

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular have been used throughout the Circular.

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, legal advisor, accountant, investment advisor or other professional advisor immediately.

ACTION REQUIRED

If you have disposed of all your Shares in Premier, then this Circular should be handed to the purchaser of such Shares or to the broker, CSDP, banker, investment advisor or other agent through whom the disposal was effected.

Premier Shareholders are referred to page 3 of this circular, which sets out the detailed action required of them in respect of the proposals set out in this Circular.

Premier does not accept responsibility and will not be held liable for any failure on the part of the CSDP, broker, banker, investment advisor or other agent of a Shareholder to notify such Shareholder of the proposals set out in this Circular.



Premier

Premier Group Limited

(Incorporated in the Republic of South Africa)
(Registration number 2007/016008/06)
JSE share code: PMR ISIN: ZAE000320321
("Premier" or "the Company")

CIRCULAR TO PREMIER SHAREHOLDERS

regarding:

- the adoption of a new Share Appreciation Rights Plan;

and incorporating:

- a notice convening a General Meeting; and
- a form of proxy.

Sponsor



Legal Advisors



Date of issue: Thursday, 16 November 2023

This notice is only available in English and is available on the Premier website at www.premiermcg.com/investors/results-reports from Thursday, 16 November 2023 up to and including the date of the General Meeting. Copies of this notice may be obtained at the Company's registered office, Building 5, Maxwell Office Park, Magwa Crescent West, Waterfall, 2090 during normal business hours from the date of issue of this notice up to and including the date of the General Meeting.

CORPORATE INFORMATION

Registered office

Premier Group Limited
(Registration number 2007/016008/06)
Building 5, Maxwell Office Park
Magwa Crescent West
Waterfall, 2090
Johannesburg
(Private Bag X2127, Isando, 1600)

Transfer secretaries

Computershare Investor Services
Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
Johannesburg
(Private Bag X9000, Saxonwold, 2132)

Sponsor

Rand Merchant Bank (A division of FirstRand
Bank Limited)
(Registration number 2006/005780/07)
1 Merchant Place
Corner Fredman Drive and Rivonia Road
Sandton, 2196
Johannesburg
(PO Box 786273, Sandton, 2146)

Company secretary

Margaretha Stoltz
Building 5, Maxwell Office Park
Magwa Crescent West
Waterfall, 2090
Johannesburg
(Private Bag X2127, Isando, 1600)

Legal advisor

Bowman Gilfillan Incorporated
(Registration number 1998/021409/21)
11 Alice Lane
Sandton, 2196
Johannesburg
(PO Box 785812, Sandton, 2146)

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IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 5 of this Circular apply, *mutatis mutandis*, to this Important dates and times section.

2023

Circular incorporating notice of General Meeting distributed to Shareholders on	Thursday, 16 November
Circular incorporating notice of General Meeting announced on SENS on	Thursday, 16 November
Last day to trade in order to be eligible to attend and vote at the General Meeting	Tuesday, 5 December
Record date in order to be eligible to attend and vote at the General Meeting	Friday, 8 December
Proxies requested, for administrative purposes by 10h00 on	Tuesday, 12 December
General Meeting to be held entirely electronically at 10h00 on	Thursday, 14 December
Results of General Meeting announced on SENS on	Thursday, 14 December

Notes:

1. The above dates and times are subject to change. Any changes will be announced on SENS.
2. Premier Shareholders are referred to page 3 of this Circular for information on the action required to be taken by them.
3. Shareholders should note that as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, Shareholders who acquire Shares after close of trade on Tuesday, 5 December 2023 will not be eligible to attend, participate in and vote at the General Meeting.
4. If the General Meeting is adjourned or postponed, forms of proxy submitted in respect of the General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.

ACTION REQUIRED BY SHAREHOLDERS

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular apply, *mutatis mutandis*, to this Action required by Shareholders section.

Please take careful note of the following

If you are in any doubt as to what action you should take in relation to this Circular, please consult your CSDP, broker, banker, investment advisor or other professional advisor immediately.

If you have disposed of all your Shares, this Circular should be handed to the purchaser of such Shares or to the professional adviser through whom the disposal was effected.

This Circular contains information relating to the adoption of the Premier Share Appreciation Rights Plan. You should carefully read through this Circular and decide how you wish to vote on the resolutions to be proposed at the General Meeting.

THE GENERAL MEETING

The General Meeting convened in terms of the notice incorporated in this Circular, will be held entirely electronically (online) through the “Computershare” Platform on Thursday, 14 December 2023 at 10:00 or at any other adjourned or postponed date and time determined in accordance with the provisions of the Companies Act as read with the Listings Requirements to consider and, if deemed fit, pass the resolutions set out herein.

The adoption of the Plan is subject to Premier Shareholders passing the requisite resolutions at the General Meeting.

A notice convening the General Meeting is attached to and forms part of this Circular.

SHAREHOLDER PARTICIPATION AT GENERAL MEETING

1. Electronic Participation

The General Meeting will be held entirely electronically, as contemplated in section 63(2)(a) of the Companies Act. Shareholders (or their proxies) may attend, participate in and vote electronically through the Platform. While Shareholders attending the General Meeting online will be able to view the meeting, vote and ask questions in real time, they are encouraged to submit questions in advance of the General Meeting, by emailing companysecretary@premierfmcg.com by 10h00 on Wednesday, 13 December 2023. These questions will be addressed at the General Meeting.

Shareholders (or their proxies) wishing to attend, participate in and vote at the General Meeting are required to register for the General Meeting by clicking on the Premier logo on <https://meetnow.global/za> or by submitting a written notice to Computershare at proxy@computershare.co.za and are encouraged to do so by no later than 10h00 on Tuesday, 12 December 2023 in order to enable the Transfer Secretaries to verify the Shareholder’s identity and grant it (or its proxy) access to the Platform. A Shareholders’ guide to General Meeting participation is set out in Annexure B of this Circular, as well as under the investor relations tab on the Company’s website, www.premierfmcg.com.

