



Notice convening the 2017 Annual General Meeting

Business Partners Limited Registration number: 1981/000918/06 (the Company)

Notice is hereby given that the 36th annual general meeting of shareholders of the Company will be held at **BUSINESS/PARTNERS**Centre, 37 West Street, Houghton Estate, Johannesburg on 16 August 2017 at 09h00 or any adjournment or postponement thereof, to:
(i) consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out below, and (ii) deal with such other business as may be dealt with at the meeting.

The record date, as set by the board, on which shareholders of the Company must be registered in the Company's securities register in order to be entitled to:

- Receive this notice of the annual general meeting, was 5 July 2017; and
- Attend, participate in and vote at the annual general meeting, is 8 August 2017.

Ordinary resolutions

Each of ordinary resolutions number 1 to 4 requires the support of more than 50% of the votes exercised on the resolution in order to be approved.

1. Acceptance and adoption of annual financial statements

Ordinary resolution number 1

"Resolved that the audited annual financial statements of the Company and the Group, including the Independent Auditor's report, Directors' report and Audit and Risk Committee's report, for the year ended 31 March 2017, be accepted and adopted."

Additional information in respect of ordinary resolution number 1

The full set of annual financial statements of the Company and the Group, including the Independent Auditor's report, Directors' report and Audit and Risk Committee's report, for the 2016/2017 financial year are available on our website at businesspartners.co.za or by request from the company secretary at 011 713 6600 or mgerbrands@businesspartners.co.za.

2. Re-appointment of the independent external auditor

Ordinary resolution number 2

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

Additional information in respect of ordinary resolution number 2

In accordance with section 90 of the Companies Act, 2008, PricewaterhouseCoopers Inc. is proposed to be re—appointed as the independent external auditor of the Company, as nominated by the Company's Audit and Risk Committee, until the conclusion of the next annual general meeting. Mr Vincent Tshikhovhokhovho is the individual registered auditor who will undertake the audit for the financial year ending 31 March 2018.

3. Election and re-election of directors

Ordinary resolutions number 3.1

"Resolved that Ms O Kotze be elected as director in terms of article 20.1.2 of the Company's memorandum of incorporation until her term expires in accordance with the memorandum of incorporation."

Ordinary resolutions number 3.2

"Resolved that Ms HE Moliea be re-elected as director in terms of article 20.1.2 of the Company's memorandum of incorporation until her term expires in accordance with the memorandum of incorporation."

Ordinary resolutions number 3.3

"Resolved that Mr D Moshapalo be re-elected as director in terms of article 20.1.2 of the Company's memorandum of incorporation until his term expires in accordance with the memorandum of incorporation."

Additional information in respect of ordinary resolutions number 3.1 to 3.3

Article 20.1.2 of the Company's memorandum of incorporation provides that shareholders may by ordinary resolution at an annual general meeting elect a maximum of six directors to the board. Consequential to the resignation of Ms SEN de Bruyn Sebotsa, the number of article 20.1.2—directors fell below six. The election of Ms O Kotze (who has offered herself for election) has been nominated by a shareholder and is recommended by the Board of Directors, on the recommendation of the Nominations Committee.

In terms of article 20.1.2 at least one—third of the directors elected and, in addition, any article 20.1.2—director who has held office for three years since his or her last election, must retire at every annual general meeting. Retiring directors may be re—elected. Ms HE Moliea and Mr D Moshapalo retire by rotation in accordance with article 20.1.2. The re—election of Ms HE Moliea and Mr D Moshapalo (who have offered themselves for re—election) is recommended by the Board of Directors, on the recommendation of the Nominations Committee, as nominated by a shareholder.

The annual general meeting of shareholders is requested to, if deemed fit, (re)—elect Ms Kotze, Ms Moliea and Mr Moshapalo as article 20.1.2 — directors by way of separate ordinary resolutions.

A brief curriculum vitae of each of the directors mentioned above appears below:

(a) Ms Olga Kotze is a business consultant and currently an executive director of etfSA Investments (Pty) Ltd, a discretionary financial services provider. She acts as a business rescue practitioner in multiple industries, fund manager for finance funds and consultant for businesses in distress.

