



**Revised  
notice of annual  
general meeting**  
for the year ended  
31 March 2022

# Dear shareholder

## Revised notice of annual general meeting ("AGM")

With reference to the Company's notice of AGM distributed on 29 July 2022 ("Original Notice") please receive this Revised Notice, which has also been published on the Company's website (<https://salunganogroup.com>) today, 5 September 2022.

The reasons for the publication and distribution of the Revised Notice are as follows:

- **Changes to Ordinary Resolutions**  
**Ordinary Resolution Number 1.3:** With reference to the announcement released on SENS on 29 August 2022, advising shareholders that Ms Kabela Maroga, a non-executive director of the Company, has been appointed as Chief Financial Officer of the Company with effect from 1 October 2022, when her director status will change to that of an executive director. Ms Maroga had been nominated to retire and be re-elected as a non-executive director in terms of Ordinary Resolution Number 1.3 of the Original Notice, but is no longer available for re-election due to her appointment as Chief Financial Officer. Dr Humphrey Mathe, being eligible and offering himself for re-election, has been nominated in Ms Maroga's stead as reflected in Ordinary Resolution Number 1.3 of the Revised Notice.

**Ordinary Resolution Number 3:** Due to the resignation of the designated audit partner of KPMG, which firm is to be reappointed as the independent registered auditor of the Company, the name of Ms Nompakamo Matanzima as designated auditor, contained in Ordinary Resolution Number 3 of the Original Notice has been changed to that of

Ms Brenda Jajula, the new designated audit partner, in Ordinary Resolution Number 3 of the Revised Notice.

- **Addition of Special Resolution Number 4: Amendment to the Company's Memorandum of Incorporation ("Mol") to increase the Company's Authorised Ordinary Share Capital**

Special Resolution 4 has been added to the Revised Notice, to obtain shareholders approval consideration and approval of an increase of the Company's authorised ordinary share capital of 500 000 000 ordinary shares of no par value to 1 000 000 000 ordinary shares of no par value, to allow for possible acquisitions and capital raisings, in accordance with the prescripts of the Companies Act (No 71 of 2008, as amended) and the Mol. The Board considers the increase in ordinary share capital to be in the best interests of the Company, and the proposed Mol change has been approved by the JSE Limited ("JSE"). The Mol is available for inspection at the Company's registered address from today, 5 September 2022 until the date of the AGM.

- **Revised form of proxy**  
A revised form of proxy accompanies this Revised Notice, incorporating the aforesaid changes and addition.

Shareholders are advised that the AGM will still be held on Tuesday, 4 October 2022 at 10:00 to transact the business set out in the Revised Notice, which replaces the Original Notice in toto, and will still be conducted entirely by electronic communication. The Company's Integrated Annual Report distributed to shareholders on 29 July 2021, including the audited

consolidated annual financial statements and sustainability report remain available on the Salungano Group website at <https://salunganogroup.com/annual-reports/>

The Board, having considered the contents of each resolution, including the amended resolutions and additional resolution referred to above, considers these resolutions to be in the best interests of the Company and recommends that shareholders vote in favour of all resolutions proposed at the AGM.

If you are unable to attend the AGM online, you may vote by proxy in accordance with the instructions in this Revised Notice and revised form of proxy.

Shareholders who have already submitted their forms of proxy to the Company's Transfer Secretaries, Computershare Investor Services, are encouraged to re-submit the revised form of proxy that forms part of the Revised Notice.

Yours sincerely



**Yolande Lemmer**  
Company Secretary



# Annual general meeting



## Salungano Group Limited

(previously known as Wescoal Holdings Limited)  
Incorporated in the Republic of South Africa  
(Registration number: 2005/006913/06)  
JSE Share code: SLG  
ISIN: ZAE000306890  
("Salungano Group" or "the Company")

## Revised notice of annual general meeting of shareholders

Notice is hereby given that the annual general meeting ("AGM") for the year ended 31 March 2022 of ordinary shareholders of the Company ("ordinary shareholders") will be held at 10:00 on Tuesday, 4 October 2022 by way of electronic communication and participation only, to consider and, if deemed fit, to pass with or without modification, the resolutions set out in this notice.

The AGM will be held entirely by way of electronic communication and participation in accordance with section 63(2)(a) of the Companies Act (No 71 of 2008), as amended ("the Companies Act") and clause 25.6.1 of the Company's Memorandum of Incorporation ("Mol"), and no physical meeting will be held. This notice sets out the procedures which shareholders should follow in order to participate in the AGM by electronic communication.

The Company has appointed its Transfer Secretaries, Computershare Investment Services Proprietary Limited ("the Transfer Secretaries") who will also act as scrutineers, and Lumi Technologies South Africa Proprietary Limited ("Lumi") to host the AGM on the interactive platform and to facilitate electronic participation and voting by shareholders.

