Notice of annual general meeting **2021**

CAPITEC
BANK
HOLDINGS LIMITED

Contents

agility
and digitalisation

Our purpose is to make banking simple and transparent so that our clients can live better. We achieve this by applying our fundamentals of simplicity, affordability, accessibility and personalised experience. This unwavering focus, combined with agility and digitalisation, allows us to deliver value to our stakeholders despite difficult social and economic conditions.

01 02 03 04

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take in relation to this notice, please consult your Central Securities Depository Participant (**"CSDP"**), broker, banker, attorney, accountant or other professional adviser immediately.

Action required

Shareholders are referred to pages 1 and 16 of this notice of annual general meeting which sets out the action required by shareholders of both certificated and uncertificated shares.

Notice of annual general meeting

Incorporated in the Republic of South Africa
Registration number 1999/025903/06
Registered bank controlling company
Ordinary share code: CPI ISIN: ZAE000035861
("Capitec" or the "Company")

Notice is hereby given that the annual general meeting of the shareholders of Capitec Bank Holdings Limited ("Capitec" or the "Company") will be held entirely via electronic communication on Friday, 28 May 2021, at 2.30 pm ("AGM") to transact the business as set out in this Notice of AGM ("Notice") and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out in this Notice.

Any capitalised words or expressions defined anywhere in this Notice shall bear the same meanings assigned to such word or expression throughout this Notice (including in the texts of the respective resolutions), when so used in capitalised form, unless specifically otherwise defined in any particular part of this Notice.

1. Impact of the COVID-19 pandemic on the AGM

Due to the continued risk presented by the COVID-19 virus and the uncertainty of the infection rate at the time of the AGM, the AGM will be held entirely via electronic communication. Shareholders are invited to join and participate in the AGM by following the directions set out below. The Company believes that this is the prudent and responsible route to adopt, to protect the health of our shareholders, staff and other AGM participants.

Directions for electronic registration and participation at the AGM

The AGM will be conducted virtually, giving shareholders the opportunity to attend and participate in the AGM using a compatible smartphone, tablet or computer. Shareholders who wish to attend the AGM can access an online registration portal to register for electronic participation in the AGM ("the **Online Portal**") by following the link: **https://smartagm.co.za/** (or type it into the web browser).

You will need the latest versions of Chrome, Edge or Firefox. Please ensure that your browser is compatible.

Registration

1. Shareholders are requested to register on the Online Portal (by following the link: **https://smartagm.co.za/**) by no later than 2.30 pm on Wednesday, 26 May 2021.
2. Shareholders may, however, still register via the Online Portal to participate in, and/or vote electronically at the AGM after this date provided that such shareholders have verified their right to attend and register prior to exercising any rights at the AGM.
3. The following documents will be required to be uploaded via the Online Portal as part of the registration process:
   (i) Proof of identity (i.e. identity document, driver's licence or passport)
   (ii) Authority if acting in a representative capacity
   (iii) In the case of dematerialised shareholders without "own-name" registration who wish to attend the AGM electronically, such shareholders must request their CSDP or stockbroker to provide them with the necessary letter of representation ("the **LOR**"). Please refer to page 16 of this Notice for further details regarding the LOR.
4. Following successful registration, the transfer secretary will provide you with a **username and password** to connect electronically to the AGM by no later than 12 hours before the AGM starts.

Participation

1. Enter **web.lumiagm.com** into your web browser
2. Enter the Meeting ID (**156-177-948**)
3. Select **'I have a login'** and enter your username and password (refer to step 4 above under 'Registration').

The electronic communication employed will enable all persons participating in the AGM to communicate concurrently with one another without an intermediary and to participate effectively in the AGM. It will be possible to vote on resolutions via electronic communication during the AGM. Voting will be conducted via the online voting platform.

Although voting will be permitted by way of electronic communication, shareholders are encouraged to submit votes by proxy before the AGM. Refer to page 16 of this Notice for directions to submit votes by proxy.

Shareholders are further encouraged to submit any questions to the company secretary by e-mail to **CapitecAGM2021@capitecbank.co.za** by no later than 2.30 pm on Wednesday, 26 May 2021. These questions may be addressed at the AGM or responded to by e-mail. A question facility will also be available on the Lumi platform.

Terms and conditions for participation in the AGM via electronic communication

The cost of electronic participation in the AGM is for the expense of the shareholder (**"Participant"**) and will be billed separately by the Participant's own service provider. The electronic communication services are provided by third parties and neither the Company nor its service providers can be held liable for any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. Neither the Company nor any of its service providers can be held accountable, and Participants in the AGM will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the AGM such as insufficient airtime or data, internet connectivity, internet bandwidth and/or power outages.

2. Purpose of the AGM

The purpose of the AGM is to (i) present the audited annual financial statements of the Company for the year ended 28 February 2021 and the reports of the directors, the audit committee and the social and ethics committee; (ii) transact the business as set out in this Notice and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out in this Notice; and (iii) transact any other business as may be transacted at an AGM in terms of the Companies Act, Act 71 of 2008, as amended (**"Act"**) and the memorandum of incorporation of the Company (**"Memorandum of Incorporation"**).

3. Presentation of the annual financial statements and reports

Presentation, in terms of the Act, of the audited annual financial statements of the Company (as approved by the board of directors of the Company (**"Board"** or **"Directors"**)), including the:

- report of the Directors;
- report of the audit committee of the Company and the group, being Capitec and its subsidiaries (the **"Group"**), for the year ended 28 February 2021; and
- report of the social and ethics committee of the matters over which it presides.

Note

Shareholders are referred to the Company's 2021 integrated annual report (**"Integrated Annual Report"**) for the audited annual financial statements of the Company and the Group (page 139), including the reports of the Directors (page 143), the audit committee (page 142) and the report of the social and ethics committee (page 70).

The Integrated Annual Report can be:

- accessed on the internet at **www.capitecbank.co.za/investor-relations**; or
- obtained, free of charge, by requesting a copy from the company secretary by way of email at **enquiries@capitecbank.co.za** or by way of post for attention: The company secretary, Capitec Bank Holdings Limited, PO Box 12451, Die Boord, Stellenbosch, 7613.

In the case of shareholders who have requested to receive communication from the Company, a summary of the financial results has been distributed together with this Notice.

4. Re-election of Directors

Directors retiring by rotation who have offered themselves for re-election:

Messrs JD McKenzie, DP Meintjes, PJ Mouton and JP Verster are obliged to retire by rotation at the AGM in accordance with clause 26.3.2 of the Memorandum of Incorporation. In terms of the Act and section 60(4) read with section 60(3) of the Banks Act, Act 94 of 1990, as amended (**"Banks Act"**), they are eligible for re-election, however, Mr McKenzie has indicated that he is not available for a further term on the Board.

Summary *curricula vitae* of the Directors listed in ordinary resolutions numbers 1 to 3 below are included in Annexure A to this Notice on page 17.

The results of a Board evaluation survey completed by all the non-executive Directors indicate satisfaction that the Board and each Board committee functions effectively and that there is an appropriate mix of knowledge, skill, experience and diversity with sufficient capacity to execute duties effectively. The directors' affairs committee also considered the continued independence of all non-executive Directors categorised as independent. After consideration of a number of factors, the committee concluded that Messrs Meintjes and Verster's independence remains appropriate. The ratio of independent non-executive to non-executive Directors on the Board will be 70% to 30% after Mr McKenzie's retirement and assuming Messrs Meintjes, Mouton and Verster are re-elected.

Based on the results of the evaluation of the composition of the Board and the past performance and contribution of the respective Directors and experience that they bring to the Board, together with insight into various aspects of the business, the directors' affairs committee recommends to shareholders that Messrs Meintjes, Mouton and Verster be re-elected to the Board.

The Memorandum of Incorporation requires that Directors be elected by shareholders by way of an ordinary resolution.

Ordinary resolution number 1

"Resolved that Mr Daniel Petrus Meintjes, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible, offers himself for re-election, be and is hereby re-elected as an independent non-executive Director of the Company."

Ordinary resolution number 2

"Resolved that Mr Petrus Johannes Mouton, who retires by rotation in terms of the Memorandum of Incorporation 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 3

"Resolved that Mr Jean Pierre Verster, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible, offers himself for re-election, be and is hereby re-elected as an independent non-executive Director of the Company."

* *The percentage of voting rights that is required for ordinary resolutions numbers 1 to 3 to be adopted is more than 50% of the voting rights exercised on each resolution.*

5. Confirmation of appointment of Directors

In terms of clause 26.1.2 of the Memorandum of Incorporation, all Directors must be elected by an ordinary resolution of the shareholders at a general or annual general meeting of the Company. In terms of clause 26.4.1.1 of the Memorandum of Incorporation, the Directors may appoint a person as a director, to fill any vacancy on the Board on a temporary basis, provided that such appointment is confirmed by the shareholders at the next annual general meeting of the Company.

The Board appointed Ms Cora Hedwick Fernandez, Prof Stanislaus Alexander du Plessis and Mr Vusumuzi Mahlangu as independent non-executive Directors of Capitec and its wholly owned, unlisted banking subsidiary, Capitec Bank Limited (registration number 1980/003695/06) (**"Capitec Bank"**) effective 25 September 2020. Summaries of Ms Fernandez, Prof du Plessis and Mr Mahlangu's curricula vitae are included in Annexure A to this Notice on page 17. Shareholders are requested to confirm the appointments of Ms Fernandez, Prof du Plessis and Mr Mahlangu to the Board.

