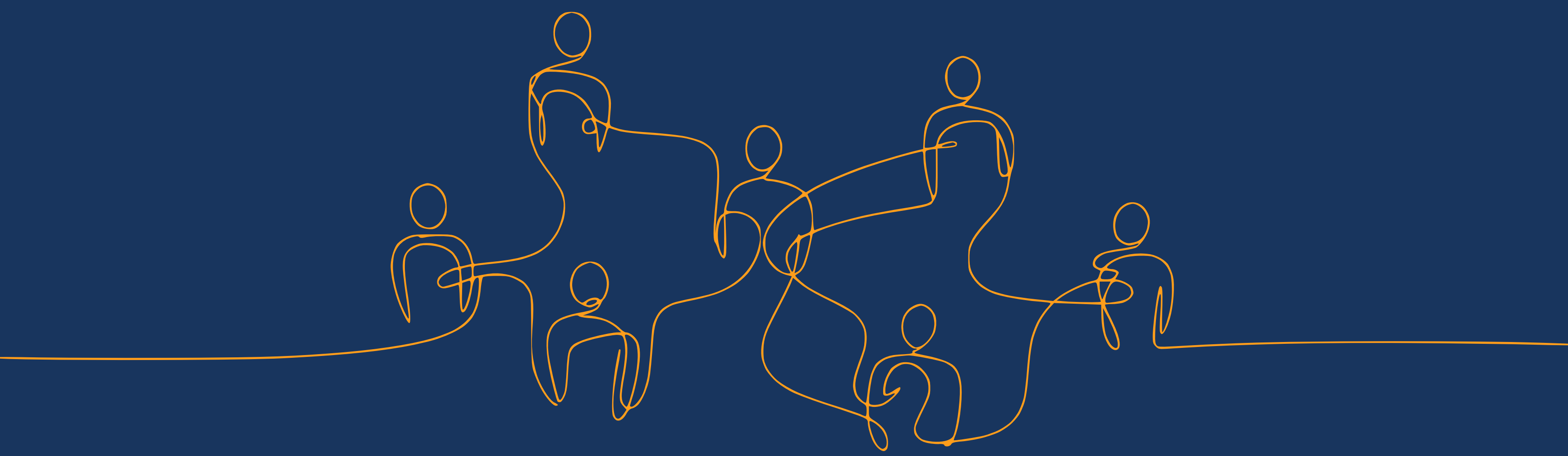
BusinessPartners
The Entrepreneur's Financier

Notice of Annual General Meeting

For the year ended 31 March 2026



"Powering sustainable growth"

Business Partners Limited

Incorporated in the Republic of South Africa
Registered address: 37 West Street, Houghton Estate, 2198
Registration number: 1981/000918/06
(the Company)

Notice convening the Business Partners Limited 2026 Annual General Meeting on 19 August 2026 at 14h00

Notice is hereby given of the 45th Annual General Meeting of shareholders of the Company ('AGM') to be held **entirely through the use of an interactive electronic platform**, on **19 August 2026** at **14h00** or any adjournment or postponement thereof to conduct the following business, adopt the resolutions set out below, with or without modifications, and deal with such other business as may lawfully be dealt with at the meeting.

Availability of AGM documentation

The following AGM documents are available for review on the Company's website:

- This **Notice of the AGM**, including the **proxy form for use at the AGM** and the **registration form for electronic attendance at the AGM**, is accessible at https://www.businesspartners.co.za/shareholder-information/
- The **2026 Integrated Report**, which includes the **annual financial statements**, the **remuneration report and the remuneration policy** and **report of the social and ethics committee**, is accessible at https://www.businesspartners.co.za/financial-statements/

Key dates and actions for the AGM

- In terms of section 59(1) of the Companies Act, 2008, the **record date** for purposes of determining which shareholders are entitled (a) to receive this Notice of the AGM was **17 July 2026;** and (b) to attend, participate in, speak and vote at the AGM is **7 August 2026.**
- Shareholders wishing to appoint proxies to represent them at the AGM must lodge their **proxy forms** or other authority appointing the proxy with **TMS by 10h00 on 17 August 2026**.
- Shareholders or their proxies wishing to **attend** the AGM must register to do so by lodging their **electronic attendance registration form** with **TMS by 10h00 on 17 August 2026**.

Hosting of the electronic meeting and scrutineers

The Company's memorandum of incorporation ('MOI') authorises the conduct of shareholders' meetings entirely by electronic communication as does section 63(2)(a), read with section 61(10) of the Companies Act, 2008. The AGM will be held entirely through the use of an interactive electronic platform. The platform will allow shareholders or their proxies, registered in accordance with the instructions in this Notice of the AGM, to attend, participate in, speak and exercise their voting rights at the meeting.

