

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you have disposed of all your shares in Exemplar, then this document should be forwarded to the purchaser of your shares, or the CSDP, stockbroker, banker or agent through whom you have disposed of your shares.

If you are in any doubt as to the action you should take, please consult your Central Securities Depository Participant (“CSDP”), stockbroker, banker, legal adviser, accountant or other professional adviser immediately.



EXEMPLAR

EXEMPLAR REITAIL LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2018/022591/06)
JSE share code: EXP ISIN: ZAE000257549
(Approved as a REIT by the JSE)
LEI: 3789000558287E37F130
(“Exemplar” or the “Company”)

Directors

Frank M Berkeley (*Independent non-executive chairman*)
Jason McCormick (*Chief executive officer*)
Duncan A Church (*Chief financial officer*)
John McCormick (*Executive director*)
Elias P Maponya (*Independent non-executive director*)
Gregory VC Azzopardi (*Independent non-executive director*)
Peter J Katzenellenbogen (*Independent non-executive director*)
Nonyameko Mandindi (*Independent non-executive director*)

NOTICE OF A GENERAL MEETING OF EXEMPLAR SHAREHOLDERS

Notice of a general meeting of Exemplar shareholders relating to:

- proposed amendments to the Exemplar REITail Limited share plan 2022 (the “**2022 share scheme**”); and
- a general authority to issue up to 20% of the issued share capital of Exemplar,

and enclosing

- a form of proxy to attend and vote at the general meeting of Exemplar shareholders, for use only by certificated shareholders or dematerialised shareholders who have elected own-name registration.

Corporate advisor and sponsor

JAVACAPITAL

Date of issue: Friday, 13 March 2026

This notice of general meeting is available in English only. Copies of this notice of general meeting may be obtained from the registered office of the Company during normal office hours from Friday, 13 March 2026 to Wednesday, 15 April 2026, both dates inclusive. The notice of general meeting will also be available on Exemplar’s website at https://exemplarreit.co.za/InvestorRelations#Regulatory_docs from Friday, 13 March 2026.

1. NOTICE OF A GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Exemplar will be held at the Company's registered office, 204 Von Willich Avenue, Clubview, Centurion, 0157 on Wednesday, 15 April 2026 at 11:00, for the purpose of considering and, if deemed fit, adopting with or without modification, the resolutions set out below (the "**general meeting**").

2. PURPOSE OF THE GENERAL MEETING

2.1. Amendments to the 2022 share scheme

- 2.1.1. To date, the short-term incentive ("**STI**") remuneration component for the Company's key employees, awarded where clear business growth metrics and performance conditions have been achieved, has been settled in cash.
- 2.1.2. The board of directors of the Company (the "**board**") proposes introducing a new equity-based STI mechanism in the form of restricted share awards that vest immediately upon the exercise date of the award ("**equity awards**").
- 2.1.3. By introducing an equity-based STI, Exemplar aims to encourage an equity ownership mindset among its key employees and deepen the alignment of those employees to the benefit all stakeholders.
- 2.1.4. The proposed introduction of the equity awards would provide the Company's Remuneration Committee ("**RemCom**") with flexibility in respect of the overall remuneration package of Exemplar's employees which is not currently provided for in the shareholder approved 2022 share scheme. Exemplar therefore proposes making such mechanism available to the RemCom for use on an *ad hoc* basis.
- 2.1.5. In the event that a participant in the 2022 share scheme is dismissed for an act of misconduct which falls within the category of misconduct qualifying for dismissal for a first offence, as specified in the Company's Labour Relations Policy for Disciplinary Procedures, any Exemplar shares acquired by that participant as an equity award, and which are still beneficially owned by such participant, shall be forfeited for no consideration on the date of such dismissal.
- 2.1.6. The proposed amendments to the 2022 share scheme which will give effect to the introduction of the equity awards are contained in the Deed of Amendment, as set out in **Annexure 1** to this notice of general meeting.
- 2.1.7. The 2022 share scheme will be available for inspection (on request via ananda@exemplarreit.co.za) at the registered offices of the Company and/or through a secure electronic manner at the election of the person requesting inspection during normal business hours from the date of issue of this notice up to and including the date of the general meeting.

