

2022



NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY

for the year ended 28 February 2022



BUILDING COMMUNITY WEALTH

Mahube Infrastructure Limited (Incorporated in the Republic of South Africa)
(Registration number: 2015/115237/06) ISIN: ZAE000290763 JSE code: MHB ("Mahube" or the "Company")

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NOTICE OF ANNUAL GENERAL MEETING

for the year ended 28 February 2022

Mahube Infrastructure Limited

(Incorporated in the Republic of South Africa)

(Registration number: 2015/115237/06)

Share code: MHB ISIN: ZAE000290763

("Mahube" or "the Company")

In terms of section 62(3)(a) of the Companies Act 71 of 2008, as amended ("**the Companies Act**"), notice is hereby given to the shareholders of Mahube that the Annual General Meeting ("**AGM**") of shareholders of Mahube will be held at 10:00 on Friday, 21 October 2022 at African Pride Melrose Arch Hotel, 1 Melrose Blvd, Melrose Arch, Johannesburg, 2196, for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions set out in this notice of AGM ("**notice**"), as well as such other matters as may be required to be dealt with at the AGM in terms of the Companies Act.

COVID-19 PANDEMIC DEVELOPMENTS

One of Mahube's top priorities is to protect the health and safety of all our stakeholders and with this in mind we will continue to closely monitor developments around Covid-19 (coronavirus).

Although the intention is to hold the AGM as scheduled on Friday, 21 October 2022 at the set venue, Mahube strongly encourages its shareholders not to attend in person but to exercise their voting rights by way of electronic or written proxy and to submit their questions relating to the 2022 AGM agenda in advance by email to the Company Secretary melinda@fusioncorp.co.za or monica@fusioncorp.co.za.

Shareholders will also be able to follow the AGM remotely via a live audio webcast to be provided on our website www.mahube.africa.

Mahube reserves the right to make further changes, such as limiting the number of attendees to enable social distancing, changing the venue, providing live voting facilities, or even prohibiting physical attendance, should same be required.

Shareholders should regularly check the release of SENS announcements on the JSE Limited's platform and on the Mahube website for any further updates.

Mahube will continue to evaluate the implications of regulations announced by the South African government, as well as any potential future measures that may be imposed by the government or recommended by the World Health Organisation.

NOTICE OF ANNUAL GENERAL MEETING (continued)

for the year ended 28 February 2022

SALIENT DATES

Record date to be registered in the shareholders' register in order to receive the notice of AGM	Friday, 16 September 2022
Date of posting the notice of AGM	Wednesday, 21 September 2022
Last date to trade to be eligible to attend, participate in and vote at the AGM	Tuesday, 11 October 2022
Record date to be eligible to attend the AGM	Friday, 14 October 2022
Forms of proxy to be lodged preferably by 10:00	Wednesday, 19 October 2022
AGM at 10:00 on	Friday, 21 October 2022

ACTION BY SHAREHOLDERS

Certificated shareholders or "own-name" registered dematerialised shareholders are entitled to attend, participate and vote at the AGM or any adjournment thereof or may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a member of the Board. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM or any adjournment thereof.

Dematerialised shareholders (not with "own-name" registration) must notify their Central Securities Depository Participant ("CSDP") or broker of their intention to attend the AGM in order for such CSDP or broker to be able to issue them with the necessary authorisation letter to enable them to attend the AGM, or, alternatively, should the dematerialised shareholder not wish to attend the AGM, they should provide their CSDP or broker with their voting instructions.

For administrative purposes only, we request that forms of proxy be delivered to Mahube's transfer secretaries situated at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or be posted to Private Bag X9000, Saxonwold, 2132, South Africa, to be received by them by no later than 10:00 on Wednesday, 19 October 2022 (or 48 hours before any adjournments of the AGM, which date, if necessary, will be notified on SENS). Thereafter, forms of proxy may be delivered to the Chairperson of the AGM, at the AGM, before voting on a particular resolution commences.

At the AGM, each shareholder will have voting rights determined in terms of the voting rights attaching to the shares held by such shareholder as set out in the memorandum of incorporation of the Company ("MOI").

AGM participants may be required to provide identification to the reasonable satisfaction of the Chairperson of the AGM. An official identification document issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted as sufficient identification.

