Notice of annual general meeting

Introduction

Message from the Chairman of the board to shareholders

On behalf of the board of Motus Holdings Limited, you are invited to attend the 2022 AGM to be held at 08:30 (CAT) on Wednesday, 2 November 2022, at 224 Garstfontein Road, Menlyn, 0181 Pretoria, Gauteng and through electronic participation.

I take this opportunity to welcome our shareholders back to a physical meeting after two years of holding these meetings through electronic participation following the outbreak of COVID-19.

The board believes that it is now safe to hold the AGM in person to allow shareholders to exercise their right to vote and ask questions at the meeting, following the removal of the COVID-19 restrictions and with most people being vaccinated.

Shareholders wishing to participate in the AGM will need to register by the latest at 08:30 (CAT) on Tuesday, 1 November 2022. A Virtual meeting guide for participants for shareholders who wish to exercise this option and a Registration to participate in person form are included in the notice of AGM, as Annexures A and B respectively.

The AGM provides the board with the opportunity to present the Group's performance for the year ended 30 June 2022 to the company's shareholders. The Chairs of the various board committees, senior members of management and the Group's external auditors will be present to engage with shareholders, should the need arise.

The notice of the meeting and explanatory notes, which accompany this message, set out the proposed resolutions and effects thereof. In accordance with section 31(1) of the Companies Act, you are notified that the 2022 Motus Holdings integrated report, ESG report, and audited consolidated and separate annual financial statements are available on the Motus website at **https://www.motus.co.za/investors/integrated-reports/** as of 30 September 2022. Should you wish to receive a printed copy of our 2022 integrated report, ESG report and the audited consolidated and separate annual financial statements, you may request these from the Motus Company Secretary at **nsimelane@motus.co.za**.

The company has retained the services of The Meetings Specialists Proprietary Limited (TMS) to host the AGM in order to facilitate participation and voting by shareholders.

We request that shareholders send their proxies and/or their letters of representation to TMS at **proxy@tmsmeetings.co.za** by no later than 08:30 (CAT) on Tuesday, 1 November 2022 to allow time for the tallying of votes and completion of the administrative processes relating to the meeting. Forms of proxy or letters of representation submitted on the day of the AGM must be emailed simultaneously to TMS at **proxy@tmsmeetings.co.za** and the Motus Company Secretary at **nsimelane@motus.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 215 and in the notes to the form of proxy on page 217.

I look forward to your attendance and participation in the meeting.

Yours sincerely,

Graham Dempster
Chairman

26 September 2022

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)

Board of directors (board): GW Dempster (Chairman), OS Arbee (CEO), OJ Janse van Rensburg (CFO), KA Cassel, PJS Crouse, NB Duker, S Mayet, MJN Njeke, F Roji and A Tugendhaft.

Notice is hereby given to the shareholders of Motus that the 4th AGM will be held on Wednesday, 2 November 2022 at 08:30 (CAT) at 224 Garstfontein Road, Menlyn, 0181 Pretoria, Gauteng and though electronic participation or at any other adjourned or postponed time determined in accordance with the provisions of section 64(4) and section 64(10) (as read with section 64(11)(a)(i)) of the Companies Act.

This document is important and requires your immediate attention.

Your attention is drawn to the notes at the end of this notice, on page 212, which contain important information regarding shareholders' participation at the AGM. Should you be in any doubt as to what action to take in respect of the proposed resolutions and other matters contemplated in this notice of the AGM or the explanatory notes hereto, it is recommended that you consult appropriate professional advisers. For purposes of this notice of the AGM and the explanatory notes hereto, the term "shareholder" shall have the meaning ascribed thereto in section 57(1) of the Companies Act.

In terms of section 59(1) of the Companies Act, the board has set the record dates to determine which shareholders are entitled to:

- receive this notice of the AGM as being Friday, 23 September 2022; and
- participate in and vote at the AGM as being Friday, 28 October 2022.

The last day to trade in the company's shares, in order to participate in and vote at the AGM is Tuesday, 25 October 2022.