The Company has retained the services of ***The Meeting Specialist (Pty) Ltd*** ("TMS") to host the AGM on an interactive electronic platform to facilitate remote participation and electronic voting by shareholders. TMS will also act as scrutineers for the AGM.

The Company will not levy a fee or recover costs from shareholders for their electronic participation in the AGM. Data, voice or air-time costs incurred by attendees to connect to the AGM will be for the attendees' own account in accordance with their normal arrangements with their service provider.

Registering for attending the meeting

Shareholders will attend, participate in, speak at, and vote electronically during the AGM. Shareholders who wish to attend the AGM are requested to **submit the electronic attendance registration form with TMS** to be received **by no later than 10h00 on 17 August 2026** to allow sufficient time for the verification and collation of the information.

Once registered, **participants will receive an electronic invitation with a link to join the AGM virtually**. This link will be sent to the email address nominated by the participant on the electronic participation registration form.

Proof of identification and authority to act

Section 63(1) of the Companies Act, 2008 requires that any person who wishes to participate in and vote at the AGM must present reasonably satisfactory identification.

As part of the registration process, participants are required to verify their identity by **submitting valid identification,** which may include a certified copy of an identity document, driver's licence, or passport.

If the shareholder is a juristic person or a trust, the shareholder's representative must in addition submit his/her **authority to act on behalf of the juristic person or the trust**.

Appointment of a proxy

A shareholder entitled to attend and vote at the AGM may appoint a proxy to participate, speak, and vote on their behalf. The proxy need not be a shareholder of the Company. A shareholder wishing to appoint a proxy is required to **complete the proxy form** per the instructions set out in the proxy form.

Submission of proxy form, registration form and proof of identity and authority

Shareholders are requested to **submit** the following to TMS, using any of the methods indicated below, by no later than **10h00 on 17 August 2026** to allow sufficient time for verification and collation:

- duly completed and signed **electronic attendance registration form** for the AGM
- duly completed and signed **proxy form** or other authority appointing the proxy for the AGM
- **proof of identity** of the person attending the AGM in the form of a certified copy of an identity document, driver's licence, or passport
- a certified copy of the **delegated authority** of the person attending the AGM, if applicable

Shareholders are requested to submit the forms and documentation **to TMS** in the following manner**:**

Register online: https://tmsmeetings.co.za/business_partners/
Email to: proxy@tmsmeetings.co.za
Hand delivery to: TMS, JSE Building, One Exchange Square, Gwen Lane, Sandown 2196
Postage to: TMS, P.O. Box 62043, Marshalltown, 2107 - at the risk of the shareholder

Proxy forms that reach TMS after 10h00 on 17 August 2026, but before the scheduled time of the AGM will, however, be considered at the AGM.

Voting by poll

Each shareholder, or their appointed proxy, is entitled to vote. Voting shall be conducted by poll in accordance with the Company's MOI. Every shareholder or proxy present shall have one vote for each share held in the Company. Shareholders are strongly encouraged to submit their votes by lodging their completed proxy form with TMS in advance of the AGM. **Votes may be registered before the AGM to ensure timely processing and participation.**

Ordinary Business

Shareholders will be presented with Company information set out below and will be requested to consider and, if deemed fit, to pass, with or without modification, the ordinary resolutions contained herein. Each of the ordinary resolutions requires the support of more than 50% of the votes exercised on the resolution to be approved.

1. Presentation of annual financial statements, incorporating the report of the board of directors, independent auditor's report and audit and risk committee report

Presentation of the audited annual financial statements of the Company and the Business Partners Limited Group for the year ended 31 March 2026, incorporating the report of the board of directors, the independent auditor's report and the audit and risk committee report, in accordance with section 61(8) of the Companies Act, 2008 ('Companies Act').

The annual financial statements are presented from page 140 of the 2026 Integrated Report, which is available at https://www.businesspartners.co.za/financial-statements/.

2. Presentation of the social and ethics committee report

Presentation of the social and ethics committee report for the financial year ending 31 March 2026 in accordance with section 61(8) of the Companies Act, as amended, and regulation 43 of the Companies Regulations, 2011 ('Companies Regulations'). The report describes how the committee has discharged its statutory duties in terms of the Companies Act and its additional duties assigned to it by the board in respect of the financial year.

The report of the social and ethics committee is presented in the governance section of the 2026 Integrated Report on page 120, which is available at https://www.businesspartners.co.za/financial-statements/. The profiles of the members of the social and ethics committee appear in the leadership section of the 2026 Integrated Report from page 14.

3. Presentation and approval of the remuneration policy and remuneration report

Presentation of the Company's remuneration report, including the remuneration policy, for the year ended 31 March 2026, in accordance with section 61(8)(a)(v) of the Companies Act, as amended.

The remuneration report comprises a background statement, the remuneration policy and the remuneration implementation report, and provides details of the implementation of the Company's remuneration framework for the year ended 31 March 2026.

The remuneration policy and remuneration report are presented from page 124 of the 2026 Integrated Report, which is available at https://www.businesspartners.co.za/financial-statements/.

Ordinary resolution number 1

"RESOLVED THAT the Company's remuneration policy as set out in the 2026 Integrated Report be approved."

Ordinary resolution number 2

"RESOLVED THAT the Company's remuneration report for the year ended 31 March 2026 as set out in the 2026 Integrated Report be approved."

Additional information

Sections 30A and 30B of the Companies Act, which were introduced by the Companies Amendment Act, 2024, became effective on 22 May 2026.

The reason for ordinary resolution number 1 is that the newly introduced section 30A of the Companies Act requires all public companies to prepare a remuneration policy and to present it for approval by shareholders by an ordinary resolution at the annual general meeting of the company. The effect of ordinary resolution number 1, if passed, will be that the approved remuneration policy will remain in force for a period of three years without requiring further shareholder approval, unless the Company proposes a material amendment to the remuneration policy during that period.

The reason for the ordinary resolution number 2 is that the newly introduced section 30B of the Act requires all public companies to prepare a remuneration report in respect of the previous financial year of the company for presentation and approval by shareholders by way of an ordinary resolution at the annual general meeting. The effect of the ordinary resolution number 2, if passed, will be that shareholders will have approved the manner in which the remuneration policy was implemented during the reporting period.

The remuneration policy and the remuneration report are presented from page 124 of the 2026 Integrated Report, which is available at https://www.businesspartners.co.za/financial-statements/.

4. Re-appointment of the independent external auditor

Ordinary resolution number 3

"RESOLVED THAT Ernst and Young Inc. be re-appointed as the independent external auditor of the Company to hold office until the conclusion of the next annual general meeting."

Additional information

In terms of section 90 of the Companies Act, a public company is required to appoint an auditor at each annual general meeting to hold office until the conclusion of the next annual general meeting.

The audit and risk committee has nominated Ernst & Young Inc. (EY Inc.) for re-appointment as the Company's independent external auditor. Ms L.L. Singh will succeed Mr Z. Wadee as the designated registered auditor responsible for the audit of the financial statements for the financial year ending 31 March 2027, following an internal succession process within EY Inc.

The audit and risk committee is satisfied that EY Inc. is independent of the Company and will perform its audit function without undue influence.

5. Re-election of directors

By way of separate resolutions:

Ordinary resolution number 4.1

"RESOLVED THAT Ms O. Kotze 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 resolution number 4.2

"RESOLVED THAT Ms H.E. Tshivhase 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."

Additional information

Article 20.1.2 of the Company's MOI provides that shareholders may, by ordinary resolution at an annual general meeting, elect a maximum of six directors to the board.

In accordance with the provisions of the MOI, Ms Olga Kotze and Ms Huli Tshivhase are required to retire at the conclusion of this AGM but may be re-elected.

The board, on the recommendation of the nominations committee, proposes the re-election of Ms Kotze and Ms Tshivhase as directors of the Company at the AGM. Both directors have offered themselves for re-election and have been nominated by a shareholder for re-election.

The profiles of the individuals nominated appear from page 19 of the 2026 Integrated Report, which is available at https://www.businesspartners.co.za/financial-statements/.

The biographies of Ms Kotze and Ms Tshivhase appear below:

Ms Olga Kotze

Ms Olga Kotze was first elected to the board of the Company by shareholders on 16 August 2017.

Ms Kotze is a business consultant and the chief investment officer of ResAm Financial Services Proprietary Limited. She consults businesses in distress. Ms Kotze has approximately 30 years' experience in the international and domestic financial markets and corporate and specialized finance. Her experience is complemented by a lengthy corporate and business career, particularly in treasury, company restructuring, business principles, corporate governance and turnaround strategies. She has thorough knowledge of the South African banking industry as well as the regulatory environment.

Current positions and other directorships: Chief investment officer of ResAm Financial Services Proprietary Limited, executive director of ResAm Capital Proprietary Limited and trustee of The South African SME Relief Trust.

Qualifications: BCom Hons (UJ), Postgraduate Diploma in Applied Ethics (SU), JSE Registered Person Exams, Financial Advice Intermediaries Regulatory Exams.

Ms Huli Tshivhase

Ms Huli Tshivhase was first elected to the board of the Company by shareholders on 12 August 2015.

Ms Tshivhase is a human resources and organisational development professional with more than 20 years of experience in learning and development, talent management, leadership development, organisational effectiveness and human resources management. She has held senior human resources and organisational development roles within the international financial services industry, including at Reinsurance Group of America (RGA), where she served as Head of Human Resources, Executive Director: Organisation Development (EMEA), and Global Lead: Learning and Development. In these roles, she led people, talent and leadership development initiatives across multiple regions.

Current positions and other directorships: No additional positions or directorships are held.

Qualifications: BCom Hons (UNISA), MA Clinical Psychology (UJ), MBA (GIBS), Master's degree in Industrial and Organisational Psychology (UCT), Registered Psychologist (HPCSA), Global Chartered Remuneration Professional.

6. Re-election of audit and risk committee members

By way of separate resolutions:

Ordinary resolution number 5.1

"RESOLVED THAT Ms O. Kotze be re-elected as a member 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, subject to her re-election as director under ordinary resolution number 4.1."

Ordinary resolution number 5.2

"RESOLVED THAT Ms L. Mdluli be re-elected as a member 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 resolution number 5.3

"RESOLVED THAT Mr A. van Sittert be re-elected as a member 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 resolution number 5.4

"RESOLVED THAT Mr N.J. Williams be re-elected as a member 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 terms of section 94(2) of the Companies Act, 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 the Companies Act and Companies Regulations, and are suitably skilled and collectively have sufficient qualifications, knowledge and experience to discharge their duties.

The board is satisfied, as assessed by the nominations committee, that each nominated member fulfils the independence requirements of section 94(4)(b) of the Companies Act.

The profiles of the individuals nominated appear from page 19 of the 2026 Integrated Report, which is available at https://www.businesspartners.co.za/financial-statements/.

The biographies of the individuals nominated appear below:

Ms Olga Kotze

Shareholders are referred to the biography of Ms Olga Kotze, which is included under the additional information in respect of ordinary resolution number 4.1 of this Notice of the AGM.

Ms Lungile Mdluli

Ms Lungile Mdluli was first elected to the board of the Company by shareholders on 20 August 2025.

Ms Mdluli is a qualified chartered accountant with experience spanning corporate governance, business strategy, structured finance, corporate finance, and private equity. She is a seasoned private equity professional with 20 years of experience as an investment executive at Metier Private Equity. Additionally, she served as director and treasurer of the Southern African Venture Capital and Private Equity Association (SAVCA).

She is managing partner and co-owner of One Africa Capital Partners, a black women-owned private equity investment firm, and serves as an independent non-executive director of several companies.

Current positions and other directorships: Managing partner of One Africa Capital Partners, chairperson of E Squared Investments Proprietary Limited, director of Allan Gray Proprietary Limited, Allan and Gill Gray Philanthropy (RF) NPC, Merchant West Holdings Proprietary Limited, Southey Holdings Proprietary Limited and Kaufman Levin Associates Proprietary limited.

Qualifications: CA(SA), BCom Accounting (Hons) (UJ) and BAcc (UKZN).

Mr Albertus van Sittert

Mr Albertus van Sittert was first elected to the board of the Company by shareholders on 20 August 2025.

Mr van Sittert is a seasoned Chartered Accountant with over two decades of experience in financial leadership, including developing financial strategy, leading scenario planning, and business analysis, conducting feasibility studies for new businesses, and managing risk. He also has experience in retail property development.

Mr van Sittert began his career at the Office of the Auditor General. He completed his articles at PwC, where he spent six years progressing to the role of Associate Director. In 2008, he transitioned into the retail sector, joining the Clicks Group as Finance Executive for Musica, and later as Head of Finance for Clicks. He subsequently served as Head of Finance for Pepkor Specialty Stores for a period of two years. Thereafter, he was appointed Chief Executive: Finance at PEP Stores, a position he held for nine years until March 2025.

He is actively involved in corporate social investment (CSI) initiatives focused on uplifting communities through education and skills development, enhancing financial and leadership capabilities, and providing mentorship and coaching to emerging leaders.

Current positions and other directorships: Director of Clicks Group, founder and director of Amber Tribe Consulting Proprietary Limited, director of the PEP Foundation (NPC) and Fisantekraal Centre for Development NPO.

Qualifications: MBA (cum laude) (SU), CA(SA), BCompt (Hons) (UNISA), BCompt (cum laude) (UNISA), Postgraduate Diploma in Auditing (UNISA) and Executive and Management Coaching Qualification (UCT).

Mr Neville Williams

Mr Neville Williams was appointed to the board of the Company by a shareholder on 15 May 2012.

He is currently the CFO and executive director of Remgro Limited. Mr Williams was formerly Head of Corporate Finance of Remgro Limited and CFO of VenFin Limited.

Current positions and other directorships: CFO and executive director of Remgro Limited, director of Remgro Limited investee companies Air Products South Africa Proprietary Limited and Total Energies Marketing South Africa Proprietary Limited.

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

7. Election and re-election of social and ethics committee members

By way of separate resolutions:

Ordinary resolution number 6.1

"RESOLVED THAT Ms R.A. Dolphin be elected as an alternate member to Mr J. Lang on the social and ethics committee in terms of section 72(9A) of the Companies Act, 2008 until the conclusion of the next annual general meeting, subject to Mr Lang's re-election as a committee member under ordinary resolution number 6.2."

Ordinary resolution number 6.2

"RESOLVED THAT Mr J. Lang be re-elected as a member of the social and ethics committee in terms of section 72(9A) of the Companies Act, 2008, until the conclusion of the next annual general meeting."

Ordinary resolution number 6.3

"RESOLVED THAT Ms M. Lubbe be re-elected as a member of the social and ethics committee in terms of 72(9A) of the Companies Act, 2008 until the conclusion of the next annual general meeting."

Ordinary resolution number 6.4

"RESOLVED THAT Mr S.S.T. Ngcobo be re-elected as a member of the social and ethics committee in terms of 72(9A) of the Companies Act, 2008 until the conclusion of the next annual general meeting."

Ordinary resolution number 6.5

"RESOLVED THAT Ms H.E. Tshivhase be elected as a member of the social and ethics committee in terms of 72(9A) of the Companies Act, 2008 until the conclusion of the next annual general meeting, subject to her re-election as director under ordinary resolution number 4.2."

Additional information

In terms of section 72(9A) of the Companies Act, as amended, the members of the social and ethics committee must be elected by shareholders at each annual general meeting.

The board, on recommendation of the nominations committee, is satisfied that the nominated directors meet the requirements for election to the social and ethics committee as prescribed by the Companies Act, and have the necessary knowledge, skills and experience to enable the committee to perform its duties as required by the Companies Act and the Companies Regulations.

The profiles of the individuals nominated appear from page 19 of the 2026 Integrated Report, which is available at https://www.businesspartners.co.za/financial-statements/.

The biographies of the individuals nominated appear below:

Ms Rayna Dolphin

Ms Rayna Dolphin was appointed executive director of the Company from 7 July 2021. She joined the Company on 1 June 2020 as CFO.

Ms Dolphin has approximately 22 years of experience in the financial services sector and multinational organisations. She started her career in the audit of financial institutions at Deloitte and spent several years internationally in transaction advisory and internal audit. Domestically, she has held managerial positions in finance and operations for the Liberty Group.

She is responsible for treasury management, financial accounting and reporting, strategic planning, measuring and tracking company performance, and supporting the Company's digital transformation strategy.

Qualifications: BCom (UCT), PGDA (UCT), CA(SA), MBA (IE Business School, Spain), Digital Transformation Certificate (Harvard Business School, USA).

Mr Jeremy Lang

Mr Jeremy Lang was appointed managing director of the Company from 1 January 2025, having served as executive director of the Company since 2021.

Mr Lang has over 22 years of experience in the financial services industry, 19 of which have been with the Company. He began his career as an Investment Officer and held various operational and leadership roles within the organisation. Before he was appointed managing director, he held the position of chief investment officer at the Company and has been a member of executive management since 2016.

In his role as managing director he is entrusted with the overall leadership of the Company and leads the development and execution of the Company's strategy and operational oversight.

Qualifications: BCom (UCT), AGA (SA), EDP (USB) and AMP (Harvard Business School, USA).

Ms Mariza Lubbe

Ms Mariza Lubbe was appointed to the board of the Company by a shareholder on 22 February 2019.

Ms Lubbe serves as chief compliance and operations officer and executive director of Remgro Limited. She joined the Remgro Group in 1994 and served as company secretary of Remgro Limited and Venfin Limited from 2001 till her appointment as executive director in 2016.

Current positions and other directorships: Chief compliance and operations officer and executive director of Remgro Limited, director of Remgro Limited wholly owned subsidiaries, director of Remgro Limited investee company Wispeco Holdings Proprietary Limited, chairperson of Historical Homes of SA Limited, and member of Remgro Limited social and ethics committee and Mediclinic Group Limited Strategic ESG committees.

Qualification: BA (SU).

Mr Themba Ngcobo

Mr Themba Ngcobo was first elected to the board of the Company by shareholders with effect from 23 February 2010, having previously served as an alternate director for eight years.

Mr Ngcobo is the chief executive of Mashiya Capital Proprietary Limited and South Africa Cargo Services Proprietary Limited.

He is a prominent businessperson in KwaZulu-Natal with diverse business interests in the following industries: stevedoring operations in all ports in South Africa, manufacturing of white metal bearings, a drying plant for byproducts for SABInbev, primary and secondary milk processing, fuel retail and commercial property developments.

Mr Ngcobo has received numerous awards for the promotion of SMEs in South Africa. He is a former president and vice president of the Durban Chamber of Commerce & Industry, National African Federated Chamber of Commerce and Industry, KwaZulu-Natal, and the South African Chamber of Commerce.

Current positions and other directorships: Chief executive of Mashiya Capital Proprietary Limited and South Africa Cargo Services Proprietary Limited and director of Artic Sun Trading 17 Proprietary Limited and GB Bearings Proprietary Limited.

Qualifications: BCom Acc (UNIZULU).

Ms Huli Tshivhase

Shareholders are referred to the biography of Ms Huli Tshivhase, which is included under the additional information in respect of ordinary resolution number 4.2 of this Notice of the AGM.

Special Business

Shareholders will be requested to consider and, if deemed fit, to pass (with or without modification) the following special resolutions. Each of the special resolutions requires the support of at least 75% of the votes exercised on the resolution to be approved.

8. Approval of non-executive directors' remuneration

Special resolution number 1

"RESOLVED THAT the payment of the following fees (excluding Value Added Tax, where applicable) be approved as the basis for calculating the remuneration of non-executive directors for their services as directors of the Company for the period 1 April 2027 to 31 March 2028:

	Current fee FY2027 (excluding VAT)	Proposed fee FY2028 (excluding VAT)
	6.11 percent increase	6.06 percent increase
Annual board fee proportionately payable quarterly in arrears:		
Board of directors chairperson	R330 000	R350 000
Board of directors member	R165 000	R175 000
Committee fees payable in arrears per meeting attended:		
Audit and risk committee chairperson	R33 000	R35 000
Audit and risk committee member and standing invitee	R16 500	R17 500

Human resources and remuneration committee chairperson	R33 000	R35 000
Human resources and remuneration committee member	R16 500	R17 500
Nominations committee chairperson and member	R16 500	R17 500
Social and ethics committee chairperson, member and standing invitee	R16 500	R17 500
Board of directors investment committee chairperson and member	R16 500	R17 500
Transaction committee chairperson and member*	R16 500	R17 500
Any other sub-committees' or ad hoc committees' chairperson and member	R16 500	R17 500
*If the transactions committee meeting is attended on the same day as another committee meeting, no attendance fee is payable.		

Additional information

In terms of section 66 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 shareholders within the previous two years and if not prohibited in terms of the Company's memorandum of incorporation.

In terms of section 66(9) of the Companies Act, the Company may remunerate its directors for their services as directors only in accordance with a special resolution approved by shareholders within the preceding two years and to the extent not otherwise restricted by the MOI.

The Company's MOI provides that directors are entitled to receive remuneration for their services as directors.

On the recommendation of the nominations committee, the board proposes 6,06 percent increase in the remuneration payable to non-executive directors (NED) for the period 1 April 2027 to 31 March 2028. This adjustment, which exceeds prevailing inflation rates, is informed by an independent benchmarking exercise conducted in 2025 that assessed FY2026 remuneration levels against industry standards and peer companies and identified a misalignment requiring correction.

The reason for proposing special resolution number 1 is to support closer alignment of NED remuneration with market benchmarks through a phased approach, thereby ensuring that fee levels remain appropriate to attract and retain suitably qualified and experienced directors.

The effect of special resolution number 1, if passed, will be that the basis for calculating NED's fees for their services as directors on the board and as members of board committees will be adjusted, with the increase applying to the financial year from 1 April 2027 to 31 March 2028.

9. General authority to provide financial assistance to related and inter-related parties

Special resolution number 2

"RESOLVED THAT - to the extent required by section 45 and subject to the provisions of the Companies Act – the Company's board of directors be permitted, by way of a general approval valid for the period 1 April 2027 to 31 March 2028, to authorise the Company to provide direct or indirect financial assistance, including related security arrangements, to or in connection with any investees or clients to whom the Company has advanced any funding to the extent that such investees or clients are construed to be related or inter-related to the Company (whether domestic or foreign), and to any member of a related or inter-related company. This general approval shall not extend to the provision of financial assistance to any present or future directors or prescribed officers of the Company or of any related or inter-related company or corporation."

Additional information

This resolution is proposed in compliance with section 45(3)(a)(ii) of the Companies Act, which governs the provision of financial assistance by a company to related and inter-related parties.

The Company's memorandum of incorporation has no restrictions or conditions regarding the provision of financial assistance.

The directors seek shareholder authority to provide financial assistance to the Company's related and inter-related clients or investee companies, including foreign subsidiaries. It further enables the Company to extend financial assistance to members of a related or inter-related company or entity, which is often necessary or desirable for the conduct of the Company's business and to respond efficiently to business opportunities as they arise.

The provision of any direct or indirect financial assistance by the Company will always be subject to the board of directors being satisfied that, immediately after having provided the financial assistance, the Company will satisfy the solvency and liquidity test and that the terms under which the financial assistance is given are fair and reasonable to the Company, as referred to in section 45(3)(b) of the Companies Act.

The effect of special resolution number 2, if passed, is that the board of directors is permitted, by way of a general authority - valid for the period 1 April 2027 to 31 March 2028 - to authorise the Company to provide financial assistance to the parties described above, in accordance with section 45 of the Companies Act. The effect of special resolution number 2 is, however, limited in that it does not include authority to approve financial assistance to directors or prescribed officers of the Company or of any of their related or inter-related companies.

This authority is not relevant or applicable in respect of financial assistance which is exempted under section 45(2A) of the Companies Act.

By order of the board:

CM Gerbrands
Company Secretary
11 June 2026

Registration form for electronic attendance at the 2026 annual general meeting of Business Partners Limited, Reg. No. 1981/000918/06 (the Company), to be held entirely via a remote interactive electronic platform on 19 August 2026 at 14h00 (AGM)

Shareholders or their duly appointed proxies who wish to attend the AGM must complete this registration form and submit it (together with the relevant supporting documents referred to below) to the appointed meeting specialist, TMS by no later than **10h00 on 17 August 2026** at the following recipient address:

Register online: https://tmsmeetings.co.za/business_partners/
Email to: proxy@tmsmeetings.co.za
Hand delivery to: TMS, JSE Building, One Exchange Square, Gwen Lane, Sandown 2196
Postage to: TMS, P.O. Box 62043, Marshalltown, 2107 - at the risk of the shareholder

The Notice of the AGM, including the proxy form for use at the AGM and the registration form for electronic attendance at the AGM, is accessible at https://www.businesspartners.co.za/shareholder-information/

Full name of shareholder:		
Identity or registration number of shareholder:		
Full name of authorised representative or proxy (if applicable):		
Identity number of authorised representative or proxy:		
Email address for link for participation in the AGM:		
Cell phone number:		
Telephone number, including dialling codes:		
By signing this application form, I consent to the processing of my / shareholder's personal information above for the purpose of participating in and voting at the AGM of Business Partners Limited.		
Signed at	on	2026
Signature:		
Name:	Capacity:	

Documents required to be attached to this application form for electronic attendance of the AGM

1. In order to exercise their voting rights at the AGM, shareholders who choose to participate electronically may appoint a proxy, which proxy may participate in the AGM, provided that a duly completed **proxy form** has been submitted in accordance with the instructions on that form, and pursuant to the notice of the AGM.
2. Documentary evidence establishing **authority** of the named person, including any person acting in a **representative** capacity, who is to participate in the AGM, must be attached to this application.
3. A **certified copy** of the valid **identity document**, driver's licence or passport of the person attending the AGM by electronic participation, including any person acting in a representative capacity, must be attached to this application.

Note

Applications for registrations for participation in the AGM by electronic means, will only be considered if this registration form is completed in full, signed by the shareholder, its proxy or representative, and delivered as detailed above. The Company may in its sole discretion accept any incomplete application forms.

Participants will be responsible for their own network arrangements and charges for electronic participation in and voting at the AGM. Any such charges will not be for the account of the Company and the Company will not be held accountable in the case of loss or interruption of network connectivity or other network failure for any reason whatsoever which prevents any participant from participating in and/or voting at the AGM. The participant holds the Company harmless against any loss, injury, damage, penalty or claim arising in any way from the use of the telecommunication lines to participate in the AGM or any interruption in the ability of the participant to participate via electronic communication, whether or not the problem was caused by any act or omission on the part of the participant or anyone else, including without limitation the Company and its employees.

Form of Proxy for use at the 2026 annual general meeting of Business Partners Limited, Reg. No. 1981/000918/06 (the Company), to be held entirely via a remote interactive electronic platform on 19 August 2026 at 14h00 (AGM)

The Company requests that the form of proxy, together with the certified copy of proof of identity of the shareholder or its proxy and the authority of the signatory hereto, be submitted to the appointed meeting specialist, TMS by no later than **10h00 on 17 August 2026** at the following recipient address:

Email to: proxy@tmsmeetings.co.za
Hand delivery to: TMS, JSE Building, One Exchange Square, Gwen Lane, Sandown 2196
Postage to: TMS, P.O. Box 62043, Marshalltown, 2107 - at the risk of the shareholder

The Notice of the AGM, including the proxy form for use at the AGM and the registration form for electronic attendance at the AGM, is accessible at https://www.businesspartners.co.za/shareholder-information/

I/We (shareholder's name) ____

being the holder of (number of shares) _______________________________________ ordinary shares,

hereby appoint (proxy's name) ____ or

failing him/her (alternate proxy's name) ____ or

failing him/her, **the Chairperson of the AGM** as my/our proxy to participate in, and speak and vote on my/our behalf or abstain from voting on any matter at the above meeting or any adjournment thereof, in accordance with the following instructions:

	For	Against	Abstain
Approval of the remuneration policy and remuneration report:			
Ordinary resolution no. 1: Approval of the remuneration policy.			
Ordinary resolution no. 2: Approval of the remuneration report for the year ended 31 March 2026.			
Re-appointment of the independent external auditor			
Ordinary resolution no. 3: Re-appointment of EY Inc. as the independent external auditor.			
Re-election of directors:			
Ordinary resolution no. 4.1: Re-election of Ms O. Kotze as director.			
Ordinary resolution no. 4.2: Re-election of Ms H.E. Tshivhase as director.			

Re-election of audit and risk committee members:			
Ordinary resolution no. 5.1: Re-election of Ms O. Kotze as audit and risk committee member, subject to her re-election as director under ordinary resolution no. 4.1.			
Ordinary resolution no. 5.2: Re-election of Ms L. Mdluli as audit and risk committee member.			
Ordinary resolution no. 5.3: Re-election of Mr A. van Sittert as audit and risk committee member.			
Ordinary resolution no. 5.4: Re-election of Mr N.J. Williams as audit and risk committee member.			
Election and re-election of social and ethics committee members:			
Ordinary resolution no. 6.1: Election of Ms R.A. Dolphin as alternate member to Mr J. Lang on the social and ethics committee, subject to Mr J. Lang's re-election as committee member under ordinary resolution no. 6.2.			
Ordinary resolution no. 6.2: Re-election of Mr J. Lang as social and ethics committee member.			
Ordinary resolution no. 6.3: Re-election of Ms M. Lubbe as social and ethics committee member.			
Ordinary resolution no. 6.4: Re-election of Mr S.S.T. Ngcobo as social and ethics committee member.			
Ordinary resolution no. 6.5: Election of Ms H.E. Tshivhase as social and ethics committee member, subject to her re-election as director under ordinary resolution no. 4.2.			
Approval of non-executive directors' remuneration:			
Special resolution no. 1: Approval of non-executive directors' remuneration (excl. VAT) for 1 April 2027 to 31 March 2028.			
General authority to provide financial assistance to related and inter-related parties:			
Special resolution no. 2: General authority to provide financial assistance to related and inter-related parties for 1 April 2027 to 31 March 2028.			

Mark an X or ✓ in the appropriate box to indicate your vote. If voting only part of your shareholding or splitting your votes, specify the number of shares allocated to each voting option.

Signed at ____on ______________________________ 2026

Signature: ____

Name: ____

Capacity: ____

Instructions and notes to the form of proxy for use at the AGM of Business Partners Limited

1. A shareholder may appoint any individual (including an individual who is not a shareholder) as a proxy to attend, speak and vote at the AGM 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 AGM 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 AGM" 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 AGM 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 AGM 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 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 in whose name any shares stand shall for this purpose be deemed joint holders.
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. Every holder of shares (or their proxies) is entitled to vote. Voting will be decided by poll as authorised in the Company's memorandum of incorporation. 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.