

Notice of Annual General Meeting

Ecsponent Limited

(Incorporated in the Republic of South Africa) • (Registration number 1998/013215/06) Share code: ECS ISIN ZAE000179594 ("the Company" or "ECS")

Notice

Notice is hereby given that the fourteenth Annual General Meeting ("AGM") of the members of Ecsponent Limited will be held on Friday, 4 August 2017 at the company's registered office, Acacia House, Green Hill Village Office Park, On Lynnwood Road, Corner Botterklapper and Nentabos Street, The Willows, Pretoria East at 09:00, to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out in this notice.

The record date on which shareholders must be recorded as such in the company share register maintained by the transfer secretaries in order to be entitled to attend and vote at the AGM is Friday, 28 July 2017. The last day to trade in order to be recorded on the register on the record date is Tuesday, 25 July 2017.

Quorum

The quorum for a shareholders' meeting to begin or for a matter to be considered shall be at least three (3) shareholders entitled to attend and vote and present at the meeting. In addition, the meeting may not begin unless sufficient persons are present at the meeting to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on a matter on the agenda.

Electronic participation

In terms of section 61(10) of the Companies Act, 71 of 2008, as amended, every shareholders' meeting of a public company must be reasonably accessible within South Africa for electronic participation by shareholders.

Shareholders wishing to participate electronically in the AGM are required to deliver written notice to the transfer secretaries, Computershare Investor Services

(Pty) Ltd, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa or PO Box 61051, Marshalltown, 2107 by no later than 08:30 on Tuesday 1 August 2017 that they wish to participate via electronic communication at the AGM (the "electronic notice").

In order for the electronic notice to be valid it must contain:

- if the shareholder is an individual, a certified copy of his identity document and/or passport;
- if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. The relevant resolution must set out from whom the relevant entity is authorised to represent the relevant entity at the annual general meeting via electronic communication; and
- a valid e-mail address and/or facsimile number (the contact address/number).

The company shall, by no later than 24 hours before the commencement of the AGM, notify a shareholder who has delivered a valid electronic notice, at its contact address/number of the relevant details through which the shareholder can participate via electronic communication.

Please take note that:

- shareholders will merely be able to participate, but not vote, via electronic communication;
- the costs of accessing the any means of electronic participation provided by the company will be borne by the shareholder so accessing the electronic participation; and
- the company reserves the right not to provide for electronic participation at the meeting in the event that it proves impractical to do so.

This document, which is provided in English only, is important and requires your immediate attention. If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your Central Securities Depository Participant ("CSDP"), broker, banker, attorney, accountant or other professional adviser immediately.

If you have sold or otherwise transferred all your ordinary shares in Ecsponent Limited, please send this document together with the accompanying Form of Proxy to the relevant transferee or to the stockbroker, banker or other person through whom the sale or transfer was effected, for transmission to the relevant transferee.

1. Ordinary resolutions

The purpose of the AGM is to consider and, if deemed fit, pass the ordinary resolutions set out below with or without modification as ordinary resolutions.

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

1.1. Adoption of the consolidated financial statements (ordinary resolution 1)

Explanatory note

At the AGM the directors must present the audited financial statements for the period ended 31 March 2017 to shareholders together with the reports of the social and ethics committee, directors and auditor as contained in the 2017 integrated report for adoption.

Ordinary resolution number 1 Adoption of the financial statements

"RESOLVED THAT: the financial statements of the company and its subsidiaries for the period ended 31 March 2017, together with the reports of the social and ethic committees, directors' and auditor thereon, be received, considered and adopted, as required by section 30(3) of the Companies Act, 71 of 2008."

1.2. Re-election of retiring non-executive directors (ordinary resolutions 2 to 4)

Explanatory note

In accordance with the Memorandum of Incorporation ("MOI") of the company, one third of the longest serving non-executive directors are required to retire annually. The retiring directors are eligible for re-election at the company's next AGM.

Retiring directors available for re-election

Brief *curricula vitae* of the non-executive directors who retire in terms of the rotation of directors in accordance with the company's MOI, and who have made themselves available for re-election are listed below.