The meeting is convened to consider and if deemed appropriate, pass and approve, with or without modification, the ordinary and special resolutions set out below in the manner required by the Companies Act and the JSE Listings Requirements. Please see the explanatory notes commencing on pages 206 to 211 for the explanations which accompany the ordinary and special resolutions below. A virtual meeting guide for shareholders who have opted for this option, is included as Annexure A on page 212 of this notice of AGM. Details on how to register for the virtual option are explained in the Registration to participate form in Annexure B, on page 213 of this notice of AGM.

Notice of annual general meeting (continued)

Resolutions

Part A – presentation of reports

These items, presented under Part A, do not require resolutions. They are presented here to afford shareholders the opportunity to ask questions and make comments about their contents, if any.

1. Presentation of the audited consolidated and separate annual financial statements

To present the audited annual financial statements of the company and its subsidiaries (Group) as approved by the board of the company in terms of section 30(3) of the Companies Act, incorporating, inter alia, the reports of the external auditors, Audit and Risk Committee (ARC) and the directors for the financial year ended 30 June 2022.

2. Presentation of the social, ethics and sustainability report

To present the report of the SES Committee for the financial year ended 30 June 2022, as required in terms of Regulation 43(5)(c) of the Companies Regulations, 2011 (Companies Regulations).

Part B – ordinary resolutions

3. Election of retiring non-executive directors

Ordinary resolution 1

To consider and, if deemed appropriate, to elect, by way of separate, divisible resolutions:

1.1 Mr. S Mayet, who is retiring by rotation in accordance with clause 23.3.2 of the company's Memorandum of Incorporation (MOI), as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act and being eligible and available, offers himself for election.

1.2 Mr. MJN Njeke, who is retiring by rotation in accordance with clause 23.3.2 of the company's MOI, as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act, and being eligible and available, offers himself for election.

4. Election of the members of the Audit and Risk Committee

Ordinary resolution 2

To consider and, if deemed appropriate, re-elect by way of separate, divisible resolutions the following independent non-executive directors as members of the ARC for the ensuing year in accordance with section 94 of the Companies Act:

2.1 Mr. S Mayet, be and is hereby elected as a member of the company's ARC (subject to being elected in accordance with resolution 1.1 above).

2.2 Ms. NB Duker be and is hereby elected as a member of the company's ARC.

2.3 Ms. F Roji be and is hereby elected as a member of the company's ARC.

5. Re-appointment of external auditor

Ordinary resolution 3

To appoint Deloitte & Touche, on the recommendation of the ARC, as the independent external auditor of the company for the ensuing year (the designated auditor being Ms. Shelly Nelson (IRBA number: 732206).

6. Appointment of external auditor – mandatory rotation

Ordinary resolution 4

To appoint PricewaterhouseCoopers Inc. (PwC), on the recommendation of the ARC, as the Group's independent external auditors, with Mr. Thomas Howatt (IRBA number: 721751) as designated audit partner, for the financial year ending 30 June 2024, replacing Deloitte & Touche after the 30 June 2023 financial year.

7. Authority to issue ordinary shares

Ordinary resolution 5

To approve 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 are 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 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 2022.

8. Authority to issue shares for cash

Ordinary resolution 6

To consider and approve that the directors of the company and/or any of its subsidiaries, from time to time be and are hereby authorised by way of a general authority, to:

- allot and issue or to issue any options in respect of any of the company's authorised but unissued shares placed under their control; and /or
- sell or otherwise dispose of or transfer, or issue any options in respect of, ordinary shares in the capital of the company purchased by subsidiaries of the company,

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 as at the date of the notice, provided that:

