

KHULA SIZWE PROPERTY HOLDINGS (RF) LIMITED
(“The Company or Khula Sizwe”)

MINUTES OF THE ANNUAL GENERAL MEETING (“AGM”) OF SHAREHOLDERS HELD BY ELECTRONIC COMMUNICATION ON MONDAY, 08 MARCH 2021 AT 10:00

ATTENDANCE

Chairman Chaired by Mr A Mabizela, Chairman of the Board of the Company

Directors: Ms Z Mabuza

Management: Ms B Mathibe
Ms V Maake

Company Secretary: Luvivi (Pty) Limited,
represented by Ms L Manaka

Transfer Secretaries: Velocity Trade Financial Services (Pty) Limited

Electronic Host: Ince
Represented by Mr Graeme Stratton
Mr Boitumelo Boikhutso

Members that Voted: 588

1. WELCOME

ACTION

Ms Mabuza welcomed all attendees to the Company’s AGM which was being hosted digitally to maintain safety measures in light of the ongoing Covid-19 pandemic. Given the digital format of the meeting, she outlined and clarified the following:

- a) Shareholder online registration process, which was currently open to enable shareholders to participate in the meeting;
- b) Mechanics of participating and asking questions during the AGM, which platform had been opened since the distribution of the notice on 15 February 2021, and
- c) Mechanics of voting during the AGM.

2. MEETING PROCEDURE

The Chairman, having confirmed that the necessary quorum was present in accordance with both the Companies Act, No. 71 of 2008, as amended, (“Companies Act”) and the Company’s Memorandum of Incorporation (“MOI”), declared the meeting duly constituted. He welcomed all attendees to the inaugural AGM which was being held online to minimise in-person engagements as South Africa navigated the second wave of the Covid-19 pandemic. The Chairman provided a high-level overview of the construct of the Company as part of the Barloworld Khula Sizwe B-BBEE Transaction of 2019.

The Notice convening the AGM for the year ended 30 September 2020 (“Notice”) was distributed to shareholders and published on the Company’s website on 15 February 2021. The Notice was taken as read.

The Chairman stated that the purpose of the meeting was to provide shareholders with an update on the progress of the Company and to consider and approve the resolutions that had been included in the Notice of AGM. The Managing Director would provide a progress report and outline plans for the oncoming years and the Finance Manager would provide an overview of the Company’s financial performance for the year ended 30 September 2020.

He advised that following the presentation by Management, he would read out in full each tabled resolution. Shareholders had been afforded the opportunity to submit questions prior to the AGM. Questions from shareholders had been received through the digital platform and the Management team had endeavoured to respond to all questions. Further, the presentation to be delivered by Management addressed several of the questions raised by shareholders.

The Chairman invited shareholders to employ the online chat facility provided for this AGM to pose further questions and comments. Post the reading of the resolutions, the Chairman would allocate 15 minutes for a ‘Questions and Answers’ session, and any questions not answered today shall be attended to via an email. The online platform for questions would remain open for another two days post the close of the AGM. Similar questions would receive a uniform response, and a summary of the questions and answers would be made available on the Company’s website.

The Chairman reminded shareholders that voting for the resolutions was opened and shareholders were encouraged to post their votes in the time allocated as the platform would close following the ‘Questions and Answers’ session.

3. KHULA SIZWE OPERATIONS

The Managing Director took the shareholders through the Khula Sizwe presentation which covered the following:

- A recap of the formation of the B-BBEE Transaction.
- Definition of the Lock-In and Empowerment periods.
- The rights and obligations of shareholders and their respective shareholding during the indicated periods.
- Impact of Covid-19 on the business.
- Progress report on operations, including appointment of the Management team, transfer of properties and new head office premises.
- High-level overview of future plans which were intended to align the Company’s growth strategy, taking into consideration the impact of Covid-19 on the property industry.

The Finance Manager took the shareholders through Khula Sizwe’s financial performance presentation which covered the following:

- Notification of the error on Note 8 on the 2020 financial statements, which was discovered subsequent to the distribution of the AGM Document to shareholders. The Note had disclosed earnings per share as R55.56 as opposed to the correct amount

of R5.56. The error had no material impact on the overall numbers. A communication on the error had been circulated to shareholders.

- Key financial highlights, notably revenue, interest received and paid, fair value adjustments on investment properties, effective tax rate and earning per share.
- The Company's financial position, gearing, liquidity and cash flow.

4 RESOLUTIONS

The Chairman, having the required authority, informed the meeting that voting on the business being put to the meeting would be decided by means of a poll. An explanation on the functioning of the electronic voting platform was reiterated.

Each of the ordinary resolutions was to be considered by way of a separate vote. In order for each such resolution to be adopted, the support of more than 50% (fifty percent) for ordinary resolutions 1 to 13 and more than 75% (seventy-five percent) for special resolution 1, of the voting rights on the resolution cast by shareholders was required.

The Chairperson read each resolution as follows:

Annual Financial Statements 2020

Ordinary resolution 1 was proposed to receive and accept the audited financial statements for the year ended 30 September 2020, including the directors' report and the independent auditors' report. The financial statements, as amended, were available online on the Company's website www.barloworldkhulasizwe.com

Election of Directors

Ordinary resolutions 2 to 8 were proposed to elect the directors of the Company. In terms of section 68(2) of the Companies Act and clause of 43.5 of the MOI, the directors of the Board were appointed with effect from 11 November 2020 and being available and eligible, must each stand, by way of a separate vote, for election. Brief biographical information of each of the directors was set out on pages 6 to 7 of the AGM document.

Ordinary resolution number 2: Election of Mr Brian Hilton Azizollahoff as a director of the Company.

Ordinary resolution number 3: Election of Ms Judith Gail February as a director of the Company.

Ordinary resolution number 4: Election of Mr Benjamin Monaheng Kodisang as a director of the Company.

Ordinary resolution number 5: Election of Ms Kgaugelo Samantha Legoabe-Kgomari as a director of the Company.

Ordinary resolution number 6: Election of Mr Andile Mabizela as a director of the Company.

Ordinary resolution number 7: Election of Ms Priscilla Neo Ralebitso as a director of the Company.

Ordinary resolution number 8: Election of Ms Zenzi Nomndeni Mabuza as a director of the Company.

Appointment of the Audit Committee

Ordinary resolutions 9 to 12 were proposed to elect the members of the audit Committee. In terms of section 94(2) of the Companies Act and the King Report on Corporate Governance for South Africa ("King IV"), members of the audit committee must be comprised of at least 3

independent non-executive directors with requisite qualifications and experience. Brief biographical notes of each member standing for election were set out on pages 6 to 7 of the document.

Ordinary resolution number 9: Election of Ms Kgaugelo Samantha Legoabe-Kgomari as a member and Chair of the Audit Committee of the Company.

Ordinary resolution number 10: Election of Ms Judith Gail February as a member of the Audit Committee of the Company.

Ordinary resolution number 11: Election of Mr Benjamin Monaheng Kodisang as a member of the Audit Committee of the Company.

Ordinary resolution number 12: Election of Ms Priscilla Neo Ralebitso as a member of the Audit Committee of the Company.

Re-Appointment of External Auditors for the Financial Year Ending 30 September 2021

Ordinary resolution 13 was proposed to re-elect the external auditors of the company. In accordance with section 90(1) of the Companies Act, the external auditors of the company, must be appointed by members and remain in office until the conclusion of the next AGM. The audit committee must be provided the authority to determine the remuneration of the auditors for the ensuing year.

Jacobeth Mmakgomo Ramapela would be the individual registered auditor who would undertake the audit for the financial year ending 30 September 2021.

To Approve the Non - Executive Directors' Fees

Special resolution 1 was proposed to approve Board and Committee fees. Section 66(8) (read with section 66(9)) of the Companies Act provided that, to the extent permitted in the MOI, the Company may pay remuneration to its directors for their services as directors provided that such remuneration may only be paid in accordance with a special resolution approved by shareholders within the previous two years.

The fees remain unchanged to those proposed in the April 2019 Barloworld Khula Sizwe Prospectus.

5. QUESTION AND ANSWER SESSION

The Managing Director reported that Ince had advised of technical challenges being experienced by some of the shareholders in respect of participating online and apologised for the inconvenience caused. The webcast for the meeting would be made available on the Company's website post the AGM.

In respect questions received in respect of the payment of dividends, she advised that income earned by Khula Sizwe on the Properties would be used firstly to pay or provide for permitted operational costs and expenses, including interest on the external loan and tax liabilities. Any balance of the income would thereafter be used to settle the capital outstanding on the third-party funding. Any excess cash flow, after providing for the above, would be used to acquire Barloworld Shares. As soon as possible after receiving payment of any Barloworld Dividend, the Company may declare and pay a dividend to the ordinary shareholders, in an amount equal to the amount of such Barloworld dividend, subject to the Company satisfying regulatory requirements. Shareholders were reminded that investment capital was not guaranteed, and

past performance was not a guide to future investment performance. Accordingly, there was no guarantee that dividends would be paid as all shareholding investments were exposed to a degree of risk relating to market fluctuations.

The Managing Director advised that in respect of share certificates, during the Empowerment period all the ordinary shares were held as uncertificated securities. The Company's Transfer Secretaries, Velocity Trade Financial Services (Pty) Limited ("Velocity"), had to provide a regular statement to each shareholder for whom any uncertificated securities were held in an uncertificated securities register. Accordingly, shareholders that had not received their statements and/or had queries in respect of their holding were requested to contact velocity, whose contact details had been included in the Notice.

Shareholders were advised that all of Khula Sizwe's shares had been fully subscribed. There were no additional shares available for acquisition. After the Lock-in Period, it was intended that the Khula Sizwe shares may be listed on a recognised stock exchange to facilitate trading between Black People and Black Groups during the remaining years of the Empowerment period.

In respect of the growth in the value of the share, the Managing Director advised that as Khula Sizwe was not a listed entity, the Company used earnings per share to measure growth. As at end of 30 September 2020, earnings per share amounted to R5.56.

In respect of the query on how the Company managed its exchange rate fluctuations, the Finance Manager advised that Khula Sizwe did not have any foreign currency and that all earnings were in South African Rands.

6. VOTING RESULTS

The Managing Director advised that in light of the technical challenges experienced by some of the shareholders in respect of participating in the meeting and casting their votes on the resolutions, the Chairman had agreed that the voting be extended to 13h00.

Accordingly, the voting platform for the resolutions tabled at this meeting was extended to 13h00, of 8 March 2021. The voting results would be made available on the Company's website by 17h00, 8 March 2021.

The Chairman declared that, as at this moment, all the ordinary and special resolutions had been passed by the requisite majority. The voting results, once collated and finalised after 13h00, would be made available to shareholders.

7. CLOSURE

The Chairman noted the technical issues and apologised to shareholders and the directors of the Company for the inconvenience caused. He thanked all who were in attendance for their participation. He further thanked shareholders for confirming the new Board of directors and noted that the Board looked forward to making a valuable contribution to Khula Sizwe. The Board would work together with Management to build a profitable property company and ensure Khula Sizwe's long term sustainability to the benefit of the Company and all its shareholders.

The Chairman also thanked the Management team for all their efforts, and for coordinating, along with all the relevant services providers, the online AGM.

There being no further business, he declared the meeting closed.

A MABIZELA
CHAIRPERSON

04 MAY 2021
DATE