

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")

REVISED NOTICE OF ANNUAL GENERAL MEETING

Shareholders are referred to the Notice of Annual General Meeting and Form of Proxy which were distributed to shareholders with the Integrated Annual Report on 28 July 2023 (**Original Notice**).

Since the publication thereof, and further to the announcement released on SENS on 7 August 2023 wherein shareholders were advised of, *inter alia*, changes to the composition of the Premier Board of Directors (**Board**) and to the Board's committees, the Original Notice has been amended and a revised Notice of Annual General Meeting (**Revised Notice**) and updated Form of Proxy have been published on the Company's website <https://www.premierfmcg.com/investors/results-reports> and distributed to shareholders today, 8 August 2023.

The reasons for the publication of the Revised Notice are as follows:

Ordinary Resolution Number 1:

Mr Rolf Hartmann had been nominated to retire by rotation and to be re-elected as a non-executive director of the Company in terms of Ordinary Resolution Number 1 of the Original Notice. As referred to in the announcement released on SENS on 7 August 2023, Mr Hartmann will no longer be making himself available for re-election at the Company's Annual General Meeting to be held on Tuesday, 5 September 2023 (**AGM**) and will accordingly resign at the conclusion thereof. In addition, in accordance with clause 36.2 of the Company's Memorandum of Incorporation (**MOI**), the appointment of Mr Peter Hayward-Butt as an alternate director to Mr Hartmann will terminate upon Mr Hartmann's resignation.

Accordingly, Ordinary Resolution Number 1 of the Original Notice has been withdrawn and replaced with Ordinary Resolution Number 1 of the Revised Notice, the latter of which deals with the appointment of Mr Peter Hayward-Butt as an alternate director to Mr Jonathan Matthews in accordance with clause 66(4)(b) of the Companies Act, No. 71 of 2008, as amended, and clauses 35.2 and 36.1 of the Company's MOI.

Ordinary Resolution Number 4.1:

Ordinary Resolution Number 4.1 of the Original Notice proposed the appointment of Mr Rolf Hartmann as a member of the Audit and Risk Committee. Due to Mr Hartmann's resignation from the Board, his name has been substituted with that of Mr Jonathan Matthews in Ordinary Resolution Number 4.1 of the Revised Notice.

The Board is satisfied that Mr Matthews meets the requirements of section 94(4) of the Companies Act, as well as the minimum qualification requirements for a member of an audit committee.

Ordinary Resolution Number 5.1:

Ordinary Resolution Number 5.1 of the Original Notice proposed the appointment of Mr Rolf Hartmann as a member of the Social and Ethics Committee. Due to Mr Hartmann's resignation from the Board, his name has been substituted with that of Ms Faith Khanyile in Ordinary Resolution Number 5.1 of the Revised Notice.

Updated Form of Proxy:

An updated Form of Proxy incorporating the aforementioned changes accompanies the Revised Notice. Shareholders who have already submitted their Forms of Proxy to the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, are encouraged to re-submit the revised Form of Proxy that forms part of the Revised Notice.

Shareholders are advised that Premier's AGM will still be held in hybrid format, both electronically (online) through the interactive meeting platform of Premier's transfer secretaries, Computershare Investor Services Proprietary Limited, as well as in person at the Premier Head Office, Building 5, Maxwell Office Park, Magwa Crescent West, Waterfall City, Midrand, Johannesburg at 14h00 on Tuesday, 5 September 2023, to transact the business set out in the Revised Notice, which replaces the Original Notice *in toto*.

The Company's 2023 integrated report, distributed to shareholders on 28 July 2023, in conjunction with the Original Notice, remains available on the Company's website: <https://www.premierfmcg.com/investors/results-reports>

SALIENT DATES

Shareholders are advised to note the following salient dates and activities leading up to the AGM date:

	2023
Record date to be eligible to receive the Revised Notice	Friday, 28 July
Distribution of Revised Notice (including summary AFS)	Tuesday, 8 August
Last day to trade to be eligible to attend and vote at the AGM	Tuesday, 22 August
Record date to be eligible to participate and vote at the AGM	Friday, 25 August
Forms of proxies due at 14h00 (for administration purposes)	Friday, 1 September

Johannesburg
8 August 2023

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