CLICKS GROUP LIMITED

Notice of annual general meeting

CLICKS GROUP LIMITED

REG. NO. 1996/000645/06

Dear Shareholder

Notice of annual general meeting

Clicks Group Limited's 31st annual general meeting of shareholders will be held on Thursday, 28 January 2027, at the group's head office, corner Searle and Pontac Streets, Cape Town.

The Clicks Group Limited 2026 integrated annual report and the audited annual financial statements for the year ended 31 August 2026, as well as the notice of annual general meeting and form of proxy 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 e-mail, addressed to companysecretary@clicksgroup.co.za, and provide a postal address.

Yours faithfully

Annalize Barnard

Company secretary

23 November 2026

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

Directors: MJN NJEKE (Chairman), BD ENGELBRECHT, RJD INSKIP, NNA MATYUMZA, PM MOUMAKWA, SS NTSALUBA, KC RAMON, GD TRAILL (BRITISH), A VAN SITTERT
Company Secretary: A BARNARD

CLICKS GROUP LIMITED

Notice of annual general meeting

The 31st 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, 28 January 2027, 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, 22 January 2027. The last date to trade in order to be eligible to vote is Tuesday, 19 January 2027.

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 company's memorandum of incorporation ("MOI") and the Companies Act, No. 71 of 2008 ("the Companies Act"), as read with the Listings Requirements ("Listings Requirements") of the JSE Limited ("JSE").

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 2026. 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 2026 be accepted and adopted."

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

This resolution is sought to approve the reappointment 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 reappointed and the designated auditor be reappointed for the ensuing period.

"Resolved that the firm KPMG Inc. be reappointed and Ivan Engels as the designated auditor be reappointed for the ensuing year."

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

This resolution is sought to elect Albertus van Sittert 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. Having performed a fit and proper assessment on the director and being satisfied with the outcome thereof, the board supports the candidate's election.

"Resolved that Albertus van Sittert be elected as a director."

7 **Ordinary resolution number 4** – 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. Having performed a fit and proper assessment on the director and being satisfied with the outcome thereof, the board supports the candidate's re-election.

"Resolved that Bertina Engelbrecht be re-elected as a director."

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

This resolution is sought to re-elect Richard Inskip 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. Having performed a fit and proper assessment on the director and being satisfied with the outcome thereof, the board supports the candidate's re-election.

"Resolved that Richard Inskip be re-elected as a director."

9 Ordinary resolution number 6 – re-election of director

This resolution is sought to re-elect Kandimathie Christine Ramon 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. Having performed a fit and proper assessment on the director and being satisfied with the outcome thereof, the board supports the candidate's re-election.

"Resolved that Kandimathie Christine Ramon be re-elected as a director."

9 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, Kandimathie Christine Ramon and Albertus van Sittert (subject to the election of Albertus van Sittert and the re-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, subject to the passing of ordinary resolution number 5."

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 Kandimathie Christine Ramon as member of the audit and risk committee

7.3 "Resolved that Kandimathie Christine Ramon be elected as a member of the audit and risk committee, subject to the passing of ordinary resolution number 6."

Election of Albertus van Sittert as member of the audit and risk committee

7.4 "Resolved that Albertus van Sittert be elected as a member of the audit and risk committee, subject to the passing of ordinary resolution number 3."

11 Ordinary resolution number 8 – election of members of the social and ethics committee

Explanatory note

These resolutions are to appoint the following directors as members of the social and ethics committee. In terms of the Companies Act, at each AGM a social and ethics committee must be elected by shareholders. It is proposed that Nomgando Matyumza, Penny Moumakwa and Bertina Engelbrecht (subject to the passing of ordinary resolution number 4), be elected to serve on this committee for the next year. The election of each member of the social and ethics committee will be voted on separately. Brief curricula vitae of the candidates are provided in annexure 3 to this notice.

Election of Nomgando Matyumza as member of the social and ethics committee

8.1 "Resolved that Nomgando Matyumza be elected as a member of the social and ethics committee."

