Notice of Annual General Meeting

for the year ended 31 December 2024

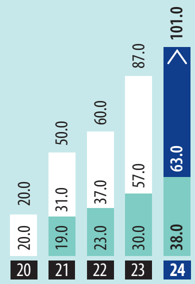
ADVTECH GROUP

Annual General Meeting to be held on Wednesday, 28 May 2025 at 10h00

Delivering strong results

Robust financial performance

Double digit 2025 growth in both schools and tertiary divisions take total enrolments above 100 000 for the first time

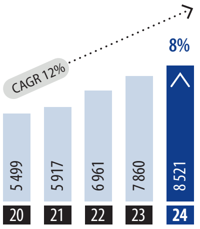


Final dividend per share

▲ 11%
63.0 cents

Full year dividend

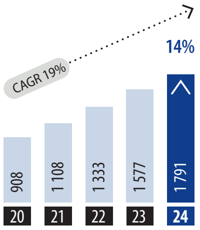
▲ 16%
101.0 cents



Group revenue

▲ 8%

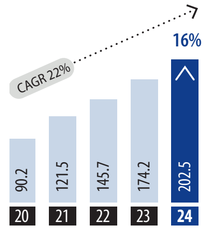
R8 521 million



Operating profit

▲ 14%

R1 791 million



Normalised earnings per share

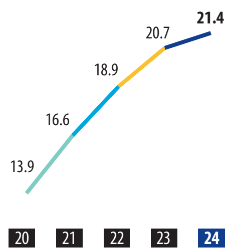
▲ 16%

202.5 cents

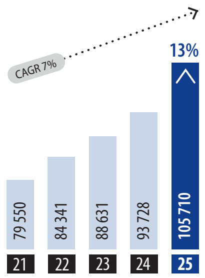
Ambition

ADvTECH's intent is to lead in every market segment in which we choose to operate and to become the employer of choice in the resourcing and education sectors.

Return on funds employed (%)



Enrolment growth



The ADvTECH Advantage

- Consistent, superior academic outcomes
- Strong, differentiated brand portfolio with clear growth strategies
- Expanding African footprint, expertise and infrastructure
- Industry-leading investment in technology and proprietary, AI-enhanced learning tools
- 160-strong central academic team
- Strongly cash generative with a robust balance sheet
- A trusted corporate citizen with significant ESG and CSI initiatives

Divisional performance

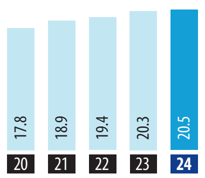
(Comparison to previous year)

Schools

SOUTH AFRICA

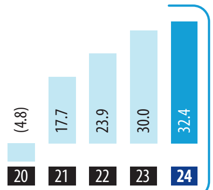
REVENUE	OPERATING PROFIT
▲ 11%	▲ 12%
R3 120 million	R640 million

Operating margin (%)



REST OF AFRICA

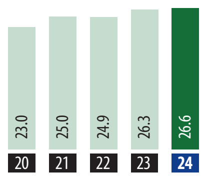
REVENUE	OPERATING PROFIT
▲ 18%	▲ 28%
R449 million	R146 million



Tertiary

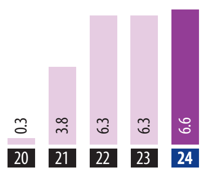
REVENUE	OPERATING PROFIT
▲ 14%	▲ 15%
R3 401 million	R903 million

Operating margin (%)



Resourcing

REVENUE	OPERATING PROFIT
▼ 8%	▼ 4%
R1 551 million	R102 million



Prospects

The group is uniquely positioned to enrich people's lives through being the leader in teaching and learning across the African continent. ADvTECH's sound balance sheet, strong cash generation, growing scale and expertise in Africa and our unrelenting focus on extending competitive advantage, position us well to maintain our positive growth trajectory and invest with confidence in areas of opportunity.

Contents

Chairperson's letter

Dear stakeholder

I am pleased to invite you to attend the virtual Annual General Meeting (AGM) to be held on Wednesday, 28 May 2025 at 10h00.

We have taken the decision this year to hold a virtual AGM through an interactive electronic platform, as permitted by the JSE Limited, the provisions of the Companies Act and ADvTECH's Memorandum of Incorporation (MoI). Further details, including how to submit votes by proxy before the meeting are contained in the notice of AGM attached hereto.

The results of the AGM will be announced on our website www.advtech.co.za once released on the Stock Exchange News Service of the JSE Limited (SENS).

The 2024 annual integrated report (2024 AIR), including the annual financial statements, can be accessed online on ADvTECH's website www.advtech.co.za and contains the information you need in order to make an informed decision regarding the resolutions in the attached notice of AGM.

The Transformation, social and ethics committee report as required by regulation 43 of the Companies Act can be obtained on pages 57 to 60 of the 2024 ESG Report. The remuneration policy and implementation report, as required by the King Code of Governance Principles for South Africa is set out on pages 73 to 82 of the 2024 AIR.

Our aim remains, as in prior years, to publish a report which will educate and inform our stakeholders about ADvTECH's business from a strategic, operational, financial, risk, governance and sustainability perspective in an interactive and creative manner.

We constantly evolve our reporting with the assistance of the Audit and risk committee in line with best practice.

As a board we are proud of our reporting journey and look forward to your feedback on our reports, which can be sent to company secretary: groupsec@advtech.co.za.

Sincerely

A Watson

Prof. Alexandra Watson
Chairperson

Résumés

Directors to be nominated for confirmation, re-election as directors and/or members of the Audit and risk and TSEC committees (refer to ordinary resolutions two to seventeen).

COMMITTEES

	Chair
NC	Nominations Committee
ARC	Audit and Risk Committee
TSEC	Transformation, Social and Ethics Committee
IC	Investment Committee
RC	Remuneration Committee

Confirmation of appointment

Appointed 2025

Hannes Boonzaaier (51)

Executive director
Group Chief Financial Officer (designate)

BCom (Hons), CTA, CA(SA)

Strategic value contributions

Finance and investment banking • Accounting • Risk management • Auditing • Corporate financing • Corporate governance • Mergers and acquisitions • Financial management and commerce

Hannes is a Chartered Accountant (SA). Prior to joining ADvTECH, he was the Group Chief Financial Officer at the AfroCentric Group since 2015. Prior to joining the Afrocentric Group in 2003 he gained valuable experience in valuation and M&A within the KPMG Corporate finance division from 2000 to 2002. CFO South Africa awarded him the CFO Transformation and Empowerment Award in 2019. He won "Best Integrated Audit Report" for healthcare companies at the annual Board of Healthcare Funders Awards in 2022, 2023 and 2024 and was the overall winner in the JSE Small Cap section Integrated Audit Reports at the Sunday Times Companies Secretaries Award in 2022.