Shareholders who have any doubt as to the action they are required to take in respect of the following resolutions should consult their CSDP, broker, banker, attorney, accountant, or other professional adviser immediately.

PURPOSE

The purpose of the AGM is for the following business to be transacted:

- (a) The Board will present the audited Annual Financial Statements of Mahube for the financial year ended 28 February 2022 (as approved by the Board as required in terms of section 30(3)(c) of the Companies Act (2021 AFS), including the reports of the independent auditors, the Directors, the Social and Ethics Committee and the Audit and Risk Committee to shareholders;
- (b) The shareholders will consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions ("resolutions") set out in this notice (which are to be proposed at the AGM) in accordance with the requirements of the MOI, the Companies Act, the JSE Listings Requirements ("Listings Requirements") and to the extent applicable, in accordance with the principles and recommended practices set out in the King IV™ Report on Corporate Governance for South Africa, 2016 ("King IV™"); and
- (c) Consider any matters as may lawfully be dealt with at the AGM, in terms of the Companies Act.

AGENDA

Presentation of the 2022 AFS

The Integrated Annual Report of Mahube for 2022, incorporating, inter alia, the Directors' report, the 2022 AFS, the report of the independent auditors, the report of the Social and Ethics Committee and the report of the Audit and Risk Committee found in the Integrated Annual Report of Mahube for 2022 was made available to shareholders on 30 June 2022.

The 2022 AFS, the report of the independent auditors, the report of the Social and Ethics Committee and the report of the Audit and Risk Committee will be presented to the shareholders at the AGM as required in terms of the Companies Act, read with the Companies Regulations, 2011.

Report on the Social and Ethics Committee

The Company's Social and Ethics Committee report, included in the Integrated Annual Report, will serve as the Social and Ethics Committee's report to the Company's shareholders on the matters within its mandate at the AGM. Any specific questions to the Committee may be sent to the Company Secretary prior to the AGM.

Ordinary resolutions

To consider and, if deemed fit, to pass, with or without modification, the ordinary resolutions relating to the business set out below. Same as contemplated below, the minimum percentage of voting rights required for each of the ordinary resolutions set out below to be adopted is more than 50% (fifty percent) of the voting rights exercised on each of the resolutions by shareholders present or represented by proxy and entitled to vote at the AGM.

NOTICE OF ANNUAL GENERAL MEETING (continued)

for the year ended 28 February 2022

1. APPOINTMENT OF DIRECTORS

1.1 Ordinary resolution number 1.1

"Resolved that Dr Cassius Reginald Lubisi (Identity number 660523 5353 083) be and is hereby elected as a Director of the Company in accordance with section 68(1) of the Companies Act No 71 of 2008, as amended from time to time, and article 28.4 of the Company's Memorandum of Incorporation, from the date of this Annual General Meeting."

Curriculum vitae of Dr Lubisi

Dr Reginald Cassius Lubisi – B.Sc, HDE, B.Ed (cum laude) (University of Natal), PhD (University of Nottingham, United Kingdom)

Cassius has served in various capacities in the South African Government with a focus on, inter alia, education, defence, public administration and constitutional governance. He served as senior lecturer at the School of Education, University of Natal, until 2003, where after he served as Special Advisor to the Minister of Education and was appointed Deputy Director-General: General Education and Training in 2004 and Superintendent-General of the KwaZulu-Natal Department of Education in 2005. In November 2010 he was appointed Director-General in The Presidency and Secretary of the Cabinet of the Republic of South Africa, where he served until the end of August in 2020.

During his career, Cassius has served as the inaugural Chairperson of Umalusi, Quality Council for General and Further Education and Training, Chairperson of the Ministerial Project Committees on Literacy, the National Curriculum Statement: Grades 10 to 12, the Curriculum and Assessment Policy Statement: Grades R to 12, and the Chairperson of the KwaZulu-Natal Social Sector Cluster of Heads of Departments, a member of the Social Sector Cluster of the Forum of South African Directors-General, a member of the Ministerial Task Team Investigating Allegations of Corruption, Fraud and Maladministration in the Department of Defence and the Chairperson of the Ministerial Committee on the Issuance of Visas and Permits, Ministry of Home Affairs. Cassius is a senior fellow of the National School of Government (NSG) and serves on the board of directors of Armscor, and the National Lotteries Commission. He is the Chairperson of the Human Sciences Research Council (HSRC).

