Notice of annual general meeting

Introduction

Dear shareholder

Notice of annual general meeting of shareholders

On behalf of the board of Motus Holdings Limited, you are invited to attend the 2020 annual general meeting (AGM) to be held at 09:00 on Tuesday, 10 November 2020, through electronic participation.

The board believes that the safest way to hold the AGM and still allow shareholders their right to vote and ask questions at the meeting, is through electronic participation. This is as a result of the impact of COVID-19, the resultant health distancing imperatives, legal restrictions, the official advice on gatherings and movement and the health of shareholders and stakeholders, which is of paramount importance to the Company.

It is therefore confirmed that the AGM of Motus will be held though electronic communication, and shareholders wishing to participate in the AGM electronically will need to register by latest at 09:00 on Monday, 9 November 2020. A "registration to participate" form and a "virtual meeting guide for participants" are included in the notice of AGM, in Annexures A and B.

The AGM provides the board with the opportunity to present the Group's performance for the year ended 30 June 2020 to our shareholders. The Chairmen of the various board committees, senior members of management, as well as the Group's external auditors will be present to engage with shareholders.

The notice of the meeting and explanatory notes, which accompany this letter, set out the effects of all proposed resolutions included in this notice. In accordance with section 31(1) of the Companies Act, No 71 of 2008, as amended ("Companies Act") you are notified that the 2020 Motus Holdings integrated report and audited annual financial statements are available on the Motus website at **www.motus.co.za** on 30 September 2020. Should you wish to receive a printed copy of our 2020 integrated report and the audited annual financial statements, you may request these from the Motus Company Secretary at **janinej@motuscorp.co.za**. However due to the limited physical printing of documents and restrictions during COVID-19 lockdown, there might be a delay in delivering physical copies.

The Company has retained the services of The Meetings Specialists (Proprietary) Limited ("TMS") to host the AGM on an interactive electronic platform in order to facilitate remote participation and voting by shareholders. TMS will also act as scrutineer.

We request that shareholders send their proxies to TMS, at proxy@tmsmeetings.co.za by no later than 09:00 on Monday, 9 November 2020 to allow time for the tallying of votes and completion of the administrative processes relating to the meeting. Forms of proxy submitted on the day of the AGM must be emailed simultaneously to TMS at **proxy@tmsmeetings.co.za** and the Motus Company Secretary at **janinej@motuscorp.co.za**, prior to the commencement of the AGM, before any proxy seeks to exercise any right granted to it.

Further details for the form of proxy submission are contained on page 167 and in the notes to the form of proxy on page 168.

I look forward to your participation in the meeting.

Yours sincerely

Graham Dempster
Chairman

Notice of annual general meeting of shareholders

Motus Holdings Limited

(Incorporated in the Republic of South Africa)
(Registration number: 2017/451730/06)
ISIN: ZAE000261913
JSE share code: MTH
(Motus, or the company or the Group)

Notice is hereby given to the shareholders of Motus that the 2nd AGM will be held on Tuesday, 10 November 2020 at 09:00 (CAT) entirely through electronic participation (subject to any adjournment or postponement thereof), as permitted by the JSE Limited Listings Requirements, the provisions of the Companies Act, 71 of 2008 (as amended) and the Memorandum of Incorporation ("MOI"), in order to consider, and if deemed fit, pass with or without modification, the resolutions as set out in this notice.

Shareholders will need to register by latest on Monday, 9 November 2020 at 09:00 to participate in the AGM. A virtual meeting guide for shareholders is also included as Annexure A on page 164 of this AGM notice. Details on how to register are explained hereunder and in Annexure B, the "Registration to participate" form on page 165 of this notice of AGM.

The minutes of the meeting held on 12 November 2019 will be available for inspection at the registered office of the company until 17:00 on Monday, 9 November 2020 and up to 30 minutes immediately preceding the meeting.

Record date

The record date for the purpose of determining which shareholders of the company are entitled to receive notice of the AGM is Friday, 25 September 2020.

