



Notice of extraordinary general meeting **5 July 2022**

**Life** Healthcare



---

## Contents

- 1 Notice of extraordinary general meeting
- 5 Form of proxy
- 6 Notes to the form of proxy
- 7 Registration form to participate in the virtual extraordinary general meeting
- IBC Administration

# Notice of extraordinary general meeting



## Life Healthcare Group Holdings Limited

Registration number: 2003/002733/06

Share code: LHC

ISIN: ZAE000145892

("Life Healthcare" or the "Company")

Notice is hereby given in terms of section 62(1) of the Companies Act No 71 of 2008, as amended (the Companies Act) that the extraordinary general meeting (EGM) of shareholders of Life Healthcare will be held on 5 July 2022, at 12:15, or any adjournment or postponement thereto, to (i) consider, and if deemed fit to pass the following special resolution with or without modification/s; and (ii) deal with such other business as may be dealt with at the EGM.

For the safety of our stakeholders, the national restrictions regarding public gatherings and measures for social distancing will be applied to the forthcoming EGM, with proceedings being held through electronic communications as permitted by the JSE Limited, the provisions of the Companies Act and the Company's Memorandum of Incorporation (Moi). The virtual EGM will be hosted on an interactive electronic platform, in order to facilitate voting and remote participation by shareholders. Further details, including how to submit your vote by proxy before the meeting, are contained in this notice of the virtual EGM.

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, consult your broker, central securities depository participant (CSDP), banker, financial adviser, accountant or other professional adviser immediately. The notice of EGM is only available in English, and copies may be obtained from the registered office of the Company and the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196.

## REGISTERED AND CORPORATE OFFICE

Building 2, Oxford Parks, 203 Oxford Road, Cnr Eastwood and Oxford Roads, Dunkeld, 2196. Private Bag X13, Northlands, 2116  
Telephone 011 219 9000

Included in this document are the following:

- The notice of the EGM setting out the resolution to be proposed at the meeting, with explanatory notes.
- A proxy form for completion, signature and submission to the transfer secretaries by shareholders holding the Company's ordinary shares in certificated form or recorded in sub-registered electronic form in "own name".

## Salient record dates

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to receive notice of EGM is Friday, 27 May 2022.

The last day to trade in the Company's shares in order to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the EGM is Tuesday, 21 June 2022.

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the EGM is Friday, 24 June 2022.

## SPECIAL RESOLUTION

### Percentage of voting rights – special resolution

The special resolution contained in this notice of EGM, requires approval by a minimum of 75% of the votes exercised on the resolution by the shareholders present or represented by proxy at the EGM in order for the resolution to be adopted.

# Notice of extraordinary general meeting continued

## SPECIAL RESOLUTION

### Remuneration payable to international non-executive directors

“RESOLVED that, in terms of sections 66(8) and 66(9) of the Companies Act and on recommendation of the Human Resources and Remuneration Committee, the Company be and is hereby authorised to remunerate its international non-executive directors for their services as directors and/or pay any fees related thereto as detailed in the table below provided that the aforementioned authority to remunerate directors shall be valid until the annual general meeting of the Company in 2024.”

		<b>Proposed Annual Cost €</b>
Board Fees		
	Member	<b>55 500</b>
Audit Committee	Chairman	<b>53 800</b>
	Member	<b>30 200</b>
Human Resources and Remuneration Committee	Chairman	<b>43 000</b>
	Member	<b>22 000</b>
Nominations and Governance Committee	Chairman	<b>39 400</b>
	Member	<b>20 500</b>
Risk, Compliance and IT Governance Committee	Chairman	<b>39 900</b>
	Member	<b>20 700</b>
Investment Committee	Chairman	<b>44 600</b>
	Member	<b>23 400</b>
Clinical Committee	Chairman	<b>37 200</b>
	Member	<b>20 200</b>
Social, Ethics and Transformation Committee	Chairman	<b>33 000</b>
	Member	<b>16 100</b>

The weighting for the Committee fees being proposed for the international directors is aligned to the currently approved fee structure for the South African based directors.

### Ad hoc, material Board and committee meetings

*(Refers to any substantive meetings that are held in addition to the scheduled meetings and at which meetings, material decisions and discussions, outside the approved workplans, take place.)*

	<b>Proposed fee per meeting €</b>
<b>Board</b>	
Member	<b>3 500</b>
<b>All Committees</b>	
Chairman	<b>2 700</b>
Member	<b>1 800</b>

The proposed fees per annum are based on a comprehensive benchmarking exercise conducted by an independent remuneration consultant against other JSE listed companies, which benchmarking also included reference to a cost-of-living adjustment (COLA). In line with shareholder sentiment and based on the Board’s succession strategy, a process is underway to appoint internationally based directors, with global expertise. The Board has agreed that this differentiated payment structure will be applied to any such appointment.

