

# NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY



*WG Wearne is one of South Africa's oldest suppliers of materials and contracting services to the building and construction industry.*



# NOTICE OF ANNUAL GENERAL MEETING

## FOR THE YEAR ENDED 28 FEBRUARY 2017

**WG Wearne Limited**  
**Registration number 1994/005983/06**  
**Incorporated in the Republic of South Africa**  
**Share code: WEA • ISIN: ZAE000078002**  
**(“Wearne” or “the Company” or “the Group”)**

Notice is hereby given that the annual general meeting of the shareholders of Wearne will be held in the Boardroom of the Company at the offices of the Company, Stonemill Office Park, 3 Kiepersol House, 300 Acacia Road, Cresta on Friday, 3 November 2017 at 10h00 (SA time), to deal with the business as set out below and to consider and, if deemed appropriate, pass the ordinary and special resolutions set out in this notice.

Kindly note that in terms of section 63(1) of the Companies Act of 2008, meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the annual general meeting. Forms of identification that will be accepted include original and valid identity documents, driver’s licences and passports.

The Board of Directors of the Company has determined that the record date in terms of section 59(1) of the Companies Act, No 71 of 2008, as amended (“the Companies Act”) for the purpose of determining which shareholders of the Company are entitled to receive notice of the annual general meeting is Friday, 29 September 2017 and

the record date for purposes of determining which shareholders of the company are entitled to participate in and vote at the annual general meeting is Friday, 27 October 2017. Accordingly, the last day to trade in order to be eligible to vote at the annual general meeting is Monday, 24 October 2017.

For the purpose of approving resolutions, the support of more than 50% (fifty percent) of the voting rights exercised on the ordinary resolutions and more than 75% (seventy percent) on the special resolutions and ordinary resolutions 4 and 5, by shareholders present in person, or represented by proxy, at the annual general meeting is required, unless otherwise indicated.

Shareholders are referred to the explanatory notes as attached to the notice of the annual general meeting for additional information, including abbreviated profiles of the directors standing for re-election.

## PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND REPORTS

The consolidated audited annual financial statements for the Company and the Group, including the external Independent Auditor’s Report, the Audit Committee Report and the Directors’ Report for the year ended 28 February 2017, have been distributed as required and will be presented to shareholders at the annual general meeting. The consolidated audited annual financial statements, together with the abovementioned reports are set out in the Annual Report.

## REPORT OF THE SOCIAL AND ETHICS COMMITTEE

In accordance with Companies Regulation 43(5)(c), issued in terms of the Companies Act 71 of 2008, the Chairman of the Social and Ethics Committee, or in the absence of the Chairman any member of the Committee, will present the Committee’s report to shareholders at the annual general meeting. The Report of the Social and Ethics Committee is set out in the Annual Report 2017.

## ORDINARY RESOLUTION NUMBER 1.1

### Re-election of director

Mr W van der Merwe retires by rotation and, being eligible, offers himself for re-election as an independent non-executive director of the Company.

Accordingly, shareholders are requested to consider and, if deemed fit, approve the separate ordinary resolution set out below.

“RESOLVED that the re-election of Mr W van der Merwe as an independent non-executive director of the Company be and is hereby approved.”

### Explanatory note

In accordance with the Company’s Memorandum of Incorporation, one third of the non-executive directors are required to retire at each annual general meeting and may offer themselves for re-election. In addition, any person appointed to the Board of Directors following the previous annual general meeting is required to retire and is eligible for election at the next annual general meeting.

## ORDINARY RESOLUTION NUMBER 1.2

### Re-appointment of director

Mr JJ Bierman having been appointed as an executive director of the Company since the previous annual general meeting, offers himself for re-appointment as an executive director of the Company.

Accordingly, shareholders are requested to consider and, if deemed fit, approve the separate ordinary resolution set out below.

“RESOLVED that the re-appointment of Mr JJ Bierman as an executive director of the Company be and is hereby approved.”

## ORDINARY RESOLUTION NUMBER 1.3

### Re-appointment of director

Mr T Chauke having been appointed as an independent non-executive director of the Company since the previous annual general meeting, offers himself for re-appointment as an independent non-executive director of the Company.

Accordingly, shareholders are requested to consider and, if deemed fit, approve the separate ordinary resolution set out below.

“RESOLVED that the re-appointment of Mr T Chauke as an independent non-executive director of the Company be and is hereby approved.”