Ms Fernandez, Prof du Plessis and Mr Mahlangu's appointments to the Boards of Capitec and Capitec Bank enhance the independence, technical skills and experience of the Boards.

Ordinary resolution number 4

"Resolved that the appointment of Ms Cora Hedwick Fernandez as an independent non-executive Director be and is hereby confirmed."

Ordinary resolution number 5

"Resolved that the appointment of Prof Stanislaus Alexander du Plessis as an independent non-executive Director be and is hereby confirmed."

Ordinary resolution number 6

"Resolved that the appointment of Mr Vusumuzi Mahlangu as an independent non-executive Director be and is hereby confirmed."

* *The percentage of voting rights that is required for ordinary resolutions numbers 4 to 6 to be adopted is more than 50% of the voting rights exercised on each resolution.*

6. Re-appointment of auditors

The Company, being a public company which is listed on the stock exchange operated by JSE Limited (the **"JSE"**), is required to have its annual financial statements audited by an external auditor. In terms of the Memorandum of Incorporation, the external auditor is required to be appointed annually by shareholders at the Company's AGM.

PricewaterhouseCoopers Inc. and Deloitte & Touche are acting as joint auditors of the Group.

In terms of section 92 of the Act dealing with the rotation of auditors, Mr M Meyer was appointed as the new engagement partner for PricewaterhouseCoopers Inc. on 26 September 2018. Deloitte & Touche was appointed as external auditor of the Group for the first time in 2020. Mr D Shipp is the engagement partner for Deloitte & Touche.

The audit committee of the Company has considered the continued independence of the auditors and has concluded that there is no reason to believe that either of the auditors has not acted with unimpaired independence at all times. As recommended by the King IV Report on Corporate Governance™ for South Africa, 2016, the audit committee further confirmed with reference to audit quality indicators, that the audit quality for the year ended 28 February 2021 was satisfactory. The audit committee has therefore recommended that PricewaterhouseCoopers Inc. and Deloitte & Touche be re-appointed as auditors of the Company in compliance with section 90(1) of the Act.

Refer to pages 142 and 144 of the Integrated Annual Report where matters relating to the Company's external auditors are dealt with.

Ordinary resolution number 7

"Resolved that PricewaterhouseCoopers Inc. be re-appointed as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company."

Ordinary resolution number 8

"Resolved that Deloitte & Touche be reappointed as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company."

* *The percentage of voting rights that is required for ordinary resolutions numbers 7 and 8 to be adopted is more than 50% of the voting rights exercised on each resolution.*

7. Specific authority to issue certain Loss Absorbent Capital Securities for cash

The relevant legislation which provides for the implementation of the Basel 3 Accord in South Africa (**"Capital Regulations"**) includes the Banks Act, as read with the Regulations Relating to Banks (**"Regulations"**) and certain circulars, guidance notes and directives issued by the Prudential Authority in terms of section 6(5) of the Banks Act (in particular, Guidance Note 06/2017 headed *"Loss absorbency requirements for Additional Tier 1 and Tier 2 capital"*, dated 14 August 2017 (**"Guidance Note 6"**).

Banks and bank controlling companies are required to maintain adequate capital levels on the basis set out in the Banks Act, the Regulations and as further determined by the Prudential Authority. In terms of Regulation 38 of the Regulations, banks and bank controlling companies can raise capital defined as "common equity tier 1 capital", "additional tier 1 capital" and "tier 2 capital" (**"Regulatory Capital"**). In order for the proceeds of the issue of shares or debt instruments (**"Securities"**) to rank as Regulatory Capital, the Securities must comply with the specific requirements as set out in the relevant Regulations.

In particular, the relevant Regulations (as read with Guidance Note 6) require that the terms and conditions of Securities, the proceeds of the issue of which are intended to qualify as "additional tier 1 capital" or "tier 2 capital", as applicable (**"Loss Absorbent Capital Securities"**), must contain terms and conditions that provide for such Loss Absorbent Capital Securities either to be converted into ordinary shares, or to be written off, upon the occurrence of the relevant "trigger event".

In principle, the "trigger event" for Loss Absorbent Capital Securities will be the event specified in writing by the Prudential Authority, subject to certain prescribed criteria set out in the relevant Regulations as read with Guidance Note 6 (**"Trigger Event"**). In terms of the relevant Regulations (as read with Guidance Note 6), a Trigger Event is likely only to occur where the Company or Capitec Bank, as applicable, becomes financially non-viable, as determined by the Prudential Authority. Notwithstanding the occurrence of the Trigger Event, the Prudential Authority has a discretion (among other discretions) (i) to take action and allow the write-off or conversion to occur, or (ii) to take no action and not require the write-off or conversion to occur.

The ordinary shares into which Loss Absorbent Capital Securities must be converted, upon the occurrence of a Trigger Event, must be the ordinary shares of a company which is listed on a regulated stock exchange. Therefore, if the Company or Capitec Bank issues Loss Absorbent Capital Securities that are required to be converted into ordinary shares upon the occurrence of a Trigger Event (**"Loss Absorbent Convertible Capital Securities"**), such ordinary shares will be the ordinary shares of the Company (**"Ordinary Shares"**), the listed entity. It should therefore be noted that the ordinary shares into which Loss Absorbent Convertible Capital Securities issued by Capitec Bank will be converted upon the occurrence of a Trigger Event will be Ordinary Shares.

Where the Company or Capitec Bank, as applicable, issues Loss Absorbent Capital Securities that are to be written off upon the occurrence of a Trigger Event (**"Loss Absorbent Write-Off Capital Securities"**), the terms of the Loss Absorbent Write-Off Capital Securities must provide that, upon the occurrence of a Trigger Event, the Loss Absorbent Write-Off Capital Securities will be written off. The terms and conditions of the Loss Absorbent Write-Off Capital Securities may also provide for no compensation to be paid upon such write-off, or for compensation in the form of Ordinary Shares to be paid, upon such write-off, to the holders of the Loss Absorbent Write-Off Capital Securities.

The relevant Regulations and the JSE Listings Requirements require that the approval of the relevant shareholders and the approval of the Prudential Authority be obtained prior to the issue of Loss Absorbent Convertible Capital Securities and Loss Absorbent Write-Off Capital Securities which provide for compensation in the form of Ordinary Shares to be paid where such Loss Absorbent Write-Off Capital Securities are written off (together, the **"relevant Loss Absorbent Capital Securities"**), to facilitate the issue of the Ordinary Shares in the event that a Trigger Event occurs.

Specific authority to issue certain Loss Absorbent Capital Securities for cash

The Board may resolve to issue the relevant Loss Absorbent Capital Securities for cash from time to time as part of the Company's normal fundraising exercises to support book growth, increase its footprint nationally and to maintain a healthy capital adequacy ratio.

In terms of the Regulations and the JSE Listings Requirements, all shareholder approvals must be obtained prior to the issue of the relevant Loss Absorbent Capital Securities to enable:

- the Company or Capitec Bank, as applicable, to issue the relevant Loss Absorbent Capital Securities; and
- the Company to issue Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities.

The purpose of ordinary resolution number 9 is for shareholders of the Company to approve and authorise the Directors to issue:

- the relevant Loss Absorbent Capital Securities (and approve the issue of the relevant Loss Absorbent Capital Securities by Capitec Bank); and
- Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, subject to certain terms and conditions.

Ordinary resolution number 9

"Resolved that, subject to the provisions of the Memorandum of Incorporation, the JSE Listings Requirements, the Capital Regulations and the Act, the Directors be and are hereby authorised, by way of a specific authority, to issue:

- the relevant Loss Absorbent Capital Securities (and approve the issue of the relevant Loss Absorbent Capital Securities by Capitec Bank) to a maximum aggregate issue price which does not exceed R1.5 billion (one billion five hundred million Rand) (**"Issue Price"**), provided that any such issue of the relevant Loss Absorbent Capital Securities under this authority shall be subject to the then current Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the Currency and Exchanges Act, Act 9 of 1933, as amended (where applicable); and
- Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, on such terms and conditions as the Directors may deem fit, provided that:
  - the subscription price of the Ordinary Shares to be issued to the holders of the relevant Loss Absorbent Capital Securities upon the occurrence of a Trigger Event, shall be the greater of:
    - the arithmetic mean (that is, the volume-weighted average price) of the Ordinary Shares for the 5 (five) consecutive dealing days immediately prior to the occurrence of the Trigger Event, as published by the JSE; or
    - 20% of the closing price of the Ordinary Shares as published by the JSE (**"Closing Value"**), as at the issue date of the relevant Loss Absorbent Capital Securities; and

– the number of Ordinary Shares to be received by such holders, upon the occurrence of a Trigger Event, will be determined with reference to the aggregate Issue Price of the relevant Loss Absorbent Capital Securities divided by the subscription price of the Ordinary Shares determined in accordance with the formula set out above, and then rounding the resultant figure downward to the nearest whole number. It is recorded that, notwithstanding that the maximum aggregate Issue Price of the relevant Loss Absorbent Capital Securities may not exceed R1.5 billion (one billion five hundred million Rand) (as set out above), such aggregate Issue Price will be reduced (and thus fewer Loss Absorbent Capital Securities will be issued) if the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities would result in more than 10 600 000 Ordinary Shares being issued to such holders. Accordingly, the maximum number of Ordinary Shares that may be issued in terms of this specific authority, subject to the occurrence of a Trigger Event, is 10 600 000 Ordinary Shares which amounts to 9.17% of the ordinary share capital of Capitec as at the date of this Notice.

Example of potential dilution at current share trading levels

Assuming that the aggregate Issue Price of the relevant Loss Absorbent Capital Securities is R1.5 billion and that the Closing Value of the Ordinary Shares as at the issue date of the relevant Loss Absorbent Capital Securities is R1 338.75[(1)] (and higher than the volume-weighted average price in the formula set out above), this would result in the issue of 5 602 241 Ordinary Shares upon the occurrence of the relevant Trigger Event, which amounts to 4.85% of the ordinary share capital of the Company as at the date of this Notice. This is the maximum number of Ordinary Shares that, upon the occurrence of the relevant Trigger Event, could be issued to the holders of the relevant Loss Absorbent Capital Securities, irrespective of which leg of the formula set out above is used to determine the subscription price of the Ordinary Shares. For purposes of this calculation, a Closing Value of R1 338.75 per Ordinary Share is assumed, and the aggregate Issue Price of R1.5 billion is divided by R267.75 per Ordinary Share (being 20% of the assumed Closing Value of R1 338.75 per Ordinary Share).

[(1)] *For purposes of the above example, the Closing Value as at 26 February 2021 was used.*

This authority will be valid until the earlier of the date of the Company's next annual general meeting or 15 months from the date of this resolution."

* *The percentage of voting rights that is required for this ordinary resolution number 9 to be adopted is at least 75% of the voting rights exercised on the resolution.*

Refer to Annexure B to this Notice on page 19 for general information in respect of the above specific authority.

8. General authority to issue Ordinary Shares for cash

The Board may be required to issue Ordinary Shares for cash from time to time as part of the Company's normal fundraising exercises to support book growth, organic growth and to maintain a healthy capital adequacy ratio.

In terms of clause 6.7.2 of the Memorandum of Incorporation and paragraph 5.52 of the JSE Listings Requirements, the Directors may issue Ordinary Shares for cash if shareholders generally approve such issue at a general meeting of the Company by giving a renewable mandate. The mandate will be valid until the earlier of the date of the Company's next annual general meeting or for 15 months from the date on which ordinary resolution number 10 is passed, and will allow the Directors to issue Ordinary Shares for cash, subject to the JSE Listings Requirements and to any other restrictions set out in the mandate. The purpose of ordinary resolution number 10 is for shareholders to approve the issue of Ordinary Shares for cash by the Board, subject to certain terms and conditions.

Ordinary resolution number 10

"Resolved that, subject to the provisions of the Memorandum of Incorporation, the JSE Listings Requirements, the Banks Act and the Act, the Directors be and are hereby authorised, by way of a general approval, to issue Ordinary Shares and/or options or securities which are convertible into an existing class of securities (other than the relevant Loss Absorbent Capital Securities which are dealt with under ordinary resolution number 9 above), for cash to such person or persons and on such terms and conditions as they may deem fit, provided that:

- the authority will be valid until the earlier of the date of the Company's next annual general meeting or 15 months from the date on which this resolution is passed;
- the issue must be of a class of securities already in issue or limited to such securities or rights that are convertible into a class already in issue;
- the securities, which are the subject of the issue for cash, must be issued to public shareholders as defined in the JSE Listings Requirements and not to related parties;
- the maximum number of Ordinary Shares that may be issued in terms of this general authority is 5 781 350, it being recorded that Ordinary Shares which may be issued pursuant to a rights offer to shareholders will not diminish the number of Ordinary Shares that may comprise the number of Ordinary Shares that can be issued as contemplated in this ordinary resolution number 10. As at the date of this Notice, the Company has 115 626 991 Ordinary Shares in issue, and therefore, the maximum number of Ordinary Shares that may be issued in terms of this ordinary resolution number 10 amounts to 5% of the issued ordinary share capital of the Company. In the event of a subdivision or consolidation of the ordinary share capital of the Company during the period of this authority, the number of Ordinary Shares that may be issued in terms of this ordinary resolution number 10 will be adjusted accordingly;
- in determining the price at which an issue of equity securities may be made in terms of this general approval, the maximum discount permitted will be 10% of the weighted average traded price of such equity securities as measured over the 30 business days prior to the date on which the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the Company's equity securities have not traded in such 30-business-day period; and
- if the issued equity securities represent, on a cumulative basis, 5% or more of the number of equity securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on the Stock Exchange News Service of the JSE (**"SENS"**)."

* *The percentage of voting rights that is required for this ordinary resolution number 10 to be adopted is at least 75% of the voting rights exercised on the resolution.*

9. Non-binding endorsement of the remuneration policy and its implementation

The reason for and effect of ordinary resolutions numbers 11 and 12 is to obtain non-binding advisory votes of shareholders on the remuneration policy of the Group and the implementation thereof as set out in the remuneration report. The votes enable shareholders to express their views on the remuneration policy adopted by the human resources and remuneration committee of the Group. Shareholders are reminded that ordinary resolutions numbers 11 and 12 are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to existing remuneration agreements. However, the Board will take the outcome of the votes into consideration when considering amendments to the Company's remuneration policy and/or its implementation. In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the voting rights exercised, the Board will initiate engagement with the relevant shareholders and the outcome thereof will be disclosed in the 2022 integrated annual report.

The remuneration report commences on page 118 of the Integrated Annual Report which is available at **www.capitecbank.co.za/investor-relations**.

Ordinary resolution number 11

"Resolved that, in line with good corporate governance practice, the remuneration policy of the Group (excluding the directors' fees paid to the non-executive Directors for their services as directors and membership of Board committees) as set out in the remuneration report commencing on page 118 of the Integrated Annual Report, be and is hereby endorsed."

Ordinary resolution number 12

"Resolved that, in line with good corporate governance practice, the implementation report in regard to the remuneration policy of the Group (excluding the directors' fees paid to the non-executive Directors for their services as directors and membership of Board committees) as set out in the remuneration report commencing on page 118 of the Integrated Annual Report, be and is hereby endorsed."

* *The percentage of voting rights that is required for ordinary resolutions numbers 11 and 12 to be adopted is more than 50% of the voting rights exercised on each of the resolutions.*

10. Authority to amend the definition of employee in the Capitec Bank Holdings Share Trust Deed

The Company established a share incentive scheme (**"Share Incentive Scheme"**) in terms of the Capitec Bank Holdings Share Trust Deed (IT3044/2000) (**"Share Trust Deed"**) (**"Trust"**), the terms of which were approved by the shareholders at a general meeting of the Company held on 7 February 2002, and subsequent amendments thereto approved by shareholders at annual general meetings of the Company held on 2 June 2010 and 30 May 2014 respectively, The purpose of the Share Incentive Scheme is to incentivise key members of senior management (**"Key Individuals"**) to remain in the long-term employ of the Group and align their interests in the Group with those of shareholders of the Company. In terms of the Share Trust Deed, employees can be offered Ordinary Shares or be granted options to purchase or subscribe for Ordinary Shares. Currently the trustees of the Trust are Mr CA Otto and Prof MM Loubser. Mr Otto is a Director and Prof Loubser is a practising attorney as well as professor of law emeritus at the Faculty of Law, Stellenbosch University.

In terms of the Share Trust Deed, Ordinary Shares can only be offered, or an option to subscribe for Ordinary Shares can only be granted to individuals employed by the Group. The Board considers the Share Incentive Scheme as an important tool to recruit Key Individuals. The Board therefore needs to be in a position to offer Ordinary Shares or grant options to subscribe for Ordinary Shares as an incentive to individuals considered as potential Key Individuals, to join the Group. This is especially relevant for the determination of the purchase price of Ordinary Shares or an option to subscribe for Ordinary Shares to be granted to prospective Key Individuals if there is a long lead period between the date on which the letter of appointment is signed and the effective date of employment. It is therefore proposed that the definition of "employee" be amended to include prospective employees to whom a firm offer of appointment has been made and who have agreed in writing to such appointment, based on the employment offer made to him/her.

The definition of "employee" currently reads as follows: ""employee" means anyone (including any executive or non-executive director) employed by the company or any of its subsidiary or associated companies from time to time, including any consultant on the basis that such consultant is, whilst providing his consultancy services, employed by the company or any of its subsidiary or associated companies in terms of a fixed arrangement in this regard, provided that for the purposes hereof an employee who is permitted by his employer to devote a reasonable amount of his time to his private affairs shall fall within the definition of an employee".

Ordinary resolution number 13

"Resolved that the Capitec Bank Holdings Share Trust Deed (IT 3044/2000), which governs the Share Incentive Scheme provided for in the Capitec Bank Holdings Share Trust, be amended as follows to provide for the amended definition of "employee" and consequential changes as set out below:

1. Deletion of the entire clause 1.2.15 and the substitution thereof with the following new clause 1.2.15:

   "1.2.15 "employee" means anyone (including any executive director) employed or to be employed by the company or any entity in the group from time to time, including anyone who has signed a written letter of employment (which must also be signed by a representative of the group), to work for the company or any entity in the group at such future date as set out in the said letter of employment and any consultant on the basis that such consultant is, whilst providing his consultancy services, employed, or to be employed by the company or any entity in the group in terms of a fixed arrangement in this regard, provided that for the purposes hereof an employee who is permitted by his employer to devote a reasonable amount of his time to his private affairs shall fall within the definition of an employee;"

2. Addition of the following phrase at the end of clause 19.5: "or cancellation of letter of appointment" so that the amended clause 19.5 reads as follows:

   "19.5 Termination of employment for any other reason or cancellation of letter of appointment"

3. Inclusion of the phrase "cancellation or termination of his letter of appointment," after "retirement," and before "resignation" in the second line of clause 19.5.1 so that the amended clause 19.5.1 reads as follows:

   "19.5.1 If a beneficiary ceases to be an employee for any reason, including inter alia his redundancy, retrenchment, retirement, cancellation or termination of his letter of appointment, resignation or his dismissal on grounds of misconduct, poor performance or proven dishonest or fraudulent conduct, or for whatever other reason other than those set out in clause 19.3 and 19.4 above, then in respect of those of the beneficiary's reserved shares which have been purchased and which have not been paid for on the date that the beneficiary ceases to be an employee ("the termination date") or, if paid for, have not been released from the provisions of clause 18.2 on the termination date, the trustees shall be entitled to re-acquire all those shares at an amount equal to the purchase price at which such beneficiary originally acquired such shares from the trustees together with interest thereon at the lower of the actual interest rate, if the purchase of such shares had been financed by such employee, and the prime bank overdraft rate from time to time of Standard Bank of Southern Africa Limited, which repurchase price shall, in the first instance, be set-off against the amount owing to the trust in respect of the scheme debt and the balance, if any, shall be paid in cash to the beneficiary, provided that, to the extent that notwithstanding set-off, the scheme debt exceeds the amount of the repurchase price payable by the trustees, the remaining balance of the scheme debt then outstanding shall be due, owing and payable, on demand by such beneficiary to the trust;"

4. Inclusion of the phrase "cancellation or termination of his letter of appointment," after "retirement," and before "resignation" in the second line of clause 21.1.6 so that the amended clause 21.1.6 reads as follows:

   "21.1.6 if the beneficiary ceases to be an employee for any other reason, including inter alia, his retrenchment, redundancy, retirement, cancellation or termination of his letter of appointment , resignation or dismissal as contemplated in clause 19.5, save as provided for in 21.1.3, 21.1.4 or 21.1.5; or""

* *The percentage of voting rights that is required for this ordinary resolution number 13 to be adopted is at least 75% of the votes exercised on the resolution.*

11. Approval of non-executive Directors' remuneration

Section 66(9) of the Act and clause 28.1 of the Memorandum of Incorporation require that remuneration payable to Directors for their services as directors of the Company, be authorised by shareholders by way of a special resolution.

In the circumstances, the Company requires that shareholders approve the fees payable to non-executive Directors as recommended by the human resources and remuneration committee and approved by the Board. Non-executive Directors are paid a fixed fee for their services as directors of the Company and Capitec Bank. The fee is not dependent on attendance of Board and Board committee meetings and is under normal circumstances adjusted on an annual basis.

The fees paid to non-executive Directors for the financial year ended on 28 February 2021 are set out on page 130 of the Integrated Annual Report.

Executive Directors receive remuneration for services as employees of Capitec Bank. No fees are paid to them for their services as directors of any of the companies in the Group. The remuneration policy of Capitec Bank is set out on pages 118 to 137 of the Integrated Annual Report and the remuneration paid to the executive Directors for the financial year ended on 28 February 2021 on pages 118 to 137 and pages 258 to 265 of the Integrated Annual Report. The purpose of special resolution number 1 is to enable the Company to pay non-executive Directors for their services rendered as directors of the Company. The proposed fees payable to non-executive Directors for their services as directors of the Company for the financial year ending on 28 February 2022 are set out below. The fees were not increased in respect of the 2021 financial year.

Special resolution number 1

"Resolved that, in terms of section 66(9) of the Act, non-executive Directors be paid fees for services rendered as directors of the Company and Capitec Bank during the financial year ending on 28 February 2022, in accordance with the scale of remuneration as set out below:

	FY2022 R	FY2021 R
Chairman of the Board[(1)]	**3 250 000**	2 500 000
Lead independent Director[(2)]	**300 000**	300 000
Board membership[(3)]	**475 000**	450 000
Chairmen of committees[(3)]		
Audit committee	**585 000**	450 000
Risk and capital management committee	**475 000**	450 000
Human resources and remuneration committee	**370 000**	350 000
Social and ethics committee	**253 000**	200 000
Committee membership[(3)]		
Audit committee	**260 000**	200 000
Risk and capital management committee	**250 000**	200 000
Human resources and remuneration committee	**174 000**	150 000
Social and ethics committee	**105 000**	80 000
Board subcommittee[(4)]	**73 500**	70 000

*The fees listed above are excluding value added tax (**"VAT"**) as may be applicable.*

(1) The chairman of the Board is paid a retainer as chairman of the Board and receives no further payment for membership of committees.

(2) The lead independent Director is paid a retainer as lead independent director of the Board in addition to fees due to him for membership of the Board and Board committees as well as chairman of any Board committees.

(3) Non-executive Directors receive a retainer fee per membership of the Board and each of the Board committees.

(4) The Board has delegated authority to a subcommittee of 4 members with authority to any 3 to consider matters such as unbudgeted expenditure in-between meetings.

No fees are payable in respect of the directors' affairs committee."

* *The percentage of voting rights that is required for this special resolution number 1 to be adopted is at least 75% of the votes exercised on the resolution.*

12. Authority to repurchase shares

In terms of paragraph 5.67(B)(b) of the JSE Listings Requirements, but subject to the Banks Act and the JSE Listings Requirements, the Company may repurchase Ordinary Shares, and subsidiaries of the Company (subject, in the case of Capitec Bank, to the Banks Act) may purchase Ordinary Shares, subject to the general approval of shareholders given as a renewable mandate by way of a special resolution. The mandate of the shareholders to the Directors to repurchase or purchase Ordinary Shares is subject to the requirements of the JSE Listings Requirements and to any other restrictions set out in the mandate. The mandate shall be valid until the earlier of the date of the Company's next annual general meeting or 15 months from the date on which the special resolution is passed. The purpose of special resolution number 2 is to authorise the Company and its subsidiaries to repurchase or purchase, as the case may be, Ordinary Shares. The JSE Listings Requirements require that the following information be disclosed to shareholders when a resolution to repurchase shares is submitted for consideration:

Refer to Annexure B to this Notice on page 19 for general information in respect of:

- Directors' statement of responsibility;
- major shareholders;
- material changes; and
- the share capital of the Company.

For Directors' interests in securities, refer to pages 258 to 260 of the Integrated Annual Report.

Statement by the Board

In accordance with the JSE Listings Requirements, the Directors state that:

- although the Directors have no immediate intention to effect a repurchase of the Ordinary Shares, the Directors believe that the Company should retain the flexibility to take action in the event that a repurchase is considered to be desirable and in the best interest of shareholders. One such eventuality could be the acquisition of Ordinary Shares by subsidiaries for delivery in terms of the Share Incentive Scheme, governed in terms of the Capitec Bank Holdings Share Trust Deed, the terms of which were approved by shareholders at a general meeting of the Company held on 7 February 2002, and amendments thereto approved by shareholders at the annual general meetings of the Company held on 2 June 2010 and on 30 May 2014. Any repurchases under special resolution number 2 by the Company or purchases by a subsidiary of the Company of Ordinary Shares will be at market value in accordance with the provisions set out under special resolution number 2. The Directors do not seek authority to repurchase more than 5% of the Ordinary Shares;
- a repurchase of Ordinary Shares may only be effected pursuant to the authority given under special resolution number 2 if, having considered the effect of the maximum number of Ordinary Shares (which for the avoidance of doubt shall not be more than 5% of the Ordinary Shares) that may be acquired pursuant to the authority given under special resolution number 2:
  - any such general repurchase will be subject to the applicable provisions of the Act (including section 48(8) of the Act);
  - the Company and the Group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of this Notice;
  - the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of this Notice, such assets and liabilities being recognised and measured in accordance with International Financial Reporting Standards and in accordance with the accounting policies used in the audited annual financial statements of the Company and the Group for the year ended 28 February 2021;
  - the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Notice; and
  - the working capital available to the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Notice.

Special resolution number 2

"Resolved that, subject to the Banks Act, the JSE Listings Requirements and the Act, the Company and/or its subsidiaries be and are hereby authorised, by way of a general approval, to acquire Ordinary Shares up to a maximum of 5% of the issued ordinary share capital of the Company, upon such terms and conditions and in such amounts as the Directors may from time to time decide, provided that:

- such general approval shall expire on the earlier of the date of the Company's next annual general meeting or 15 months from the date on which this special resolution is passed;
- the acquisition is authorised by the Company's Memorandum of Incorporation;
- purchases in the market will 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 (reported trades are prohibited);
- an announcement, as contemplated in the JSE Listings Requirements, will be published when the Company and/or its subsidiaries have acquired, on a cumulative basis, 3% of the initial number of Ordinary Shares in issue on the date on which this special resolution is passed and for each 3% in aggregate of that initial number acquired thereafter;
- the aggregate number of Ordinary Shares which may be acquired will not, in aggregate, in any one financial year, exceed 5% of the number of Ordinary Shares in issue.;
- an acquisition may not be made at a price greater than 10% above the weighted average of the market value of the Ordinary Shares for the 5 business days immediately preceding the date on which the transaction is effected. The JSE will be consulted for a ruling if the Ordinary Shares have not traded in such five-business-day period;
- at any point in time, the Company may only appoint one agent to effect any acquisition(s) on the Company's behalf;
- the Board has resolved: (i) to authorise the acquisition; and (ii) that the Company and its subsidiaries have passed the solvency and liquidity test and that the Company and/or its subsidiaries will not continue with the acquisition if after the date of such resolution there has been a material change to the financial position of the Group unless a further solvency and liquidity test is performed and passed; and
- Ordinary Shares may not be acquired during any prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless a repurchase programme is in place in respect of which the dates and quantities of Ordinary Shares to be traded during such period are fixed, has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party."

* *The percentage of voting rights that is required for this special resolution number 2 to be adopted is at least 75% of the votes exercised on the resolution.*

13. Financial assistance

13.1 Financial assistance to related companies and corporations

In terms of the Act and clause 28.4 of the Memorandum of Incorporation, the Board may authorise the Company to provide direct or indirect financial assistance to, *inter alia*, any company or corporation, which is related or inter-related to the Company, provided that shareholders have approved such financial assistance by way of a special resolution. The purpose of special resolution number 3 is to empower the Board to authorise the Company to, *inter alia*, grant loans to any company or corporation which is related or interrelated to the Company and to guarantee the debts of such companies or corporations.

Notice to shareholders of the Company, in terms of section 45(5) of the Act, of a Board resolution authorising the Company to provide financial assistance as contemplated in section 45(2) of the Act

By the time that this Notice is delivered to shareholders, the Board will have resolved, in terms of the relevant authority granted by shareholders at the annual general meeting held on Friday, 29 May 2020, that the Company will, from time to time, provide any direct or indirect financial assistance as contemplated in section 45(2) of the Act to, *inter alia*, any one or more companies or corporations which are related or inter-related to the Company (**"Section 45 Board Resolution"**). The provision of direct or indirect financial assistance by the Company in terms of the Section 45 Board Resolution will be subject to the Board being satisfied that: (i) immediately after providing such financial assistance, the Company will continue to satisfy the solvency and liquidity test; and that (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company, as contemplated in section 45(3)(b) of the Act. Loans which may be granted to subsidiaries of the Company will be for purposes of normal operating activities of the Group.

Intragroup loans as at 28 February 2021

Intragroup loans are detailed in note 35 of the audited annual financial statements for the year ended 28 February 2021, included in the Integrated Annual Report.

Inasmuch as the Section 45 Board Resolution contemplates that such financial assistance will, in the aggregate, exceed one-tenth of one per cent of the Company's net worth as at the date of adoption of such resolution, the Company hereby provides notice of the Section 45 Board Resolution to shareholders in accordance with section 45(5) of the Act.

Special resolution number 3

"Resolved that, in terms of section 45(3)(a)(ii) of the Act, and subject to the Act, the Board be and is hereby authorised, by way of a general approval, to authorise the Company to provide, at any time and from time to time during the period of 2 years from the date on which this special resolution number 3 is passed, any financial assistance (as envisaged in sections 45(1) and 45(2) of the Act) to any company or corporation which is related or inter-related to the Company, on the terms and conditions and for such amounts as the Board may determine."

* *The percentage of voting rights that is required for this special resolution number 3 to be adopted is at least 75% of the votes exercised on the resolution.*

13.2 Financial assistance relating to the acquisition of Ordinary Shares in terms of a Restricted Share Plan for senior managers

In terms of the Act and clause 16 of the Memorandum of Incorporation, the Board may authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person (including employees of the Company or any company in the Group) for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company, provided that shareholders have approved such financial assistance for the acquisition of securities by way of a special resolution.

Eligible Staff

The purpose of this special resolution number 4 is to afford the Board the authority to authorise the Company to provide any direct or indirect financial assistance for the acquisition of Ordinary Shares by, and/or the grant of Ordinary Shares to eligible permanently employed senior managers (which expressly excludes any permanent members of the group executive committee and any Directors of the Company or of any company in the Group) (**"Eligible Staff"**) in terms of section 44 of the Act.

Restricted Share Plan

The Board has approved an incentive scheme for Eligible Staff to facilitate closer alignment of Eligible Staff's performance goals with shareholders' expectations for the Company's performance (**"Restricted Share Plan"**). In terms of the rules adopted in respect of the Restricted Share Plan, Ordinary Shares will be purchased in the market and not issued for purposes of the Restricted Share Plan.

In terms of the Restricted Share Plan, the Company will, from time to time, provide any direct or indirect financial assistance as may be applicable to Eligible Staff, for purposes of the acquisition of Ordinary Shares. In terms of the Restricted Share Plan, future tranches of deferred cash bonuses that have been earned and that mature over a predetermined number of years (which shall be determined by the Board from time to time and is currently a minimum of 3 years) may be utilised by Eligible Staff to acquire Ordinary Shares, on the basis that the sale of such Ordinary Shares is restricted until the date on which the cash bonuses would have matured. In addition, in terms of the Restricted Share Plan, the Company will increase such portion of the cash bonus that is invested in Ordinary Shares by 10% for investment in additional Ordinary Shares.

The provision of direct or indirect financial assistance for the acquisition of Ordinary Shares in terms of the Restricted Share Plan as detailed above will be subject to the Board being satisfied that: (i) immediately after providing such financial assistance, the Company will continue to satisfy the solvency and liquidity test; and that (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company, as contemplated in section 44(3)(b) of the Act.

Special resolution number 4

"Resolved that, in terms of section 44(3)(a)(ii) of the Act, and subject to the Act, the Board be and is hereby authorised, by way of a general approval, at any time and from time to time during the period of 2 years from the date on which this special resolution number 4 is passed, to authorise the Company to provide any direct or indirect financial assistance for the acquisition of Ordinary Shares to Eligible Staff for the purpose of, or in connection with, the Restricted Share Plan in such manner as the Board, in its discretion considers appropriate, subject to the following:

- Eligible Staff will have voting rights and earn dividends on the Ordinary Shares acquired, but the said shares shall be restricted from sale for such period as the Board may determine in respect of the relevant participant; and
- Additional restrictions or eligibility requirements or considerations may be applicable from time to time, as the Board in its discretion considers appropriate."

* *The percentage of voting rights that is required for this special resolution number 4 to be adopted is at least 75% of the votes exercised on the resolution.*

14. Other business

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

Notes to the Notice of the AGM

A. Record date

The record date in terms of section 59 of the Act for shareholders to be recorded on the securities register of the Company in order to:

- receive this Notice is Friday, 16 April 2021; and
- attend, participate in and vote at the AGM, is Friday, 21 May 2021, and, accordingly, the last day to trade is Tuesday, 18 May 2021.

Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 3 business days after such trade. Therefore, shareholders who acquire shares after close of trade on Tuesday, 18 May 2021 will not be eligible to attend, participate in and vote at the AGM.

B. Voting and proxies

(i) Shareholders are reminded that:

- a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy) to attend, participate in and vote at the AGM in place of the shareholder. Shareholders are referred to the attached proxy form;
- a proxy need not also be a shareholder of the Company; and
- in terms of section 63(1) of the Act, any person attending or participating in a meeting of shareholders 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 shareholder or as proxy for a shareholder) has been reasonably verified.

(ii) Certificated shareholders and dematerialised shareholders with "own-name" registration who are unable to attend the AGM and who wish to be represented at the AGM, must complete and return the attached proxy form in accordance with the instructions contained therein, so as to be received by the transfer secretary, being Computershare Investor Services Proprietary Limited, Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or, via email at **proxy@computershare.co.za** by no later than 2.30 pm on Wednesday, 26 May 2021. Proxies may be submitted after this time via email at **proxy@computershare.co.za** at any time prior to the proxy exercising any rights of the shareholder at the AGM, subject to the transfer secretary verifying the proxy form and proof of identification before shareholder rights are exercised at the AGM (or any adjournment of the AGM).

(iii) Dematerialised shareholders without "own-name" registration who wish to attend the AGM in person must request their CSDP or broker to provide them with the necessary LOR in accordance with the relevant custody agreement. Dematerialised shareholders without "own-name" registration who do not wish to attend the AGM but wish to be represented at the AGM must advise their CSDP or broker of their voting instructions. Such shareholders should contact their CSDP or broker with regard to the cut-off time for their voting instructions.

(iv) Shareholders present in person, by proxy or by authorised representative shall, on a show of hands, have one vote each and, on a poll, have one vote in respect of each share held. It is intended that voting will be conducted electronically by way of a poll.

(v) **Electronic participation:** As stated above, participation in the AGM will be via electronic communication and shareholders must follow the instructions for registration and participation set out on page 1 of this Notice. Neither the Company nor Lumi Global 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 would prevent any shareholder from participating in and/or voting at the AGM.

By order of the Board

YM Mouton
Company secretary

28 April 2021

Annexure A

Summary curricula vitae of Directors who are eligible for re-election or whose appointment is to be confirmed at the AGM

Independent non-executive Directors

Stanislaus Alexander du Plessis (48) ("Stan")

BCom (Mathematics), BCom Hons (Economics), MPhil (Economics), PhD (Economics), AMP

Chairman of the risk and capital management committee

Stan is chief operating officer and professor of economics at Stellenbosch University. He is a specialist in macroeconomics and monetary policy and has been an advisor to the South African Reserve Bank and National Treasury on macroeconomic policy. He serves on various boards and committees of the university. Previous positions include economist at Prescient Securities and Old Mutual Asset Managers (UK). He is the chairman of the Bureau for Economic Research governance committee and a past president of the Economic Society of South Africa.

Stan was appointed to the Boards of Capitec and Capitec Bank on 25 September 2020.

Cora Hedwick Fernandez (47) ("Cora")

BCom, BCompt (Hons), CA(SA)

Cora is a chartered accountant with extensive experience in investment management and private equity. She serves on various boards including Sphere Holdings, Spur Corporation and Tiger Brands. She also serves on committees of 27four Black Business Growth Fund, Allan Gray and the National Empowerment Fund. She previously served as chief executive: institutional business at Sanlam Investment Holdings, managing director of Sanlam Investment Management and chief executive officer of Sanlam Private Equity.

Cora was appointed to the Boards of Capitec and Capitec Bank on 25 September 2020.

Vusumuzi Mahlangu (50) ("Vusi")

BSc (Chemical Engineering), MBA

Lead independent Director

Vusi is the co-founder and director of Tamela. He has extensive experience in finance and investment banking. He serves on the boards of Emira Property Fund, Cure Day Hospitals and Aon South Africa. Previous positions include chief executive officer (and co-founder) of Makalani Holdings, investment banker at Investec Bank and production manager at Afrox.

Vusi was appointed to the Boards of Capitec and Capitec Bank on 25 September 2020.

Daniel Petrus Meintjes (64) ("Danie")

BPL (Hons) (Industrial Psychology), AMP

Chairman of the human resources and remuneration committee

Danie served as chief executive officer of the Mediclinic group from 2010 up to his retirement on 1 June 2018. He currently serves as a non-executive director on the board of Mediclinic International. Danie joined the Mediclinic group in 1985 as a hospital manager. He was appointed as a member of Mediclinic's executive committee in 1995 and as a director in 1996. He was seconded to serve as a senior executive of the Mediclinic group's operations in Dubai in 2006 and appointed as chief executive officer of Mediclinic Middle East in 2007. He served as a non-executive director of the Spire Healthcare Group from 2015 up to his retirement in May 2018.

Danie was appointed to the Boards of Capitec and Capitec Bank on 28 November 2018.

Jean Pierre Verster (40) ("Jean Pierre")

BCompt (Hons), CA(SA), CFA, CAIA

Chairman of the audit committee

Jean Pierre is the founder and chief executive officer of Protea Capital Management. He partnered with Fairtree Asset Management in 2016 to launch the Protea range of hedge funds. Previous portfolio manager positions include 36ONE Asset Management from 2010 to 2016 and Melville Douglas Investment Management. Prior to that, he was credit and corporate research analyst at Standard Bank's Global Markets Research division. In 2006, he gained experience as an internal auditor in the retail banking environment after he had started his career in 2005 as a financial manager in the insurance services environment.

Jean Pierre was appointed to the Boards of Capitec and Capitec Bank on 23 March 2015.

Non-executive Director

Petrus Johannes Mouton (44) ("Piet")

BCom (Mathematics)

Piet is the chief executive officer of PSG Group. He serves as a director on the boards of various PSG Group companies, including Curro Holdings, PSG Konsult and Zeder Investments. He has been active in the investment and financial services industry since 1999.

Piet was appointed to the Boards of Capitec and Capitec Bank on 5 October 2007.

Annexure B

Additional information required in terms of the JSE Listings Requirements in respect of ordinary resolution number 9 and special resolution number 2

1. Integrated annual report and authority

The Company will report the number and value of the relevant Loss Absorbent Capital Securities in issue at the end of each financial year prominently in the integrated annual report published for that financial year.

The authority to issue the relevant Loss Absorbent Capital Securities and to issue Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities will be sought from shareholders on an annual basis at the annual general meeting.

2. Non-public shareholders

The Company has not specifically engaged any non-public shareholders to whom the relevant Loss Absorbent Capital Securities may potentially be issued in terms of ordinary resolution number 9.

3. Details of the Company

Registered address

5 Neutron Road
Techno Park
Stellenbosch, 7600

Place of incorporation

South Africa

Date of incorporation

23 November 1999

4. Transfer secretary of the Company

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

5. Share capital as extracted from the audited annual financial statements of the Group and Company for the financial year ended 28 February 2021

	GROUP		COMPANY	
R'000	**2021**	**2020**	**2021**	**2020**
Authorised				
Ordinary Shares[4]				
500 000 000 shares of R0.01 each	**5 000**	5000	**5 000**	5 000
Non-redeemable, non-cumulative, non-participating preference shares				
100 000 000 shares of R0.01 each	**1 000**	1 000	**1 000**	1 000
Loss absorbent preference shares (conversion)[5]				
100 000 000 shares of R0.01 each	**1 000**	1 000	**1 000**	1 000
Loss absorbent preference shares (write-off)[5]				
100 000 000 shares of R0.01 each	**1 000**	1 000	**1 000**	1 000
	8 000	8 000	**8 000**	8 000
Issued[1]				
115 626 991 (2020: 115 626 991) shares of R0.01 each at par	**1 156**	1 156	**1 156**	1 156
Share premium	**5 647 864**	5 647 864	**5 647 864**	5 647 864
Ordinary Share capital and premium	**5 649 020**	5 649 020	**5 649 020**	5 649 020
616 419 (2020: 809 821) shares of R0.01 each at par	**6**	8	**6**	8
Share premium	**55 635**	73 090	**55 635**	73 090
Non-redeemable, non-cumulative, non-participating preference share capital and premium[2]	**55 641**	73 098	**55 641**	73 098
Total issued share capital and premium[2][3]	**5 704 661**	5 722 118	**5 704 661**	5 722 118

(1) All issued ordinary and preference shares are fully paid up. No Ordinary Shares were cancelled in the current or prior year. 193 402 (2020: 94 228) preference shares with a value of R17.5 million (par and premium) (2020: R8.5 million) were repurchased and cancelled during the year. This was done as they no longer qualified as Regulatory Capital in terms of the Regulations. The average price paid was R100.41 (2020: R99.05) per share.

(2) The preference shares carry a coupon rate of 83.33% (2020: 83.33%) of the prime rate on a face value of R100 per share. The base value of preference shares phasing out in terms of Basel 3 is R258 969 000. At year-end, 78.51% (2020: 71.77%) of these shares had been repurchased as they no longer contributed to qualifying Regulatory Capital.

(3) Refer to note 39 to the annual financial statements for detail regarding the purchase of shares to settle share options. During the year, a loss of R88.3 million (R63.4 million after tax) (2020: R214.9 million (R154.7 million after tax)) was realised on settlement of share options as reflected in the statement of changes in equity.

(4) At the annual general meeting held on 29 May 2020, shareholders authorised that 5 781 350 shares equal to 5% of the issued Ordinary Shares of the Company be placed under the control of the Directors until the next annual general meeting.

(5) In addition to the above authority, shareholders further authorised that Loss-Absorbent Convertible Capital Securities to a maximum aggregate issue price not exceeding R1.5 billion, but subject to a conversion into Ordinary Shares not exceeding 10 600 000 Ordinary Shares (over and above the authority above), be placed under the control of the Directors until the next annual general meeting.

The Company holds no treasury shares.

6. Directors and management

The full name, age, capacity and business address of the Directors are detailed below:

Full name	Age	Capacity	Business address
Susan Louise Botha	56	Independent non-executive chairman	5 Neutron Road, Techno Park, Stellenbosch, 7600
André Pierre du Plessis	59	Chief financial officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Stanislaus Alexander du Plessis	48	Independent non-executive Director	Stellenbosch University, 49 Victoria Street, Stellenbosch, 7600
Cora Hedwick Fernandez	47	Independent non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Gerhardus Metselaar Fourie	57	Chief executive officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Michiel Scholtz du Pré le Roux	71	Non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Vusumuzi Mahlangu	50	Independent non-executive Director and lead independent Director	Ground Floor, Golden Oak House, Ballyoaks Office park, 35 Ballyclare drive, Bryanston, Sandton, 2021
Thetele Emmarancia Mashilwane	45	Independent non-executive Director	Masa Risk Advisory Services, Building 5, Alhart Park, 152-156 Western Services Road, Woodmead, Extension 15, Sandton, 2001
Nkosana Samuel Mashiya	45	Executive: risk management	5 Neutron Road, Techno Park, Stellenbosch, 7600
John David McKenzie	74	Non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Daniel Petrus Meintjes	64	Independent non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Petrus Johannes Mouton	44	Non-executive Director	PSG Group Limited, 35 Kerk Street, Stellenbosch, 7600
Chris Adriaan Otto	71	Non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Jean Pierre Verster	40	Independent non-executive Director	Protea Capital Management, 7 Northridge Avenue, Sunnyridge, Germiston, 1401

The full name, age, capacity and business address of the group executive committee members of the Company are detailed below:

Full name	Age	Capacity	Business address
Rizwana Butler[(1)]	46	Executive: human resources	5 Neutron Road, Techno Park, Stellenbosch, 7600
Willem de Bruyn	50	Executive: business development and technology	5 Neutron Road, Techno Park, Stellenbosch, 7600
André Pierre du Plessis	59	Chief financial officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Gerhardus Metselaar Fourie	57	Chief executive officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Karl Rainer Kumbier	49	Executive: Business bank	142 West Street, Sandown, 2196
Hendrik Albertus Jacobus Lourens	55	Executive: Retail bank	5 Neutron Road, Techno Park, Stellenbosch, 7600
Nkosana Samuel Mashiya	45	Executive: risk management	5 Neutron Road, Techno Park, Stellenbosch, 7600
Francois Viviers	38	Executive: marketing and communications	5 Neutron Road, Techno Park, Stellenbosch, 7600

(1) *Ms Butler was appointed effective 1 March 2021.*

7. Directors' remuneration

The remuneration of the existing Directors will not be varied as a result of the issue of the relevant Loss Absorbent Capital Securities.