### Reason and effect

In terms of sections 66(8) and 66(9) of the Companies Act, remuneration may only be paid to members of the Board for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of the Company’s MoI. Therefore, the reason for and effect of the special resolution is for the Company to obtain the approval of shareholders for the payment of annual and ad hoc remuneration to its international non-executive directors, as detailed above, for their services to the Company until the annual general meeting of the Company in 2024 in accordance with section 66 of the Companies Act.

---

## VOTING AND PROXIES

Members who have certificated shares or have dematerialised their shares through a CSDP/broker with “own name” registrations are entitled to attend and vote at the meeting and are entitled to appoint a proxy or proxies to attend, participate in, speak and vote at the EGM in their stead. The person so appointed as a proxy need not be a member. It is requested for administrative purposes only, that forms of proxy be completed and forwarded to The Meeting Specialists Proprietary Limited (TMS) by Friday, 1 July 2022 at 12:15 via one of the following channels:

→ Post: PO Box 62043, Marshalltown, 2017, South Africa

→ Email: [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za)

Any forms of proxy not received by this date must be emailed to the Group Company Secretary at [CompanySecretary@life.co.za](mailto:CompanySecretary@life.co.za) immediately prior to the proxy exercising a shareholder’s rights at the meeting.

All meeting participants (including proxies) are required in terms of section 63(1) of the Companies Act to provide reasonably satisfactory identification before being entitled to attend or participate in the EGM. Forms of identification include a green bar-coded identification document issued by the South African Department of Home Affairs, a smart identity card issued by the South African Department of Home Affairs, a valid driver’s licence or a valid passport.

This notice of EGM includes the attached form of proxy. The attention of members is directed to the additional notes and instructions relating to the attached form of proxy, which notes and instructions are set out in the form of proxy. On a show of hands, every member of the Company present in person or represented by proxy shall have one vote only. On a poll, every member of the Company shall have one vote for every share held in the Company by such member.

Members who have dematerialised their shares, other than those members who have dematerialised their shares with ‘own name’ registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and time stipulated in their agreement:

→ to furnish them with their voting instructions; and

→ in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

Equity securities held by a share trust or scheme will not have their votes taken into account for the purposes of the resolution proposed in terms of the Listings Requirements of the JSE.

By order of the Board.

**Joshila Ranchhod**

*Group Company Secretary*

Dunkeld

6 June 2022

# Notice of extraordinary general meeting continued

---

## **VIRTUAL MEETING GUIDE FOR SHAREHOLDERS**

### **How to access the virtual meeting**

1. In order to participate and vote in the meeting, each user must have an internet-enabled device (phone, laptop, desktop) capable of browsing to a regular website (in order to vote and participate).
2. As articulated in the Registration form on page 7 of the Notice, shareholders or their proxies who wish to participate in the EGM via the virtual platform **MUST** register with the Company's meeting scrutineers. Please do so by emailing the signed application form to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) by latest Friday, 1 July 2022 at 12:15.
3. Closer to the meeting date or on the day of the virtual meeting, you will receive a registration link to allow you to register for the virtual meeting.
4. Once you have completed the registration form and our moderators have approved your registration, you will receive an email invitation to the meeting, which contains the meeting ID and password.
5. Click on the Link and you will be directed to the meeting platform.
6. An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist (Pty) Ltd on [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) and who has successfully been validated to vote at the meeting.

### **Navigating the meeting platform**

1. Shareholders who would like to pose questions, please click on the Q & A icon on the bottom of your screen, to ask your question.
2. If you have a question on the resolution, please type up your question and press enter or send.
3. Alternatively, if you would like to address the meeting directly, please click on the raise your hand icon. Once the Chairman has identified you, your microphone will be un-muted, and you will be able to address the meeting.