Brief biographical details of the directors standing for re-election and re-appointment are set out on page 6 of the Annual Report 2017.

# NOTICE OF ANNUAL GENERAL MEETING

## ORDINARY RESOLUTION NUMBER 2

### Re-appointment of auditors

The Company is recommending the re-appointment of Grant Thornton as external auditor of the Company. However stakeholders are advised that the Company will tender for the appointment of a new external auditor during the current financial year. If a new external auditor is appointed during the course of the year the necessary JSE Listing Requirements will be fulfilled and shareholders will be advised as required, on SENS. The approval of the new appointment will then be presented to shareholders for approval at the next Annual General meeting.

“RESOLVED that the reappointment of Grant Thornton Johannesburg, Registered Auditors, represented by Mr R Huiskamp, upon the recommendation of the current Audit Committee, as independent auditors of the Company be and is hereby approved.”

### Explanatory note

Grant Thornton Johannesburg has indicated its willingness to continue in office and ordinary resolution 2 proposes the re-appointment of that firm as the Company's auditors with effect from 1 March 2017. Section 90(3) of the Companies Act requires the designated auditor to meet the criteria as set out in section 90(2) of the Act. The Board of Directors of the Company is satisfied that both Grant Thornton Johannesburg and the designated auditor, Mr R Huiskamp, meet all relevant requirements and, on recommendation of the Audit Committee, it is proposed that Grant Thornton Johannesburg be re-appointed.

## ORDINARY RESOLUTION NUMBER 3

### Appointment of Audit Committee members for the year ending 28 February 2018

It is proposed that the independent non-executive directors as indicated below be appointed as members of the Audit Committee.

#### Ordinary resolution number 3.1

“RESOLVED that the appointment of Mr W van der Merwe as member and chairman of the Audit Committee until the conclusion of the next annual general meeting of the Company be and is hereby approved. Subject to his re-appointment as per ordinary resolution 1.1.

#### Ordinary resolution number 3.2

“RESOLVED that the appointment of Mr T Chauke as member of the Audit Committee until the conclusion of the next annual general meeting of the Company”. Subject to his re-appointment as per ordinary resolution 1.3.

#### Ordinary resolution number 3.3

“RESOLVED that the appointment of Mr M Patel as member of the Audit Committee until the conclusion of the next annual general meeting of the Company be and is hereby approved.”

### Explanatory note

In terms of section 94(2) of the Companies Act, a public company must at each annual general meeting elect an Audit Committee comprising at least three members who are non-executive directors and who meet the criteria of section 94(4) of the Companies Act.

Regulation 42 to the Companies Act specifies that one third of the members of the Audit Committee must have appropriate academic qualifications or experience in the areas a listed in the regulation.

The Board of Directors of the Company is satisfied that the proposed members of the Audit Committee meet all relevant statutory requirements. As indicated in the Corporate Governance Report forming part of the Annual Report 2016, the Chairman of the Board is also proposed for appointment as a member of the Audit Committee.

Brief biographical details of Messrs W van der Merwe, T Chauke and M Patel appear on page 6 of the Annual Report 2017.

## ORDINARY RESOLUTION NUMBER 4

Authority to directors to allot and issue unissued ordinary shares.

“RESOLVED that the directors are authorised to allot and issue ordinary shares in the capital of the company, as and when suitable situations arise, on the following conditions:

- any such issue of shares shall be to “public shareholders” as defined by the JSE Listings Requirements and not to “related parties”;
- this authority shall only be valid until the next annual general meeting of the company, provided it shall not extend beyond 15 months from the date of this annual general meeting;
- a SENS announcement giving details, including the impact on net asset value and earnings per share, will be published at the time of any such allotment and

issue of shares representing, on a cumulative basis within one financial year, 5% or more of the number of shares of that class in issue prior to any such issues;

- issues of shares (excluding issues of shares exercised in terms of any company Group share incentive scheme) in any one financial year, shall not, in aggregate, exceed 50% of the number of shares of the relevant class of the company's issued share capital;
- in determining the price at which an allotment and issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price on the JSE of the class of shares to be issued measured over the 30 business days prior to the date that the price of issue is determined or agreed between the company and the party/ies subscribing for the shares; and
- must be of a class already in issue
- in terms of the JSE Listings Requirements, 75% majority of the votes cast by shareholders present or represented by proxy at the annual general meeting must be cast in favour of ordinary resolution 4 for it to be approved.”