- the approval shall be valid until the date of the next AGM of the company and shall not extend beyond 15 (fifteen) months from the date of this resolution;
- an announcement giving full details, including the number of securities issued, the average discount to the weighted average traded price of the securities over 30 (thirty) business days prior to the date that the issue is agreed in writing between the company and the parties subscribing for the securities and in respect of the issue of options and convertible securities and the impact on the statement of financial position, net asset value per share, net tangible asset value per share, the statement of comprehensive income, earnings per share, and headline earnings per share and, if applicable, diluted earnings and headline earnings per share, or in respect of an issue of shares, an explanation, including supporting information (if any), of the intended use of the funds, will be published after any issue of securities 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 company's issued share capital (number of securities) of that class, excluding treasury shares, as at the date of this notice, being 178 133 390 securities. Any securities issued under this authorisation will be deducted from the aforementioned 178 133 390 listed securities. In the event of a sub-division or a consolidation the authority will be adjusted to represent the same allocation ratio;
- in determining the price at which securities may be issued in terms of this authority the maximum discount permitted will be 10% (ten percent) of the weighted average traded price of such securities, as determined over the 30 (thirty) 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, subject to the following, to related parties:
  - related parties may participate in a general issue for cash through a bookbuild process provided:
    - ~ related parties only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be "out of the book" and not be allocated shares; and
    - ~ equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;
- 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 and shall comply with paragraph 5.52 of the JSE Listings Requirements; and
- whenever the company wishes to use repurchased shares, held as treasury stock by a subsidiary of the company, such use must comply with the JSE Listings Requirements as if such use was a fresh issue of ordinary shares.

Notice of annual general meeting (continued)

Part C – non-binding advisory votes

9. Confirmation of the Group's remuneration policy

Ordinary resolution 7

To endorse, by way of a non-binding advisory vote, the Group's remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of committees), as set out in the explanatory notes on page 206.

10. Confirmation of the Group's remuneration implementation report

Ordinary resolution 8

To endorse, by way of a non-binding advisory vote, the Group's remuneration implementation report, as set out on pages 164 to 175 of the integrated report.

11. Delegation of authority

Ordinary resolution 9

To authorise any 1 (one) director of the company and/or the Company Secretary to do all such things and sign all such documents (including any amendments thereto) as are deemed necessary or advisable to implement the ordinary and special resolutions which have been (or will be) duly passed as set out in the notice convening the AGM.

Part D – special resolutions

12. Non-executive directors' remuneration

Special resolution 1

To approve the proposed fees and remuneration payable to 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 set out in the table in the explanatory notes.

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

Special resolution 2

To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 44 of the Companies Act, by way of a loan, guarantee of a loan or otherwise to any person for the purpose of, or in connection with, the subscription of any option, or securities, issued or to be issued by the company or related or inter-related company or for the purchase of any securities of the company or a related or inter-related company, subject to the Companies Act.

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

Special resolution 3

To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 45 of the Companies Act, by way of a loan, guarantee of a loan or other obligation or securing of a debt or other obligation or otherwise as the board may authorise to any 1 (one) or more related or inter-related company(ies) or corporation(s) (as such relations and inter-relationships are outlined in section 2 of the Companies Act), on such other terms and conditions as the board may deem fit, subject to the Companies Act.

15. General authority to repurchase company securities

Special resolution 4

To authorise the directors to approve and implement the acquisition by the company (or by a subsidiary of the company in terms of section 48(2)(b) of the Companies Act) from time to time, be and is hereby authorised to acquire ordinary shares in the company, by way of a general authority, which shall only be valid until the company's next AGM or 15 (fifteen) months from the date of the passing of this special resolution, whichever period is the shorter, and subject to section 48 of the Companies Act, the MOI, the JSE Listings Requirements, when applicable, and the following limitations, namely:

- the repurchase of ordinary shares must be implemented through the order book operated by the JSE trading system, without prior understanding or arrangement between the company and the counter party (reported trades are prohibited);
- the company being authorised thereto by its MOI;
- in determining the price at which the company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date on which the transaction is effected (the JSE should be consulted for a ruling if the company's securities have not traded in such 5 (five) business day period);
- an announcement being published in accordance with the JSE Listings Requirements as soon as the company has repurchased ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue at date of the passing of this resolution (initial number), and for each 3% (three percent) in aggregate of the initial number of ordinary shares repurchased thereafter, containing such details of such repurchases as are required under the JSE Listings Requirements as well as any confirmations and disclosures required of the company and its directors;
- the company may only effect the repurchase if a resolution has been passed by the board confirming that it has authorised the repurchase, and that the company and its subsidiary/ies have passed the solvency and liquidity test as defined in the Companies Act and that since the test was done there have been no material changes to the financial position of the Group;
- any such general repurchases are subject to exchange control regulations and approval at that point in time;
- the acquisition of ordinary shares, in aggregate, in any one financial year may not exceed 20% (twenty percent) of the company's issued ordinary share capital;
- the number of shares purchased and held by a subsidiary or subsidiaries of the company shall not exceed 10% (ten percent) in aggregate of the number of issued shares in the company at the relevant times;
- any such general repurchase will be subject to the applicable provisions of the Companies Act (including sections 114 and 115 to the extent that section 48(8) is applicable in relation to that particular repurchase);
- the company or its subsidiaries may not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless:
  - the Company had a repurchase programme in place and the programme has been submitted to the JSE prior to the prohibited period commencing;
  - only one independent third-party has been instructed to execute the repurchase programme prior to the prohibited period commencing;
  - the repurchase programme includes the name and date of appointment of the independent third-party instructed to execute the repurchase programme, the commencement and termination date of the repurchase programme and the fixed number of securities to be traded during the period; and
- the company only appointing 1 (one) agent at any point in time to effect any repurchases on its behalf.

Adequacy of working capital

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 repurchase;
- 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 repurchase;
- the issued 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 repurchase; 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 repurchase, 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.

Other disclosure in terms of section 11.26 of the JSE Listings Requirements

The JSE 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 195.
- Share capital of the company– page 195.

Statement of intent

The directors undertake that, to the extent it is still required by the JSE Listings Requirements and the Companies Act, they will not implement any repurchase as contemplated in this special resolution while this general authority is valid, unless:

a) the board has resolved to authorise such repurchase subject to the limitations set out in this special resolution, have applied the solvency and liquidity test set out in section 4 of the Companies Act and have reasonably concluded that the Group will satisfy the solvency and liquidity test immediately after completing such repurchase, and are satisfied that since the test was carried out there have been no material changes to the financial position of the Group; and

b) the Group will comply with the provisions of section 46 of the Companies Act and the JSE Listings Requirements in relation to such repurchase.

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.

Directors' responsibility statement

The directors, whose names are given on pages 24 and 25 of the integrated report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that to the best of their knowledge and belief there are no facts in relation to this special resolution 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 what is reported on in the integrated report, there are no material changes in the financial position of the Group since the financial year-end of 30 June 2022 and the date of this notice.

16. Any other business to be transacted at the AGM

In terms of section 61(8)(d) of the Companies Act, an AGM must provide for the transacting of business in relation to any matters raised by shareholders, with or without advance notice to the company.

17. Electronic participation

Shareholders or their proxies may participate in the AGM by way of electronic participation call and, if they wish to do so TMS by no later than Tuesday, 1 November 2022 to make such arrangements as mentioned above. In terms of section 61(10) of the Companies Act, the company has retained the services of TMS to host the AGM in order to facilitate electronic 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 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 meeting on the virtual platform 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 214 as soon as possible, but no later than 08:30 (CAT) Tuesday, 1 November 2022. Shareholders who wish to attend the meeting on the virtual platform, should instruct their CSDP or broker to issue 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 submit their votes by proxy prior to the meeting to TMS at email **proxy@tmsmeetings.co.za**.

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 liable 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 at or participating in the virtual meeting.

Voting and proxies

A shareholder entitled to attend and vote at the AGM may appoint one or more persons as its proxy (who need not be a shareholder of the company) to attend, speak and vote (or abstain from voting) in its stead. Note that equity securities held by a share trust or scheme and unlisted securities will not have their votes taken into account at the AGM for the purposes of resolutions proposed in terms of the JSE Listings Requirements. Shares held as treasury shares in terms of the Companies Act and JSE Listings Requirements may not vote on any resolutions.

Please note that, in accordance with section 63(1) of the Companies Act, the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified. Accordingly, meeting participants (including shareholders and proxies) must provide satisfactory identification. Without limiting the generality hereof, the company will accept a valid South African identity document, a valid driver's licence, or a valid passport as satisfactory identification.

