

MULTICHOICE GROUP LIMITED
(‘the Company and/or MultiChoice’)
Registration No: 2018/473845/06
(Incorporated in the Republic of South Africa)

**MINUTES OF THE 6th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY
HELD ON THURSDAY 28 AUGUST 2024 AT 11:00 AT MULTICHOICE CITY, 144
BRAM FISCHER DRIVE, RANDBURG 2194**

PRESENT: Three shareholders were present in person and 22 shareholders were present by proxy.

Total shares represented including proxies: 395 357 256 (89.34%)

Three people joined the meeting as guests.

The following directors were present:

- Elias Masilela;
- Louisa Stephens;
- Kgomotso Moroka SC;
- Christine Sabwa;
- James du Preez;
- Dr Fatai Sanusi; and
- Deborah Klein and Andrea Zappia (joined online).

The following MultiChoice Group representatives were also in attendance:

- Byron du Plessis: Deputy Chief Financial Officer (CFO)
- Carmen Miller: Group company secretary;
- Kobie Joubert: Head of Total Reward and Governance
- Meloy Horn: Head of Investor Relations
- Corporate Affairs: Keabetswe Modimoeng, Nishi Naicker; Dean Jacobs, Jackie Rakitla and Clayton Cohen.
- Meeting administrative attendees: Puseletso Senne, Janice Ohlson, Qaqamba Moyo and Tebogo Nsibande

Auditors:

- Ernst & Young Incorporated, represented by Charles Trollope and Teegan Pascoe.

Share transfer secretaries:

- Singular Systems (Pty) Ltd represented by Ingrid van Sweden and Bianca Baadjies.

Electronic voting specialist:

- Evaluate Interactive represented by Brenda Caplen and Nicholas Ranger.

CONSTITUTION: As the necessary quorum was present, the chair declared the meeting duly constituted.

NOTICE:

The notice to convene the meeting was, with the consent of the shareholders present, taken as read.

**WELCOME,
INTRODUCTION AND
CHAIR ADDRESS:**

Mr. Masilela, the Company's independent non-executive chair and chair of the AGM, welcomed all at the meeting and introduced the meeting panelists:

- Calvo Mawela, CEO;
- Byron du Plessis, Deputy CFO;
- Deborah Klein, Remuneration committee chair;
- Christine Sabwa, Social and Ethics committee chair; and
- Carmen Miller, Group Company Secretary.

The chair noted the directors in attendance and added a special word of welcome to guests online.

The chair:

- a) Noted the uncertain and volatile global backdrop, households being affected by the rising cost of living and disrupted power supply in several of the group's markets, as well as the added impact of extreme currency volatility which required serious intervention from management.
- b) Thanked Mr. Mawela, his management team, and employees across the organisation for their steadfast performance, hard work and dedication which delivered solid operating results and a steady financial performance in FY24.
- c) Thanked the board for its invaluable guidance and ongoing support, which helped navigate the many unexpected challenges in the past year. The chair also thanked Mr. Patel for his leadership and extraordinary dedication to MultiChoice.
- d) Noted John James (Jim) Volkwyn's retirement and thanked him for being an invaluable member of MultiChoice for 33 years and for his extraordinary leadership.

**CEO: BUSINESS
PRESENTATION:**

Mr. Mawela, the CEO of MultiChoice Group, thanked the teams for their continued commitment. He presented a review of the business for the past year. The following key points were noted:

- a) As Africa's most-loved storyteller, the Group's focus is also to be its entertainment platform of choice and the strategy of the business reflects the need to cater to changing consumer. He reiterated that the group has leveraged its broad reach and valued partnerships to carefully invest in opportunities that diversify the platform,

catering for customers' broader entertainment needs, from financial services to utilisation of technologies to access services from MultiChoice.

- b) During FY24, all new businesses are generating revenues and gaining traction. The notable achievements are:
- i. Showmax has successfully launched across 44 markets and transitioned to a world-class platform while successfully migrating 100% of the existing customer base.
 - ii. Moment played a vital role in the Showmax relaunch and oversaw a significant share of the MultiChoice's payment volumes.
 - iii. KingMakers has continued to successfully operate and deliver in a challenging macro environment in Nigeria. SuperSportBET was successfully launched in South Africa (SA) in January 2024 and became the official betting partner of Kaizer Chiefs and Orlando Pirates.
- c) Mr. Mawela stated that the core business achieved notable success despite the pressure on subscriber growth. The local content library has grown to over 84 000 hours, with *Shaka iLembe* becoming Africa's biggest ever TV series.
- d) SuperSport notably had a big year displaying 34 000 live events including the Rugby and Cricket world cups, and SuperSport Schools now covers 43 different sporting codes with more than 1 100 schools and 14 500 teams.
- e) DStv insurance grew to more than 3.3m policies and DStv internet also doubled its customer base. DStv Stream has a 139% subscriber increase since its relaunch in July 2023.
- f) Mr. Mawela noted that the Company maintained profitability despite experiencing extreme currency depreciation in several African markets by increasing prices and launching revenue-supporting measures such as Family+ and GOtv Supa+.
- g) Irdeto continued to build momentum in providing security solutions for connected industries.
- h) The Company continues to address and manage sustainable social and economic development with an ongoing commitment to uplift, support and invest in the communities the company operates in. There were key successes in the last financial year:
- i. the Company has a minimal impact on the environment and has reduced Scope 1 emissions

this year;

- ii. increased the corporate social investment spend to over R300m and continued to successfully train young filmmakers through the MultiChoice Talent Factory;
- iii. achieved notable successes for gender diversity with the *Here for Her* campaign and an all-female production crew at the Netball World Cup in Cape Town;
- iv. appointed an independent non-executive chair; and
- v. continue to support is participation, inclusivity, and diversity in SA's economy by declaring R1.4bn in dividends to be paid to Phuthuma Nathi shareholders .

CFO PRESENTATION: Mr. Du Plessis, the deputy chief financial officer of MultiChoice Group, provided an overview of the group's financial results for the past year. The following key points were noted:

- a) Despite a negative forex impact of R4.5bn, MultiChoice delivered a trading profit margin of 26% in the SA business and maintained profitability in the Rest of Africa (RoA) business with a trading profit of R1.3bn.
- b) Mr. du Plessis thanked the team for delivering close to R2bn in cost savings, in addition to reducing decoder subsidies by more than R1.5bn.
- c) As the group's subscriber base declined due to severe macro pressures, it resulted in revenues being down by 5% to R56bn on a reported basis.
- d) The group's trading profit, before the investment in Showmax, was up 38% YoY on an organic basis at R13.8bn. The reported trading profit came in lower at R7.9bn due to the following factors:
 - i. A R1.4bn increased investment in Showmax; and
 - ii. an unprecedented R4.5bn in forex losses.
- e) The balance sheet continues to provide flexibility to fund the business, despite the negative equity position caused by non-cash accounting adjustments.
- f) At the end of FY24, the business remains a going concern:
 - i. with R7.3bn in cash holdings;
 - ii. and access to R4.1bn in undrawn group borrowing

- facilities;
- iii. resulting in total available funding of R11.4bn.
- iv. After including satellite leases, the leverage ratio is 1.53 times, well within an acceptable range.
- g) Mr. du Plessis went on to reiterate the objectives for FY25.
 - v. MultiChoice is working with Canal+ on preparing the regulatory filings in relation to its mandatory offer for MCG shares at R125/share. The teams are working towards the current long-stop date of 8 April 2024;
 - vi. A target of R2bn in cost savings has been set;
 - vii. Accelerate the scale of Showmax and SuperSportBET in SA;
 - viii. Continue to grow DStv's insurance and internet businesses; and
 - ix. Moment will be looking to launch its B2C payments platform.

REMUNERATION REPORT:

Ms. Klein, the chair of the remuneration committee, presented a review of the remuneration report.

The remuneration committee has received constructive feedback from investors, and worked to incorporate the suggestions such as:

- a) The audit committee approving the allowed cash extraction rates from African markets where parallel markets exist;
- b) Given the above change, coupled with the Nigerian cash remittance targets being included in management's short-term incentives (STI's) and long term incentives (LTI's) until FY26, the committee approved the removal of this performance target from all future long-term investment (LTI) awards and re-allocated its 10% weighting to the free cash flow target, which increased to 25%; and
- c) The remuneration committee has linked the group's corporate social investments (CSI) to the environmental, social, and governance (ESG) targets and enhanced disclosure throughout the remuneration report.

Ms Klein further explained the content of the remuneration report, noting Mr Mawela's minimum share requirement (MSR) of 4.54x and Mr Jacobs' MSR of 2.67x are comfortably ahead of what is required,

The chair went on to acknowledge the changes in legislation pertaining to remuneration and governance particularly changes to

disclosure of pay gap ratios. Ms Klein stated that the committee is reviewing these requirements before implementing any changes.

Ms Klein thanked shareholders and stated that the committee is committed to constructive engagements with shareholders and to ensure a fair approach to remuneration that suitably rewards performance.

**SOCIAL AND ETHICS
COMMITTEE
REPORT:**

Ms. Sabwa, the chair of the social and ethics committee, presented a review of the social and ethics report. She highlighted that:

- a) MultiChoice prioritises the development and well-being of the group's employees; seeks to foster general economic prosperity; create a positive and lasting impact on society and strives to minimise the group's environmental footprint.
- b) As such, the committee understands the importance of addressing the climate crisis and has become a proud Global Alliance member of the *Earthshot Prize*, where the group uses its broadcasting and media reach to discover, celebrate, and scale the best solutions from the African continent to help repair our planet.
- c) This year the social and ethics committee continued to monitor the group's reputational standing, its progress in terms of diversity and transformation (including employment equity and B-BBEE verification), as well as the CSI programmes and sustainable development initiatives.
- d) MultiChoice also revised and enhanced its sustainable development policy which sets out the approach and governance structures relating to environmental, social, and governance matters, as well as the key commitments and the alignment of the initiatives with the UN's Sustainable Development Goals.
- e) The integrated annual report provides a holistic reflection of the group's commitment to act, and be regarded, as a responsible corporate citizen.

**START OF FORMAL
PROCEEDINGS:**

The chair thanked Messrs. Mawela and du Plessis, and Ms. Klein and Ms. Sabwa for their input and moved to the formal part of the proceedings.

VOTING:

The chair advised that the ordinary and special resolutions would be voted on by a poll and that representatives of the auditors, Ernst & Young, would verify the results of the voting process.

**QUESTIONS FROM
SHAREHOLDERS/
SHAREHOLDER**

The chair invited shareholders to ask questions on the matters put forward at the meeting.

REPRESENTATIVES: The Q&A schedule has been annexed to the minutes.

The following resolutions were put to a vote at the meeting:

ORDINARY RESOLUTIONS

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND RELATED REPORTS: To present, consider and accept the annual reporting suite (incorporating the integrated annual report, the consolidated annual financial statements (including, among others, the directors' report, the independent auditors' report, and the audit committee report) for the financial year ended 31 March 2024).

RE-ELECTION OF DIRECTORS: To re-elect, each by way of separate ordinary resolution, the directors named below, who retire, in terms of JSE Listings Requirements 10.16 of Schedule 10 and article 26.19 of the MOI and being eligible, offer themselves for re-election as directors of the Company:

- 2.1 James Hart du Preez
- 2.2 Dr Fatai Sanusi

The chair noted the withdrawal of the resolution relating to the re-election of John James Volkwyn.

The re-election of each of the directors was considered and voted on separately and conducted by way of separate ordinary resolutions.

APPOINTMENT OF INDEPENDENT EXTERNAL AUDITORS: To appoint, on recommendation of the Company's audit committee, each by way of a separate ordinary resolution, the firm:

Ernst & Young Incorporated as the independent registered external auditor of the Company (noting that Charles Trollope is the individual registered auditor of that firm who will undertake the audit) until the next annual general meeting.

APPOINTMENT OF AUDIT COMMITTEE MEMBERS: To appoint, each by way of a separate ordinary resolution, the directors named below as audit committee members of the Company, as required in terms of the Companies Act and recommended by the King Report on Corporate Governance™ for South Africa, 2016 (King IV):

- 4.1 Louisa Stephens (chair of the committee)
- 4.2 James Hart du Preez, subject to the passing of ordinary resolution number 2.1.
- 4.3 Christine Mideva Sabwa

The appointment of each of the members was considered and voted on separately and conducted by way of separate ordinary resolutions.

AUTHORISATION TO IMPLEMENT Each of the directors of the Company be and is authorised to do all things, perform all acts, and sign all documentation necessary to

RESOLUTIONS: affect the implementation of the ordinary and special resolutions adopted at this annual general meeting.

NON-BINDING ADVISORY RESOLUTIONS

ENDORSEMENT OF THE COMPANY'S REMUNERATION POLICY: To endorse the Company's remuneration policy, as set out in the remuneration report on pages 45 to 50 of the summarised consolidated annual financial statements and notice of annual general meeting booklet.

ENDORSEMENT OF REMUNERATION IMPLEMENTATION REPORT: To endorse the Company's remuneration implementation report relating to the payment of remuneration for the period which commenced on 1 April 2023 and ended on 31 March 2024 as set out on pages 51 to 57 of the summarised consolidated annual financial statements and notice of annual general meeting booklet.

SPECIAL RESOLUTIONS

APPROVAL OF REMUNERATION OF NON-EXECUTIVE DIRECTORS: To resolve that the Company be authorised to pay the annual fees to its non-executive directors for their services as directors and committee members with effect from the annual general meeting until the next annual general meeting as follows:

Chair of the boards of directors	R4 100 000 plus daily fees when travelling to and attending meetings
Lead independent non-executive director	R1 284 000 plus daily fees when travelling to and attending meetings
Non-executive directors	R856 336 plus daily fees when travelling to and attending meetings
Committees	
Audit committee: Chair	R 496 080
Member of audit committee	R 248 040
Risk committee: Chair	R 295 256
Member of risk committee	R 147 680
Remuneration committee: Chair	R 348 504
Member of remuneration committee	R 174 200
Nomination committee: Chair	R 236 184
Member of the nomination committee	R 118 144
Social and ethics committee: Chair	R 271 648
Member of social and ethics	R 135 720

committee	

**GENERAL
AUTHORITY TO
PROVIDE FINANCIAL
ASSISTANCE –
SECTION 44 OF THE
COMPANIES ACT:**

To resolve that the board may authorise the Company to generally provide any financial assistance in the manner contemplated in and subject to the provisions of section 44 of the Act to a director or prescribed officer of the Company or of a related or interrelated Company, subject to (i) and (ii) below, or to a related or inter-related Company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.

This authority shall:

- i. include and also apply to the granting of financial assistance to the MCG share incentive scheme and such group share-based incentive schemes that are established in future (collectively the MCG group share-based incentive schemes) and participants thereunder (which may include directors, future directors, prescribed officers and future prescribed officers of the Company or of a related or inter-related Company) (participants) for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related Company, or for the purchase of any securities of the Company or a related or inter-related Company, pursuant to the administration and implementation of the MCG share-based incentive schemes, in each instance on the terms applicable to the MCG share-based incentive scheme in question; and
- ii. be limited, in respect of directors and prescribed officers, to financial assistance in relation to the acquisition of securities as contemplated in (i).

**GENERAL
AUTHORITY TO
PROVIDE
FINANCIAL
ASSISTANCE:
SECTION 45 OF THE
COMPANIES ACT**

To resolve that the Company, as authorised by the board, may generally provide, in terms of and subject to the requirements of section 45 of the Companies Act, any direct or indirect financial assistance to a related or inter-related Company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.

This authority relates to any financial assistance to be provided by the company to, for instance, related or inter-related companies, and includes the provision of parent company guarantees and/or treasury management arrangements.

**RESULTS OF THE
VOTES:**

The auditors presented the company secretary with the results of the votes, which had been verified by Ernst & Young Incorporated.

The chair announced that all the resolutions proposed at the meeting were approved by the requisite majority of votes.

The chair noted that full details of the results of the vote will be published on the JSE stock exchange news service (SENS) as

required in terms of the JSE Limited's Listings Requirements.

CLOSURE: The chair thanked all present and declared the meeting closed at 11:45.



CHAIR 11 Dec, 2024 3:19:56 PM GMT+2

DATE

ANNEXURE TO ANNUAL GENERAL MEETING MINUTES



Q&A: from annual general meeting 28 August 2024

**Response to questions on future expectations:
“It is company policy not to provide guidance, forecasts or forward-looking information.”**

**Response to any speculative type questions:
“It is company policy not to comment on speculation.”**

QUESTIONS ASKED AT THE MULTICHOICE GROUP LIMITED AGM

Question:

There seems to be advancements in piracy with major channels like SuperSport. Is MultiChoice doing anything to mitigate this?

Answer:

Piracy is a major challenge in the business, and it affects the revenue. The Company is, however, working hard to combat piracy. MultiChoice has a security company based in the Netherlands, Irdeto, equipped to manage the piracy issues with measures such as watermarking the content. The Company has sanctioned more measures to combat the global issue of piracy.