NC
ARC
TSEC
IC
RC

Appointed 2025

Daniel Smith (53)

Independent non-executive director

B.Acc (Hons) (Wits), H.Dip. Tax (Wits), CA(SA)

Strategic value contributions

Investment banking • Capital markets and mergers and acquisitions • Corporate finance, capital allocation and treasury • Fintech

Dan has over 25 years' experience in Investment Banking in South Africa and the United Kingdom and industry experience across the financial services, property, industrials, consumer, hospitality and infrastructure sectors. Dan currently holds the position as Group Chief Financial Officer at Lesaka Technologies, Inc., a NASDAQ and JSE-listed fintech. Prior to Lesaka, Dan held the position of Investment Director at Value Capital Partners, a constructivist shareholder fund. He has previously held senior positions in Investment Banking at Standard Bank South Africa and Nomura International plc in London.

NC
ARC
TSEC
IC
RC

Appointed 2025

Harvey Christophers (56)

Independent non-executive director

BA (Hons) (University of Nottingham, England) CA(UK)

Strategic value contributions

Education and academia • Corporate governance • Environmental, social and governance (ESG) • Human resources • Mergers and acquisitions • Risk management • Transformation and diversity • Strategy and business development • International business and education exposure • Finance, commerce and investment management

Harvey holds a Bachelor of Arts (Geography) (Honours) from the University of Nottingham, England, and a Chartered Accountant (UK) from the Institute of Chartered Accountants in England and Wales qualification. He brings extensive global business and transformation leadership experience after a 32-year career with Deloitte across the UK, SA, Australia and the Netherlands firms having held senior executive and board roles for the last 20 years. This included 12 years in South Africa where he was the Partner of the Western Cape. He retired from the Managing Board of Deloitte NL in July 2024 having also lead the Risk Advisory business and served as the Lead Partner Sustainability. His exposure to diverse cultures and business environments has given him a strong understanding of global business dynamics, including its risks and opportunities. He has also served the Higher Education industry working with a number of Universities as well as led Deloitte services to large listed organisations like Sanlam Limited, Ahold Delhaize and others. He has led the acquisition of four companies for Deloitte across two countries, led diversity transformation initiatives and driven leadership development programs. His previous Board experiences include Chair of African Talent (registered in South Africa), Board Director of Accelerate Cape Town and Managing Board member of Deloitte Netherlands.

NC
ARC
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RC

Appointed 2025

Jesmane Boggenpoel (51)

Independent non-executive director

BCom, BAcc (Wits), CA(SA), Masters in Public Administration (Harvard University's, John F Kennedy School of Government)

Strategic value contributions

Education and academia • Corporate governance • Environmental, social and governance (ESG) • Mergers and acquisitions • Risk management • Transformation and diversity • Strategy and business development • International business and education exposure • Finance, commerce and investment management • Information, communication and technology

Jesmane is a Chartered Accountant (SA) and holds a Bachelor of Commerce and a Bachelor of Accountancy from the University of the Witwatersrand. She also holds a Master's degree in Public Administration from Harvard University's, John F. Kennedy School of Government. She is a co-founder and the Chief Investment Officer of private equity firm AIH Capital. She currently serves on the boards of Spur Corporation, Boxer and MTN SA. She has more than 16 years' experience of serving on corporate boards, including roles on audit and finance committees and brings a wealth of experience in finance, corporate risk and governance. She was recognised as a Young Global Leader of the World Economic Forum in 2013 and selected as a BMW Foundation Responsible Leader in 2022.

NC
ARC*
TSEC
IC
RC

* *Effective 1 January 2026*

COMMITTEES

	Chair
NC	Nominations Committee
ARC	Audit and Risk Committee
TSEC	Transformation, Social and Ethics Committee
IC	Investment Committee
RC	Remuneration Committee

Re-election of non-executive directors

Appointed 2017

Jacqueline Chimhanzi (Dr) (51)

Independent non-executive director

BSc (Hons), MBA, PhD (Cardiff University)

Strategic value contributions

Strategy development and execution • Marketing • Business development • African enterprises

Jackie is the Regional Director for Southern Africa at the Tony Blair Institute for Global Change (TBI) helping political leaders and governments deliver. She has over 20 years of experience in strategy as both a practitioner and academic. Prior to this, she was the CEO of the African Leadership Institute focused on cultivating a new generation of African leaders, in partnership with Oxford University. She has worked for the IDC as Senior Strategist and as Strategy Lead at Deloitte Consulting. She was instrumental in setting up the Deloitte Africa Desk and advised clients on accessing opportunities across Africa. She was recognised by Forbes Africa magazine as one of Africa's Youngest Power Women in 2012. She currently serves on the board of Econet Wireless Zimbabwe and chairs the board's ESG Committee and was previously a member of the World Economic Forum's Africa Regional Strategy Group, a member of the ONE Campaign's global board and its Africa Policy Advisory Board.

NC ARC TSEC IC RC

Appointed 2022

Stewart van Graan (69)

Independent non-executive director

BCom (Hons) Information Systems

Strategic value contributions

Information communication and technology • Strategy and business management • Risk management and governance • Business management

Stewart has more than 35 years' experience in the Information Communication and Technology (ICT) industry as well as cross-functional knowledge and business management expertise which he gained across expansive geographies and multi-cultural environments with a strict adherence to corporate governance and ethical leadership.

NC ARC TSEC IC RC

Appointed 2022

Alexandra Watson (Prof) (68)

Independent non-executive director (Chairperson)

BCom (Hons), CA(SA)

Strategic value contributions

Accounting • Corporate and financial reporting • Governance

Alex is a Chartered Accountant (SA) who has been involved in accounting education for an extended period at the University of Cape Town (UCT) and more broadly in the accounting profession following her early retirement. She is now an Emeritus Professor of Accounting at UCT. She chairs the JSE's Financial Reporting Investigations Panel (FRIP) and was also a board member of the Global Reporting Initiative (GRI), an Amsterdam based multistakeholder organisation focused on impact reporting. Her role as an adjudicator on EY's Excellence in Reporting awards since its inception and various other roles in the development of corporate reporting has provided her with deep insight into corporate reporting.

NC ARC TSEC IC RC

Appointed 2015

Keith Warburton (67)

Lead independent non-executive director

BCom, CTA (UCT), CA(SA)

Strategic value contributions

Commerce and corporate management • JSE listed entities and corporate governance • Investment management • Mergers and acquisitions • Strategy and business development

Keith is a Chartered Accountant (SA) who has over 30 years' experience in business and commerce and has held various executive management positions with several JSE Listed entities since qualifying as a chartered accountant at Arthur Andersen. Besides his experience in retailing and wholesaling, he also has experience in corporate finance as well as the steel and manufacturing industries. He worked for Clicks Group Ltd as chief financial officer and then as chief operating officer.