1.2 Ordinary resolution number 1.2

"Resolved that Mrs Mamoso Francis May (Identity number 800710 0565 081) be and is hereby elected as a Director of the Company in accordance with section 68(1) of the Companies Act No 71 of 2008, as amended from time to time, and article 28.4 of the Company's Memorandum of Incorporation from the date of this Annual General Meeting."

1. APPOINTMENT OF DIRECTORS (continued)

1.2 Ordinary resolution number 1.2 (continued)

Curriculum Vitae of Mrs May

Ms Mamoso Francis May – B.Compt (UNISA), MBA (Milpark Business School)

Mamoso is a board member and treasurer of the South African Wind Energy Association and previously the Chairperson of its Asset Working Group. She was the financial director for the African region of Parker Hannifin (Africa) Proprietary Limited, the world's leading diversified manufacturer of motion and control technologies and systems. She joined Dorper Wind Farm (RF) Proprietary Limited in 2013, was the chief financial officer of the company and is currently its chief executive officer, where she is responsible for strategic management, financial management and direct oversight of all operational, technical and support functions of this renewable energy business. She is a non-executive director of Interwaste Proprietary Limited and a trustee of the Molteno and Sterkstroom Community Trust.

Mamoso has extensive experience in both the renewable energy sector and in the corporate governance sphere of South Africa and prioritises the role of renewable energy and economic development in the transformation of rural economies.

1.3 Ordinary resolution number 1.3

"Resolved that Ms Mpho Gift Mookapele (Identity number 840429 0672 084) be and is hereby elected as a Director of the Company in accordance with section 68(1) of the Companies Act No 71 of 2008, as amended from time to time, and article 28.4 of the Company's Memorandum of Incorporation from the date of this Annual General Meeting."

Curriculum vitae of Ms Mookapele

Ms Mpho Mookapele – B.Compt (Hons), CA(SA)

Mpho is a Chartered Accountant with over 15 years of experience in the private and public sector in the finance, strategy development and regulatory environment. Through her career, she has served in different spheres of the South African government, the private sector and in the United Kingdom. Mpho was awarded the 2019 overall winner of the SAICA Top-35-under-35 CA(SA) Competition and in 2021, she was awarded the Public Sector Leader award by the African Women Chartered Accountants.

Mpho is the chairperson of the Ethics Committee of SAICA, a board member of the South African Renewable Energy Technology Centre, Cape Peninsula University of Technology, and a Council Member of the University of Zululand. She is the chairperson of the audit and risk committee of Novo Energy Proprietary Limited, was the chief financial officer and is currently the chief executive officer of the Energy and Water Sector Education and Training Authority.

NOTICE OF ANNUAL GENERAL MEETING (continued)

for the year ended 28 February 2022

1. APPOINTMENT OF DIRECTORS (continued)

1.4 Ordinary resolution number 1.4

"Resolved that Ms Marion Dimakatso Shikwinya (Identity number 811002 0471 081) be and is hereby elected as a Director of the Company in accordance with section 68(1) of the Companies Act No 71 of 2008, as amended from time to time, and article 28.4 of the Company's Memorandum of Incorporation from the date of this Annual General Meeting."

Curriculum vitae of Ms Shikwinya

Ms Marion Dimakatso Shikwinya – LLB (University of Pretoria), LLM (Indiana University School of Law, USA)

Marion, an admitted attorney, has served as divisional company secretary and group legal advisor of the Omnia Group and served on the Board of Omnia Fertilizer Proprietary Limited. She was appointed as group company secretary, of the then JSE listed, AFGRI Limited in 2012, where she spearheaded the establishment of the AFGRI Social & Ethics Committee.

In 2014 Marion was appointed as managing director of Harvest Time Investments, which trains, develops and mentors new era farmers and in 2017 she was appointed as managing director of Lemang Agricultural Services, an entity focused on supporting large black farmers to become full-scale commercial farmers. In this role, she successfully fostered collaborations between AFGRI, Kagiso Trust and British American Tobacco South Africa (BATSA), respectively, leading to innovative solutions to finance and support new-era farmers.