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

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 08:30 (CAT) on Tuesday, 1 November 2022, subject to the proxy instructions meeting all other criteria. Alternatively, a duly completed form of proxy may be handed to the Chairman 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 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

NE Simelane
Company Secretary

26 September 2022

Annual general meeting – explanatory notes

Part A

Presentation of the audited consolidated and separate annual financial statements

Section 61(8) of the Companies Act requires directors to present the audited consolidated and separate annual financial statements for the year ended 30 June 2022 to shareholders, together with the reports of the directors, external auditor, and the ARC at the AGM. These are contained within the audited consolidated and separate annual financial statements and an extract is included in the integrated report.

Shareholders are advised that, in terms of section 62(3)(d) of the Companies Act, a copy of the audited consolidated and separate annual financial statements for the preceding financial year may be obtained by submitting a written request to the Company Secretary, and electronic copies are available on the company's website: **https://www.motus.co.za/investors/integrated-reports/**.

Presentation of the Social, Ethics and Sustainability report

Regulation 43(5)(c) of the Companies Regulations requires the SES Committee, through 1 (one) of its members, to report to the shareholders on matters within its mandate at the AGM. The SES Committee's report will be presented during the AGM.

Part B

Ordinary resolution 1 – Election of retiring non-executive directors

In terms of the company's MOI, one-third of the directors are required to retire at each AGM and may, if eligible, offer themselves for election in terms of clause 23.3.2.

1.1 Mr. S Mayet retires by rotation in terms of paragraph 23.3.2 of the MOI; and
1.2 Mr. MJN Njeke retires by rotation in terms of paragraph 23.3.2 of the MOI.

Messrs Mayet and Njeke retire in accordance with clause 23.3.2 of the MOI and now offer themselves for election by shareholders, having been evaluated and had their eligibility and suitability for election confirmed by the Nomination Committee (NomCo).

Brief curriculum vitae in respect of the retiring directors who have offered themselves for election are set out on page 24 of the integrated report.

To be approved, each of the resolutions set out under ordinary resolution 1 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolutions by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If each of the individual resolutions set out under ordinary resolution 1.1 and 1.2 are approved, the effect would be to elect the retiring directors who have offered themselves for election as independent non-executive directors to the board of the company until such time as they resign, retire, and do not offer themselves for re-election or are otherwise removed from office.

Ordinary resolution 2 – Election of the members of the Audit and Risk Committee

Section 94(2) of the Companies Act requires the company to elect an Audit Committee comprising at least 3 (three) independent non-executive directors of the board at each AGM. The board has constituted ARC as one committee. In order to comply with this provision of the Companies Act, the board, following a recommendation of the NomCo, hereby nominates the following independent non-executive directors to be elected as members of the ARC:

2.1 Mr. S Mayet as a member of the ARC (subject to being appointed in accordance with resolution 1.1 above).
2.2 Ms. NB Duker as a member of the ARC.
2.3 Ms. F Roji as a member of the ARC.

A brief curriculum vitae in respect of each of the above independent non-executive directors who offer themselves for re-election as members of the ARC, is set out on page 24 of the integrated report.

To be approved, each of the resolutions for the election of members of the ARC in ordinary resolution 2 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolutions by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 2 is approved, the effect would be to elect the abovementioned directors to the ARC until the next AGM of the company.

Ordinary resolution 3 – Re-appointment of external auditor

In terms of section 90(1) of the Companies Act, the company is required to appoint an auditor each year at its AGM by way of an ordinary resolution of the shareholders entitled to exercise voting rights on that resolution. In terms of section 94(7)(a) (read with section 90(2)) of the Companies Act, the Audit Committee of the company must nominate a registered auditor for appointment as auditor of the company who is, in the opinion of the Audit Committee, independent of the company.

The ARC has nominated Deloitte & Touche as the independent external auditor of the company. The ARC, following receipt of the information set out in paragraph 22.15(h) of the JSE Listings Requirements, is satisfied that Deloitte & Touche and Ms. Shelly Nelson, who is responsible for performing the functions of the company's external auditor on behalf of Deloitte & Touche, can be regarded as independent and are thereby able to conduct their external audit functions without any conflict or influence.

