

## MULTICHOICE GROUP LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 2018/473845/06

JSE share code: MCG

ISIN: ZAE000265971

(the company)

For use by certificated and dematerialised own name shareholders only in respect of the annual general meeting (AGM) to be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on Thursday 25 August 2022 at 11:00 SAST.

I/We

(name in block letters)

with identity number/registration number

of

(physical address)

being the holders of

(number of shares)

shares in the company, hereby appoint (see notes overleaf)

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

the chair of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of the company to be held at 11:00 SAST on Thursday 25 August 2022 at MultiChoice City, 144 Bram Fischer Drive, Randburg, or at any adjournment, and generally to act as my/our proxy at this meeting.

I/We desire to vote as follows:

|   | For | Against | Abstain |
|---|-----|---------|---------|
| <b>Ordinary resolution number 1</b><br>Presenting of annual reporting suite |     |         |         |
| <b>Ordinary resolution number 2</b><br>Re-election of directors:            |     |         |         |
| 2.1 Elias Masilela  |     |         |         |
| 2.2 Mohamed Imtiaz Ahmed Patel  |     |         |         |
| 2.3 Louisa Stephens   |     |         |         |
| <b>Ordinary resolution number 3</b><br>Appointment of external auditors:    |     |         |         |
| 3.1 PwC for period ending 31 March 2023                                     |     |         |         |
| 3.2 EY for period ending 31 March 2024                                      |     |         |         |

|   | For | Against | Abstain |
|---|-----|---------|---------|
| <b>Ordinary resolution number 4</b><br>Appointment of audit committee members:  |     |         |         |
| 4.1 Louisa Stephens   |     |         |         |
| 4.2 Elias Masilela  |     |         |         |
| 4.3 James Hart du Preez   |     |         |         |
| 4.4 Christine Mideva Sabwa  |     |         |         |
| <b>Ordinary resolution number 5</b><br>General authority to issue shares for cash   |     |         |         |
| <b>Ordinary resolution number 6</b><br>Authorisation to implement resolutions   |     |         |         |
| <b>Non-binding advisory resolution number 1</b><br>Endorsement of the company's remuneration policy                                 |     |         |         |
| <b>Non-binding advisory resolution number 2</b><br>Endorsement of the remuneration implementation report                            |     |         |         |
| <b>Special resolution number 1</b><br>Approval of the remuneration of non-executive directors                                       |     |         |         |
| <b>Special resolution number 2</b><br>General authority to repurchase shares  |     |         |         |
| <b>Special resolution number 3</b><br>General authority to provide financial assistance in terms of section 44 of the Companies Act |     |         |         |
| <b>Special resolution number 4</b><br>General authority to provide financial assistance in terms of section 45 of the Companies Act |     |         |         |

Signed at: \_\_\_\_\_ on \_\_\_\_\_ 2022

Signature of authorised representative of shareholder or shareholder: \_\_\_\_\_

Home number: \_\_\_\_\_ Mobile number: \_\_\_\_\_

Email address \_\_\_\_\_

Please read notes to the proxy set out overleaf.

## **SUMMARY OF THE RIGHTS OF A SHAREHOLDER TO BE REPRESENTED BY PROXY IN TERMS OF SECTION 58 OF THE COMPANIES ACT READ WITH THE COMPANY'S MOI**

1. A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting 'the chair of the company, or failing him/her, the chair of the AGM'. The person whose name is first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
3. A proxy instrument must be in writing, dated and signed by the shareholder.
4. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.
5. A copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company before the proxy exercises any rights of the shareholder at the AGM.
6. Irrespective of the form of instrument used to appoint the proxy:
  - a. the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in exercising any rights as a shareholder;
  - b. the appointment is revocable unless the proxy appointment expressly states otherwise; and
  - c. if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and the company.
7. Every shareholder, present in person or by proxy and entitled to vote, will on a show of hands have only one vote and, on a poll, every shareholder will have one vote for every share held.
8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the company or waived by the chair of the AGM.
9. A certificated or 'own name' dematerialised shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, deleting 'the chair of the AGM'. The person whose name appears first on the form of proxy, and whose name has not been deleted and who attends the meeting, will be entitled and authorised to act as proxy to the exclusion of those whose names follow.
10. A shareholder's instructions to the proxy must be indicated by that shareholder in the appropriate space provided in this form, failing which the proxy shall not be entitled to vote at the AGM in respect of the shareholder's votes exercisable at that meeting. Provided where the proxy is the chair, failure to so comply will be deemed to authorise the chair to vote in favour of the resolutions. A shareholder's instructions to the proxy must be indicated by inserting an X in the appropriate box. A proxy appointment shall be suspended should a shareholder wish to participate in the meeting in person after having submitted the form of proxy.
11. A shareholder may at any time appoint a proxy. For practical purposes, forms of proxy are requested to be lodged with the transfer secretaries, Singular Systems Proprietary Limited, 25 Scott Street, Waverley, 2090 or PO Box 1266, Bramley, 2018 or [proxies@singular.co.za](mailto:proxies@singular.co.za), to reach them not less than forty-eight (48) hours (not including Saturdays, Sundays and public holidays) before the AGM, that is by 10:45 SAST on Tuesday 23 August 2022. As a result of delays in postal services and restrictions which may apply to postal services, shareholders are encouraged to email their forms of proxy to the address provided above.

12. The completion and lodging of this form of proxy will not preclude the certificated shareholder or 'own name' dematerialised shareholder from attending the AGM and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms hereof. Shareholders who have previously submitted a proxy form for a proxy to attend and vote at the AGM on their behalf, but have, since submitting the proxy form, decided instead to attend and vote at the AGM themselves (rather than by proxy representation), are requested, for practical purposes, to attend the AGM by no later than 11:00 SAST on Friday 19 August 2022.
13. An instrument of proxy shall be valid for any adjournment or postponement of the AGM, as well as for the meeting to which it relates, unless the contrary is stated therein but shall not be used at the resumption of an adjourned AGM if it could not have been used at the AGM from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
14. A vote cast or action taken in accordance with the terms of a form of proxy shall be deemed to be valid despite:
  - a. The death, insanity or any other legal disability of the person appointing the proxy; or
  - b. The revocation of the proxy; or
  - c. The transfer of a share in respect of which the proxy was given, unless notice as to any of the abovementioned matters shall have been received by the company at its registered office or by the chair of the AGM at the place of the AGM, if not held at the registered office, before the commencement or resumption (if adjourned) of the AGM at which the vote was cast or the act was done or before the poll on which the vote was cast.
15. The authority of a person signing the form of proxy:
  - a. Under a power of attorney; or
  - b. On behalf of a company or close corporation or trust, must be attached to the form of proxy unless the full power of attorney has already been received by the company or the transfer secretaries.
16. Where shares are held jointly, all joint holders must sign.
17. Dematerialised shareholders, other than by 'own name' registration, must NOT complete this form of proxy and must provide their CSDP or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP and/or broker.
18. Shareholders should take note that, pursuant to a provision of the MOI, the company is permitted to reduce the voting rights of shares in the company (including company shares deposited in terms of the ADS facility) so that the aggregate voting power of company shares that are presumptively owned or held by foreigners to South Africa (as envisaged in the company's MOI) will not exceed 20% of the total voting power in the company. This is to ensure compliance with certain statutory requirements applicable to South Africa. For this purpose, the company will presume in particular that:
  - a. All company shares deposited in terms of the company ADS facility are owned or held by foreigners to South Africa, regardless of the actual nationality of the company ADS holder.
  - b. All shareholders with an address outside of South Africa on the register of the company will be deemed to be foreigners to South Africa, irrespective of their actual nationality or domicilium, unless such shareholder can provide proof, to the satisfaction of the board, that it should not be deemed to be a foreigner to South Africa, as envisaged in article 40.1.3 of the MOI.
19. A proxy (appointed by a shareholder using this form or any other proxy document) who wishes to participate (attend and speak) at the AGM must complete and submit the meeting attendance registration form on page 89 as well.

# Annual general meeting attendance registration form

/ 89

**MultiChoice Group Limited**  
Summary consolidated  
annual financial statements  
for the year ended  
31 March 2022 and notice of  
annual general meeting

## MULTICHOICE GROUP LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 2018/473845/06

JSE share code: MCG

ISIN: ZAE000265971

(the company)

For use by shareholders wishing to attend the annual general meeting (AGM) of the company to be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on Thursday, 25 August 2022 at 11:00 South African Standard Time (SAST).

I/We

\_\_\_\_\_ (name in block letters)

with identity number/registration number

of

\_\_\_\_\_ (physical address)

being the holders of

\_\_\_\_\_ (number of shares)

shares in the company, hereby register for attendance at the above AGM.

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

Signed at: \_\_\_\_\_ on \_\_\_\_\_ 2022

Signature of authorised representative of shareholder or shareholder: \_\_\_\_\_

Home number: \_\_\_\_\_ Mobile number: \_\_\_\_\_

Email address \_\_\_\_\_

Please read notes to the annual general meeting attendance registration form set out overleaf.

# Annual general meeting attendance registration form notes

1. The fourth annual general meeting (AGM) of the company will be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on 25 August 2022 at 11:00 SAST (subject to any adjournment, postponement or cancellation).
2. Shareholders and proxies appointed by shareholders who wish to attend and/or vote at the AGM are encouraged, for administrative purposes, to register to attend and vote at the meeting as soon as possible, but in any event no later than 11:00 SAST on Friday 19 August 2022.
3. To register, shareholders and their appointed proxies must complete and submit this form together with a certified copy of their identity document or passport (the Application).
4. A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A form of proxy, which includes the relevant instructions for its completion, is attached on page 85 of this booklet. In order for the proxy to be effective and valid, it must be completed and delivered in accordance with the instructions contained in the proxy form.
5. Shareholders and proxies wishing to attend the AGM should take note that if the company is required to limit the number of attendees at the date of AGM as a result of applicable COVID-19 regulations, the company will give preference to shareholders and proxies who have registered by 11:00 SAST on Friday 19 August 2022.
6. Shareholders and appointed proxies that have not registered in advance will be admitted on a first-come-first-serve basis up to the permitted number of persons for the AGM venue, as determined under any applicable COVID-19 regulations. Shareholders and appointed proxies who are not permitted to enter the AGM venue due to COVID-19 regulations will be requested to complete and submit a proxy form.
7. The Application must be delivered to the company's transfer secretaries, Singular Services, a division of Singular Systems Proprietary Limited (Singular). The Application may be submitted to the transfer secretaries, via post to their physical address (25 Scott Street, Waverley, 2090) or postal address (PO Box 1266, Bramley, 2018) or via email ([proxies@singular.co.za](mailto:proxies@singular.co.za)).
8. Shareholders are to take note of postal delivery times and any restrictions on postal services in place when posting any forms as no late postal deliveries will be accepted. Shareholders are encouraged to email this form.