

CLICKS GROUP
LIMITED

**Notice of annual
general meeting**



CLICKS GROUP

L I M I T E D

REG. NO. 19961000645106

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

We have pleasure in enclosing the notice of annual general meeting and form of proxy for Clicks Group Limited's 28th annual general meeting of shareholders to be held on Thursday, 1 February 2024, at the group's head office, corner Searle and Pontac Streets, Cape Town.

The Clicks Group Limited 2023 integrated annual report and the audited annual financial statements for the year ended 31 August 2023 are available for viewing and downloading on the group's website: www.clicksgroup.co.za.

Should you wish to receive a printed copy, kindly request same by email, addressed to companysecretary@clicksgroup.co.za, and provide a postal address.

Yours faithfully



Matthew Welz

Company secretary

23 November 2023

NATIONAL SUPPORT CENTRE
CNR SEARLE & PONTAC STREETS, P O BOX 5142, CAPE TOWN 8000, SOUTH AFRICA
TELEPHONE: +27 (0)21 460-1911

Directors: DM NUREK (Chairman), JA BESTER, BD ENGELBRECHT, RJD INSKIP, NNA MATYUMZA,
PM OSIRIS (née MOUMAKWA), MJN NJEKE, SS NTSALUBA, KC RAMON, GD TRAILL (BRITISH)
Company Secretary: MF WELZ

Notice of annual general meeting

The 28th annual general meeting (“AGM”) of shareholders of Clicks Group Limited (“the company”) will be held at the registered office of the company, corner Searle and Pontac Streets, Cape Town on Thursday, 1 February 2024, commencing at 09:30.

The company’s board of directors has determined that the record date for determining which shareholders are entitled to participate in and vote at the AGM is Friday, 26 January 2024. The last date to trade in order to be eligible to vote is Tuesday, 23 January 2024.

At the AGM the following resolutions will be proposed, considered, and if deemed fit, passed with or without amendment, and such other business will be conducted as is required to be dealt with at the AGM in terms of the Companies Act, 2008.

- 1 Presentation of the directors’ report**
- 2 Presentation of the audit and risk committee report**
- 3 Presentation of the social and ethics committee report**
- 4 Ordinary resolution number 1** – adoption of financial statements

This resolution is to provide for the shareholders to receive and consider for adoption the audited annual financial statements incorporating the directors’ report, the audit and risk committee report of the company and its subsidiaries (“the group”) and the independent auditor’s report for the year ended 31 August 2023. The financial statements are available on the company’s website:

www.clicksgroup.co.za.

“Resolved that the audited annual financial statements of the group incorporating the directors’ report, the audit and risk committee report and the independent auditor’s report for the year ended 31 August 2023 be accepted and adopted.”

- 5 Ordinary resolution number 2** – appointment of auditor

This resolution is sought to approve the appointment of KPMG Inc. as auditor of the company for the ensuing year and to note that the individual registered auditor who will undertake the audit is Ivan Engels. The audit and risk committee has recommended that the firm be appointed and the designated auditor be appointed for the ensuing period.

“Resolved that the firm KPMG Inc. be appointed and Ivan Engels as the designated auditor be appointed for the ensuing year.”

- 6 Ordinary resolution number 3** – re-election of director

This resolution is sought to re-elect Bertina Engelbrecht as a director of the company, who retires by rotation and, being eligible, offers herself for re-election. A brief curriculum vitae is provided in annexure 1 to this notice. The board supports the candidate’s re-election.

“Resolved that Bertina Engelbrecht be elected as a director.”

- 7 Ordinary resolution number 4** – election of director

This resolution is sought to elect Richard Inskip as a director of the company, who retires voluntarily and, being eligible, offers himself for election. A brief curriculum vitae is provided in annexure 1 to this notice. The board supports the candidate’s election.

“Resolved that Richard Inskip be elected as a director.”

- 8 Ordinary resolution number 5** – re-election of director.

This resolution is sought to re-elect Mfundiso Njeke as a director of the company, who retires by rotation and, being eligible, offers himself for re-election. A brief curriculum vitae is provided in annexure 1 to this notice. The board supports the candidate’s re-election.

“Resolved that Mfundiso Njeke be elected as a director.”

