareholders of the Company that the Annual General Meeting of the shareholders of Clinix Health Group (Pty) Ltd will be held at the offices of the company at Number 50 6<sup>th</sup> Road Hyde Park, Johannesburg on Monday 24<sup>th</sup> August 2020 at 14:00HRS for the purposes of:

**A. ANNUAL FINANCIAL STATEMENTS**

Presenting the consolidated annual financial statements of the company for the year ended 30<sup>th</sup> September 2019 (as approved by the Board of Directors i.e. on the 31<sup>st</sup> of July 2020), incorporating the reports of the auditors, the directors, considering and adopting the audited annual financial statements of the company for the year ended 30<sup>th</sup> September 2019;

**B. RESOLUTIONS**

Considering and, if deemed fit, adopting, with or without modification, the shareholder special and ordinary resolutions set out below in the manner required by the Companies Act 71 of 2008 (the “Companies Act”);

**C. Transacting any other business as may be transacted at an annual general meeting of shareholders of a company.**

### 1.1 SPECIAL RESOLUTION 1: APPROVAL OF FEES PAYABLE TO NON-EXECUTIVE DIRECTORS: 2020

“RESOLVED as a special resolution that the fees payable to non-executive directors for their services as directors for the 2020 financial year, payable quarterly in arrears, be approved at the current levels.”

Special Resolution Number 1 is proposed in order to comply with the requirements of the Companies Act and the company’s Memorandum of Incorporation. The above rates were proposed to ensure that the remuneration of non-executive directors remains competitive in order to enable the Company to retain and attract persons of the calibre, appropriate capabilities, skills and experience required in order to make meaningful contributions to the Company. The proposed remuneration is fair and reasonable and in the best interests of the Company and is as follows:

	<b>CURRENT RATE</b>	<b>PROPOSED RATE</b>	<b>CURRENT RATE</b>	<b>PROPOSED RATE</b>
	<b>ANNUAL RETAINER</b>	<b>ANNUAL RETAINER</b>	<b>PAYABLE PER SITTING</b>	<b>PAYABLE PER SITTING</b>
<b>CHAIRMAN OF THE BOARD</b>	R280 000	R350 000	R20 000	R21 000
<b>CHAIRMAN OF THE AUDIT &amp; RISK COMMITTEE</b>	R280 000	R294 000	R20 000	R21 000
<b>CHAIRPERSONS - SEC &amp; REMCO</b>	R200 000	R220 000	R20 000	R21 000
<b>ORDINARY NON-EXECUTIVE DIRECTOR</b>	R200 000	R210 000	R20 000	R21 000

#### Reason for Special Resolution Number 1

In terms of sections 66(8) and (9) of the Companies Act remuneration may only be paid to directors for their service as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of the company’s MOI.

*This resolution will require the support of at least 75% of the voting rights exercised on it for it to be adopted.*

### 1.2 SPECIAL RESOLUTION 2: CONVERSION OF NO PAR VALUE SHARES TO PAR VALUE SHARES

“Resolved that the existing 121,000,000 (one hundred and twenty-one million) ordinary par value Shares having the preferences, rights, limitations and other terms set out in this Schedule and elsewhere in the Memorandum of Incorporation be converted to no par value shares”

### 1.3 SPECIAL RESOLUTION 3: AMMENDMENT OF THE MOI

“Resolved that the Company amend its memorandum of incorporation by substituting the Existing MOI in its entirety with the agreed MOI.”

#### Reason for Special Resolutions Numbers 1 to 3:

To comply with the requirements of the Companies Act 71 of 2008, as amended, Clinix Health Group requires to convert its authorised ordinary par value shares to ordinary no par value shares. This was a also a condition subsequent to the conclusion of the PIC/CHG deal.

## ORDINARY RESOLUTIONS:

### 1.4. ORDINARY RESOLUTION 1: ADOPTION OF ANNUAL FINANCIAL STATEMENTS

“RESOLVED THAT the annual financial statements of the company for the year ended 30<sup>th</sup> September 2019 be received and adopted.”

*This resolution will require the support of at least 50% of the voting rights exercised on it for it to be adopted.*

## ELECTION/RE-ELECTION OF DIRECTORS

### 1.5. ORDINARY RESOLUTION 2: RE-ELECTION OF DIRECTOR

“Resolved that **Dr A Ntsaluba** who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director and Chairman of the Board of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

### 1.6. ORDINARY RESOLUTION 3: RE-ELECTION OF DIRECTOR

“RESOLVED THAT **Mr K H Kolz** who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

### 1.7. ORDINARY RESOLUTION 4: RE-ELECTION OF DIRECTOR

“RESOLVED THAT **Dr K O P Matseke** who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as an Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

### 1.8. ORDINARY RESOLUTION 5: RE-ELECTION OF DIRECTOR

“RESOLVED THAT **Dr L M Motlana** who retires by rotation and who, being eligible, offers herself for re-election, be re-elected as a Non-Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