NC ARC TSEC IC RC

COMMITTEES

	Chair
NC	Nominations Committee
ARC	Audit and Risk Committee
TSEC	Transformation, Social and Ethics Committee
IC	Investment Committee
RC	Remuneration Committee

Election and re-election of Audit and risk committee members

Appointed 2017

Jacqueline Chimhanzi (Dr) (51)

Independent non-executive director

BSc (Hons), MBA, PhD (Cardiff University)

Strategic value contributions

Strategy development and execution • Marketing • Business development • African enterprises

NC | **ARC** | **TSEC** | IC | RC

Jackie is the Regional Director for Southern Africa at the Tony Blair Institute for Global Change (TBI) helping political leaders and governments deliver. She has over 20 years of experience in strategy as both a practitioner and academic. Prior to this, she was the CEO of the African Leadership Institute focused on cultivating a new generation of African leaders, in partnership with Oxford University. She has worked for the IDC as Senior Strategist and as Strategy Lead at Deloitte Consulting. She was instrumental in setting up the Deloitte Africa Desk and advised clients on accessing opportunities across Africa. She was recognised by Forbes Africa magazine as one of Africa's Youngest Power Women in 2012. She currently serves on the board of Econet Wireless Zimbabwe and chairs the board's ESG Committee and was previously a member of the World Economic Forum's Africa Regional Strategy Group, a member of the ONE Campaign's global board and its Africa Policy Advisory Board.

Appointed 2025

Harvey Christophers (56)

Independent non-executive director

BA (Hons) (University of Nottingham, England) CA(UK)

Strategic value contributions

Education and academia • Corporate governance • Environmental, social and governance (ESG) • Human resources • Mergers and acquisitions • Risk management • Transformation and diversity • Strategy and business development • International business and education exposure • Finance, commerce and investment management

NC | **ARC** | TSEC | **IC** | **RC**

Harvey holds a Bachelor of Arts (Geography) (Honours) from the University of Nottingham, England, and a Chartered Accountant (UK) from the Institute of Chartered Accountants in England and Wales qualification. He brings extensive global business and transformation leadership experience after a 32-year career with Deloitte across the UK, SA, Australia and the Netherlands firms having held senior executive and board roles for the last 20 years. This included 12 years in South Africa where he was the Partner of the Western Cape. He retired from the Managing Board of Deloitte NL in July 2024 having also lead the Risk Advisory business and served as the Lead Partner Sustainability. His exposure to diverse cultures and business environments has given him a strong understanding of global business dynamics, including its risks and opportunities. He has also served the Higher Education industry working with a number of Universities as well as led Deloitte services to large listed organisations like Sanlam Limited, Ahold Delhaize and others. He has led the acquisition of four companies for Deloitte across two countries, led diversity transformation initiatives and driven leadership development programs. His previous Board experiences include Chair of African Talent (registered in South Africa), Board Director of Accelerate Cape Town and Managing Board member of Deloitte Netherlands.

Appointed 2015

Keith Warburton (67)

Lead independent non-executive director

BCom, CTA (UCT), CA(SA)

Strategic value contributions

Commerce and corporate management • JSE listed entities and corporate governance • Investment management • Mergers and acquisitions • Strategy and business development

NC | **ARC** | TSEC | **IC** | **RC**

Keith is a Chartered Accountant (SA) who has over 30 years' experience in business and commerce and has held various executive management positions with several JSE Listed entities since qualifying as a chartered accountant at Arthur Andersen. Besides his experience in retailing and wholesaling, he also has experience in corporate finance as well as the steel and manufacturing industries. He worked for Clicks Group Ltd as chief financial officer and then as chief operating officer.

Appointed 2025

Jesmane Boggenpoel (51)

Independent non-executive director

BCom, BAcc (Wits), CA(SA), Masters in Public Administration (Harvard University's, John F Kennedy School of Government)

Strategic value contributions

Education and academia • Corporate governance • Environmental, social and governance (ESG) • Mergers and acquisitions • Risk management • Transformation and diversity • Strategy and business development • International business and education exposure • Finance, commerce and investment management • Information, communication and technology

NC | **ARC*** | TSEC | **IC** | **RC**

Jesmane is a Chartered Accountant (SA) and holds a Bachelor of Commerce and a Bachelor of Accountancy from the University of the Witwatersrand. She also holds a Master's degree in Public Administration from Harvard University's, John F. Kennedy School of Government. She is a co-founder and the Chief Investment Officer private equity firm AIH Capital. She currently serves on the boards of Spur Corporation, Boxer and MTN SA. She has more than 16 years' experience of serving on corporate boards, including roles on audit and finance committees and brings a wealth of experience in finance, corporate risk and governance. She was recognised as a Young Global Leader of the World Economic Forum in 2013 and selected as a BMW Foundation Responsible Leader in 2022.

* *Effective 1 January 2026*

COMMITTEES

	Chair
NC	Nominations Committee
ARC	Audit and Risk Committee
TSEC	Transformation, Social and Ethics Committee
IC	Investment Committee
RC	Remuneration Committee

Election of TSEC members

Appointed 2017

Jacqueline Chimhanzi (Dr) (51)

Independent non-executive director

BSc (Hons), MBA, PhD (Cardiff University)

Strategic value contributions

Strategy development and execution • Marketing • Business development • African enterprises

Jackie is the chief executive officer of the African Leadership Institute (AFLI). She has some 20 years' experience in Strategy as both a practitioner and academic. She has worked for the IDC as Senior Strategist and as Strategy Lead at Deloitte Consulting. She was instrumental in setting up the Deloitte Africa Desk and advised clients on accessing opportunities in Africa. She has been recognised by Forbes Africa magazine as one of Africa's Youngest Power Women. She currently serves on the board of Econet Wireless Zimbabwe and chairs the board's ESG Committee. She is a member of the World Economic Forum's Africa Regional Strategy Group and a member of ONE's global board and its Africa Policy Advisory Board.

NC
ARC
TSEC
IC
RC

Appointed 2022

Alexandra Watson (Professor) (68)

Independent non-executive director (Chairperson)

BCom (Hons), CA(SA)

Strategic value contributions

Accounting • Corporate and financial reporting • Governance

Alex is a Chartered Accountant (SA) who has been involved in accounting education for an extended period at the University of Cape Town (UCT) and more broadly in the accounting profession following her early retirement. She is now an Emeritus Professor of Accounting at UCT. She chairs the JSE's Financial Reporting Investigations Panel (FRIP) and was also a board member of the Global Reporting Initiative (GRI), an Amsterdam based multistakeholder organisation focused on impact reporting. Her role as an adjudicator on EY's Excellence in Reporting awards since its inception and various other roles in the development of corporate reporting has provided her with deep insight into corporate reporting.

NC
ARC
TSEC
IC
RC

Appointed 2022

Stewart van Graan (69)

Independent non-executive director

BCom (Hons) Information Systems

Strategic value contributions

Information communication and technology • Strategy and business management • Risk management and governance • Business management

Stewart has more than 35 years' experience in the Information Communication and Technology (ICT) industry as well as cross-functional knowledge and business management expertise which he gained across expansive geographies and multi-cultural environments with a strict adherence to corporate governance and ethical leadership.