## Voting, attendance and participation at the AGM

	Certificated ordinary shareholders and "own name" dematerialised shareholders	Dematerialised ordinary shareholders without "own name" registration
<b>Ordinary shareholders who wish to vote but not attend the AGM by electronic participation</b>	Complete the form of proxy attached to this notice of the notice of AGM and email same, together with proof of identification (i.e. certified copy of South African ("SA") identity document, SA driver's licence or passport) and authority to do so (where acting in a representative capacity), to the Transfer Secretaries at <b>proxy@computershare.co.za</b> so as to be received by the Transfer Secretaries by no later than 10:00 on Friday, 30 September 2022. For administrative purposes, any form of proxy not delivered to the Transfer Secretaries by this time and date may be emailed to the Transfer Secretaries (who will provide same to the chairman of the AGM) at any time prior to the AGM, provided that such form of proxy and identification must be verified and registered before the commencement of the AGM.	<ul style="list-style-type: none"> <li>Provide your Central Securities Depository Participant ("CSDP") or broker with your voting instructions in terms of the custody agreement entered into between you and your CSDP or broker.</li> <li>You should contact your CSDP or broker regarding the cut-off time for submitting your voting instructions to them.</li> <li>If your CSDP or broker does not receive voting instructions from you, they will be obliged to vote in accordance with the instructions as per the custody agreement.</li> </ul>

	Certificated ordinary shareholders and "own name" dematerialised shareholders	Dematerialised ordinary shareholders without "own name" registration
<b>Ordinary shareholders who wish to vote at and attend the AGM by electronic participation</b>	<ul style="list-style-type: none"> <li>Register online at <b>www.smartagm.co.za</b> by no later than 10:00 on Friday, 30 September 2022. Ordinary shareholders may still register online to participate in and/or vote electronically at the AGM after this date and time, provided, however, that for those ordinary shareholders to participate and/or vote electronically at the AGM, they must be verified and registered before the commencement of the AGM.</li> <li>As part of the registration process you will be requested to upload proof of identification (i.e. certified copy of SA identity document, SA driver's licence or passport) and authority to do so (where acting in a representative capacity), as well as to provide details, such as your name, surname, email address and contact number.</li> <li>Following successful registration, you will be provided with a meeting identity number, username and password in order to connect electronically to the AGM.</li> <li>Participate in the AGM through the Lumi website by following the steps set out at <b>www.smartagm.co.za</b>.</li> </ul>	<ul style="list-style-type: none"> <li>Request your CSDP or broker to provide you or your proxy with the necessary authority (i.e. letter of representation) in terms of the custody agreement entered into between you and your CSDP or broker.</li> <li>Register online at <b>www.smartagm.co.za</b> by no later than 10:00 on Friday, 30 September 2022. Shareholders may still register online to participate in and/or vote electronically at the AGM after this date and time, provided, however, that for those shareholders to participate and/or vote electronically at the AGM, they must be verified and registered before the commencement of the AGM.</li> <li>As part of the registration process you will be requested to upload your letter of representation and proof of identification (i.e. certified copy of SA identity document, SA driver's licence or passport), as well as to provide details such as your name, surname, email address and contact number.</li> <li>Following successful registration, you will be provided with a meeting identity number, username and password in order to connect electronically to the AGM.</li> <li>Participate in the AGM through the Lumi website by following the steps set out at <b>www.smartagm.co.za</b>.</li> </ul>

## Notes

- Each ordinary shareholder is entitled to appoint one or more proxy(ies) (who need not be a shareholder of the Company) to participate, speak and vote in their stead at the AGM.
- Voting will take place by way of a poll and accordingly every holder of ordinary shares will have one vote in respect of each ordinary share held.
- The Company will not be responsible for any costs incurred by ordinary shareholders who participate electronically. The cost of electronic participation in the AGM is for the expense of the participant and will be billed separately by the participant's own service provider.
- The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against 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. In particular, but not exclusively, the participant acknowledges that he/she 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.
- The Company cannot guarantee there will not be an interruption in electronic communication that is beyond the control of the Company.
- Due to the electronic format of the AGM, shareholders are encouraged to submit the questions that they wish to raise at the AGM in advance of the AGM by sending them by email to the Group Company Secretary at **yolande@salunganogroup.com**.

## Important dates

The following dates apply to the AGM:

	2022
Notice record date, for purposes of determining which ordinary shareholders are entitled to receive this Notice is	Friday, 26 August
Notice of AGM distributed to shareholders on	Monday, 5 September
Last day to trade ordinary shares in order to be recorded in the register to vote at the AGM (see note 2 below) on	Tuesday, 20 September
AGM record date, being the date on which an ordinary shareholder must be registered in the register in order to be eligible to attend and participate in the AGM and to vote thereat, by close of trade on	Friday, 23 September
For administrative reasons, forms of proxy in respect of the AGM to be lodged at or received by the Transfer Secretaries by no later than 10:00 on	Friday, 30 September
Ordinary shareholders or their duly authorised proxies who wish to participate in the AGM to register to do so by lodging a completed electronic participation application form by 10:00 on	Friday, 30 September
AGM held at 10:00 on	Tuesday, 4 October
Results of the AGM published on SENS on or about	Tuesday, 4 October

## Notes

- The above dates and times are subject to amendment at the discretion of the Company. Any such amendment will be released on SENS.
- Ordinary shareholders should note that as transactions in ordinary shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, ordinary shareholders who acquire ordinary shares after close of trade on Tuesday, 20 September 2022 will not be eligible to attend, participate in and vote at the AGM.