### 1.9. ORDINARY RESOLUTION 6: RE-ELECTION OF DIRECTOR

“RESOLVED THAT **Mr M Mokoena** who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

### 1.10. ORDINARY RESOLUTION 7: RE-ELECTION OF DIRECTOR

“RESOLVED THAT **Mr M Kgosana** who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

**1.11. ORDINARY RESOLUTION 8: ELECTION OF DIRECTOR**

“RESOLVED THAT **Ms T I Dlungwana**, being eligible, offers herself for election, be elected as an Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

**1.12. ORDINARY RESOLUTION 9: ELECTION OF DIRECTOR**

“RESOLVED THAT **Dr R M Ledwaba** who retires by rotation and who, being eligible, offers herself for re-election, be re-elected as a Non-Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

**1.13. ORDINARY RESOLUTION 10: ELECTION OF DIRECTOR**

“RESOLVED THAT **Mr V Mafata** who retires by rotation and who, being eligible, offers himself for re-election, be re-elected Non-Executive Director of the company.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

Reason for Ordinary Resolutions Numbers 1 to 10:

For election/re-election purposes at each Annual General Meeting.

**APPOINTMENT OF MEMBERS OF THE AUDIT AND RISK COMMITTEE**

**1.14. ORDINARY RESOLUTION 11:**

**ELECTION OF MR M KGOSANA AS A MEMBER AND CHAIRPERSON OF THE AUDIT AND RISK COMMITTEE**

“RESOLVED THAT **Mr M Kgosana** be and is hereby elected as a member and chairperson of the Audit and Risk committee in terms of section 94(2) of the Companies Act.”

**1.15. ORDINARY RESOLUTION 12:**

**ELECTION OF MR K H KOLZ AS MEMBER OF THE AUDIT AND RISK COMMITTEE**

“RESOLVED THAT **Mr K H Kolz** be and is hereby elected as a member of the Audit and Risk committee in terms of Section 94(2) of the Companies Act.”

**1.16. ORDINARY RESOLUTION 13:**

**ELECTION OF MR M MOKOENA AS MEMBER OF THE AUDIT AND RISK COMMITTEE**

“RESOLVED THAT **Mr M Mokoena** be and is hereby elected as a member of the Audit and Risk committee in terms of Section 94(2) of the Companies Act.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

#### 1.17. ORDINARY RESOLUTION 14:

##### ELECTION OF MR V MAFATA AS MEMBER OF THE AUDIT AND RISK COMMITTEE

“RESOLVED THAT **Mr V Mafata** be and is hereby elected as a member of the Audit and Risk committee in terms of Section 94(2) of the Companies Act.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

##### Reason for Ordinary Resolutions Numbers 11 to 14:

In terms of Section 94 of the Companies Act, the Audit committee is a committee elected by the shareholders at each annual general meeting. In terms of the Companies Regulations, at least one-third of the members of a company's audit committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. The Company has established an Audit Committee which fulfils the functions of an Audit Committee as contemplated in the Companies Act and the persons nominated to be appointed to the Company's Audit Committee were nominated having considered the requirements of the Companies Act and Companies Regulations referred to herein.

#### 1.18 ORDINARY RESOLUTION 15:

##### APPOINTMENT OF AUDITORS

“RESOLVED THAT SNG GRANT THORNTON be and is hereby re-appointed as the auditors of the company with effect from the 8<sup>th</sup> of November 2018 until the conclusion of the next Annual General Meeting.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

##### Reason for Ordinary Resolution Number 15

In compliance with Section 90 of the Companies Act, SNG Grant Thornton is recommended by the Audit and Risk Committee to be re-appointed as auditors for the financial year ending 30 September 2019 and until the conclusion of the next Annual General Meeting. SNG Grant Thornton was appointed in place of PWC during the 2018/19 financial year.

#### 1.19. ORDINARY RESOLUTION 16:

##### UNISSUED SHARES

“RESOLVED THAT all authorised but unissued shares of the company be placed under the control of the directors of the company until the next Annual General Meeting, with the authority to allot and issue all or part thereof in their discretion, subject to the provisions of the Companies Act.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

## 1.20. ORDINARY RESOLUTION 17:

### SIGNATURE OF DOCUMENTATION

“RESOLVED THAT a director of the company or the company secretary be and is hereby authorised to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of Ordinary Resolutions numbers 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14; 15, 16, 17 and Special Resolutions numbers 1,2 and 3 which are passed by the shareholders with and subject to the terms thereof.”

*This resolution will require the support of more than 50% of the voting rights exercised on it for it to be adopted.*

## ANNUAL FINANCIAL STATEMENTS

A copy of the complete annual financial statements is enclosed with this notice.