8. Expenses

The estimated preliminary expenses, excluding VAT, relating to the issue of the relevant Loss Absorbent Capital Securities are as follows:

		R'000
Sponsor	PSG Capital	60
Legal adviser	Webber Wentzel	110
JSE document fee	JSE	21
Total		**191**

9. Directors' interest in securities

Directors' interest in share capital[1]

As at year-end, the Directors held, in aggregate, directly or indirectly, beneficially or non-beneficially, interests in 22.8 million (2020: 15.8 million) Capitec shares, equivalent to 19.72% (2020: 13.64%) of the issued ordinary share capital. The individual interests of the Directors including those who resigned and retired during the year were as follows:

	Number of shares held					
	Beneficial		Non-beneficial		Total	
Ordinary Shares	Direct	Indirect**	Direct	Indirect**	Shares	%
2021						
SL Botha (Chairman)	–	–	–	–	–	–
AP du Plessis*	280	900 315	–	–	900 595	0.78
SA du Plessis[5]	700	–	–	–	700	–
MS du Pré le Roux[2]	–	–	–	13 190 043	13 190 043	11.41
CH Fernandez[5]	–	–	–	–	–	–
GM Fourie*	14 732	995 127	–	7 707	1 017 566	0.88
V Mahlangu[5]	–	–	–	–	–	–
K Makwane[4]	–	–	–	–	–	–
TE Mashilwane[6]	–	–	–	–	–	–
NS Mashiya*	15 108	–	–	–	15 108	0.01
JD McKenzie	–	–	–	–	–	–
DP Meintjes	–	–	–	–	–	–
PJ Mouton	–	6 685 622	–	66 914	6 752 536	5.84
CA Otto[3]	1 092	–	–	919 418	920 510	0.80
JP Verster	–	–	–	–	–	–
Total	31 912	8 581 064	–	14 184 082	22 797 058	19.72
2020						
SL Botha (Chairman)	–	–	–	–	–	–
LA Dlamini[7]	–	–	–	–	–	–
AP du Plessis*	280	900 000	–	–	900 280	0.78
MS du Pré le Roux	–	607 868	–	12 688 285	13 296 153	11.50
GM Fourie*	29 791	1 005 752	–	7 707	1 043 250	0.90
K Makwane	–	–	–	–	–	–
NS Mashiya*	12 003	–	–	–	12 003	0.01
JD McKenzie	–	–	–	–	–	–
DP Meintjes	–	–	–	–	–	–
NS Mjoli-Mncube[8]	5 275	–	–	–	5 275	–
PJ Mouton	–	12 540	–	–	12 540	0.01
CA Otto	1 064	–	–	503 930	504 994	0.44
R Stassen[8]	–	–	–	2 500	2500	–
JP Verster	–	–	–	–	–	–
Total	48 413	2 526 160	–	13 202 422	15 776 995	13.64

* *Executive.*

** *Includes shareholding through associates as defined in terms of the JSE Listings Requirements.*

(1) *No transactions occurred after year-end and before the date of approval of the annual financial statements that can impact any shareholding of any Director.*

(2) *Mr MS du Pré le Roux's associate, Limietberg Sekuriteit Proprietary Limited, concluded 4 hedging transactions over the period from 2018 to 2020 as published on SENS on 20 December 2018, 11 June 2019, 24 February 2020 and 1 June 2020 respectively (hedging transactions). In aggregate, 4.1 million Ordinary Shares are subject to the hedging transactions as at 28 February 2021 (2020: 3.75 million). Financing facilities are covered by 4.7 million Ordinary Shares. The intention is to cash-settle the hedging transactions.*

(3) *Mr CA Otto's associate, Peter D Wimsey & Associates Proprietary Limited concluded a financial transaction which consists of a loan agreement securitised by a simultaneous collar hedge and equity lending transaction over 200 000 Ordinary Shares as announced on SENS on 1 June 2020. The intention is to cash-settle the transaction at maturity.*

(4) *Mr K Makwane resigned on 25 September 2020.*

(5) *Prof SA du Plessis, Ms CH Fernandez and Mr V Mahlangu were appointed on 25 September 2020.*

(6) *Ms TE Mashilwane was appointed on 6 March 2020.*

(7) *Ms LA Dlamini resigned on 30 June 2019.*

(8) *Ms NS Mjoli-Mncube and Mr R Stassen retired on 31 May 2019.*

10. Directors' interest in transactions

No Director of Capitec, including any director that resigned during the previous 18 months, has or had any beneficial interest, directly or indirectly, in any transaction which is, or was, material to the business of Capitec and which was effected by Capitec during the current financial year or the immediately preceding financial year or in respect of any previous financial year which remains in any respect outstanding or unperformed.

11. Directors' statement of responsibility

The Directors, whose names are given in paragraph 6 on page 21 of Annexure B of the Notice, collectively and individually accept full responsibility for the accuracy of the information given in relation to ordinary resolution number 9 and special resolution number 2 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. All reasonable enquiries to ascertain such facts have been made and the Notice contains all information required by law and the JSE Listings Requirements in relation to ordinary resolution number 9 and special resolution number 2.

12. Major shareholders of the Company as at 28 February 2021

Shareholder	Number of shares held	Shareholding %
Limietberg Sekuriteit Proprietary Limited	9 797 063	8.47
Government Employees Pension Fund	14 759 567	12.76
Lebashe Investment Group Proprietary Limited	8 409 802	7.27

13. Material changes

There has been no material change in the financial or trading position of the Company and its subsidiaries subsequent to the publication of the Company's audited annual financial statements for the year ended 28 February 2021.

14. Share trading history

The share trading history of Capitec is set out below:

Date	Volume	Value (rand)	Close (cents)	High (cents)	Low (cents)
Monthly					
31/03/2021	6 470 468	8 814 445 005	141 984	144 799	130 200
28/02/2021	7 205 950	9 869 414 714	133 875	142 396	130 352
31/01/2021	7 146 375	9 961 432 616	138 706	145 685	130 755
31/12/2020	7 379 219	10 280 462 405	143 265	152 500	124 644
30/11/2020	10 233 095	13 659 470 434	129 552	144 949	112 319
31/10/2020	9 757 294	10 835 701 859	114 000	124 786	100 354
30/09/2020	10 582 566	9 889 719 343	103 738	103 886	83 000
31/08/2020	8 421 749	7 392 805 208	83 500	98 296	80 953
31/07/2020	8 415 065	7 285 180 210	88 412	99 788	76 621
30/06/2020	8 576 137	7 926 119 535	85 870	105 706	81 878
31/05/2020	8 259 663	7 092 612 782	84 577	93 500	78 000
30/04/2020	8 964 096	8 488 028 402	90 200	118 431	81 001
Daily					
09/04/2021	126 482	172 492 734	136 682	137 142	135 321
08/04/2021	281 396	387 551 861	136 268	141 560	136 121
07/04/2021	229 799	318 256 303	138 331	140 000	136 453
06/04/2021	192 186	263 402 440	137 733	139 900	135 374
01/04/2021	413 999	576 824 587	139 000	142 399	138 663

15. Overview of the business and prospects of the Company

The detailed overview of the business operations and the prospects of the Company are set out on page 8 to page 55 of the Integrated Annual Report.

16. Financial effects

Based on the potential issue of a maximum of 10 600 000 Ordinary Shares, upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, the financial impact on Capitec shareholders will be an approximate dilution of 9.17% in the basic earnings per Ordinary Share, headline earnings per Ordinary Share, net asset value per Ordinary Share and tangible net asset value per Ordinary Share reported for the financial year ended 28 February 2021. The aforementioned dilution is based on the reported number of Ordinary Shares in issue and the weighted average number of Ordinary Shares in issue of 115 626 991 for the financial year ended 28 February 2021 and on the assumption that the 10 600 000 Ordinary Shares were issued on 1 March 2021. Furthermore, upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, Tier 2 capital (debt) will reduce and Tier 1 capital (permanent ordinary capital) will increase. There will be no cash inflow from the issue of Ordinary Shares, nor will there be further interest payments on the Securities or ultimate outflow of cash upon repayment when the Securities would have matured.