- 9 Ordinary resolution number 6** – election of director

This resolution is sought to elect Kandimathie Christine Ramon as a director of the company, who retires voluntarily and, being eligible, offers herself for election. A brief curriculum vitae is provided in annexure 1 to this notice. The board supports the candidate’s election.

“Resolved that Kandimathie Christine Ramon be elected as a director.”

- 10 Ordinary resolution number 7** – election of members of the audit and risk committee

Explanatory note

These resolutions are to appoint the members of the audit and risk committee. In terms of the Companies Act, at each AGM an audit committee comprising at least three members who are all independent non-executive directors must be elected by shareholders. It is proposed that Richard

Inskip, Nomgando Matyumza, Mfundiso Njeke, Sango Ntsaluba and Kandimathie Christine Ramon (subject to the re-election of Mfundiso Njeke and election of Richard Inskip and Kandimathie Christine Ramon), be elected to serve on this committee for the next year. The election of each member of the audit and risk committee will be voted on separately. Brief curricula vitae of the candidates are provided in annexure 2 to this notice.

Election of Richard Inskip as member of the audit and risk committee

7.1 "Resolved that Richard Inskip be elected as a member of the audit and risk committee."

Election of Nomgando Matyumza as member of the audit and risk committee

7.2 "Resolved that Nomgando Matyumza be elected as a member of the audit and risk committee."

Election of Mfundiso Njeke as member of the audit and risk committee

7.3 "Resolved that Mfundiso Njeke be elected as a member of the audit and risk committee."

Election of Sango Ntsaluba as member of the audit and risk committee

7.4 "Resolved that Sango Ntsaluba be elected as a member of the audit and risk committee."

Election of Kandimathie Christine Ramon as member of the audit and risk committee

7.5 "Resolved that Kandimathie Christine Ramon be elected as a member of the audit and risk committee."

11 Ordinary resolutions numbers 8 and 9 (non-binding advisory votes) – These non-binding advisory votes are sought to respectively approve the company's remuneration policy and to endorse the company's remuneration implementation report for the 2023 financial year.

Explanatory note

Per principle 14 of the King Report on Corporate Governance for South Africa, 2016 ("King IV"), the company's remuneration policy and remuneration implementation report should be tabled to shareholders for separate non-binding advisory votes at the AGM. These votes enable shareholders to express their views on the remuneration policies adopted by the company and on the implementation thereof. Shareholders are requested to endorse the company's remuneration policy and its remuneration implementation report, both of which are published in the remuneration report available on the company's website: www.clicksgroup.co.za, by way of non-binding advisory votes.

Approval of the company's remuneration policy

8 "Resolved that the company's remuneration policy published in the remuneration report available on the company's website (www.clicksgroup.co.za) be approved."

Endorsement of the company's remuneration implementation report

9 "Resolved that the company's remuneration implementation report published in the remuneration report available on the company's website (www.clicksgroup.co.za) be endorsed."

12 Special resolution number 1 – general authority to repurchase shares

Explanatory note

This special resolution is sought to grant the directors of the company and subsidiaries of the company a general authority in terms of the Companies Act and the JSE Listings Requirements to acquire the company's ordinary shares, subject to the terms and conditions set out in the resolution. The directors require that such general authority should be implemented in order to facilitate the repurchase of the company's ordinary shares in circumstances where the directors consider this to be appropriate and in the best interests of the company and its shareholders.

"Resolved that the company approves, as a general approval contemplated in sections 46 and 48 of the Companies Act, the acquisition by the company or any of its subsidiaries from time to time of the issued ordinary shares of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine but subject to the company's memorandum of incorporation, the provisions of the Companies Act and the JSE Listings Requirements, and provided that:

- any such repurchase shall be implemented through the order book operated by the JSE trading system, without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the company's next AGM, and it shall not extend beyond 15 months from the date of passing of this special resolution;
- a SENS announcement will be published as soon as the company or its subsidiaries has, in terms of this general authority, repurchased ordinary shares constituting on a cumulative basis 3% of the initial number of ordinary shares, and for each 3% in aggregate of the initial number of shares repurchased thereafter, containing full details of such repurchases;
- acquisitions by the company or its subsidiaries of shares in the capital of the company in terms of this general authority may not, in the aggregate, exceed in any one financial year 5% of the company's issued ordinary share capital of the class of the repurchased shares from the date of the grant of this general authority;
- in determining the price at which the company's shares are acquired by the company or its subsidiaries in terms of this general authority, the maximum premium at which such shares may be acquired will be 10% of the weighted average of the market price at which such shares are traded on the JSE for the five business days immediately preceding the date the repurchase transaction is effected;
- the company or its subsidiaries does not repurchase securities during a prohibited period as defined in

