



## **Hulisani Limited**

Incorporated in the Republic of South Africa  
(Registration number: 2015/363903/06)  
Share code: HUL ISIN code: ZAE000212072  
("Hulisani" or "the Company")

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## **ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING OF HULISANI SHAREHOLDERS**

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### **Contextual information to Shareholders**

Shareholders are referred to the notice of the Annual General Meeting of the shareholders of the Company ("notice of the AGM") as contained in the Annual Report 2017 (pages 51 to 60).

Shareholders are referred to **item 3** (page 53 of the Annual Report 2017) of the notice of the AGM which informed Shareholders that the audit and risk committee was still conducting its analysis in relation to the appropriate auditor to propose for appointment for the ensuing year. It was further advised that once the analysis had been completed, the Company would provide shareholders with a further notice prior to the Annual General Meeting of the auditor that it had determined to be appropriate to be proposed for appointment by shareholders, as well as the resolution to be proposed to the shareholders at the Annual General Meeting in respect of the appointment of the auditor.

Shareholders are advised that the notice of the AGM, to be held on Wednesday, 18 October 2017 at 11:00 at Hulisani Offices, Main Board Room, 4<sup>th</sup> Floor, 90 Rivonia Road, Sandton is hereby amended as contemplated in this Addendum.

In this Addendum to the notice of the AGM, unless the contrary appears from the context, words and phrases used shall have the defined meanings given thereto in the Company's Annual Report 2017, of which the notice forms part, and which have been distributed as required and will be presented to shareholders.

The voting instructions and shareholder rights remain unchanged and are detailed on page 58 of the Annual Report 2017.

The date, time and location of the Annual General Meeting remain unchanged.

### **Amendment of the notice of the AGM**

The Company is pleased to inform Shareholders that the audit committee has completed its analysis of auditors and the notice of the Annual General Meeting of the shareholders of the Company is herewith amended with the addition and inclusion of the following **Ordinary Resolution number 12** under **item 3** (page 53 of the Annual Report 2017) of the notice of the AGM:

#### **3. Appointment of auditor**

##### **Ordinary resolution number 12: Appointment of PricewaterhouseCoopers as the Auditors of the Company**

"Resolved that PricewaterhouseCoopers be and is hereby appointed as auditor of the Company for the ensuing year on the recommendation of the audit and risk committee of the Company."

The reason for ordinary resolution number 12 is that the Company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed each year at the annual general meeting of the Company as required by the Companies Act.

The audit and risk committee was satisfied that proposed auditors, PricewaterhouseCoopers, met the requirements as prescribed in Section 90(2) of the Companies Act.

For ordinary resolution number 12 to be adopted, more than 50% of the voting rights exercised on the resolution must be exercised in favour thereof.

**Form of proxy**

An additional form of proxy including the additional Ordinary Resolution Number 12 – Appointment of Auditors is attached.

  
Marubini Raphulu

By order of the Board

12 September 2017

# Form of proxy



## HULISANI LIMITED

Incorporated in the Republic of South Africa  
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### Form of proxy – for use by certificated and own-name dematerialised shareholders only

For use at the annual general meeting of ordinary shareholders of the Company to be held at Hulisani Limited, Hulisani Offices, Main Board Room, 4th Floor, 90 Rivonia Road, Sandton, at 11:00 on Wednesday, 18 October 2017 ("the AGM").

I/We \_\_\_\_\_ (full name in print)

of \_\_\_\_\_ (address)

Telephone (Work) \_\_\_\_\_ Telephone (Home) \_\_\_\_\_ Cellphone \_\_\_\_\_

Email address \_\_\_\_\_

being the registered holder of \_\_\_\_\_ shares in the Company, hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

the Chairman of the AGM, as my/our proxy to attend, speak and vote for me/us at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary and special 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 ordinary shares registered in my/our name(s), in accordance with the following instruction (see notes):

	Number of shares		
	For	Against	Abstain
<b>ORDINARY RESOLUTION NUMBER 1:</b> To re-elect Mr Malungelo Headman Zilimbola as Director			
<b>ORDINARY RESOLUTION NUMBER 2:</b> To re-elect Mr Harald Schaaf as Director			
<b>ORDINARY RESOLUTION NUMBER 3:</b> To re-elect Mr Asanda Vuyolwethu Notshe as Director			
<b>ORDINARY RESOLUTION NUMBER 4:</b> To elect Prof Ben Marx as Director			
<b>ORDINARY RESOLUTION NUMBER 5:</b> To elect Mr Masibulele Dem as Director			
<b>ORDINARY RESOLUTION NUMBER 6:</b> To appoint Prof Ben Marx as a member of the Audit and Risk Committee			
<b>ORDINARY RESOLUTION NUMBER 7:</b> To appoint Malungelo Zilimbola as a member of the Audit and Risk Committee			
<b>ORDINARY RESOLUTION NUMBER 8:</b> To re-appoint Mr Harald Schaaf as a member of the Audit and Risk Committee			
<b>ORDINARY RESOLUTION NUMBER 9:</b> To re-appoint Ms Noluthando Primrose Gosa as a member of the Audit and Risk Committee			
<b>ORDINARY RESOLUTION NUMBER 10:</b> Endorsement of Hulisani's remuneration policy			
<b>ORDINARY RESOLUTION NUMBER 11:</b> General Authority to issue ordinary shares for cash			
<b>ORDINARY RESOLUTION NUMBER 12:</b> Appointment of PricewaterhouseCoopers as the Auditors of the Company			
<b>SPECIAL RESOLUTION NUMBER 1:</b> Remuneration of non-executive Directors			
<b>SPECIAL RESOLUTION NUMBER 2:</b> Inter-company financial assistance			
<b>SPECIAL RESOLUTION NUMBER 3:</b> Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			
<b>SPECIAL RESOLUTION NUMBER 4:</b> Share repurchases by the Company and its subsidiaries			

Please indicate your voting instruction by way of inserting the number of shares or by a cross in the space provided.

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature(s) \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_ (state capacity and full name)

Each Hulisani shareholder is entitled to appoint one or more proxy(ies) (who need not be shareholder(s) of the Company) to attend, speak and vote in his/her stead at the AGM.

Please read the notes on overleaf/next page.

## Notes to the form of proxy

The person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.

A Hulisani shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the Chairman of the AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the meeting, or any other proxy to vote or to abstain from voting at the meeting as he/she deems fit, in respect of all the shares concerned. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.

When there are joint registered holders of any shares, any one of such persons may vote at the meeting in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such shares or his/ her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any shares stand, shall be deemed joint holders thereof.

Forms of proxy must be completed and returned to be received by the transfer secretaries of the Company, Computershare Investor Services (Pty) Ltd (PO Box 61051, Marshalltown, 2107), by 12:00 midday on 16 October 2017.

Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).

Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the chairman of the AGM.

The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person.