### Voting and proxies

Any person attending or participating in the annual general meeting must present reasonably satisfactory identification according to Section 63(1) of the Companies Act, and the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder/as a proxy for a shareholder) has been reasonably verified. Forms of identification include valid identity documents, driver's licences and passports.

A shareholder of the company entitled to attend, speak and vote at the annual general meeting is entitled to appoint a proxy or proxies to attend, speak and to vote in his/her stead. The proxy need not be a shareholder of the company.

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the company present in person or represented by proxy shall have one vote for every share in the company held by such shareholder.

A form of proxy is attached for the convenience of shareholders in the company who cannot attend the annual general meeting but wish to be represented thereat.

Such shareholders must complete and return the attached form of proxy and lodge it with the company or with the secretaries of the company to be received at least 48 hours prior to the meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the shareholder subsequently decide to do so.

## IMPORTANT DATES

Record date for receiving this notice is 17<sup>th</sup> August 2020

By order of the board  
Group Company Secretary

Mr J M Musiyiwa

Registered Office, 47 St Patrick Rd, Houghton, Johannesburg



## FORM OF PROXY OF SHAREHOLDERS

### Clinix Health Group (Pty) Ltd

Registration Number 1997/017587/07  
("Clinix" or "the company")

This form of proxy is for use by the holders of the company's shares and who cannot attend but wish to be represented at the Annual General Meeting of the company at Number 50 6<sup>th</sup> Road, Hyde Park, Johannesburg, on 24<sup>th</sup> August 2020 at 14h00 or any adjournment, if required. Additional forms of proxy are available at the company's registered office.

I/We (Name in block letters) of \_\_\_\_\_

(Address) \_\_\_\_\_

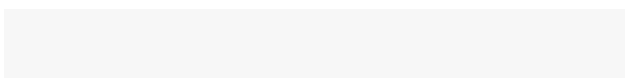
being the registered holder/s of \_\_\_\_\_ shares in Clinix, hereby appoint

\_\_\_\_\_ of or failing him/her,

the chairperson of the general meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the company to and at any adjournment thereof.

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

	RESOLUTIONS	IN FAVOUR	AGAINST	ABSTAIN
1.1	<i>Special Resolution 1:</i> Approval of Fees Payable To Non-Executive Directors: 2020			
1.2	<i>Special Resolution 2:</i> Approval of Conversion of No Par Value Shares			
1.3	<i>Special Resolution 3:</i> Approval of Amendment of MOI			
1.4	<i>Ordinary Resolution 1:</i> Adoption of Annual Financial Statements			
1.5	<i>Ordinary Resolution 2:</i> Re-election of <b>Dr A Ntsaluba</b> as a Non-Executive Director			
1.6	<i>Ordinary Resolution 3:</i> Re-election of <b>Mr K H Kolz</b> as a Non-Executive Director			
1.7	<i>Ordinary Resolution 4:</i> Re-election of <b>Dr K O P Matseke</b> as an Executive Director			
1.8	<i>Ordinary Resolution 5:</i> Re-election of <b>Dr M Motlana</b> as a Non-Executive Director			
1.9	<i>Ordinary Resolution 6:</i> Re-election of <b>Mr M Kgosana</b> as a Non-Executive Director			
1.10	<i>Ordinary Resolution 7:</i> Re-election of <b>Mr M Mokoena</b> as a Non-Executive Director			



1.11	<i>Ordinary Resolution 8:</i> Election of <b>Ms T I Dlungwana</b> as an Executive Director			
1.12	<i>Ordinary Resolution 9:</i> Election of <b>Dr R M Ledwaba</b> as a Non-Executive Director			
1.13	<i>Ordinary Resolution 10:</i> Election of <b>Mr V Mafata</b> as a Non-Executive Director			
1.14	<i>Ordinary Resolution 11:</i> Re-election Of <b>Mr M Kgosana</b> as a member and the Chairperson of The Audit and Risk Committee			
1.15	<i>Ordinary Resolution 12:</i> Re- election Of <b>Mr K H Kolz</b> as a Member of the Audit and Risk Committee			
1.16	<i>Ordinary Resolution 13:</i> Re-election Of <b>Mr M Mokoena</b> as a Member of the Audit and Risk Committee			
1.17	<i>Ordinary Resolution 14:</i> Election Of <b>Mr V Mafata</b> as a Member of the Audit and Risk Committee			
1.18	<i>Ordinary Resolution 15:</i> To appoint <b>SNG Grant Thornton</b> as auditors of the company			
1.19	<i>Ordinary Resolution 16:</i> Authority to place the unissued shares under the control of the directors			
1.20	<i>Ordinary Resolution 17:</i> Signature on documentation/documents			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature \_\_\_\_\_

Assisted by (if applicable) \_\_\_\_\_

Return Proxy via Email to [cosec@clinix.co.za](mailto:cosec@clinix.co.za) by the 17<sup>th</sup> August 2020 at 12pm.