She has approximately 30 years' experience in the international and domestic financial markets and corporate and specialised finance. Her experience is commended with a lengthy corporate and business career, particularly in treasury, company re–structuring, business principles, corporate governance and turnaround strategies. She has thorough knowledge of the South African banking industry as well as the regulatory environment. She was previously Group Treasurer at Remgro Ltd and spent 23 years within the Remgro Group (previously Rembrandt Group and Venfin).

Ms Kotze is currently also a director for ResAm Financial Services (Pty) Ltd, Kaap Vaal Trust (Pty) Ltd, OC & GB Beleggings (Pty) Ltd, Helpmekaar Kollage (Pty) Ltd, and Vendukor (Pty) Ltd.

Qualifications: BCom Hons (RAU, now UJ); Post Graduate Diploma in Applied Ethics (SU); Financial Advice Intermediaries Regulatory Examinations (South Africa); and Johannesburg Stock Exchange Registered Persons Examinations.

(b) Ms Huli Moliea is a global remuneration specialist. She has more than 16 years' experience in human resources and is Head of Human Resources at RGA Reinsurance Company of South Africa Ltd and EMEA Organisational Development Consultant.

Qualifications: MBA (UP); BCom Hons (cum laude) (Industrial Psychology) (UNISA); BA (UDW, now UKZN); BA Hons (Psychology) (RAU, now UJ) and MA Clinical Psychology (RAU, now UJ); Certificate in Skills Development Facilitation (UNISA); Global Remuneration Professional (World at Work); and registered as a chartered remuneration professional with South African Reward Association (SARA) and a clinical psychologist with HPCSA.

(c) Mr David Moshapalo has been involved in SMME development since 1994. He is one of the founding members of the Foundation for African Business and Consumer Service (Fabcos) and became Secretary General and later Executive Director. As a member of the executive committee of Business South Africa (BSA), he facilitated Black Management Forum's participation in Nedlac for the Employment Equity Act debates.

He is currently Executive Deputy Chairman of Strategic Partners Group (Pty) Ltd, the BEE Partner of the Bombela Consortium for the Gautrain Project.

Mr Moshapalo is currently also a director of Bombela Concession Company (Pty) Ltd, Bombela Turnkey Contractor Joint Venture (Pty) Ltd, Isithimela Rail Services (Pty) Ltd (Gautrain), and A to Z Personnel (Pty) Ltd.

Qualifications: Modern Management, Caltex Oil (SA) (Pty) Ltd; New Leadership Program, Arthur D' Little Man. Education Institute (Cambridge, USA); Industrial Relations, Human Resources Development and Personnel Management (Tokyo, Japan); and ILO Strategic Management of Employer's Organisation in English speaking Africa (Turin, Italy).

4. Election and re-election of Audit and Risk Committee members

Ordinary resolutions number 4.1

"Resolved that Mr F Meisenholl be re-elected as a member and of the Audit and Risk Committee in terms of section 94(2) of the Companies Act, 2008 until the conclusion of the next annual general meeting."

Ordinary resolutions number 4.2

"Resolved that Mr T van Wyk be re-elected as a member and of the Audit and Risk Committee in terms of section 94(2) of the Companies Act, 2008 until the conclusion of the next annual general meeting."

Ordinary resolutions number 4.3

"Resolved that Mr NJ Williams be re-elected as a member and of the Audit and Risk Committee in terms of section 94(2) of the Companies Act, 2008 until the conclusion of the next annual general meeting."

Ordinary resolutions number 4.4

"Resolved that Mr RSM Ndlovu be elected as an alternate member to the members Messrs Meisenholl, Van Wyk and Williams of the Audit and Risk Committee in terms of section 94(2) of the Companies Act, 2008 until the conclusion of the next annual general meeting."