Notice of annual general meeting (continued)

paragraph 3.67 of the JSE Listings Requirements unless it has in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme will have been submitted to the JSE prior to the commencement of the prohibited period; and

- the company only appoints one agent at any point in time to effect repurchases on its behalf.”

When any such repurchase of shares is made the directors must be of the opinion that:

- the company and the group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of the repurchase;
- the assets of the company and group are to be in excess of the liabilities of the company and group for a period of 12 months after the date of the repurchase fairly valued in accordance with the accounting policies used in the audited financial statements for the year ended 31 August 2023;
- the share capital and reserves of the company and group are adequate for ordinary business purposes for a period of 12 months after the date of the repurchase;
- the working capital of the company and the group are adequate for ordinary business purposes for a period of 12 months after the date of this notice of the AGM; and
- having applied the solvency and liquidity test set out in section 4 of the Companies Act, that the company will satisfy the solvency and liquidity test immediately after completing the proposed repurchase.

The following additional information, some of which may appear in the Clicks Group 2023 integrated annual report, is provided in terms of the JSE Listings Requirements for purposes of this general authority:

Major beneficial shareholders – page 80 of the integrated annual report; and

Share capital of the company – page 56 of the audited annual financial statements.

Directors' responsibility statement

The directors, whose names appear in the integrated annual report, accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading; that all reasonable enquiries to ascertain such facts have been made; and that the special resolution contains all pertinent information.

Material changes

There have been no material changes in the affairs or financial position of the group since the date of signature of the audit report and up to the date of this notice.

13 Special resolution number 2 – approval of directors' fees

Explanatory note

This special resolution is sought to provide for the payment of fees to the company's directors for the period from the AGM to be held in February 2024 until the AGM to be held in January 2025.

In terms of section 66(8) of the Companies Act the company may pay remuneration to its directors for their service as directors. Section 66(9) requires the remuneration to be paid in accordance with a special resolution approved by shareholders within the previous two years.

The proposed fees are set out in the remuneration report published on the company's website:

www.clicksgroup.co.za.

The company pays non-executive directors a base fee for serving as a non-executive director. An increment is payable to the lead independent director and to any director for being a member or the chair of a committee (for each committee served on, where a director serves on more than one committee). The chairman is paid a composite fee, with no additional remuneration on account of his service on committees or attendance of committee meetings as an invitee. The proposed fees for the ensuing year have been calculated using the prior year's base fee, adjusted to account for the addition of extra meetings for the audit and risk and remuneration committees, and including an inflationary percentage increase.

Non-executive directors who attend committee meetings as invitees at the request of the board shall be eligible to receive a fee for such attendance (R13 979 for a meeting of the audit and risk committee; R8 387 for a meeting of the remuneration committee; and R9 785 for a meeting of the social and ethics committee).

Where any extraordinary attendance is required of any non-executive director, then whether or not a fee is payable to that non-executive director for such extraordinary attendance, and if so the fair and reasonable amount of such fee, shall be determined by the chairman (in consultation, where appropriate, with the chair of any board committee). Where any extraordinary attendance is required of the chairman, then whether or not a fee is payable, and if so the fair and reasonable amount thereof will be determined by the lead independent director.

“Resolved that the fees of the directors as reflected in the remuneration report published on the company’s website: www.clicksgroup.co.za be approved for the period from the AGM held in February 2024 until the AGM to be held in January 2025.”

14 Special resolution number 3 – general approval to provide financial assistance

Explanatory note

This special resolution is sought to provide general authority for the company to provide direct or indirect financial assistance to a related or interrelated company or corporation, subject to sub-sections 45(3) and 45(4) of the Companies Act.