## ORDINARY RESOLUTION NUMBER 5

Authority to directors to issue shares for cash.

“RESOLVED that the directors are authorised to issue ordinary shares in the capital of the company for cash, as and when suitable situations arise, on the following conditions:

# NOTICE OF ANNUAL GENERAL MEETING

- any such issue of shares shall be to “public shareholders” as defined by the JSE Listings Requirements and not to “related parties”;
- this authority shall only be valid until the next annual general meeting of the company, provided it shall not extend beyond 15 months from the date of this annual general meeting;
- a SENS announcement giving details, including the impact on net asset value and earnings per share, will be published at the time of any such allotment and issue of shares representing, on a cumulative basis within one financial year, 5% or more of the number of shares of that class in issue prior to any such issues;
- issues of shares (excluding issues of shares exercised in terms of any company Group share incentive scheme) in any one financial year, shall not, in aggregate, exceed 50% of the number of shares of the relevant class of the company’s issued share capital limited to 136 518 982 shares;
- in determining the price at which an allotment and issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price on the JSE of the class of shares to be issued measured over the 30 business days prior to the date that the price of issue is determined or agreed between the company and the party/ies subscribing for the shares; and
- must be of a class already in issue
- in terms of the JSE Listings Requirements, 75% majority of the votes cast by shareholders present or represented by proxy at the annual general meeting must be cast in

favour of ordinary resolution 5 for it to be approved.”

## ORDINARY RESOLUTION NUMBER 6

Advisory endorsement of the remuneration policy

“RESOLVED to approve, as a non-binding advisory vote, the Company’s remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of Board Committees) as set out in the Report of the Remuneration Committee contained in the Annual Report 2017 on page 27.”

### Explanatory note

The King Report on Corporate Governance for South Africa, 2009 (King III) recommends that the remuneration philosophy of the Company be submitted to shareholders for consideration and for an advisory, non-binding vote to provide shareholders with an opportunity to indicate should they not be in support of the material provisions of the remuneration philosophy and policy of the Company.

## ORDINARY RESOLUTION NUMBER 7

Signing Authority

“RESOLVED that, any director of the Company or the company secretary be and is hereby authorised to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the special and ordinary resolutions as set out in this notice of the annual general meeting.”

### Explanatory note

Authority is required to do all such things and sign all documents and take all such action as necessary to implement the resolutions set out in the notice and approved at the annual general meeting. It is proposed that the company secretary and/or any director be authorised accordingly.

## SPECIAL RESOLUTION NUMBER 1

### General authority to the Company to repurchase company shares

“RESOLVED as a special resolution that the Company, or a subsidiary, be and hereby is authorised, by way of general authority as contemplated in section 48 of the Companies Act no 71 of 2008, as amended, (“Act”) to acquire from time to time any of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the Memorandum of Incorporation of the Company, the provisions of the Act and the Listings Requirements of the JSE Limited (“JSE”).”

It is recorded that the Listings Requirements of the JSE require, inter alia, that the Company or a subsidiary may make a general acquisition of shares issued by the Company only if:

- the repurchase of the ordinary shares is effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- at any point in time the Company may only appoint one agent to effect any repurchases on its behalf;

- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of the general authority to repurchase shares;
- the maximum price at which the shares may be acquired will be 10% (ten percent) above the weighted average market value at which such ordinary shares are traded on the JSE, for such ordinary shares for the 5 (five) business days immediately preceding the date on which the transaction is effected;
- any such acquisition shall not, in any one financial year, exceed 20% (twenty percent) of the Company’s issued ordinary shares or as at the passing of the general authority;
- the Company or its subsidiaries may not repurchase ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings.

### Requirements:

- the repurchase may only be effected, if the shareholder spread requirements as set out in paragraph 3.37 of the JSE Listings Requirements are still met after such repurchase;
- should derivatives be used, such authority is limited to paragraphs 5.72(c) and (d) and 5.84(a) of the JSE Listings Requirements;
- a statement will be issued by the directors that, after considering the maximum effect of such repurchase, for a period of at least 12 (twelve) months after the date of the notice of the annual general meeting:

# NOTICE OF ANNUAL GENERAL MEETING

- the Company and the Wearne Group will be able to repay its debts in the ordinary course of business;
- the assets of the Company and the Wearne Group fairly valued according to International Financial Reporting Standards and on a basis consistent with the last financial period of the Company ended 29 February 2016, exceed its liabilities;
- the Company and the Wearne Group have adequate share capital and reserves;
- the Company and the Wearne Group have sufficient working capital for their requirements;
- the directors undertake not to effect a repurchase unless they are satisfied that the working capital requirements of the Company are adequate for its requirements; and
- when the Company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement must be made. Such announcement must be made as soon as possible and in any event by not later than 08:30 on the second business day following the day on which the relevant threshold is reached or exceeded."

