

CLICKS GROUP  
L I M I T E D

NOTICE OF ANNUAL  
GENERAL MEETING  
2020





**CLICKS GROUP**  
**L I M I T E D**

REG. NO. 1996/000645/06

Dear Shareholder

**NOTICE OF ANNUAL GENERAL MEETING**

We have pleasure in enclosing the notice of annual general meeting and form of proxy for the Clicks Group Limited's 25th annual general meeting of shareholders to be held on Wednesday, 27 January 2021, at the group's head office, corner Searle and Pontac Streets, Cape Town.

The Clicks Group Limited 2020 integrated annual report and the audited annual financial statements for the year ended 31 August 2020 are available for viewing and downloading on the group's website: [www.clicksgroup.co.za](http://www.clicksgroup.co.za).

Printed copies of the Clicks Group Limited 2020 integrated annual report will only be mailed to shareholders on request. Kindly e-mail [companysecretary@clicksgroup.co.za](mailto:companysecretary@clicksgroup.co.za) and provide a postal address to request a printed copy.

Yours faithfully

**Matthew Welz**  
Company secretary

23 November 2020

NATIONAL SUPPORT CENTRE  
CNR SEARLE & PONTAC STREETS, P O BOX 5142, CAPE TOWN 8000, SOUTH AFRICA  
**TELEPHONE: +27 (0)21 460-1911      FAX: +27 (0)21 461-8221**

Directors: DM NUREK (Chairman), F ABRAHAMS, JA BESTER, F DANIELS, BD ENGELBRECHT,  
M FLEMING, MJN NJEKE, V RAMSUNDER, M ROSEN  
Company Secretary: MF WELZ

# NOTICE OF ANNUAL GENERAL MEETING

The 25th 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 27 January 2021, 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 22 January 2021. The last date to trade in order to be eligible to vote is 19 January 2021.

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 2020. The financial statements are available on the company's website: [www.clicksgroup.co.za](http://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 2020 be accepted and adopted."

## **5 Ordinary resolution number 2 – reappointment of auditor**

This resolution is sought to approve the reappointment of Ernst & Young Inc. as auditor of the company for the ensuing year and to note that the individual registered auditor who will undertake the audit is Anthony Cadman. The audit and risk committee has recommended that the firm and the designated auditor be reappointed for the ensuing period.

"Resolved that the firm Ernst & Young Inc. and Anthony Cadman as the designated auditor be reappointed for the ensuing year."

## **6 Ordinary resolution number 3 – election of director**

This resolution is sought to elect Mfundiso Njeke 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 Mfundiso Njeke be elected as a director."

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

This resolution is sought to re-elect John Bester 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 John Bester be re-elected as a director."

## **8 Ordinary resolution number 5 – 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 re-elected as a director."

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

This resolution is sought to re-elect Michael Fleming 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 Michael Fleming be re-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 the current members of the audit and risk committee, John Bester, Fatima Daniels and Mfundiso Njeke, 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 John Bester as member of the audit and risk committee**

7.1 “Resolved that John Bester be elected as a member of the audit and risk committee.”

### **Election of Fatima Daniels as member of the audit and risk committee**

7.2 “Resolved that Fatima Daniels 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.”

**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 2020 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 set out in the rewarding value creation report and in the remuneration implementation report on pages 66 to 72 and pages 72 to 74 respectively of the Clicks Group 2020 integrated annual report, which is available on the company’s website: [www.clicksgroup.co.za](http://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 contained in the Clicks Group 2020 integrated annual report be approved.”

#### **Endorsement of the company’s remuneration implementation report**

9 “Resolved that the company’s remuneration implementation report contained in the Clicks Group 2020 integrated annual report 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 (MOI), 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

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

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 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 2020;
- 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 2020 integrated annual report, is provided in terms of the JSE Listings Requirements for purposes of this general authority:

- Major beneficial shareholders – page 78 of the integrated annual report; and
- Share capital of the company – page 43 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 January 2021 until the AGM to be held in January 2022.

