



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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Representative of the Sole Shareholder of the Company will be held virtually through MS Teams, at 10:00 on 23 October 2020. The record date in terms of section 59 of the Companies Act, No. 71 of 2008, 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 16 October 2020. The purpose of the Annual General Meeting is to deal with the following matters:

- 1 WELCOME AND CONSTITUTION OF THE MEETING**
- 2 SAFETY BRIEFING AND EVACUATION PROCEDURE**
- 3 NOTICE OF THE MEETING**
- 4 APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 26 SEPTEMBER 2019**
- 5 MATTERS ARISING FROM THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 26 SEPTEMBER 2019**
- 6 NOTING OF THE INTEGRATED REPORT AND ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**
 - 6.1 Directors Report
 - 6.2 Annual Financial Statements
 - 6.3 Audit Committee Report
 - 6.4 Remuneration, Social and Ethics Committee Report
 - 6.5 External Auditors Report
 - 6.6 Financial Misconduct and Auditor Findings Report
- 7 RETIREMENT, APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS BY MEANS OF SEPARATE RESOLUTIONS IN TERMS OF CLAUSE 17 OF THE COMPANY'S MEMORANDUM OF INCORPORATION**
 - 7.1 Resignation of Non-Executive Directors
 - 7.2 Re-appointment of Non-Executive Directors
 - 7.3 Appointment of Executive Director: Ms Portia Penelope Joy Derby
 - 7.4 Appointment of Executive Director: Mr Mohamed Suleman Mahomedy
 - 7.5 Appointment of Executive Director: Mr Mark David Gregg-Macdonald
 - 7.6 Appointment of Executive Director: Ms Nonkululeko Sylvia Dlamini
- 8 CONFIRMATION AND APPROVAL OF THE NON-EXECUTIVE DIRECTORS' FEES**
 - 8.1 Confirmation of Non-Executive Directors Fees for the financial year ended 31 March 2020
 - 8.2 Implementation of the Non-Executive Directors Fees for the financial year ending 31 March 2021
- 9 NOTING AND APPROVAL OF EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS' REMUNERATION**
 - 9.1 Noting Executive Directors Remuneration for the financial year ended 31 March 2020
 - 9.2 Approval of Executive Directors' and Prescribed Officers' Remuneration for the financial year ending 31 March 2021
 - 9.3 Noting of Prescribed Officers' Remuneration for the financial year ended 31 March 2020
- 10 INCENTIVES**
 - 10.1 Approval of the Executive Directors and Prescribed Officers' 2016/17FY Long-Term Incentives vested for the financial year ended 31 March 2020
- 11 EXTERNAL AUDITORS**
 - 11.1 Appointment of Auditors to perform the audit for the financial year ending 31 March 2021
 - 11.2 Report of the Audit Committee on the fixing and approval of the Auditors' fees for the financial year ended 31 March 2020
 - 11.2.1 Noting of the Summary of External Audit Fees for 2019/20FY

- 12 DIVIDENDS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**
- 13 SHAREHOLDER'S COMPACT**
 - 13.1 Approval of the Shareholder's Compact for the financial year ended 31 March 2021
 - 13.2 Approval of the Significance Materiality Framework for the financial year ended 31 March 2021
- 14 RE-APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE TO SERVE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**
- 15 CONFIRMATION OF THE MEMBERS OF THE REMUNERATION, SOCIAL AND ETHICS COMMITTEE TO SERVE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**
- 16 NON-STATUTORY COMMITTEES AND COMPOSITION**
 - 16.1 Noting of the Non-Statutory Committees
 - 16.1.1 Noting of the composition of the Corporate Governance and Nominations Committee
 - 16.1.2 Noting of the composition of the Finance and Investment Committee
 - 16.1.3 Noting of the composition of the Risk Committee
- 17 BOARD GOVERNANCE**
 - 17.1 Schedule of Non-Executive and Executive Directors' attendance at Board and Committee meetings
 - 17.2 Disclosure of Non-Executive Directors' interests in other entities for the financial year ended 31 March 2020
 - 17.3 Disclosure of Prescribed Officers' interests in other entities for the financial year ended 31 March 2020
 - 17.4 Board Performance Appraisal Report
- 18 NOTING OF THE SUBSIDIARY LIST**
- 19 ADDRESS BY THE REPRESENTATIVE OF THE SOLE SHAREHOLDER OF THE COMPANY**
- 20 COLLECTIVE RESOLUTIONS LIST**
- 21 CLOSURE**

BY ORDER OF THE BOARD OF DIRECTORS

16 October 2020

Ms. Shokie Bopape
Interim Group Company Secretary
Transnet SOC Ltd

REGISTERED OFFICE

2nd Floor, Waterfall Business Estate
9 Country Estate Drive, MIDRAND