

## Action required by members in regard to the 2026 annual general meeting

The annual general meeting (AGM) of members of The Professional Provident Society Holdings Trust (PPS Holdings Trust) will be held at 18:00 on Monday, 11 May 2026. In the interest of improving participation by members, the PPS Holdings Trust Board has decided that this annual general meeting will be held entirely virtually. This AGM will consider and, if deemed fit, approve the ordinary and special resolutions set out in the notice convening the AGM, which is attached to and forms part of this Integrated Report. A form of proxy, enabling members to vote on the respective resolutions proposed, has also been included in this integrated report.

In terms of the Trust Deed of PPS Holdings Trust, only Ordinary Members of PPS Holdings Trust have the right to vote at meetings of its members. The votes of Ordinary Members of PPS Holdings Trust are determined in the manner set out in clause 22.6.2.2 of the Trust Deed, which is available at [www.pps.co.za](http://www.pps.co.za).

While it is permissible for individuals who are nominated for election as trustees to canvas Ordinary Members of the PPS Holdings Trust for votes in favour of their election, the provision or offer of any form of inducement for votes or any inducement to obtain votes on their behalf (whether in cash or in kind) is inconsistent with the qualification criteria for prospective Trustees and may result in ineligibility to stand for election. Members are requested to report any such inducement or offer of such inducement by or on behalf of a prospective Trustee to the Trust Secretary at [companysecretary@pps.co.za](mailto:companysecretary@pps.co.za) as soon as reasonably practicable after the occurrence of such an event.

You may attend and vote at the AGM by attending virtually, or you may appoint a proxy to represent you virtually by completing the form of proxy included in this integrated report (please also refer to the notes to the form of proxy) and forwarding it, marked for the attention of the Trust Secretary, to the e-mail address below, or via e-mail, to be received by the Trust Secretary by no later than 18:00 on Wednesday, 6 May 2026 and you are also permitted to withdraw submitted proxy forms up to that date and time.

### Physical address

6 Anerley Road  
Parktown  
Johannesburg

### Postal address

PO Box 1089  
Houghton  
2041

### Telephone

011 644 4200

### E-mail

[AGMproxies@pps.co.za](mailto:AGMproxies@pps.co.za)

You may also appoint a proxy online by logging on to the e-Voting platform at <https://pps.vagm.africa/>. Please refer to the e-Voting User Guide available on the PPS website under AGM Notice and downloads. This functionality will be available from 20 April 2026 to 18:00 on 6 May 2026, when proxy voting closes.

Ordinary members who have not submitted a form of proxy by 18:00 on Wednesday, 6 May 2026, may cast their votes electronically at the AGM. For the convenience of attendees at the AGM, they will be able to load their votes on the electronic voting system from 15:00 on Monday, 11 May 2026 and those votes will then be exercised at the AGM. Voting will be closed by the Chairman of the AGM during the course of the meeting.

Ordinary members will, on 8 May 2026, again be provided with the link enabling them to register for, participate in and vote (if they have not submitted a form of proxy) electronically at the 11 May 2026 AGM.

The results of the voting at the AGM will be announced at the AGM as soon as they have been verified by the appointed scrutineers, KPMG, or will be published on the PPS website as soon as possible after the meeting.

Please take careful note of the provisions relating to the action required by members regarding the AGM. If you are in any doubt as to what action to take, please consult your professional adviser.

# Notice to the members of 2026 Annual General Meeting and CVs of candidates standing for election

## THE PROFESSIONAL PROVIDENT SOCIETY HOLDINGS TRUST

(Registration number: IT312/2011)

(the Trust)

Notice is hereby given that the sixteenth annual general meeting (the meeting) of the members of the Trust will be held VIRTUALLY on Monday, 11 May 2026 at 18:00, for the purposes set out below. Please refer to the section titled “Action required by members in regard to the 2026 annual general meeting” included in this Integrated Report for particulars regarding participation in the annual general meeting.