Election of Penny Moumakwa as member of the social and ethics committee

8.2 "Resolved that Penny Moumakwa be elected as a member of the social and ethics committee."

Election of Bertina Engelbrecht as member of the social and ethics committee

8.3 "Resolved that Bertina Engelbrecht be elected as a member of the social and ethics committee, subject to the passing of ordinary resolution number 4."

12 Ordinary resolution number 9 – approval of the company's remuneration policy

Explanatory note

Ordinary resolution number 9 is to request shareholders to approve the company's remuneration policy as required in terms of section 30A of the Companies Act. The company's remuneration policy is incorporated in the remuneration report available on the company's website www.clicksgroup.co.za.

The remuneration policy, if approved by shareholders, will remain in force for a period of three years from approval and must be approved every three years thereafter. The remuneration policy may be amended prior to the end of the three-year period provided that any material amendment can only be implemented after it is approved by the shareholders by an ordinary resolution at a shareholders' meeting called for this purpose or at an annual general meeting.

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

13 Ordinary resolution number 10 – approval of the company's remuneration report for the year ended 31 August 2026

Explanatory note

Ordinary resolution number 10 is to request shareholders to approve the company's remuneration report for the year ended 31 August 2026 as required in terms of section 30B of the Companies Act. The company's remuneration report for the year ended 31 August 2026 is incorporated in the remuneration report available on the company's website (www.clicksgroup.co.za).

"Resolved that the company's remuneration report for the year ended 31 August 2026 available on the company's website (www.clicksgroup.co.za) be approved."

14 Ordinary resolution number 11 – general authority to repurchase shares

Explanatory note

This ordinary 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 and paragraph 7.84 of the JSE Listings Requirements, 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 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 ordinary resolution;
- a SENS announcement will be published as soon as possible but no later than 08:30 on the second business day after 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 paragraph 7.89 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;
- the company only appoints one agent at any point in time to effect repurchases on its behalf; and
- the board of the company has resolved to authorise the repurchase and that the company and each relevant subsidiary have passed the solvency and liquidity test as set out in section 4 of the Companies Act, and that no material change occurred in the financial position of the company or relevant subsidiary since the solvency and liquidity test was performed."

The following additional information, some of which may appear in the Clicks Group 2026 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 integrated annual report; and
- Share capital of the company – page 50 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 ordinary 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 ordinary 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.

15 Special resolution number 1 – 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 2027 until the AGM to be held in January 2028.

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.

In line with best practice, and taking into account the change in the manner in which boards conduct their affairs in response to evolving business needs and technological advancements, the company has decided to move away from paying a meeting attendance fee to non-executive directors. The company will instead pay 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.

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 (R15 560 for a meeting of the audit and risk committee; R9 510 for a meeting of the remuneration committee; R9 510 for a meeting of the nomination committee; and R10 890 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 January 2027 until the AGM to be held in January 2028."

16 Special resolution number 2 – 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. Although section 45(2A) of the Companies Act now provides that the provisions of section 45 no longer apply to the giving by a company of financial assistance to or for the benefit of subsidiaries as defined, the company still requires the ability to provide financial assistance, if necessary, in other circumstances, such as to related or interrelated corporations, including group entities incorporated in other jurisdictions than South Africa.

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."

17 To transact such other business as may be transacted at an AGM

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 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 Private Bag X9000, Saxonwold 2132, by no later than 12:00 on Tuesday, 19 January 2027. Such notice must be accompanied by the following:

(a) if the shareholder is an individual, a certified copy of the shareholder's 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 11 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.

Special resolutions numbers 1 and 2 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



A Barnard
Company secretary

23 November 2026

JSE Sponsor
Investec Bank Limited

CLICKS GROUP LIMITED

Annexure 1 – Notice of annual general meeting

Brief curricula vitae of directors standing for re-election to the board

NON-EXECUTIVE DIRECTORS

Richard Inskip (64)

Non-executive director

BCOM

Appointed 2023

Directorships:
Hyprop Investments (lead independent director) and Mr Price Group.