Section 45 of the Companies Act provides, inter alia, that any direct or indirect financial assistance to a related or interrelated company or corporation must be provided only pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category, and the board of directors must be satisfied that:

- immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test, as defined in section 4 of the Companies Act; and
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

When the need arises the company inter alia provides loans to and/or guarantees repayment or other obligations of subsidiaries or related or interrelated companies. The company requires the ability to continue providing financial assistance to its current and future subsidiaries and/or any other company or corporation that is or becomes related or interrelated, in accordance with section 45 of the Companies Act.

In order to ensure that the company’s subsidiaries and other related and interrelated companies and/or corporations have access to financing and/or financial backing from the company, it is necessary to obtain the approval of shareholders to allow the directors of the company to authorise the company to provide such financial assistance.

The authority sought in this resolution does not authorise the company to provide financial assistance to directors or prescribed officers.

“Resolved that the board of directors of the company may, subject to compliance with the requirements of the company’s memorandum of incorporation, the Companies Act and the JSE Listings Requirements, authorise the company to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise, to any related or interrelated company or corporation, or to any future subsidiaries and/or any other company or corporation that is or becomes related or interrelated to the company. The financial assistance may be provided at any time during the period commencing on the date of the adoption of this resolution and ending two years after such date.”

15 To transact such other business as may be transacted at an annual general meeting

All shareholders in the company are entitled to attend, speak and vote at the AGM. If you hold certificated shares (i.e. have not dematerialised your shares in the company) or are registered as an “own name” dematerialised shareholder (i.e. have specifically instructed your Central Securities Depository Participant (“CSDP”) to hold your shares in your own name on the company’s sub-register), then:

- you may attend and vote at the AGM; alternatively
- you may appoint a proxy to represent you at the AGM by completing the attached form of proxy and either returning it to the company’s transfer secretaries or the registered office of the company by not less than two business days prior to the time appointed for the holding of the meeting, or handing same to the chairman prior to the commencement of the meeting. A proxy need not be a shareholder.

Notice of annual general meeting (continued)

If you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE Limited's electronic settlement system (STRATE)) held through a CSDP or broker and are not registered as an "own name" dematerialised shareholder, subject to the mandate between you and your CSDP or broker, as the case may be:

- if you wish to attend the AGM you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the general meeting but wish to be represented at the meeting, you must contact your CSDP or broker and furnish it with your voting instructions in respect of the AGM and/or request it to appoint a proxy. You should not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker within the time period required by your CSDP or broker.

CSDPs, brokers or their nominees recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do so by the person on behalf of whom they hold the dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and either returning it to the company's transfer secretaries or the registered office of the company by not less than two business days prior to the time appointed for the holding of the meeting, or handing same to the chairman prior to the commencement of the meeting.

Approvals required for resolutions

Ordinary resolutions numbers 1 to 7 require the approval of more than 50% of the total votes cast on the resolutions by shareholders present or represented by proxy at the AGM. Ordinary resolutions numbers 8 and 9 are proposed for a non-binding advisory vote only and any failure to pass these resolutions will not have any effect on the company's existing arrangements, but the outcome of the votes will be taken into consideration when considering the company's remuneration policy and implementation report and may trigger further obligations on the part of the company to engage with shareholders.

Special resolutions numbers 1 to 3 require the approval of at least 75% of the total votes cast on the resolutions by shareholders present or represented by proxy at the AGM.

On a poll the holders of ordinary shares shall be entitled to one vote per share.

By order of the board



Matthew Welz

Company secretary

23 November 2023

JSE Sponsor
Investec Bank Limited

Annexure 1 - Notice of annual general meeting

Brief curricula vitae of directors standing for election to the board

NON-EXECUTIVE DIRECTORS

Richard Inskip (61)

Independent non-executive director

BCom

Appointed July 2023

Directorships: Non-executive director of Hyprop Investments and Mr Price Group

Expertise and experience: Retail, strategy, supply chain, technology and operations. Richard is an experienced senior executive and entrepreneur whose 35-year career in the retail sector included serving as chief operating officer for both Woolworths and Massmart. In his 17 years at Woolworths he held various senior roles, including operations and financial services director, and served as an executive director of Woolworths Holdings for seven years. He was chair of MySchool, a community-based loyalty scheme, during his tenure at Woolworths, and was a founding member of the executive committee of the Consumer Goods Council of South Africa. He spent several years as an independent consultant and entrepreneur, including three years as a non-executive director of AVI. After consulting to Massmart, he joined the company as a full-time executive in 2017 and retired as chief operating officer in 2022.