Additional information in respect of ordinary resolution number 4.1 to 4.4

In terms of section 94(2) of the Companies Act, 2008, the members of an audit committee must be elected by shareholders at each annual general meeting. The board, on recommendation of the Nominations Committee, is satisfied that the nominated non–executive directors meet the requirements for audit committee members, as contemplated in sections 94(4) and 94(5) of the Companies Act, 2008 and regulation 42 of the Companies Regulations, 2011; are suitably skilled and collectively have sufficient qualifications and experience to fulfil their duties; and are independent or act independently as required. The Companies Tribunal, on application in 2013, determined that Mr Meisenholl acts independently of a related person in the employ of the Company and granted him an exemption in terms of section 2(3) of the Companies Act, 2008.

A brief curriculum vitae of each of the directors mentioned above appears below:

(a) Mr Friedel Meisenholl worked in the banking industry for 28 years. During his career he was a member of the senior management team of Barclays Africa Ltd (formerly known as ABSA Group Ltd) as Head of Risk Management, Head of Group Credit, Head of Business Banking, and Chief Internal Auditor. He was involved in foreign exchange trading, treasury, risk management, credit, business banking, Sarbanes Oxley, and internal audit. Mr Meisenholl retired at the end of 2008 and currently manages a number of private investments.

Qualifications: B Acc Hons (SU); and formerly a registered member of SAICA (CA(SA)).

(b) Mr Theo van Wyk is a director of companies and a former professor of mercantile law at the University of South Africa and Stellenbosch University. From 1987 until 1990 he was Registrar of Financial Institutions. He was Executive Director of the Rembrandt Group/Remgro Ltd for 20 years, until his retirement in 2011, and served on the boards of various companies during his career. At present he is Chairman of the Company.

Qualifications: BCom (SU); LLB (SU); LLM (UNISA); and H Dip Tax (Wits).

(c) Mr Neville Williams is currently Chief Financial Officer of Remgro Ltd and formerly Head of Corporate Finance of Remgro Ltd and Chief Financial Officer of VenFin Ltd.

Qualifications: BCom Hons (UWC); and CA(SA).

(d) Mr Raymond Ndlovu is currently Investment Executive at Remgro Ltd and a director of companies, and previously Investment Executive at Invenfin (Pty) Ltd. He was Founding Member of African Leadership Network, a co-founder and Chief Executive Officer of Noah Financial Innovation (Pty) Ltd, and a co-founder and Executive Director of Prodigy Asset management (Pty) Ltd. He is a Fellow of African Leadership Initiative and Aspen Global Leadership Network.

Qualification: Qualifications: B Business Studies Hons (UZ); and Personal Leadership Plan (UP).

Special resolutions

Each of special resolutions number 1 and 2 requires the support of at least 75% of the votes exercised on the resolution in order to be approved.

5. Non-executive directors' remuneration

Special resolution number 1.1

"Resolved that it be confirmed and approved that the fees payable as remuneration to non–executive directors for their services as directors of the Company for the current financial year, ending 31 March 2018, as approved by a special resolution of shareholders at the annual general meeting on 17 August 2016, exclude Value Added Tax, where applicable."

Special resolution number 1.2

"Resolved that the payment of fees (excluding Value Added Tax, where applicable) as remuneration to non-executive directors for their services as directors of the Company for the financial year ending 31 March 2019, be determined on the following basis:

	Current fee for the period 1 April 2017 to 31 March 2018 (Excluding VAT)	Proposed fee for the period 1 April 2018 to 31 March 2019 (Excluding VAT)
Annual board fee proportionately payable quarterly in arrears		
Board of Directors chairperson Board of Directors member	R208 000 R104 000	R224 000 R112 000
Attendance fee per meeting		
Audit and Risk Committee chairperson	R20 800	R22 400
Audit and Risk Committee member and standing invitee	R10 400	R11 200
Personnel Committee chairperson	R20 800	R22 400
Personnel Committee member	R10 400	R11 200
Nominations Committee chairperson and member	R10 400	R11 200
Social and Ethics Committee chairperson and member	R10 400	R11 200
National Investment Committee chairperson and member	R10 400	R11 200
Transactions Committee chairperson and member	R10 400	R11 200
(If the meeting is attended on the same day as another committee meeting, no attendance fee is payable for the Transactions Committee meeting)		
Other / ad hoc committees chairperson and member	R10 400	R11 200

Additional information in respect of special resolution number 1

In terms of sections 66(8) and 66(9) of the Companies Act, 2008, remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of the Company's memorandum of incorporation.

In terms of SARS' Binding General Rulings 40 and 41, issued on 10 February 2017, non–executive directors are considered to be independent contractors and fees earned for their services as directors are, with effect from 1 June 2017, subject to Value Added Tax ('VAT'), if the director meets the VAT registration requirements.

The Board of Directors, on recommendation of the Nominations Committee, recommends to shareholders to: (a) approve the directors' fees for the financial year ending 31 March 2019 on the basis of the calculation as detailed above; and (b) confirm and approve that the directors' fees payable for the current financial year, ending 31 March 2018, which was approved at the 2016 annual general meeting, are exclusive of VAT, where applicable.

The reason for and effect of special resolution 1.1 is to confirm and approve that the fees payable as remuneration to non–executive directors for their services as directors of the Company for the current financial year, ending 31 March 2018, as approved by a special resolution of shareholders at the Company's annual general meeting on 17 August 2016, exclude VAT, where applicable.

The reason for and effect of special resolution 1.2 is to approve the payment of and the basis for calculating the remuneration payable (excluding VAT) by the Company to non–executive directors for their service as directors on the board and the board's committees, for the financial year ending 31 March 2019.

6. Financial assistance to related and inter-related companies

Special resolution number 2

"Resolved that to the extent required by section 45 of the Companies Act, 2008 and subject to compliance with the requirements of the Companies Act, 2008 and the Company's memorandum of incorporation, the Board of Directors may from time to time authorise the Company to provide direct or indirect financial assistance as contemplated in section 45 of the Companies Act, 2008 to any one or more related or inter-related companies or corporations, or to any one or more persons related to any such company or corporation, for amounts and on the terms and conditions as the Board of Directors (or any one or more persons or board committees authorised by the Board of Directors from time to time) deems fit, with effect from 1 April 2018 and ending on 31 March 2019."

Additional information in respect of special resolution number 2

In terms of section 45 of the Companies Act, 2008 the Board of Directors may not authorise financial assistance to a director or related and inter-related entity (e.g. inter-company loans, subordination of shareholders' loans or cross-suretyships) unless it is pursuant to a special resolution adopted by shareholders within the previous two years.

The reason for the special resolution is to ensure that the Company's subsidiaries (but not its directors or prescribed officers) have access to finance from the Company when the need arises. It is difficult to foresee the details of financial assistance that the Company may be required to provide; and it would be impractical to obtain shareholder approval every time the Company provides financial assistance as contemplated above. The effect of the special resolution is that the board, or any one or more persons or board committees as authorised by the board from time to time, will have the authority to approve direct or indirect financial assistance to related or inter-related entities as and when required.

Further, section 45(3) of the Companies Act, 2008 requires that when the Board of Directors authorises such financial assistance, the directors must be satisfied that: (i) immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act, 2008; and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Social and Ethics Committee

The Chairperson of the Social and Ethics Committee will give verbal feedback on the activities of this committee for the past financial year.

Details on the committee's members and its activities and how it carried out its functions during the financial year are contained in the Corporate Governance section of the 2017 Integrated Report.

Attendance and voting by shareholders or proxies

The record date, as set by the board, on which shareholders of the Company must be registered in the Company's securities register in order to be entitled to attend and vote at the annual general meeting is 8 August 2017.

A shareholder of the Company may appoint a proxy to attend, participate in and vote at the meeting in the place of the shareholder. A proxy need not be a shareholder of the Company.

Voting on the ordinary and special resolutions will in the first instance be decided by a show of hands, unless a poll is demanded pursuant to section 63(7) of the Companies Act, 2008 or if so required by the chairperson. If voting is by show of hands, every shareholder or proxy present will have one vote, irrespective of the number of shares held in the Company by the shareholder. On a poll, every shareholder or proxy present shall have one vote for every share held in the Company by the shareholder.

Proof of identification

Section 63(1) of the Companies Act, 2008 requires that all persons, including shareholders and proxies, provide reasonably satisfactory identification before attending or participating in the meeting. Forms of identification, which must be presented, include valid identity documents, driver's licences, and passports. Registration for the meeting will open 20 minutes before the meeting.

Form of proxy

This Notice of the annual general meeting includes the form of proxy with additional notes and instructions which is attached to this Notice of the annual general meeting.

The form of proxy or other authority appointing the proxy must be delivered to the Company at 37 West Street, Houghton Estate, 2198; posted (at the risk of the shareholder) to the Company at PO Box 7780, Johannesburg, 2000; or emailed to the Company at mgerbrands@ businesspartners.co.za, and must be duly received by the Company.

By order of the Board:

CM Gerbrands Company Secretary 24 May 2017

BUSINESS/PARTNERS 2017 Integrated Report, including the full set of audited annual financial statements for the year ended 31 March 2017, this Notice of the annual general meeting, and the form of proxy can be accessed on the Company's website at businesspartners.co.za or by request from the company secretary at mgerbrands@businesspartners.co.za or 011 713 6600.

Form of proxy for use at the 2017 Annual General Meeting

Business Partners Limited Registration number: 1981/000918/06 (the Company)

(the Comp	any)				
I/We (share	eholder's name)				
being the h	nolder of (number of shares)			ord	inary shares
hereby app	point (proxy's name)				
or failing hi	im/her (alternative proxy's name)				
or failing hi	im/her, the chairperson of the annual general meeting				
	proxy to participate in, and speak and vote on my/our behalf or abstant thereof, in accordance with the following instructions:	ain from voting on any	matter at t	he above meet	ing or any
Item	Ordinary resolutions		For	Against	Abstain
1.	Ordinary resolution no. 1: Acceptance and adoption of annual finar	ncial statements			
2.	Ordinary resolution no. 2: Re-appointment of independent external	auditor			
3.	Election and re-election of directors in terms of article 20.1.2 of the	e MOI			
	Ordinary resolution no. 3.1: Election of Ms O Kotze as a direc	otor			
	Ordinary resolution no. 3.2: Re–election of Ms HE Moliea as	a director			
	Ordinary resolution no. 3.3: Re-election of Mr D Moshapalo	as a director			
4.	Election and re-election of Audit and Risk Committee members				
	Ordinary resolution no. 4.1: Re-election of Mr F Meisenholl a Committee member	as Audit and Risk			
	Ordinary resolution no. 4.2: Re–election of Mr T van Wyk as Committee member	Audit and Risk			
	Ordinary resolution no. 4.3: Re–election of Mr NJ Williams a Committee member	s Audit and Risk			
	Ordinary resolution no. 4.4: Election of Mr RSM Ndlovu as al Messrs Meisenholl, Van Wyk and Williams of the Audit and F				
	Special resolutions				
5.	Non-executive directors' remuneration:				
	Special resolution no. 1.1: Confirm and approve the fees payable non–executive directors for the current financial year, ending 31				
	Special resolution no. 1.2: Approve the fees payable (excludi remuneration to non–executive directors on the basis as se				
6.	Special resolution no. 2: Authorising the Board to approve financial related and inter–related companies for the period 1 April 2018 to				
of less than	√ in the relevant space above according to how you wish your vote to n your entire shareholding or not to cast all your votes in the same wa ote or vote in different ways.				
Signed at	on				2017
Signature:	Name: _				
Capacity:	Duly author	orised			

Instructions and notes to the form of proxy

For use by shareholders of the Company registered in the Company's securities register on 8 August 2017, being the record date for the 36th Annual General Meeting of the Company to be held at BUSINESS/PARTNERS Centre, 37 West Street, Houghton Estate, Johannesburg on 16 August 2017 at 09h00.

- A shareholder may appoint any individual (including an individual who is not a shareholder) as a proxy to attend, speak and
 vote at the annual general meeting on behalf of such shareholder. A proxy may not delegate his/her authority to act on behalf
 of a shareholder to another person.
- 2. Appointing a proxy will not preclude the shareholder from attending, speaking and voting in person at the annual general meeting to the exclusion of any proxy appointed.
- 3. A shareholder may not appoint two or more persons concurrently as proxies, but may appoint more persons as proxies in the alternate, with or without deleting "the chairperson of the annual general meeting" which deletion must be signed in full by the shareholder. The person whose name appears first and who is present at the meeting will be entitled to act as proxy to the exclusion of the names that follow. If the name of the proxy is not inserted, the chairperson of the annual general meeting will be appointed as proxy.
- 4. A proxy may exercise, or abstain from exercising, any voting right of a shareholder without direction from the shareholder as to how the voting right should be exercised (or not as the case may be), except to the extent that the instrument appointing the proxy provides otherwise.
- 5. Unless revoked, the appointment of the proxy remains valid until the conclusion of the annual general meeting even if the meeting is postponed or adjourned.
- 6. Any appointment by the shareholder of a proxy is revocable, unless the form of instrument appointing such proxy states otherwise. If an appointment of a proxy is revocable, the shareholder may revoke the proxy's appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company.
- 7. A vote given by a proxy in accordance with the terms of the instrument appointing him/her shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the authority, unless notice in writing of the death, insanity or revocation has been received by the Company before the meeting concerned.
- 8. When there are joint registered holders of shares any one of them may sign the form of proxy and vote at the meeting, but if more than one of such joint holders are present or represented by proxy at any meeting, that joint holder whose name appears first in the securities register or his/her proxy shall alone be entitled to attend, speak and vote at the meeting. Several executors or administrators of a deceased shareholder in whose name any shares stand shall for this purpose be deemed joint holders thereof.
- 9. The parent or guardian of a minor, the executor or administrator of a deceased shareholder, the trustee of an insolvent shareholder and the curator bonis of a mentally incapacitated or prodigal shareholder, may vote at any shareholders' meeting in the same manner as if he/she was the registered holder of those shares; provided that one business day before the meeting he/she has provided satisfactory proof, in the discretion of the directors, that he/she is such parent, guardian, executor, administrator, trustee, or curator.
- 10. Voting will in the first instance be decided by a show of hands, unless a poll is demanded pursuant to section 63(7) of the Companies Act, 2008 or if so required by the chairperson. On a show of hands, every shareholder or proxy present will have one vote, irrespective of the number of shares held in the Company by the shareholder. On a poll, every shareholder or proxy present shall have one vote for every share held in the Company by the shareholder. On a poll, a person entitled to more than one vote need not, if he/she votes, use all his/her votes or cast all the votes he/she uses in the same way.
- 11. Any alterations or corrections to this form of proxy must be signed in full and not initialled.
- 12. The proxy form will not be effective unless the form of proxy or other authority appointing the proxy is delivered to the Company's registered office at 37 West Street, Houghton Estate, 2198, posted (at the risk of the shareholder) to the Company at PO Box 7780, Johannesburg, 2000; or emailed to the Company at mgerbrands@businesspartners.co.za, so as to be duly received.



BUSINESS/PARTNERS Corporate Services

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Company Secretary:

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Pietermaritzburg T (0)33 342 1410 F (0)86 764 3137 / (0)33 342 1405

Polokwane T (0)15 297 1571 F (0)15 297 1461 Port Elizabeth T (0)41 367 1082 F (0)41 367 3962 / 4277 Pretoria T (0)12 347 3208 F (0)12 347 2198 Richards Bay T (0)35 789 7301 F (0)35 789 6727 Stellenbosch T (0)21 809 2160 F (0)21 887 2001 Umhlanga T (0)31 566 5626 F (0)86 647 9212 Upington T (0)54 331 1172 F (0)54 332 2334