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

RJ Connellan, FCIS, SAIS (71)

Richard provides the group with a wealth of experience and is a well-respected figure in the South African listed environment. Formerly the executive director of the Takeover Regulations Panel (TRP) (Securities Regulation Panel), Richard is currently a consultant to corporate finance practitioners and the Takeover Regulation Panel. He teaches takeover law in conjunction with KAR Presentations and is the co-author of Commentary on South African Takeover Law (2015). He was a member of the King Task group considering Insider Trading Legislation, a member of the King III Committee on Corporate Governance (chairman of the takeovers and mergers subcommittee) and was a member of the Standing Advisory Committee on Company Law. In addition, Richard is an elected fellow of the Institute of Chartered Secretaries and Administrators and an elected member of the South African Institute of Stockbrokers (non-broking).

KA Rayner, CA (SA) (60)

Keith is a member of the JSE Limited's (JSE) Issuer Services Advisory Committee and assisted the Takeover Regulation Panel (TRP) with the compilation of regulations concerning fundamental transactions in the 2008 Companies Act. Widely recognised as an expert on the JSE's listing requirements and the Companies Act, Keith leverages his experience and knowledge advising the Ecsponent board. In addition to numerous non-executive board appointments, Keith educates JSE-approved advisors and is at the forefront of developments regarding the JSE's listing requirements developments.

BR Topham, CA (SA), B.Proc, LLM (46)

Brandon is a chartered accountant and an attorney of the High Court of South Africa, an admitted solicitor in England and Wales, and a Certified Fraud Examiner (USA). He is also an associate member of both the Institute of Chartered Management Accountants UK as well as England & Wales (non-practising). Brandon has served as a director of many companies and still serves on the boards of Telemasters Holdings Limited and SEESA (Pty) Limited. As a forensic accountant, he has acted as an inspector for the Financial Services Board and has also worked with other regulators and government departments.

Ordinary resolution number 2

Re-elect retiring director – RJ Connellan

"RESOLVED THAT: RJ Connellan, who retires by rotation in terms of the rotation of non-executive director's clause in the company's MOI, and being eligible is hereby re-elected as a non-executive director of the company."

Ordinary resolution number 3

Re-elect retiring director – KA Rayner

"RESOLVED THAT: KA Rayner, who retires by rotation in terms of the rotation of non-executive director's clause in the company's MOI, and being eligible is hereby re-elected as a non-executive director of the company."

Ordinary resolution number 4

Re-elect retiring director - BR Topham

"RESOLVED THAT: BR Topham, who retires by rotation in terms of the rotation of non-executive director's clause in the company's MOI, and being eligible is hereby re-elected as a non-executive director of the company."

1.3. Confirmation of directors' appointments (ordinary resolutions 5 to 8)

Explanatory note

In accordance with the MOI of the company, any director appointed to fill a vacancy or as an additional appointment to the board must be confirmed by shareholders at the next general meeting or AGM.

Directors appointments

Brief *curricula vitae* of the directors appointed to the board and which appointments require confirmation from shareholders are listed below.

G Manyere, B. Acc (Hons) (40)

George was appointed to the board as non-executive vice chairman in March 2017. Until recently, he was group CEO at Brainworks Limited – a Mauritian registered investment holding company which Manyere founded in 2008. Brainworks' focus is on investments in the Zimbabwean hospitality, real estate, financial

services and logistics sectors. Prior to founding Brainworks, George was an investment professional with the International Finance Corporation (IFC), headquartered in Washington DC.

PJ Matute (34)

Patrick is a seasoned investment professional with experience in corporate finance advisory and private equity. He is well-known and respected in the South African and African financial markets, with many years' experience in finance and equity. Additionally, he has more than nine years' experience in mining resources and general corporate finance in sub-Saharan Africa.

W Oberholzer, CA SA, M. Com (Tax) (43)

Willem has 20 years' experience in start-ups, company formations, company turnarounds, mergers and acquisitions, complex tax structures, tax dispute resolutions and tax litigation. While holding several directorships, he also lectures on Taxation at Masters level at the University of Pretoria.

B Shanahan, CA (SA) (32)

Bryan is a qualified chartered accountant with experience across a wide range of industries and organisations during his career. He held a position as audit manager with one of the big four international auditing firms and moved on to become part of the executive management team of a large manufacturing group operating in Africa, responsible for the group's financial processes, reporting and project financing reviews. He was group financial manager at Ecsponent Limited before his appointment as group financial director.

