ABRIDGED AUDITED CONSOLIDATED RESULTS AND NOTICE TO THE ANNUAL GENERAL MEETING

30 06 2020 YRK

KEY FEATURES

Revenue down 10% to **R1 439 million**	Net working capital decreased by 1% to **R159 million**	Debt reduced by **R100 million**
Cash generated from operations decreased by 57% to **R96 million**	Biological asset value down **8%** to R2 907 million	Uncertified Brazilian plywood dumped in the local market

COVID-19

Negatively impacted revenue by **R201million**	Reduced stock by **R112 million** to generate cash during the period March 2020 to June 2020	Met all financial obligations and commitments to staff and creditors	
	EBITDA down **R196 million** in March 2020 to June 2020 year-on-year	Headline earnings per share decreased from 50 cents to a loss of **70 cents per share**	Core earnings per share decreased from 8 cents to a loss of **33 cents per share**

COMMENTARY

OPERATIONAL RESULTS

Before the national COVID-19 lockdown (period from 1 July 2019 to 28 February 2020)

Uncertified plywood from Brazil was being dumped in the South African market, where no grading certification is required by regulators for such products, at prices lower than its cost of production in Brazil. Generally, the product was redirected after being declared sub-standard by American grading agents. Local importers used this opportunity to flood the South African market with prices decreasing by more than 35% in a six-month trading period from 1 July 2019 to 1 December 2019. Product graded to local specifications SANS 929 is different to that of export markets, and therefore could not be sold internationally. International prices were negatively impacted by Brazil's actions, to the extent that back at gate prices came in lower than York's cost of production. This forced York to scale back through a commercial shutdown and the loss of 146 production shifts.

Plywood prices have since recovered to February 2019 price levels. York is engaging with Government on the imposition of SANS 929 standards on all imported plywood. In the meantime, we amended our plywood marketing strategy to balance the quality of raw material, plant throughput and back at gate pricing.

Lumber volumes increased by 13% year-on-year, with prices at similar levels to those of a year earlier and the prospect of an increase to follow.

Fixed costs were well controlled and increased by only 2% compared to the prior year. By 28 February 2020, EBITDA showed a remarkable improvement of 140% on levels a year earlier. York was on a good financial performance trajectory.

York resolved to close its two loss-making operations, Nicholson & Mullin and Driekop sawmills, after continued poor financial performance. High log prices were the major cause of their poor performance. Section 189A notices were issued in terms of the Labour Relations Act, 66 of 1995, prior to the national lockdown that was announced by President Cyril Ramaphosa.

National state of disaster

The declaration of a national state of disaster by the President of South Africa and the regulations published subsequently brought an abrupt halt to operations. It was understood from the announcement that the sawmilling sector would be an essential service, however, when the regulations were published in relation to the sectors that were classified as essential services, the sawmilling sector was excluded. The apparent change in stance effectively gave York 24 hours' notice to close all its operations. Additionally, our resin supplier refused to supply any raw material. York primarily services the structural market and operates on a limited scale in the pallet and packaging markets. York operations therefore closed and were only allowed to reopen under level 3 of the national lockdown from June 2020 onwards.

Operations commenced in a phased manner including a stringent COVID-19 policy to ensure the safety of all our staff members. It required a complete revision of operational procedures and the shift system as employees were trained on COVID-19 safety measures and monitored daily for possible spread of infection. Operations only reached normal production levels in September 2020. Because of York's COVID-19 disaster management policy, the Company experienced a limited level of infections at its plants and York continues to manage the risk of a possible spread of infection. More than 1 000 employees are assessed daily at the Sabie monitoring facility.

During level 5 of the national lockdown, York was permitted to trade with product in stock. The Wholesale division was permitted to trade and it sold stock to generate cash, which was used to service creditors and meet York's financial obligations. As a result, stockholding reduced by R145 million and trade and other receivables reduced by R56 million. Cash was applied to reduce trade and other payables by R200 million.

Most of York's financial stakeholders assisted with a capital and interest moratorium for a three-month period. Landlords provided rent relief and deferred rent payments on warehouse facilities. Insurance premiums were also deferred. Absa Bank further assisted York by increasing its overdraft facility, thereby allowing us to operate within our own financial means.

Government assisted companies with the Temporary Employer/Employee Relief Scheme (TERS) applied through the Unemployment Insurance Fund. Employees without sufficient annual leave, or those who preferred to claim through TERS, received a percentage of their salaries. The maximum amount payable to a person per month under TERS was R6 730. The Company recognised that employees were under significant financial strain as a result thereof.

The York Solidarity Fund was established as an initiative driven by York employees for their colleagues. Employees contributed leave days and/or sacrificed a percentage of their salaries towards the fund. The fund assisted employees who lost net income as a result of the lockdown. In addition, the Board individually pledged a collective contribution of 20% of their non-executive directors' fees towards the fund.

York negotiated a three-year wage agreement with organised labour with zero increase for the 2021 financial year, followed by inflation plus 0,5% for the following year and inflation plus 1% for the year thereafter.

After positive engagement with organised labour and intervention by Government, it was agreed that only Nicholson & Mullin sawmill will be closed and that Driekop sawmill shall remain open. Job losses due to the closure of Nicholson & Mullin sawmill were minimised through redeployment of staff elsewhere in the Group to fill vacancies.

FINANCIAL POSITION

The biological asset value decreased from R3 155 million to R2 907 million. The decrease in value is as a result of:

- The change to an adjusted discount rate of a basket of similar companies – The application of the adjusted discount rate versus a York-specific discount rate would have resulted in a net increase in the value of the biological asset and not a decrease in value. This change is a requirement in terms of International Financial Reporting Standards;
- A reduction in log prices – External log prices have decreased by approximately 9% and, given the negative economic growth outlook, a conservative view was taken on future log price increases; and
- A higher than normal temporary unplanted area due to a shortage of suitable planting material during the 2020 planting season.

Due to York's significant investment in fire suppression and detection systems, no major fires were experienced during the financial year.

Capital expenditure was limited to essential equipment and urgent infrastructure upgrades.

York continued to service its debt obligations, which decreased by R100 million.

The interest cover ratio covenant for the Land Bank loan facility was not met at 30 June 2020. Land Bank provided a waiver but regrettably insisted on charging penalty interest up to the next measuring period of September 2020. If York meets the covenant, the normal interest rate will again be applied. The financial performance of the Company has improved since returning to full production after year-end. York expects to comply with the interest cover ratio covenant at the quarterly measurement period at 30 September 2020.

OUTLOOK

The onset of the COVID-19 pandemic has provided an opportunity for York to reassess and realign its business operations. A new processing strategy was devised to optimise own raw material and a cost reduction exercise was conducted throughout the Company. Substantial overhead costs have been reduced and York is aligned to focus on its core business operations.

Due to climate change, underperforming forestry land is being assessed for its suitability to become a productive, cash-generating asset. York identified a low-performing farm and is planting its first trial of 40 hectares of high-value agricultural crops.