Deloitte & Touche has confirmed its willingness to be engaged as external auditor of the company and ordinary resolution 3 proposes the appointment of that firm as the company's auditor with immediate effect until the next AGM. As contemplated in section 90(3) of the Companies Act, the name of the designated auditor, Ms. Shelly Nelson, forms part of the resolution. The resolution also notes the remuneration of the independent external auditor as determined by the ARC.

To be approved, ordinary resolution 3 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 3 is approved, the effect would be that Deloitte & Touche would be the independent external auditor of the company, with Ms. Shelly Nelson as a designated auditor until after the 30 June 2023 financial year.

Ordinary resolution 4 – Appointment of external auditor – mandatory rotation

Shareholders are referred to the announcement that was published on SENS on 13 June 2022 which advised that the proposed change in the audit firm was initiated by the Group to comply IRBA's 2017 ruling on mandatory audit firm rotation, which requires a company to rotate its external auditor where it has held such appointment for more than 10 consecutive financial years. PwC is being appointed for the financial year ending 30 June 2024 to replace Deloitte & Touche after the 30 June 2023 financial year. This would enable Deloitte & Touche to handover to PwC in an orderly manner. The appointment is subject to shareholder approval.

The ARC has nominated PwC as the independent external auditor of the company. The ARC, following receipt of the information set out in paragraph 22.15(h) of the JSE Listings Requirements, is satisfied that PwC and Mr. Thomas Howatt, who is responsible for performing the functions of the company's external auditor on behalf of PwC, can be regarded as independent and are thereby able to conduct their external audit functions without any conflict or influence.

To be approved, ordinary resolution 4 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 4 is approved, the effect would be that PwC would be able to appropriately attend to handover from Deloitte & Touche and be appointed as independent external auditor of the company for the financial year ending 30 June 2024, with Mr. Thomas Howatt as a designated auditor.

Ordinary resolution 5 – Authority to issue ordinary shares

In terms of the company's MOI, the requirements of the Companies Act and the JSE Listings Requirements, the board has the authority to issue shares of the company that have been authorised by or in terms of the company's MOI. Notwithstanding the above, the board wishes to exercise its authority as set out this in this resolution, i.e. 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' authority granted under this resolution shall include the right to allot and issue such shares.

To be approved, ordinary resolution 4 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 5 is approved, the effect would be that the aggregate number of ordinary shares the directors will be able to allot and issue in terms of this resolution shall be limited to 5% (five percent) of the issued share capital until the next AGM.

Ordinary resolution 6 – Authority to issue shares for cash

It is not possible to detail in advance all instances where authority to issue shares for cash could be required. However, the company may from time to time need to raise funding to recapitalise the business or to conclude a transaction or transactions with third parties which may involve the issuing of shares for cash. The purpose of this resolution is accordingly to obtain a general authority from shareholders to ensure that, when a need arises, the board is able to issue shares for cash in compliance with the JSE Listings Requirements.

In terms of the JSE Listings Requirements in order for ordinary resolution 6 to be adopted, a majority of 75% (seventy-five percent) of the voting rights exercisable on the resolution is required.

Part C

Ordinary resolution 7 – Confirmation of the Group's remuneration policy

Principle 14 of the King IV requires companies to ensure that they remunerate fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term and requires companies to table their remuneration policy to shareholders every year for a non-binding advisory vote at the AGM. This vote enables shareholders of the company to express their views on the remuneration policies adopted and on their implementation. The Group's remuneration report is contained on pages 152 to 175 of the integrated report. Ordinary resolution 7 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing arrangements.

However, the board will, as required in terms King IV and the JSE Listings Requirements, disclose in the background statement of the remuneration report succeeding the voting: with whom the company engaged, and the manner and form of engagement to ascertain the reasons for dissenting votes; and the nature of steps taken to address legitimate and reasonable objections and concerns, in the event that either the remuneration policy or implementation report, or both, were voted against by 25% (twenty five percent), or more, of the voting rights exercised.

To be approved, ordinary resolution 7 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Ordinary resolution 8 – Confirmation of the Group's remuneration implementation report

Principle 14 of King IV further requires that the implementation of a company's remuneration policy be tabled for a non- binding advisory vote by shareholders at each AGM. This resolution is of advisory nature only to enable shareholders to express their views on the implementation of the company's remuneration policy.

