

# NOTICE OF ANNUAL GENERAL MEETING 2017



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



  

# CLICKS GROUP

  

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## L I M I T E D

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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 22nd annual general meeting of shareholders to be held on Wednesday, 31 January 2018, at the group's head office, corner Searle and Pontac Streets, Cape Town.

The Clicks Group Limited 2017 Integrated Annual Report and the audited annual financial statements for the year ended 31 August 2017 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 2017 Integrated Annual Report will only be mailed to shareholders on request. Kindly email [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

10 November 2017

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, BD ENGELBRECHT, M FLEMING,  
NN GOBODO, F JAKOET, DA KNEALE (British), M ROSEN  
Company Secretary: MF WELZ

# NOTICE OF ANNUAL GENERAL MEETING

The 22nd 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 31 January 2018, commencing at 09:30.

The board of directors of the company has determined that the record date for all purposes of determining which shareholders are entitled to participate in and vote at the AGM is 26 January 2018. The last date to trade in order to be eligible to vote is 23 January 2018.

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**

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 2017. 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 2017 be accepted and adopted.”

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

To approve the reappointment of Ernst & Young Inc. (“EY”) 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 appointed for the ensuing period. EY has been the auditor of the company for the past five years.

“Resolved that the firm Ernst & Young Inc. and Anthony Cadman as the designated auditor be appointed for the ensuing year.”

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

To consider the re-election as a director of the company of Fatima Abrahams who retires in accordance with the company’s memorandum of incorporation (“MOI”) 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 Fatima Abrahams is elected as a director.”

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

To consider the re-election as a director of the company of John Bester who retires in accordance with the MOI 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 is elected as a director.”

**8 Ordinary resolution number 5 – election of director**

To consider the election as a director of the company of Nonkululeko Gobodo who, 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 Nonkululeko Gobodo is elected as a director.”

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

To consider the re-election as a director of the company of Bertina Engelbrecht who retires in accordance with the MOI 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 is elected as a director.”

**10 Ordinary resolution number 7 – re-election of director**

To consider the re-election as a director of the company of Michael Fleming who retires in accordance with the MOI 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 is elected as a director.”

**11 Ordinary resolution number 8** – election of members of the audit and risk committee

**Explanatory note**

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. It is proposed that the current members of the audit and risk committee, John Bester, Nonkululeko Gobodo and Fatima Jakoet, 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. The board supports the candidates' elections.

**Election of John Bester as member of the audit and risk committee**

8.1 "Resolved that John Bester is elected as a member of the audit and risk committee, subject to his election as a director of the company."

**Election of Nonkululeko Gobodo as member of the audit and risk committee**

8.2 "Resolved that Nonkululeko Gobodo is elected as a member of the audit and risk committee, subject to her election as a director of the company."

**Election of Fatima Jakoet as member of the audit and risk committee**

8.3 "Resolved that Fatima Jakoet is elected as a member of the audit and risk committee."

**12 Ordinary resolution number 9 (non-binding advisory votes)** – approval of the company's remuneration policy and endorsement of the company's remuneration implementation report relating to the payment of remuneration for the 2017 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 59 to 64 and pages 65 and 66 respectively of the Clicks Group Limited 2017 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**

9.1 "Resolved that the company's remuneration policy contained in the Clicks Group Limited 2017 Integrated Annual Report be approved."

**Endorsement of the company's remuneration implementation report**

9.2 "Resolved that the company's remuneration implementation report contained in the Clicks Group Limited 2017 Integrated Annual Report be endorsed."

**13 Special resolution number 1** – general authority to repurchase shares

**Explanatory note**

The reason for special resolution number 1 is 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.

**To consider and, if deemed fit, to pass, with or without modification, the following special resolution:**

"Resolved that the company hereby 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 of the issued ordinary shares of the company, upon such terms and conditions and in such amounts as the directors of the company may determine, but subject to the 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

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

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 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 2017;
- 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 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 Limited 2017 Integrated Annual Report, is provided in terms of the JSE Listings Requirements for purposes of this general authority:

- Major beneficial shareholders – page 68 of the Clicks Group Limited 2017 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 Clicks Group Limited 2017 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.