Specific contribution to the board: Richard is an experienced board director with wide-ranging experience in specialist areas of retail across technology, e-commerce, data management, supply chain, strategy and operations. He has current and highly relevant retail expertise, having retired from his most recent executive role last year, and adds significant value to the board deliberations and debate. He currently chairs the remuneration committee at Hyprop.

Mfundiso Njeke (65)

Lead independent non-executive director

BCom, MCompt, CA (SA), H Dip Tax

Appointed 2020

Directorships: Datatec, Delta Property Fund and Motus Holdings

Expertise and experience: Accounting, finance, commercial and strategic planning. Mfundiso ("JJ") is a chartered accountant by profession. After serving as an audit partner at PricewaterhouseCoopers for six years he co-founded Kagiso Trust Investments where he was group managing director from 1994 to 2010. JJ is currently the chairperson of investment company Dlonlobala Capital, which he co-founded in 2012. He is a past chairman of the SA Institute of Chartered Accountants.

Specific contribution to the board: JJ is an accomplished corporate executive and director with over 28 years' board experience across a range of sectors, and has chaired the boards of several JSE-listed groups over the past two decades. He has broad-ranging expertise and experience in accounting, business, leadership and governance.

Christine Ramon (56)

Independent non-executive director

BCompt, BCompt (Hons), CA (SA)

Senior Executive Programme (Harvard)

Appointed February 2023

Directorships: Non-executive director of Vodafone plc and Discovery

Expertise and experience: Accounting, finance, governance and strategy. Christine is an experienced corporate financial executive with extensive board expertise. She served as chief financial officer and as an executive director of AngloGold Ashanti for eight years until June 2022, including a year as interim chief executive officer. During this time she was focused on environmental risk management, particularly resource utilisation, energy and water. Prior to that Christine was chief financial officer of Sasol and chief executive officer of Johnnic Holdings. Christine is currently a member of the Presidential State-Owned Enterprises Council.

Specific contribution to the board: Christine's wide-ranging financial, strategic and leadership experience in large listed companies, together with her governance experience, make her an asset for the board. She adds considerable value to the group in the areas of financial and capital management, risk, governance and general board oversight.

EXECUTIVE DIRECTOR

Bertina Engelbrecht (60)

Chief executive officer

BProc, LL.M, admitted attorney

Appointed as a director in 2008

Expertise and experience: Strategy, corporate affairs, stakeholder engagement and human resources. Bertina was appointed as chief executive officer in January 2022. She joined the group as human resources director in 2006 and her responsibilities were expanded in 2020 to include strategic stakeholder engagement. She was previously general manager for Shell SA Energy and regional human resources manager for Shell Oil Products Africa. Prior to this she was director of organisational effectiveness at Sea Harvest, managed her own consultancy practice and spent eight years with Transnet.

Annexure 2 - Notice of annual general meeting

Brief curricula vitae of directors standing for election to the audit and risk committee

Richard Inskip (61)

Independent non-executive director

BCom

Richard is an experienced senior executive and entrepreneur whose 35-year career in the retail sector included serving as chief operating officer for both Woolworths and Massmart. In his 17 years at Woolworths he held various senior roles, including operations and financial services director, and served as an executive director of Woolworths Holdings for seven years. He was a founding member of the executive committee of the Consumer Goods Council of South Africa. He spent several years as an independent consultant and entrepreneur, including three years as a non-executive director of AVI. After consulting to Massmart, he joined the company as a full-time executive in 2017 and retired as chief operating officer in 2022. He is a non-executive director of Hyprop Investments and Mr Price Group.

Nomgando Matyumza (60)

Independent non-executive director

BCom, BCompt (Hons), CA(SA), LLB

Member of the audit and risk committee

Chairperson of the social and ethics committee

Nomgando is a chartered accountant who has held senior financial management and executive positions in the private and public sectors. She is currently a non-executive director of Sasol, Standard Bank Group, Standard Bank South Africa and Volkswagen (South Africa). Her previous directorships include the Council for Medical Schemes (deputy chairperson), Hulamin, WBHO, Transnet and Ithala Development Finance Corporation. She is an ordained minister of the African Methodist Episcopal Church and a member of its Presiding Elders Council.