To be approved, ordinary resolution 8 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Ordinary resolution 9 – Delegation of authority

The reason for ordinary resolution 8 is to authorise any 1 (one) director or the Company Secretary of the company to do all such things and sign all documents and take all such action as he/she may consider necessary to implement the resolutions set out in the notice convening the AGM.

To be approved, ordinary resolution 9 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Part D

Special resolution 1 – Non-executive directors' remuneration

Shareholders are requested to consider and if deemed appropriate, approve the proposed annual market related fees and remuneration payable to non-executive directors for their services as directors as set out in the table hereunder. Full particulars of all fees and remuneration paid to non-executive directors for the past financial year are contained on page 165 the integrated report. Since the Companies Act took effect, in particular sections 65(11), 66(8) and (9), remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous 2 (two) years.

To be approved, special resolution 1 requires the support of at least 75% (seventy five percent) of the voting rights exercised on the resolution.

	Proposed fee from 1 July 2022 to 30 June 2023	Proposed fee from 1 July 2023 to 30 June 2024
Chairman*	**R1 106 420**	R1 172 805
Deputy Chairman*	**R553 215**	R586 408
Board member	**R316 410**	R335 395
Asset and Liability Committee Chairman*	**R201 675**	R213 776
Asset and Liability Committee member	**R134 265**	R142 321
Audit and Risk Committee Chairman*	**R417 840**	R442 910
Audit and Risk Committee member	**R208 920**	R221 455
Remuneration Committee Chairman*	**R150 980**	R160 039
Remuneration Committee member	**R100 285**	R106 302
Nomination Committee Chairman*	**R113 230**	R120 024
Nomination Committee member	**R75 210**	R79 723
Social, Ethics and Sustainability Committee Chairman*	**R202 230**	R214 364
Social, Ethics and Sustainability Committee member	**R134 265**	R142 321

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

The Nomination Committee only has three scheduled meetings, and as and when it is necessary. The proposed increase in fees for the 2023 financial year is 5% (five percent) and the 2024 financial year is 6% (six percent) for the board and all its sub-committees.

Executive directors are full time employees of the company and therefore do not receive directors' remuneration for participating in the meetings of the board and/or its sub-committees. Remuneration and fees are stated excluding value-added tax.

If special resolution 1 is approved, the effect would be to authorise the company to pay the remuneration contemplated in the above table to the non-executive directors of the company for their services as directors as set out in the table above.

Notice of annual general meeting (continued)

Special resolution 2 – Authority to provide financial assistance in terms of section 44

From time to time the company would like to be able to borrow from its subsidiaries, and to on-lend or provide loans to its subsidiaries as envisaged in special resolution 2 in accordance with the provisions of section 44 of the Companies Act. It is not possible to detail in advance all instances where such financial assistance could be required, and approval is accordingly sought as contemplated in section 44 of the Companies Act generally for the provision of financial assistance to certain subsidiaries for the purpose of, or in connection with, the subscription of any option, or any securities issued or to be issued by the company or related or inter-related company. If approved, this general authority will expire at the end of 2 (two) years from the date on which it is approved. In addition, it would be impractical and difficult to obtain shareholder approval every time the company wishes to provide financial assistance as contemplated above. Accordingly, the company requires flexibility and the authority to act promptly as the need arises, and the authority of this special resolution is sought in advance to avert the need for shareholder approval in each instance.

To be approved, special resolution 2 requires the support of at least 75% (seventy five percent) of the voting rights exercised on the resolution.

If special resolution 2 is approved, the effect would be to authorise the company to grant the aforementioned financial assistance to the relevant companies, subject to compliance with the MOI and the Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act).