The record date for the purposes of determining which shareholders of the company are entitled to participate in and vote at the AGM is Friday, 30 October 2020.

Accordingly, only shareholders who are registered in the register of members of the company on Friday, 30 October 2020 will be entitled to participate, speak and vote at the AGM. Therefore, the last day to trade in order to be eligible to, participate and vote at the meeting is Tuesday, 27 October 2020.

Purpose of the meeting

The purpose of the AGM is to:
- Present the directors' report and the annual financial statements of the Group for the year ended 30 June 2020;
- Present the independent auditor's report;
- Present the audit and risk committee report;
- Consider any matters raised by shareholders; and
- Consider and, if deemed fit, pass the resolutions set out below.

Electronic participation

The board has determined that it is necessary and appropriate that the AGM be held by way of electronic participation only, and not by way of a physical meeting. The AGM will accordingly only be accessible through electronic communication.

The Company has retained the services of The Meeting Specialist ("TMS") to remotely host the AGM on an interactive electronic platform, in order to facilitate remote participation and voting by shareholders.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depositary Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
- To furnish them with voting instructions; and
- In the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

Shareholders who intend participating in the virtual meeting and who wish to vote at the meeting are required to contact TMS at **proxy@tmsmeetings.co.za** by submitting the completed registration form, attached to this notice of AGM on page 167 as soon as possible, but no later than 09:00 Monday, 9 November 2020. Shareholders who wish to attend the virtual meeting, should instruct their CSDP or Broker to issued them with the necessary letter of representation to attend the meeting as stipulated in the agreement with their CSDP or Broker.

Although the electronic platform provides for voting during the meeting, shareholders are strongly encouraged to still lodge their votes by proxy prior to the meeting to TMS at email **proxy@tmsmeetings.co.za**.

Notice of annual general meeting (continued)

Shareholders will be liable for their own network charges and these will not be for the expense of the company or TMS. Neither the company nor TMS can be held accountable in the case of loss of network connectivity or network failure due to insufficient airtime/internet connectivity/power outages which would prevent you from voting or participating in the virtual meeting.

This document is important and requires your immediate attention

If you are in any doubt about what action you should take, consult your broker, CSDP, banker, financial adviser, accountant or other professional adviser immediately.

If you have disposed of all or some of your shares in Motus, please forward this document together with the enclosed form of proxy to the purchaser of such shares or the broker, banker or other agent through whom you disposed of such shares.

This notice of AGM is only available in English. Copies may be obtained from the registered office of the company.

Included in this document are the following:
- The notice of AGM setting out the resolutions to be proposed at the meeting, together with explanatory notes.
- Virtual meeting guide for participants.
- Registration form for participation in the virtual AGM.
- A proxy form for completion, signature and submission to TMS by shareholders holding Motus ordinary shares in certificated form or recorded in sub-registered electronic form in own name.
- Notes to the proxy form.

Reference in this notice of AGM to the term "MOI", including references to a provision in the company's MOI, in this notice of AGM (including all of the relevant ordinary and special resolutions contained herein) is used throughout to refer to the company's memorandum of incorporation.

Registered and corporate office

1 Van Buuren Road, corner Geldenhuis and Van Dort Streets, Bedfordview, 2008 (PO Box 1719, Edenvale, 1610).

Resolutions

Part A – ordinary resolutions

Unless otherwise indicated, in order for the ordinary resolutions to be adopted, the support of at least 50% (fifty percent) plus one vote of the total number of votes, which the shareholders present or represented by proxy at this meeting are entitled to cast, is required.

1. Adoption of the annual financial statements

The audited annual financial statements for the year ended 30 June 2020 as set out in the integrated report and full audited annual financial statements, which can be found online on the company's website at **www.motus.co.za**, will be presented to the shareholders.

Ordinary resolution number one

"Resolved that the audited consolidated company annual financial statements of Motus for the year ended 30 June 2020, including the directors' report, the audit committee report and the auditors' report, be adopted."