Shareholders will have no claim against the Company, Computershare or third-party service providers for any loss, damage, penalty or claim arising in any way from the use or possession of the electronic communication services or any defect in them or from total or partial failure of the electronic communication services and connections linking the Shareholder (or its proxy) via the electronic communication services to the General Meeting.

2. Appointment of Proxies

Each Shareholder is entitled to appoint one or more proxy(ies) (who need not be a Shareholder(s) of the Company) to attend, participate in and vote in their stead at the General Meeting.

Any appointment of a proxy(ies) must be effected by using the form of proxy attached to the notice of General Meeting attached as Annexure A to this Circular. The form of proxy is for use by Certificated Shareholders and Own Name Dematerialised Shareholders only. In the interest of efficiency, Shareholders are kindly requested to submit completed forms of proxy to Computershare at proxy@computershare.co.za and procure that their proxies are registered for electronic participation in the General Meeting through the Platform by 10h00 on Tuesday, 12 December 2023. Any forms of proxy not lodged by this time must be hand delivered or emailed to Computershare (and the proxy registered for participation through the Platform) prior to the proxy exercising a Shareholder’s right at the General Meeting.

Unless revoked before then, a completed form of proxy shall remain valid at any adjournment or postponement of the General Meeting and the proxy so appointed shall be entitled to vote, as indicated on the form of proxy, on any resolution (including any resolution which is amended). Any registered Shareholder who completes and lodges a form of proxy will nevertheless be entitled to electronically attend and vote at the General Meeting should the Shareholder subsequently decide to do so.

3. **Certificated Shareholders and Own Name Dematerialised Shareholders**

Certificated Shareholders and Own Name Dematerialised Shareholders:

- 3.1 may vote at and attend the General Meeting by electronic participation on the Platform. Such Shareholders must register online using the online registration portal at <https://meetnow.global/za> or by submitting a written notice to Computershare at proxy@computershare.co.za. Following successful registration, Computershare will provide Shareholders with an invitation code in order to connect electronically to the General Meeting; or
- 3.2 may vote at but not attend the General Meeting by electronic participation. Such shareholders may appoint a proxy or two or more proxies (who need not be Shareholders) to represent them at the General Meeting. Such proxies must also register online in the same manner as contemplated in paragraph 3.1 above.

4. **Dematerialised Shareholders without Own Name registration**

Shareholders holding Dematerialised Shares without Own Name registration:

- 4.1 may vote at and attend the General Meeting by electronic participation. Such shareholders must request their CSDP or broker to issue them (or their proxy(ies)) with the necessary authority (i.e., a letter of representation or letter of electronic participation) in terms of the relevant custody agreement/mandate entered into between them and thereafter register online using the online registration portal at <https://meetnow.global/za> or by submitting a written notice to Computershare at proxy@computershare.co.za. Following successful registration, Computershare will provide Shareholders with an invitation code in order to connect electronically to the General Meeting; or
- 4.2 may vote at but not attend the General Meeting by electronic participation. Such Shareholders must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them.

Premier does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be conducted thereat.

5. **'A' and 'A1' Ordinary Shareholders**

In terms of the Company's MOI, holders of 'A' and 'A1' ordinary shares (as such terms are defined in the MOI) are entitled to receive notice of, and to be present or be represented by proxy, at the General Meeting, but shall not be entitled to vote thereat unless a resolution of the Company is proposed which affects the preferences, rights, limitations or other terms associated with the 'A' or 'A1' ordinary shares respectively, which is not the case here.

Further details regarding the General Meeting (including the quorum and voting requirements) are set out in the Notice of General Meeting.

DEFINITIONS AND INTERPRETATIONS

In this Circular and the Notice of General Meeting attached to it, unless the context indicates a contrary intention, the words in the first column shall have the meanings assigned to them in the second column; the singular includes the plural and vice versa; an expression which denotes one gender includes the other gender; a natural person includes a juristic person and vice versa and cognate expressions shall bear corresponding meanings.

“Auditors”	the auditors of the Company from time to time;
“Award”	any award of SARs made under the Plan;
“Board”	the board of directors of the Company;
“Certificated Shareholder”	holders of Certificated Shares;
“Certificated Shares”	Shares which have not been Dematerialised, title to which is represented by share certificates or other Documents of Title;
“Circular”	all the documents contained in this document, including the Notice of General Meeting and the form of proxy;
“Clawback”	the requiring of repayment by a participant in the Plan of the exercise value of an Award on the occurrence of certain trigger events, as contemplated in paragraph 10 below;
“Companies Act”	the Companies Act 71 of 2008 as amended from time to time;
“Company” or “Premier”	Premier Group Limited (Registration number 2007/016008/06), a public company duly registered and incorporated with limited liability in accordance with company laws in South Africa;
“Company Limit”	shall have the meaning given thereto in paragraph 6.1.1 of this Circular, being the maximum aggregate number of Shares which may at any one time be utilised in terms of the Plan being 6,445,290 (six-million-four-hundred and forty-five thousand two-hundred and ninety) Shares to all participants, which equates to approximately 5% (five percent) of the number of issued Shares as at the Last Practicable Date;
“CSDP”	a central securities depository participant as defined in section 1 of the Financial Markets Act;
“Dematerialised Shares”	Shares which have been Dematerialised;
“Dematerialised Shareholders”	registered holders of Dematerialised Shares;
“Dematerialised”	the process by which Certificated Shares are or are to be converted into electronic form under Strate for trading on the JSE;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts and other documents of title to Shares acceptable to Premier;
“General Meeting”	the general meeting of Premier Shareholders to be held electronically through the Platform on Thursday, 14 December 2023 at 10h00 or at any other adjourned or postponed date and time determined in accordance with the provisions of the Companies Act as read with the Listings Requirements to consider and, if deemed fit, pass the resolutions set out in this Circular;
“Financial Markets Act”	the Financial Markets Act, 19 of 2012, as amended from time to time;
“Group”	collectively, individually or separately, the Company, its Subsidiaries and entities or associates identified as such by the Board and “Employer Company” means any entity within the Group;
“Individual Limit”	shall have the meaning given thereto in paragraph 6.2.1 of this Circular, the maximum number of Shares which may be allocated to an individual participant in respect of all unvested Awards under the Plan, being 1,932,870 (one-million nine-hundred and thirty-two-thousand eight-hundred and seventy) Shares, which equates to approximately 1.5% (one and one half percent) of the number of issued Shares as at the Last Practicable Date;