Nomgando is a member of the audit committees of Sasol and Standard Bank Group. She previously served as chairperson on the audit committees of the Council for Medical Schemes, Hulamin, WBHO and PN Energy Services, and as member of the audit committee of Transnet, Ithala Development Finance Corporation and KwaZulu-Natal Growth Fund.

Mfundiso Njike (65)

Lead independent non-executive director

BCom, MCompt, CA (SA), HDip Tax

Chairperson of the audit and risk committee

Member of the remuneration committee

Mfundiso ("JJ") is a chartered accountant by profession. After serving as an audit partner at PricewaterhouseCoopers for six years he co-founded Kagiso Trust Investments where he was group managing director from 1994 to 2010. He is currently the chairperson of investment company Dlonlobala Capital, which he co-founded in 2012. He is also a non-executive director of Datatec, Delta Property Fund and Motus Holdings.

JJ currently chairs the audit, risk and compliance committee at Datatec. He is a past chairman of the SA Institute of Chartered Accountants.

Sango Ntsaluba (63)

Independent non-executive director

BCom, BCompt (Hons), MCom (Development Finance),

H Dip Tax Law, CA (SA)

Member of the audit and risk committee

Chairperson of the remuneration committee

Sango was a founding partner of SizweNtsalubaGobodo (now SNG Grant Thornton), one of the largest auditing firms in South Africa. In 1997 he joined Transnet as general manager of group finance before being appointed as an executive director responsible for restructuring, a position he held until 2002. He served as executive chairman of NMT Capital from 2002 until 2020. He is the founding CEO of investment holding company Aurelian Capital. He is also non-executive chairman of Thungela Resources and non-executive director of Kumba Iron Ore and Goldplat plc, and previously served on the Black Economic Empowerment Commission.

Sango currently chairs the audit committee of Kumba Iron Ore. He previously chaired the audit committee of Barloworld and the National Housing Finance Corporation, and was a member of the audit committee at Pioneer Foods.

Christine Ramon (56)

Independent non-executive director

BCompt, BCompt (Hons), CA (SA)

Senior Executive Programme (Harvard)

Christine is an experienced corporate financial executive with extensive board expertise. She served as chief financial officer and as an executive director of AngloGold Ashanti for eight years until June 2022, including a year as interim chief executive officer. Prior to that Christine was chief financial officer of Sasol and chief executive officer of Johnnic Holdings. Christine is currently a member of the Presidential State-Owned Enterprises Council.

She is currently a member of the audit and risk committee of Vodafone plc and has recently been appointed to the group audit committee of Discovery. She was previously chairperson of the audit committee at MTN Group and at Transnet, and a member of the audit committee at Lafarge France, Johnnic Communications and National Health Laboratory Services.

She was deputy chairperson of the Financial Reporting Standards Council of South Africa from 2011 to 2018, a member of the Generally Accepted Accounting Practices (GAAP) Monitoring Panel from 2009 to 2014 and a member of the Standing Advisory Committee of the International Accounting Standards Board (IASB) from 2006 to 2009.

Form of proxy

Registration No. 1996/000645/06
Share code: CLS • ISIN: ZAE000134854

For use by certificated Clicks Group Limited shareholders and “own name” dematerialised Clicks Group Limited shareholders only (refer note 6), at the annual general meeting of shareholders of the company to be held on Thursday, 1 February 2024 at 09:30 at the registered office of Clicks Group Limited, corner Searle and Pontac Streets, Cape Town.

I/We (full names – in block letters) _____

of (address) _____

being the registered holder of _____ ordinary shares (see note 1) in Clicks Group Limited hereby appoint:

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the meeting, as my/our proxy to attend, speak and vote either for or against a resolution or to abstain from voting on my/our behalf, as indicated below, at the annual general meeting to be held on Thursday, 1 February 2024 at 09:30 and at any adjournment thereof.