Given the realignment and cost reduction measures implemented, the financial performance of the Company is set to improve, with strong international and local order books for both plywood and lumber. The Brazilian dumping of plywood has ceased and there has been an improvement in US Dollar pricing of plywood. This bodes well for prices both locally and internationally.

York will continue to assist its employees during the COVID-19 pandemic to ensure that they remain safe and that our communities are supported and assisted where possible. York cannot fulfil Government's responsibilities and duties towards providing basic services and we therefore implore both local and central government to act responsibly and assist rural communities who are in desperate need of help for survival.

The perceived market value of York is affected by the low volumes of shares traded – a mere 4% of the issued shares in York traded in 2020. This lack of liquidity will be a key focus in the coming financial year.

STATEMENT OF FINANCIAL POSITION

as at 30 June 2020

	Audited As at 30 June 2020 R'000	Audited As at 30 June 2019 R'000
Assets		
Non-current assets		
Biological asset (refer to note 5)	**2 391 304**	2 639 014
Investment property	**30 740**	30 740
Property, plant and equipment	**844 129**	893 891
Goodwill	**357 630**	357 630
Intangible assets	**6 076**	3 616
Other financial assets	**53 331**	61 903
Deferred tax	**7 353**	7 899
Total non-current assets	**3 690 563**	3 994 693
Current assets		
Biological asset (refer to note 5)	**515 586**	515 543
Inventories	**229 191**	374 553
Trade and other receivables	**164 796**	221 243
Current tax receivable	**477**	11 000
Cash and cash equivalents	**48 430**	89 003
Total current assets	**958 480**	1 211 342
Total assets	**4 649 043**	5 206 035

	Audited As at 30 June 2020 R'000	Audited As at 30 June 2019 R'000
Equity and liabilities		
Equity		
Share capital	**1 480 232**	1 480 232
Reserves	**4 148**	2 356
Retained income	**1 396 492**	1 614 129
Total equity	**2 880 872**	3 096 717
Liabilities		
Non-current liabilities		
Lease liability	**4 971**	9 995
Deferred tax	**848 624**	930 875
Borrowings (refer to note 10)	**417 922**	530 865
Provisions	**16 249**	15 738
Retirement benefit obligations	**26 910**	26 764
Total non-current liabilities	**1 314 676**	1 514 237
Current liabilities		
Current tax payable	**2**	17
Borrowings (refer to note 10)	**165 976**	152 571
Lease liability	**7 331**	8 152
Trade and other payables	**234 769**	434 279
Bank overdraft	**45 417**	62
Total current liabilities	**453 495**	595 081
Total liabilities	**1 768 171**	2 109 318
Total equity and liabilities	**4 649 043**	5 206 035

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2020

	Audited Year ended 30 June 2020 R'000	Audited Year ended 30 June 2019 R'000
Revenue	**1 438 825**	1 600 522
Cost of sales	**(1 180 758)**	(1 140 167)
Gross profit	**258 067**	460 355
Other operating income	**15 049**	31 940
Other operating gains	**8 287**	21 351
Impairment of goodwill	**–**	(207 812)
Other operating expenses	**(363 511)**	(412 148)
Operating loss	**(82 108)**	(106 314)
Fair value adjustments	**(159 301)**	207 901
(Loss)/profit before finance costs	**(241 409)**	101 587
Investment income	**3 017**	5 269
Finance costs	**(61 049)**	(77 537)
(Loss)/profit before taxation	**(299 441)**	29 319
Taxation	**81 804**	(65 587)
Loss for the period	**(217 637)**	(36 268)
Other comprehensive loss		
Remeasurement on net defined benefit liability	**361**	133
Taxation related to re-measurement on defined benefit liability	**(101)**	(37)
Other comprehensive income for the year net of taxation	**260**	96
Total comprehensive loss for the year	**(217 377)**	(36 172)
Diluted loss per share (cents) (refer to note7)		
Per share information		
Basic loss per share (cents)	**(69)**	(11)
Diluted loss per share (cents)	**(69)**	(11)

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2020

Audited	Share capital R'000	Share premium R'000	Defined benefit plan reserve R'000	Share-based payment reserve R'000	Retained income R'000	Total equity R'000
Balance as at 1 July 2018	15 802	1 464 430	(967)	614	1 650 397	3 130 276
Loss for the year	–	–	–	–	(36 268)	(36 268)
Other comprehensive income	–	–	96	–	–	96
Total comprehensive income/(loss) for the year	–	–	96	–	(36 268)	(36 172)
Employee share option scheme	–	–	–	2 613	–	2 613
Total contributions by and distributions to owners of the Company recognised directly in equity	–	–	–	2 613	–	2 613
Balance as at 30 June 2019	**15 802**	**1 464 430**	**(871)**	**3 227**	**1 614 129**	**3 096 717**
Loss for the year	**–**	**–**	**–**	**–**	**(217 637)**	**(217 637)**
Other comprehensive income	**–**	**–**	**260**	**–**	**–**	**260**
Total comprehensive income/(loss) for the year and total transactions with owners	**–**	**–**	**260**	**–**	**(217 637)**	**(217 377)**
Employee share option scheme	**–**	**–**	**–**	**1 532**	**–**	**1 532**
Total contributions by and distributions to owners of the Company recognised directly in equity	**–**	**–**	**–**	**1 532**	**–**	**1 532**
Balance as at 30 June 2020	**15 802**	**1 464 430**	**(611)**	**4 759**	**1 396 492**	**2 880 872**

STATEMENT OF CASH FLOWS

For the year ended 30 June 2020

	Audited Year ended 30 June 2020 R'000	Audited Year ended 30 June 2019 R'000
Cash generated from operations	**96 191**	223 822
Investment income	**3 017**	5 269
Finance costs	**(59 002)**	(74 152)
Taxation refunded/(paid)	**10 506**	(8 659)
Net cash from operating activities	**50 712**	146 280
Cash flows applied to investing activities		
Purchase of property, plant and equipment	**(42 085)**	(81 170)
Proceeds from disposal of property, plant and equipment	**5 002**	27 399
Purchase of investment property	**–**	(30)
Proceeds from sale of investment property	**–**	250
Purchase of intangible assets	**(2 603)**	(3 479)
Proceeds from sale of intangible assets	**–**	2
Purchase of other financial assets at amortised cost	**(36 680)**	(22 415)
Proceeds from other financial assets at amortised cost	**45 252**	219
Net cash applied to investing activities	**(31 114)**	(79 224)
Cash flows from financing activities		
Proceeds from borrowings	**11 580**	39 655
Repayment of borrowings	**(111 542)**	(162 121)
Repayment of lease liability	**(10 106)**	(9 622)
Net cash applied to financing activities	**(110 068)**	(132 088)
Total cash movement for the year	**(90 470)**	(65 032)
Cash at the beginning of the year	**88 941**	152 030
Effect of exchange rate movement on cash balances	**4 542**	1 943
Cash at the end of the year	**3 013**	88 941