## Quorum

As determined by the Company's MoI, a quorum for the purposes of considering the resolutions to be proposed at the AGM shall consist of three shareholders of the Company, present or represented by proxy (and if the shareholder is a

body corporate, the representative of the body corporate) and entitled to vote at the meeting. In addition, a quorum shall comprise 25% of all voting rights entitled to be exercised by shareholders in respect of the resolutions to be proposed at the AGM.

## Annual financial statements

The consolidated annual financial statements of the Company and its subsidiaries for the year ended 31 March 2022, incorporating the reports of the directors, the independent auditor and the audit, risk and compliance committee, will be presented at the AGM. The annual financial statements are contained in the 2022 Integrated annual report, of which this Notice forms part, and copies of the Integrated annual report have been distributed to the relevant ordinary shareholders. The 2022 Integrated annual report is available on the Company's website at [www.salunganogroup.com](http://www.salunganogroup.com).

## Report of the social and ethics committee

The Company's social and ethics committee report, included in the 2022 Integrated annual report, will serve as the social and ethics committee's AGM report to the Company's shareholders on the matters within its mandate. Any specific questions to the said Committee may be sent to the Group Company Secretary prior to the AGM.

## Ordinary resolutions

**For any of the ordinary resolutions numbers 1 to 7 to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.**

## Directors' particulars

In respect of ordinary resolutions numbers 1 and 2, additional information is provided in the form of the following abridged curricula vitae for all the directors referred to in these resolutions:

### Nonzukiso ("Zukie") Siyotula (38)

**Lead independent director, chairman of the audit, risk and compliance committee and chairman of the nomination committee**

**Appointed: 14 February 2019**

**Educational qualifications:** CA(SA), ACMA, MBA and Executive Programmes (Harvard and Oxford)

Ms Siyotula is a chartered accountant, the CEO of Siyotula Holdings Proprietary Limited and serves as a non-executive director on the boards of various listed and unlisted companies. She has vast and diverse experience in management, finance, corporate governance, strategy, business development, investment and sales and distribution. Previous positions include non-executive directorships of Shell SA, Altech, Netstar, Vodacom SA, Saffipol, STISA and Sekelo Oil Trading, and various senior positions at Barclays Africa, Old Mutual, Royal Bafokeng Holdings and SA Breweries.

### Dr Humphrey Mathe (71)

**Independent non-executive director, chairman of the Board**

**Appointed: 1 August 2013**

**Educational qualifications:** MSc (Rhodes), PhD (University of Natal)

Dr Mathe is a qualified geologist and the CEO of Tranter Resources Proprietary Limited. Previously, he was the CEO of a coal resources company, Scinta South Africa Proprietary Limited, and the executive general manager of corporate services at Exxaro Resources Limited. Prior to that, he was the chief operating officer and executive director of Eyesizwe Limited, where he was in charge of the Eyesizwe coal mines and growth opportunities.

### Andile Mabizela (53)

**Independent non-executive director, chairman of the social and ethics committee**

**Appointed: 5 December 2019**

**Educational qualifications:** Bachelor of Law, BSc (Economics) Honours

Mr Mabizela has been the executive director of Afrilog Proprietary Limited for the past nine years and also serves on the board of OMIGSA. Previous positions include board membership of South African Airways (SOC) Limited, and chairmanship of SA Express (SOC) Limited and the Johannesburg Property Company. He also served on the subsidiary boards of Stanlib Wealth Management and the country boards of Liberty Africa Asset Management and Atlatsa Resources LLC. He has considerable board-level experience and extensive experience in aviation, financial and mining services and public enterprise sectors.

**Nomavuso Patience Mnxasana (66)**  
**Independent non-executive director,**  
**chairman of the remuneration committee**

**Appointed: 5 December 2019**

**Educational qualifications:** CA(SA), BCompt Honours (University of South Africa)

Ms Mnxasana has extensive experience in auditing, business development, financial and strategic leadership and staff development and training. She serves on the boards of various listed and non-listed companies. Previous occupations include positions at Deloitte and SizweNtsaluba VSP, as well as Imperial Logistics Limited and SizweNtsalubaGobodo Inc.

**Ordinary resolution number 1**

**Retirement and re-election of directors**

**Additional information:** The Mol of the Company, the JSE Listings Requirements and, to the extent applicable, the Companies Act, require that a component of the non-executive directors rotate at every AGM of the Company and, being eligible, may offer themselves for re-election as directors. The board, through the nomination committee, has evaluated the past performance and contribution of the retiring directors and recommends that they be re-elected.

**Ordinary resolution number 1.1**

"Resolved that Andile Mabizela, who retires by rotation in terms of the Mol of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

**Ordinary resolution number 1.2**

"Resolved that Nomavuso Patience Mnxasana, who retires by rotation in terms of the Mol of the Company and, being eligible, offers herself for re-election, be and is hereby re-elected as director."

**Ordinary resolution number 1.3**

"Resolved that Dr Humphrey Mathe, who retires by rotation in terms of the Mol of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

**Ordinary resolution number 2**

**Reappointment of the members of the audit, risk and compliance committee of the Company**

**Note:** All references to the audit, risk and compliance committee of the Company are references to the audit committee as contemplated in the Companies Act.

