

PREMIER GROUP LIMITED  
(formerly Premier Group Proprietary Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number 2007/016008/06)  
ISIN: ZAE000320321  
Share Code: PMR  
("Premier" or "Company")

## **CHANGES TO THE BOARD OF DIRECTORS AND RECONSTITUTION OF BOARD COMMITTEES**

### **CHANGES TO THE BOARD OF DIRECTORS**

In compliance with paragraph 3.59 of the JSE Listings Requirements, shareholders are advised that Mr Corrie Roodt has elected to resign as Chairman of the Premier Board of Directors (**Board**) with effect from and following the conclusion of the Company's Annual General Meeting (**AGM**) to be held on Tuesday, 5 September 2023. Mr Roodt successfully chaired the Company and ushered it into its new listed phase and will for continuity and to ensure an effective succession process, remain an independent, non-executive director of the Board until 31 March 2024 (i.e.: until the end of the Company's current financial year).

The Board wishes to express its sincere gratitude and appreciation to Mr Roodt for his dedication, outstanding guidance and wise stewardship over his 12-year tenure with Premier and looks forward to his continued contribution to the Company going forward.

Mr laan van Heerden, currently a non-executive director, has been appointed as the new Chairman of the Board with effect from the conclusion of the AGM. Mr van Heerden has been an important and integral part of the Board since his appointment in June 2021 and the Company is confident that he will ably lead the Board in the future.

In compliance with King IV and paragraph 3.84(b) of the JSE Listings Requirements, Ms Faith Khanyile, currently an independent non-executive director, has been appointed as the Company's Lead Independent Director. This appointment will similarly take effect from the conclusion of the AGM.

In addition, Mr Rolf Hartmann has informed the Board that he will not make himself available for re-election at the AGM and will accordingly resign as a director of the Board with effect from the conclusion thereof. Following his resignation from the Board, he will simultaneously resign as a member of the Audit and Risk and Social and Ethics Committees, and as the Chair and a member of the Remuneration and Nomination Committee.

Mr Hartmann has served on the Board for a period of 16 years and has made an important and significant impact on Premier. The Board would like to sincerely thank Mr Hartmann for his loyalty and meaningful contribution and wishes him well in his future endeavours.

Finally, in accordance with clause 36.2 of the Company's Memorandum of Incorporation, the appointment of Mr Peter Hayward-Butt as an alternate director to Mr Hartmann, will similarly terminate with effect from the conclusion of the AGM. Simultaneous to this termination, and subject to shareholder approval, Mr Hayward-Butt will be appointed as an alternate director to Mr Jonathan Matthews, a current non-executive director of the Board.

### **RECONSTITUTION OF BOARD COMMITTEES**

Pursuant to the above, and with effect from the conclusion of the AGM, the following changes have been made to the composition of Board committees:

- Ms Faith Khanyile has been appointed as a member of the Social and Ethics Committee; and
- Mr Jonathan Matthews has been appointed as the Chairman and a member of the Remuneration and Nomination Committee.

The Board committees will therefore be reconstituted as follows:

**Audit and Risk Committee:**

Mr Harish Ramsumer (Chairman)  
Ms Faith Khanyile  
Mr Jonathan Matthews

**Social and Ethics Committee:**

Mr Wandile Sihlobo (Chairman)  
Ms Faith Khanyile  
Mr Jonathan Matthews

**Remuneration and Nomination Committee:**

Mr Jonathan Matthews (Chairman)  
Mr Corrie Roodt  
Mr Iaan Van Heerden

All Board committees will remain duly constituted following the above changes and with assistance from the Remuneration and Nomination Committee, the Board will continue to ensure that the knowledge, skills, experience, diversity, independence and size of the Board allows it to objectively and effectively discharge its governance role and responsibilities.

Johannesburg  
7 August 2023

Sponsor  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)