In order for this special resolution number 1 to be adopted, the support of at least 75% (seventy-five per cent) of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

## Explanatory note

Section 48 of the Companies Act authorises the Board of Directors of a Company to approve the acquisition of its own shares subject to the provisions of section 48 and section 46 having been met. The directors of the Company do not have any specific intentions for utilising this general authority at the date of this annual general meeting

## Additional disclosure requirements required in terms of paragraph 11.26 of the JSE Listings Requirements

## Material changes

No material changes have occurred since the end of the last financial period, being 28 February 2017, and the date of this notice of annual general meeting.

## Directors' responsibility statement

The directors of WG Wearne Limited as set out in the Annual Report 2017:

- have considered all the statements of fact and opinion in the Annual Report to which this notice is attached;
- accept, individually and collectively, full responsibility for such statements; and
- declare that, to the best of their knowledge and belief, such statements are correct and no material facts have been omitted, the omission of which would make any such statements false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this notice contains all information required by law and the JSE Listings Requirements.

## Litigation statement

WG Wearne Limited nor its subsidiaries is party to any legal or arbitration proceedings (including such proceedings which are pending or (threatened) which may have or have had in the previous 12 (twelve) months a material effect on the Group's financial position

## Other disclosure in terms of paragraph 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures, which are contained in the Annual Report 2017:

## Requirements:

Directors  
Major shareholders  
Directors' interest in securities  
Share capital of the Company

## SPECIAL RESOLUTION NUMBER 2

## Approval of non-executive directors' fees

"RESOLVED, as a special resolution:

- that the Company be and is hereby authorised to pay remuneration to its directors for their services as directors, as contemplated in section 66(8) and 66(9) of the Companies Act of 2008; and
- that the remuneration structure and amounts as set out below, be and is hereby approved until such time as rescinded or amended by shareholders by way of a special resolution:

	Approved fee 2018	Proposed fee 2019
<b>M Patel</b> Chairman of the Board Member of Audit Committee Member of Remco	240 000	240 000
<b>W van der Merwe</b> Chairman of Audit Committee Chairman of Risk committee Chairman of Social and Ethics committee Chairman of Remco Board member	206 000	206 000
<b>T Chauke</b> Board member Member of Audit Committee	200 000	200 000

In order for this special resolution number 2 to be adopted, the support of at least 75% (seventy-five per cent) of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required".

## Explanatory note

In terms of section 66(8) and section 66(9) of the Act, a Company may pay remuneration to directors for their services as directors unless otherwise provided by the Memorandum of Incorporation and on approval of shareholders by way of a special resolution. Executive directors are not specifically remunerated for their services as directors but as employees of the Company and as such, the resolution as included in the notice requests approval of the remuneration paid to non-executive directors for their services as directors of the Company.

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## SPECIAL RESOLUTION NUMBER 3

### Authority to provide financial assistance to any company or corporation which is related or inter-related to the Company

“RESOLVED as a special resolution that:

- (i) for purposes of section 44 of the Companies Act, the Board of Directors of the Company, at any time and from time to time during the period of 2 (two) years commencing on the date of this special resolution, be and is hereby authorised (subject to compliance with the requirements of the Company’s constitutional documents and the Companies Act, each as presently constituted and as amended from time to time), to grant financial assistance, as contemplated in section 44 of the Companies Act, to any person or entity for the purpose of, or in connection with, the subscription of any securities issued or to be issued by the Company or a related or inter-related Company, or for the purchase of any securities of the Company or a related or inter-related Company, on such terms and conditions as the Board of Directors of the Company deems fit; and
- (ii) for the purposes of section 45 of the Companies Act, the Board of Directors of the Company, at any time and from time to time during the period of 2 (two) years commencing on the date of this special resolution, be and is hereby authorised (subject to compliance with the requirements of the Company’s constitutional documents and the Companies Act, each as presently constituted and as amended from time

to time) to grant direct or indirect financial assistance, as contemplated in section 45 of the Companies Act, to a related or inter-related (as defined in section 1 of the Companies Act) company or corporation or to a member of a related or inter-related corporation or to a person related to any such company or corporation on such terms and conditions as the board of directors of the Company deems fit.