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 rewarding value creation report on page 74 of the Clicks Group 2020 integrated annual report.

Non-executive directors who attend committee meetings as invitees at the request of the board shall be eligible to receive the same fee for such attendance as if they were a member of the committee.

“Resolved that the fees of the directors as reflected in the integrated annual report be approved for the period from the AGM held in January 2021 until the AGM to be held in January 2022.”

### **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 MOI, 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 Special resolution number 4 – amendments to the company's MOI

### Explanatory note

This special resolution is sought to make amendments to the company's MOI, to remove a redundant provision (special resolution number 4.1) and to make provision in the MOI for the cessation of the practice of paying distributions by way of cheque, and the company's approach to unclaimed dividends (special resolution number 4.2).

4.1 Paragraph 4.2.3.2 of the MOI is sought to be deleted, as it relates to the employee share ownership scheme which unwound in 2019. The deletion is to be accompanied with the consequent adjustment to the formatting and numbering of paragraph 4.2.3 of the MOI, so that this paragraph reads as follows:

"4.2.3 The holders of securities other than ordinary shares shall not be entitled to vote on any resolution taken by the company unless the vote relates to an amendment or varying of any preferences, rights, limitation and other terms attaching to any other class of shares already in issue, in which case that amendment must not be implemented without a special resolution taken by the shareholders of that class of shares at a separate meeting at which:

4.2.3.1 their votes shall not carry any special rights or privileges; and

4.2.3.2 they shall be entitled to one vote for each share that they hold, provided that their total voting rights at a shareholders' meeting may not exceed 24.99% of the total voting rights of all the shareholders at such shareholders' meeting."

"Resolved that the company's MOI be amended by deleting paragraph 4.2.3 thereof, and replacing it with the following:

4.2.3 The holders of securities other than ordinary shares shall not be entitled to vote on any resolution taken by the company unless the vote relates to an amendment or varying of any preferences, rights, limitation and other terms attaching to any other class of shares already in issue, in which case that amendment must not be implemented

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

without a special resolution taken by the shareholders of that class of shares at a separate meeting at which:

4.2.3.1 their votes shall not carry any special rights or privileges; and

4.2.3.2 they shall be entitled to one vote for each share that they hold, provided that their total voting rights at a shareholders' meeting may not exceed 24.99% of the total voting rights of all the shareholders at such shareholders' meeting."

4.2 Further, in response by notifications by South Africa's major banks that they will no longer be processing cheques, and to align the MOI with the provisions in this regard set out in the Listings Requirements, paragraph 4.5.5 and its sub-paragraphs are sought to be deleted, and replaced with the following clauses 4.5.5 and 4.5.6:

"4.5.5 the company will hold all unclaimed dividends in trust for a minimum of three years from the date of confirmation of the payment of the dividend. At any point after the end of this three-year period, the directors may determine that such unclaimed dividends are forfeited to the company. The directors may at any time annul such forfeiture upon such conditions as they think fit; and

4.5.6 all unclaimed money, other than dividends, that are due to any shareholders shall be held by the company in trust for an indefinite period until lawfully claimed by such shareholders."

"Resolved that the company's MOI be amended by deleting paragraph 4.5.5 thereof, and replacing it with the following:

4.5.5 the company will hold all unclaimed dividends in trust for a minimum of three years from the date of confirmation of the payment of the dividend. At any point after the end of this three-year period, the directors may determine that such unclaimed dividends are forfeited to the company. The directors may at any time annul such forfeiture upon such conditions as they think fit; and

4.5.6 all unclaimed money, other than dividends, that are due to any shareholders shall be held by the company in trust for an indefinite period until lawfully claimed by such shareholders."

### **16 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; alternatively
- you may participate electronically in the manner set out below.

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 AGM 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.