“JSE”	the exchange operated by the JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated with limited liability in accordance with the company laws of South Africa, licensed as an exchange under the Financial Markets Act, as amended and any re-enactment or replacement thereof;
“JSE Listings Requirements”	the listings requirements of the JSE as amended from time to time, whether by way of practice note or otherwise;
“King Code”	the King IV Report on Corporate Governance
“Last Practicable Date”	the last practicable date prior to the finalisation of this Circular being Thursday, 16 November 2023;
“Malus”	the reduction or forfeiture of an Award, upon the occurrence of certain trigger events as contemplated in paragraph 10.1 below;
“Plan”	the Premier Share Appreciation Rights Plan which was approved by the Board on 5 September 2023;
Platform	the Computershare interactive meeting platform, details of which are set out in Annexure B to this Circular;
“Record Date”	the last date on which a Premier Shareholder must be recorded in the Premier Share Register in order to be eligible to attend and participate in the General Meeting and to vote thereat;
“Remco”	means the Remuneration and Nominations Committee of the Company;
“SARs”	means equity settled share appreciation rights to be awarded under the Plan;
“SAST”	South African Standard Time;
“SENS”	Stock Exchange News Service of the JSE;
“Share”	an ordinary share in the Company;
“Shareholder”	the holder of a Share in the Company as at the Record Date;
“Share Register”	the register of Shareholders maintained on behalf of the Company in South Africa by Computershare Investor Services, including sub-registers maintained by CSDPs;
“South Africa”	the Republic of South Africa;
“Sponsor”	Rand Merchant Bank, a division of FirstRand Bank Limited (Registration Number 1929/001225/06), a public company duly registered as a bank in South Africa;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company registered and incorporated in terms of the laws of South Africa, which is licensed to operate, in terms of the Financial Markets Act, as amended, and which is responsible for the electronic settlement system of the JSE;
“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited, a private company incorporated in South Africa with registration number 2004/003647/07, being the transfer secretaries to Premier; and
“ZAR” or “Rand” or “R”	South African rand, the official currency of South Africa.



Premier

Premier Group Limited

(Incorporated in the Republic of South Africa)
(Registration number 2007/016008/06)
JSE share code: PMR ISIN: ZAE000320321
("Premier" or "the Company")

DIRECTORS: I van Heerden, JJ Gertenbach, JER Matthews, CJ Roodt, F N Khanyile, H Ramsumer, W Sihlobo, F Grobbelaar and PRN Hayward-Butt (alternative to JER Matthews)

CIRCULAR TO PREMIER SHAREHOLDERS

1. INTRODUCTION

Following its listing, the Company has decided it would like to adopt a new Long-Term Incentive Plan to incentivise its senior employees, and accordingly wishes to adopt the Plan, which will constitute a Schedule 14 scheme for the purposes of the JSE Listings Requirements. The Plan will form part of the Group's variable pay offering for eligible employees and it will be utilised to make all future long-term incentive awards to these employees. Unvested awards under historical long-term incentive plans will continue to run their course.

The Plan is intended to address the following key objectives:

- encourage retention and long-term commitment to building sustainable value amongst members of the executive and senior management in a listed environment whilst still staying true to the 'pay-for-performance' philosophy;
- simplicity, transparency, supporting a performance culture; and
- efficiency and optimising alignment with shareholder outcomes and objectives.

The aggregate number of Premier Shares which may be settled in respect of the Plan, collectively to all participants, will not exceed the Company Limit. The maximum number of Premier Shares which may be settled and vested to any individual participant will not exceed the Individual Limit.

Awards under the Plan comprise SARs.

If approved by Premier Shareholders, the Plan will govern all awards made after Thursday, 14 December 2023.

The JSE Listings Requirements require that a Schedule 14 share incentive plan be approved by a 75% majority of shareholders present or represented at a general meeting voting in favour thereof. Accordingly, Premier Shareholders will be requested to consider and approve the resolutions necessary to adopt the Plan as set out in this Circular. The Plan has been approved by the JSE in terms of Schedule 14 of the JSE Listings Requirements.

It is important to note that Premier Shareholders will be voting to approve the Plan (details of which are outlined in this circular) at the General Meeting. The details of the Plan implementation will be published in Premier's integrated report and the respective remuneration report will be open to a non-binding vote at the Company's next annual general meeting as contemplated in the King Code.

Accordingly, the following resolutions will be proposed at the General Meeting:

1.1 ORDINARY RESOLUTION NUMBER 1: ADOPTION OF THE PREMIER SHARE APPRECIATION RIGHTS PLAN

"Resolved that the Premier Share Appreciation Rights Plan, the salient terms of which have been set out in this Circular and tabled at this General Meeting and the full rules of which have been made available for inspection at the Company's registered offices, be and is hereby approved."; and

The directors of the Company be and are hereby authorised to take all such steps as may be necessary for the establishment and implementation of the Plan, including the allotment and issue of ordinary Shares in the capital of the Company on the terms and conditions set out in the Plan, to participants of the Plan.

1.2 **ORDINARY RESOLUTION NUMBER 2: AUTHORITY**

“Resolved that any director of the Company be and is hereby authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of ordinary resolution number 1.”

2. **PLAN**

- 2.1 The Plan will form part of the Group’s variable pay offering for eligible employees and it will be utilised to make all future long-term incentive awards to these employees. Unvested awards under historical long-term incentive plans will continue to run their course.
- 2.2 The proposed salient features of the Plan are detailed for approval below.

3. **INSTRUMENT, BASIS OF AWARDS AND AWARD LEVELS**

- 3.1 Awards under the Plan comprise equity settled share appreciation rights (**Awards** or **SARs**).
- 3.2 In line with the requirements of King IV Report on Corporate Governance for South Africa, 2016 and best practice, regular, annual Awards will be made to senior management participants on a consistent basis to ensure long-term shareholder value creation. We do not envisage further Awards to participants that are members of the current executive team.
- 3.3 The Remco may, in its absolute discretion, authorise the grant of ad hoc Awards including for sign-on or retention purposes to eligible employees in appropriate circumstances.
- 3.4 An Award to participants will primarily be based on the participant’s cost to Company, grade, performance, retention, and attraction considerations, as well as market benchmarks.

4. **PARTICIPANTS**

- 4.1 Any person holding salaried employment or office (including any executive director) with any member of the Group who is deemed to be eligible for participation in the Plan by the Remco.
- 4.2 Non-executive directors will not be permitted to participate in the Plan.
- 4.3 The Remco will consider participation on an annual basis or during the year in exceptional circumstances. The relevant employer company will then notify any eligible employees of their Awards in an award letter.
- 4.4 Participation in the Plan does not form part of the terms of employment, and the Remco retains the absolute discretion regarding the making of an Award to any eligible employee.

5. **PERFORMANCE MEASUREMENT**

- 5.1 The nature of a SAR issued at award price is that the instrument imposes an inherent performance condition as there will be no value delivered if the exercise price of the SAR does not exceed the award price by the end of the exercise period. For those SARs issued at an award price of zero, the focus is also on retention, in addition to the performance condition in 5.2 below.
- 5.2 Awards will also be subject to a base level of Company performance. For initial Awards, if the headline earnings per share does not increase in value by more than the compound annual growth rate of the consumer price index from the award date until their exercise date, the SARs will lapse and be forfeited.

6. **LIMITS**

6.1 Company Limit

- 6.1.1 The aggregate number of shares which may at any one time be utilised in terms of the Plan shall not exceed 6,445,290 (six-million four-hundred and forty-five thousand two-hundred and ninety) Shares to all participants, which equates to approximately 5% (five percent) of the number of issued Shares, as the Last Practicable Date (the **Company Limit**). This is in line with market best practice.
- 6.1.2 In calculating the Company Limit, new Shares allotted and issued by the Company or Shares held by a Group Entity in treasury account which have been used by the Company for settlement of Awards, will be included.
- 6.1.3 The Company Limit will be calculated to exclude Shares purchased in the market in settlement of Awards, Awards which are cash-settled, and shares which do not subsequently vest because of forfeiture.

6.2 Individual Limit

6.2.1 The maximum number of Shares which may be allocated to an individual participant in respect of all unvested Awards under the Plan may not exceed 1,932,870 (one-million nine-hundred and thirty-two thousand eight-hundred and seventy) Shares, which equates to approximately 1.5% (one and one half percent) of the number of issued Shares, as at the Last Practicable Date (the **Individual Limit**).

6.2.2 The inclusions and exclusions from the Company Limit (detailed in 6.1.2 and 6.1.3) will likewise apply to the Individual Limit.

6.3 The Company Limit and Individual Limit will be increased or reduced in direct proportion to any adjustment in the Company's issued share capital as per the "Adjustment" provisions of the Plan rules.

7. **VESTING AND EXERCISE**

7.1 On the vesting date a participant shall have the right to exercise the total number of SARs that have vested. Vesting is subject to continued employment with the Company or Employer Company over the employment period.

7.2 Subject to the performance condition being met, on the vesting date, a participant shall be entitled but not obliged to, exercise their vested SARs and have them settled to them by delivery to their brokerage account. Participants may choose to exercise their SARs at any point during the exercise period. Any SARs not exercised during the exercise period will be deemed to have been exercised on the last day of the exercise period.

7.3 Half (50%) of the Awards vest in the fourth year and the remaining half (50%) in the fifth year.

8. **MANNER OF SETTLEMENT**

8.1 The rules of the Plan are flexible to allow for settlement through any of the following methodologies:

8.1.1 by way of a market purchase of Shares;

8.1.2 use of treasury Shares; or

8.1.3 issue of Shares.

8.2 The specific method of settlement will be determined by the Remco and is subject to the applicable tax withholding provisions as set out in the rules

8.3 The Company will, if instructed by the Remco, issue Shares to the participants, and recharge the related costs to the respective Employer Company in terms of an applicable recharge policy.

9. **TERMINATION OF EMPLOYMENT**

9.1 Fault Termination

Where the participant's employment with the Group is terminated prior to the vesting date or exercise date due to misconduct, poor performance, retirement before the retirement date or resignation, any unvested Awards will be deemed to have been forfeited and cancelled unless the Remco determines otherwise.

9.2 No Fault Termination

9.2.1 Where the employment of a participant is terminated prior to the vesting date or the exercise date due to ill-health; disability; injury; retrenchment; retirement on or after the retirement date; the company by which the eligible employee is employed ceasing to be a member of the Group or the undertaking in which they are employed being transferred to a transferee which is not a member of the Group, the vesting date and the exercise date will be accelerated and the full Award will vest on date of termination of employment, subject to the performance condition being met. The participant will have 12 (twelve) months to exercise their SARs.

9.2.2 Where a participant's employment is terminated prior to the vesting date or exercise date due to their death, the Award will vest in full on the date of termination of employment, subject to the performance condition being met. The executor of the participant's estate will have 6 (six) months in which to exercise the vested SARs after the date of termination of employment.

9.3 Remco discretion

The Remco may exercise its discretion to determine the fault termination or no fault termination status of participants for any reason not contemplated in the Plan, including in the case of mutual separation agreements, in its sole and absolute discretion.

9.4 Transfer within the Group

- 9.4.1 Where a participant is transferred from one Employer Company to another Employer Company within the Group:
- 9.4.1.1 all Awards granted to such participant by the first Employer Company will remain in force on the same terms and conditions as set out in the Plan; and
- 9.4.1.2 the second Employer Company will assume a pro rata portion of the first Employer Company's obligations in respect of the relevant Awards in consideration for obtaining the participant's services from the first Employer Company.

10. **REDUCTION AND FORFEITURE (MALUS) AND CLAWBACK**

- 10.1 The Remco may exercise its discretion to determine that an Award is subject to reduction or forfeiture (in whole or in part) (Malus) if certain trigger events occur before the exercise date. If the Remco determines that all or a portion of the participant's Award shall be forfeited, that Award shall be forfeited with effect from the date of the determination. The Remco may postpone the settlement date in respect of any participant's Award if, at the settlement date, there is an ongoing investigation or other procedure being carried on to determine whether the reduction and forfeiture provisions apply in respect of a participant or an Award.
- 10.2 The Remco may exercise its discretion to require a participant to repay the exercise value net of tax deducted (in whole or in part) to the Company (Clawback) if certain trigger events occurred prior to the award date or settlement date, but were only discovered within two (2) years of the settlement date.
- 10.3 Malus and Clawback triggers events are detailed in the award letter as well as well the procedure to be followed by the Remco in applying Malus and/or Clawback.

11. **ADJUSTMENTS**

11.1 Variation of share capital

- 11.1.1 If the Company makes a Special Distribution (as contemplated in the Plan rules) and/or if the Company restructures its capital in that it –
- 11.1.1.1 undertakes a conversion, redemption, subdivision or consolidation of its ordinary share capital such adjustment shall be made to the number of equity securities in the Company Limit and the number of unvested Awards held by participants as may be determined to be fair and reasonable to the participants concerned by the Remco, provided that any adjustments shall give a participant the entitlement to the same proportion of the equity capital as they were previously entitled;
- 11.1.1.2 undertakes a bonus or capitalisation issue or undertakes a rights offer, an adjustment shall be made to the number of equity securities in the Individual Limit and the number of unvested Awards held by participants as may be determined to be fair and reasonable to the participants concerned by Remco, provided that any adjustments shall give a participant the entitlement to the same proportion of the equity capital as they were previously entitled;
- 11.1.2 The Company's auditors will confirm to the JSE, in writing, that any adjustments made are in accordance with the provisions of the Plan. Such written confirmation will be provided to the JSE at the time that the adjustments are finalised.
- 11.1.3 No adjustments shall be required in the event of the issue of equity securities as consideration for an acquisition, the issue of securities for cash and the issue of equity securities for a vendor consideration placing.
- 11.1.4 Any adjustments made will be reported in the Company's annual financial statements in respect of the financial year during which the adjustment is made.

11.2 Change of Control

- 11.3 In the event of a Change of Control (as contemplated in the Plan rules) and subject to the provisions of the Plan rules, the rights of participants under the Plan are to be accommodated on a basis which shall be determined by the Remco to be fair and reasonable to participants. Remco may determine, in its sole discretion, that all or a portion of a participant's unvested Award shall vest early on the Change of Control date.
- 11.4 In respect of the pro-rated vesting of Awards the portion of the Award which vests will reflect the number of complete months served between the award date and the Change of Control date, divided by the total number of months in the employment period.

11.5 The balance of the Awards will continue in force, based on the original terms and conditions, unless the Remco determines that this is not feasible, and in this case, they will be adjusted or converted for replacement Awards provided that the participant is no worse off because of such adjustment or replacement.

12. LIQUIDATION

If the Company is placed in final liquidation, the company secretary of the Company will notify the participant thereof in writing and all Awards that have not vested at the date of notification will be forfeited.

13. AMENDMENT OF THE PLAN

13.1 Subject to approval of the Board and every stock exchange on which the Company shares are listed, the Remco may amend any of the provisions of the Plan; provided that no amendment affecting the rights of any participant shall be effected without their prior written consent, and provided further that no such amendment affecting any of the following matters shall be competent unless it is sanctioned by ordinary resolution of 75% (seventy-five percent) of the shareholders of the Company in a general meeting, excluding all of the votes attached to shares owned or controlled by existing participants in the Plan

13.1.1 the definition of eligible employees and participants;

13.1.2 the definition of Award Price;

13.1.3 the total number of shares which may be received for the purpose of or pursuant to the Plan;

13.1.4 the maximum number of shares which may be received by any participant in terms of the Plan;

13.1.5 the voting, dividend, transfer or other rights (including rights on liquidation of the Company) which may attach to any or Award;

13.1.6 the provisions in the Plan rules dealing with the rights (whether conditional or otherwise) in and to the Awards of participants who leave the employment of the Group prior to vesting;

13.1.7 the basis for determining the Awards in terms of these rules;

13.1.8 the treatment of Awards in instances of mergers, takeovers or corporate actions;

13.1.9 the termination rights of participants; and

13.1.10 the provisions of this paragraph 16.

13.2 Subject to approval from the JSE, minor amendments for the benefit of administration of the Plan, taking changes to Applicable Laws into account and amendments for tax purposes are excluded from the formal approvals required.

14. REACQUISITION

If, in terms of any provision of the Plan, any award or portion of an award is deemed to have been reacquired from a participant by or on behalf of the Company (where such award has been forfeited or lapsed prior to vesting), the Company is hereby irrevocably and in rem suam nominated, constituted and appointed as the sole attorney and agent of the participant concerned in that participant's name, place and stead to sign and execute all such documents and do all such things as are necessary for that purpose.

15. GENERAL

A copy of the Plan rules will be available for inspection at the registered offices of the Company during normal business hours on any business day from Thursday, 16 November 2023 up to and including Thursday, 14 December 2023.

16. GENERAL MEETING

A Notice convening a General Meeting of Premier Shareholders is attached to and forms part of this Circular. The General Meeting will be held electronically (online) through the "Computershare" Platform. on Thursday, 14 December 2023 at 10:00, or at any other adjourned or postponed date and time determined in accordance with the provisions of the Companies Act as read with the JSE Listings Requirements to consider and, if deemed fit, to pass, with or without modification, the requisite ordinary resolutions to approve and implement the Plan.

17. DOCUMENTS AVAILABLE FOR INSPECTION

The rules of the Plan are available for inspection from Thursday, 16 November 2023 to Thursday, 14 December 2023 at the Company's registered office, Premier Head Office, Building 5, Maxwell Office Park, Magwa Crescent West, Waterfall City, Midrand, 2090, Johannesburg during normal business hours.

18. RESPONSIBILITY STATEMENT

The directors, whose names are set out on page 7 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no other facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the JSE Listings Requirements.

Signed at Johannesburg by and/or on behalf of Premier in terms of a Board resolution.

By order of the Board

Margaretha Stoltz
Company Secretary

Thursday, 16 November 2023



Premier

Premier Group Limited

(Incorporated in the Republic of South Africa)
 (Registration number 2007/016008/06)
 JSE share code: PMR ISIN: ZAE000320321
 (“Premier” or “the Company”)

NOTICE CONVENING GENERAL MEETING

The definitions and interpretations commencing on page 5 of the Circular apply, *mutatis mutandis*, to this Notice convening General Meeting (and the attached proxy form and its notes)

NOTICE IS HEREBY GIVEN of a General Meeting of Premier Shareholders to be held at the following time and place:

Date of the General Meeting	Thursday, 14 December 2023 at 10h00 am (SAST)
Location of the General Meeting	Electronically through the Platform

2023

Circular incorporating notice of General Meeting distributed to Shareholders on	Thursday, 16 November
Circular incorporating notice of General Meeting announced on SENS on	Thursday, 16 November
Last day to trade in order to be eligible to attend and vote at the General Meeting	Tuesday, 5 December
Record date in order to be eligible to attend and vote at the General Meeting	Friday, 8 December
Proxies requested, for administrative purposes by 10h00 on	Tuesday, 12 December
General Meeting to be held entirely electronically at 10h00 on	Thursday, 14 December
Results of General Meeting announced on SENS on	Thursday, 14 December

Resolutions

The resolutions to be proposed at the General Meeting (the **Resolutions**), and the corresponding explanatory notes, are set out below.

The directors of the Company unanimously recommend that you vote in favour of the Resolutions.

Action to be taken by Shareholders

Date on which proxies must be received (for administrative purposes) Tuesday, 12 December 2023 at 10h00 SAST to attend and vote at the meeting

ORDINARY RESOLUTION NUMBER 1: ADOPTION OF THE PREMIER SHARE APPRECIATION RIGHTS PLAN

“**Resolved that** the Premier Share Appreciation Rights Plan, the salient terms of which have been set out in this Circular and tabled at this General Meeting and the full rules of which have been made available for inspection at the Company’s registered offices) be and is hereby approved.”; and

The directors of the Company be and are hereby authorised to take all such steps as may be necessary for the establishment and implementation of the Plan, including the allotment and issue of ordinary shares in the capital of the Company on the terms and conditions set out in the Plan, to participants of the Plan.

The Remco, in consultation with management and external professionals, has considered best market practice and the potential cost implications of the proposed Plan. Accordingly, the Remco has proposed, and the Board has approved, the Plan (the salient features of which are set out in the Circular to which this notice of General Meeting is attached) for implementation by the Board subject to Shareholder approval as required in terms of the JSE Listings Requirements.

A copy of the rules of the Plan will be available for inspection during normal business hours at the Company's registered office.

Please note that in terms of the JSE Listing Requirements, the resolution requires the support of 75% of the votes cast by all equity security holders present or represented by proxy at the General Meeting.

ORDINARY RESOLUTION NUMBER 2: AUTHORITY

“Resolved that any director of the Company be and is hereby authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of ordinary resolution number 1.”

This resolution requires the support of a majority of the voting rights exercised on the resolution.

Identification

In terms of section 63(1) of the Companies Act, all General Meeting participants will be required to provide identification reasonably satisfactorily to the chairman of the General Meeting, who must be reasonably satisfied that the right of that person to attend, participate in and vote at the General Meeting as a Shareholder, as a proxy or as a representative of a Shareholder, has been reasonably verified. Accepted forms of identification include valid driver's licences, identity documents and passports.

Electronic Participation

As Premier will be holding the General Meeting entirely electronically as contemplated in section 63(2)(a) of the Companies Act, Shareholders may attend electronically (online) through the Platform. While Shareholders attending the General Meeting online will be able to view the meeting, vote and ask questions in real time, they are encouraged to submit questions in advance by emailing companysecretary@premierfmcg.com by 10h00 on Wednesday, 13 December 2023. These questions will be addressed at the General Meeting.

Shareholders (or their proxies) wishing to participate in the General Meeting online will need to register on <https://meetnow.global/za> by clicking on the Premier logo or by submitting a written notice via email to Computershare at proxy@computershare.co.za and are encouraged to do so by no later than 10h00 on Tuesday, 12 December 2023, to enable Computershare to verify the Shareholder's identity and grant it (or its proxy) access to the Platform. A Shareholders' guide to General Meeting participation is set out in **Annexure B** of the Circular, as well as under the investor relations tab on the Company's website, www.premierfmcg.com.

Shareholders will have no claim against the Company, Computershare or third-party service providers for any loss, damage, penalty or claim arising in any way from the use or possession of the electronic communication services or any defect in them or from total or partial failure of the electronic communication services and connections linking the participant via the electronic communication services to the General Meeting.

Quorum and Voting Requirements

A quorum for the purposes of considering the Resolutions to be proposed at the General Meeting shall consist of three Shareholders of the Company, personally present (electronically) or represented by proxy(ies) and entitled to vote at the General Meeting. In addition, a quorum shall comprise 25% of all voting rights entitled to be exercised by Shareholders in respect of the Resolutions to be proposed at the General Meeting. Voting will be by way of a poll, and every Shareholder of the Company, present or represented by proxy(ies), shall have one vote for every Share held in the Company by such Shareholder.

Appointment of Proxies

Each Shareholder is entitled to appoint one or more proxy(ies) (who need not be a Shareholder(s) of the Company) to participate, speak and vote in their stead at the General Meeting.

Any appointment of a proxy(ies) must be effected by using the form of proxy attached as an annexure to the notice of General Meeting attached as Annexure A to this Circular. **This form of proxy is for use by Certificated Shareholders and (own-name) Dematerialised Shareholders only.** In the interest of efficiency, Shareholders are kindly requested to submit completed forms of proxy to Computershare at proxy@computershare.co.za and ensure that their proxies are registered for electronic participation in the General Meeting through the Platform as contemplated above, by 10h 00 on Tuesday, 12 December 2023. Any forms of proxy not lodged by this time must be emailed to Computershare (and the proxy registered for participation through the Platform) prior to the proxy exercising a shareholder's right at the General Meeting.

Unless revoked before then, a signed form of proxy shall remain valid at any adjournment or postponement of the General Meeting and the proxy so appointed shall be entitled to vote, as indicated on the form of proxy, on any resolution (including any resolution which is amended). Any registered Shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote electronically at the General Meeting should the Shareholder subsequently decide to do so.

Dematerialised Shareholders with own-name registration and Certificated Shareholders

Shareholders holding Dematerialised Shares without 'own name' registration as at the Record Date:

- may vote at and attend the General Meeting by electronic participation on the Platform. Such Shareholders must register online using the online registration portal at <https://meetnow.global/za> or submitting a written notice via email to Computershare at proxy@computershare.co.za. Following successful registration, Computershare will provide shareholders with an invitation code in order to connect electronically to the General Meeting; or
- may vote at but not attend the General Meeting by electronic participation. Such shareholders may appoint a proxy or two or more proxies (who need not be a Shareholder) to represent them at the General Meeting, Such proxies must register online using the online registration portal at <https://meetnow.global/za>. Following successful registration, Computershare will provide such proxies with an invitation code in order to connect electronically to the General Meeting.

Dematerialised Shareholders without own-name registration

Shareholders holding Dematerialised Shares without 'own name' registration as at the Record Date:

- may vote at and attend the General Meeting by electronic participation. Such shareholders must request their CSDP or broker to issue them (or their proxy(ies)) with the necessary authority (i.e., a letter of representation or letter of electronic participation) in terms of the relevant custody agreement/mandate entered into between them and thereafter register online using the online registration portal at <https://meetnow.global/za>. Following successful registration, Computershare will provide shareholders with an invitation code in order to connect electronically to the General Meeting; or
- may vote at but not attend the General Meeting in person or by electronic participation. Such shareholders must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them.

Premier does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be conducted thereat.

Margaretha Stoltz
Company Secretary

Thursday, 16 November 2023



Premier

Premier Group Limited

(Incorporated in the Republic of South Africa)
(Registration number 2007/016008/06)
JSE share code: PMR ISIN: ZAE000320321
("Premier" or "the Company")

FORM OF PROXY

Form of proxy for use by holders of shareholders at the General Meeting of the Company to be held electronically through the Computershare interactive meeting platform, details of which are set out in Annexure B to this Circular 10h00 SAST on Thursday, 14 December 2023.

This form of proxy is for use by Certificated Shareholders and (own-name) Dematerialised Shareholders. Dematerialised shareholders, other than those with 'own-name' registration, who are unable to attend the General Meeting, but who wish to vote, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that Shareholder and the CSDP or broker, and must not complete this form.

I/We _____ (full name(s) in block capitals)

of _____ (address in block capitals)

being a Shareholder(s) of the Company, hereby appoint the Chairman of the General Meeting and grant authority to the Chairman to appoint any such person to act in his stead whom he deems fit, failing whom

_____ (name and address of proxy in block capitals)

as my/our proxy to attend, and on a poll, vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10:00 am SAST on Thursday, 14 December 2023 and at any adjournment thereof.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. Please indicate which way you wish your proxy to vote by ticking the appropriate box alongside each resolution (see note 2 below).