### **How to exercise your votes**

1. All shareholders or their representatives, who have requested to vote, would have received a link from Digital Cabinet to either their phone number or email address.
2. The voting will be available on the resolution when the Chairman opens the meeting.
3. Please click on the vote now link and it will direct you to the voting platform.
4. You will notice that the voting platform contains the resolution which has been published in the notice of EGM, with your vote automatically defaulted to Abstain.
5. Please note – Once you click submit, your vote can not be retracted and re-voted.
6. You may vote on the resolution by defaulting your vote as either "For" or "Against" or keeping it as an "Abstained" vote and then clicking on the submit button on the bottom of the electronic ballot form.
7. You will receive a message on your screen confirming that your vote has been received.
8. Once again, please ensure that you have selected the correct option on the resolution. Either, For or Against or Abstain before clicking the submit button.

You will only be able to access both the meeting platform and the voting platform, 10 minutes prior to commencement of the virtual meeting.

# Form of proxy

## Life Healthcare Group Holdings Limited

Registration number: 2003/002733/06

Share code: LHC

ISIN: ZAE000145892

("Life Healthcare" or the "Company")

This proxy form is not for completion by those shareholders who have dematerialised their shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP or broker). Such shareholders should provide their CSDP or broker with their voting instructions.

I/We (please print name in full)

of (address)

contact number

being the holder(s) of

ordinary shares in the Company, do hereby appoint

or, failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the EGM of the Company to be held through electronic communication on **Tuesday, 5 July 2022**, at 12:15 and at any adjournment thereof.

I/We wish to vote as follows:

Special resolution	For	Against	Abstain
Approval of international non-executive directors' remuneration			

Signed this

day of

2022

Signature



# Notes to the form of proxy

- Shareholders are advised that the Company has appointed The Meeting Specialists (Pty) Ltd ("TMS") as its proxy receiving agent.
- Proxy appointment must be in writing, dated and signed by the Shareholder.
- Forms of Proxy must be presented for administrative purposes via email to TMS at **proxy@tmsmeetings.co.za** to be received on or before **Friday, 1 July 2022 at 12:15**.
- A Shareholder may insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space provided, with or without deleting "the Chairman of the meeting". Any such deletion must be initialed by the Shareholder.
- A Shareholder's instruction to the proxy must be indicated by the insertion of the relevant percentage of voting rights exercisable by that holder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting, as they deems fit, in respect of all the Shareholder's voting rights exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution.
- A Shareholder or their proxy is not obliged to use all the voting rights exercisable by the Shareholder or by their proxy, but the total of the voting rights cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by the Shareholder or by their proxy.
- A Shareholder's authorisation to the proxy, including the Chairman of the meeting, to vote on their behalf, shall be deemed to include the authority to vote on procedural matters at the meeting.
- The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the meeting and speaking and voting in person thereat and the exclusion of any proxy appointed in terms hereof should such Shareholder wish to do so.
- Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form. Without limiting the generality hereof, the Company will accept a valid identity document, a valid driver's license or a valid passport as satisfactory identification.
- Any alteration to this form must be initialed by the signatory(ies).
- A Shareholder may revoke the proxy appointment by:
  - cancelling it in writing with a copy to the Group Company Secretary, or making a later inconsistent appointment of a proxy; and
  - delivering a copy of the revocation instrument to **proxy@tmsmeetings.co.za** to be received before the replacement proxy exercises any rights of the Shareholder, or any adjournment(s) thereof.
- The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's/proxies' authority to act on behalf of the Shareholder as of the later of:
  - the date stated in the revocation instrument, if any; or
  - the date on which the revocation instrument was delivered as required in paragraph 11.

**In compliance with the provisions of Section 58(8)(b)(i) of the Act, a summary of the rights of a Shareholder to be represented, as set out in Section 58 of the Act, is set out immediately below:**

- A Shareholder entitled to attend and vote at the EGM may appoint any individual (or two or more individuals) as a representative/proxy or as representatives/proxies to attend, participate in and vote at the EGM.

A representative/proxy need not be a Shareholder of the Company.
- A letter of representation or proxy appointment must be in writing, dated and signed by the Shareholder appointing a representative/proxy, and, subject to the rights of a Shareholder to revoke such appointment (as set out below), remains valid only until the end of the EGM.
- A representative/proxy may delegate the proxy's authority to act on behalf of a Shareholder to another person, subject to any restrictions set out in the instrument appointing the representative/proxy.
- The appointment of a representative/proxy is suspended at any time and to the extent that the Shareholder who appointed such representative/proxy chooses to act directly and in person in the exercise of any rights as a Shareholder.
- The appointment of a representative/proxy is revocable by the Shareholder in question cancelling it in writing or making a later inconsistent appointment of a representative/proxy and delivering a copy of the revocation instrument to the representative/proxy and to the Company. The revocation of a representative/proxy appointment constitutes a complete and final cancellation of the representative/proxy's authority to act on behalf of the Shareholder as of the later of: (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
- If the instrument appointing the representative/proxy or representatives/proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company's MoI to be delivered by the Company to the Shareholder, must be delivered by the Company to (a) the Shareholder, or (b) the representative/s, proxy or proxies, if the Shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.



# Registration form to participate in the virtual extraordinary general meeting

To be held on 5 July 2022 at 12:15

## Life Healthcare Group Holdings Limited

(Incorporated in the Republic of South Africa)

Registration Number 2003/002733/06 ("Company")

- Shareholders or their proxies who wish to participate in the EGM via electronic communication ("Participants"), must register with the Company's meeting scrutineers to do so by emailing the signed form below ("the application") to The Meeting Specialists (Pty) Ltd ("TMS") at email [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) by no later than **Friday, 1 July 2022** at 12:15.
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will be able to vote during the EGM through an electronic participation platform. Such Participants, should they wish to have their vote counted at the EGM, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between Friday, 1 July 2022 to Tuesday, 5 July 2022 via email/mobile with a unique link to allow them to participate in the virtual EGM.
- The cut-off time, for administrative purposes, to participate in the meeting will be at **Friday, 1 July 2022** at 12:15.
- The Participant's unique access credentials will be forwarded to the email/cell number provided below.

## APPLICATION FORM

Name and surname of shareholder	
Name and surname of shareholder representative (If applicable)	
ID number of shareholder or representative	
Email address	
Cell number	
Telephone number	
Name of CSDP or Broker (If shares are held in dematerialised format)	
SCA number/Broker account number or own name account number	
Number of shares	
Signature	
Date	

- The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the EGM is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Life Healthcare Group Holdings Limited, and the Meeting Specialists (Pty) Ltd ("TMS") (virtual platform service provider) and/or its third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Life Healthcare Group Holdings Limited, TMS and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the EGM.
- Participants will be able to vote during the EGM through an electronic participation platform. Such Participants, should they wish to have their vote counted at the EGM, must act in accordance with the requirements set out above.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and emailed to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za).

By signing this registration form, I agree and consent to the processing of my personal information above for the purpose of participation in the EGM.

Shareholder name

Signature

Date



# Administration

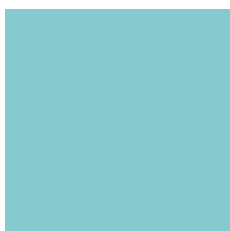
## LIFE HEALTHCARE GROUP HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 2003/002733/06

ISIN: ZAE000145892

JSE Share Code: LHC



### REGISTERED OFFICE AND POSTAL ADDRESS

Building 2, Oxford Parks, 203  
Oxford Road  
Cnr Eastwood and Oxford Roads,  
Dunkeld, 2196 Private Bag X13,  
Northlands, 2116  
Telephone 011 219 9000  
Email [CompanySecretary@life.co.za](mailto:CompanySecretary@life.co.za)

### ATTORNEYS

Baker Mackenzie

### AUDITORS

Deloitte & Touche

### GROUP COMPANY SECRETARY

Joshila Ranchhod

### TRANSACTIONAL BANKERS

First National Bank

### SPONSOR

Rand Merchant Bank (A division of  
FirstRand Bank Limited)

### TRANSFER SECRETARIES

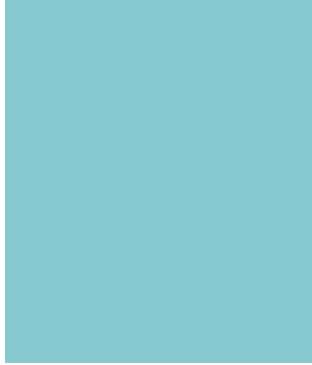
Computershare Investor Services  
Proprietary Limited

### TRANSFER OFFICE

Rosebank Towers, 51 Biermann  
Avenue, Rosebank PO Box 61051,  
Marshalltown, 2107  
Telephone 011 370 5000  
Facsimile 011 370 5271

### WEBSITE ADDRESS

[www.lifehealthcare.co.za](http://www.lifehealthcare.co.za)



**Life** Healthcare

**Head Office**

Building 2, Oxford Parks, 203 Oxford Road,  
Cnr Eastwood and Oxford Roads, Dunkeld, 2196

Tel: 011 219 9000

[www.lifehealthcare.co.za](http://www.lifehealthcare.co.za)