NOTES TO THE CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

For the year ended 30 June 2020

1. BASIS OF PREPARATION

These summarised consolidated annual financial statements have been prepared in accordance with the JSE Limited Listings Requirements, the Companies Act of South Africa, 71 of 2008, as amended and the Companies Regulations, 2011. The Group accounting policies are in terms of International Financial Reporting Standards (IFRS) and the summarised consolidated annual financial statements have further been prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS, the SAICA Financial Reporting Guides, as issued by the Accounting Practices Committee, and Financial Pronouncements, as issued by the Financial Reporting Standards Council, as well as the presentation and disclosure requirements of International Accounting Standard (IAS) 34: *Interim Financial Reporting*. The financial results have been compiled under the supervision of GCD Stoltz CA(SA), the Chief Financial Officer. The directors take responsibility for the preparation of the summarised consolidated annual financial statements and for the correct extraction of the financial information.

These summarised results do not include all the information required for full consolidated annual financial statements, and should be read in conjunction with the audited consolidated annual financial statements as at and for the year ended 30 June 2020, which are available on the Company's website, www.york.co.za, or from the Company's registered office.

The Company's external auditor, PricewaterhouseCoopers Inc., has issued an unmodified audit opinion on the Group's consolidated annual financial statements for the year ended 30 June 2020. The audit was conducted in accordance with International Standards on Auditing. The auditor's report does not necessarily report on all of the information contained in these summarised consolidated annual financial statements. Shareholders are therefore advised that, in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report, together with the accompanying financial information, from the issuer's registered office. These summarised consolidated annual financial statements have been extracted from audited information, but are not audited. These summarised consolidated annual financial results have been prepared on the going concern basis and were approved by the Board of Directors (Board) by way of round robin resolution on 28 September 2020.

Other than the change in the risk-free rate and debt to equity ratio used in the weighted average cost of capital calculation, refer to note 5, there have been no material changes to judgements or estimates relating to amounts reported in prior reporting periods.

The Group financial results are presented in Rand, which is the Company's functional currency. All financial information presented has been rounded to the nearest thousand.

The significant accounting policies and methods of computation are consistent in all material respects with those applied during the year ended 30 June 2019.

2. ADDITIONAL DISCLOSURE ITEMS

	Audited 30 June 2020 R'000	Audited 30 June 2019 R'000
Authorised capital commitments		
– Contracted, but not provided	**20 322**	6 502
– Not contracted	**91 694**	28 199
Capital expenditure	**44 688**	84 679
Depreciation of property, plant and equipment	**93 456**	98 718
Amortisation of intangible assets	**144**	324
Impairment of trade receivables	**4 779**	1 955

- The Group did not have any litigation settlements during the reporting period.
- At year-end, the banking facility of R80 million granted by Absa Bank was secured by a cession of trade receivables, Credit Guarantee Insurance Corporation of Africa Limited insurance, cross-suretyships of R154 million with Absa Bank, from within the Group, cession of bank accounts with First National Bank (FNB), cession of the customer foreign currency account, cession of Agentimber Proprietary Limited bank accounts held with FNB and assets currently under agreement in terms of the Commercial Asset Finance Credit Line facility. The general banking facility is available to all companies in the Group.
- No events have occurred between the reporting date and the date of release of these results which require adjustment or disclosure in these results.
- No movement occurred in the number of shares issued during the period under review.

3. COMPARATIVE FIGURES

The summarised consolidated annual financial statements for the year ended 30 June 2019 are presented as published.

4. OPERATING SEGMENTS

The Group has three reportable segments which are the Group's strategic divisions. The Group operates in three geographic segments, namely South Africa, Southern Africa Development Community (SADC) and non-SADC regions.

The segmental analysis is as follows:

	Processing plants R'000	Wholesale R'000	Forestry and Fleet R'000	Total R'000
For the year ending 30 June 2020				
Revenue: external sales	**933 437**	**448 816**	**53 119**	**1 434 372**
Revenue: inter-segment sales	**218 883**	**–**	**645 376**	**864 259**
Total revenue	**1 152 320**	**448 816**	**698 495**	**2 299 631**
Depreciation, amortisation and impairments	**(61 117)**	**(8 386)**	**(18 780)**	**(88 283)**
Reportable segment profit/(loss)*	**8 187**	**9 147**	**(4 977)**	**12 357**
As at 30 June 2020				
Capital expenditure	**27 457**	**409**	**13 379**	**41 245**
Fair value adjustment to biological assets	**–**	**–**	**(159 301)**	**(159 301)**
For the year ending 30 June 2019				
Revenue: external sales	955 009	562 402	77 247	1 594 658
Revenue: inter-segment sales	351 099	–	708 813	1 059 912
Total revenue	1 306 108	562 402	786 060	2 654 570
Depreciation, amortisation and impairments	(61 583)	(8 202)	(231 667)	(301 452)
Reportable segment profit/(loss)*	51 838	(1 051)	122 843	173 630
As at 30 June 2019				
Capital expenditure	37 657	392	36 197	74 246
Fair value adjustment to biological assets	–	–	203 672	203 672

* *Being earnings before interest, taxation, depreciation and amortisation (EBITDA) and fair value adjustments.*

4. OPERATING SEGMENTS continued

	Audited 30 June 2020 R'000	Audited 30 June 2019 R'000
Revenue per geographical area		
South Africa	**1 177 936**	1 384 318
Southern African Development Community (SADC)	**167 823**	158 725
International (non-SADC)**	**93 066**	57 479
Total	**1 438 825**	1 600 522

*** International sales refer to plywood sales to the United Kingdom, Belgium, China and the United States of America.*

	Audited 30 June 2020 R'000	Audited 30 June 2019 R'000
Reconciliation of reportable segment profit or loss		
Total EBITDA for reportable segments	**12 357**	173 630
Depreciation and amortisation for reportable segments	**(88 283)**	(93 640)
Impairment of goodwill	**–**	(207 812)
Depreciation, amortisation and impairment for non-reporting segments	**(5 472)**	(9 530)
Non-reporting segments EBITDA	**(710)**	31 038
Operating loss	**(82 108)**	(106 314)
Reconciliation of reportable segment revenue		
Total revenue for reportable segments	**2 299 631**	2 654 570
Other revenue	**12 797**	5 864
Elimination of inter-segment revenue	**(873 603)**	(1 059 912)
Consolidated revenue	**1 438 825**	1 600 522

5. BIOLOGICAL ASSET

	Audited 30 June 2020 R'000	Audited 30 June 2019 R'000
Reconciliation of biological asset		
Opening balance	**3 154 557**	2 918 550
Reconciliation of biological assets due to changes in standing volume:		
– Increase due to growth and enumerations[1]	**176 181**	515 384
– Adjustment to standing timber values to reflect changes to sales price, cost and discount rate assumptions[2]	**(143 329)**	(4 570)
– Decrease due to harvesting and disposal	**(192 153)**	(336 242)
Standing timber purchased	**44 880**	133 246
Standing timber harvested	**(133 246)**	(71 811)
Closing balance	**2 906 890**	3 154 557
Classified as non-current assets	**2 391 304**	2 639 014
Classified as current assets[3]	**515 586**	515 543

[1] Enumerations refer to updates that are made to the merchandising model's data due to more accurate information being collected about the trees in the plantations. These are used to adjust the model's theoretical yields to actual yields and are done systematically over the life of the plantations.

[2] Being the movement after the increases in growth and enumeration and decreases due to harvesting from the opening balance value and consists of the impact of changes to the discount rate, log sales prices and operating costs from the prior year balance.

[3] The biological assets to be harvested and sold in the 12 months after year-end.

	Audited 30 June 2020	Audited 30 June 2019
Key assumptions used in the discounted cash flow valuation		
Risk-free rate[4] (%)	**9,26**	8,84
Beta factor	**1,13**	1,17
Cost of equity (%)	**16,48**	16,46
Pre-tax cost of debt (%)	**7,25**	10,25
Debt:equity ratio[5]	**29:71**	35:65
After-tax weighted average cost of capital (%)	**13,17**	13,28

[4] In the current year, the GSAB10YR was used (2019: annualised yield of the bootstrapped zero coupon perfect fit bond curve). The GSAB10YR is a South African Government bond yield curve with a maturity period of 10 years. The reason for the change in the referenced risk-free rate is due to the volatility in the annualised yield of the bootstrapped zero coupon perfect fit bond curve as a result of fluctuations experienced in the market since March 2020. This is a change in estimate that resulted in an upwards adjustment of R186,4 million.

[5] York applied the debt:equity ratio of the market participants included in its comparable company basket. The ratio changed from the prior year's targeted debt:equity ratio to that of market participants. The prior years' target debt:equity ratio was in line with the market participant ratio.

5. BIOLOGICAL ASSET continued

The additional key assumptions underlying the discounted cash flow valuation have been updated as follows:

- **Volumes:** The expected yields per log class are calculated with reference to the yield curves of the species and growth sites relevant to the planted area. The growth models are derived from actual trial data that have been measured annually since 1976. A merchandising model, using the modelled tree shapes at various ages, is used to divide the trees into pre-defined products as a basis for calculating log yields.
- **Volume adjustment factor:** In a manner consistent to prior years, volumes expected from York plantations in MicroForest are adjusted by 8% (2019: 8%). In the 2020 financial year, the harvesting volumes expected from York plantations in MicroForest were further reduced by a weighted average of 4% (2019: 2%), based on the most recent actual yield reconciliation data. The further reduction in volumes was done in an effort to acknowledge deviations such as the impact from baboon damage and other natural elements, genetic defects and pest and diseases from the planned harvesting volumes.
- **Log prices:** The price per cubic metre per log class is based on current and future expected market prices per log class. It was assumed that prices will increase at 4,60% over the next year, 4,40% over the following year, and 4,80% over the long term (2019: 5% over the next year, 4,90% over the following year, and 5,20% over the long term). Log prices are computed at a weighted average of external market prices and internal prices charged to the Group's processing operations. Internal prices are generally lower than external prices and are based on an internationally recognised log paying capability calculation. This calculation references the final product value derived from the log, as well as a level of profitability of the processing operation required for sustainability.
- **Operating costs:** The costs are based on the unit cost of the forestry management activities required for the trees to reach the age of felling. The costs include the current and expected future costs of harvesting, maintenance and risk management, as well as associated fixed overhead costs. The costs exclude the costs necessary to get the asset to the market. An inflation rate of 4,60% over the next year, 4,40% over the following year, and at 4,80% over the long term (2019: 5% over the next year, 4,90% over the following year, and 5,20% over the long term) was used.
- **Costs to sell:** Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income taxes. The only costs to sell applied are harvesting costs, which are included under operating costs. No other selling costs are included.
- **Discount rate:** In determining the weighted average cost of capital (WACC), a comparable group of forestry companies' Beta is used to determine the Beta applied in WACC.

Level 3 fair value

The valuation model considers the present value of the net cash flows expected to be generated from the plantations. The cash flow projections include specific estimates for 20 years (2019: 20 years). The expected cash flows are risk adjusted for current economic conditions. The expected net cash flows are discounted using a risk-adjusted discount rate that takes into account the Beta factors of a comparable group of forestry companies. York applied the debt:equity ratio of the market participants included in its comparable company basket.

6. RELATED PARTIES

The Group's related parties are its subsidiaries and key management, including directors.

7. BASIC EARNINGS PER SHARE

The calculation of basic earnings per share is based on:

	Audited 30 June 2020	Audited 30 June 2019
Basic loss attributable to ordinary shareholders (R'000)	**(217 637)**	(36 268)
Reconciliation of weighted average number of ordinary shares		
Issued number of shares ('000)	**316 048**	316 048
Bonus element of share-based payment ('000)	**2 825**	1 391
Weighted average number of ordinary shares in issue ('000)	**318 873**	317 439
Loss per share (cents)	**(69)**	(11)
Diluted loss per share (cents)	**(69)**	(11)

8. HEADLINE EARNINGS PER SHARE

The calculation of headline earnings per share is based on:

	Audited 30 June 2020 R'000	Audited 30 June 2019 R'000
Reconciliation of basic earnings to headline earnings		
Basic loss attributable to ordinary shareholders	**(217 637)**	(36 268)
Profit on sale of assets (net of tax)	**(2 699)**	(13 974)
Impairment of plant and equipment (net of tax)	**112**	2 972
Fair value adjustment on investment property	**–**	(3 045)
Impairment of goodwill	**–**	207 812
Headline (loss)/earnings for the year	**(220 224)**	157 497
Weighted average number of ordinary shares in issue ('000)	**318 873**	317 439
Headline (loss)/earnings per share (cents)	**(70)**	50
Diluted headline (loss)/earnings per share (cents)	**(70)**	50

9. CORE EARNINGS PER SHARE

The calculation of core earnings per share is based on:

	Audited 30 June 2020 R'000	Audited 30 June 2019 R'000
Basic loss attributable to ordinary shareholders	**(217 637)**	(36 268)
Fair value adjustment on biological assets (net of tax)	**114 697**	(146 644)
Impairment of goodwill	**–**	207 812
Core (loss)/earnings for the year	**(102 940)**	24 900
Weighted average number of ordinary shares in issue ('000)	**318 873**	317 439
Core (loss)/earnings per share (cents)	**(33)**	8
Diluted core (loss)/earnings per share (cents)	**(33)**	8

10. BORROWINGS

Under the conditions of the Term Loan Facility Agreement (the Facility Agreement) with the Land Bank (the Lender), the Company must notify the Lender immediately once it becomes aware of a potential breach of any of the financial covenants under the Facility Agreement, one of which is the interest cover ratio.

On 9 June 2020, the Company informed the Lender of a potential breach of its interest cover ratio for the measurement period ending 30 June 2020. This financial covenant is measured quarterly, on a rolling 12-month basis. There was no breach of this financial covenant for the first three quarters of the 2020 financial year. The fourth quarter was significantly impacted by the national lockdown imposed by Government due to the COVID-19 pandemic. This resulted in lower earnings and the resultant breach.

Under the Facility Agreement, the Company has the contractual right to remedy a breach within 20 business days after being notified by the Lender to do so (the remedy period). Alternatively, the Lender can waive the breach. Should the Company not be able to remedy the breach within the remedy period or the breach is not waived by the Lender, an event of default occurs at this time which among others, provides the Lender with the right to demand payment of the outstanding debt.

At 30 June 2020, the Lender had not notified the Company that it had to remedy the breach within the remedy period as noted above. Notwithstanding this, the Company's rights under the Facility Agreement entitled it to remedy the breach with some of the available remedies being under the control of the Company. At the reporting date, no event of default had thus occurred and, as a result, the Lender had no right to demand repayment of the debt. As such, the Company continued to have an unconditional right in terms of the contract to defer settlement of the liability for at least 12 months after the reporting date.

Based on the conclusion noted above, it therefore follows that the portion of debt which, under the terms of the Facility Agreement is repayable after 12 months from the reporting date, has been classified as non-current whereas the portion that is payable within 12 months after the reporting date has been classified as current.

After year-end, the Lender opted to waive the interest cover ratio breach.

NOTICE OF ANNUAL GENERAL MEETING

YORK TIMBERS

YORK TIMBER HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1916/004890/06)
(**York** or the **Company** or the **Group**)
ISIN: ZAE000133450
Share code: YRK

Notice is hereby given that an annual general meeting (**AGM**) of shareholders of the Company will be held remotely on Wednesday, 11 November 2020 at 09:00, through an interactive electronic platform, subject to any cancellation, postponement or adjournment, to deal with such business as may lawfully be dealt with at an AGM and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, 71 of 2008, as amended (the **Companies Act**), the memorandum of incorporation of the Company (**MOI**) and the JSE Limited Listings Requirements (**JSE Listings Requirements**).

The Company has retained the services of The Meeting Specialist Proprietary Limited (TMS) to remotely host the AGM on an interactive electronic platform in order to facilitate remote attendance, participation and voting by shareholders and/or their proxies.

The notice of the Company's AGM has been sent to shareholders who were recorded as such in the Company's securities register maintained by the transfer secretaries (Computershare Investor Services Proprietary Limited) on Friday, 2 October 2020, being the record date used to determine which shareholders are entitled to receive this notice of AGM.

The record date on which shareholders must be recorded as such in the Company's securities register for the purpose of being entitled to participate in and vote at the AGM is Friday, 30 October 2020. The last day to trade in order to be entitled to participate in and vote at the AGM will be Tuesday, 27 October 2020.

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

In accordance with regulation 43(5)(c) of the Companies Regulations, 2011, promulgated under the Companies Act, a member of the Social and Ethics Committee is required to report to shareholders at the AGM on the matters within the mandate of the Social and Ethics Committee. The Social and Ethics Committee's report is contained on page 18 of the annual report.

Shareholders are requested to consider, and if deemed fit, pass, with or without modification, the following resolutions by way of separate resolutions:

ORDINARY RESOLUTION NUMBER 1

Adoption of the consolidated and separate annual financial statements for the year ended 30 June 2020

"Resolved that the consolidated and separate annual financial statements of the Company and its subsidiaries, incorporating the reports of the external auditor, Audit Committee of the Company (**Audit Committee**) and directors of the Company (**directors**) for the year ended 30 June 2020, be and are hereby adopted."

The consolidated and separate annual financial statements of the Company, as approved by the Board of Directors of the Company (the **Board**), incorporating the reports of the external auditor, Audit Committee and directors for the year ended 30 June 2020, have been distributed as required and are presented.

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

The complete consolidated and separate annual financial statements and annual report are available on the Company's website:
http://www.york.co.za/downloads/annualreport2020.pdf

ORDINARY RESOLUTIONS NUMBERS 2.1 TO 2.4

Re-election of directors

"Resolved that shareholders elect each director listed below, by way of a separate vote, who retire by rotation in terms of the MOI, and who, being eligible, have offered themselves for re-election:

2.1 Dinga Mncube;
2.2 Max Nyanteh;
2.3 Hetisani Mbanyele-Ntshinga; and
2.4 Andries Brink."

Brief résumés in respect of each director are contained on page 12 of the annual report.

The percentage of voting rights that will be required for each of these resolutions to be adopted is more than 50% of the votes exercised on each resolution.

ORDINARY RESOLUTION NUMBER 3

Re-appointment of the external auditor

"Resolved that PricewaterhouseCoopers Inc. (with Mr Schalk Barnard being the designated external audit partner) be and are hereby re-appointed as the external auditor of the Company from the conclusion of this AGM."

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

ORDINARY RESOLUTIONS NUMBERS 4.1 TO 4.3

Re-election of the Audit Committee members

"Resolved that shareholders elect, by way of a separate vote, the following independent non-executive directors as members of the Audit Committee, subject to their re-election as directors (where applicable) in terms of ordinary resolutions numbers 2.2 and 2.4, with effect from the end of this AGM until the conclusion of the next AGM of the Company:

4.1 Andries Brink;
4.2 Dr Azar Jammine; and
4.3 Max Nyanteh."

Brief résumés of these directors offering themselves for election as members of the Audit Committee are contained on page 12 of the annual report.

The percentage of voting rights that will be required for each of these resolutions to be adopted is more than 50% of the votes exercised on each resolution.

ORDINARY RESOLUTIONS NUMBERS 5.1 AND 5.2

Endorsement of the Company's remuneration policy and implementation report

5.1 "Resolved that shareholders endorse, by way of a non-binding advisory vote, the Company's remuneration policy, as set out on page 19 of the annual report."

5.2 "Resolved that shareholders endorse, by way of a non-binding advisory vote, the Company's remuneration implementation report, as set out on page 19 of the annual report."

The percentage of voting rights that will be required for each of these non-binding advisory resolutions to be adopted is more than 50% of the votes exercised on each resolution.