2. Appointment of auditors

As set out in the audit and risk committee report on pages 07 – 11 of the full audited consolidated annual financial statements, the audit and risk committee has considered the performance, independence and suitability of Deloitte & Touche as external auditors of the company following receipt of the information detailed in paragraph 22.15(h) of the JSE Limited (JSE) Listings Requirements (Listings Requirements) and has recommended and nominated them for re-appointment as independent external auditors of the Group, to hold office until the next AGM, with Mr M Bierman (IRBA No 455563) as the designated partner.

Furthermore, in terms of paragraph 3.86 of the Listings Requirements, the audit and risk committee has considered and satisfied itself that Deloitte & Touche is accredited on the JSE list of Auditors and Accounting Specialists and the aforementioned designated audit partner does not appear on the JSE list of disqualified individual auditors.

Ordinary resolution number two

"Resolved that Deloitte & Touche be and is hereby appointed as auditors of the company with Mr M Bierman as designated partner until the date of the next AGM."

3. Appointment of the members of the audit and risk committee

Section 94 of the Companies Act requires that, at each AGM, shareholders of the company must elect the audit committee comprising at least three members, all of whom must be non-executive directors. The company wishes to confirm the ongoing appointments of Mr S Mayet, Ms KR Moloko and Mr MJN Njeke.

A brief curriculum vitae of each of the non-executive directors offering themselves for election as members of the audit committee is contained on page 14 of the integrated report. The board has reviewed the expertise, qualification and relevant experience of the appointed members and recommends that each of these directors be re-elected.

Ordinary resolution number three

"Resolved that the following independent non-executive directors be elected as members of the company's audit and risk committee by a separate vote in respect of each member:

3.1 Mr S Mayet
3.2 Ms K Moloko
3.3 Mr MJN Njeke."

4. Reappointment of retiring directors

The company's MOI stipulates that:

- at each AGM at least one-third of the directors shall retire from office, the directors so retiring being those who have been longest in office since their last election; and
- the retiring directors shall be eligible for re-election.

The board has considered the performance of the directors standing for re-election and found them suitable for re-appointment.

A brief curriculum vitae of each of the directors offering themselves for re-election is contained on page 14 of the integrated report.

Ordinary resolution number four

"Resolved that the re-election of the following directors, who retire by rotation in terms of the MOI but, being eligible and offering themselves for re-election, be authorised and confirmed by a separate vote with respect to each re-election:
4.1 Mr GW Dempster
4.2 Mr A Tugendhaft."

5. Authority to issue ordinary shares

In terms of the JSE Listings Requirements, the MOI and the Companies Act, the authorised but unissued ordinary shares are to be placed under the control of the directors by way of a general authority that shall remain valid until the next AGM. The directors shall be permitted to allot and issue such shares.

Ordinary resolution number five

"Resolved that the authorised but unissued ordinary shares be and are hereby placed under the control of the directors by way of a general authority that shall remain valid until the next AGM and the directors authorised to allot and issue those shares at their discretion, which authority shall include the authority to issue any option/convertible securities that are convertible into ordinary shares, provided that the aggregate number of ordinary shares be able to be allotted and issued in terms of this resolution, shall be limited to 5% (five percent) of the issued share capital at 30 June 2020."

6. Authority to issue shares for cash

Subject to the JSE Listings Requirements and the condition that the aggregate number of ordinary shares that can be allotted be limited to 5% (five percent) of the issued share capital as at 30 June 2020, the directors shall be permitted to allot and issue any of the company's unissued shares which are placed in their control, for cash.

Ordinary resolution number six

"Resolved that, the directors of the company be and are hereby authorised by way of a general authority, to allot and issue any of the company's unissued shares placed under their control for cash, as they in their discretion may deem fit, without restriction, subject to the provisions of the JSE Listings Requirements, and subject to the proviso that the aggregate number of ordinary shares able to be allotted and issued in terms of this resolution, shall be limited to 5% (five percent) of the issued share capital at 30 June 2020, provided that:

- the approval shall be valid until the date of the next AGM of the company, provided it shall not extend beyond 15 months from the date of this resolution;
- an announcement giving full details, including the impact on net asset value and earnings per share in the case of convertible securities, will be published after any issue representing, on a cumulative basis within any one financial year, 3% (three percent) or more of the number of shares in issue prior to such issue;
- the company's securities which are the subject of the general issue of shares for cash, in the aggregate in any one financial year may not exceed 5% (five percent) of the applicant's issued share capital (number of securities) of that class;
- in determining the price at which an issue of shares will be made in terms of this authority the maximum discount permitted will be 10% (ten percent) of the weighted average traded price of such shares, as determined over the 30 trading days prior to the date that the price of the issue is agreed between the issuer and the party subscribing for the securities. The JSE should be consulted for a ruling if the securities have not traded in such 30-business day period;
- any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements and not to related parties; and
- any such issue will only be securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue."

In terms of the JSE Listings Requirements, the minimum percentage of voting rights that is required for ordinary resolution six to be adopted is 75% (seventy-five percent) of the voting rights majority of the vote to be cast on each of the resolutions.

For listed entities wishing to issue shares for cash, it is necessary for the board not only to obtain the prior authority of the shareholders as may be required in terms of the MOI, but it is also necessary to obtain the prior authority of shareholders in accordance with the JSE Listings Requirements. The reason for this resolution is accordingly to obtain a general authority from shareholders to issue shares for cash in compliance with the Listings Requirements.

Part B – non-binding advisory votes

Ordinary resolutions seven and eight are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences on the existing arrangements.

In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% (twenty-five percent) or more of the votes exercised at the AGM, the company will, in its voting results announcement, as required by paragraph 3.84(k) of the JSE Listings Requirements, extend an invitation to dissenting shareholders to engage with the company. Motus will provide a report back on the outcome thereof in the 2021 integrated report, if applicable".

7. Confirmation of the Group's remuneration policy

In accordance with the King IV Report on Corporate Governance for South Africa 2016, commonly referred to as King IV, and the JSE Listings Requirements, it is recommended that the Group's remuneration policy be tabled for a non-binding advisory vote by shareholder at every AGM, thus providing the shareholders with an opportunity to express their views. The remuneration report is set out on pages 110 – 131 of the integrated report.

Ordinary resolution number seven

"Resolved that the Group's remuneration policy for the financial year ended 30 June 2020, as set out in the remuneration report on pages 110 – 131 of the integrated report, be and is hereby endorsed by way of a non-binding vote."

8. Confirmation of the Group's implementation report

In accordance with the King IV and the JSE Listings Requirements, it is recommended that the implementation of the Group's remuneration policy be tabled for a non-binding advisory vote by shareholder at every AGM. The remuneration report is set out on pages 110 – 131 of the integrated report.

Ordinary resolution number eight

"Resolved that the Group's remuneration implementation report, as set out in the remuneration report on pages 110 – 131 of the integrated report, be and is hereby endorsed by way of a non-binding vote."

Part C – Special resolutions

In order for each of the special resolutions to be adopted, the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolutions by shareholders, present or represented at the AGM and entitled to exercise voting rights on the resolution, is required.

9. Non-executive directors' fees

Section 66(8) (read with section 66(9)) of the Companies Act provides that, to the extent permitted in the company's MOI, the company may pay remuneration to its directors for their services as such, provided that such remuneration may only be paid in accordance with a special resolution approved by shareholders within the previous two years. These requirements are reaffirmed in King IV and the JSE Listings Requirements.

The approved fees for the 2020 financial year have been reduced by 15% (fifteen percent) for three months starting on 1 April 2020. The approved fees for the 2021 financial year have been reduced to reflect no increase from the 2020 financial year, as well as a reduction of 15% (fifteen percent) for three months starting 1 July 2020. The proposed increase in fees for the 2022 financial year is 5% (five percent) for all boards and committees.

Special resolution number one

"Resolved that the Company be and is hereby authorised, by a separate vote in respect of each item, to remunerate its directors for their services as non-executive directors and/or pay any fees related thereto and on any other basis as may be recommended by the remuneration committee and approved by the board of directors for the period from the date of the AGM to 30 June 2022 as follows:

	Fees from 1 July 2020 to 30 June 2021	Fees from 1 July 2021 to 30 June 2022
Chairman*	**R1 003 551**	R1 053 730
Deputy chairman and lead independent director*	**R501 775**	R526 870
Board member	**R287 018**	R301 340
Assets and liabilities committee chairman*	**R182 923**	R192 069
Assets and liabilities committee member	**R121 780**	R127 870
Audit and risk committee chairman*	**R378 984**	R397 940
Audit and risk committee member	**R189 492**	R198 970
Divisional board member	**R170 290**	R178 810
Divisional finance and risk committee member	**R68 217**	R71 630
Remuneration committee chairman*	**R136 940**	R143 790
Remuneration committee member	**R90 956**	R95 510
Nominations committee chairman*	**R102 705**	R107 840
Nominations committee member	**R68 217**	R71 628
Social, ethics and sustainability chairman*	**R183 428**	R192 600
Social, ethics and sustainability member	**R121 780**	R127 870

** Fee paid in addition to a member's fee.*

The nominations committee meetings will be reduced to three times a year and will meet more frequently as the need arises, which is why the fees have been reduced.

Executive directors do not receive directors' fees.

Fees are stated excluding value added tax.

Reason and effect

The reason for special resolution number one is for the company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolution number one is that the company will be able to pay its non-executive directors for the services they render to the company as directors without requiring further shareholder approval until the next AGM.

10. General authority to repurchase company securities

Special resolution number two is proposed to authorise the acquisition by the company or any of its subsidiaries of shares issued by the company. The board's intention is for the shareholders to pass a special resolution granting the company or its subsidiaries general authority to acquire ordinary shares issued by the company, subject to the requirements of the Companies Act, the JSE Listings Requirements and the MOI, should the board consider that it would be in the interests of the company or its subsidiaries to acquire such shares while the general authority subsists.

Special resolution number two

"Resolved that, the company, or a subsidiary of the company, be and is hereby authorised, by way of a general authority, to acquire securities issued by the company, in terms of the provisions of sections 46 and 48 of the Companies Act and in terms of the JSE Listings Requirements, it being recorded that the Listings Requirements currently require, inter alia, that the company may make a general repurchase of securities only if:

- any such repurchase of securities 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 (reported trades are prohibited);
- authorised by the company's MOI;
- the general authority shall be valid until the next AGM of the company, provided that it shall not extend beyond 15 months from the date of this special resolution number two;
- when the company has cumulatively repurchased 3% (three percent) of the initial number of securities in issue on the date of passing of special resolution number two, and for each 3% (three percent) thereof, in aggregate acquired thereafter, an announcement is published as soon as possible and not later than 08:30 on the second business day following the day on which the relevant threshold is reached or exceeded, and the announcement complies with the requirements of the JSE Listings Requirements;
- any general repurchase by the company of its own ordinary shares shall not, in aggregate in any one financial year exceed 10% (ten percent) of the company's issued ordinary shares as at the date of passing of this special resolution number two;
- at any time, only one agent is appointed to effect any repurchase on the company's behalf;
- the company or its subsidiary does not repurchase securities during a prohibited period unless the company has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been provided to the JSE prior to the commencement of the prohibited period. The company will instruct an independent third party, which makes its investment decisions in relation to the company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- in determining the price at which the securities are repurchased by the company or its subsidiary in terms of this general authority, the maximum price at which such securities may be repurchased will not be greater than 10% (ten percent) above the weighted average of the market value for such securities for the five business days immediately preceding the date of repurchase of securities.

