BKB LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1998/012435/06)
Share Code: 4ABKB
ISIN: ZAE400000069
("**BKB**" or "**the Company**")

BOARD OF DIRECTORS

G E J Kingwill *(Chairman)**#
J E Stumpf *(Managing Director)*
E A Meyer *(Vice-Chairman)**#
J G Louw*#
J F Janse van Rensburg#
A S du Toit *(Executive Director)*
J A van Niekerk *(Financial Director)*
C F Fick#
C D Hobson*#
M C Mogase*#
P Monki *(Human Resources Director)*
V Pillay*#
J D K Reynolds*#
H C Staple*#

* *Independent*
\# *Non-executive*

NOTICE OF TWENTY NINTH ANNUAL GENERAL MEETING OF BKB SHAREHOLDERS

Notice is hereby given in terms of section 62(1) of the Companies Act, no 71 of 2008, as amended ("**the Companies Act**"), that the Twenty Ninth Annual General Meeting of the shareholders of the Company will be held at **14:00** at the BKB Building, 61 Grahamstown Road, Gqeberha on **Wednesday, 18 November 2026** ("**Annual General Meeting**" or "**AGM**") (the "**Notice**").

(The Company apologises if any shareholder received a version of this Notice of Annual General Meeting that is not in their first language. A copy of this Notice of Annual General Meeting (both in English and Afrikaans) will also be made available for download from the Company's website at www.bkb.co.za.)

PURPOSE OF THE ANNUAL GENERAL MEETING

The purpose of the AGM is:

i. to present the audited annual financial statements of the Company for the year ended 30 June 2026, incorporating the remuneration report, the reports of the directors and the audit and risk committee. The full annual financial statements have been made available on BKB's website at www.bkb.co.za, and may also be requested and obtained in person, at no charge, at the registered offices of BKB during office hours.

ii. to consider and, if deemed fit, approve, with or without modification, the ordinary and special resolutions set out in the agenda below; and

iii. to consider any matters raised by the shareholders of the Company, with or without advance notice to the Company.

AGENDA

The quorum requirement for Ordinary Resolution Numbers 1 to 18 (both inclusive) and Special Resolution Numbers 1 to 4 (both inclusive) is:

- *The presence of at least 3 (three) shareholders and sufficient persons present to exercise, in aggregate, at least 25% (twenty five percent) of all the voting rights entitled to be exercised on such resolution.*
- *In order for the Ordinary Resolutions to be adopted, the support of more than 50% (fifty percent) of the votes exercised on the resolutions is required.*
- *In order for the Special Resolutions to be adopted, the support of at least 75% (seventy five percent) of the votes exercised on the resolutions is required.*

ORDINARY RESOLUTIONS

1. REAPPOINTMENT OF EXTERNAL AUDITOR

Ordinary Resolution Number 1

Resolved that, the reappointment of PricewaterhouseCoopers Inc, who is independent of the Company, on the recommendation by the audit and risk committee of the Company, as the Company's external auditor is approved. It is noted that Mr. R Stanham is the individual registered auditor who will undertake the audit for the financial year ending 30 June 2027.

The reason for Ordinary Resolution Number 1 is that the Company, being a public company, must have its annual financial statements audited by an auditor and such auditor must be appointed or reappointed, as the case may be, at each annual general meeting of the Company as required by the Companies Act.

2. REAPPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Ordinary Resolution Number 2

Resolved that, Mr. E A Meyer, subject to his reappointment as a director of the Company in terms of Ordinary Resolution Number 10, being an independent non-executive director of the Company, be and is hereby reappointed as a member of the Company's audit and risk committee for the financial year ending 30 June 2027.

3. REAPPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Ordinary Resolution Number 3

Resolved that, Mr. H C Staple, being an independent non-executive director of the Company, be and is hereby reappointed as a member of the Company's audit and risk committee for the financial year ending 30 June 2027.

4. REAPPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Ordinary Resolution Number 4

Resolved that, Mr. J G Louw, being an independent non-executive director of the Company, be and is hereby reappointed as a member of the Company's audit and risk committee for the financial year ending 30 June 2027.

5. REAPPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Ordinary Resolution Number 5

Resolved that, Mr. J F Janse van Rensburg, being a non-executive director of the Company, be and is hereby reappointed as a member of the Company's audit and risk committee for the financial year ending 30 June 2027.