NC
ARC
TSEC
IC
RC

Appointed 2024

Geoff Whyte (58)

Executive director
Group chief executive officer

MA (Economic Science), University of Aberdeen

Strategic value contributions

Strategy • Marketing • Business development and general management • International commerce and management • Transformation and leadership development

Geoff holds a Master's degree in economic science from the University of Aberdeen, Scotland, and has more than 30 years' experience across various industries. He is a commercially focused business leader with executive experience in global organisations including Unilever, PepsiCo, Cadbury-Schweppes, SAB-Miller and Nando's. Geoff has a record of success in a wide variety of geographies including South Africa, the UK, the USA, Holland, the rest of Africa, the Middle East and sub-continental India.

NC
ARC
TSEC
IC
RC

ADvTECH Limited
(Registration number 1990/001119/06)
JSE code: ADH ISIN: ZAE000031035
("the company" or "the group")

Notice of annual general meeting (AGM)

for the year ended 31 December 2024

Notice is hereby given to all shareholders of ADvTECH Limited that the AGM for the year ended 31 December 2024 will be accessible through electronic communication, on Wednesday, 28 May 2025 at 10h00, as permitted by the JSE Limited and the provisions of the Companies Act 71 of 2008 (the Companies Act) and the company's Memorandum of Incorporation (MoI).

To this end, the company has retained the services of The Meeting Specialist Proprietary Limited (TMS) to host the AGM on an interactive electronic platform, in order to facilitate remote participation and voting by shareholders. Our transfer secretaries, JSE Investor Services (Pty) Ltd, will act as scrutineer.

Shareholders who wish to participate in and/or vote at the AGM are required to contact TMS on proxy@tmsmeetings.co.za or alternatively contact them on 0817114255 or 0844334836 or 0614401654 as soon as possible, but in any event no later than 10h00 on Monday, 26 May 2025.

Shareholders are strongly encouraged to submit votes by proxy before the meeting. If shareholders wish to participate in the AGM, they should instruct their Central Securities Depository Participant (CSDP) or broker to issue them with the necessary letter of representation to participate in the AGM, in the manner stipulated in your custody agreement. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker, to accommodate such requests.

Who has received notice of this AGM

In accordance with section 59(1) of the Companies Act, the company's board of directors has resolved that the record date for determining shareholders of the company entitled to receive notice of this AGM as being those recorded as such in the share register of the company, maintained by the transfer secretaries, as being the close of business on Friday, 11 April 2025.

Who may attend this AGM

In accordance with section 59(1)(b) of the Companies Act, the company's board of directors has resolved that the record date for determining which shareholders of the company are entitled to attend, participate in, and to vote at this AGM, as Friday, 23 May 2025. Accordingly, the last date to trade in the company's shares on the JSE Limited (JSE) in order to be eligible to attend, participate in and vote at this AGM is Tuesday, 20 May 2025.

Electronic participation at the AGM (section 61(10) of the Companies Act)

1. Shareholders who are fully verified (as required in terms of section 63(1) of the Companies Act) and subsequently registered at the commencement of the AGM, will be allowed to participate in and/or vote by electronic means.
2. In order for the electronic notice to be valid it must contain:
   a. if the shareholder is an individual, a certified copy of his/her identity document or passport;
   b. if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents or passports of the persons who passed the relevant resolution. The relevant resolution must set out which individual from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication; and
   c. a valid email address and/or facsimile number (the contact address/number).
3. The company shall use its reasonable endeavours to communicate with each shareholder who/which has delivered a valid electronic notice by notifying such shareholder at its contact address/number of the relevant details through which the shareholder may participate via electronic communication.
4. TMS will assist shareholders with the requirements for electronic participation in, and/or voting at, the AGM. TMS is further obliged to validate (in correspondence with ADvTECH and, in particular, the transfer secretaries, JSE Investor Services (Pty) Ltd, and your CSDP) each such shareholder's entitlement to participate in and/or vote at the AGM, before providing it with the necessary means to access the AGM and/or the associated voting platform.
5. Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Such charges will not be for the account of the JSE, ADvTECH and/or TMS. Neither the JSE, ADvTECH or TMS 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 prevents any such shareholder from participating in and/or voting at the AGM.

THIS DOCUMENT IS IMPORTANT

Please read the notes at the end of this notice, which contain important information regarding shareholders' participation at the AGM.

The purpose of the AGM is to present, consider and adopt the financial statements of the company for the year ended 31 December 2024; to transact the business set out in this notice of AGM by considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions hereunder; and to transact such other business as may be transacted at the AGM.

Transformation, social and ethics committee report

The Transformation, Social and Ethics committee (TSEC) report is included as part of the ESG Report and is made available on the group website www.advtech.co.za on pages 57 to 60.

Ordinary resolutions

Unless otherwise indicated, in order for each of the ordinary resolutions to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution, is required.

The purpose of the AGM is to consider and, if deemed fit, pass the following resolutions with or without modification as ordinary resolutions:

1. Adoption of annual financial statements

The audited annual financial statements for the year ended 31 December 2024 as set out in the 2024 AIR and which can be found on the company's website at www.advtech.co.za will be presented to the shareholders.

Ordinary resolution number one

"Resolved that the audited group and company annual financial statements for the year ended 31 December 2024, including the reports of the directors, the auditors and the Audit and risk committee, be and are hereby adopted."

2. Confirmation, election and re-election of directors

The company's MoI stipulates that:

- the appointment of any director to fill a vacancy or as an addition to the board must be confirmed at the next AGM;
- at each AGM at least one-third of the non-executive directors shall retire from office, the directors so retiring being those who have been longest in office since their last election; and
- the retiring directors shall be eligible for re-election.

The board adopted a policy stipulating that all non-executive directors who have served on the board for a period of nine years and/or have reached the age of 70 years or older will need to be invited by the board on an annual basis to continue to serve as a director, and if invited, is required to stand for re-election by shareholders annually at the next AGM. Such director is not taken into account to meet the one-third rotational requirement and stands additional to the one-third rotational requirement.

JW Boonzaaier was appointed as an executive director, effective 1 February 2025, DL Smith was appointed as a non-executive director, effective 28 February 2025, H Christophers was appointed as a non-executive director, effective 14 April 2025 and JA Boggenpoel was appointed as a non-executive director, effective 17 May 2025.

KDM Warburton will stand for re-election by shareholders in terms of the board policy due to his tenure of serving on the board exceeding nine years.

The board has considered the performance of the directors standing for re-election and found them suitable for re-appointment.

