



TRANSNET SOC LTD
(Registration No. 1990/000900/30)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Representative of the Sole Shareholder of the Company will be held in Room 723, 1st Floor, The Junction, Modderfontein Road, Esselenpark, Kempton Park at 09:00 on Thursday 29 June 2017. The record date in terms of section 59 of the Companies Act, No. 71 of 2008, as amended, for the Shareholder to be recorded on the Shareholder's Register of the Company in order to be able to attend, participate and vote at the Annual General Meeting is 15 June 2017. The purpose of the Annual General Meeting is to deal with the following matters:

- 1 **PRESENTATION OF THE INTEGRATED REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**
 - 1.1 Directors Report
 - 1.2 Annual Financial Statements
 - 1.3 Audit Committee Report
 - 1.4 Remuneration, Social and Ethics Committee Report
 - 1.5 External Auditors Report
- 2 **RETIREMENT, APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS BY MEANS OF SEPARATE RESOLUTIONS, IN TERMS OF CLAUSE 17.1.2.1 OF THE COMPANY'S MEMORANDUM OF INCORPORATION**
- 3 **CONFIRMATION OF THE NON-EXECUTIVE DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**
- 4 **APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2018**
 - 4.1 Non-Executive Directors
 - 4.2 Executive Directors
- 5 **NOTING OF THE REMUNERATION OF PRESCRIBED OFFICERS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**
- 6 **EXTERNAL AUDITORS**
 - 6.1 Re-appointment of Auditors to perform the audit for the financial year ending 31 March 2018
 - 6.2 Report of the Audit Committee on the fixing and approval of the Auditors' fees for the financial year ended 31 March 2017
- 7 **DIVIDENDS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017**
- 8 **SHAREHOLDER'S COMPACT**
 - 8.1 Noting of the Shareholder's Compact for the financial year ending 31 March 2018
- 9 **ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE TO SERVE UNTIL THE 2018 ANNUAL GENERAL MEETING**
- 10 **CONFIRMATION OF THE MEMBERS OF THE REMUNERATION, SOCIAL AND ETHICS COMMITTEE TO SERVE UNTIL THE 2018 ANNUAL GENERAL MEETING**
- 11 **BOARD GOVERNANCE**
 - 11.1 Schedule of non-executive and executive Directors' attendance of Board and Committee meetings
 - 11.2 Disclosure of non-Executive Directors' interests in other entities for the financial year ended 31 March 2017
 - 11.3 Disclosure of Prescribed Officers' interests in other entities for the financial year ended 31 March 2017
 - 11.4 Board Evaluation Report for the financial year ended 31 March 2017
- 12 **NOTING OF THE SUBSIDIARY LIST**
- 13 **COLLECTIVE RESOLUTIONS LIST**
- 14 **CLOSURE**

BY ORDER OF THE BOARD OF DIRECTORS


NOKUTHULA KHUMALO
 Group Company Secretary
 Transnet SOC Ltd

6 June 2017

REGISTERED OFFICE
 47th Floor, Carlton Centre
 150 Commissioner Street
 JOHANNESBURG, 2001