ORDINARY RESOLUTIONS	*For	*Against	*Vote withheld
Resolved that, the Premier Share Appreciation Rights Plan, the salient terms of which have been set out in this Circular and tabled at this meeting and the full rules of which have been made available for inspection at the Company's registered offices, be and is hereby approved.; and The directors of the Company be and are hereby authorised to take all such steps as may be necessary for the establishment and implementation of the Plan, including the allotment and issue of ordinary Shares in the capital of the Company on the terms and conditions set out in the Plan, to participants of the Plan.			
Resolved that, any director of the Company be and is hereby authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of ordinary resolution number 1.			

* Please indicate how you wish your proxy to vote by placing a tick on the appropriate box. If you do not do so, your proxy will abstain or vote for or against the ordinary resolution(s) at his or her discretion.

Signature _____

Date _____

NOTES TO THE FORM OF PROXY

SUMMARY OF SHAREHOLDERS' RIGHTS IN RESPECT OF PROXY APPOINTMENTS AS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

Please note that in terms of section 58 of the Companies Act:

1. This form of proxy must be in writing, dated and signed by the Shareholder appointing the proxy.
2. A Shareholder may appoint an individual(s) as a proxy or proxies, including an individual who is not a Shareholder of the Company, to participate in, and speak and vote at the General Meeting, on their behalf.
3. This form or proxy should be delivered to the Company, or to the Company's Transfer Secretaries, Computershare Investor Services Proprietary Limited (Computershare), before a shareholders' proxy exercises any of their voting rights as a Shareholder at the General Meeting. Any form of proxy not received by the Company or Computershare must be emailed to Computershare (and the proxy registered for participation through the Platform) before a proxy may exercise any of the Shareholder's voting rights as a Shareholder at the General Meeting.
4. The appointment of a Shareholder's proxy or proxies will be suspended at any time to the extent that he/she chooses to act directly and in person in the exercise of any of his/her rights as a Shareholder at the General Meeting.
5. The appointment of a proxy is revocable and accordingly a Shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of a proxy's authority to act on a shareholders' behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the proxy and the Company as aforesaid.
6. If this form of proxy has been delivered to the Company and for as long as the appointment remains in effect, any notice that is required by the Companies Act or the Company's MOI to be delivered by the Company to the shareholder, must be delivered by the Company to the Shareholder or to his/her proxy or proxies if the Shareholder has, in writing, directed the Company to do so and has paid any reasonable fee charged by the Company for doing so.
7. A shareholders' proxy is entitled to exercise, or abstain from exercising, any of the shareholders' voting rights without direction at the General Meeting, except to the extent that this form of proxy provides otherwise.
8. The appointment of a shareholders' proxy remains valid only until the end of the General Meeting or any adjournment or postponement thereof, unless it is revoked by the Shareholder before then on the basis set out above.

EXPLANATORY NOTES

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/s provided, with or without deleting 'the chair of the General Meeting', but any such deletion must be initialled by the shareholder. Should this space be left blank, the chair of the General Meeting will exercise the proxy. The person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A proxy may not delegate his/her authority to act on behalf of the Shareholder to another person.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of an 'X' or the relevant number of votes exercisable by the Shareholder in the appropriate boxes provided. An 'X' in the appropriate boxes provided indicates the maximum number of votes exercisable by that Shareholder. 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 Shareholders' exercisable votes. A Shareholder or proxy is not obliged to use all the votes exercisable by the Shareholder, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Shareholder or proxy.
4. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled.
5. 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 Computershare or waived by the chair of the General Meeting.
6. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered with Computershare.
7. A company holding Shares in the Company that wishes to attend and participate at the General Meeting should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with Computershare prior to the meeting.
8. Where there are joint holders of Shares, any one of such holders may vote at any meeting in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint holders is present or represented at the meeting, the joint holder whose name appears first in the Shareholders Register, or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. On a poll, a Shareholder who is present in person or represented by a proxy or proxies shall be entitled to one vote in respect of each Share he or she holds in the Company.
10. The chair of the General Meeting may reject or accept any form of proxy 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 the Shareholder wishes to vote.
11. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy or proxies appointed in terms hereof.
12. In the interests of efficiency, forms of proxy are requested to be emailed to Computershare at proxy@computershare.co.za, by 10h00 on Tuesday, 12 December 2023. Any forms of proxy not received by this time must be emailed to Computershare (and the proxy registered for participation through the Platform) prior to the proxy exercising a shareholders' rights at the General Meeting.

SHAREHOLDERS GUIDE TO GENERAL MEETING PARTICIPATION



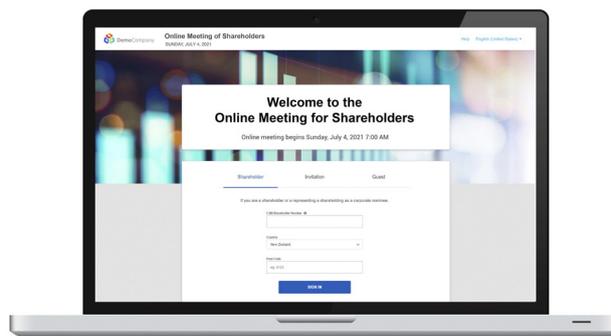
HOW TO PARTICIPATE IN VIRTUAL MEETINGS

Attending the meeting online

Our online meetings provide you with the opportunity to participate online using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



Visit <https://meetnow.global/za>



Access

Access the online meeting at <https://meetnow.global/za>, select the applicable meeting from the drop down option. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Invitation' on the login screen and enter the applicable information as per your invitation. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select 'Guest' on the login screen. As a guest, you will be prompted to complete all the relevant fields, including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

Contact



If you have any issues accessing the website please email proxy@computershare.co.za.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.