	Number of votes (one vote per ordinary share)		
	Vote for	Vote against	Abstain from voting
1. Ordinary resolution No. 1: adoption of financial statements			
2. Ordinary resolution No. 2: appointment of auditor			
3. Ordinary resolution No. 3: re-election of Bertina Engelbrecht as a director			
4. Ordinary resolution No. 4: election of Richard Inskip as a director			
5. Ordinary resolution No. 5: re-election of Mfundiso Njeke as a director			
6. Ordinary resolution No. 6: election of Kandimathie Christine Ramon as a director			
7. Ordinary resolution No. 7: election of members of the audit and risk committee (separate voting)			
7.1 Richard Inskip			
7.2 Nomgando Matyumza			
7.3 Mfundiso Njeke			
7.4 Sango Ntsaluba			
7.5 Kandimathie Christine Ramon			
8. Ordinary resolution No. 8 (non-binding advisory vote): approval of the company’s remuneration policy			
9. Ordinary resolution No. 9 (non-binding advisory vote): endorsement of the company’s remuneration implementation report			
10. Special resolution No. 1: general authority to repurchase shares			
11. Special resolution No. 2: approval of directors’ fees			
12. Special resolution No. 3: general approval to provide financial assistance			

Unless otherwise instructed above, my/our proxy may vote as he/she deems fit.

Signed by me/us on this the _____ day of _____ (month and year)

Signature(s) _____

Form of proxy (continued)

Notes:

- 1 On a poll a shareholder is entitled to one vote for every share held.
- 2 Any alteration or correction made on this form must be initialled by the signatory/ies.
- 3 To facilitate the administration of the voting process, please lodge this proxy form with the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (PO Box 61051, Marshalltown, 2107) or at the registered office of the company, corner Searle and Pontac Streets, Cape Town, before 17:00 on Tuesday, 30 January 2024; or post it to the company secretary at PO Box 5142, Cape Town 8000, to arrive no later than 17:00 on Tuesday, 30 January 2024. Any proxy form not delivered by this time may be handed to the chairman of the annual general meeting prior to the commencement of the annual general meeting.
- 4 A proxy need not be a shareholder of the company.
- 5 If this proxy is signed under power of attorney or on behalf of a company, such authority must accompany it, unless previously registered with the company.
- 6 If you are a dematerialised shareholder and not an own name dematerialised shareholder and you are unable to attend the annual general meeting, you should contact your Central Securities Depository Participant (CSDP) or broker and furnish it with your voting instructions in respect of the annual general meeting in accordance with the mandate agreement between you and the CSDP or broker. You should not complete the attached form of proxy. If your CSDP or broker does not obtain voting instructions from you in respect of the annual general meeting, it will be obliged to act in terms of your mandate agreement with it, or, if your mandate agreement is silent, to abstain from voting. The instruction must be provided within the time period required by your CSDP or broker.

Annual general meeting **1 February 2024**

Preliminary results announcements

Interim results to February 2024 on or about 25 April 2024
Annual results to August 2024 on or about 24 October 2024

Publication of 2024 integrated report **November 2024**

Ordinary share dividend

2023 final dividend

Last day to trade with dividend included 24 January 2024
Date of dividend payment 29 January 2024

2024 interim dividend

Last day to trade with dividend included July 2024
Date of dividend payment July 2024

2024 final dividend

Last day to trade with dividend included January 2025
Date of dividend payment January 2025

Clicks Group Limited

Incorporated in the
Republic of South Africa
Registration number
1996/000645/06
Income tax number
9061/745/71/8

JSE share code: CLS
ISIN: ZAE000134854
ADR ticker symbol: CLCGY
ADR CUSIP code: 18682W205

Registered address

Cnr Searle and Pontac Streets
Cape Town 8001
Telephone: +27 (0)21 460 1911

Postal address

PO Box 5142
Cape Town 8000

Company secretary

Matthew Welz, LLB
E-mail: companysecretary@
clicksgroup.co.za

Auditors

Ernst & Young Inc. (EY)
The appointment of KPMG
Inc. will be proposed to
shareholders at the AGM
on 1 February 2024, and the
appointment (if approved) will
be effective from that date.

Principal bankers

FirstRand Bank Limited

JSE sponsor

Investec Bank Limited

Transfer secretaries

Computershare Investor
Services Proprietary Limited
Business address: Rosebank
Towers, 15 Biermann Avenue,
Rosebank 2196
Postal address: Private Bag
X9000, Saxonwold 2132
Telephone: +27 (0)11 370 5000

Investor relations consultants

Tier 1 Investor Relations
E-mail: ir@tier1ir.co.za