The directors of the company confirm that no repurchase will be implemented in terms of this authority unless, after each such repurchase:

- the company and the Group will be able to pay its debts as they become due in the ordinary course of business for a period of 12 (twelve) months after the date of the notice of the AGM;
- the consolidated assets of the company and the Group, fairly valued in accordance with the accounting policies used in the latest audited annual group financial statements, will exceed its consolidated liabilities for a period of 12 (twelve) months after the date of the notice of the AGM;
- the share capital and reserves of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM; and
- the working capital of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM, and the directors have passed a resolution authorising the repurchase, resolving that the company and its subsidiary/ies, as the case may be, have satisfied the solvency and liquidity test as defined in the Companies Act and since the solvency and liquidity test had been applied, there have been no material changes to the financial position of the Group.

The Listings Requirements require the following disclosures with respect to general repurchases, some of which appear elsewhere in the integrated report of which this notice forms part:

- Major shareholders – page 149
- Share capital of the company– page 149.

Directors' responsibility statement

The directors, whose names are given on pages 13 – 14 of the integrated report, collectively and individually accept full responsibility for the accuracy of the information pertaining to the general repurchase resolution and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the aforementioned resolution contains all information required by law and the JSE Listings Requirements.

No material changes to report

Other than the facts and developments reported on in the integrated report, there are no material changes in the affairs or financial position of the company and its subsidiaries that have occurred subsequent to the 30 June 2020 year end until the date of the notice of AGM.

Reason and effect

The reason for and effect of special resolution two is to authorise the company and/or its subsidiaries by way of a general authority to acquire their own securities for such terms, conditions and in such amounts as determined from time to time by the directors of the company subject to the limitations set out above and in compliance with section 48 of the Companies Act.

Statement of board's intent

Pursuant to and in terms of paragraph 11.26 of the JSE Listings Requirements, the directors of the company hereby state that:

- the intention of the company and its subsidiaries is to utilise the general authority to repurchase, if at some future date the cash resources of the company are in excess of its requirements; and
- the method by which the company and any of its subsidiaries intend to repurchase its securities and the date on which such repurchase will take place, has not yet been determined.

The board has considered the impact of a repurchase of up to 10% (ten percent) of the company's securities, under a general authority in terms of the JSE Listings Requirements. Should the opportunity arise and should the directors deem it in all respects to be advantageous to the company to repurchase such securities, it is deemed appropriate that the company or a subsidiary be authorised to repurchase the company's securities.

11. Authority to provide financial assistance in terms of section 44

Motus is from time to time, as an essential part of conducting its business, required to provide direct or indirect financial assistance in the form of loans, guarantees, the provision of security or otherwise as contemplated in section 44 of the Companies Act for the purpose of or in connection with the subscription for securities to be issued by the company or related and interrelated companies or for the purchase of securities of the company or related and interrelated companies. The financial assistance is generally provided in the form of guarantees to capital market investors who invest in bonds and other financial instruments issued by subsidiaries of the company.

In terms of the Companies Act, companies are required to obtain the approval of their shareholders by way of special resolution in order to provide financial assistance to subscribe for such securities and Motus seeks approval for the board of the company until the next AGM to authorise the provision by the company of financial assistance to investors in securities to be issued by the company or related and interrelated companies as contemplated in section 44 of the Companies Act. The financial assistance will be provided as part of the day-to-day operations of the company in the normal course of its business and in accordance with its MOI and the provisions of the Companies Act.

Approval is not sought for loans to directors and no such financial assistance will be provided under this authority.

Special resolution number three

"Resolved that in terms of section 44 of the Companies Act, as a general approval, the board of the company may from time to time authorise the company to provide any direct or indirect financial assistance, as defined in section 44 of the Companies Act, to any related and interrelated companies for such amounts and on such terms and conditions as the board of the company may determine for the purpose of or in connection with the subscription for securities to be issued by the company or any related and interrelated companies or for the purchase of securities of the company or related and interrelated companies, provided that the aforementioned approval shall be valid until the date of the next AGM of the company."