Ordinary resolutions two to nine are accordingly proposed in respect of:

- the confirmation of appointment of JW Boonzaaier;
- the confirmation of appointment of DL Smith;
- the confirmation of appointment of H Christophers;
- the confirmation of appointment of JA Boggenpoel;
- re-appointment of KDM Warburton;
- the re-appointment of JS Chimhanzi, SW van Graan and A Watson who are retiring by rotation in accordance with the company's MoI and have offered themselves for re-election.

Brief résumés of JW Boonzaaier, DL Smith, H Christophers, JA Boggenpoel, KDM Warburton, JS Chimhanzi, SW van Graan and A Watson appear on pages 2 to 3 of this AGM notice.

Ordinary resolution number two

"Resolved that the appointment of JW Boonzaaier, who was appointed as Executive Director on 1 February 2025, be and is hereby confirmed."

Ordinary resolution number three

"Resolved that the appointment of DL Smith, who was appointed as Non-Executive Director on 28 February 2025, be and is hereby confirmed."

Ordinary resolution number four

"Resolved that the appointment of H Christophers, who was appointed as non-executive director on 14 April 2025, be and is hereby confirmed."

Ordinary resolution number five

"Resolved that the appointment of JA Boggenpoel, who was appointed as non-executive director on 17 May 2025, be and is hereby confirmed."

Ordinary resolution number six

"Resolved that KDM Warburton, who retires by rotation in terms of the company's Board Policy, and being eligible, offers himself for re-election, be and is hereby re-elected as a non-executive director of the company."

Ordinary resolution number seven

"Resolved that JS Chimhanzi who retires by rotation in terms of the company's MoI, and being eligible, offers herself for re-election, be and is hereby re-elected as a non-executive director of the company."

Ordinary resolution number eight

"Resolved that SW van Graan, who retires by rotation in terms of the company's MoI, and being eligible, offers himself for re-election, be and is hereby re-elected as a non-executive director of the company."

Ordinary resolution number nine

"Resolved that A Watson, who retires by rotation in terms of the company's MoI, and being eligible, offers herself for re-election, be and is hereby re-elected as a non-executive director of the company."

3. Appointment of Audit and Risk committee

Section 94 of the Companies Act requires that, at each AGM, shareholders of the company must elect an audit committee comprising at least three members, all of whom must be non-executive directors.

The board has considered the performance of the Audit and risk committee members standing for election and re-election and has found them suitable for appointment.

Ordinary resolutions ten to thirteen are accordingly proposed in respect of the appointment of KDM Warburton, JS Chimhanzi, H Christophers and JA Boggenpoel (from 1 January 2026) as members of the Audit and risk committee for the ensuing year. KDM Warburton will be stepping down from the board and committee effective 1 January 2026 as per SENS released on 8 April 2025. Résumés of KDM Warburton, JS Chimhanzi, H Christophers and JA Boggenpoel appear on page 4 of this AGM notice.

Ordinary resolution number ten

"Resolved that KDM Warburton, subject to being re-elected in terms of ordinary resolution number six, be and is hereby re-elected as a member and chairperson of the Audit and risk committee in terms of the Companies Act, to remain in office until 1 January 2026."

Ordinary resolution number eleven

"Resolved that JS Chimhanzi, subject to being re-elected in terms of ordinary resolution number seven, be and is hereby re-elected as a member of the Audit and risk committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number twelve

"Resolved that H Christophers, subject to his appointment being confirmed in terms of ordinary resolution number four, be and is hereby elected as member of the Audit and risk committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number thirteen

"Resolved that JA Boggenpoel, subject to her appointment being confirmed in terms of ordinary resolution number five, be and is hereby elected as member of the Audit and risk committee in terms of the Companies Act, effective 1 January 2026, and to remain in office until the conclusion of the next AGM.

4. Election of TSEC committee

In terms of the amendments made to the Companies Act, at each AGM, shareholders of the company must elect an TSEC committee, the majority of whom must be non-executive directors and must not have been involved in the day-to-day management of the company in the past three financial years.

The board has determined that a majority of members standing for election into the committee are independent and have not been involved in the day-to-day management of the company for the last three financial years.

Ordinary resolutions fourteen to seventeen are accordingly proposed in respect of the appointment of JS Chimhanzi, A Watson, SW van Graan and GD Whyte as members of the TSEC committee for the ensuing year. Résumés of JS Chimhanzi, A Watson, SW van Graan and GD Whyte appear on page 5 of this AGM notice.

Ordinary resolution number fourteen

"Resolved that JS Chimhanzi, subject to being re-elected in terms of ordinary resolution number seven, be and is hereby elected as a member and chairperson of the TSEC committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number fifteen

"Resolved that A Watson, subject to being re-elected in terms of ordinary resolution number nine, be and is hereby elected as a member of the TSEC committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number sixteen

"Resolved that SW van Graan, subject to being re-elected in terms of ordinary resolution number eight, be and is hereby elected as a member of the TSEC committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number seventeen

"Resolved that GD Whyte be and is hereby elected as a member of the TSEC committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

5. Appointment of external auditors

Ordinary resolution eighteen is proposed to approve the appointment of Ernst & Young Inc. as the auditors for the company for the 2025 financial year, in accordance with section 90(1) of the Companies Act, and to remain in office until the conclusion of the next AGM. The Audit and risk committee and the board are satisfied that Ernst & Young Incorporated meet the provisions of the Companies Act.

Ordinary resolution number eighteen

"Resolved that Ernst & Young Inc. be and is hereby appointed as external auditors of the company for the financial year ending 31 December 2025, to remain in office until the conclusion of the next AGM, with Mr C Trollope as the designated audit partner."

6. Signature of documents

The reason for ordinary resolution number nineteen is to ensure that the resolutions voted favourably upon is duly implemented through the delegation of powers.

Ordinary resolution number nineteen

"Resolved that any one director of the company and/or the company secretary is hereby authorised to do all such things and sign all such documents as deemed necessary to implement the ordinary and special resolutions as set out in this notice convening the AGM at which these resolutions will be considered."

7. Non-binding advisory vote number one – remuneration policy

The King IV Report on Corporate Governance for South Africa 2016 (King IV™) recommends that the company's remuneration policy be tabled for a non-binding advisory vote by shareholders at every AGM, thus providing the shareholders with an opportunity to express their views on the company's remuneration policies. The report of the remuneration committee is set out on pages 71 to 82 of the 2024 AIR.

Non-binding advisory vote

"Resolved that the company's remuneration policy for the financial year ended 31 December 2024 as set out on pages 75 to 76 of the 2024 AIR, be and is hereby endorsed by way of a non-binding advisory vote."

8. Non-binding advisory vote number two – implementation report

King IV™ recommends that the company's implementation report be tabled for a non-binding advisory vote by shareholders at every AGM, thus providing the shareholders with an opportunity to express their views on the company's remuneration policies. The implementation report is set out on pages 77 to 82 of the 2024 AIR.

Non-binding advisory vote

"Resolved that the company's implementation report for the financial year ended 31 December 2024 as set out on pages 77 to 82 of the 2024 AIR, be and is hereby endorsed by way of a non-binding advisory vote."

Special resolutions

In order for each of the special resolutions to be adopted, the support of at least 75% of the voting rights exercised on the resolutions by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution, is required.

The purpose of the AGM is to consider and, if deemed fit, pass the following resolutions with or without modification as special resolutions:

9. Non-executive directors' fees

Section 66(8) (read with section 66(9)) of the Companies Act provides that, to the extent permitted in the company's MoI, the company may pay remuneration to its directors for their services provided that such remuneration may only be paid in accordance with a special resolution approved by shareholders within the previous two years.

These requirements are echoed in King IV™ and the JSE Listings Requirements. The company's MoI provides that the directors shall be paid such remuneration as determined from time to time by a general meeting.

At the 2024 AGM, the proposed annual NED fees over a two-year period were presented and the NED fees for the period July 2024 to June 2025 approved. The approval of the second year of the two year period (July 2025 to June 2026) is now presented for shareholder approval.

Proposed annual fee: July 2025 to June 2026 (all fees are annual retainer fees and are exclusive of VAT)

	2025/2026	2024/2025
	Proposed retainer fee	Retainer fee
Board/committee		
Directors*	**R340 564**	R340 564
Lead Independent Director**	**R470 000**	R376 000
Audit and Risk Committee	**R195 000**	R156 000
Remuneration Committee	**R80 000**	R71 161
TSEC	**R75 764**	R75 764
Investment Committee	**R75 000**	R60 000
Nominations Committee	**R70 000**	R56 000

* *Excludes the Chairperson of the Board as the chairperson receives an all-inclusive annual retainer fee.*
** *Lead Independent fee is inclusive of the directors' fees.*

Additional fee payable to chairperson of board/committee:

	2025/2026	2024/2025
	Proposed retainer fee	Retainer fee
Board/committee		
Board Chairperson*	**R1 133 000**	R906 000
Audit and Risk Committee	**R205 000**	R164 000
Remuneration Committee	**R70 000**	R48 839
TSEC	**R59 236**	R53 770
Investment Committee	**R65 000**	R52 000

* *The chairperson of the board receives an all inclusive annual retainer fee for the board and committees on which she serves*

A premium of 20% is payable to non-resident non-executive directors which was approved by shareholders previously and will be proposed again for 2025.

Fees are payable quarterly in arrears for the period July to June of the following year.

Special resolution number one

"Resolved that the payment of the following fees to the non-executive directors for their services to the company for the period 1 July 2025 to 30 June 2026, as well as any Value Added Tax (VAT) payable on such fees by directors be and is hereby approved, with a 20% premium being payable to non-resident non-executive directors:

	2025/2026
	Proposed retainer fee
Board/committee	
Directors*	**R340 564**
Lead Independent Director**	**R470 000**
Audit and Risk Committee	**R195 000**
Remuneration Committee	**R80 000**
TSEC	**R75 764**
Investment Committee	**R75 000**
Nominations Committee	**R70 000**

* *Excludes the Chairperson of the Board as the chairperson receives an all-inclusive annual retainer fee as set out in the table below.*

** *Lead Independent fee is inclusive of the directors' fees.*

Additional fee payable to chairperson of board/committee:

	2025/2026
	Proposed retainer fee
Board/committee	
Board Chairperson*	**R1 133 000**
Audit and Risk Committee	**R205 000**
Remuneration Committee	**R70 000**
TSEC	**R59 236**
Investment Committee	**R45 000**

* *The chairperson of the board receives an all inclusive annual retainer fee for the board and committees on which she serves*

10. Loans or financial assistance to subsidiaries and related or inter-related companies

The recent Companies Amendments Act, No.16 of 2024 now excludes financial assistance by a holding company to its subsidiaries from the ambit of section 45. This new exemption does not apply to financial assistance given to foreign subsidiaries and accordingly this special resolution number two is intended to cover any such financial assistance which continues to be subject to the requirement of section 45.

Special resolution number two

"Resolved that, to the extent required by the Companies Act, the company is authorised to provide any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any foreign related or inter-related company or foreign juristic person, in terms of and pursuant to the provisions of section 45 of the Companies Act."

11. General authority to acquire the company's own shares

Special resolution number three is proposed to authorise the acquisition by the company or any of its subsidiaries of shares issued by the company.

The board's intention is for the shareholders to pass a special resolution granting the company or its subsidiaries general authority to acquire ordinary shares issued by the company, subject to the requirements of the Companies Act, the JSE Listings Requirements and the company's MoI, should the board consider that it would be in the interest of the company or its subsidiaries to acquire such shares while the general authority subsists.

Special resolution number three

"Resolved that, subject to compliance with the JSE Listings Requirements, section 46 and section 48 of the Companies Act and the MoI, the directors be authorised at their discretion to instruct the company or its subsidiaries to acquire or repurchase ordinary shares issued by the company, provided that:

- the number of ordinary shares acquired in any one financial year shall not exceed 5% of the ordinary shares in issue at the date on which this resolution is passed;
- such acquisitions may only be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority will lapse on the earlier of the date of the next AGM of the company, provided that it shall not extend beyond 15 months from the date on which this resolution is passed;
- an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the acquisition, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter; and
- the price paid per ordinary share may not be greater than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the purchase is made."

The directors of the company undertake that they will not implement the repurchase as contemplated in this special resolution while this general authority is valid unless:

- after any such repurchase, the company passes the solvency and liquidity test as contained in section 4 of the Companies Act and that from the time the solvency and liquidity test is done, there will be no material changes to the financial position of the group;
- the consolidated assets of the company and the group, fairly valued in accordance with International Financial Reporting Standards (IFRS) and in accordance with the accounting policies used in the company and group annual financial statements for the later of the 2024 annual financial statements or any subsequent financial year statements, will exceed the consolidated liabilities of the company and group immediately following such purchase or 12 months after the date of the AGM, whichever is the later;
- the company and the group will be able to pay their debts as they become due in the ordinary course of business for a period of 12 months after the date of the notice of the AGM or a period of 12 months after the date on which the board considers that the purchase will satisfy the immediately preceding requirement and this requirement, whichever is the later;
- the issued share capital and reserves of the company and the group will be adequate for the purposes of the business of the company and the group for a period of 12 months after the date of the notice of the AGM;
- the company and the group will have adequate working capital for ordinary business purposes for a period of 12 months after the date of the notice of the AGM;
- a resolution is passed by the board that it has authorised the repurchase, that the company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the group;

- the requirements contained in the JSE Listings Requirements are complied with;
- the company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless the company has a repurchase programme in place in terms of paragraph 5.72 (h) of the JSE Listings Requirements where the dates and quantities of securities to be traded during the relevant prohibited period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement on the Stock Exchange News Service (SENS) prior to commencement of the prohibited period;
- the company must instruct an independent third party which makes its investment decisions in relation to the company's securities independently of, and uninfluenced by, the issue, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- the company undertakes that it will not enter the market to repurchase its own shares until the company's sponsor has provided written confirmation to the JSE in accordance with the JSE Listings Requirements.

Explanatory notes to special resolution number three

Information required in terms 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 (special resolution number three) appears in the annual financial statements (AFS), available on www.advtech.co.za as indicated below:

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Directors and management: page 63 to 65 of the 2024 AIR;

Major shareholders: page 92 of the 2024 AFS;

Directors' and prescribed officers' interests in securities: page 18 of the AFS; and

Share capital of the company: page 86 of the AFS.

The directors, whose names are given on pages 64 to 65 of the 2024 AIR, collectively and individually accept full responsibility for the accuracy of the information given in this notice and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual integrated report and this notice contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in this 2024 AIR, there have been no material changes in the affairs, financial or trading position of the company and its subsidiaries since the date of signature of the audit report and up to the date of this notice.

Notes regarding the AGM

In accordance with section 59 of the Companies Act, the board has determined that the following record dates for holders to be recorded as shareholders in the securities register of the company to be able to attend, participate in and vote at the AGM is Friday, 23 May 2025. The last date to trade to be able to attend, participate in and vote at the AGM is Tuesday, 20 May 2025.

Any shareholders wishing to attend the AGM who have already dematerialised their shares in the company, and such dematerialised shares are not recorded in the electronic sub-register of the company in their own names, should request letters of representation from their duly appointed CSDP or broker, as the case may be, to authorise them to attend and vote at the AGM in person.

Shareholders and any persons who are not shareholders but who are entitled to exercise any voting rights in relation to the resolutions to be proposed at the AGM as at the record date of Friday, 23 May 2025 are entitled to participate in and vote at the AGM. Where a shareholder would like a third-party to exercise the shareholder's voting rights at the AGM on the shareholder's behalf, such shareholder may appoint a proxy or more than one proxy to exercise voting rights attached to different securities held by such shareholder. A proxy need not be a person entitled to vote at a meeting.

If you have not yet dematerialised your shares in the company and are unable to attend the AGM, but wish to be represented thereat, you must complete the attached form of proxy in accordance with the instructions therein and lodge it with the transfer secretaries of the company namely, JSE Investor Services (Pty) Ltd, One Exchange Square, Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) or meetfax@jseinvestorservices.co.za to be received by no later than 10h00 on Monday, 26 May 2025.

If you have already dematerialised your shares in the company:

- and such dematerialised shares are recorded in the securities register of the company in your own name and you are unable to attend the AGM, but wish to be represented thereat, you must complete the attached form of proxy in accordance with the instructions therein and lodge it with the transfer secretaries of the company namely, JSE Investor Services (Pty) Ltd, One Exchange Square, Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) to be received by no later than 10h00 on Monday, 26 May 2025; or
- where such dematerialised shares are not recorded in the securities sub-register of the company in your own name, you should notify your duly appointed CSDP or broker, as the case may be, in the manner and cut-off time stipulated in the agreement governing your relationship with your CSDP or broker of your instructions as regards voting your shares at the AGM.

The shareholders are entitled to vote on all the resolutions set out above. All voting will be by way of a poll and every shareholder who participates electronically on the day or by proxy at the AGM will have one vote for every ordinary share held or represented.

In terms of section 63(1) of the Companies Act, any person attending or participating in the AGM must present reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote whether as a shareholder or as a proxy for a shareholder has been reasonably verified. Acceptable forms of identification include valid identity documents, drivers' licences and passports.

By order of the board

CB Crouse
Head of legal and group company secretary

Bridge Capital Advisors Proprietary Limited
Sponsor

22 April 2025

Appendix A to the form of proxy

Extract from the Companies Act

58. Shareholder right to be represented by proxy

(1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to:

- (a) participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder; or
- (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.

(2) A proxy appointment:

- (a) must be in writing, dated and signed by the shareholder; and
- (b) remains valid for:
  - (i) one year after the date on which it was signed; or
  - (ii) any longer or shorter period expressly set out in the appointment,

unless it is revoked in a manner contemplated in subsection (4)(c) or expires earlier as contemplated in subsection (8)(d).

(3) Except to the extent that the Memorandum of Incorporation of a company provides otherwise:

- (a) a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
- (b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
- (c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders' meeting.

(4) Irrespective of the form of instrument used to appoint a proxy:

- (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
- (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
- (c) if the appointment is revocable, a shareholder may revoke the proxy appointment by:
  - (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
  - (ii) delivering a copy of the revocation instrument to the proxy, and to the company.

(5) 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:

- (a) the date stated in the revocation instrument, if any; or
- (b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).

(6) If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to:

- (a) the shareholder; or
- (b) the proxy or proxies, if the shareholder has:
  - (i) directed the company to do so, in writing; and
  - (ii) paid any reasonable fee charged by the company for doing so.

(7) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.

(8) If a 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 for appointing a proxy:

- (a) the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
- (b) the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must:
  - (i) bear a reasonably prominent summary of the rights established by this section;
  - (ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
  - (iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;
- (c) the company must not require that the proxy appointment be made irrevocable; and
- (d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).

(9) Subsections (8)(b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a shareholder.

Form of proxy

ADvTECH Limited
(Registration number: 1990/001119/06)
JSE code: ADH ISIN: ZAE000031035
("ADvTECH" or "the company")

For use by registered holders of certificated shares and holders of dematerialised shares with own name registrations at the virtual annual general meeting (AGM) of ADvTECH to be on Wednesday, 28 May 2025 at 10h00. Please find the link on our website www.advtech.co.za.

Please read the notes on the reverse side of this form of proxy.

Holders of shares in the company (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should inform that nominee timeously, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the AGM and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they wish for a third-party to exercise its voting rights on its behalf at the AGM.

I/we (please print names in full) ______________________________

of (please insert address) ______________________________

being the holder(s) of ______________________________ shares in ADvTECH, do hereby appoint (see note 1)

1. ______________________________ or failing him/her,

2. ______________________________ or failing him/her,

3. the Chairperson of the AGM,

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the AGM and at each adjournment thereof, and to vote for or against such resolutions or abstain from voting in respect of the shares registered in my/our name(s), in accordance with the following instructions (see note 5):

Resolution	In favour of*	Against*	Abstain*
Ordinary resolution number one – Adoption of annual financial statements			
Ordinary resolution number two – Confirmation of appointment JW Boonzaaier			
Ordinary resolution number three – Confirmation of appointment DL Smith			
Ordinary resolution number four – Confirmation of appointment H Christophers			
Ordinary resolution number five – Confirmation of appointment JA Boggenpoel			
Ordinary resolution number six – Re-election of KDM Warburton			
Ordinary resolution number seven – Re-election of JS Chimhanzi			
Ordinary resolution number eight – Re-election of SW van Graan			
Ordinary resolution number nine – Re-election of A Watson			
Ordinary resolution number ten – Re-election of KDM Warburton as member and chairperson of the Audit and risk committee			
Ordinary resolution number eleven – Re-election of JS Chimhanzi as member of the Audit and risk committee			
Ordinary resolution number twelve – Election of H Christophers as a member of the Audit and risk committee			
Ordinary resolution number thirteen – Election of JA Boggenpoel as member of Audit and risk committee			
Ordinary resolution number fourteen – Election of JS Chimhanzi as a member and chairperson of the TSEC committee			
Ordinary resolution number fifteen – Election of A Watson as a member of the TSEC committee			
Ordinary resolution number sixteen – Election of SW van Graan as a member of the TSEC committee			
Ordinary resolution number seventeen – Election of GD Whyte as a member of the TSEC committee			
Ordinary resolution number eighteen – Appointment of external auditors			
Ordinary resolution number nineteen – Signature of documents			
Non-binding advisory vote number one – Remuneration policy			
Non-binding advisory vote number two – Implementation report			
Special resolution number one – Approval of non-executive directors' fees			
Special resolution number two – Authority to give loans or financial assistance to foreign subsidiaries and related or inter-related companies to the extent required by the Companies Act			
Special resolution number three – General authority to acquire the company's own shares			

* *Insert an "X" in the relevant spaces above to indicate how the proxy should vote, or the number of shares if you wish to cast your votes in respect of a lesser number of shares (see note 5).*

Signed on this ______________________________ day of ______________________________ 2025

Signed ______________________________

(Authority of signatory to be attached if applicable – see note 11)

Assisted by me ______________________________

(where applicable – see note 13)

Notes to form of proxy

Each shareholder is entitled to appoint one or more proxies (who need not also be shareholders of the company) to attend, speak and vote on behalf of that shareholder at the AGM.

Shareholders are entitled to vote on all resolutions set out in the notice of the AGM. Every shareholder, whether by personal participation or by proxy will have one vote (irrespective of the number of shares held in the company) and, on a poll, every shareholder will have one vote for every share held or represented.

1. This form of proxy must be used by registered holders of certificated shares or holders of dematerialised shares with "own name" registrations.
2. Holders of shares through a nominee are reminded that the onus is on them to communicate with their nominee, CSDP or stockbroker.
3. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies (who need not be shareholders of the company) of the shareholder's choice in the space/s provided, with or without deleting "the chairperson of the meeting". The person whose name appears first on the proxy, and which has not been deleted will be entitled to act as proxy in priority to those whose names follow.
5. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the chairperson, failure to so comply will be deemed to authorise the proxy to vote in favour of the resolutions. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy.
6. If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.
7. Forms of proxy must be lodged at or posted to the registered office of JSE Investor Services (Pty) Ltd, One Exchange Square, Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) to be received by no later than 10h00 on Monday, 26 May 2025. A form of proxy sent by electronic medium to the company secretary or transfer secretaries within the said time limit shall be deemed to constitute an instrument of proxy.
8. The completion and lodging of this form will not preclude the shareholder from attending the virtual meeting and speaking thereat to the exclusion of any proxy appointed in terms thereof, should such shareholder wish to do so.
9. The chairperson of the meeting may reject or accept any form of proxy not completed and/or received, other than in accordance with these notes, provided that in respect of the acceptance he is satisfied as to the manner in which the shareholder concerned wishes to vote.
10. An instrument of proxy shall be valid for any adjournment of the meeting as well as for the meeting to which it relates, unless the contrary is stated thereon.
11. The authority (or a certified copy of the authority) of a person signing the form of proxy
    a. under a power of attorney; or
    b. on behalf of a company, must be attached to this form of proxy unless the company has already recorded the power of attorney.
12. Where shares are held jointly and more than one such joint holder is present or represented, the person whose name appears first in the securities register or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. At least one of the joint shareholders must sign the form of proxy.
13. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company.

Summary of rights in terms of section 58(8)(b)(i) of the Act:

Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, as amended, which summary is set out below:

A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.

A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.

A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.

A proxy appointment must be in writing, dated and signed by the shareholder and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.

A shareholder may revoke a proxy appointment in writing.

A proxy appointment is suspended if the shareholder chooses to act directly and exercise any of his rights as shareholder in person.

A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.

Electronic participation

In the ADvTECH Limited virtual AGM to be held on 28 May 2025

1. Shareholders or their duly appointed proxies who wish to participate in the AGM (participants), must complete and deliver the electronic participation application form below to TMS via email to proxy@tmsmeetings.co.za as soon as possible, but in any event by no later than 10:00 on Monday, 26 May 2025.
2. Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the general meeting, must provide TMS with the information requested in the electronic participation form at the end of the notice of AGM.
3. Each shareholder, who has complied with the requirements, will be contacted between 26 May 2025 and 28 May 2025 via email/mobile with a unique link to allow them to participate in the AGM.
4. The cost of the participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
5. The cut-off time, for administrative purposes, to participate in the AGM will be 10h00 on 26 May 2025.
6. The participant's unique access credentials will be forwarded to the email/cell phone number provided in the electronic participation form.

Electronic participation form

Full name and surname of shareholder	
Identity or registration number of shareholder	
Full name and surname of authorised representative (if applicable)	
Identity or registration number of authorised representative	
Email address*	
Cell phone number	
Telephone number including dialling codes	
Name of CSDP or Broker (if shares are held in dematerialised format)	
Contact number of CSDP/ Broker	
Contact person of CSDP/ Broker	
SCA number/ Broker account number or own name account number	
Number of shares	

* *Note: This email address will be used by the company's transfer secretaries and/or TMS to share the meeting invitation required to access the AGM electronically.*

Signature ______________________________ Date ______________________________ 2025

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participating in the ADvTECH AGM.

Terms and conditions for participation

At the ADvTECH Limited virtual AGM to be held on 28 May 2025.

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the general meeting is for the expense of the participant and will be billed separately by the participant's own telephone service provider.
- The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies ADvTECH Limited, the JSE Limited and TMS and/or their third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against ADvTECH Limited, the JSE Limited and TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/ web-streaming or any defect in it or from total or partial failure of the telecommunication lines/ webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.
- Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above.
- Once the participant has received the link, the onus to safeguard this information remains with the participant.

Applications to participate at the virtual AGM will only be considered if this application form is completed in full and signed by the participant, its proxy or representative, and delivered or e-mailed to TMS at proxy@tmsmeetings.co.za.

Shareholder name ____

Signature ______________________________ Date ______________________________ 2025

IMPORTANT: **A certified copy of the valid identity document/passport/driver's licence of the person attending the virtual AGM, including any person acting in a representative capacity, must be attached to this application.**

Tel +27 11 676 8000

ADvTECH House, Inanda Greens, 54 Wierda Road West, Wierda Valley, Sandton, 2196

www.advtech.co.za