17. Documents available for inspection

The following documents, or copies thereof, will be available for inspection at the registered office of Capitec, during normal business hours, from the date of this Notice up to and including Friday, 28 May 2021:

- the memoranda of incorporation of Capitec and its subsidiaries; and
- the annual financial statements of Capitec for the past 3 financial years ended respectively 28 February 2019, 29 February 2020 and 28 February 2021.

All integrated annual reports of Capitec, including its annual financial statements, and its Memorandum of Incorporation, are available on its website at **https://www.capitecbank.co.za/investor-relations**.

Proxy form

Incorporated in the Republic of South Africa
Registration number 1999/025903/06
Registered bank controlling company
Ordinary share code: CPI   ISIN: ZAE000035861
(“Capitec” or the “Company”)

Capitalised terms used in this proxy form shall bear the meanings ascribed thereto in the Notice to which this proxy form is attached

This proxy form is for use by certificated shareholders and dematerialised shareholders with “own-name” registration as at the record date for the AGM (see note 1 overleaf).

This proxy form relates to the Capitec AGM to be held entirely by electronic communication on Friday, 28 May 2021, at 2.30 pm (see note 2 overleaf).

Dematerialised shareholders without “own-name” registration, must inform their CSDP or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the necessary letter of representation (“LOR”) to attend the AGM in person and vote or provide their CSDP or broker with their voting instructions should they not wish to attend the AGM in person. These shareholders must not use this proxy form.

For instructions on the use of this proxy form and a summary of the rights of the shareholder and the proxy, please see the reverse of this form.

I/We ______________________________ (please print)

of ______________________________ (address)

being the registered holder(s) of ______________________________ Ordinary Shares, hereby appoint

1. ______________________________ or failing him/her,

2. ______________________________ or failing him/her,

3. the chairman of the AGM, as my/our proxy to attend, speak and vote on my/our behalf at the AGM (or any adjournment thereof).

My/our proxy shall vote as follows:
(Indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his/her discretion).

		For	Against	Abstain
Ordinary resolutions				
1.	Re-election of Mr DP Meintjes as an independent non-executive Director			
2.	Re-election of Mr PJ Mouton as a non-executive Director			
3	Re-election of Mr JP Verster as an independent non-executive Director			
4.	Confirmation of appointment of Ms CH Fernandez as an independent non-executive Director			
5.	Confirmation of appointment of Prof SA du Plessis as an independent non-executive Director			
6.	Confirmation of appointment of Mr V Mahlangu as an independent non-executive Director			
7.	Re-appointment of PricewaterhouseCoopers Inc. as auditor			
8.	Re-appointment of Deloitte & Touche as auditor			
9.	Approval to issue (i) the relevant Loss Absorbent Capital Securities and (ii) Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities			
10.	General authority to issue Ordinary Shares for cash			
11.	Non-binding endorsement of the remuneration policy			
12.	Non-binding endorsement of the implementation report on the remuneration policy			
13.	Authority to amend the definition of employee in the Capitec Bank Holdings Share Trust Deed			
Special resolutions				
1.	Approval of the non-executive Directors’ remuneration for the financial year ending on 28 February 2022			
2.	General approval for the Company and any subsidiary company to purchase Ordinary Shares			
3.	Authority for the Board to authorise the Company to provide financial assistance to related and inter-related companies and corporations			
4.	Authority for the Board to authorise the Company to provide financial assistance for the acquisition of Ordinary Shares in respect of the Restricted Share Plan for senior managers			

Signed at ______________________________ on this ______________ day of ______________________________ 2021

Signature ______________________________

Assisted by (where applicable) ______________________________ (state capacity and full name)

Please read the following notes to this proxy form and the summary of the rights contained in section 58 of the Act.

Notes to the form of proxy

Notes

1. This proxy form must only be used by certificated shareholders or dematerialised shareholders with "own-name" registration.
2. A shareholder entitled to attend, participate in and vote at the AGM may appoint any individual (or 2 or more individuals) as a proxy or proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the Company. A shareholder may insert the name of a proxy or the names of 2 alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the AGM". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
3. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder on a poll in the appropriate box(es). Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes. Further, should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, the proxy shall be entitled to vote as he/she thinks fit.
4. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the Ordinary Shares in respect of which the vote is given, unless notification in writing of such death, revocation or transfer shall have been received by the Company or the transfer secretary before the commencement of the AGM or adjourned AGM at which the proxy is used.
5. The chairman of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
6. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form, unless previously recorded by the Company or unless this requirement is waived by the chairman of the AGM.
8. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
9. Where there are joint holders of Ordinary Shares:

9.1 any one holder may sign the proxy form; and

9.2 the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear on the Company's register of shareholders) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

10. Proxy forms should be lodged with, or mailed to Computershare Investor Services Proprietary Limited at the following address or via email at **proxy@computershare.co.za** to be received by no later than 2.30 pm on Wednesday, 26 May 2021 (or 48 hours before any adjournment of the AGM, which date, if necessary, will be notified on SENS and in the press). Proxies may be submitted after this time via email at **proxy@computershare.co.za** at any time prior to the proxy exercising any rights of the shareholder at the AGM, subject to the transfer secretary verifying the proxy form and proof of identification before shareholder rights are exercised at the AGM (or any adjournment thereof):

    Hand deliveries to:
    Computershare Investor Services Proprietary Limited
    Rosebank Towers, First Floor
    15 Biermann Avenue
    Rosebank, 2196

    Postal deliveries to:
    Computershare Investor Services Proprietary Limited
    Private Bag X9000
    Saxonwold, 2132

11. Any alteration or correction made to this proxy form, other than the deletion of alternatives, must be initialled by the signatory(ies).
12. Any proxy appointed pursuant to this proxy form may not delegate his/her authority to act on behalf of the relevant shareholder.
13. In terms of section 58 of the Act, unless revoked, an appointment of a proxy pursuant to this proxy form remains valid only until the end of the AGM or any adjournment of the AGM.
14. If the AGM is adjourned or postponed, valid proxy forms submitted for the initial AGM will remain valid in respect of any adjournment or postponement of the AGM.

www.capitecbank.co.za

Summary of rights contained in section 58 of the Companies Act, Act 71 of 2008, as amended ("the Act")

In terms of section 58 of the Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at a shareholders' meeting on behalf of such shareholder;
- a proxy may delegate his/her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy (see note 12);
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder (see note 6);
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy 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 relevant company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see note 3);
- if the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
  - the relevant shareholder; or
  - the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing; and (ii) paid any reasonable fee charged by such company for doing so; and
- if a company issues an invitation to its shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of proxy instrument:
  - the invitation must be sent to every shareholder entitled to a notice of the meeting at which the proxy is intended to be exercised;
  - the invitation or form of proxy instrument supplied by the company must:
    - bear a reasonably prominent summary of the rights established in section 58 of the Act;
    - contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder; and
    - provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting;
  - the company must not require that the proxy appointment be made irrevocable; and
  - the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, or at any adjournment thereof.

Contact information

Capitec Bank Holdings Limited

Registration number	1999/025903/06
JSE code	CPI
ISIN	ZAE000035861

Directors

SL Botha (chairman)
GM Fourie (chief executive officer)*
AP du Plessis (chief financial officer)*
SA du Plessis (appointed on 25 September 2020)
CH Fernandez (appointed on 25 September 2020)
MS du Pré le Roux
V Mahlangu (appointed on 25 September 2020)
TE Mashilwane
NS Mashiya (executive: risk management)*
K Makwane (resigned on 25 September 2020)
JD McKenzie
DP Meintjes
PJ Mouton
CA Otto
JP Verster

* *Executive.*

Company secretary and registered office

YM Mouton
5 Neutron Road, Techno Park
Stellenbosch, 7600
Tel: +27 (0) 21 809 5900

Postal address

PO Box 12451, Die Boord
Stellenbosch, 7613

Sponsor

PSG Capital Proprietary Limited

Ou Kollege Building
35 Kerk Street
Stellenbosch, 7600
Tel: +27 (0) 21 887 9602

Second floor, Building 3
11 Alice Lane, Sandhurst
Sandton, 2196

Attorneys

Webber Wentzel
15th Floor, Convention Tower
Heerengracht, Foreshore
Cape Town, 8001
Tel: +27 (0) 21 431 7000

Transfer secretary

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
Tel: +27 (0) 11 370 5000

Website

www.capitecbank.co.za

Social media

In building the number 1 digital bank, we have made great strides in our online presence.

Facebook

Capitec Bank

We have more than **670 000 followers** – the second largest following among South African banks.

Our Facebook page grew by **21.8%** over the past year.

Twitter

Capitec Bank SA

We have more than **236 000 followers** – one of the highest organic engagement rates of any South African bank per post on Twitter.

Our followers increased by **10.5%** in the past year.

Instagram

CapitecBank

Our Instagram account reached **47 400 followers** – this is the largest following of all the financial service providers in South Africa.

The page grew by over **39.4%** in the past year.

YouTube

Capitec Bank

We have more than **31 000 subscribers** on YouTube. Subscribers increased by **21.6%** in the past year.

In 2020, the videos on the platform achieved 6.5 million views and 57 500 hours total watch time.

LinkedIn

Capitec Bank

Our highly engaged audience on LinkedIn has grown by **44.9%** to more than **322 000** over the past year.