Expertise and experience:
Retail, strategy, supply chain, technology, financial services and operations. Richard is an experienced senior executive and entrepreneur whose 40-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 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, and adds significant value to the board deliberations and debate. He currently chairs the remuneration committee at Hyprop.

Kandimathie Christine Ramon (59)

Non-executive director

BCOMPT, BCOMPT (HONS), CA (SA), SENIOR EXECUTIVE PROGRAMME (HARVARD)

Appointed 2023

Directorships:
Discovery Limited, Remgro Limited and Vodafone plc.

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. Prior to that Christine was chief financial officer of Sasol and chief executive officer of Johnnic Holdings. Christine previously served as a member of the Presidential State-Owned Enterprises Council, and her past directorships include MTN Group, Lafarge SA, Johnnic Communications, Transnet, The World Gold Council, Rand Refinery, the International Council on Mining and Metals, and the International Federation of Accountants.

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.

Albertus ("Bertie") van Sittert (51)

Non-executive director

BCOM, BCOMPT (HONS), CA (SA), MBA

Appointed February 2026

Directorships:
Business Partners Limited, PEP Foundation and Fisantekraal Centre for Development

Expertise and experience:
Accounting, finance and strategy. After starting his career in auditing where he was an associate director at PricewaterhouseCoopers, he embarked on a career in retail. Bertie spent six years with the Clicks Group, including serving as head of finance for Clicks. He joined Pepkor in 2014 where he was the chief executive: finance of PEP Stores for almost a decade. In 2025 Bertie founded Amber Tribe Consulting, which specialises in training in retail, finance and strategic management. He also provides consulting, executive mentoring and project management services to various retail groups.

Specific contribution to the board:
Bertie has extensive and current retail and consumer experience gained over more than two decades in the sector. He adds significant value to the board's deliberations, particularly in his specialist areas of finance, retail operations and strategy.

EXECUTIVE DIRECTOR

Bertina Engelbrecht (63)

Chief executive officer

BPROC, LLM, 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.

CLICKS GROUP LIMITED

Annexure 2 – Notice of annual general meeting

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

Kandimathie Christine Ramon (59)

Independent non-executive director

BCOMPT, BCOMPT (HONS), CA (SA), SENIOR EXECUTIVE PROGRAMME (HARVARD)

Chairperson of the audit and risk committee
Member of the remuneration committee

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 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 previously served as a member of the Presidential State-Owned Enterprises Council, and her past directorships include MTN Group, Lafarge SA, Johnnic Communications, Transnet, The World Gold Council, Rand Refinery, the International Council on Mining and Metals, and the International Federation of Accountants.

She is a member of the audit and risk committee at Vodafone plc and Discovery. She was previously chairperson of the audit committee at MTN Group and at Transnet, and a member of the audit committee at Lafarge SA, Johnnic Communications and the 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.

Richard Inskip (64)

Independent non-executive director

BCOM

Member of the audit and risk committee
Member of the remuneration committee

Richard is an experienced senior executive and entrepreneur whose 40-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 (63)

Independent non-executive director

BCOM, BCOMPT (HONS), CA (SA), LLB

Chairperson of the social and ethics committee
Member of the audit and risk committee
Member of the nominations 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 Standard Bank Group and Standard Bank South Africa. Her previous directorships include the Council for Medical Schemes (deputy chairperson), Hulamin, Sasol, Transnet, WBHO, Ithala Development Finance Corporation and Volkswagen (South Africa). 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 committee of 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 Sasol, Transnet, Ithala Development Finance Corporation and KwaZulu-Natal Growth Fund.

Albertus ("Bertie") van Sittert (51)

Non-executive director

BCOM, BCOMPT (HONS), CA (SA), MBA

Appointed February 2026

After starting his career in auditing where he was an associate director at PricewaterhouseCoopers, Bertie embarked on a career in retail. He spent six years with the Clicks Group, including serving as head of finance for Clicks. He joined Pepkor in 2014 where he was the chief executive: finance of PEP Stores for almost a decade. In 2025 Bertie founded Amber Tribe Consulting, which specialises in training in retail, finance and strategic management. He also provides consulting, executive mentoring and project management services to various retail groups. He is a director of Business Partners Limited, PEP Foundation and Fisantekraal Centre for Development, and he is a member of the audit committee of Business Partners Limited.

CLICKS GROUP LIMITED

Annexure 3 – Notice of annual general meeting

Brief curricula vitae of directors standing for election to the social and ethics committee

Nomgando Matyumza (63)

Independent non-executive director
BCOM, BCOMPT (HONS), CA (SA), LLB

Chairperson of the social and ethics committee
Member of the audit and risk committee
Member of the nominations 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 Standard Bank Group and Standard Bank South Africa. Her previous directorships include the Council for Medical Schemes (deputy chairperson), Hulamin, Sasol, Transnet, WBHO, Ithala Development Finance Corporation and Volkswagen (South Africa). She is an ordained minister of the African Methodist Episcopal Church and a member of its Presiding Elders Council.

Dr Penny Moumakwa (62)

Independent non-executive director
MBCHB, MAP (WITS), GMP (HARVARD)

Member of the social and ethics committee

Penny is a medical doctor with extensive senior executive experience in the private and public healthcare sectors. She is currently a non-executive director of RCL Foods. She was previously an executive director of Discovery Health and an executive committee member of Discovery Holdings, including serving on the sustainability committee of Discovery. She is the founding CEO of Mohau Equity Partners and a director of Growthpoint Healthcare Property Holdings, the Wits University Donald Gordon Medical Centre and the Witkoppen Health and Welfare Centre.

Bertina Engelbrecht (63)

Chief executive officer
BPROC, LLM, ADMITTED ATTORNEY

Member of the social and ethics committee

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.

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 note 6), at the annual general meeting of shareholders of the company to be held on Thursday, 28 January 2027 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, 28 January 2027 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 Albertus van Sittert as a director			
4. Ordinary resolution No. 4: re-election of Bertina Engelbrecht as a director			
5. Ordinary resolution No. 5: re-election of Richard Inskip as a director			
6. Ordinary resolution No. 6: re-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 Kandimathie Christine Ramon			
7.4 Albertus van Sittert			
8. Ordinary resolution No. 8: election of members of the social and ethics committee (separate voting)			
8.1 Nomgando Matyumza			
8.2 Penny Moumakwa			
8.3 Bertina Engelbrecht			
9. Ordinary resolution No. 9: approval of the company's remuneration policy			
10. Ordinary resolution No. 10: approval of the company's remuneration report			
11. Ordinary resolution No. 11: general authority to repurchase shares			
12. Special resolution No. 1: approval of directors' fees			
13. Special resolution No. 2: 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) _____

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 Tuesday, 26 January 2027; or post it to the company secretary at PO Box 5142, Cape Town 8000, to arrive no later than 17:00 on Tuesday, 26 January 2027. 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.

CLICKS GROUP LIMITED

Shareholders' diary

Annual general meeting	**28 January 2027**
Preliminary results announcements	
Interim results to February 2027	on or about 22 April 2027
Final results to August 2027	on or about 21 October 2027
Publication of 2027 integrated report	**November 2027**

Ordinary share dividend

2026 final dividend	
Last day to trade with dividend included	19 January 2027
Date of dividend payment	25 January 2027
2027 interim dividend	
Last day to trade with dividend included	July 2027
Date of dividend payment	July 2027
2027 final dividend	
Last day to trade with dividend included	January 2028
Date of dividend payment	January 2028

CLICKS GROUP LIMITED

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: 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
Annalize Barnard, CA (SA)
E-mail: companysecretary@clicksgroup.co.za

Auditors
KPMG Inc.

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