SPECIAL RESOLUTION NUMBER 1

General authority to acquire/repurchase shares

"Resolved that the Company and its subsidiaries be and are hereby authorised by way of a general authority, to acquire from time to time the issued ordinary shares of the Company upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the MOI, the JSE Listings Requirements and the provisions of the Companies Act, where applicable and provided that:

- any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement with the counterparty;
- this general authority shall be valid until the Company's next AGM, provided that it shall not extend beyond 15 months from the date of passing of this special resolution number 1;
- an announcement will be published as soon as the Company or any of its subsidiaries have acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue and for each 3% in aggregate of the initial number acquired thereafter, in compliance with paragraph 11.27 of the JSE Listings Requirements;
- acquisitions of shares in aggregate in any one financial year may not exceed 10% of the Company's ordinary issued share capital, as the case may be, as at the date of passing of this special resolution number 1, provided that the acquisition of shares as treasury shares by a subsidiary of the Company shall not be effected to the extent that in aggregate more than 10% of the number of issued shares in the Company are held by or for the benefit of all the subsidiaries of the Company taken together;
- ordinary shares will not be acquired at a price greater than 10% above the weighted average of the market value at which such ordinary shares for the five business days immediately preceding the date the transaction is effected;
- the Company has been given authority by its MOI;
- at any point in time, the Company and/or its subsidiaries may only appoint one agent to effect any such acquisition;
- a resolution has been passed by the Board confirming that the Board has authorised the general repurchase, that the Company and its subsidiaries passed the solvency and liquidity test and that, since the test was done, there have been no material changes to the financial position of the Group; and
- the Company and/or its subsidiaries will not acquire any shares during a prohibited period, as defined in the JSE Listings Requirements, unless a repurchase programme is in place, where dates and quantities of ordinary shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed to the JSE, in writing, prior to the commencement of the prohibited period. The Company must instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE."

The JSE Listings Requirements require, in terms of paragraph 11.26(b), the following disclosures, which appear in the annual report:

- Major shareholders on page 95; and
- Share capital of the Company on page 95.

Litigation statement

The directors, whose names appear on page 12 of the annual report, of which this notice of AGM forms part, are not aware of any legal or arbitration proceedings that are pending or threatened, that may have or had in the recent past, being at least the previous 12 months, a material effect on the Group's financial position.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names appear on page 12 of the annual report of which this notice of AGM forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution number 1 contains all information required by law and the JSE Listings Requirements.

Material changes

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

Statement of the Board's intention

The directors consider that such a general authority should be put in place should an opportunity present itself to do so during the upcoming financial year, which is in the best interests of the Company and its shareholders.

The directors are of the opinion that it would be in the best interests of the Company to extend such general authority and thereby allow the Company or any of its subsidiaries to be in a position to acquire issued shares through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

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

Reason for and effect of special resolution number 1

The reason for and effect of special resolution number 1 is to grant the Company and/or its subsidiaries general approval to acquire the Company's issued shares on such terms and conditions and at such amounts determined from time to time by the directors and subject to the limitations set out above.

SPECIAL RESOLUTIONS NUMBERS 2.1 TO 2.6

Remuneration of non-executive directors

"Resolved that the fees payable by the Company to non-executive directors for their services as directors (in terms of section 66 of the Companies Act) be and are hereby approved, by way of separate votes, for the period from January 2021 to December 2021 as follows:

Resolution		Proposed remuneration for the period from 1 January 2021 to 31 December 2021 (annual fee paid bi-annually in arrears) R'000
2.1	Chairman of the Board	814
2.2	Non-executive directors	208

Resolution	Committee	Chairman R'000	Member R'000
2.3	Audit	124	67
2.4	Social and Ethics	124	67
2.5	Risk and Opportunity	124	67
2.6	Remuneration and Nomination	124	67

The percentage of voting rights that will be required for each of these resolutions to be adopted is at least 75% of the votes exercised on each resolution.

Reason for and effect of special resolutions numbers 2.1 to 2.6

The Companies Act requires shareholder approval of non-executive directors' fees prior to payment of such fees.

VOTING INSTRUCTIONS

In terms of the Companies Act, any shareholder entitled to electronically attend, participate in and vote at the AGM may appoint one or more persons as proxy, to electronically attend, participate and vote in his/her stead. A proxy need not be a shareholder of the Company.

TMS will assist shareholders with the requirements for electronic attendance, participation in, and/or voting at the AGM. Shareholders who wish to electronically attend, participate in and/or vote at the AGM are required to contact TMS at proxy@tmsmeetings.co.za or on +27 (0)11 520 7950/1/2 as soon as possible and not later than 48 hours before the time fixed for the AGM (excluding Saturdays, Sundays and public holidays), being Monday, 9 November 2020 at 09:00. Shareholders participating in this manner may still appoint a proxy to vote on their behalf at the AGM. Access by means of electronic communication will be at the expense of the individual shareholder.

Forms of proxy must be emailed to TMS via proxy@tmsmeetings.co.za or deposited at the office of TMS at JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196, not later than 48 hours before the time fixed for the AGM (excluding Saturdays, Sundays and public holidays), being Monday, 9 November 2020 at 09:00 or be submitted to the Chairman of the AGM or the meeting facilitator, TMS, before the appointed proxy exercises any of the relevant shareholder's rights.

If your York shares have been dematerialised and are held in a nominee account, then your Central Securities Depository Participant (**CSDP**) or broker, as the case may be, should contact you to ascertain how you wish to cast your vote at the AGM and thereafter cast your vote in accordance with your instructions.

If you have not been contacted, it would be advisable for you to contact your CSDP or broker, as the case may be, and furnish them with your instructions. If your CSDP or broker, as the case may be, does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, or if the mandate is silent in this regard, to abstain from voting.

Dematerialised shareholders whose shares are held in a nominee account must not complete the attached form of proxy. Unless you advise your CSDP or broker timeously in terms of the agreement between yourself and your CSDP or broker by the cut-off time advised by them that you wish to electronically attend the AGM or appoint a proxy to represent you at the AGM, your CSDP or broker will assume you do not wish to electronically attend the AGM or appoint a proxy. If you wish to electronically attend the AGM, your CSDP or broker will issue the necessary letter of representation to you to electronically attend the AGM.

Shareholders who have dematerialised their shares through a CSDP or broker, other than "own name" registered dematerialised shareholders, who wish to electronically attend the AGM, must request their CSDP or broker to issue them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them and the CSDP or broker.

SHAREHOLDER RIGHTS

In terms of section 58 of the Companies Act, shareholders have rights to be represented by proxy as herewith stated. An extract of section 58 is included in the form of proxy on page 102.

PRINTING AND DISTRIBUTION OF THE ANNUAL REPORT

In line with York's continuous efforts to contain costs, and the environmental benefits of electronic communication with shareholders, the Company hereby proposes to shareholders that various documents, records, statements and notices (report(s)) in respect of the Company, be, as far as possible, delivered to shareholders by electronic mail (email) or posted on the Company's website with an email alert being sent to shareholders notifying them that, *inter alia*, the reports are available on the Company's website.

Should you wish to avail yourself of these options, kindly request this *via* email to ecomms@computershare.co.za.