1. To adopt, by ordinary resolution, the annual financial statements for the year ended 31 December 2025, including the reports of the trustees and the auditors of the Trust.
2. To appoint, by ordinary resolution, Ernst & Young Incorporated as the auditors of the Trust for the financial year ending 31 December 2026.
3. To elect and appoint trustees, by ordinary resolutions, in place of those trustees retiring in accordance with the Trust Deed which established and governs the Trust (Trust Deed).

Adv LC Haupt SC, Prof R Perumal and Mr S Trikamjee are retiring by rotation at the conclusion of this annual general meeting in terms of the Trust Deed.

The following Trustees, being eligible for re-election and appointment, offer themselves for re-election and appointment as trustees of the Trust:

- 3.1 Adv LC Haupt SC
- 3.2 Prof R Perumal
- 3.3 Mr S Trikamjee

In addition, the following candidates have been nominated for election and appointment as trustees of the Trust in terms of the Trust Deed:

- 3.4 Mr A S Criticos
- 3.5 Ms I Dlamini
- 3.6 Ms M N Fick

- 3.7 Mr N M Ghazi
- 3.8 Mr B Iyambo
- 3.9 Mr E I Luanda
- 3.10 Dr M C Chisale Mabotja
- 3.11 Dr A Z Mayekiso
- 3.12 Mr H Mukuwiri
- 3.13 Dr M I Pooe
- 3.14 Revd M A G Sigudla
- 3.15 Dr B Valodia

(Abbreviated biographical details of the persons referred to above are set out on pages 132 to 133 of this Integrated Report and in the AGM Downloads page on the website).

### Explanatory note on the appointment of the Trustees

The Trust Deed provides for a maximum of 20 Trustees, all of whom are appointed in accordance with the Trust Deed. In terms of clause 5.3.1 of the Trust Deed, a maximum of ten Trustees may be elected by the members in general meeting. There are currently 10 elected Trustees, of whom three are required to retire by rotation in terms of clause 7.2.1 of the Trust Deed. Following these retirements by rotation, there will be seven elected trustees in office. There are therefore three vacancies and there are 15 nominees for these vacant positions (including the three Trustees who retire by rotation and who offer themselves for re-election and appointment). The Trust Deed provides that:

- (i) Each candidate will be voted upon by a separate election resolution and if the election resolution is not approved then that candidate is not appointed.
- (ii) If the number of candidates whose election resolutions are approved exceeds the above-mentioned number of vacancies, the result of the voting shall be determined in accordance with the number of votes cast in favour of each approved election resolution so that the vacancies will be filled by those candidates whose approved election resolutions received the highest number of favourable votes.

## Notice to the members of 2026 Annual General Meeting and CVs of candidates standing for election

(continued)

4. To elect the Audit Committee of the Trust by ordinary resolutions. The following trustees, who meet the requirements of paragraph 26.1 of the Trust Deed, nominated by the Group Nominations Committee and recommended by the Board, have offered themselves for election:

4.1 Prof HE Wainer CA(SA) Registered Auditor

4.2 Mr AH de Vries CA(SA)

4.3 Mr S Trikamjee CA(SA)#

# Mr S Trikamjee's election as a member of the Trust Audit Committee is subject to his re-election as a Trustee.

5. To approve, by special resolution, the following remuneration of the trustees (exclusive of VAT) for the period commencing 1 July 2026 until such time as this remuneration is amended by a further special resolution:

- remuneration of the chairman, comprising an annual retainer of R669 600 and an attendance fee of R28 913 per meeting;
- remuneration of the deputy chairman, comprising an annual retainer of R446 400 and an attendance fee of R21 684 per meeting;
- remuneration of the co-opted members of the Board of Trustees, comprising an annual retainer of R334 800 and an attendance fee of R14 456 per meeting;
- remuneration of the remainder of the members of the Board of Trustees, comprising an annual retainer of R223 200 and an attendance fee of R14 456 per meeting;
- remuneration of the chairman of the Trust Audit Committee, being an attendance fee of R36 141 per meeting;
- remuneration of the remainder of the members of the Trust Audit Committee, being an attendance fee of R18 070 per meeting;
- remuneration of the chairman of the Group Nominations Committee, being an attendance fee of R48 188 per meeting;
- remuneration of the deputy chairman of the Group Nominations Committee, being an attendance fee of R38 550 per meeting; and
- remuneration of the remainder of the members of the Group Nominations Committee, being an attendance fee of R28 913 per meeting.