She is a previous executive director and non-executive director of AFGRI Agri Services and is a seasoned ESG, Development and Transformation expert who currently provides these services to clients, including John Deere Sub Saharan Africa, where she also serves as a non-executive director and chairs their Social & Ethics Committee. Marion is a non-executive director and chair of the Social & Ethics Committee of Limpopo Tobacco Processors Proprietary Limited.

Marion represents the Agricultural Business Chamber on the Gauteng Agri BEE Sector Charter Structure and serves on the Market Access Committee. She was named a finalist for the Standard Bank 2016 Top Business Women of the year award and is a fellow of the South African Institute of Intellectual Property Law.

The Nomination Committee reviewed the *curriculum vitae* of each nominated Director to ascertain whether they have the necessary qualifications and experience to fulfil the role of a Director. The Committee further completed background checks (which included a credit, criminal and social media check including a verification through CIPC that they are not disqualified to act as Director). After an interview process the Committee was satisfied with the eligibility of the nominated Directors. It was recommended to the Board to nominate these nominees for appointment as directors at the Annual General Meeting.

Following such review, the Board recommends to shareholders the appointment of the directors as required under section 68(2) of the Companies Act as set out in ordinary resolutions 1.1 to 1.4.

2. APPOINTMENT OF THE MEMBER OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Note:

For avoidance of doubt, all references to the Audit and Risk Committee of the Company is a reference to the Audit Committee as contemplated in the Companies Act.

"Resolved to re-elect the following Director (ordinary resolution 2.1) of Mahube as the Chairperson of the Audit and Risk Committee until the conclusion of the next AGM of Mahube. The Board recommends the appointment of this member."

Ordinary resolution number 2.1

"Resolved that Ms S Tuku, being eligible, be and is reappointed as a member of the Audit and Risk Committee of the Company, until the conclusion of the next AGM of the Company."

In terms of the Terms of Reference of the Audit and Risk Committee the Committee will comprise of at least 3 (three) independent non-executive directors. In terms of clause 3.1.9 "The Board must appoint a person to fill any vacancy on the Committee within 40 business days after the vacancy arises."

The additional members of the Audit and Risk Committee will be appointed by the Board after the Annual General Meeting once the vacancies on the Board have been filled.

In terms of section 94(2) of the Companies Act, an audit committee comprising at least three members must be elected by shareholders at each annual general meeting of a public company. Further, in terms of regulation 42 of the Companies Regulations, 2011, at least one-third of the members of a public company's audit committee members must have appropriate academic qualifications or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs, or human resource management.

Having reviewed the qualifications, experience, expertise, and independence of Ms Tuku, the Nomination Committee satisfied itself that she meets the requirements of the Companies Act and King IV™.

The Nomination Committee accordingly unanimously recommends and supports the re-election of Ms S Tuku.

A brief *curriculum vitae* of Ms S Tuku appears in the Integrated Annual Report.

3. APPOINTMENT OF INDEPENDENT AUDITOR AND DESIGNATED AUDIT PARTNER

3.1 Ordinary resolution number 3

"Resolved that BDO South Africa Incorporated, with the designated audit partner being Mohamed Zakaria Sadek, be and is hereby reappointed as the independent external auditor of the Company, for the ensuing year on the recommendation of the Audit and Risk Committee of the Company, and that shareholders authorise the Audit and Risk Committee to determine the auditor's remuneration."

NOTICE OF ANNUAL GENERAL MEETING (continued)

for the year ended 28 February 2022

3. APPOINTMENT OF INDEPENDENT AUDITOR AND DESIGNATED AUDIT PARTNER (continued)

3.1 Ordinary resolution number 3 (continued)

The Audit and Risk Committee assessed the performance and accreditation of the proposed independent auditor and the proposed individual registered auditor (i.e., the designated auditor) in terms of the applicable regulations and legislation and is satisfied with their independence, accreditation and performance. The Audit and Risk Committee is also satisfied that the audit firm is accredited to appear on the JSE List of Accredited Auditors and that the individual registered auditor of the Company does not appear on the JSE List of Disqualified Auditors.

4. NON-BINDING ENDORSEMENT OF MAHUBE INFRASTRUCTURE LIMITED'S REMUNERATION POLICY AND IMPLEMENTATION REPORT

4.1 Non-binding advisory resolution number 4.1

"Resolved that the Company's remuneration policy as set in the Integrated Annual Report, be and is hereby endorsed by way of a non-binding advisory vote."

4.2 Non-binding advisory resolution number 4.2

"Resolved that the Company's remuneration implementation report in regard to its remuneration policy, as contained in the Integrated Annual Report, be and is hereby endorsed by way of a non-binding advisory vote."

The reason for non-binding advisory resolution numbers 1 and 2 is that King IV™ and the Listings Requirements recommend that the remuneration policy and implementation report of the Company be endorsed through a non-binding advisory vote by shareholders at each AGM of the Company.

The non-binding advisory vote enables shareholders to express their views on the remuneration policies adopted and on the manner in which the Company implements the remuneration policy. Non-binding advisory resolution numbers 1 and 2 are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to existing remuneration arrangements.

However, the Board will engage with dissenting shareholders in good faith in the event that a vote of 25% or more is recorded against either non-binding advisory resolution number 1 or non-binding advisory resolution number 2, to ascertain with best reasonable effort the reasons for the dissenting votes, and to address legitimate and reasonable objections.

Shareholder engagements were held in relation to the previous AGM and Mahube has taken steps to address shareholders' concerns as detailed in the Company's Remuneration Report. The Board will take the outcome of the vote, and any subsequent engagement with dissenting shareholders, into consideration when considering amendments to the Company's remuneration policy and appropriate action may be taken to address issues raised as envisaged in the King IV™ and the JSE Listings Requirements.

5. SPECIAL RESOLUTIONS

To consider and, if deemed fit, to pass, with or without modification, the special resolution relating to the business set out below. At least 75% (seventy-five percent) of the voting rights exercised on this resolution must be exercised in favour of such resolution in order for it to be validly adopted.

REMUNERATION OF NON-EXECUTIVE DIRECTORS

5.1 Special resolution number 1

"Resolved that the Company be and is hereby authorised to remunerate its Non-Executive Directors for their services as Directors on the basis set out below (exclusive of value-added tax), in terms of section 66(9) of the Companies Act.

	2022/2023 R	2021/2022 R
Retainer		
Chairperson	79 161	74 680
Non-Executive Director	79 161	74 680
Attendance fees per meeting		
Board Chairperson	24 079	22 716
Board Non-Executive Director	13 194	12 447
Audit and Risk Committee Chairperson	17 588	16 582
Audit and Risk Committee Member	13 194	12 447
Nomination Committee Chairperson	17 588	16 592
Nomination Committee Member	13 194	12 447
Social and Ethics Committee Chairperson	17 588	16 592
Social and Ethics Committee Member	13 194	12 447
Remuneration Committee Chairperson	17 588	16 592
Remuneration Committee Member	13 194	12 447
Special/Ad Hoc Committee Chairperson	17 588	16 592
Special/Ad Hoc Committee Member	13 194	12 447

The reason for special resolution number 1 is for the Company to obtain the approval of shareholders, by way of a special resolution, for the payment of remuneration to its Non-Executive Directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 1 is that the Company will be able to pay its Non-Executive Directors for the services they render to the Company as Directors without requiring further shareholder approval until the next AGM of the Company.

For this resolution to be adopted, at least 75% of the shareholders present in person or by proxy and entitled to vote on this resolution at the AGM must cast their vote in favour of this resolution.

NOTICE OF ANNUAL GENERAL MEETING (continued)

for the year ended 28 February 2022

6. OTHER BUSINESS

To transact such other business as may be transacted at an AGM or raised by shareholders with or without advance notice to the Company.