Provision will be made for shareholders to participate in the AGM by way of electronic communication. Should any shareholder wish to participate in the AGM by way of electronic communication, such shareholder is required to give written notice of such proposed participation to both the company at its registered office marked for the attention of the company secretary and the company's transfer secretaries, Computershare Investor Services Proprietary Limited at Private Bag X9000, Saxonwold 2132, by no later than 12:00 on 19 January 2021. Such notice must be accompanied by the following:

- (a) if the shareholder is an individual, a certified copy of his/her identity document;
- (b) if the shareholder is not an individual, a certified copy of the resolution adopted by the relevant entity authorising the representative to represent the shareholder at the AGM and a certified copy of the authorised representative's identity document; and
- (c) a valid e-mail address for the purpose of receiving notice of the manner in which the electronic participation will be conducted.

If a shareholder provides the company with the aforesaid notice and documents, the company shall use its reasonable endeavours to notify the shareholder of the details of the electronic communication through which it can participate in the AGM and will inform such shareholder of the applicable voting procedures. The cost of participating electronically will be for the expense of the shareholder.

## 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 4 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



**MF Welz**  
Company secretary

23 November 2020

# ANNEXURE 1 – NOTICE OF ANNUAL GENERAL MEETING

## BRIEF CURRICULA VITAE OF DIRECTORS STANDING FOR RE-ELECTION TO THE BOARD

### Non-executive directors

#### **John Bester (74)**

Lead independent non-executive director

B Com (Hons), CA (SA), CMS (Oxon)

Appointed 2008

Chairman of the audit and risk committee

Member of the remuneration and nominations committee

Directorships: Non-executive director of HomeChoice South Africa, Intembeko Investment Administrators, Personal Trust and Tower Property Fund. Trustee of the Children's Hospital Trust and the Children's Hospital Foundation Trust.

Expertise and experience: Accounting and finance. John spent 16 years in the accounting profession, including serving as a partner of Ernst & Young for 10 years. He has been involved in commerce and industry for a further 39 years.

Specific contribution to the board: The group's lead independent director, John has wide-ranging business experience and has been chair of the audit and risk committee for 11 years. He has extensive experience on financial and commercial matters and has a deep understanding of auditing standards and requirements.

#### **Mfundiso Njeke (62)**

Independent non-executive director

B Com, B Compt (Hons), CA (SA), H Dip Tax

Appointed March 2020

Member of the audit and risk committee

Directorships: Chairman of Momentum Metropolitan Holdings and non-executive director of Datatec, Delta Property Fund and Motus Holdings

Expertise and experience: Accounting and finance. Mfundiso (JJ) Njeke 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 25 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.

## Executive directors

### **Bertina Engelbrecht (57)**

Group human resources director

B Proc, LL M, admitted attorney

Appointed as a director in 2008

Expertise and experience: Human resources. Bertina 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.

### **Michael Fleming (53)**

Chief financial officer

B Com, CTA, CA (SA)

Appointed as a director in 2011

Expertise and experience: Accounting, finance and investor relations management. Michael was previously chief financial officer of Tiger Brands Limited. He joined the Tiger Brands group in 2000, was appointed as financial executive of the Tiger Brands consumer brands division in 2005 and promoted to chief financial officer in June 2008. While CFO of Tiger Brands, he also served as a non-executive director of Oceana Group Limited.

# ANNEXURE 2 – NOTICE OF ANNUAL GENERAL MEETING

## BRIEF CURRICULA VITAE OF DIRECTORS STANDING FOR ELECTION TO THE AUDIT AND RISK COMMITTEE

### **John Bester (74)**

Independent non-executive director  
B Com (Hons), CA (SA), CMS (Oxon)  
Chairman of the audit and risk committee and member of the remuneration and nominations committee  
Appointed to the audit and risk committee in 2008

John spent 16 years in the accounting profession, including serving as a partner of Ernst & Young for 10 years. He has been involved in commerce and industry for a further 39 years, holding a number of financial directorships during this time. He is a non-executive director of HomeChoice South Africa, Intembeko Investment Administrators, Personal Trust and Tower Property Fund, as well as a trustee of the Children's Hospital Trust and the Children's Hospital Foundation Trust.

John currently chairs the audit and risk committees for HomeChoice, Tower Property Fund and the Children's Hospital Trust. In the past he has chaired the audit committees of listed companies BJM and Paramount Properties. This involvement, together with John's position as a partner of a large audit firm, and his experience as financial director of a listed company and non-executive director of other listed companies, gives him considerable working knowledge of the operations and responsibilities of an audit and risk committee.

### **Fatima Daniels (60)**

Independent non-executive director  
B Sc, CA (SA)  
Member of the audit and risk committee  
Appointed to the audit and risk committee in 2008

After spending six years in the auditing profession, Fatima went on to lecture in financial accounting and then spent over a decade in various positions in corporate South Africa. Fatima is a non-executive director of Momentum Metropolitan Holdings, Rand Refinery, AfriSam and various MTN subsidiaries.

Fatima has been a member or chairperson of audit committees since 1994. She has previously chaired the audit committee of the SA Reserve Bank and other listed companies. She is currently the chairperson or member of several audit and risk committees. Fatima has extensive knowledge of governance and risk management, in addition to her core financial skills.

### **Mfundiso Njeke (62)**

Independent non-executive director  
B Com, B Compt (Hons), CA (SA), H Dip Tax  
Member of the audit and risk committee  
Appointed to the audit and risk committee in September 2020

Mfundiso (JJ) Njeke 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 Dlondebala Capital, which he co-founded in 2012. He is also chairman of Momentum Metropolitan Holdings and 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.

# FORM OF PROXY

# CLICKS GROUP LIMITED

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 to note 6), at the annual general meeting of shareholders of the company to be held on Wednesday, 27 January 2021 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/s 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 Wednesday, 27 January 2021 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: reappointment of auditor			
3 Ordinary resolution No. 3: election of Mfundiso Njeke as a director			
4 Ordinary resolution No. 4: re-election of John Bester as a director			
5 Ordinary resolution No. 5: re-election of Bertina Engelbrecht as a director			
6 Ordinary resolution No. 6: re-election of Michael Fleming as a director			
7 Ordinary resolution No. 7: election of members of the audit and risk committee (separate voting)			
7.1 John Bester			
7.2 Fatima Daniels			
7.3 Mfundiso Njeke			
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			
13 Special resolution No. 4: amendments to the memorandum of incorporation			

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

Signed by me/us this \_\_\_\_\_ 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 (Private Bag X9000, Saxonwold 2132) or at the registered office of the company, corner Searle and Pontac Streets, Cape Town, before 17:00 on Monday, 25 January 2021; or post it to the company secretary at PO Box 5142, Cape Town 8000, to arrive no later than 17:00 on Monday, 25 January 2021. 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.

# SHAREHOLDERS' DIARY

Annual general meeting	27 January 2021
Preliminary results announcements	
Interim results to February 2021	on or about 22 April 2021
Final results to August 2021	on or about 21 October 2021
Publication of 2021 integrated annual report	November 2021
Ordinary share dividend	
<b>2020 final dividend</b>	
Last day to trade with dividend included	19 January 2021
Date of dividend payment	25 January 2021
<b>2021 interim dividend</b>	
Last day to trade with dividend included	July 2021
Date of dividend payment	July 2021
<b>2021 final dividend</b>	
Last day to trade with dividend included	January 2022
Date of dividend payment	January 2022

## 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](mailto:companysecretary@clicksgroup.co.za)

## Auditors

Ernst & Young Inc. (EY)

## Principal bankers

The Standard Bank of South Africa

## 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

Telephone: +27 (0)21 702 3102

E-mail: [ir@tier1ir.co.za](mailto:ir@tier1ir.co.za)

For more information, please visit our website at

**[www.clicksgroup.co.za](http://www.clicksgroup.co.za)**

[www.clicksgroup.co.za](http://www.clicksgroup.co.za)

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