



**NOTICE OF GENERAL MEETING TO SHAREHOLDERS  
OF FINBOND GROUP LIMITED**  
(the "**Notice**")

FINBOND GROUP LIMITED  
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## **NOTICE TO SHAREHOLDERS OF FINBOND GROUP LIMITED**

Finbond Group Limited ("**Finbond**" or "**the Company**") wishes to amend certain provisions (detailed below) of the Finbond Group Limited Share Appreciation Rights Scheme ("**Share Appreciation Rights Scheme**"), which require shareholder approval in terms of paragraph 13.2.1 of the Share Appreciation Rights Scheme.

Accordingly, notice is hereby given that a general meeting of members of the Company will be held in the form of a virtual meeting on Friday, 24 October 2025, at 14:30 ("**General Meeting**") to consider, and if deemed fit, to pass with or without modification the following resolution or conduct the following business:

### **AMENDMENT OF SHARE APPRECIATION RIGHTS SCHEME**

#### **ORDINARY RESOLUTION NUMBER 1: APPROVAL OF SHARE APPRECIATION RIGHTS SCHEME AMENDMENTS**

"Resolved as an ordinary resolution that the Share Appreciation Rights Scheme be amended by deletion of clauses 2.1.15, 4 and 5 and the insertion of the below clauses in their place:

- Clause 2.1.15: "Market Value" means in relation a Share on any particular day, the volume weighted average price of the Shares as traded on the JSE (as derived from the official list on the JSE) over the 10 Business Days ending on that day save for in respect of the Share Appreciation Awards made prior to 24 October 2025 in which case "Market Value" shall mean the volume weighted average price of the Shares as traded on the JSE (as derived from the official list on the JSE) over the 10 Business Days ending on 24 October 2025;
- Clause 4: The number of new Shares which are issued under the Scheme (in terms of Rule 10) commencing on or after the date of approval of the Scheme by the shareholders of the Company in a general meeting, must not exceed 45,376,894 (forty five million three hundred and seventy six thousand eight hundred and ninety four) shares or 7.5% (seven and a half percent) of the issued ordinary share capital of the Company, being 605,025,250 (six hundred and five million, twenty five thousand, two hundred and fifty) shares as of the original date of shareholder approval of the Scheme;

- Clause 5: The number of Shares which are issued and/or transferred under the Scheme to any Participant in terms of Rule 10 commencing on or after the date of approval of the Scheme by shareholders of the Company in general meeting, must not exceed 12,100,505 (twelve million one hundred thousand five hundred and five) shares or 2% (two percent) of the issued ordinary share capital of the Company, being 605,025,250 (six hundred and five million, twenty five thousand, two hundred and fifty) shares as of the original date of shareholder approval of the Scheme."

The Share Appreciation Rights Scheme, as amended, will be made available for inspection at the Company's registered office from the date of this Notice until the General Meeting is constituted on Friday, 24 October 2025.

## **VOTING PROCEDURES AND ELECTRONIC PARTICIPATION**

On a poll, every shareholder present in person or represented by proxy and entitled to vote shall be entitled to one vote for every share held or represented by that shareholder.

On a poll taken at any such meeting the shareholder entitled to more than one vote need not, if he/she votes, use all of his/her votes, or cast all the votes he/she uses in the same way.

The directors of the Company have made provision for electronic participation at the General Meeting. Any shareholders who wish to participate electronically must notify the Chief Corporate Officer at [ben@finbond.com](mailto:ben@finbond.com). Access to the medium or means of electronic communication will be at the expense of the shareholder or proxy.

## **THRESHOLD FOR RESOLUTION APPROVAL**

For the ordinary resolution as detailed above to be approved by shareholders, the resolution must be supported by at least 75% of the voting rights exercised on the resolution concerned.

In determining whether the requisite number of votes have been achieved to adopt this resolution, the votes attaching to any ordinary shares acquired in terms of the Share Appreciation Rights Scheme and owned or controlled by persons who are existing participants in the Share Appreciation Rights Scheme, and which may be impacted by the above-mentioned resolution, shall not be considered.