The reason for Ordinary Resolutions Numbers 2 to 5 (inclusive) is that the Company, being a public company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or reappointed, as the case may be, at each annual general meeting of a company.

Additional information in respect of Ordinary Resolutions Number 2 to 5

The directors referred to in Ordinary Resolutions Number 2 to 5 (inclusive) have appropriate academic qualifications or experience in one or more of the following areas, i.e., economics, law, corporate governance, finance, accounting, commerce or industry.

Brief CVs of Messrs. J F Janse van Rensburg, H C Staple, J G Louw and E A Meyer are included on pages 58 & 59 of the Annual Report 2026, which is available for download on BKB's website at www.bkb.co.za.

6. REAPPOINTMENT OF MEMBER OF THE SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE OF THE COMPANY

Ordinary Resolution Number 6

Resolved that, Mr. V Pillay, subject to his reappointment as a director of the Company in terms of Ordinary Resolution Number 11, being an independent non-executive director of the Company, be and is hereby reappointed as a member of the Company's social, ethics and sustainability committee for the financial year ending 30 June 2027.

7. REAPPOINTMENT OF MEMBER OF THE SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE OF THE COMPANY

Ordinary Resolution Number 7

Resolved that, Mr. G E J Kingwill, subject to his reappointment as a director of the Company in terms of Ordinary Resolution Number 9, being an independent non-executive director of the Company, be and is hereby reappointed as a member of the Company's social, ethics and sustainability committee for the financial year ending 30 June 2027.

8. REAPPOINTMENT OF MEMBER OF THE SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE OF THE COMPANY

Ordinary Resolution Number 8

Resolved that, Mr. C F Fick, being a non-executive director of the Company, be and is hereby reappointed as a member of the Company's social, ethics and sustainability committee for the financial year ending 30 June 2027.

The reason for Ordinary Resolutions Numbers 6 to 8 (inclusive) is that the Company, being a public company, must appoint a Social and Ethics committee and the Companies Act requires that the members of such social, ethics and sustainability committee be appointed, or reappointed, as the case may be, at each annual general meeting of a company.

Additional information in respect of Ordinary Resolutions Number 6 to 8

The directors referred to in Ordinary Resolutions Number 6 to 8 (inclusive) have appropriate academic qualifications or experience in one or more of the following areas, i.e. economics, law, corporate governance, finance, accounting, commerce or industry.

Brief CVs of Messrs. V Pillay, G E J Kingwill and C F Fick are included on pages 58 & 59 of the Annual Report 2026, which is available for download on BKB's website at www.bkb.co.za.

9. RETIREMENT AND RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 9

Resolved that, Mr. G E J Kingwill, who retires by rotation in terms of the Memorandum of Incorporation of the Company ("**Memorandum of Incorporation**") and, being eligible and offering himself for re-election, be and is hereby re-elected as a non-executive director of the Company.

A brief CV of Mr. G E J Kingwill is included on page 58 of the Annual Report 2026, which is available for download on BKB's website at www.bkb.co.za.

10. RETIREMENT AND RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 10

Resolved that, Mr. E A Meyer, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible and offering himself for re-election, be and is hereby re-elected as a non-executive director of the Company.

A brief CV of Mr. E A Meyer is included on page 58 of the Annual Report 2026, which is available for download on BKB's website *at www.bkb.co.za.*

11. RETIREMENT AND RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 11

Resolved that, Mr. V Pillay, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible and offering himself for re-election, be and is hereby re-elected as a non-executive director of the Company.

A brief CV of Mr. V Pillay is included on page 59 of the Annual Report 2026, which is available for download on BKB's website at www.bkb.co.za.

Additional information in respect of Ordinary Resolutions Number 9, 10 and 11

Clause 27.4.3.1 of the Memorandum of Incorporation provides that one third of the Company's non executive directors shall retire at every annual general meeting of the Company. Three directors will retire at the Annual General Meeting in such a manner, being Messrs. G E J Kingwill, E A Meyer and V Pillay. In terms of Ordinary Resolutions Number 9,10 and 11, Messrs. Kingwill, Meyer and Pillay, who are eligible for election, were the only nominations received to fill these vacancies.

12. ELECTION OF DIRECTOR

Ordinary Resolution Number 12

Resolved that, Mr. M C Mogase be and is hereby elected as a non-executive director of the Company on account of his expertise and experience as contemplated in clause 27.2.2.3 of the Memorandum of Incorporation.

A brief curriculum vitae is set out below:

Mr. Mogase is the Co-Founder and Executive Chairman of Maia Capital, established in 2020. Maia Capital is an asset management firm currently managing the Mezzanine Debt Impact Fund I, which focuses on financing businesses that advance the Sustainable Development Goals (SDGs). He is also the Co-Founder and former Executive Chairman of Vantage Capital Group, where he served from 1999 until December 2016.

A key figure in the development of private equity as an asset class in South Africa, Mr. Mogase played a pivotal role in the early growth of the sector and served as Chair of the Southern African Venture Capital Association (SAVCA) during its formative years. His business interests span multiple sectors, including mining, agriculture, wine, banking, financial services, technology, fast-food franchising and construction.

Mr. Mogase began his career in banking, holding roles at Nedbank and Absa, and completing a training programme at Chase Manhattan Bank in New York. He has served as a director on numerous listed and unlisted boards and continues to hold the following positions:

- *Sentinel Retirement Fund – Member, Investment Committee*
- *Third Way Investment Partners (Fund of Funds) – Chairman, Investment Committee*
- *University of Cape Town Foundation (Endowment Funds) – Trustee and Chairman*
- *Fluxrab Investments 72 (Family Holdings) – Director*
- *Epicurean Wines (Pty) Ltd – Director*

Mr. Mogase holds a Bachelor of Commerce degree from the University of Cape Town, has completed an Executive Development Programme at the City University of New York, and earned a Graduate Diploma in Corporate Governance from the Graduate Institute of Management Technology.

Additional information in respect of Ordinary Resolution Number 12

Clause 27.2.2.3 of the Memorandum of Incorporation provides that three non-executive directors may be appointed by the Board on account of their expertise and experience. Ms. T P Mthembu resigned during the year and the Board has appointed Mr. M C Mogase in her place.

13. ELECTION OF DIRECTOR

Ordinary Resolution Number 13

Resolved that, Mr. J D K Reynolds be and is hereby elected as a non-executive director of the Company.

A brief curriculum vitae is set out below:

Mr. Reynolds' career spans marketing, sales and procurement roles across South Africa and London, including Cape Gold, BKB Grainco, BKB Agrifin and Salvatore Ferragamo, with an academic background in Marketing Management from Boland College, Stellenbosch. He brings more than 20 years of public and industry leadership, having served as executive mayor and ward councillor of Beaufort West, chairman of Agri Nelspoort and vice chairman of the South African Mohair Growers Association.

Additional information in respect of Ordinary Resolution Number 13

The Board has the power to appoint or co-opt any person as director, whether to fill any vacancy on the board on a temporary basis, as set out in section 68(3), or as additional director, provided that any such appointment is subject to confirmation by the shareholders at the next annual general meeting in accordance with clause 27.2.3 of the Company MOI and section 70(3)(b)(i) of the Companies Act. In accordance with the provisions, the Board has appointed Mr. J D K Reynolds as director on 3 September 2026.

14. ELECTION OF EXECUTIVE DIRECTOR

To elect the following executive director, who has already been appointed by the Board, for purposes of complying with the provisions of the Company's memorandum of incorporation.

Ordinary Resolution number 14 – Election of Ms. P Monki

Resolved that, Ms. P Monki be and is hereby elected as an executive director of the Company as contemplated in clause 27.2.2.2 of the Memorandum of Incorporation.

A brief CV of Ms. Monki is included on page 60 of the Annual Report 2026, which is available for download on BKB's website at www.bkb.co.za.

Reason for Ordinary Resolution Numbers 14

The reason for Ordinary Resolution numbers 14 is for Shareholders to elect Ms. Monki as Director of the board pursuant to clauses 27.2.2.2 and 27.3.1 of the Memorandum of Incorporation.

15. GENERAL AUTHORITY TO ISSUE SHARES

Ordinary Resolution Number 15

Resolved that, in terms of clause 6.6.2 of the Memorandum of Incorporation, such a number of ordinary shares in the authorised but unissued share capital of the Company which as at the date of this Annual General Meeting represents 30% of the issued share capital of the Company minus one share (being 26 314 773 shares), be and are hereby placed under the control of the Board as a general authority until the next annual general meeting of the Company, for issue to such persons and on such conditions as the Board may deem fit, subject to the provisions of the Companies Act, the Memorandum of Incorporation and the listing requirements of Cape Town Stock Exchange Proprietary Limited ("**CTSE**") (to the extent applicable) and subject further to the following provisions:

- save to the extent that this general authority has been revoked and/or amended by shareholders in general meeting, the general authority shall be valid until the date of the next annual general meeting of the Company;
- in determining the price at which an issue of shares will be made in terms of this general authority, the Board shall have the necessary authority to make such a determination, provided that such determination is in accordance with the Companies Act, the Memorandum of Incorporation and the listings requirements of the CTSE ("**CTSE Listing Requirements**") (to the extent applicable).

Additional information in respect of Ordinary Resolution Number 15

The reason for and the effect of the resolution is to enable the Board to issue shares under circumstances that they deem fit.

16. WAIVER OF THE REQUIREMENT FOR THE INTERIM FINANCIAL INFORMATION OF THE COMPANY TO BE REVIEWED BY THE COMPANY'S REPORTING ACCOUNTANT

Ordinary Resolution Number 16

Resolved that, in accordance with paragraph 12.17.3 of the CTSE Listing Requirements, as a general mandate, to the extent required, the shareholders hereby specifically waive the requirement for the interim financial information of the Company for the six months ended 31 December 2026 to be reviewed by the Company's reporting accountant, it being recorded that the approval by the Board in respect of the aforementioned interim financial information shall be sufficient.

Additional information in respect of Ordinary Resolution Number 16

In terms of the CTSE Listing Requirements, issuers listed on the CTSE are required to have their interim financial information reviewed by their reporting accountants, unless shareholders specifically waive this requirement through passing an ordinary resolution at the Annual General Meeting.

17. APPROVAL OF REMUNERATION POLICY AND REMUNERATION REPORT

Ordinary Resolution Number 17

Resolved that, the remuneration policy of the Company, available on BKB's website at www.bkb.co.za, be and is hereby approved in accordance with the provisions of section 30A of the Companies Act.

Ordinary Resolution Number 18

Resolved that, the remuneration report of the Company, available on BKB's website at www.bkb.co.za, be and is hereby approved in accordance with the provisions of section 30B of the Companies Act.

Explanatory Note on Ordinary Resolutions Number 17 and 18

In terms of section 30A of the Companies Act, the remuneration policies of public companies are required to be presented to and approved by shareholders by way of an ordinary resolution adopted at the annual general meeting. The approved remuneration policy will remain in force for a period of three years from approval and must be approved every three years thereafter. Public companies may amend their remuneration policies earlier than the three-year expiry period provided that any material amendment is approved by ordinary shareholder resolution at a shareholders' meeting or annual general meeting.

In terms of section 30B of the Companies Act, public companies are required to prepare a remuneration report in respect of the previous financial year for presentation and approval by shareholders by way of ordinary resolution adopted at the annual general meeting.

Shareholders are accordingly requested to consider and approve the Company's remuneration policy and remuneration report, available on BKB's website at www.bkb.co.za, for approval.

In order for each of the above resolutions to be adopted, the support of more than 50% (fifty percent) of votes cast in respect of each such resolution by shareholders present or represented by proxy at the Annual General Meeting is required. In the event that ordinary resolution number 17 or ordinary resolution number 18 are not approved by Ordinary Resolution, the Remuneration Committee must, at the next annual general meeting, present an explanation on the manner in which the Shareholders' concerns have been taken into account, and the directors who are not involved in the day-to-day management of the business of the Company and who serve on the Remuneration Committee must stand for re-election as members of the Remuneration Committee at the annual general meeting at which the explanation is presented. If at the annual general meeting in the year immediately following the year in which a Remuneration Report was not approved by Ordinary Resolution, the Remuneration Report in respect of the previous financial year is also not approved by Ordinary Resolution of Shareholders, (i) the directors who are not involved in the day-today management of the business of the Company and who serve on the Remuneration Committee may continue to serve as directors provided they successfully stand for re-election at that annual general meeting; and (ii) will not be eligible to serve on the Remuneration Committee for a period of two years thereafter. The above provisions do not apply to members of the Remuneration Committee who have served for a period of less than 12 months in the year under review.

SPECIAL RESOLUTIONS

To consider and, if deemed fit, pass, with or without modification, the following special resolutions:

18. APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION – 2026/2027

Special Resolution Number 1

Resolved that, in accordance with section 66(9) of the Companies Act, the following fees be approved as the basis for calculating the remuneration of the non-executive directors for their services as directors of the Company for the financial year ending 30 June 2027:

	Proposed Fee for the year ending 30 June 2027	Fee for the year ending 30 June 2026
Chairperson of Board	R878 318	R856 895
Vice-chairperson	R584 474	R553 372
Directors and Audit Committee members	R445 672	R421 957
Directors and Human Resources and Social, Ethics and Sustainability Committee Members	R409 436	R387 649
Directors and Investment Committee Members	R395 331	R374 294
Chairperson of Audit Committee	R584 474	R553 372
Directors who are not Committee Members	R373 203	R353 344

Additional information in respect of Special Resolution Number 1

The reason for and the effect of the special resolution is to approve the basis for calculating the remuneration payable by the Company to its non-executive directors for their services as directors of the Company for the year ending 30 June 2027, in terms of section 66(9) of the Companies Act. The fees payable to the non-executive directors are calculated on an annual fee basis.

19. FINANCIAL ASSISTANCE FOR THE SUBSCRIPTION AND/OR PURCHASE OF SHARES IN THE COMPANY OR A RELATED OR INTER-RELATED COMPANY

Special Resolution Number 2

Resolved that, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, the Board be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("**financial assistance**" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act), that the Board may deem fit to any company or corporation that is related or inter-related to the Company ("**related**" or "**inter-related**", will herein have the meaning attributed to it in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the Board may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the Company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid during the period of two years commencing on the date of this special resolution.

Additional information in respect of Special Resolution Number 2

The reason for and effect of Special Resolution Number 2 is to grant the Board the authority, during the period of two years commencing on the date of this special resolution, to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation. This means that the Company is authorised, inter alia, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the Company or its subsidiaries.

A typical example of where the Company may rely on this authority is where a subsidiary raises funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its subsidiary to the third-party funder arising from the issue of the preference shares. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

20. GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED COMPANIES AND CORPORATIONS

Special Resolution Number 3

Resolved that, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the Company provides any direct or indirect financial assistance ("**financial assistance**" as contemplated in section 45(1) of the Companies Act) to any company or corporation that is related or inter-related to the company ("**related**" and "**interrelated**" will herein have the meanings attributed to such terms in section 2 of the Companies Act) on the terms and conditions and for amounts that the board may determine, provided that the aforementioned approval shall be valid until the next AGM of the Company. It being noted that, pursuant to the Companies Amendment Act, No. 16 of 2024, approval by shareholders for financial assistance to South African subsidiaries of the Company is no longer required under the Companies Act.

Additional information in respect of Special Resolution Number 3

The reason for and effect, if passed, of special resolution number 3 is to grant the Board the authority, until the next AGM of the Company, to provide direct or indirect financial assistance to any one or more related or inter-related companies or corporations of the Company.

Notice to shareholders of the Company, in terms of section 45(5) of the Companies Act, of a resolution adopted by the Board that authorises the Company to provide direct or indirect financial assistance.

- By the time this notice of AGM is delivered to shareholders, the Board will have adopted a resolution ("**Section 45 Board Resolution**") to authorise the Company at any time and from time to time during the period starting on the date of adopting this special resolution number 3 up to and including the date of the next AGM of the Company, to provide any direct or indirect financial assistance as contemplated in section 45 of the Companies Act, to any one or more related or inter-related companies or corporations of the Company.
- The Section 45 Board Resolution will only take effect when and to the extent that special resolution number 3 has been adopted by shareholders, and the provision of any such direct or indirect financial assistance by the Company, following such resolution, will always be subject to the Board being satisfied that: (i) immediately after providing such financial assistance the Company would satisfy the solvency and liquidity test in terms of section 45(3)(b)(i) of the Companies Act; and (ii) the terms under which such financial assistance is provided will be fair and reasonable to the Company as contemplated in section 45(3)(b)(ii) of the Companies Act.
- Inasmuch as the Section 45 Board Resolution contemplates that in total such financial assistance will exceed one-tenth of 1% (one percent) of the Company's net value as at the date of adopting the resolution, the Board hereby notifies the shareholders of the Section 45 Board Resolution. Such notice will also be given to any trade union representing the employees of the Company.

21. SHARE REPURCHASES BY BKB AND ITS SUBSIDIARIES

Special Resolution Number 4

Resolved that, the Company and the subsidiaries of the Company be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the Board may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the Memorandum of Incorporation and the CTSE Listing Requirements (to the extent applicable), including *inter alia*, that:

- the general repurchase of the shares may only be implemented through the order book operated by the CTSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the Company, unless revoked and/or amended by shareholders in general meeting;
- the general authority to repurchase is limited to a maximum of 5% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;
- a resolution has been passed by the Board approving the repurchase, that the Company and its subsidiaries ("**the BKB Group**") have satisfied the solvency and liquidity test as contemplated in the Companies Act and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the BKB Group;
- the general repurchase is authorised by the Memorandum of Incorporation;
- in regard to the price at which a general repurchase of shares will be implemented, the Board shall have the necessary authority to determine such price, noting that such acquisition may not be made at a price greater (premium) than 10% above the weighted moving average of the market value for the ordinary shares traded on the CTSE for 30 trading days immediately before the transaction is effected (the "**base**") or, to the extent that no such shares have traded in such 30-day period, the base may be determined in terms of a ruling of the CTSE;
- the Company may, at any point in time, only appoint one agent to effect any repurchase(s) on the Company's behalf;
- the Company may not effect a repurchase during any prohibited period as defined in terms of the CTSE Listing Requirements unless there is a repurchase programme in place, in writing and executed by an independent third party.

Additional information relating to Special Resolution Number 4

The reason for and effect of Special Resolution Number 4 is to grant the Board a general authority in terms of the Memorandum of Incorporation and the CTSE Listing Requirements (to the extent applicable) for the repurchase by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 4.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of their holding company.

For the avoidance of doubt, a pro rata repurchase by the Company from all its shareholders will not require shareholder approval, save to the extent as may be required by the Companies Act.

22. REPORT BY SOCIAL AND ETHICS COMMITTEE

The Company's Social and Ethics Committee Report, included in the audited annual financial statements of the Company available on BKB's website at www.bkb.co.za, will serve as the Social and Ethics Committee's report to the Company's shareholders on the matters within its mandate at the Annual General Meeting. Any specific questions to the Committee may be sent to the Company Secretary at jo.oosthuizen@bkb.co.za, prior to the Annual General Meeting.

23. REPORT BY REMUNERATION COMMITTEE

To present the remuneration policy and remuneration report of the Company to the shareholders of the Company. Please refer to BKB's website at www.bkb.co.za for the remuneration policy and the remuneration report.

24. TO TRANSACT ANY OTHER BUSINESS THAT MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING OR RAISED BY SHAREHOLDERS WITH OR WITHOUT ADVANCE NOTICE TO THE COMPANY.

ELECTRONIC VOTING ONLINE

Shareholders who are recorded in the securities register of the Company will be entitled to electronically cast their votes on the CTSE Registry Voting Portal, from the date of the Notice of AGM until the AGM, being Wednesday, 18 November 2026. Voting online will close once the last resolution to be voted on has been proposed at the AGM. Votes cast by shareholders who have submitted their votes prior to Voting Record Date and who subsequently disposed of their securities held in BKB, will be disregarded or amended to their new voting rights as on Voting Record Date (as defined below).

All shareholders will be able to register and/or Vote by accessing the CTSE Registry Voting Portal via the following link: https://ctseregistry.co.za and following the steps below.

Shareholders who cast their votes on the CTSE Registry Voting Portal and who do not attend the Annual General Meeting, would be regarded as voting by proxy, and as a result authorise the chairperson of the AGM to attend, speak and vote for each respective shareholder at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote in accordance with each respective shareholder's votes as exercised on the CTSE Registry Voting Portal in respect of BKB shares registered in each shareholder's name.

Steps to register for the Voting Online:

1. Access the CTSE Registry Voting Portal via the following link: https://ctseregistry.co.za;
2. Capture the shareholder's Email or Cell Phone number and request your OTP;
3. An OTP will be sent to the cell phone number you have entered on the previous screen which must be captured and submitted on the next screen;
4. You will be requested to submit or update your details;
5. Once completed, click on the elections tab on the left side of your screen;
6. A screen containing the AGM resolutions on which you need to vote will open;
7. You will be able to vote "*in Favour*", "*Against*" or "*Abstain*" for each resolution;
8. Make your choice and click "Submit Resolutions".

In the event shareholders would like to change or cancel their votes cast via the CTSE Registry Voting Portal, shareholders must do so at any time prior to the AGM resolutions being voted on at the AGM by updating their vote following the same process as set out above. Should you require any assistance with voting online or changing or cancellation of votes, please contact the CTSE Registry, being the Transfer Secretary on 011 100 8352 or by email at admin@ctseregistry.co.za. The Transfer Secretary must be informed prior to the commencement of the AGM, if a shareholder intends to change or cancel his/her votes at the AGM. For the avoidance of doubt, votes which are changed or cancelled by shareholders at the AGM will prevail and all previous votes submitted on the CTSE Registry Voting Portal will be deemed null and void.

Shareholders who experience any difficulty with registration for the Online Voting must please contact CTSE Registry, being the Transfer Secretary, on 011 100 8352 or by email at admin@ctseregistry.co.za for assistance to ensure that they are able to vote and access the meeting.

RECORD DATES

Notice Record Date

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities' register of the Company to receive notice of the Annual General Meeting is Friday, 9 October 2026.

Voting Record Date

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities' register of the Company to be able to attend, participate and vote at the Annual General Meeting is Friday, 13 November 2026. The last date to trade in order to be eligible to attend and vote at the Annual General Meeting is Tuesday, 10 November 2026.

APPROVALS REQUIRED FOR RESOLUTIONS

Ordinary Resolutions

The ordinary resolutions contained in this notice of Annual General Meeting require the approval by more than 50% of the votes exercised on the resolutions by shareholders present or represented by proxy at the Annual General Meeting, and further subject to the provisions of the Companies Act and the Memorandum of Incorporation.

Special Resolutions

The special resolutions contained in this notice of Annual General Meeting require the approval by at least 75% of the votes exercised on the resolutions by shareholders present or represented by proxy at the Annual General Meeting, and further subject to the provisions of the Companies Act and the Memorandum of Incorporation.

ATTENDANCE AND VOTING BY SHAREHOLDERS OR PROXIES

Any shareholder is entitled to appoint a proxy or proxies to attend, speak and vote in their stead at the Annual General Meeting. The person so appointed need not be a shareholder of the Company. Proxy forms must be forwarded to reach the CTSE Registry by not later than **14:00** on **Monday, 16 November 2026** (for administration purposes). Any proxy form not delivered to the CTSE Registry by this time may be presented to the Chairman of the Annual General Meeting at any time prior to the appointed proxy holder exercising any of the shareholder rights at the Annual General Meeting.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the Company shall have one vote for every share held in the Company by such shareholder.

PROOF OF IDENTIFICATION REQUIRED

The Companies Act requires that any person who wishes to attend or participate in a shareholders meeting, must present reasonably satisfactory identification at the meeting. Any shareholder or proxy who intends to attend or participate at the Annual General Meeting must be able to present reasonably satisfactory identification at the meeting for such shareholder or proxy to attend and participate at the meeting. A green bar-coded identification document or identification smart card issued by the South African Department of Home Affairs, a driver's license or a valid passport will be accepted as sufficient identification.

ELECTRONIC PARTICIPATION AT THE ANNUAL GENERAL MEETING

Shareholders are advised in terms of section 63(3) of the Companies Act, that while the Annual General Meeting will be held in person, shareholders (and/or their proxies) may participate (but not vote) in the Annual General Meeting by electronic communication, as contemplated in sub-section 63(2) of the Companies Act, and shareholders and/or their proxies will be able, at their own expense, to participate in the relevant meeting(s) by means of a teleconference facility.

Shareholders or their duly appointed proxies who wish to participate by way of electronic communication must apply to the Company Secretary at jo.oosthuizen@bkb.co.za by no later than **14:00** on **Monday, 16 November 2026**.

Shareholders may not vote by means of electronic communication in the Annual General Meeting, however, may vote on the CTSE Registry Voting Portal (as above) or the attached form of proxy for this purpose, if they are not able to attend the Annual General Meeting to vote in person.

The Company will bear the cost of establishing the electronic communication whilst the cost of the shareholder dialling in will be for his/ her own account.

BY ORDER OF THE BOARD OF DIRECTORS OF BKB



Ms. J Oosthuizen
Company Secretary

Gqeberha
16 October 2026

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BKB LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1998/012435/06)
Share Code: 4ABKB
ISIN: ZAE400000069
("**BKB**" or "**the Company**")

FORM OF PROXY

FOR USE BY SHAREHOLDERS WHO CANNOT ATTEND THE ANNUAL GENERAL MEETING OF THE COMPANY BUT WISH TO BE REPRESENTED THEREAT

Where appropriate and applicable, the terms defined in the notice of Annual General Meeting to which this form of proxy is attached bear the same meanings in this form of proxy.

For use by shareholders of the Company, registered as such at the close of business on **Friday, 13 November 2026**, being the voting record date ("**Voting Record Date**"), at the annual general meeting of the Company to be held on **Wednesday, 18 November 2026**, at **14:00** (hereinafter referred to as "**Annual General Meeting**" or "**AGM**") or any postponement of this meeting.

I/We (FULL NAME IN BLOCK LETTERS) _____

of (ADDRESS) _____

_____ with member number/ID: _____

E-mail address _____ Phone no. _____

being the holder/s of _____ ordinary shares in the Company, hereby appoint (see Note 2):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairperson of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting and/or at any postponement or adjournment thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the Annual General Meeting, and to vote on the resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner (see Note 2):

	Insert an "X" or the number of votes exercisable (one vote per share)		
Ordinary Resolutions	**In favour of**	**Against**	**Abstain**
1. Reappointment of external auditor			
2. Reappointment of member of the audit and risk committee of the Company – Mr. E A Meyer			
3. Reappointment of member of the audit and risk committee of the Company – Mr. H C Staple			
4. Reappointment of member of the audit and risk committee of the Company – Mr. J G Louw			
5. Reappointment of member of the audit and risk committee of the Company – Mr. J F Janse van Rensburg			
6. Reappointment of member of the social, ethics and sustainability committee of the Company – Mr. V Pillay			
7. Reappointment of member of the social, ethics and sustainability committee of the Company – Mr. G E J Kingwill			
8. Reappointment of member of the social, ethics and sustainability committee of the Company – Mr. C F Fick			
9. Retirement and re-election of director – Mr. G E J Kingwill			
10. Retirement and re-election of director – Mr. E A Meyer			
11. Retirement and re-election of director – Mr. V Pillay			
12. Election of director – Mr. M C Mogase			
13. Election of director – Mr. J D K Reynolds			
14. Election of director – Ms. P Monki			
15. General authority to issue shares			
16. Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company's reporting accountant			
17. Approval of Remuneration Policy			
18. Approval of Remuneration Report			
Special Resolutions			
1. Approval of non-executive directors' remuneration – 2026/2027			
2. Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			
3. General authority to provide financial assistance to related and inter-related companies and corporations			
4. Share repurchases by BKB and its subsidiaries			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed this _____ day of _____ 2026

Signature of shareholder/s _____

Assisted by me (where applicable) _____

Notes

1. A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. Every shareholder present in person or by proxy and entitled to vote at the annual general meeting of the Company will, on a poll, be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the Company.

Instructions on signing and lodging the form of proxy

1. This form of proxy is only to be completed by those shareholders who cannot attend the Annual General Meeting of the Company and wished to appoint another person to represent them at the Annual General Meeting.
2. 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 overleaf, with or without deleting "*the chairperson of the Annual General Meeting*", but any such deletion must be initialled by the shareholder. Should this space/s be left blank, the proxy will be exercised by the chairperson of the Annual General Meeting.
3. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
4. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes which that shareholder wishes to exercise, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, 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 by his/her proxy.
5. 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 by the transfer secretaries.
6. To be valid, the completed forms of proxy must be lodged with the Transfer Secretaries of the Company, being CTSE Registry Proprietary Limited, by e-mailing it to admin@ctseregistry.co.za, or posting it to the Transfer Secretaries at Postnet Suite 5, Private Bag X4, Woodstock, 7915, to be received by them not later than **14:00** on **Monday, 16 November 2026** (for administrative purposes only) or 48 hours before the commencement or resumption of the AGM in the event of it being postponed or adjourned. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual 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.
7. The appointment of a proxy in terms of this form of proxy is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act, 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 the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.
8. A proxy appointment will remain valid until the end of the Annual General Meeting (or any postponement or adjournment thereof).
9. A proxy may not delegate his authority in terms of this form of proxy to any other person.
10. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
11. The chairperson of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions if he is satisfied as to the way a shareholder wishes to vote.

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