### Voting

In voting or passing any resolution:

- **Associate Members** (as defined in clause 18 of the Trust Deed) do not have any votes; and
- **Ordinary Members** (as defined in clause 18 of the Trust Deed) shall have 100 (one hundred) votes each, plus 1 (one) additional vote for each completed R200 (two hundred Rand) standing to his/her credit in his/her Apportionment Account (as defined in the Trust Deed), as at the most recent date prior to the meeting when the Apportionment Accounts of Ordinary Members were adjusted, provided that an Ordinary Member who is at the date of the vote 3 (three) months or more in arrears with the payment of his/her premiums (payable in terms of the Master Contract (as defined in clause 1.2.25 of the Trust Deed)) shall only have 1 (one) vote at the meeting.

A member who has more than 1 (one) vote may not split votes to exercise his/her votes in voting on any particular resolution but shall exercise all his/her votes either for or against the resolution or the member may abstain from voting on it.

An ordinary resolution is a resolution which has to be approved by a majority of votes exercised on that resolution. A special resolution is a resolution which has to be approved by at least 75% of the votes exercised on that resolution.

## Notice to the members of 2026 Annual General Meeting and CVs of candidates standing for election

(continued)

### PROXIES

Any member who is entitled to attend and vote at the meeting may appoint a proxy (who need not be a member of the Trust) to attend, speak and on a poll to vote or abstain from voting in his/her stead.

A form of proxy is included in this integrated report on pages 135 to 136 and is also available for downloading from [www.pps.co.za](http://www.pps.co.za). **The form of proxy is accompanied by notes indicating the requirements for its completion. Forms of proxy which do not comply with these requirements will be rejected.**

Forms of proxy must be delivered at one of the following addresses or by e-mail, to be received by, and marked for the attention of, the Trust Secretary, by no later than 18:00 on Wednesday, 6 May 2026 (please note that additional requirements apply to proxies submitted in terms of a Power of Attorney or Order of Court, as set out in the notes to the form of proxy):

- Physical address: 6 Anerley Road, Parktown, Johannesburg
- Postal address: PO Box 1089, Houghton, 2041
- E-mail: [AGMproxies@pps.co.za](mailto:AGMproxies@pps.co.za)

Members may also appoint a proxy online by logging on to the e-Voting platform at <https://pps.vagm.africa/>. Please refer to the e-Voting User Guide available on the PPS website under AGM Notice and downloads. This functionality will be available from 20 April 2026 to 18:00 on 6 May 2026, when proxy voting closes.

By order of the Board of Trustees

**VE Barnard**

Trust Secretary

**The Professional Provident Society Holdings Trust**

25 March 2026

## Nominated candidates

Abbreviated CVs of these candidates are available on the PPS website at [https://www.pps.co.za/themes/custom/refresh/reports/integrated-report-2025/pdf/agm\\_cvs.pdf](https://www.pps.co.za/themes/custom/refresh/reports/integrated-report-2025/pdf/agm_cvs.pdf)



### Mr A S Criticos

**Date of Birth:**

17/05/1963

**Profession:**

Chartered Accountant,  
Senior Corporate Executive

**Qualifications:**

BCom, CA(SA)

**PPS Member since:**

1990



### Ms I Dlamini

**Date of Birth:**

15/02/1973

**Profession:**

Non-Practicing Corporate  
Attorney and Consultant on  
Corporate Governance

**Qualifications:**

BSoc Sci, LLB, MPA (Harvard)