### 14 Special resolution number 2 – approval of directors' fees

#### Explanatory note

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 effect of the special resolution is that the directors will be entitled to be paid fees for the period from when the AGM is held in January 2018 until the AGM is held in January 2019.

The proposed fees are set out on page 67 of the Clicks Group Limited 2017 Integrated Annual Report.

**Invitation fee**

All non-executive directors who attend committee meetings by invitation 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 Clicks Group Limited 2017 Integrated Annual Report be approved for the period from the AGM held in January 2018 until the AGM to be held in January 2019.”

**15 Special resolution number 3 – general approval to provide financial assistance****Explanatory note**

The reason for this special resolution is 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.

The company, when the need arises, *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, if and when necessary, 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 the circumstances and 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 as set out in special resolution number 3, 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.”

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

All shareholders of ordinary shares and “A” ordinary shares 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.

Please note that 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”

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

dematerialised shareholder, subject to the mandate between yourself 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.

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 PO Box 61051, Marshalltown 2107, by no later than 17:00 on 23 January 2018. 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 8 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 resolution numbers 9.1 and 9.2 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 remuneration 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 or "A" ordinary shares shall be entitled to one vote per share.

By order of the board



**M Welz**  
Company secretary

10 November 2017



# ANNEXURE 1 – NOTICE OF ANNUAL GENERAL MEETING

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

### **Prof. Fatima Abrahams (55)**

Independent non-executive director  
B Econ (Hons) (cum laude), M Com and D Com  
Chairperson of the remuneration and nominations committee  
Member of the social and ethics committee  
Appointed 2008

Prof. Abrahams is an academic, experienced company director and a registered industrial psychologist. She is currently a senior professor at the University of the Western Cape, having also served as dean of the Faculty of Economic and Management Sciences. Prof. Abrahams is chairperson of TSiBA Education, a non-profit private higher educational institution, and is a non-executive director of Lewis Group and The Foschini Group.

### **John Bester (71)**

Independent non-executive director  
B Com (Hons), CA (SA), CMS (Oxon)  
Chairman of the audit and risk committee  
Member of the remuneration and nominations committee  
Appointed 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 36 years, holding a number of financial directorships during this time. He is non-executive chairman of Ascendis Health and a non-executive director of HomeChoice Holdings, Personal Trust International, Sovereign Food Investments, and Tower Property Fund, as well as a trustee of the Children's Hospital Trust and the Children's Hospital Foundation Trust.

### **Bertina Engelbrecht (54)**

Group human resources director  
B Proc, LL M, admitted attorney  
Appointed as a director in 2008

Bertina is an experienced human resources professional who joined Clicks Group Limited in July 2006. She was previously general manager for Shell SA Energy and regional human resources manager for Shell Oil Products Africa. Prior to this Bertina was director of organisational effectiveness at Sea Harvest, managed her own consultancy practice and spent eight years with Transnet.

### **Michael Fleming (50)**

Chief financial officer  
B Com, CTA, CA (SA)  
Appointed as a director in 2011

Michael joined the Clicks Group Limited in February 2011 and 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. During his tenure as CFO of Tiger Brands, Michael also served as a non-executive director of Oceana Group Limited.

### **Nonkululeko Gobodo (57)**

Independent non-executive director  
B Compt (Hons), CA (SA)  
Member of the audit and risk committee  
Appointed March 2017

Nonkululeko is a highly respected accounting and auditing professional with extensive business and leadership experience. She is currently the chief executive officer of Nkululeko Leadership Consulting, chairman of Mpumelelo Ventures, and a non-executive director of PPC. She was a founder and former executive chairman of SizweNtsalubaGobodo, the country's largest black-owned accounting firm, and previously served on committees of the Independent Regulatory Board of Auditors and the SA Institute of Chartered Accountants.