Special resolution 3 – Authority to provide financial assistance in terms of section 45

From time to time the company would like to be able to borrow from its subsidiaries, and to on-lend or provide loans to its subsidiaries as envisaged in special resolution 3 in accordance with the provisions of section 45 of the Companies Act. It is not possible to detail in advance all instances where such financial assistance could be required, and approval is accordingly sought as contemplated in section 45 of the Companies Act generally for the provision of financial assistance to certain subsidiaries. If approved, this general authority will expire at the end of 2 (two) years from the date on which special resolution 3 is approved. In addition, it would be impractical and difficult to obtain shareholder approval every time the company wishes to provide financial assistance as contemplated above. Accordingly, the company requires flexibility and the authority to act promptly as the need arises, and the authority of this special resolution is sought in advance to obviate the need for shareholder approval in each instance.

To be approved, special resolution 3 requires the support of at least 75% (seventy five percent) of the voting rights exercised on the resolution.

If special resolution 3 is approved, the effect would be to authorise the company to grant the aforementioned financial assistance to the relevant companies, subject to compliance with the MOI and the Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act).

Special resolution 4 – General authority to repurchase company's securities

The board believes that it may be prudent to obtain a general authority to repurchase the company's shares to enable it to act promptly should the opportunity arise. Shareholders' approval, by way of a special resolution, is sought for a repurchase of the company's shares, subject to the provisions of the JSE Listings Requirements and the Companies Act as set out in the proposed resolution. This special resolution is subject to the statement of intent as set out above.

To be approved, special resolution 4 requires the support of at least 75% (seventy five percent) of the voting rights exercised on the resolution.

If special resolution 4 is approved, the effect would be to authorise the company and/or its subsidiary company/ies by way of a general authority to acquire the company's issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the company subject to the provisions of the JSE Listings Requirements and the Companies Act as set out in special resolution 4.

Quorum

The meeting of shareholders contemplated herein may begin, and a matter may begin to be debated at that meeting, only if the following quorum requirements are met as required by the Companies Act and the MOI:

1. subject to 2 and 3 below –
   1.1 a meeting of shareholders may not begin until sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty five percent) of all of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting; and
   1.2 a matter to be decided at the meeting may not begin to be considered unless sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty five percent) of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda;
2. once a quorum has been established at a meeting of shareholders, all the shareholders necessary to maintain such quorum must be present at that meeting to consider and vote on any matter;
3. despite the percentage figures set out in 1, as the company has more than 2 (two) shareholders, a meeting may not begin, or a matter begin to be debated unless –
   3.1 at least 3 (three) shareholders are "present at the meeting" (as defined in the Companies Act); and
   3.2 the requirements of 1 are satisfied.

Annexure A

Virtual meeting guide for participants who elect to participate in the meeting using this platform

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 TMS on **proxy@tmsmeetings.co.za** and who has successfully been 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. Participants 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 hand 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 elected to vote electronically, would have received a link from Digital Cabinet to either their phone or email based on the number or address provided.
2. The voting option 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 the "submit" button, 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" vote 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 the "submit" button.
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 the commencement of the virtual meeting.

Annexure B

To participate in the annual general meeting virtually: 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 Wednesday, 2 November 2022 at 08:30 (CAT)

Shareholders or their proxies who wish to participate in the AGM via electronic participation (Participants), must register with the company's meeting scrutineers by delivering the signed form the next page (the application) to The Meeting Specialists Proprietary Limited (TMS) at email **proxy@tmsmeetings.co.za** by no later than 08:30 (CAT) on Tuesday, 1 November 2022.

- 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 AGM through an electronic participation platform, if they elect this option. Such Participants, should they wish to have their votes(s) counted at the AGM, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 28 October 2022 and 1 November 2022 via email/mobile with a unique link to allow them to participate in the virtual AGM.
- The cut-off time, for administrative purposes, to participate in the meeting will be at 08:30 (CAT) on 1 November 2022. The Participant's unique access credentials will be forwarded to the email/cell number provided on the next page.

Please take note of the virtual meeting guide for shareholders on page 212.

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:

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 JSE Limited (JSE), 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**.

The company collects and uses personal information mainly to identify shareholders who must participate and vote during the AGM and to comply with legal obligations of the Companies Act (No 71 of 2008) as amended, and Protection of Personal Information Act. The company will take reasonably practicable steps to ensure that the personal information is used for the purpose for which it is collected and in compliance with the Protection of Personal Information Act.

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

Shareholder name:

Signature:

Date: