

4Sight Holdings Ltd

Minutes of the Annual General Meeting

MINUTES OF ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY HELD ON TUESDAY 20 AUGUST 2024 AT 10H00 A.M. CAT TIME AND CHAIRED VIA CONFERENCE CALL AND FROM THE REGISTERED OFFICE ADDRESS OF THE COMPANY – 4SIGHT HOUSE, 28 ROOS STREET, FOURWAYS, GAUTENG, SOUTH AFRICA, 2191

1. **Chairperson and Company Secretary**

- 1.1. Mr. Kamil Patel was appointed as the Chairperson of the AGM (the "**Chairperson**"). The Chairperson welcomed all attendees and outlined the agenda for the meeting.
- 1.2. Mr. Ian Cronje served as the Company Secretary for the meeting (the "**Company Secretary**"). Additionally, JSE Investor Services (Pty) Ltd was present as the Company's transfer secretaries (the "**Transfer Secretaries**").

2. **Notice of the AGM**

- 2.1. The Company duly issued its notice of the AGM (the "**Notice**") to all shareholders who have opted to receive such notices, as well as to the Johannesburg Stock Exchange (JSE), in accordance with the prescribed manner and form. The Notice was issued at least 15 (fifteen) Business Days prior to the commencement of the meeting, in accordance with regulatory requirements.
- 2.2. The AGM was duly convened on the basis of the Notice provided on 26 June 2024. The purpose of the meeting was to consider and, if deemed appropriate, pass the resolutions proposed therein. Shareholders were afforded the opportunity to review, discuss, and vote on the following resolutions:
 - 2.1.1 **Special resolution 1:** Approval of non-executive directors' remuneration.
 - 2.1.2 **Special resolution 2:** General authority to repurchase shares.
 - 2.1.3 **Special resolution 3:** General authority for financial assistance related and interrelated companies.
 - 2.1.4 **Ordinary resolution 1:** Adoption of financial statements.
 - 2.1.5 **Ordinary resolution 2:** Re-appointment of independent external auditor.
 - 2.1.6 **Ordinary resolution 3:** Election of director – Mr Douglas Ramaphosa.
 - 2.1.7 **Ordinary resolution 4:** Re-election of retiring director – Mr Christopher Crowe.
 - 2.1.8 **Ordinary resolution 5:** Re-election of retiring director – Mrs Marichen Mortimer.

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- 2.1.9 **Ordinary resolution 6:** Election of member and chairperson of the Audit and Risk Committee – Mr Andrew Murgatroyd.
- 2.1.10 **Ordinary resolution 7:** Election of member of the Audit and Risk Committee – Mr Johan Nel.
- 2.1.11 **Ordinary resolution 8:** Election of member of the Audit and Risk Committee – Mr Kamil Patel.
- 2.1.12 **Ordinary resolution 9:** General authority to issue ordinary shares, and to sell treasury shares, for cash.
- 2.1.13 **Ordinary resolution 10:** Authority to implement resolutions passed at the AGM.
- 2.1.14 **Non-binding resolution 1:** Non-binding advisory vote on remuneration policy.
- 2.1.15 **Non-binding resolution 2:** Non-binding advisory vote on remuneration implementation report.

3. Attendance and quorum

- 3.1. In accordance with the South African Companies Act, No. 71 of 2008 (as amended) and the Company's Memorandum of Incorporation, the quorum for the AGM is determined as follows:
 - 3.1.1 A quorum at any shareholders' meeting requires the presence of at least 3 (three) shareholders, either in person or represented by proxy, who are entitled to attend and vote at the meeting.
 - 3.1.2 Furthermore, the meeting may not commence until there are sufficient persons present to exercise, in aggregate, at least 25% (twenty-five percent) of all voting rights entitled to be exercised in respect of at least one matter to be decided at the meeting.
 - 3.1.3 Additionally, each matter on the agenda may not be considered unless sufficient persons are present to exercise, in aggregate, at least 25% (twenty-five percent) of all voting rights entitled to be exercised on that matter at the time it is called.
- 3.2. The Chairperson declared that the necessary quorum of shareholders was present by representation. The total attendance, expressed as a percentage of the votes, was as follows:
 - 3.1.4 total number of 4Sight shares in issue as at the date of the annual general meeting: 534 334 631;
 - 3.1.5 total number of 4Sight shares eligible to be voted at the annual general meeting (excluding 825 000 treasury shares): 533 509 631; and

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3.1.6 total number of 4Sight shares that were present/represented at the annual general meeting: 381 870 721 being 71.58% of the total number of 4Sight shares eligible to be voted at the annual general meeting.

3.3. The Chairperson confirmed that the AGM was appropriately constituted and met the quorum requirements. This confirmation was verified by the Company Secretary and the Company's Transfer Secretaries.

4. **Proceedings of the AGM**

4.1. The Chairperson announced that voting on all resolutions proposed at the AGM would be conducted via a poll. Shareholders were instructed to use the provided voting papers/forms of proxy submitted during registration.

4.1.1 Shareholders were requested to submit completed forms of proxy to the Transfer Secretaries by 10:00 A.M. CAT on n Friday, 16 August 2024 for administrative purposes. Alternatively, completed forms of proxy could be submitted to the Chairperson prior to the AGM, but no later than immediately before the commencement of voting on the resolutions presented at the AGM.

4.1.2 During the meeting, the voting submissions were collected and counted. A representative from the Transfer Secretaries was appointed by the Chairperson as the scrutineer to oversee the poll and ensure accuracy in the counting process.

4.2. The Chairperson confirmed that none of the proxies submitted for voting had been rejected. All recorded proxies were accepted as validly and lawfully issued and given.

4.3. The Chairperson requested that the meeting be recorded for minute-taking purposes. Shareholders were informed of their options for communication with the Company's Board:

4.1.3 Shareholders attending in person could communicate verbally.

4.1.4 Shareholders participating via Microsoft Teams were invited to leave comments and ask questions through the chat function during the Webinar.

5. **Resolutions**

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- 5.1. All resolutions proposed at the AGM were duly discussed in accordance with the agenda. Following the discussions, each resolution was put to a vote. Shareholders of the Company were given the opportunity to cast their votes using the provided ballot papers.
- 5.2. The completed ballot papers were collected during the meeting and subsequently entrusted to the Transfer Secretaries for the purpose of counting. The scrutineer, appointed by the Chairperson, oversaw the process to ensure the accuracy and integrity of the vote counting.

Special resolution 1: Approval of non-executive directors' remuneration

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Special resolution 2: General authority to repurchase shares

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 231 312, being 99.84%	629 409, being 0.16%	10 000, being 0.002%

Special resolution 3: General authority to provide financial assistance to related and interrelated companies

Shares voted*	For	Against	Abstentions^
374 949 461, being 70.17%	374 949 461, being 100.00%	-	6 921 260, being 1.295%

Ordinary resolution 1: Adoption of financial statements

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 2: Re-appointment of independent external auditor

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 3: Election of director – Mr Douglas Ramaphosa

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 4: Re-election of retiring director – Mr Christopher Crowe

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 5: Re-election of retiring director – Mrs Marichen Mortimer

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 6: Election of member and chairperson of the Audit and Risk Committee – Mr Andrew Murgatroyd

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 7: Election of member of the Audit and Risk Committee – Mr Johan Nel

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 8: Election of member of the Audit and Risk Committee – Mr Kamil Patel

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

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Ordinary resolution 9: General authority to issue ordinary shares, and to sell treasury shares, for cash

Shares voted*	For	Against	Abstentions^
381 860 721, being 71.46%	381 860 721, being 100.00%	-	10 000, being 0.002%

Ordinary resolution 10: Authority to implement resolutions passed at the AGM

Shares voted*	For	Against	Abstentions^
374 949 461, being 70.17%	374 949 461, being 100.00%	-	6 921 260, being 1.295%

Non-binding resolution number 1: Non-binding advisory vote on remuneration policy

Shares voted*	For	Against	Abstentions^
374 949 461, being 70.17%	374 949 461, being 100.00%	-	6 921 260, being 1.295%

Non-binding resolution number 2: Non-binding advisory vote on remuneration implementation report

Shares voted*	For	Against	Abstentions^
374 949 461, being 70.17%	374 949 461, being 100.00%	-	6 921 260, being 1.295%

- * shares voted (excluding abstentions) in relation to total shares in issue
^ shares in relation to total shares in issue

6. **Closure**

6.1. There being no further business, the Chairperson closed the AGM at 11:25 A.M.



Mr. Kamil Patel
Chairperson