# ANNEXURE 2 – NOTICE OF ANNUAL GENERAL MEETING

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

### **John Bester (71)**

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 36 years, holding a number of financial directorships during this time. He is non-executive chairman of Ascendis Health and a non-executive director of HomeChoice Holdings, Personal Trust International, Sovereign Food Investments, 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 Holdings, Sovereign Foods, Tower Property Fund and the Children's Hospital Trust, and is a member of the Ascendis Health audit committee. 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.

### **Nonkululeko Gobodo (56)**

Independent non-executive director

B Compt (Hons), CA (SA)

Member of the audit and risk committee

Appointed to the audit and risk committee in March 2017

Nonkululeko is a highly respected accounting and auditing professional with extensive business and leadership experience. She is currently the chief executive officer of Nkululeko Leadership Consulting, chairman of Mpumelelo Ventures, and a non-executive director of PPC.

She was a founder and former executive chairman of SizweNtsalubaGobodo, the country's largest black-owned accounting firm, and previously served on committees of the Independent Regulatory Board of Auditors and the SA Institute of Chartered Accountants. She currently serves on the audit committee of PPC.

### **Fatima Jakoet (57)**

Independent non-executive director

B Sc, CTA, CA (SA), Higher certificate in financial markets

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 MMI Holdings, Tongaat Hulett, 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 of several audit and risk committees. Fatima has extensive knowledge of governance and risk management, in addition to her core financial skills.

# FORM OF PROXY

# CLICKS GROUP LIMITED

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

For the 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 Wednesday, 31 January 2018 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 Wednesday, 31 January 2018 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: re-election of Fatima Abrahams as a director			
4. Ordinary resolution No. 4: re-election of John Bester as a director			
5. Ordinary resolution No. 5: election of Nonkululeko Gobodo as a director			
6. Ordinary resolution No. 6: re-election of Bertina Engelbrecht as a director			
7. Ordinary resolution No. 7: re-election of Michael Fleming as a director			
8. Ordinary resolution No. 8: election of members of the audit and risk committee (separate voting)			
8.1 John Bester			
8.2 Nonkululeko Gobodo			
8.3 Fatima Jakoet			
9. Ordinary resolution No. 9.1 (non-binding advisory vote): approval of the company's remuneration policy			
10. Ordinary resolution No. 9.2 (non-binding advisory vote): approval of the company's implementation report			
11. Special resolution No. 1: general authority to repurchase shares			
12. Special resolution No. 2: approval of directors' fees			
13. 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 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 (PO Box 61051, Marshalltown, 2107) or at the registered office of the company, corner Searle and Pontac Streets, Cape Town, before 17:00 on Monday, 29 January 2018; or post it to the company secretary at PO Box 5142, Cape Town, 8000, to arrive no later than 17:00 on Monday, 29 January 2018. 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, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting in accordance with the mandate between yourself and the CSDP or broker, as the case may be. You should not complete the attached form of proxy. If your CSDP or broker does not obtain your voting instructions from you in respect of the annual general meeting, it will be obliged to act in terms of your mandate or, if your mandate is silent, to abstain from voting. The instruction must be provided within the time period required by your CSDP or broker, as the case may be.

# SHAREHOLDERS' DIARY

<b>Annual general meeting</b>	31 January 2018
<b>Preliminary results announcements</b>	
Interim results to February 2018	on or about 19 April 2018
Final results to August 2018	on or about 25 October 2018
<b>Publication of 2018 Clicks Group Limited Integrated Annual Report</b>	November 2018
<b>Ordinary share dividend</b>	
<b>2017 final dividend</b>	
Last day to trade with dividend included	23 January 2018
Date of dividend payment	29 January 2018
<b>2018 interim dividend</b>	
Last day to trade with dividend included	July 2018
Date of dividend payment	July 2018
<b>2018 final dividend</b>	
Last day to trade with dividend included	January 2019
Date of dividend payment	January 2019

# CORPORATE INFORMATION

## **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: CLGY  
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: [matthew.welz@clicksgroup.co.za](mailto:matthew.welz@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  
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