Electronic participation

In terms of section 61(10) of the Companies Act, every shareholders' meeting of a public company must be reasonably accessible within South Africa for electronic participation by shareholders. Therefore, shareholders or their proxies may participate in (but not vote at) a meeting by way of a teleconference call if they wish to do so. In this event:

- written notice to participate via electronic communication must be sent to Mahube's Company Secretary, Fusion Corporate Secretarial Services Proprietary Limited, to melinda@fusioncorp.co.za or monica@fusioncorp.co.za to be received by no later than 10:00 on Friday, 14 October 2022;
- a pin number and dial-in details for the conference call will be provided;
- shareholders will be billed separately by their own telephone service providers for the teleconference call to participate in the AGM; and
- valid identification will be required:
 - if the shareholder is an individual, a certified copy of their identity document and/or passport;
 - if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, specifying the name of the individual that is authorised to represent the relevant entity at the AGM by way of teleconference call; and
 - a valid email address and/or facsimile number.

Shareholders participating in this manner and who may wish to vote will still have to appoint a proxy to vote on their behalf at the AGM.

VOTING

1. The Directors have determined that the record date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company ("the share register") for purposes of being entitled to receive this notice is Friday, 16 September 2022.
2. The Directors have determined that the record date on which shareholders must be recorded in the share register for purposes of being entitled to attend and vote at this AGM is Friday, 14 October 2022, with the last day to trade being Tuesday, 11 October 2022.

3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the Chairperson of the AGM that the person is either a shareholder or a proxy for a shareholder and must accordingly bring a copy of their identity document, passport, or driver's licence to the AGM. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.
4. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for use by a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the AGM. Completion of a form of proxy will not preclude such shareholders from attending and voting (in preference to that shareholder's proxy) at the AGM.
5. The instrument appointing a proxy and the authority (if any) under which it is signed must reach the transfer secretaries of the Company at the address given below by not later than 10:00 on Wednesday, 19 October 2022 (for administrative purposes only), provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the Chairperson of the AGM at any time prior to the commencement of the AGM.
6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM in person, will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
7. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.
8. Shareholders present in person, by proxy or by authorised representative shall, on a show of hands, have one vote each and, on a poll, will have one vote in respect of each share held.
9. Equity securities held by a share trust or scheme, and unlisted securities will not have their votes taken into account at the AGM for the purposes of resolutions proposed in terms of the Listings Requirements.

NOTICE OF ANNUAL GENERAL MEETING (continued)

for the year ended 28 February 2022

By order of the Board



Fusion Corporate Secretarial Services (Pty) Limited

Registration number 2007/008376/07

Company Secretary

21 September 2022

Registered office

Suite E014, Midlands Office Park East

Mount Quray Street

Midlands Estate

Midstream

PO Box 68528

Highveld

0169

Transfer secretaries

Computershare Investor Services (Pty) Limited

Registration number 2004/003647/07

Rosebank Towers

15 Biermann Avenue

Rosebank, 2196

Private Bag X9000

Saxonwold

2132

South Africa

FORM OF PROXY

MAHUBE INFRASTRUCTURE LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 2015/115237/06

JSE share code: MHB ISIN: ZAE000290763

("Mahube" or "the Company")

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WHO HOLD ORDINARY SHARES THROUGH A CENTRAL SECURITIES DEPOSITORY PARTICIPANT ("CSDP") OR BROKER WHO HAVE SELECTED "OWN-NAME" REGISTRATION ONLY.

If you are a shareholder referred to above, and entitled to attend and vote at the Annual General Meeting, you can appoint a proxy or proxies to attend, vote, and speak in your stead at the Annual General Meeting of Mahube Infrastructure Limited to be held at 10:00 on Friday, 21 October 2022 at African Pride Melrose Arch Hotel (1 Melrose Blvd, Melrose Arch, Johannesburg, 2196) or at any adjournment or postponement of that meeting. A proxy need not be a shareholder of the Company.

If you are an ordinary shareholder and have dematerialised your ordinary shares through a CSDP (and have not selected "own-name" registration in the sub-register maintained by a CSDP), do not complete this form of proxy but instruct your CSDP to issue you with the necessary authority to attend the Annual General Meeting, or if you do not wish to attend, provide your CSDP with your voting instructions in terms of your custody agreement entered into with it.

I/We (please print names in full)

_____ of (address) _____ (contact number)

being the holder/s of _____ shares in

the Company, do hereby appoint:

1. or, failing him/her _____

2. or, failing him/her _____

3. the Chairperson of the AGM, as my/our proxy to attend, participate in, speak and, on a poll, vote on my/our behalf at the AGM of shareholders to be held at 10:00 on Friday, 21 October 2022 at African Pride Melrose Arch Hotel (1 Melrose Blvd, Melrose Arch, Johannesburg, 2196) or at any adjournment or postponement of that meeting, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

Please indicate with an "x" in the appropriate spaces provided below how you wish your vote to be cast.

	For	Against	Abstain
1. Appointment of Directors			
1.1 Ordinary resolution number 1.1: Appointment of Dr CR Lubisi as Non-Executive Director			
1.2 Ordinary resolution number 1.2: Appointment of Mrs MF May as Non-Executive Director			
1.3 Ordinary resolution number 1.3: Appointment of Ms MG Mookapele as Non-Executive Director			
1.4 Ordinary resolution number 1.4: Appointment of Ms MD Shikwinya as Non-Executive Director			
2. Appointment of the member of the Audit and Risk Committee of the Company			
2.1 Ordinary resolution number 2.1: Reappointment of Ms Tuku as member of the Audit and Risk Committee			
3. Appointment of independent auditor and designated audit partner			
3.1 Ordinary resolution number 3: Appointment of BDO South Africa Incorporated			
4. Non-binding endorsement of Mahube Infrastructure Limited's remuneration policy and implementation report			
4.1 Non-binding advisory resolution number 1: Non-binding endorsement of Mahube Infrastructure Limited's remuneration policy			
4.2 Non-binding advisory resolution number 2: Non-binding endorsement of Mahube Infrastructure Limited's implementation report			
5. Remuneration of Non-Executive Directors			
5.1 Special resolution number 1: Remuneration of Non-Executive Directors			

If no indication is given, the proxy may vote or abstain as he/she sees fit.

Signed at this _____ day of _____ 2022

Signature _____

Assisted by me, where applicable (name and signature) _____

Please read the notes overleaf.

NOTES TO THE FORM OF PROXY

(which include, *inter alia*, a summary of the rights established by section 58 of the Companies Act, as amended ("Companies Act"))

1. A Mahube shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the Chairperson of the AGM". The person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Mahube shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the Chairperson of the AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the meeting, or any other proxy to vote or to abstain from voting at the meeting as he/she deems fit, in respect of all the shares concerned. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.
3. When there are joint registered holders of any shares, any one of such persons may vote at the meeting in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any shares stand, shall be deemed joint holders thereof.
4. It is recommended that the proxy forms should be lodged with the transfer secretaries of the Company, Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132, South Africa, to be received by them not later than Wednesday, 19 October 2022 at 10:00 (for administrative purposes only) provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the Chairperson of the AGM/General Meeting prior to the commencement of the AGM/General Meeting, at any time before the appointed proxy exercises any shareholder rights at the Annual General Meeting. The form may also be emailed to proxy@computershare.co.za
5. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the Chairperson of the AGM.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder
- a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise
- if an appointment of a proxy is revocable, a shareholder may revoke the proxy 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 relevant company
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's Memorandum of Incorporation ("MOI"), or the instrument appointing the proxy, provides otherwise
- if the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's MOI to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant shareholder has:
 - (i) directed such company to do so, in writing; and
 - (ii) paid any reasonable fee charged by such company for doing so.

CORPORATE INFORMATION

Country of incorporation and domicile

South Africa

Directors

GS Moseneke (Chief Executive Officer)

P Lewis (Financial Director)

KE Mbalo* (Chairman)

S Tuku*

T Bukula*

K Breytenbach*

* *Independent Non-Executive*

Registered office

3rd Floor, Penthouse 5

4 The High Street

Melrose Arch

2196

Sponsor

Questco Corporate Advisory (Pty) Ltd

Bankers

FirstRand Bank Ltd

Auditors

BDO South Africa Incorporated

Transfer secretaries

Computershare Investor Services (Pty) Ltd

Rosebank Towers

15 Biermann Avenue, Rosebank

Johannesburg

2196

Company secretary

Fusion Corporate Secretarial Services (Pty) Ltd

Suite E014

Midlands Office Park East

Mount Quray Street

Midlands Estate

Midstream

1692

Company registration number

2015/115237/06

Tax reference number

9473/844/17/4

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