By order of the Board

Sue Hsieh
Company Secretary

28 September 2020

Meeting facilitator
The Meeting Specialist Proprietary Limited
JSE Building
One Exchange Square, 2 Gwen Lane
Sandown, 2196
PO Box 62043, Marshalltown, 2107
011 520 7951/0/2
proxy@tmsmeetings.co.za

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING AND PROPOSED RESOLUTIONS

ORDINARY RESOLUTION NUMBER 1: CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

The ordinary business to be considered at the AGM is more fully governed in terms of the MOI. In summary, the ordinary business at an AGM is to receive and consider the consolidated and separate annual financial statements, to declare or sanction dividends (where applicable), to elect directors, the auditor and other officers in the place of those retiring by rotation or otherwise and to elect the Audit Committee members. No special business shall be transacted at an AGM unless due notice thereof has been given.

ORDINARY RESOLUTIONS NUMBERS 2.1 TO 2.4: RE-ELECTION OF DIRECTORS

The rotation of directors is more fully governed in terms of paragraphs 5.1.3 to 5.1.8 of the MOI, which require one-third of the non-executive directors to retire from office at the AGM. The retiring directors at each AGM shall be those who have been longest in office since their last election or appointment. If, at the date of the AGM, any director will have held office for a period of three years since his/her last election or appointment, he/she shall retire at such AGM either as one of the directors to retire in pursuance of the foregoing or additionally thereto. A retiring director shall act as a director throughout the AGM at which he/she retires. The retiring directors may be re-elected provided that they are eligible. Dinga Mncube, Max Nyanteh, Hetisani Mbanyele-Ntshinga and Andries Brink offer themselves for re-election.

ORDINARY RESOLUTION NUMBER 3: APPOINTMENT OF THE EXTERNAL AUDITOR

The Audit Committee has nominated PricewaterhouseCoopers Inc. for appointment as the external auditor of the Company under section 90 of the Companies Act. In accordance with paragraph 3.84(g)(iii), as read with paragraph 22.15(h) of the JSE Listings Requirements, the Audit Committee has assessed the suitability of PricewaterhouseCoopers Inc. (with Mr Schalk Barnard being the designated external audit partner) for appointment as the external auditor.

Furthermore, the Audit Committee has, in terms of paragraph 3.86 of the JSE Listings Requirements, considered and satisfied itself that PricewaterhouseCoopers Inc. is accredited and appears on the JSE list of Auditors and Accounting Specialists and that Mr Schalk Barnard does not appear on the JSE list of disqualified individual auditors, as set out in section 22 of the JSE Listings Requirements. The Board has accepted the recommendation of the Audit Committee, subject to shareholder approval as required in terms of section 90(1) of the Companies Act.

The external auditor will remain the appointed external auditor until the conclusion of the next AGM of the Company.

ORDINARY RESOLUTIONS NUMBERS 4.1 TO 4.3: RE-ELECTION OF THE AUDIT COMMITTEE MEMBERS

In terms of section 94(2) of the Companies Act, and in compliance with the King IV Report on Corporate Governance for South Africa, 2016 (**King IV**), the Company must elect an Audit Committee comprising at least three independent members. While the members of the Audit Committee are nominated by the Board, the election of each member to the Audit Committee must be individually approved by the shareholders at each AGM. The proposed members of the Audit Committee have experience in audit, accounting, economics, human resources, commerce and general industry, among others.

The Board confirms that Andries Brink, Dr Azar Jammine and Max Nyanteh are independent non-executive directors as contemplated in King IV and the JSE Listings Requirements.

Each proposed member of the Audit Committee is a suitably qualified and skilled director. The proposed members of the Audit Committee are, *inter alia*, not:

- involved in the day-to-day management of the Company and have not been so involved at any time during the previous financial year;
- prescribed officers or full-time employees of the Company or another related or inter-related company, or have been such an officer or employee at any time during the previous three financial years;
- material suppliers or customers of the Company; and
- related to any person who falls within the criteria set out above.

ORDINARY RESOLUTIONS NUMBERS 5.1 AND 5.2: ENDORSEMENT OF THE COMPANY'S REMUNERATION POLICY AND IMPLEMENTATION REPORT

King IV recommends, and the JSE Listings Requirements require, that a Company's remuneration policy and implementation report be tabled as separate non-binding advisory votes by shareholders at each AGM.

This enables shareholders to express their views on the Company's remuneration policy and implementation thereof.

Ordinary resolutions numbers 5.1 and 5.2 are of an advisory nature only and failure to pass one or both of these resolutions will therefore not have any legal consequences relating to existing remuneration arrangements.

However, the Board will take the outcome of the vote into consideration when considering amendments to the Company's remuneration policy.

Shareholders are reminded that in terms of King IV and the JSE Listings Requirements, should 25% or more of the votes cast be against one or both of the non-binding advisory resolutions, York undertakes to engage with its shareholders as to the reasons therefore, and undertakes to make recommendations based on the feedback received.

SPECIAL RESOLUTION NUMBER 1: GENERAL AUTHORITY TO ACQUIRE/REPURCHASE SHARES

This is to grant the Company and its subsidiaries a general authority to facilitate the acquisition by the Company and/or its subsidiaries of the Company's shares, which general authority shall be valid until the next AGM of the Company, provided that this general authority shall not extend beyond 15 months from the date of the passing of special resolution number 1. Having considered the current cash flow position of the Company, the Board could contemplate a general repurchase of shares.

SPECIAL RESOLUTIONS 2.1 TO 2.6: REMUNERATION OF NON-EXECUTIVE DIRECTORS

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

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies 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;
- 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;
- 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; and
- 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 Companies 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.

ELECTRONIC PARTICIPATION FORM

YORK TIMBERS

YORK TIMBER HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1916/004890/06)
(**York** or the **Company** or the **Group**)
ISIN: ZAE000133450
Share code: YRK

Electronic participation in the York Timber Holdings Limited (Company) virtual annual general meeting held on 11 November 2020 at 09:00

ANNUAL GENERAL MEETING

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication (**Participants**), must apply to the Company's meeting scrutineers to do so by e-mailing the form below (**the application**") to the e-mail address of the Company's meeting scrutineers, The Meeting Specialist Proprietary Limited (**TMS**), by no later than 09:00am on Monday, 9 November 2020. The e-mail address is as follows: proxy@tmsmeetings.co.za.
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (**CSDP**) or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Each shareholder, who has complied with the requirements below, will be contacted between 9 November 2020 and 10 November 2020 via email/mobile with a unique link to allow them to participate in the virtual annual general meeting.
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must provide TMS with the information requested below.
- The Participant's unique access credentials will be forwarded to the email/cell number provided below.

APPLICATION FORM

Name and surname of shareholder	
Name and surname of shareholder representative (If applicable)	
ID number of shareholder or representative	
Email address	
Cell number	
Telephone number	
Name of CSDP or Broker	
(If shares are held in dematerialised format)	
SCA number/Broker account number or	
Own name account number	

ELECTRONIC PARTICIPATION FORM continued

Number of shares	
Signature	
Date	

By signing this form, I agree to the terms and conditions below and consent to the processing of my personal information above for the purpose of participation in the annual general meeting.

Terms and conditions for participation at York Timber Holdings Limited's annual general meeting to be held on 11 November 2020 at 9:00 via electronic communication

- The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies York Timber Holdings Limited and TMS and/or their third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against York Timber Holdings Limited and TMS and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the general meeting.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.
- The annual general meeting will be recorded by TMS and the recording will be available upon request.
- Given the above, the Participant agrees not to record the meeting by any another means.
- Participants will be muted throughout the annual general meeting. There will be a question and answer session where participants may post questions on the virtual platform.
- Participants are required to have a stable internet connection to successfully participate in the annual general meeting.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this participation form has been fully completed and signed by the Participant and delivered or e-mailed to TMS at proxy@tmsmeetings.co.za.

Shareholder name:

Signature:

Date:

Important: You are required to attach a copy of your identity document/driver's licence/passport when submitting this form.

FORM OF PROXY

YORK TIMBERS

YORK TIMBER HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1916/004890/06)
(**York** or the **Company** or the **Group**)
ISIN: ZAE000133450
Share code: YRK

Form of proxy for the annual general meeting (AGM) to be held remotely on Wednesday, 11 November 2020 at 09:00, through an interactive electronic platform – for use by certificated ordinary shareholders and dematerialised ordinary shareholders with "own name" registration only.

Holders of dematerialised ordinary shares other than "own name" registration must inform their Central Securities Depository Participant (**CSDP**) or broker of their intention to electronically attend the AGM and request their CSDP or broker to issue them with the necessary authorisation to electronically attend the AGM or provide their CSDP or broker with their voting instructions should they not wish to electronically attend the AGM in person but wish to be represented thereat.

I/We ______________________________
(Please print)

of (address) ______________________________

Being the registered holder(s) of __________ ordinary shares in the capital of the Company do hereby appoint

1. ______________________________ or failing him/her,

2. ______________________________ or failing him/her,

the Chairman of the AGM as my/our proxy to act on my/our behalf at the AGM of the Company which will be held on Wednesday, 11 November 2020 at 09:00 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

		For	Against	Abstain
1.	**Ordinary resolution number 1:** Adoption of the annual financial statements			
2.	**Ordinary resolutions numbers 2.1 to 2.4:** Re-election of directors who retire by rotation (by separate resolutions):			
2.1	Dinga Mncube			
2.2	Max Nyanteh			
2.3	Hetisani Mbanyele-Ntshinga			
2.4	Andries Brink			

		For	Against	Abstain
3.	**Ordinary resolution number 3:** Re-appointment of PricewaterhouseCoopers Inc. (with Mr Schalk Barnard being the designated external audit partner) as the external auditor			
4.	**Ordinary resolutions numbers 4.1 to 4.3:** Re-election of the Audit Committee members (by separate resolutions):			
4.1	Andries Brink			
4.2	Dr Azar Jammine			
4.3	Max Nyanteh			
5.	**Ordinary resolutions numbers 5.1 and 5.2:** Endorsement of the Company's remuneration policy and implementation report (by separate resolutions)			
5.1.	Endorsement of York's remuneration policy			
5.2	Endorsement of York's remuneration implementation report			
1.	**Special resolution number 1:** General authority to acquire (repurchase) shares			
2.	**Special resolution number 2:** Remuneration of non-executive directors (by separate resolutions):			
For the period 1 January 2021 to 31 December 2021				
2.1	Chairman of the Board			
2.2	Non-executive directors			
2.3	Chairman and member of the Audit Committee			
2.4	Chairman and member of the Social and Ethics Committee			
2.5	Chairman and member of the Risk and Opportunity Committee			
2.6	Chairman and member of the Remuneration and Nomination Committee			

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

For further information and clarification on the use of this form of proxy, refer to the notes on page 100.

Signed at ______________________________ on ____ 2020

Signature ____ Assisted by me (where applicable)

NOTES TO THE FORM OF PROXY

1. An ordinary shareholder holding dematerialised shares with "own name" registration, or who holds shares that are not dematerialised, may insert the name of a proxy or the names of up to two alternative proxies of the ordinary shareholder's choice in the space provided, with or without deleting "the Chairman of the AGM". The person whose name stands first on the proxy form and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the Chairman of the AGM. A proxy need not be a shareholder of the Company.

2. An ordinary shareholder is entitled to one vote on a show of hands and, on a poll, to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the Company. An ordinary shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the ordinary shareholder in the appropriate box(es). An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above 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 the entire shareholder's votes exercisable thereat. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the ordinary shareholder.

3. If any ordinary shareholder does not indicate on this instrument that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may be properly put before the AGM be proposed, the proxy shall be entitled to vote as he/she thinks fit.

4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from electronically attending, participating in and voting at the AGM instead of any proxy appointed in terms hereof.

5. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form, unless previously recorded by the Company or waived by the Chairman of the AGM.

6. 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.

7. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.

8. It is requested that this form of proxy should be completed and returned to the Company's meeting facilitator, The Meeting Specialist Proprietary Limited (TMS), by any of the following methods so as to reach them by no later than Monday, 9 November 2020 at 09:00:

   Delivery: The Meeting Specialist
JSE Building
One Exchange Square
2 Gwen Lane
Sandown
2196

   Post: PO Box 62043
Marshalltown
2107

   Email: proxy@tmsmeetings.co.za

9. Should a shareholder lodge the form of proxy with TMS less than 48 hours before the AGM, such shareholder will also be required to furnish a copy of such form of proxy to the Chairman of the AGM before the appointed proxy exercises any such shareholder's rights at the AGM.

Additional forms of proxy are available from TMS on request.

CORPORATE INFORMATION

YORK TIMBER HOLDINGS LIMITED

Incorporated in the Republic of South Africa
Registration number: 1916/004890/06
JSE share code: YRK
ISIN: ZAE000133450
(York, the Company or the Group)

EXECUTIVE DIRECTORS

Pieter van Zyl *(Chief Executive Officer)*
Gerald Stoltz *(Chief Financial Officer)*

NON-EXECUTIVE DIRECTORS

Dr Jim Myers* *(Non-executive Chairman, USA)*
Dr Azar Jammine*
Shakeel Meer
Dinga Mncube*
Andries Brink*
Hetisani Mbanyele-Ntshinga*
Maxwell Nyanteh*
(independent)*

REGISTERED OFFICE

York Corporate Office
3 Main Road, Sabie, Mpumalanga

Postal address
PO Box 1191, Sabie 1260

AUDITOR

PricewaterhouseCoopers Inc.

COMPANY SECRETARY

Sue Hsieh

SPONSOR

One Capital

TRANSFER SECRETARIES

Computershare Investor Services
Proprietary Limited

purple.frog

YORK TIMBERS

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