**Additional information:** In compliance with the Companies Act and King IV Report on Corporate Governance for South Africa, 2016™ ("King IV™"), the members of the audit, risk and compliance committee have been nominated by the board for election in terms of section 94(2) of the Companies Act. The board has reviewed the proposed composition of the audit, risk and compliance committee against the requirements of section 94(4) of the Companies Act, the Regulations under the Companies Act, and King IV™, and has confirmed that if all the individuals referred to are reappointed, and Nonzukiso (Zukie) Siyotula is confirmed as the Chairman of the audit, risk and compliance committee, the committee will comply with the relevant requirements and have the necessary knowledge, skills and experience to enable it to perform its duties effectively.

**Ordinary resolution number 2.1**

"Resolved that Nonzukiso (Zukie) Siyotula, being eligible, be and is hereby reappointed as a member and chairman of the audit, risk and compliance committee of the Company, as recommended by the board of directors of the Company, until the next AGM of the Company."

**Ordinary resolution number 2.2**

"Resolved that Andile Mabizela, being eligible, be and is hereby reappointed as a member of the audit, risk and compliance committee of the Company, as recommended by the board of directors of the Company, until the next AGM of the Company."

Mr Mabizela's reappointment is subject to his re-election as a director.

**Ordinary resolution number 2.3**

"Resolved that Nomavuso Patience Mnxasana, being eligible, be and is hereby reappointed as a member of the audit, risk and compliance committee of the Company, as recommended by the board of directors of the Company, until the next AGM of the Company."

Ms Mnxasana's reappointment is subject to her re-election as a director.

**Ordinary resolution number 3**

**Reappointment of the external auditor**

**Additional information:** In terms of section 90(1) of the Companies Act, each year at its AGM, the Company must appoint an auditor who complies with the requirements of section 90(2) of the Companies Act. The board is satisfied that both KPMG and the designated auditor meet all relevant requirements, and, on recommendation of the audit, risk and compliance committee, it is proposed that KPMG be reappointed.

**Ordinary resolution number 3**

"Resolved that KPMG, be and is hereby reappointed as the independent registered auditor of the Company for the ensuing financial year or until the next AGM, whichever is the later, on the recommendation of the audit, risk and compliance committee, and Ms Brenda Jajula be appointed as the designated auditor for the ensuing year or until the next AGM, whichever is the later."

**Ordinary resolutions numbers 4 and 5**  
**Remuneration policy and implementation report**

**Additional information:** In terms of King IV™ and the JSE Listings Requirements, an advisory vote should be obtained from shareholders on the Company's remuneration policy and the implementation report of the policy. The vote allows shareholders to express their views on the adopted remuneration policy and its implementation but will not be binding on the Company.

If the remuneration policy or the implementation report of the Company are voted against by 25% or more of the voting rights exercised on the resolutions by shareholders present or represented by proxy at the AGM, the Company will in its voting results announcement pursuant to paragraph 3.91 of the JSE Listings Requirements extend an invitation to such dissenting shareholders to engage with the Company to discuss their reasons for the dissenting votes; and the manner and timing of such engagement will be specified in the voting results announcement following the AGM.

**Ordinary resolution number 4: Non-binding advisory vote on the remuneration policy**

"Resolved that the Company's Remuneration Policy, as referred to in the Remuneration Report included in the 2022 Integrated annual report and available on the website at [www.salunganogroup.com](http://www.salunganogroup.com) be and is hereby endorsed by way of a non-binding advisory vote."

**Ordinary resolution number 5: Non-binding advisory vote on the remuneration implementation report**

"Resolved that the Company's implementation report in regard to its Remuneration Policy, as set out in the 2022 integrated annual report and available on the website at [www.salunganogroup.com](http://www.salunganogroup.com), be and is hereby endorsed by way of a non-binding advisory vote."

#### Ordinary resolution number 6

##### Control of authorised but unissued share capital

**Additional information:** In terms of the Company's Mol, the shareholders of the Company may authorise the directors to issue unissued ordinary shares in accordance with the JSE Listings Requirements and the specific provisions of the Mol.

#### Ordinary resolution number 6

"Resolved that, as required by the Company's Mol, and subject to the provisions of the Companies Act and the JSE Listings Requirements, the unissued ordinary shares in the authorised share capital of the Company be hereby placed under the control of the directors of the Company as a general authority to them in order to allot and issue the same at their discretion, such authority to endure until the next AGM of the Company."

#### Ordinary resolution number 7

##### Authority to implement resolutions passed at the AGM

"Resolved that any director of the Company or the Company secretary be and is hereby authorised to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the special and ordinary resolutions as set out in this notice of AGM."

#### Special resolutions

**For any of the special resolutions, numbers 1 to 4 to be adopted, at least 75% of the voting rights exercised on the applicable resolution must be exercised in favour thereof.**

#### Special resolution number 1

##### Approval for the Company to grant inter-group financial assistance in terms of sections 44 and 45 of the Companies Act

**Additional information:** As part of the normal conduct of the business of the Group, the Company, where necessary, usually provides guarantees and other support undertakings to third parties, which enter into financial agreements with its subsidiaries and joint ventures, or partnerships in which the Company or members of the Group have an interest. To ensure, inter alia, that the Company and its subsidiaries, and other related and inter-related companies and entities, continue to have access to financing for purposes of refinancing existing facilities and funding their corporate and working capital requirements, it is necessary to obtain the approval of the shareholders as set out in this special resolution. The Company would like the ability to continue to provide financial assistance, if necessary, also in other circumstances, in accordance with section 45 of the Companies Act. Furthermore, it may be necessary for the Company to provide financial assistance to any of its present or future subsidiaries, and/or to any related or inter-related company or corporation, and/or to a member of a related or inter-related corporation, to subscribe for options or securities of the Company or another company related or inter-related to it.

Both sections 44 and 45 of the Companies Act, which govern financial assistance, provide, inter alia, that the particular financial assistance must be provided only pursuant to a special resolution of shareholders, adopted within the previous 2 (two) years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category and the board is satisfied that: (i) immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test (as contemplated in the Companies Act); and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company. It is therefore imperative that the Company obtains the approval of shareholders in terms of special resolution number 1 so that it is able to effectively organise its internal financial administration.

#### Special resolution number 1

"Resolved that, to the extent required by sections 44 and/or 45 of the Companies Act, the board may, subject to compliance with the requirements of the Companies Act, the Company's Mol and the JSE Listings Requirements, authorise the Company to provide direct or indirect financial assistance to any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to the Company, at any time during a period commencing on the date of passing of this resolution and ending at the next AGM."

#### Special resolution number 2

##### Approval of the remuneration of non-executive directors

**Additional information:** Special resolution number 2 is proposed to enable the Company to comply with the provisions of sections 65(11)(h), 66(8) and 66(9) of the Companies Act, which stipulate that remuneration to directors for their services as directors may be paid only in accordance with a special resolution approved by shareholders. The remuneration committee of the Company considered a 5% (five percent) increase in remuneration aligned with the industry norm, as benchmarked, and the reason and effect of this special resolution will be to obtain shareholder approval for the remuneration payable to non-executive directors during the current financial year and until such time as amended by shareholders by way of special resolution.

#### Special resolution number 2

"Resolved that, in terms of section 66(9) of the Companies Act, the following remuneration shall be payable to non-executive directors of the Company, with effect from the date of the AGM until such time as amended by shareholders by special resolution, for their services as directors, comprising a 5% (five percent) increase.

The fees in the following table are exclusive of value added tax.

	Fees in rands	
	2022	2023
Chairman of the board (annual retainer)	338 100	<b>355 005</b>
Lead independent director (annual retainer)	258 720	<b>271 656</b>
Members of the board (annual retainer)	179 340	<b>188 307</b>
Chairman of the board (per board meeting chaired)	28 175	<b>29 584</b>
Lead independent director (per board meeting attended)	21 560	<b>22 638</b>
Members of the board (per board meeting attended)	14 945	<b>15 692</b>
Chairman of the audit, risk and compliance committee (per meeting chaired)	39 375	<b>41 344</b>
Members of the audit, risk and compliance committee (per meeting attended)	23 625	<b>24 806</b>
Chairman of the remuneration committee (per meeting chaired)	24 413	<b>25 634</b>
Chairmans of the project and investment committee and nomination committee (per meeting chaired)	32 025	<b>33 627</b>
Chairman of the social and ethics committee (per meeting chaired)	21 000	<b>22 050</b>
Members of the project and investment committee, nomination committee and social and ethics committee (per meeting attended)"	13 650	<b>14 333</b>

### Special resolution number 3

#### Acquisition of the Company's own shares

**Additional information:** The board believes that it may be prudent to obtain a general authority to repurchase the Company's shares to enable it to act promptly should the opportunity arise. Shareholders' approval, by way of a special resolution, is sought for a repurchase of the Company's shares, subject to the provisions of the JSE Listings Requirements and the Companies Act as set out in the proposed resolution. This special resolution is subject to the statement of intent as set out therein. At the present time, the directors have no specific intention with regard to

the utilisation of this authority, which will only be used when circumstances are appropriate. Any decision by the directors to use the general authority to acquire shares of the Company will be taken with regard to the prevailing market conditions and other factors.

#### Special resolution number 3

"Resolved that the Company or any subsidiary of the Company is hereby authorised by way of a general approval, from time to time, to acquire ordinary shares in the capital of the Company in accordance with the Companies Act, the Company's Mol and the JSE Listings Requirements, provided that:

- The number of its own ordinary shares acquired by the Company in any one financial year shall not exceed 5% (five percent) of the ordinary shares in issue at the date on which this resolution is passed;
- This authority shall lapse on the earlier of the date of the next AGM of the Company or the date 15 (fifteen) months after the date on which this resolution is passed;
- The Board has resolved to authorise the acquisition and that the Company and its subsidiaries (the Group) will satisfy the solvency and liquidity test immediately after the acquisition and that since the test was done there have been no material changes to the financial position of the Group;
- The acquisition must 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;
- The Company only appoints one agent to effect any acquisition(s) on its behalf;
- The price paid per ordinary share may not be greater than 10% (ten percent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which an acquisition is made;
- The number of shares acquired by subsidiaries of the Company shall not exceed 10% (ten percent) in the aggregate of the number of issued shares in the Company at the relevant times;
- The acquisition of shares by the Company or its subsidiaries may not be effected during a prohibited period, as defined in the JSE Listings Requirements, unless the Company has in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and have been submitted to the JSE in writing, prior to the

commencement of the prohibited period.

The Company must instruct only one 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; and

- An announcement containing full details of such acquisitions of shares will be published as soon as the Company and/or its subsidiaries have acquired shares constituting, on a cumulative basis 3% (three percent) of the number of shares in issue at the date of the AGM at which this special resolution is considered and, if approved, passed, and for each 3% (three percent) in aggregate of the initial number acquired thereafter.

### Statement by the board of directors of the Company

Pursuant to, and in terms of the JSE Listings Requirements, the board of the Company hereby states that:

- The intention of the directors of the Company is to utilise the general authority to acquire shares in the capital of the Company if, at some future date, the cash resources of the Company are in excess of its requirements or there are other good grounds for doing so. In this regard the directors will take account of, inter alia, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company and the interests of the Company;
- In determining the method by which the Company intends to repurchase its securities, the maximum number of securities to be repurchased and the date on which such repurchase will take place, the directors of the Company will only make repurchases if, at the time, they are of the opinion that for a period of 12 (twelve) months following the date of this notice of AGM:



- The Company and the Group will, after the repurchase, be able to pay their debts as they become due in the ordinary course of business;
- The consolidated assets of the Company and the Group, fairly valued and recognised and measured in accordance with the accounting policies used in the latest audited financial statements, will, after the repurchase, be in excess of the consolidated liabilities of the Company and the Group;
- The issued share capital and the reserves of the Company and the Group will, after the repurchase, be adequate for the ordinary business purposes of the Company and the Group; and
- The working capital available to the Company and the Group will, after the repurchase, be adequate for the ordinary business requirements of the Company and the Group.

#### Special resolution number 4

##### Amendment to the Company's Mol to increase the Company's authorised ordinary share capital

**Additional information:** The reason for and effect of Special Resolution Number 4 is to increase the Company's authorised ordinary share capital of 500 000 000 ordinary shares of no par value to 1 000 000 000 ordinary shares of no par value, allowing for the allotment and issue of ordinary shares in the Company for possible acquisitions and capital raisings as are allowed for in its Mol, but subject to the necessary consents of, and approvals by, the ordinary shareholders, the JSE, the Companies Act and any other regulatory authorities, to the extent required.

#### Special resolution number 4

"Resolved that the Company's authorised ordinary share capital of 500 000 000 ordinary shares of no par value be and is hereby increased

to 1 000 000 000 ordinary shares of no par value by the creation of an additional 500 000 000 ordinary shares of no par value and that clause 11.1 of the Company's Mol be and is hereby amended to read: "The Company is authorised to issue 1 000 000 000 (one billion) ordinary no par value shares, of the same class, each of which ranks pari passu in all respects and entitles the holder to:"

#### Additional disclosure for Special resolution number 4

##### Share capital of Salungano Group

The authorised and issued share capital of Salungano Group before the increase in the Company's authorised ordinary share capital is as follows:

	R'000
<b>Authorised ordinary share capital:</b>	
500 000 000 authorised ordinary shares of no par value	
<b>Issued ordinary share capital:</b>	
419 916 854 issued ordinary shares of no par value	630 372

The authorised and issued share capital of Salungano Group after the increase in the Company's authorised ordinary share capital will be as follows:

	R'000
<b>Authorised ordinary share capital:</b>	
1 000 000 000 authorised ordinary shares of no par value	
<b>Issued ordinary share capital:</b>	
419 916 854 issued ordinary shares of no par value	630 372

#### Opinion and recommendation

The directors of Salungano Group are of the opinion that Special resolution number 4 authorising the increase in the authorised ordinary share capital of the Company and the administrative amendment to the Mol, are in the best interests of the Company and its ordinary shareholders. All directors who are entitled to vote at the AGM intend voting in favour of Special Resolution Number 4 at the AGM.

The amendment to the Mol has been approved by the JSE. The Mol is available for inspection at the Company's registered address from Monday, 5 September 2022 until the date of the AGM.

#### Disclosures in terms of paragraph 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures, which are disclosed on page 146 of the 2022 Integrated annual report:

- Major shareholders of the Company; and
- Share capital of the Company.

#### Material change

Other than the facts and developments reported on in the Integrated annual report, there have been no material changes in the affairs or financial position of the Company and the Group since the date of signature of the audit report for the financial year ended 31 March 2022 and up to the date of this notice of AGM.

#### Directors' responsibility statement

The directors, whose names are given on pages 20 to 22 of the Integrated annual report, collectively and individually accept full responsibility for the accuracy of the information given in this notice of AGM and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts

have been made and that the notice contains all information required by law and the JSE Listings Requirements.

#### Other matters

To transact such other business as may be transacted at an AGM.

#### Participation and voting by shareholders or proxies

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend and vote at the AGM by electronic participation and are entitled to appoint a proxy or proxies (for which purpose a form of proxy is attached hereto) to attend, speak and vote by electronic participation in their stead. The person so appointed as proxy need not be a shareholder of the Company. Proxy forms must be lodged with the Transfer Secretaries of the Company, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa, or posted to the Transfer Secretaries at Private Bag X9000, Saxonwold 2132, South Africa, or emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), to be received by them not later than Friday, 30 September 2022 at 10:00 for administrative purposes, provided that any form of proxy not delivered to the Transfer Secretaries by this time may be emailed to the Transfer Secretaries (who will provide same to the chairman of the AGM at any time before the AGM).

Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

On a poll, every holder of ordinary shares shall be entitled to one vote per ordinary share held.



Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their CSDP or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the meeting by electronic participation, to obtain the necessary authority to do so.

### Electronic participation

Ordinary shareholders or their proxies that are entitled to attend, participate and vote at the AGM that wish to make use of the electronic communication facilities must either:

- register online using the online registration portal at [www.smartagm.co.za](http://www.smartagm.co.za); or
- apply to the Transfer Secretaries, by delivering the duly completed electronic participation form to: First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant), or sending it by email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) so as to be received by the Transfer Secretaries by no later than 10:00 on Friday, 30 September 2022.

The electronic participation form can be found as an insert in this notice of AGM. The Transfer Secretaries will first validate such request and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

The Company will inform participants who notified the Transfer Secretaries in accordance with the details set out above by no later than 16:30 on Monday, 3 October 2022 by email of the relevant details through which Participants can participate electronically.

By order of the board



**Yolande Lemmer**  
Company Secretary

5 September 2022

### Registered office

First Floor, Building 10  
Woodmead Business Park  
142 Western Service Road, Woodmead 2191  
(PO Box 1962, Edenvale 1610)

### Transfer Secretaries

Computershare Investor Services  
Proprietary Limited  
Rosebank Towers, 15 Biermann Avenue  
Rosebank 2196  
(Private Bag X9000, Saxonwold 2132)

## Revised form of proxy



### Salungano Group Limited

(previously known as Wescoal Holdings Limited)  
Incorporated in the Republic of South Africa  
(Registration number: 2005/006913/06)  
JSE Share code: SLG  
ISIN: ZAE000306890  
("Salungano Group" or "the Company")

**(To be completed by certified shareholders and dematerialised shareholders with "own name" registration only, whose shares are registered in their own names on the record date of the AGM, being Friday, 23 September 2022.)**

For completion by registered shareholders of the Company unable to attend the annual general meeting ("AGM") of shareholders of the Company to be held at 10:00 on Tuesday, 4 October 2022 by electronic communication, or any adjournment or postponement of that meeting.

A shareholder is entitled to appoint one or more proxies (none of whom need to be a shareholder of the Company) to attend, participate in, speak and vote or abstain from voting in the place of that shareholder at the AGM.

I/We \_\_\_\_\_ (name in block letters)

of \_\_\_\_\_

Telephone (work) \_\_\_\_\_ (home) \_\_\_\_\_ (cell) \_\_\_\_\_

being the holder/s of \_\_\_\_\_ ordinary shares in the Company, do hereby appoint

1. The Chairman of the AGM; or

2. \_\_\_\_\_

as my/our proxy to act for me/us and on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, of passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof, and to vote in favour of 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 instructions (see notes):

Resolutions	Number of votes on a poll (one vote per ordinary share)		
	In favour	Against	Abstain
<b>Ordinary resolutions</b>			
<b>1. Ordinary resolution number 1</b> Re-election of directors			
<b>Ordinary resolution number 1.1</b> Re-election of a director: Andile Mabizela			
<b>Ordinary resolution number 1.2</b> Re-election of a director: Nomavuso Patience Mnxasana			
<b>Ordinary resolution number 1.3</b> Re-election of a director: Dr Humphrey Mathe			

Resolutions	Number of votes on a poll (one vote per ordinary share)		
	In favour	Against	Abstain
<b>2. Ordinary resolution number 2</b> Reappointment of the members of the audit, risk and compliance committee of the Company			
<b>Ordinary resolution number 2.1</b> Appointment of a member and chairman of the audit, risk and compliance committee: Nonzukiso ("Zukie") Siyotula			
<b>Ordinary resolution number 2.2</b> Appointment of a member of the audit, risk and compliance committee: Andile Mabizela			
<b>Ordinary resolution number 2.3</b> Appointment of a member of the audit, risk and compliance committee: Nomavuso Patience Mnxasana			
<b>3. Ordinary resolution number 3</b> Reappointment of KPMG as the external auditor and Ms Brenda Jajula as the designated auditor of the Company for the 2023 financial year			
<b>4. Ordinary resolution number 4</b> Advisory endorsement of the remuneration policy			
<b>5. Ordinary resolution number 5</b> Advisory endorsement of the remuneration implementation report			
<b>6. Ordinary resolution number 6</b> Directors' authority to control the authorised but unissued share capital			
<b>7. Ordinary resolution number 7</b> Authorisation to implement resolutions			
<b>Special resolutions</b>			
<b>S1 Special resolution number 1</b> Approval for the Company to grant inter-group financial assistance in terms of sections 44 and 45 of the Companies Act			
<b>S2 Special resolution number 2</b> Approval of the remuneration of non-executive directors			
<b>S3 Special resolution number 3</b> Approval for the acquisition of the Company's own shares			
<b>S4 Special resolution number 4</b> Amendment to the Company's MoI to increase the Company's authorised ordinary share capital			

Indicate the instruction to the proxy by way of a cross in the space provided above. Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2022

Signature \_\_\_\_\_

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

Please read the notes hereafter/on the reverse side hereof.

## Notes to the revised form of proxy

- The date on which ordinary shareholders must have been recorded as such in the register maintained by the Transfer Secretaries of the Company for purposes of being entitled to receive this notice is Friday, 26 August 2022.
- The date on which ordinary shareholders must be recorded in the register of the Company for purposes of being entitled to attend, participate in and vote at the AGM is Friday, 23 September 2022, with the last day to trade being Tuesday, 20 September 2022.
- A certificated ordinary shareholder or dematerialised ordinary shareholder who has elected "own-name" registration in the sub-register through a CSDP may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder's choice in the space/s provided, with or without deleting "the Chairman of the AGM", but any such deletion must be signed in full by the ordinary shareholder concerned. The person whose name appears 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. If no proxy is inserted in the spaces provided, the Chairman shall be deemed to be appointed as the proxy to vote in the manner indicated in the form and if no clear indication is made, to vote in favour of the proposed resolutions.
- Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Ordinary Shares than you own in the Company, insert the number of Ordinary Shares held in respect of which you wish to vote. 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 all the ordinary shareholders' votes exercisable thereat provided that in the case of the Chairman of the AGM, he shall be required to vote in favour of the resolutions. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the ordinary shareholder or by his/her proxy.
- The date must be filled in on this form of proxy when it is signed.
- The completion and lodging of this form of proxy will not preclude the relevant ordinary shareholder from attending or participating in the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of Ordinary Shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
- 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 Transfer Secretaries or waived by the Chairman of the AGM.
- Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy unless it has previously been registered with the Company or the Transfer Secretaries.

9. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Ordinary Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company by no later than one hour before the commencement of the AGM at which the proxy is to be used.
10. Any alterations or corrections made to this form of proxy must be signed in full and not only initialled by the signatories.
11. A minor must be assisted by his parent or guardian unless the relevant documents establishing his legal capacity are produced or have been registered by the Transfer Secretaries.
12. The Chairman of the AGM may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.
13. If required, additional forms of proxy are available from the Transfer Secretaries of the Company and on the Company's website **<https://salunganogroup.com/investors/AGM and EGM notices/>**
14. Forms of proxy must be received by the Transfer Secretaries, for administrative purposes, by no later than 10:00 on Friday, 30 September 2022 or thereafter by emailing such form to the Transfer Secretaries, who will provide the Chairman of the AGM with the form of any such time before the proxy exercises any rights of the ordinary shareholder at such AGM.

## Application to be completed by certificated shareholders and dematerialised shareholders who wish to participate electronically in the Salungano Group annual general meeting ("AGM")

Shareholders or their duly appointed proxy(ies) who wish to participate in the AGM via electronic communication ("Participants"), must either:

- register online using the online registration portal at **[www.smartagm.co.za](http://www.smartagm.co.za)**; or
- apply to the Transfer Secretaries, by delivering this duly completed form to: Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant), or by email to **[proxy@computershare.co.za](mailto:proxy@computershare.co.za)** so as to be received by Computershare by no later than 10:00 on Friday, 30 September 2022. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

The Company shall, by no later than 16:30 on Monday, 3 October 2022, notify participants that have delivered valid notices in the form of this form, by email of the relevant details through which participants can participate electronically.

### Application form

Full name of Participant	
ID number	
Email address	
Cell number	
Telephone number	
Name of CSDP or broker (if shares are held in dematerialised format)	
Contact number of CSDP or broker	
Contact person at CSDP or broker	
Number of share certificate (if applicable)	
SCA number or broker account number	
Number of shares	

Signature

Date



## Application to be completed by certificated shareholders and dematerialised shareholders who wish to participate electronically in the Salungano Group AGM | continued

### Terms and conditions for participation at the Salungano Group AGM via electronic communication

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM 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 the Company and the Transfer Secretaries of the Company 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 the Company or the Transfer Secretaries, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.
- Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been completed and fully signed by the Participant and emailed to the Transfer Secretaries at **proxy@computershare.co.za**.
- Meeting participants will be required to provide satisfactory proof of identification on electronic registration. As part of the registration process you will be requested to upload proof of identification (i.e. certified copy of SA identity document, SA driver's licence or passport) and authority to do so (where acting in a representative capacity), as well as to provide details, such as your name, surname, email address and contact number.
- Following successful registration, you will be provided with a meeting identity number, username and password in order to connect electronically to the AGM.

**Participate in the AGM through the website by following the steps set out at [www.smartagm.co.za](http://www.smartagm.co.za).**

Shareholder name

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Signature

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Date

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## Administration

### Registered office

First Floor, Building 10  
Woodmead Business Park  
142 Western Service Road  
Woodmead  
Sandton 2191  
(PO Box 1962, Edenvale 1610)

**Date of incorporation:** 3 March 2005

**Place of incorporation:** South Africa

### Corporate Advisor and Sponsor

Nedbank Corporate and Investment Banking,  
a division of Nedbank Limited  
(Registration number: 1951/000009/06)  
Third Floor, Corporate Place, Nedbank Sandton  
135 Rivonia Road  
Sandton 2196  
(PO Box 1144, Johannesburg 2000)

### Transfer Secretaries

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

### Company Secretary

Yolande Lemmer  
First Floor, Building 10  
Woodmead Business Park  
142 Western Service Road  
Woodmead  
Sandton 2191  
(PO Box 1962, Edenvale 1610)





[www.salunganogroup.com](http://www.salunganogroup.com)