### Explanatory note

To the extent necessary under section 44 and 45 of the Companies Act, to authorise the Board of Directors of the Company to provide financial assistance as contemplated under section 44 of the Companies Act in connection with the issuance of any securities issued or to be issued by the Company or any related or inter-related Company and to authorise the board of directors of the Company to provide financial assistance as contemplated under section 45 of the Companies Act to a related or inter-related (as defined in section 1 of the Companies Act) Company or corporation or to a member of a related or inter-related corporation or to a person related to any such Company or corporation.

The Board will not authorise any financial assistance in terms of the above unless it has considered and is satisfied that

- I. considering all reasonably foreseeable financial circumstances of the Company at that time, the Company will, immediately after providing the financial assistance to related or inter-related companies, satisfy the solvency and liquidity test as required in terms of the Companies Act;

- II. the terms under which any financial assistance is proposed to be given are fair and reasonable to the Company; and
- III. any conditions or restrictions in respect of the granting of any financial assistance as set out in the Company’s Memorandum of Incorporation have been met.

This general authority is necessary for the Company to continue making loans to subsidiaries as well as granting letters of support and guarantees in appropriate circumstances. A general authorisation from shareholders avoids the need to refer each instance to shareholders for approval with the resulting time delays and expense. If approved, this general authority will expire at the end of two years. It is, however, the intention to renew the authority annually at the annual general meeting.

### Notification

Shareholders are hereby notified in terms of section 45(5) of the Companies Act that the Board has passed the same resolution to take effect on the passing of this special resolution by shareholders. Shareholders are also advised that the Board is satisfied that after providing the financial assistance, the Company will satisfy the solvency and liquidity tests and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company. **To transact such other business as may be required at an annual general meeting.**

## VOTING AND PROXIES

The shareholders of the Company will be entitled to attend the general meeting and to vote on the resolutions set out above. On a show of hands, every Wearne shareholder who is present in person, by proxy or represented at the general meeting shall have one vote (irrespective of the number of shares held in the Company), and on a poll, which any shareholder can request, every Wearne shareholder shall have for each share held by him/her that proportion of the total votes in the Company which the aggregate amount of the nominal value of that share held by him bears to the aggregate of the nominal value of all the shares issued by the Company.

In terms of the JSE Listings Requirements any shares currently held by the Wearne Share Incentive Trust will not be taken into account in determining the results of voting on special resolution number 1.

### Proxies

A Wearne shareholder entitled to attend and vote at the annual general meeting may appoint one or more persons as its proxy to attend, speak and vote in its stead. A proxy need not be a shareholder of the Company. A form of proxy is attached for the convenience of certificated shareholders and “own name” dematerialised shareholders of the Company who are unable to attend the annual general meeting, but who wish to be represented thereat. In order to be valid, duly completed forms of proxy must be received by the Company’s Transfer Secretaries prior to the commencement of the AGM on Friday, 3 November 2017. Shareholders’ rights regarding proxies in terms of section 58 of the Act are as follows:

# NOTICE OF ANNUAL GENERAL MEETING

- (1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to –
    - (a) participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder; or
    - (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
  - (2) A proxy appointment –
    - (a) must be in writing, dated and signed by the shareholder; and
    - (b) remains valid for –
      - (i) one year after the date on which it was signed; or
      - (ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in sub-section (4) (c), or expires earlier as contemplated in subsection (8)(d).
  - (3) Except to the extent that the Memorandum of Incorporation of a company provides otherwise–
    - (a) shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
    - (b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
    - (c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
  - (4) Irrespective of the form of instrument used to appoint a proxy –
    - (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
    - (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
    - (c) if the appointment is revocable, 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.
  - (5) 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 of the later of –
    - (a) the date stated in the revocation instrument, if any; or
    - (b) the date on which the revocation instrument was delivered as required in sub-section (4)(c)(ii).
  - (6) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the instrument appointing the proxy otherwise provides.
- Any shareholder of the Company who completes and lodges a form of proxy will

nevertheless be entitled to attend and vote in person at the general meeting should he/she decide to do so. Dematerialised shareholders of the Company, other than "own name" dematerialised shareholders of the Company, who have not been contacted by their CSDP or broker with regard to how they wish to cast their votes, should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their votes at the Company's annual general meeting in order for their CSDP or broker to vote in accordance with such instructions. This must be done in terms of the agreement entered into between such dematerialised shareholders of the Company and the relevant CSDP or broker. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them.