2.2. General authority to issue shares for cash

- 2.2.1. Exemplar shareholders approved a general authority to issue shares for cash (the "**general authority**") at the last annual general meeting of the Company held on 16 July 2025 (the "**AGM**").
- 2.2.2. The general authority permits Exemplar to issue a maximum of 33 229 068 shares for cash, being 10% of the Company's issued shares as at the date of the notice of AGM, being 17 June 2025.
- 2.2.3. Exemplar has identified a pipeline of acquisitions and development opportunities that, if executed, present accretive asset management and/or redevelopment opportunities. The ability to execute with funding certainty is critical to the Company. Maintaining equity issuance flexibility by having sufficient general authority to issue shares for cash enhances the Company's ability to act decisively and secure assets at favourable pricing.
- 2.2.4. Accordingly, the board proposes that the Company's current general authority be increased to 67 086 470 shares, being 20% of the Company's issued shares as at the date of this notice of general meeting.

Accordingly, the following resolutions will be proposed at the general meeting:

ORDINARY RESOLUTION NUMBER 1: AMENDMENTS TO THE 2022 SHARE SCHEME

“Resolved that, in accordance with Schedule 9 of the JSE Listings Requirements, the amendments to the 2022 share scheme, as set out in the Deed of Amendment contained in Annexure 1 to this notice of general meeting, be and are hereby approved.”

In order for ordinary resolution 1 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution, in accordance with Schedule 9 of the JSE Listings Requirements.

ORDINARY RESOLUTION NUMBER 2: GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

“Resolved that, subject to the restrictions set out below and subject to the provisions of the Companies Act, No 71 of 2008 (the “**Companies Act**”), the JSE Listings Requirements, and the Company’s memorandum of incorporation, the directors of the Company be and are hereby authorised, until this authority lapses at the next annual general meeting or 15 months from the date on which this resolution is passed, whichever is the earlier date, to allot and issue shares of the Company for cash, on the basis that:

- the allotment and issue of shares must be made to persons qualifying as public shareholders and not to related parties, as defined in the JSE Listings Requirements, provided that if the Company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to related parties on the basis that such related parties may only participate in the equity raise at the maximum bid price at which they are prepared to take up shares or at the book close price in accordance with the provisions contained in paragraph 7.38(b) of the JSE Listings Requirements;
- the shares which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;
- the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 67 086 470 shares, being 20% of the Company’s issued shares as at the date of this notice of general meeting. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 67 086 470 shares the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
- in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- the maximum discount at which the shares may be issued is 10% to the weighted average traded price of such shares measured over the 30 business days prior to the date that the price of the issue (the “**reference price**”) is agreed between the Company and the party subscribing for the shares (the “**reference period**”), provided that the reference price shall be reduced by the amount of any dividend if:
 - the “ex” date for shareholders to be recorded on the share register in order to receive the relevant dividend occurs during the reference period; and/or
 - the shares to be issued shall only be issued after the “ex” date; and
- after the Company has issued shares for cash which represent, on a cumulative basis, within the period that this authority is valid, 5% or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average trade price of the shares over the 30 days prior to the date that the issue is agreed in writing and an explanation, including supporting information (if any), of the intended use of the funds.”

In terms of the JSE Listings Requirements, in order for ordinary resolution 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

ORDINARY RESOLUTION NUMBER 3: AUTHORITY

“Resolved that any executive director and/or the company secretary of the Company be and is hereby authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of ordinary resolutions number 1 and 2.”

In order for ordinary resolution 3 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

3. SALIENT DATES AND TIMES

The salient dates and times in respect of the general meeting will be as follows:

	2026
Record date to receive the notice of general meeting	Friday, 6 March
Notice of general meeting of shareholders issued	Friday, 13 March
Last day to trade in order to be eligible to participate in and vote at the general meeting	Monday, 30 March
Voting record date	Thursday, 2 April
Last day to lodge forms of proxy for the general meeting with the transfer secretaries, by 11:00 (forms of proxy not lodged with the transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement thereof)	Monday, 13 April
General meeting held at 11:00	Wednesday, 15 April
Results of the general meeting released on SENS	Wednesday, 15 April

Notes:

1. All dates and times in this notice are local dates and times in South Africa and are subject to change. Any changes will be released on SENS.
2. Exemplar shareholders should note that as transactions in Exemplar shares are settled in the electronic settlement system used by Strate Limited, settlement of trades takes place three business days after such trade. Therefore, Exemplar shareholders who acquire Exemplar shares after close of trade on Monday, 30 March 2026 will not be eligible to vote at the general meeting.
3. No dematerialisation and rematerialisation of Exemplar shares may take place between Tuesday, 31 March 2026 and Thursday, 2 April 2026, both days inclusive.

4. VOTING AND QUORUM

The quorum requirement for the general meeting to begin or for a matter to be considered at the general meeting is at least three Exemplar shareholders present in person or represented by proxy. In addition:

- the general meeting may not begin until sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the general meeting; and
- a matter to be decided at the general meeting may not begin to be considered unless sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

Every Exemplar shareholder present in person or represented by proxy and entitled to exercise voting rights at the general meeting shall be entitled to vote on a show of hands, irrespective of the number of voting rights that an Exemplar shareholder would otherwise be entitled to exercise. On a poll, any person who is present at the general meeting, whether as an Exemplar shareholder or as proxy for an Exemplar shareholder, has the number of votes determined in accordance with the voting rights associated with the shares held by that shareholder.

5. GENERAL INSTRUCTIONS

Exemplar shareholders who are entitled to attend, speak and vote at the general meeting are encouraged to do so.

Electronic participation

Shareholders or their proxies may participate in the general meeting electronically. Shareholders or their proxies who wish to participate in the general meeting electronically will be required to advise the Company thereof by no later than 11:00 on Monday, 13 April 2026, by submitting, by email to the company secretary at ananda@exemplarreit.co.za, relevant contact details including an email address, cellular number and landline, as well as full details of the shareholder's title to the shares issued by the Company together with proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shareholders), and written confirmation from the shareholder's CSDP (in the case of dematerialised shareholders) confirming the shareholder's title to the dematerialised shares. Upon receipt of the required information, the shareholder concerned will be provided with a unique link and instructions to access the general meeting electronically.

Shareholders who wish to participate in the general meeting electronically must note that they will not be able to vote during the general meeting. Such shareholders, should they wish to have their vote counted at the general meeting, must, to the extent applicable (i) complete the form of proxy; or (ii) contact their CSDP or broker, as set out above.

Proxies and authority for representatives to act

An Exemplar shareholder holding certificated Exemplar shares who cannot attend the general meeting or who wishes to be represented thereat is entitled to appoint a proxy or proxies to attend and act in his/her stead. A proxy need not be a member of the Company. For the convenience of Exemplar shareholders, a form of proxy is attached hereto. Forms of proxy may also be obtained on request from Exemplar's registered office or from the transfer secretaries, Computershare Investor Services Proprietary Limited ("Computershare" or the "transfer secretaries").

The attached form of proxy is only to be completed by:

- certificated shareholders; or
- own-name shareholders,

who cannot attend the general meeting but wish to be represented thereat.

All other beneficial owners who have dematerialised their Exemplar ordinary shares through a CSDP or broker without own name registration, and who wish to attend the general meeting, must instruct their CSDP or broker to provide them with the necessary letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. These Exemplar shareholders must not use a form of proxy.

Forms of proxy should be delivered to the transfer secretaries, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 or posted to Private Bag X9000, Saxonwold, 2132 or by email to proxy@computershare.co.za, to arrive no later than 11:00 on Monday, 13 April 2026. Forms of proxy not delivered to the transfer secretaries in time may be handed to the chairperson of the general meeting before the commencement thereof.

Exemplar does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a dematerialised Exemplar shareholder to notify such Exemplar shareholders of the general meeting or any business to be conducted thereat.

6. GENERAL NOTES

Exemplar shareholders who are companies or other body corporates may, by resolution of their directors or other governing body, authorise any person to act as their representatives at the general meeting.

The chairperson of the general meeting will require that all resolutions put to a vote shall be decided by way of a poll.

By order of the board of directors

Exemplar REITail Limited

13 March 2026

Registered office

204 Von Willich Avenue

Clubview

Centurion

0157

DEED OF AMENDMENT TO THE 2022 SHARE SCHEME

**DEED OF AMENDMENT TO
THE EXEMPLAR REITAIL LIMITED SHARE PLAN 2022 (“the Plan”)**

which deed of amendment was approved by a resolution passed by shareholders on *[insert date]*

1. INTRODUCTION

- 1.1. The Plan, as set out in plan rules (“**Plan Rules**”) was adopted by way of a special resolution dated 13 July 2022, and subsequently amended, the latest amendment of which was by way of special resolution dated 16 July 2024.
- 1.2. Any defined terms used in this Deed of Amendment shall bear the meaning assigned to it in the Plan Rules.
- 1.3. The Board wishes to amend the Plan Rules to provide for a third category of Award comprising of Immediately Vested Restricted Shares in terms whereof the applicable Participants will acquire Shares for no consideration, with a Vesting Date falling on the Exercise Date, but which are subject to the restriction that in the event of the Participant committing certain acts of misconduct the Shares may be forfeited for no consideration.

2. AMENDMENT OF THE PLAN RULES

The Board herewith amends the Plan Rules by:

- 2.1. the amendment of clause 1.1.5 as follows:

“1.1.5 “**Award**” means an Option, Immediately Vested Restricted Share Award and/or Restricted Share Award;”

- 2.2. the amendment of clause 1.1.14 as follows:

“1.1.14 “**Exercise Date**” means the date on which an Option, ~~or~~ Restricted Share Award or Immediately Vested Restricted Share Award is exercised as contemplated in clauses 5.3, ~~and~~ 6.3 and 6A.3, respectively;”

- 2.3. the insertion of a new clause 1.1.17A which reads as follows:

“1.1.17A “**Immediately Vested Restricted Share Award**” means an option to acquire Shares for no consideration which Shares will have a Vesting Date on the Exercise Date, in terms of and subject to the Plan Rules;”

- 2.4. the amendment of clause 1.1.27 as follows:

“1.1.27 “**Restricted Share Award**” means an option to acquire Shares for no consideration, in terms of and subject to the Plan Rules and excludes, for the avoidance of any doubt, an Immediately Vested Restricted Share Award;”

- 2.5. the amendment of clause 4.1 as follows:

“4.1 The categories of Awards which may be granted under this Plan are Restricted Share Awards, Immediately Vested Restricted Share Awards and Options.”

- 2.6. the amendment of clause 4.4.2 as follows:

“4.4.2 to what extent the Award comprises of Options, Immediately Vested Restricted Share Awards and/or Restricted Share Awards and the number of Shares forming the subject matter of the Award;”

2.7. the insertion of a new clause 4.4.6A which reads as follows:

“4.4.6A the manner in terms of which an Immediately Vested Restricted Share Award may be exercised;”

2.8. the insertion of a new clause 6A which reads as follows:

“6A **IMMEDIATELY VESTED RESTRICTED SHARE AWARDS**

6A.1 Subject to these Plan Rules, an Immediately Vested Restricted Share Award entitles a Participant to acquire the Shares forming the subject matter of the Immediately Vested Restricted Share Award on or after the Vesting Date, for no consideration.

6A.2 An Immediately Vested Restricted Share Award may be exercised in respect of a Vested Award, in whole or in part, at any time from and including the Vesting Date up to and excluding the Expiry Date.

6A.3 An Immediately Vested Restricted Share Award shall be exercised by the Participant giving written notice to such effect to the Company. The Company shall procure the Settlement of an Immediately Vested Restricted Share Award which has been exercised as aforesaid in the manner contemplated in clause 8.”

2.9. the amendment of clause 7.1 as follows:

“7.1 An Award, other than an Immediately Vested Restricted Share Award, shall vest in respect of one-third each of the Shares forming the subject matter of the Award (each constituting a “**Tranche**”), on the third, fourth and fifth anniversary of the Grant Date (each constituting a “**Vesting Date**”) provided that the Participant remains an Eligible Employee as at such Vesting Date and provided that it has not been forfeited in accordance with the remaining provisions of this clause 7 or clause 10.”

2.10. the insertion of a new clause 7.1A which reads as follows:

“7.1A An Immediately Vested Restricted Share Award shall vest fully on the Exercise Date which shall constitute the “**Vesting Date**” in respect of Immediately Vested Restricted Share Awards.”

2.11. the amendment of the preamble of clause 8.1 as follows:

“8.1 Subject to the Act, the JSE Listing Requirements and clause 8.6, the Company shall procure the acquisition of ownership of Shares by the Participants pursuant to Awards as contemplated in clauses 5.3, ~~and 6.3~~ and 6A.3 as soon as is reasonably possible but no later than 30 (thirty) days after the Exercise Date, by either:”

2.12. the insertion of a new clause 8.9 which reads as follows:

“8.9 In the event that a Participant is dismissed for an act of misconduct which falls within the category of misconduct qualifying for dismissal for a first offence, as specified in the Company’s Labour Relations Policy for Disciplinary Procedures, any Shares acquired by a Participant pursuant to an Immediately Vested Restricted Share Award and which are still beneficially owned by such Participant, shall be forfeited for no consideration on the date of such dismissal. By accepting an Immediately Vested Restricted Share Award, a Participant agrees to do all such things and sign all such documents as are required to give effect to the forfeiture of Shares in terms of this clause 8.9 and agrees that the Company shall be entitled to do all such things and sign all such documents on his/her behalf should he/she fail to do so.”

2.13. the amendment of the opening lines of clause 9.2 as follows:

“9.2 Upon request of a Participant upon the exercise of an Option, Immediately Vested Restricted Share Award or Restricted Share Award”



EXEMPLAR

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LEI: 3789000558287E37F130
(Approved as a REIT by the JSE)
("Exemplar" or the "Company")

FORM OF PROXY

THIS FORM OF PROXY IS ONLY FOR USE BY:

- certificated shareholders;
- own-name dematerialised shareholders.

For completion by the aforesaid registered Exemplar shareholders who are unable to attend the general meeting, which will be held at the Company's registered office, 204 Von Willich Avenue, Clubview, Centurion, 0157 on Wednesday, 15 April 2026 at 11:00.

If you are a dematerialised shareholder, other than with own-name registration, do not use this form. Dematerialised shareholders, other than with own-name registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

Name of beneficial shareholder

Name of registered shareholder

Email address

Telephone number

Cell phone number

being the holder of ordinary shares in the Company, hereby appoint:

1. _____ or failing him/her

2. _____ of failing him/her

3. the chairperson of the general meeting

as my/our proxy to attend and act for me/us on my/our behalf at the general meeting of the shareholders for purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each postponed or adjournment thereof, and to vote for and/or against such resolutions, and or abstain from voting, in respect of the shares registered in my/our name/s:

	Number of votes		
	For	Against	Abstain
Ordinary resolution number 1 – Amendments to the 2022 share scheme			
Ordinary resolution number 2 – General authority to issue shares for cash			
Ordinary resolution number 3 – Authority			

Please indicate with an “X” in the appropriate spaces above how you wish your votes to be cast. Unless this is done, the proxy will vote as he/she thinks fit.

One vote per Exemplar share held by shareholders in the register on the voting record date.

An Exemplar shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a shareholder of Exemplar. Each Exemplar shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that shareholder at the general meeting.

Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196 or posted to Private Bag X9000, Saxonwold, 2132 or by email to proxy@computershare.co.za, to arrive no later than 11:00 on Monday, 13 April 2026. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the general meeting should the shareholder decide to do so.

Signed at _____ on _____ 2026

Signature _____

Assisted by me (where applicable) _____

Please read notes on the reverse side hereof

NOTES TO THE FORM OF PROXY:

1. Only Exemplar shareholders who are registered in the register of the Company under their own name on the voting record date may complete a form of proxy or attend the general meeting. This includes certificated Exemplar shareholders or own-name dematerialised Exemplar shareholders. A proxy need not be an Exemplar shareholder.
2. Certificated Exemplar shareholders wishing to attend the general meeting must ensure beforehand with the transfer secretaries that their shares are registered in their own name.
3. Beneficial Exemplar shareholders whose shares are not registered in their own name, but in the name of another, for example, a nominee, may not complete a proxy form, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instructions on voting their shares, or obtaining a proxy to attend, speak and vote at the general meeting.
4. Dematerialised Exemplar shareholders who have not elected own-name registration in the register of the Company through a CSDP and who wish to attend the general meeting, must instruct the CSDP or broker to provide them with the necessary letter of representation to attend.
5. Dematerialised Exemplar shareholders who have not elected own-name registration in the register of the Company through a CSDP and who are unable to attend, but wish to vote at the general meeting, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker.
6. An Exemplar shareholder may insert the name of a proxy or the names of two or more alternative proxies of the shareholder's choice in the space, with or without deleting "the chairperson of the general meeting". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by:
 - 7.1. cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - 7.2. delivering a copy of the revocation instrument to the proxy, and to the Company.
8. 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 the date:
 - 8.1. stated in the revocation instrument, if any; or
 - 8.2. upon which the revocation instrument is delivered to the proxy and the Company as required in section 58(4)(c)(ii) of the Companies Act.
9. Should the instrument appointing a proxy or proxies have been delivered to the transfer secretaries, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's memorandum of incorporation to be delivered by the Company to the shareholder must be delivered to:
 - 9.1. the shareholder; or
 - 9.2. the proxy or proxies if the shareholder has in writing directed the Company to do so and has paid any reasonable fee charged by the Company for doing so.
10. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the Company's memorandum of incorporation or the instrument appointing the proxy provide otherwise.
11. If the Company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of instrument appointing a proxy:
 - 11.1. such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
 - 11.2. the Company must not require that the proxy appointment be made irrevocable; and
 - 11.3. 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.
12. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled.
13. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the chairperson of the general meeting.
14. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
15. A company holding shares in the Company that wishes to attend and participate at the general meeting should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the transfer secretaries prior to the general meeting.
16. Where there are joint holders of shares any one of such persons may vote at any meeting in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders wishes to be present or represented at the general meeting, that one of the said persons whose name appears first in the Register or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
17. The chairperson of the general meeting may reject or accept any proxy which is completed and/or received other than in accordance with the instructions, provided that he shall not accept a proxy unless he is satisfied as to the matter in which a shareholder wishes to vote.
18. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
19. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to

authorise the chairperson of the general meeting, if the chairperson is the authorised proxy, to vote in favour of the resolutions at the general meeting or other proxy to vote or to abstain from voting at the general meeting as he/she deems fit, in respect of the shares concerned. A shareholder or the proxy is not obliged to use all of the votes exercisable by the shareholder or the proxy, but the total of votes cast in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.

20. Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) or by email to proxy@computershare.co.za, to arrive no later than 11:00 on Monday, 13 April 2026. Forms of proxy not delivered with the transfer secretaries in time may be handed to the chairperson of the general meeting prior to the commencement of the general meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the general meeting should the shareholder decide to do so.
21. This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
22. The foregoing notes include a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.

CORPORATE INFORMATION

Registered office of Company

Exemplar REITail Limited
(Registration number 2018/022591/06)
204 Von Willich Avenue
Clubview
Centurion, 0157
(Postal address as above)

Sponsor

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number 2006/005780/07)
6th Floor, 1 Park Lane
Wierda Valley
Sandton, 2196
(PO Box 522606, Saxonwold, 2132)

Company secretary

Ananda Booysen BA(Hons) LLB LLM
204 Von Willich Avenue
Clubview
Centurion, 0157
(Postal address as above)

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
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