## PROXIES

A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, participate in and vote at the meeting instead of the shareholder. A proxy need not also be a shareholder of the Company.

Shareholders on the Company share register who have dematerialised their ordinary shares through Strate, other than those whose shareholding is recorded in their "own name" in the sub-register maintained by their CSDP, and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the necessary authority to do so in terms of the custody agreement entered into between the dematerialised shareholders and their CSDP or broker, and to furnish them with their voting instructions or in the event that they wish to attend the General Meeting, to obtain the necessary letter of representation to do so.

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration, and who are entitled to attend and vote at the General Meeting, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote by poll. It is requested that proxy forms be forwarded to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) so as to reach the Company's transfer secretaries, JSE Investor Services (Pty) Limited ("**Transfer Secretaries**") at least 48 hours prior to the meeting as set out in the proxy form attached hereto. If shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration and who are entitled to attend and vote at the General Meeting do not deliver proxy forms to the Transfer Secretaries timeously, such shareholders will nevertheless at any time prior to the commencement of the voting on the resolution at the General Meeting be entitled to lodge the form of proxy in respect of the General Meeting, in accordance with the instructions therein with the chairperson of the General Meeting.

## SALIENT DATES APPLICABLE TO THE GENERAL MEETING

Record date to receive this Notice of General Meeting: Friday, 12 September 2025.

Last day to trade to be eligible to vote at the General Meeting: Tuesday, 14 October 2025.

Record date for determining those shareholders entitled to vote at the General Meeting: Friday, 17 October 2025.

*Section 63(1) of the Companies Act – Identification of Meeting Participants*

Meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in shareholders' meetings. Forms of identification include valid identity documents, drivers' licences and passports.

By order of the Board

BC Bredenkamp  
Chief Corporate Officer  
19 September 2025

Finbond Group Limited  
Rigel Park  
446 Rigel Ave South  
Erasmusrand  
Pretoria  
0181

PO Box 2127  
Brooklyn Square  
Brooklyn  
Pretoria  
0075

## FORM OF PROXY

For use by shareholders who hold shares in certificated form or shareholders who have dematerialised their shares and registered with "own-name" registration only, at the General Meeting to be held virtually at 14:30 on Friday, 24 October 2025.

I/We \_\_\_\_\_ being the holder(s) of  
\_\_\_\_\_ ordinary shares in Finbond, do hereby appoint  
\_\_\_\_\_ or failing him/her  
\_\_\_\_\_ or failing him/her

the chairperson of the General Meeting, as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held virtually on Friday, 24 October 2025, at 14:30 and at any adjournment thereof, as follows:

	In favour of	Against	Abstain
Ordinary resolution 1: Approval of Share Appreciation Rights Scheme amendments			

(Indicate instructions to proxy by way of "X" in the space provided above)

Except as instructed above, or if no instructions are inserted above, my/our proxy may vote as he thinks fit.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2025  
Signature \_\_\_\_\_  
Assisted by (where necessary) \_\_\_\_\_

Note: A shareholder entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his stead. See additional notes below.)

## NOTES TO FORM OF PROXY

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the General Meeting", but any such deletion must be initialled by the shareholder. The person whose name appears first on the form of proxy and has not been deleted shall be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate spaces provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat.
3. To be valid the form of proxy must be signed and must reach the Transfer Secretaries, JSE Investor Services (Pty) Ltd at One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 or PO Box 4844, Johannesburg, 2000 or at [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) by not later than 2 (two) business days before the time for the holding of the meeting, in order that the Transfer Secretaries may be able to timeously send the form of proxy on your behalf to the Registered Office.
4. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
5. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
6. The chairman of the General Meeting may reject or accept any proxy form which is completed and/or received other than in accordance with these instructions, provided that he/she is satisfied as to the manner in which a shareholder wishes to vote.
7. This proxy form must be signed by all joint members.
8. A member or proxy is not obliged to vote in respect of all the ordinary shares held or represented by him/her, but the total number of votes for or against the resolution and in respect of which any abstention is

recorded may not exceed the total number of votes to which the member or his/her proxy is entitled.

9. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company's transfer office or waived by the chairman of the General Meeting.