



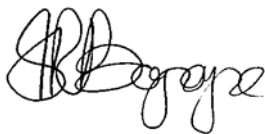
**TRANSNET SOC LTD**  
(Registration No. 1990/000900/30)

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Representative of the Sole Shareholder of the Company will be held at Pretoria, Transnet Engineering, Corner Lynette Street & Koedoespoort Road, Koedoespoort Recreational Club at 15:00 pm on 31 August 2023. 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 30 August 2023. The purpose of the Annual General Meeting is to deal with the following matters:

- 1 **WELCOME AND CONSTITUTION OF THE MEETING**
- 2 **SAFETY BRIEFING**
- 3 **NOTICE OF THE MEETING**
  - 3.1 Waiver of Notice
- 4 **APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 27 JULY 2022**
- 5 **MATTERS ARISING FROM THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 27 JULY 2022**
- 6 **NOTING OF THE INTEGRATED ANNUAL REPORT AND ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**
  - 6.1 Directors' Report
  - 6.2 Annual Financial Statements
  - 6.3 Audit Committee Report
  - 6.4 Remuneration, Social and Ethics Committee Report
  - 6.5 Corporate Governance and Nominations Committee Report
  - 6.6 Finance and Investment Committee Report
  - 6.7 Risk Committee Report
  - 6.8 External Auditors Report
  - 6.9 PFMA reportable items and Auditor findings
- 7 **APPOINTMENT, RE-APPOINTMENT AND ROTATION OF NON-EXECUTIVE DIRECTORS BY MEANS OF SEPARATE RESOLUTIONS, IN TERMS OF SECTION 71(1) OF THE COMPANIES ACT, 71 OF 2008, AS AMENDED, READ IN CONJUNCTION WITH CLAUSE 17 OF THE COMPANY'S MEMORANDUM OF INCORPORATION**
  - 7.1 Appointment, Reappointment, Resignation and Rotation of Non-Executive Directors
    - 7.1.1 Appointments and reappointments of Non-Executive Directors
    - 7.1.2 Rotation of Non-Executive Directors
    - 7.1.3 Resignations of Non-Executive Directors
- 8 **NOTING AND APPROVAL OF THE NON-EXECUTIVE DIRECTORS' FEES**
  - 8.1 Noting of Non-Executive Directors fees for the financial year ended 31 March 2023
  - 8.2 Ratification of Non-Executive Directors fee structure for the financial year ending 31 March 2024
- 9 **NOTING AND APPROVAL OF EXECUTIVE DIRECTORS AND PRESCRIBED OFFICERS REMUNERATION**
  - 9.1 Noting of Executive Directors remuneration for the financial year ended 31 March 2023
  - 9.2 Noting of Prescribed Officers' remuneration for the financial year ended 31 March 2023
- 10 **EXTERNAL AUDITORS**
  - 10.1 Report of the Audit Committee on the approval of the Auditors' fees for the financial year ended 31 March 2023
  - 10.2 Appointment of Auditors to perform the audit for the financial year ending 31 March 2024
  - 10.3 Authorising the Audit Committee to determine External Audit Fees for the financial year ending 31 March 2024

- 11 **DIVIDENDS**
  - 11.1 Dividends for the financial year ended 31 March 2023
- 12 **SHAREHOLDER'S COMPACT**
  - 12.1 Status update of the Shareholder's Compact for the financial year ending 31 March 2024
  - 12.2 Noting of the Significance and Materiality Framework
- 13 **APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE TO SERVE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**
- 14 **CONFIRMATION OF THE MEMBERS OF THE REMUNERATION, SOCIAL AND ETHICS COMMITTEE TO SERVE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**
- 15 **NON-STATUTORY COMMITTEES AND COMPOSITION**
  - 15.1 Noting of Non-Statutory Committees
    - 15.1.1 Noting of the composition of the Corporate Governance and Nominations Committee
    - 15.1.2 Noting of the composition of the Finance and Investment Committee
    - 15.1.3 Noting of the composition of the Risk Committee
- 16 **BOARD GOVERNANCE**
  - 16.1 Schedule of Non-Executive and Executive Directors' attendance at Board and Committee Meetings
  - 16.2 Disclosure of Non-Executive Directors' interests in other entities:
    - 16.2.1 for the financial year ended 31 March 2023
    - 16.2.2 for the 2023/2024 financial year
  - 16.3 Disclosure of Prescribed Officers' interests in other entities for the financial year ended 31 March 2023
  - 16.4 The Company's Memorandum of Incorporation
  - 16.5 Board Performance Index Framework
- 17 **PERFORMANCE OVERVIEW OF THE SUBSIDIARIES**
- 18 **SHAREHOLDER RECAPITALIZATION**
- 19 **COLLECTIVE RESOLUTIONS LIST**
- 20 **ADDRESS BY THE REPRESENTATIVE OF THE SOLE SHAREHOLDER OF THE COMPANY**
- 21 **CLOSURE**



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30 August 2023  
Ms. Shokie Bopape  
Group Company Secretary  
Transnet SOC Ltd

**REGISTERED OFFICE**  
138 Eloff Street  
Braamfontein  
JOHANNESBURG  
2000