## ELECTRONIC PARTICIPATION

Should any shareholder wish to participate in the annual general meeting by way of electronic participation, that shareholder should make application in writing (including details as to how the shareholder or its representative can be contacted) to so participate to the transfer secretaries at the address below, to be received by the transfer secretaries at least five business days prior to the annual general meeting in order for the transfer secretaries to arrange for the shareholder (and its representative) to provide reasonably satisfactory identification to the transfer secretaries for the purposes of section 63(1) of the Companies Act, 2008 and for the transfer secretaries to provide the shareholder (or its representative) with details as to how to access any electronic

participation to be provided. The Company reserves the right to elect not to provide for electronic participation at the annual general meeting in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the shareholder so accessing the electronic participation. Shareholders are advised that participation in the annual general meeting by way of electronic participation will not entitle a shareholder to vote. Should a shareholder wish to vote at the annual general meeting, he/she may do so by attending and voting at the annual general meeting either in person or by proxy.

By order of the Board

Claire Lindsay

Company Secretary Representing:  
iThemba Governance and Statutory  
Solutions (Pty) Ltd  
Route 21 Corporate Park, 72 Regency Drive,  
Block A, Irene, 0157  
28 September 2017

### **WG Wearne Limited**

Registration number 1994/005983/06  
Incorporated in the Republic of South Africa  
Share code: WEA • ISIN: ZAE000078002  
("Wearne" or "the Company")

### **Registered Office**

Route 21 Corporate Park, 72 Regency Drive,  
Block A, Irene, 0157  
Postal Address: PO Box 1674, Cresta, 2118

### **Transfer Secretaries:**

Terbium Financial Services

### **Designated Adviser:**

Exchange Sponsors (Pty) Limited

# FORM OF PROXY

## WG Wearne Limited

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD IN the Boardroom of the Company at the offices of the Company, Stonemill Office Park, 3 Kiepersol House, 300 Acacia Road, Cresta on Friday, 3 November 2017 at 10h00 (SA time)

FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS AND DEMATERIALISED ORDINARY SHAREHOLDERS WITH 'OWN NAME' REGISTRATION ONLY

Holders of dematerialised ordinary shares other than 'own name' registration must inform their CSDP or broker of their intention to attend the annual general meeting and request their CSDP to issue them with the necessary authorisation to attend the annual general meeting in person or provide their CSDP or broker with their voting instructions should they not wish to attend the annual general meeting in person but wish to be represented there at.

I/We (Please print) \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ ordinary shares in the capital of the company do hereby appoint

1. \_\_\_\_\_

Or failing him/ her

2. \_\_\_\_\_

Or failing him / her, the chairman of the annual general meeting as my/our proxy to act for me/us and on my/our behalf at the annual general meeting of the company which will be held on Friday, 3 November 2017 at 10h00 and at any adjournment thereof for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be propose there at and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

# FORM OF PROXY

		FOR	AGAINST	ABSTAIN
<b>ORDINARY RESOLUTIONS</b>				
1.1	Approval of re-election of director - Mr WP van der Merwe			
1.2	Approval of re-election of director - Mr JJ Bierman			
1.3	Approval of re-election of director - Mr T Chauke			
2	Approval of re-appointment of external auditor			
3	Approval of election of audit committee members:			
3.1	Mr W van der Merwe* * Subject to re-election as a director pursuant to ordinary resolution number 1.1			
3.2	Mr T Chauke * Subject to re-election as a director pursuant to ordinary resolution number 1.3			
3.3	Mr M Patel			
4	Authority to directors to allot and issue unissued ordinary shares			
5	Authority to directors to issue shares for cash			
6	Approval of the remuneration policy by way of a non-binding, advisory vote			
7	Approval of signing authority			
<b>SPECIAL RESOLUTIONS</b>				
1.	Approval of general authority to repurchase company shares			
2.	Approval of the remuneration of the non-executive directors			
3.	Authority to provide financial assistance to any company or corporation which is related or inter-related to the Company.			

Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit

Signed at: \_\_\_\_\_ on \_\_\_\_\_ 2017 \_\_\_\_\_

\_\_\_\_\_  
Signature

Assisted by me (where applicable) \_\_\_\_\_

# FORM OF PROXY

## Notes to form of proxy and summary of applicable rights established by section 58 of the companies act, 2008 (“the Act”)

1. An ordinary shareholder holding dematerialised shares by ‘own name’ registration, or who holds shares that are not dematerialised, is entitled to appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder. Such ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder’s choice in the space provided, with or without deleting ‘the chairman of the annual general meeting’, provided that any such deletion must be signed in full by the shareholder. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Should a proxy not be specified, this will be exercised by the chairman of the annual general meeting. A proxy need not be a shareholder of the company.
3. All resolutions put to the vote shall be decided by way of a poll. An ordinary shareholder is entitled on a poll, to 1 (one) vote per ordinary share held. An ordinary shareholder’s instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the ordinary shareholder in the appropriate box(es). An ‘X’ in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will result in the proxy not being authorised to vote or to abstain from voting at the annual general meeting in respect of the shareholder’s votes, except in the case where the chairman of the annual general meeting is the proxy. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the ordinary shareholder. A proxy appointment must be in writing, dated and signed by the relevant shareholder.
4. Any alteration or correction made to this form of proxy must be signed in full and not initialled by the signatory.
5. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this form, unless previously recorded by the company or waived by the chairman of the annual general meeting.
6. A minor must be assisted by his/her parent/guardian and the relevant documentary evidence establishing his/her legal capacity must be attached to this form of proxy unless previously recorded by the company or waived by the chairman of the annual general meeting.
7. When there are joint holders of shares, any one holder may sign the proxy form.
8. The chairman of the annual general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
9. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person other than the chairman of the annual general meeting.
10. The appointment of a proxy or proxies:
  - a. is suspended at any time to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
  - b. is revocable in which case the 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.
11. Should the instrument appointing a proxy or proxies have been delivered to the company, as long as the appointment remains in effect, any notice that is required by the Companies Act or the company’s memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to:
  - a. the shareholder; or
  - b. the proxy or proxies, if the shareholder has directed the company to do so in writing and has paid any reasonable fee charged by the company for doing so.
12. The proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.
13. It is requested that this proxy form should be completed and returned to the company’s transfer secretaries, Terbium Financial Services, Beacon House, 31 Beacon Road, Florida-North, 1709 (PO Box 61272, Marshalltown, 2107) so as to reach them prior to the commencement of the AGM on the 3 November 2017 at 10h00.

**ADDITIONAL FORMS OF PROXY ARE AVAILABLE FROM THE TRANSFER SECRETARIES ON REQUEST.**

# CORPORATE DETAILS

## REGISTERED OFFICE

**WG Wearne Limited**  
(Registration number 1994/005983/06)

Stonemill Office Park  
3 Kiepersol House  
300 Acacia Road  
PO Box 1674  
Cresta, 2118  
Tel: 011 459 4500  
Fax: 011 459 5481  
Email: info@wearne.co.za

## TRANSFER SECRETARY

**Terbium Financial Services (Pty) Ltd**

Beacon House  
31 Beacon Road  
Florida North, 1709  
Tel: 086 010 4191  
Email: info@terbium.global

## DESIGNATED ADVISER

**Exchange Sponsors**

44A Boundary Road  
Inanda Sandton, 2196  
PO Box 411216  
Craighall, 2024  
Tel: 011 880 2113  
Fax: 011 447 4824

## COMMERCIAL BANKERS

**Nedbank Limited**  
(Registration number 1951/000009/06)

Nedbank House  
12 Fredman Drive  
Sandown  
PO Box 784088  
Sandton, 2146  
Tel: 011 775 2600  
Fax: 011 783 4882

## AUDITORS

**Grant Thornton  
Johannesburg Partnership**

52 Corlett Drive  
Wanderers Office Park  
Illovo, 2196  
Tel: 011 384 8000 Fax:  
086 555-8188

## COMPANY SECRETARY

**iThemba Governance and Statutory  
Solutions Proprietary Ltd**  
(Registration number 2008/008745/07)

Route 21 Corporate Park  
72 Regency Drive  
Block A  
Irene  
0157