**PPS Member since:**

1999



### Ms M N Fick

**Date of Birth:**

24/11/1973

**Profession:**

Chartered Accountant,  
Consultant and Life Coach

**Qualifications:**

BCom (Hons), CA(SA),  
Adv Dip Banking

**PPS Member since:**

1998



### Mr N M Ghazi

**Date of Birth:**

28/08/1969

**Profession:**

Practicing Attorney

**Qualifications:**

BA, LLB, Dip Corporate Law

**PPS Member since:**

1997



### Adv L C Haupt SC

**Date of Birth:**

13/01/1970

**Profession:**

Practicing Senior Advocate

**Qualifications:**

BCom, LLB, LLM, LLD

**PPS Member since:**

2012



### Mr B Iyambo

**Date of Birth:**

11/05/1993

**Profession:**

Chartered Accountant

**Qualifications:**

BAcc (Hons), CA (Nam)

**PPS Member since:**

2021



### Mr E I Luanda

**Date of Birth:**

12/10/1972

**Profession:**

Governance Executive

**Qualifications:**

GJuris, LLB, PG Dip Compliance,  
MBL

**PPS Member since:**

2001



### Dr M C Chisale Mabotja

**Date of Birth:**

01/07/1988

**Profession:**

Medical Doctor and Public Health  
Medicine Specialist

**Qualifications:**

MBChB, MMed, FCPHM

**PPS Member since:**

2011



### Dr A Z Mayekiso

**Date of Birth:**

26/01/1976

**Profession:**

Practicing Medical Doctor

**Qualifications:**


MBChB, MBA

**PPS Member since:**


1999

## Nominated candidates

Abbreviated CVs of these candidates are available on the PPS website at [https://www.pps.co.za/themes/custom/refresh/reports/integrated-report-2025/pdf/agm\\_cvs.pdf](https://www.pps.co.za/themes/custom/refresh/reports/integrated-report-2025/pdf/agm_cvs.pdf)




**Mr H Mukuwiri**  
**Date of Birth:**  
11/10/1981  
**Profession:**  
Professional Electrical Engineer  
**Qualifications:**  
BSc (Hons) Elec Eng, MBA  
**PPS Member since:**  
2018



**Prof R Perumal**  
**Date of Birth:**  
09/11/1986  
**Profession:**  
Associate Professor, Specialist Physician and Pulmonologist  
**Qualifications:**  
MBChB, MPH, MMed, PhD, FCP(SA)  
**PPS Member since:**  
2008



**Dr M I Poee**  
**Date of Birth:**  
16/09/1978  
**Profession:**  
Occupational Medical Practitioner  
**Qualifications:**  
MBChB, MBA (Henley)  
**PPS Member since:**  
2002



**Rev M A G Sigudla**  
**Date of Birth:**  
08/01/1976  
**Profession:**  
Land Surveyor and Assisting Priest  
**Qualifications:**  
BSc, Master in Urban Engineering and Management, MDP  
**PPS Member since:**  
1999



**Mr S Trikamjee**  
**Date of Birth:**  
09/11/1978  
**Profession:**  
Chartered Accountant  
**Qualifications:**  
BCom (Hons), CA(SA)  
**PPS Member since:**  
2001



**Dr B Valodia**  
**Date of Birth:**  
05/07/1967  
**Profession:**  
Chartered Director, Healthcare Executive and Honorary Professor (USB)  
**Qualifications:**  
BPharm, MBA, DBA, CD(SA)  
**PPS Member since:**  
1992

# Form of Proxy 2026

## THE PROFESSIONAL PROVIDENT SOCIETY HOLDINGS TRUST

(Registration number IT312/2011) (the Trust)

**PPS Member's details:**

Full names and surname: \_\_\_\_\_

Identity number: \_\_\_\_\_

Membership number: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Postal address: \_\_\_\_\_

Cellphone number: \_\_\_\_\_

**I, the above member of the Trust, hereby appoint:**

**Proxy's name:** \_\_\_\_\_ **Proxy's identity number:** \_\_\_\_\_

or failing him/her, the Chairman of the meeting, as my proxy to attend, speak and on a poll vote for me and on my behalf at the virtual annual general meeting of the Trust to be held at 18:00 on Monday, 11 May 2026 and at any adjournment thereof, as follows:

No.	Business	In favour of	Against	Abstain
1.	Ordinary resolution for the adoption of the annual financial statements of the Trust for the year ended 31 December 2025			
2.	Ordinary resolution for the appointment of the auditors of the Trust			
3.	Ordinary resolutions for the election and appointment of trustees#:			
	3.1 Adv LC Haupt SC*			
	3.2 Prof R Perumal*			
	3.3 Mr S Trikamjee*			
	3.4 Mr A S Criticos			
	3.5 Ms I Dlamini			
	3.6 Ms M N Fick			
	3.7 Mr N M Ghazi			
	3.8 Mr B Iyambo			
	3.9 Mr E I Luanda			
	3.10 Dr M C Chisale Mabotja			
	3.11 Dr A Z Mayekiso			
	3.12 Mr H Mukuwiri			
	3.13 Dr M I Poee			
	3.14 Revd M A G Sigudla			
	3.15 Dr B Valodia			
4.	Ordinary resolutions for the appointment of the members of the Trust Audit Committee			
	4.1 Prof HE Wainer			
	4.2 Mr AH de Vries			
	4.3 Mr S Trikamjee			
5.	Special resolution for the approval of trustees' remuneration for the period commencing 1 July 2026 as set out in the notice of the annual general meeting**			

# There will be three vacancies on the Board of Trustees to be filled by elected Trustees. These three vacancies will be filled by the three candidates receiving the highest number of favourable votes. Refer to the Notice of the Annual General meeting for an explanation in this regard.

\* Trustees who will retire by rotation at the meeting, in accordance with the Trust Deed and, being eligible, offer themselves for re-election.

\*\* Authorisation of at least 75 (seventy-five) per cent of the votes cast by members present (in person or represented by proxy) at the meeting is required.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature \_\_\_\_\_

## Notes to Form of Proxy

Instructions and requirements for completion of the form of proxy

1. The form of proxy must be signed, dated and returned so as to be received at the registered office of the Trust by 18:00 on Wednesday, 6 May 2026.
2. Forms of proxy are required to be completed and signed by the member appointing the proxy, or by his attorney or agent duly authorised in terms of a court order, or a power of attorney which was signed by the Member. If the form of proxy is completed in terms of a power of attorney or authority, the ORIGINAL, OR A CERTIFIED COPY of such power of attorney or authority has to be lodged with the form of proxy by 18:00 on Thursday, 30 April 2026.
3. The signatory may insert the name of any person whom the signatory wishes to appoint as his/her proxy in the blank space provided for that purpose. If no name is inserted, the chairman of the meeting shall be appointed as the member's proxy.
4. By completing and lodging of the form of proxy, it will not preclude the member who is appointing the proxy from attending the annual general meeting and speaking and voting thereat, to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
5. Members are encouraged to indicate how they wish their proxy to vote on their behalf by completing the form of proxy in respect of all the resolutions. If the member does not indicate in the appropriate places on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall be entitled to vote as he/she deems fit in respect of that resolution. In regard to the ordinary resolutions for the election of trustees, any indication of how the member wishes to vote in regard to the candidates will be deemed to be the entire vote of the member, i.e. if the member has only indicated a vote for, or against, or to abstain for one or more candidate(s), the proxy holder shall not be entitled to exercise additional votes in respect of candidates for whom no votes were indicated by the member.
6. In respect of the election of Trustees, each candidate will be voted upon by a separate resolution, either "For", "Against" or "Abstain". In terms of the Trust Deed, if the number of persons approved by such resolutions exceeds the number of vacancies (being three), the result of the voting shall be determined in accordance with the number of votes cast in favour of each resolution so that the vacancies will be filled by the elected candidates receiving the highest number of favourable votes, as set out in the Notice of the Annual General Meeting.

### RETURN OPTIONS

Either

<b>Deliver to:</b>	The Trust Secretary 6 Anerley Road Parktown, 2193 Johannesburg
<b>or Post to:</b>	The Trust Secretary PO Box 1089 Houghton 2041
<b>or E-mail to:</b>	AGMproxies@pps.co.za

Members also appoint a proxy online by logging on to the e-Voting platform at <https://pps.vagm.africa/>. Please refer to the e-Voting User Guide available on the PPS website under AGM Notice and downloads. This functionality will be available from 20 April 2026 to 18:00 on 6 May 2026, when proxy voting closes.