Effect

Special resolution number three will grant the directors of the company the authority until the next AGM to authorise the provision by the company of financial assistance as contemplated in section 44 of the Companies Act.

Compliance with section 44(3)(b)

The directors of Motus will, in accordance with the Companies Act, ensure that financial assistance is only provided if the requirements of that section are satisfied, inter alia, that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test set out in section 4(1) of the Companies Act.

12. Authority to provide financial assistance in terms of section 45

Motus is a listed holding company with a large number of subsidiary companies, which together comprise the Motus Group of companies. Motus is not an operating company and all operations in the Motus Group are conducted by subsidiary companies of Motus.

Motus is from time to time, as an essential part of conducting its business, required to provide financial assistance to its subsidiary and associate companies including related and interrelated companies in the form of operational loan funding, credit guarantees and general financial assistance as contemplated in section 45 of the Companies Act.

In terms of the Companies Act, companies are required to obtain the approval of their shareholders by way of special resolution in order to provide financial assistance to subsidiaries and Motus seeks approval for the board of the company until the next AGM to authorise the provision by the company of financial assistance to any related or interrelated company as contemplated in section 45 of the Companies Act. This means that the company is authorised to grant loans to its subsidiaries and to guarantee the debts of its subsidiaries. The financial assistance will be provided as part of the day-to-day operations of the company in the normal course of its business and in accordance with its MOI and the provisions of the Companies Act.

Special resolution number four

"Resolved that in terms of section 45 of the Companies Act, as a general approval, the board of the company may from time to time authorise the company to provide any direct or indirect financial assistance, as defined in section 45 of the Companies Act, to any related or interrelated company or corporation for such amounts and on such terms and conditions as the board of the company may determine, provided that the aforementioned approval shall be valid until the date of the next AGM of the company."

Effect

Special resolution number four will grant the directors of the company the authority until the next AGM to authorise the provision by the company of financial assistance to any related or interrelated company as contemplated in section 45 of the Companies Act.

Compliance with section 45(3)(b)

The directors of Motus will, in accordance with the Companies Act, ensure that financial assistance is only provided if the requirements of that section are satisfied, inter alia, that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test set out in section 4(1) of the Companies Act.

13. To transact such other business as may be transacted at an AGM of shareholders

Voting and proxies

A shareholder entitled to attend and vote at the AGM may appoint one or more persons as its proxy to attend, speak and vote (or abstain from voting) 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 who are unable to attend the AGM but who wish to be represented thereat. In order to be valid, duly completed forms of proxy must be submitted electronically to TMS, at **proxy@tmsmeetings.co.za**, by no later than 09:00 on Monday, 9 November 2020, subject to the proxy instructions meeting all other criteria. Alternatively, a duly completed form of proxy may be handed to the Chairperson of the AGM prior to the commencement of the AGM. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote electronically at the AGM should the shareholder decide to do so.

Dematerialised shareholders, other than with own-name registration, 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 AGM in order for their CSDP or broker to vote in accordance with such instructions. If such dematerialised shareholders wish to attend the AGM in person, they must request their CSDP or broker to issue the necessary letter of representation to them. This must be done in terms of the custody agreement entered into between such dematerialised shareholders and their CSDP or broker.

By order of the board

JK Jefferies
Company Secretary

15 September 2020

Annexure A

Virtual meeting guide for participants

How to access the virtual meeting

1. In order to participate and vote in the meeting, each user must have an internet-enabled device (phone, laptop, desktop, tablet) capable of browsing to a regular website (in order to vote and participate).
2. Closer to the meeting date or on the day of the virtual meeting, you will receive a link and a password to enter the virtual meeting room.
3. Click on the link and you will be directed to the meeting platform.
4. An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist (Pty) Limited on **proxy@tmsmeetings.co.za** and who has successfully be validated to vote at the meeting.
5. Guests will only be allowed to observe and listen to the proceedings of the meeting.