**Ordinary resolution number 5
Confirmation of appointment as director
G Manyere**

"RESOLVED THAT: the appointment of G Manyere as a non-executive director of the company with effect from 20 March 2017 be and is hereby confirmed."

**Ordinary resolution number 6
Confirmation of appointment as director
PJ Matute**

"RESOLVED THAT: the appointment of PJ Matute as a non-executive director of the company with effect from 3 October 2016 be and is hereby confirmed."

**Ordinary resolution number 7
Confirmation of appointment as director
W Oberholzer**

"RESOLVED THAT: the appointment of W Oberholzer as a non-executive director of the company with effect from 20 March 2017 be and is hereby confirmed."

**Ordinary resolution number 8
Confirmation of appointment as director
B Shanahan**

"RESOLVED THAT: the appointment of B Shanahan as the executive financial director of the Company with effect from 1 December 2015 be and is hereby confirmed."

1.4. Audit committee appointments (ordinary resolutions 9 to 12)

Explanatory note

In accordance with the Companies Act, 71 of 2008, the appointment or re-appointment of members of the Audit

Committee is required to be confirmed at each AGM of the company.

**Ordinary resolution number 9
Audit Committee appointment
BR Topham**

"RESOLVED THAT: subject to the approval of ordinary resolution number 4, the appointment of BR Topham as a member and the chairman of the Audit Committee of the company for the year ending 31 March 2018 be and is hereby approved."

Refer to BR Topham's summarised curriculum vitae in section 1.2 of this notice above containing ordinary resolutions 2 to 4.

**Ordinary resolution number 10
Audit Committee appointment
W Oberholzer**

"RESOLVED THAT: subject to the approval of ordinary resolution number 7, the appointment of W Oberholzer as a member of the Audit Committee of the company for the year ending 31 March 2018 be and is hereby approved."

Refer to W Oberholzer's summarised curriculum vitae in section 1.3 of this notice above containing ordinary resolutions 5 to 8.

**Ordinary resolution number 11
Audit Committee appointment
KA Rayner**

"RESOLVED THAT: subject to the approval of ordinary resolution number 3, the appointment of KA Rayner as a member of the Audit Committee of the company for the year ending 31 March 2018 be and is hereby approved."

Refer to KA Rayner's summarised curriculum vitae in section 1.2 of this notice above containing ordinary resolutions 2 to 4.

1.5. Appointment of auditors (ordinary resolution 13)

Explanatory note

In terms of the Companies Act, 71 of 2008, the company auditors must be re-appointed each year at the AGM.

Nexia SAB&T Chartered Accountants Incorporated ("Nexia SAB&T") have indicated their willingness to continue as the Company's auditors until the next AGM.

The group audit committee has satisfied itself as to the independence of Nexia SAB&T.

**Ordinary resolution number 12
Appointment of auditors**

"RESOLVED THAT: the appointment of Nexia SAB&T Chartered Accountants Incorporated as the auditors of the company for the ensuing financial period, with T de Kock as the designated auditor, be and is hereby approved."

1.6. Placing unissued shares under the directors' control (ordinary resolution 13)

Explanatory note

Shareholders are requested to approve the placing of unissued ordinary and preference share under the control of the directors.

Ordinary resolution number 13 Placing unissued ordinary shares under control of directors

"RESOLVED THAT: the authorised but unissued ordinary shares in the share capital of the company be placed under the control of the directors of the company until the next AGM and that the company and the directors be and hereby are authorised and empowered to allot, issue and otherwise dispose of such shares, on terms and conditions and at such times as the directors' in their discretion deem fit."

1.7. General authority to allot and issue ordinary shares for cash (ordinary resolution 14)

Explanatory note

In terms of the JSE Limited Listing Requirements ("JSE Listing Requirements") ordinary resolutions relating to general issues of shares for cash require the support of at least a 75% majority of the votes cast by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Ordinary resolution number 14 General authority to allot and issue shares for cash

"RESOLVED THAT, subject to the provisions of the Companies Act, 71 of 2008, the JSE's Listings Requirements and the company's MOI, as a general authority valid until the next AGM of the company and provided that it shall not extend past 15 months from the date of this AGM, the authorised but unissued ordinary shares of the company (including securities convertible into ordinary shares) be and are hereby placed under the control of the directors who are hereby authorised to allot, issue, grant options over or otherwise deal with or dispose of these shares (or securities convertible into ordinary shares) to such persons at such times and on such terms and conditions and for such consideration whether payable in cash or otherwise, as the directors may think fit, provided that:

- the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such equity securities or rights that are convertible into a class already in issue;
- the shares must be issued only to public shareholders (as defined in the JSE Listings Requirements) and not to related parties (as defined in the JSE Listings Requirements);
- upon any issue of a class of shares which, together with prior issues constitute 5% or more of the number of shares in issue of that class (as at the date of this AGM), the company shall by way of an announcement on Stock Exchange News Service ("SENS"), give full details thereof, in compliance with the JSE Listings Requirements;

- the number of ordinary shares issued for cash shall not, in aggregate, exceed 15% (being 161 932 619 shares) of the company's listed ordinary shares as at the date of this notice (including securities which are compulsorily convertible into shares of that class) provided that the calculation of the listed equity securities is an actual assessment of the listed equity securities as at the date of this notice, excluding treasury shares;
- in the event of a sub-division or consolidation of issued equity securities, this authority must be adjusted accordingly to represent the same allocation ratio; and
- the maximum discount at which such shares may be issued is 10% of the weighted average traded price of the company's shares over the 30 business days prior to the date that the price of the issue is determined or agreed between the company and the party subscribing for the shares."

2. Non-binding advisory votes

The purpose of the AGM is to consider the non-binding advisory votes set out below thereby providing the company with the views of the shareholders regarding the:

- Remuneration policy contained in the remuneration committee's report; and
- Implementation report in regard to the remuneration policy.

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

2.1. General approval of the company's remuneration policy and implementation report (non-binding advisory vote 1 and 2)

Explanatory note

King IV recommends that every year the company's remuneration be disclosed in three parts, namely:

- a background statement;
- an overview of the remuneration policy; and
- an implementation report,

and that shareholders be requested to pass separate non-binding advisory votes on the policy and the implementation report at the AGM.

Voting on the above two resolutions enables shareholders to express their views on the remuneration policy adopted and on its implementation.

The Remuneration Committee prepared and the board considered and accepted the remuneration policy and implementation report thereon, as set out in the 2017 integrated report.

The remuneration policy also records the measures the board will adopt in the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the voting rights exercised by shareholders. In such event, the company will, in its announcement of the results of the AGM, provide dissenting shareholders with information as to how to engage with the company in regard to this matter and the timing of such engagement.

Non-binding advisory vote 1**Approval of company's remuneration policy**

"RESOLVED THAT: the company's remuneration policy, as set out in the Remuneration Committee report contained in the 2017 Integrated Report, be and is hereby endorsed by way of a non-binding advisory vote."

Non-binding advisory vote 2**Approval of company's remuneration implementation report**

"RESOLVED THAT: the company's implementation report in regard to its remuneration policy, as contained in the 2017 Integrated Report, be and is hereby endorsed by way of a non-binding advisory vote."

3. Special resolutions

The purpose of the AGM is to consider and, if deemed fit, pass the special resolutions set out below with or without modification as special resolutions.

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

3.1. Non-executive directors' remuneration (special resolution 1)**Explanatory note**

Section 66(8) (read with section 69(9)) of the Companies Act, 71 of 2008 provides that, to the extent permitted in the company's MOI, the company may pay remuneration to its directors for their services as such provided that such remuneration may only be in accordance with a special resolution approved by shareholders within the previous two years.

Special resolution number 1**Non-executive directors' remuneration**

"RESOLVED THAT the remuneration payable to the non-executive directors for the financial period ending 31 March 2018 be and is hereby approved as follows:

Director	Retainer per month (Up to a maximum)	Fee per meeting attendance (Up to a maximum of 5 meetings)	Fee for ad-hoc services (up to a maximum)
RJ Connellan	22 000	8 000	100 000
G Manyere	21 000	8 000	100 000
PJ Matute	20 000	8 000	100 000
W Oberholzer	20 000	8 000	100 000
KA Rayner	20 000	8 000	100 000
BR Topham	20 000	8 000	100 000

3.2. Fees to non-executive directors' for ad-hoc services rendered (special resolution 2)**Explanatory note**

In addition to the remuneration paid to non-executive directors for the period ended March 2017, as approved by shareholders on 27 May 2016, in terms of Section 66(8) of the Act (read with section 69(9) of the Act), the board proposes the payment of fees to non-executive directors who have provided additional ad-hoc services to the company during the financial period ended March 2017.

Special resolution number 2**Additional fees to non-executive directors for ad-hoc services**

"RESOLVED THAT the company be authorised to pay additional fees to the non-executive directors up to the maximum values set out below, over and above the remuneration to which the said non-executive directors are entitled, as compensation for additional ad-hoc services rendered during the financial period ended 31 March 2017:

Director	Fees (R)
RJ Connellan	200 000
KA Rayner	200 000
BR Topham	200 000

3.3. General authority to enter into funding agreements, provide loans or other financial assistance (special resolution 3)**Explanatory note**

The Companies Act, 71 of 2008 requires that a company obtain approval from its shareholders by way of a special resolution if the company is to provide financial assistance to any related party, subsidiary, associate, holding company, directors and/or prescribed officers.

Special resolution number 3
General authority to enter into funding agreements, provide loans or other financial assistance

"RESOLVED THAT: in terms of Section 44 and 45 of the Companies Act, 71 of 2008, the company be and is hereby granted approval to enter into direct or indirect funding agreements or guarantee a loan or other obligation, secure any debt or obligation or to provide loans or financial assistance between subsidiaries or between itself and its directors, prescribed officers, subsidiaries, or any related or inter-related persons from time to time, subject to the provisions of the JSE's Listings Requirements, and as the directors in their discretion deem fit."

3.4. Repurchase of the company's shares (special resolution 4 and 5)

Explanatory note

The purpose of this resolution is to enable the company to buy back its shares should the opportunity arises.

Refer to Annexure 3 of this notice for the disclosures and working capital statements as required in terms of paragraph 11.26 of the JSE Listings Requirements.

Special resolution number 4
Repurchase of the company's ordinary shares

"RESOLVED THAT: the directors of the company be and they are hereby authorised, subject to the provisions of the Companies Act, 71 of 2008, the JSE Listings Requirements, the ZAR5,000,000,000 Preference Share Programme memorandum and the company's MOI and without limiting the generality thereof, to approve the purchase by the company of any of its classes of preference shares, and the purchase of such preference shares in the company by any of its subsidiaries, upon such terms and conditions and in such amounts as the board may from time to time determine."

- (i) the repurchase of the ordinary shares must be effected through the order book operated by the JSE's trading system and done without any prior understanding or arrangement between the company and the counterparty;
- (ii) this general authority shall only be valid until the earlier of the company's next AGM or the expiry of a period of 15 months from the date of passing of this special resolution;
- (iii) in determining the price at which the company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be repurchased will be 10% of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the five trading days immediately preceding the date on which the transaction is effected;
- (iv) the repurchase of ordinary shares shall not in the aggregate in any one financial period exceed 20% of the company's issued ordinary share capital;
- (v) the company may only effect the repurchase once a resolution has been passed by the board confirming that the board has authorised the repurchase, that immediately after the repurchase the company would satisfy the solvency and

- liquidity tests, and that since this was done there have been no material changes to the financial position of the group;
- (vi) the company or its subsidiaries may not acquire ordinary shares during a prohibited period as defined in the JSE Listings Requirements, unless a repurchase programme is in place and the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The company will 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;
- (vii) an announcement, containing full details of acquisitions in accordance the JSE Listings Requirements, will be published once the company has cumulatively repurchased 3% of the number of the ordinary shares in issue at the time this general authority is granted (initial number), and for each 3% in aggregate of the initial number acquired thereafter; and
- (viii) at any point in time, the company may only appoint one agent to effect any acquisition/s on its behalf."

Special resolution number 5
Repurchase of the company's preference shares

"RESOLVED THAT: the directors of the company be and they are hereby authorised, subject to the provisions of the Companies Act, 71 of 2008, the JSE Listings Requirements, the ZAR5,000,000,000 Preference Share Programme memorandum and the company's MOI and without limiting the generality thereof, to approve the purchase by the company of any of its classes of preference shares, and the purchase of such preference shares in the company by any of its subsidiaries, upon such terms and conditions and in such amounts as the board may from time to time determine."