Navigating the meeting platform

1. Participant who would like to pose questions, please click on the Q&A icon on the bottom of your screen, to ask your question.
2. If you have a question on a particular resolution, please type your name, the resolution number, followed by your question and press enter or send.
3. Alternatively, if you would like to address the meeting directly, please click on the raise your and icon. Once the Chairman has identified you, your microphone will be un-muted, and you will be able to address the meeting.

How to exercise your votes

1. All shareholders or their representatives, who have requested to vote, would have received a link from Digital Cabinet to either their phone number or email address
2. The voting will be available on all the resolutions when the Chairman opens the meeting.
3. Please click on the vote now link and it will direct you to the voting platform.
4. You will notice that the voting platform contains all the resolutions which have been published in the notice of meeting, with your votes automatically defaulted to Abstain.
5. Please note – once you click submit, your votes cannot be retracted and re-voted.
6. You may vote on all the resolutions simultaneously by defaulting all your votes as either "For" or "Against" or keeping it as an "Abstained" voted and then clicking on the submit button on the bottom of the electronic ballot form.
7. You may also indicate your votes individually, per resolution, by selecting the relevant option (For, Against, Abstain), on a resolution by resolution basis.
8. Once you have voted on all the resolutions, scroll down to the bottom of the page and click submit.
9. You will receive a message on your screen confirming that your votes have been received.
10. Once again, please ensure that you have selected the correct option on a resolution (For, Against, Abstain) before clicking the submit button.

You will only be able to access both the meeting platform and the voting platform, 10 minutes prior to commencement of the virtual meeting.

Annexure B

To participate in the virtual annual general meeting: registration form

Motus Holdings
(Incorporated in the Republic of South Africa)
Registration number: 2017/451730/06
Share code: MTH
ISIN: ZAE000261913
(Motus or the company)

To be held on 10 November 2020 at 09:00

Shareholders or their proxies who wish to participate in the annual general meeting via electronic participation ("Participants"), must register with the Company's meeting scrutineers by delivering the signed form below ("the application") to The Meeting Specialists (Pty) Limited ("TMS") at email **proxy@tmsmeetings.co.za** by no later than 09:00 on 9 November 2020.

- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - To furnish them with their voting instructions; and
  - In the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such Participants, should they wish to have their votes(s) counted at the annual general meeting, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 5 November 2020 and 9 November 2020 via email/mobile with a unique link to allow them to participate in the virtual general meeting.
- The cut-off time, for administrative purposes, to participate in the meeting will be at 09:00 on 9 November 2020. The Participant's unique access credentials will be forwarded to the email/cell number provided below.
- Please take note of the virtual meeting guide for shareholders on page 164.

Annexure B (continued)

Application form

Name and surname of shareholder:

Name and surname of shareholder representative (if applicable):

ID number of shareholder or representative:

Email:

Cell number:

Telephone number:

Name of CSDP or Broker:

(if shares are held in dematerialised format):

SCA number/Broker account number or own name account number:

Number of shares:

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
- The Participant acknowledges that the telecommunication lines/webcasts/web-streaming are provided by a third party and indemnifies Motus, the Johannesburg Stock Exchange Limited ("JSE"), The Meeting Specialists (Pty) Limited ("TMS") (virtual platform service provider) and/or its third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Motus, the JSE, TMS and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the general meeting.
- Participants will be able to vote during the general meeting through an electronic participation platform. Such Participants should they wish to have their vote(s) counted at the general meeting, must act in accordance with the requirements set out above.
- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and sent by email to TMS at **proxy@tmsmeetings.co.za**.

By signing this registration form, I agree and consent to the processing of my personal information above for the purpose of participation in the annual general meeting.

Shareholder Name:

Signature:

Date: