

notice of
annual general
meeting

2025



integrated reporting suite 2025

Primeserv Group Limited's 2025 Integrated Reporting Suite is presented as three separate documents, as indicated below.

integrated report

(published on 31 July 2025)



The Integrated Report is our primary report to stakeholders. It shows the relationship between the interdependent elements of value creation at Primeserv.

annual financial statements

(published on 31 July 2025)



The Annual Financial Statements provide a comprehensive overview of Primeserv's financial position (consolidated and separate) and enable our stakeholders to understand our financial performance.

notice of annual general meeting

(published on 31 July 2025)



The Notice of Annual General Meeting ("AGM") provides supporting information for shareholders to participate in the AGM and contains a Form of Proxy.



For quick and easy access, scan the QR code on your smartphone



The reporting suite is available on the following link:

<https://primeserv.co.za/investor-relations/>



Follow us online at
www.primeserv.co.za

- Direct access to all the above reports is available on release
- Our website has detailed investor, governance and business information

www.primeserv.co.za

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letter to shareholders

Dear Shareholder

I have the pleasure of inviting you to participate in Primeserv Group Limited's AGM, which will be held virtually at 09:00 on Friday, 21 November 2025. The AGM is a valuable opportunity for shareholders to communicate with the Board to review the performance of the Company.

The following documents are included:

- Shareholder's diary;
- Profiles of the Board of Directors;
- Notice of AGM setting out the resolutions to be proposed at the meeting;
- Form of proxy; and
- Corporate information.

Primeserv supports the use of electronic communications to reduce its paper consumption. As a result, our year-end reports are distributed using the JSE's ShareHub communication platform and on our website. The use of electronic communications delivers savings to the company in terms of administration, printing and postage costs, and speeds up the delivery of information thereby benefiting our shareholders.

The 2025 Integrated Reporting Suite comprising the Integrated Report (also containing the Report of the Remuneration and Nominations Committee and the Report of the Social, Ethics and Transformation Committee), Annual Financial Statements (including the Report of the Audit, Governance and Risk Committee, the Directors' Report and the Independent Auditor's Report) and the Notice of AGM, is published on our website, www.primeserv.co.za.

Should you wish to receive a printed copy of any of these documents, please e-mail your request to the company secretary at marilis@ergoodman.co.za.

For the avoidance of doubt, this Notice of AGM should be read in conjunction with the aforementioned reports and financial statements.

If you are unable to participate, you may, as a shareholder, exercise your right to take part in the proceedings by submitting a form of proxy. Virtual participation and voting instructions are outlined in the enclosed Notice of AGM.

I look forward to welcoming you at the virtual meeting.

Yours sincerely

David L Rose

Chairperson

30 July 2025

shareholders' diary

	2025
Financial year-end	31 March
Audited results published on SENS	Thursday, 31 July
Dividend declared	Thursday, 31 July
Record date for the purposes of determining which shareholders are entitled to receive the Notice of AGM contained in the Integrated Report	Friday, 18 July
Integrated Reporting Suite, comprising the Integrated Report, Annual Financial Statements and the Notice of AGM, available to shareholders	Thursday, 31 July
Notice of AGM and availability of B-BBEE Annual Compliance Report published on SENS	Thursday, 31 July
Last date to trade 'cum' dividend	Tuesday, 14 October
Date trading commences 'ex' dividend	Wednesday, 15 October
Dividend record date	Friday, 17 October
Date of payment	Monday, 20 October
Last day to trade for the purposes of being entitled to participate in and vote at the AGM	Tuesday, 11 November
Record date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for the purposes of being entitled to participate in and vote at the AGM	Friday, 14 November
Last day to lodge proxy forms for the AGM for administrative purposes by 09:00 on	Wednesday, 19 November
AGM at 09:00 on	Friday, 21 November
Results of the AGM published on SENS	Friday, 21 November

Notes:

1. All times referred to above are local times in South Africa.
2. Any variation of the above dates and times will be approved by the JSE and released on SENS.
3. Shareholders should note that, as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, persons who acquire shares after the last day to trade in order to be eligible to vote at the AGM, will not be able to vote thereat.
4. A shareholder may submit the form of proxy at any time before the commencement of the AGM (or any adjournment of the AGM).
5. If the AGM is adjourned or postponed, forms of proxy submitted for the initial AGM will remain valid in respect of any such adjournment or postponement.

notice of agm



this document is important and requires your immediate attention

If you are in any doubt as to what action you should take arising from the following resolutions, contact your Central Securities Depository Participant ("CSDP"), stockbroker, attorney, accountant or other professional adviser immediately.

notice of annual general meeting

Notice is hereby given, in terms of section 62(1) of the Companies Act, 71 of 2008 (as amended) ("the Act"), that the annual general meeting ("AGM") of the shareholders of Primeserv Group Limited ("Primeserv"/"the company") will be held at 09:00 on Friday, 21 November 2025 to (1) present the Directors' Report, the audited annual financial statements of Primeserv and its subsidiaries ("the group"), the separate audited annual financial statements of Primeserv Group Limited ("the company") and the reports of the Audit, Governance and Risk Committee and the Social, Ethics and Transformation Committee and to deal with such business as may lawfully be dealt with at the meeting; and (2) consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Act as read with the Listings Requirements of the JSE Limited ("the Listings Requirements") on which exchange, the shares in the company are listed.

The AGM will be held virtually using an interactive electronic platform with the transfer secretaries, JSE Investor Services Proprietary Limited ("JSEIS") acting as scrutineers for the purpose of the meeting. Shareholders who wish to participate and/or vote at the AGM are required to contact JSEIS on meetfax@jseinvestorservices.co.za or on 0861 472 644/011 029 0112 as soon as possible, but in any event by no later than 09:00 on Wednesday, 19 November 2025. Shareholders wishing to vote will be assisted by JSEIS where required and only through means of submitting their vote on the appropriate voting form as issued by JSEIS and provided at the AGM.

Kindly note that in terms of section 63(1) of the Act, meeting participants (including shareholders and proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licences and passports.

presentation of annual financial statements

The consolidated audited annual financial statements for the company and the group, including the Independent Auditor's Report, the Report of the Audit, Governance and Risk Committee and the Directors' Report for the year ended 31 March 2025, have been distributed as required and will be tabled for comment by shareholders at the AGM. The consolidated audited annual financial statements, together with the abovementioned reports are set out on pages 4 to 64 of the Annual Financial Statements. The complete Integrated Reporting Suite of the company, comprising the Integrated Report, Annual Financial Statements and this Notice of AGM, is set out on the company's website at www.primeserv.co.za.

notice of agm (continued)

report from the social, ethics and transformation committee

In accordance with Companies Regulation 42(5)(c), issued in terms of the Act, the Chairperson of the Social, Ethics and Transformation Committee or, in the absence of the Chairperson, any member of the Committee, will present the Committee's report to shareholders at the AGM.

resolutions

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

as ordinary resolutions

As specified by section 62(3)(c) of the Act, it is advised that all ordinary resolutions are required to be passed by a percentage of votes in excess of 50% of votes exercised in regard to the resolution.

ordinary resolution number 1

APPOINTMENT OF EXTERNAL AUDITORS

1. Upon the recommendation of the current Group Audit, Governance and Risk Committee and subject to the Group Audit, Governance and Risk Committee continuing to be satisfied of their independence, and as separate votes:
 - 1.1 to confirm the appointment of the company's auditors, PKF Octagon Incorporated, as independent external auditors of the company;
 - 1.2 to appoint Waldemar Marek Wasowicz as the designated auditor for the following year, to hold office until the conclusion of the AGM of the company to be held in 2026.

In accordance with paragraph 3.84(g)(iii) of the Listings Requirements, the Group Audit, Governance and Risk Committee has reviewed the credentials and accreditation information relating to PKF Octagon Incorporated and Waldemar Marek Wasowicz in order to assess their suitability for appointment. The assessment included a review of, *inter alia*, the relevant IRBA Inspection Reports, proof of registration and qualifications report.

The Group Audit, Governance and Risk Committee is satisfied that PKF Octagon Incorporated and Waldemar Marek Wasowicz are suitable for appointment as the independent auditor and designated auditor, respectively, and accordingly recommends their appointment.

terms of engagement and fees

As prescribed under the terms of Section 94 of the Act, the Group Audit, Governance and Risk Committee will determine the terms of engagement in regard to services to be rendered by the auditors and fees to be paid in respect thereof.

ordinary resolution number 2

RE-ELECTION OF DIRECTORS

The following independent non-executive director retires by virtue of an interim appointment during the year in accordance with the company's MOI:

2.1 S Klein

To elect S Klein who retires by virtue of an interim appointment by the Board during the year and, being eligible, offers himself for election as an independent non-executive director in accordance with the company's MOI.

An abridged *curriculum vitae* of S Klein is set out on page 23 of the Integrated Report.

The Board has evaluated the qualifications and credentials of S Klein and has recommended his election.

notice of agm (continued)

The following independent non-executive director retires by rotation in accordance with the company's MOI:

2.2 DL Rose

To re-elect DL Rose who retires by rotation and, being eligible, offers himself for re-election as an independent non-executive director in accordance with the company's MOI.

An abridged *curriculum vitae* of DL Rose is set out on page 22 of the Integrated Report.

The Board has evaluated the qualifications and credentials of DL Rose and has recommended his re-election.

The Board has assessed the independence of all independent non-executive directors and considers each of them to be independent.

ordinary resolution number 3

ELECTION OF AUDIT, GOVERNANCE AND RISK COMMITTEE

Note: For avoidance of doubt, all references to the Audit, Governance and Risk Committee of the company is a reference to the Audit Committee as contemplated in the Companies Act.

3. As required by the provisions of Section 94(2) of the Act, to elect the following non-executive directors as members of the Audit, Governance and Risk Committee to hold office until the conclusion of the next AGM.
 - 3.1 To elect as Audit, Governance and Risk Committee member and Chairperson DL Rose (independent non-executive director) for the ensuing year;
 - 3.2 To elect as Audit, Governance and Risk Committee member S Klein (independent non-executive director) for the ensuing year; and
 - 3.3 To elect as Audit, Governance and Risk Committee member KM Matjila (independent non-executive director) for the ensuing year.

The Committee appointment is subject to the re-election as director, where applicable.

Abridged *curricula vitae* of each of the directors offering themselves for election are set out on pages 22 and 23 of the Integrated Report. The Board has reviewed the independence, expertise, qualification and relevant experience of the nominated Audit, Governance and Risk Committee members and recommends that each of the nominated directors is elected.

ordinary resolution number 4

ELECTION OF THE MEMBERS OF THE SOCIAL, TRANSFORMATION AND ETHICS COMMITTEE

4. As required by the provisions of Sections 61 and 72 of the Act, to elect the following non-executive directors as members of the Social, Ethics and Transformation Committee to hold office until the conclusion of the next AGM:
 - 4.1 To elect as Social, Ethics and Transformation Committee member and Chairperson KM Matjila (independent non-executive director) for the ensuing year;
 - 4.2 To elect as Social, Ethics and Transformation Committee member LM Maisela (independent non-executive director) for the ensuing year; and
 - 4.3 To elect as Social, Ethics and Transformation Committee member M Abel for the ensuing year.

The Committee appointment is subject to the re-election as director, where applicable.

Abridged *curricula vitae* of each of the directors offering themselves for election are set out on pages 22 and 23 of the Integrated Report.

notice of agm (continued)

ordinary resolution number 5

AUTHORISATION OF DIRECTORS OR COMPANY SECRETARY TO SIGN

5. That any director of the company or the Company Secretary be and is hereby authorised to sign all documents and do all acts which may be required to carry into effect the ordinary and special resolutions contained in the Notice of AGM incorporating this ordinary resolution.

non-binding advisory resolution number 1

ENDORSEMENT OF PRIMESERV REMUNERATION POLICY

To approve, by way of a non-binding advisory vote, as required by the King Code on Corporate Governance™ for South Africa, 2016 ("King IV"), Principle 18, the group's remuneration policy, as set out in the Integrated Report on pages 38 to 40.

This resolution is of an advisory nature only and failure to pass this resolution will not have any legal consequences relating to existing arrangements. However, the Board will take the outcome of the vote into consideration when considering the company's remuneration policy.

non-binding advisory resolution number 2

ENDORSEMENT OF PRIMESERV REMUNERATION IMPLEMENTATION REPORT

To approve, by way of a non-binding advisory vote, as required by King IV Principle 18, the group's remuneration implementation report for the year ended 31 March 2025, as set out in the Integrated Report on pages 40 and 41.

This resolution is of an advisory nature only and failure to pass this resolution will not have any legal consequences relating to existing arrangements. However, the Board will take the outcome of the vote into consideration when considering the company's remuneration policy and the implementation thereof.

Should more than 25% of the total votes cast be against either non-binding resolution 1 or non-binding resolution 2, based upon the number of shares voting against the resolution, the members of the Remuneration and Nominations Committee will engage directly with the shareholders concerned and the company will issue an announcement on the Stock Exchange News Service ("SENS") inviting shareholders who voted against the resolution(s) to meet with members of the Remuneration Committee. The process to be followed will be set out in the SENS announcement.

notice of agm (continued)

as special resolutions

special resolution number 1

REMUNERATION OF NON-EXECUTIVE DIRECTORS

To confirm the remuneration payable to the non-executive directors of the company for the 2026 financial year and to the next AGM to be held in 2026 as follows:

	Retainer R	Attendance fees per meeting R
Chairperson	150 000	35 000
Non-executive directors	40 000	35 000
Chairperson of Audit, Governance and Risk Committee	145 000	
Chairperson of Remuneration and Nominations Committee	30 000	
Chairperson of Social, Ethics and Transformation Committee	30 000	
COMMITTEE MEMBERS		
• Audit, Governance and Risk Committee		20 000
• Remuneration and Nominations Committee		8 000
• Social, Ethics and Transformation Committee		8 000

Non-executive directors receive a base fee plus an attendance fee per meeting.

The fees in the table are for individual roles while the aggregate fees any single director earns will be based on a combination of the fees for all roles performed. The proposed directors' fees exclude VAT. VAT will be added by the directors in accordance with VAT legislation, where applicable.

reason for and effect of this special resolution 1

Special resolution number 1 is required in terms of section 66(9) of the Companies Act to authorise the company to pay remuneration to non-executive directors of the company in respect of their services as directors. Furthermore, in terms of the Listings Requirements and King IV, remuneration payable to non-executive directors should be approved by shareholders in advance or within the previous two years.

special resolution number 2

FINANCIAL ASSISTANCE TO SUBSIDIARIES

"RESOLVED THAT, in accordance with section 45 of the Act, the provision of any financial assistance by the company to any company or corporation which is related or inter-related to the company (as defined in the Act), on the terms and conditions which the directors of Primeserv may determine, be and is hereby approved."

reason for and effect of special resolution 2

In terms of the Act, the Board may authorise the company to provide any financial assistance to related or inter-related companies which are group companies, including subsidiary companies of the company, where it believes it would be beneficial to the company to do so in future, subject to certain requirements set out in the Act, including the company meeting solvency and liquidity tests.

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

notice of agm (continued)

special resolution number 3

AMENDMENT OF THE MEMORANDUM OF INCORPORATION

"RESOLVED THAT the company will amend the memorandum of incorporation (MOI), with effect from the date of filing thereof with the Companies and Intellectual Property Commission, and that the board of directors be and is hereby authorised to take all such actions as may be necessary to amend the MOI including the following amendments:

- a) to confirm the reclassification of the company's listing from the Prime Segment to the General Segment of the Johannesburg Stock Exchange Main Board, including to amend the MOI as required by the JSE, and to do all things necessary to give effect to this resolution;
- b) to convert the par value shares of 500 000 000 (five hundred million) valued at 1 cent each to no par value shares as required by the Companies Act, 71 of 2008 and to amend the MOI to reflect the amendment;
- c) to include a provision in the MOI for electronic participation in meetings; and
- d) to correct all patent errors in spelling, punctuation, reference, grammar and/or similar defects on the face of the document."

reason for and effect of special resolution number 3

jse general segment classification

The JSE Limited has approved the company's classification as a primary issuer listed in the General Segment of the main board, which approval requires amendment of Primeserv's MOI. Primeserv's MOI currently does not allow for the application of the JSE's Listing Requirements pertaining to the issue of shares for cash and share repurchase transactions in the General Segment. Primeserv will have to amend its MOI to reclassify the company from the Prime Segment to the General Segment and make provision for the following General Segment applications:

- 1. No fairness opinion is required for a specific issue for cash, options and convertible securities granted/issued for cash and/or specific repurchases provided the transaction agreement is open for inspection for a period of 14 (fourteen) calendar days and the transaction is accompanied by a statement by the independent members of the board dealing with certain matters specified in the JSE Listings Requirements (LR 4.62(b)).
- 2. A general authority to issue shares for cash without shareholders' approval, provided that such authority does not exceed 10% (ten percent) of Primeserv's issued share capital; and subject to certain provisions such as the general authority under the prime segment having been extinguished (LR 4.62(c)).
- 3. Shareholders' approval is not required for a specific repurchase authority, subject to it not involving related parties and providing it does not exceed 20% (twenty percent) of the total issued share capital in the company as recorded at the latest AGM (LR 4.62(d)).
- 4. Shareholders' approval is not required for a general repurchase authority, provided that the general authority under the prime segment has been extinguished (LR 4.62(e)). (There has been a reclassification from the prime segment to the general segment).

notice of agm (continued)

Accordingly, it is proposed, *inter alia*, that the following amendment to the MOI is made relating to the classification:

Any classification or reclassification of the company's securities between the Prime Segment and the General Segment of the JSE Main Board, which requires an amendment of the MOI or the share capital structure, will be subject to a SPECIAL RESOLUTION of the SHAREHOLDERS. The BOARD is authorised to take all necessary procedural steps to apply for such reclassification with the JSE and to convene a meeting of the shareholders with due notice for the purpose of obtaining such SPECIAL RESOLUTION and upon SHAREHOLDER approval, the COMPANY will file the amended MOI and the related documents for registration as required in terms of the Companies Act, 71 of 2008.

In terms of the provision of the above clause, the COMPANY is classified under the General Segment and is subject to the JSE LISTINGS REQUIREMENTS applicable to the General Segment.

conversion of par value to no par shares

5. Section 35(2) of the Companies Act, 71 of 2008 provides for the conversion of ordinary par value shares to ordinary no par value shares in terms of item 6 of Schedule 5 read with Regulation 31. Par value shares may no longer be issued under the Companies Act, 71 of 2008 and section 35(2) of the Companies Act states that no shares may have a nominal or par value, except for banks. Regulation 31 of the Companies Act specifies the process for conversion includes the provision of a board report confirming that there are no adverse effects for shareholders.

related documents

The proposed amendments to the MOI and the board report in relation to the conversion of the par value to no par value shares have been available since the publication of this resolution on 31 July 2025.

To transact any other business as may be transacted at an AGM.

approvals required for resolutions

Ordinary resolution numbers 1 to 5 contained in this notice of AGM require the approval by more than 50% of the votes exercised on the resolutions by the shareholders present or represented by proxy at the AGM, and further subject to the provisions of the Act, the company's MOI and the Listings Requirements.

If the non-binding advisory resolutions in respect of the remuneration report and the implementation thereof are not passed by at least 75% of shareholders voting, this will result in the Remuneration and Nominations Committee of the group implementing the measures as set out in regard to such resolutions above.

Special resolution numbers 1 to 3 contained in this notice of AGM require the approval by at least 75% of the votes exercised on the resolutions by shareholders present or represented by proxy at the AGM and are further subject to the provisions of the Act, the company's MOI and the Listings Requirements.

notice of agm (continued)

voting and proxies

record dates

In terms of section 59(1) of the Act, this notice has been sent to shareholders who were recorded as such in the company's securities register on Friday, 18 July 2025, being the record date set by the Board in terms of the Act for determining which shareholders are entitled to receive a notice of AGM. The record date on which shareholders must be registered as such in the company's securities register, which date was set by the Board determining which shareholders are entitled to attend and vote at the AGM is Friday, 14 November 2025. Accordingly, the last day to trade in order to be able to attend and vote at the AGM is Tuesday, 11 November 2025.

voting

Shareholders will be entitled to attend the general meeting and to vote on the resolutions set out above. All votes will be by way of a poll and every shareholder shall have one vote for each share held by such shareholder. In terms of the Listings Requirements any shares currently held as treasury shares will not be taken into account in determining the results of voting on special resolution numbers 1 to 3.

proxies

A shareholder entitled to attend and vote at the AGM may appoint one or more persons as their proxy to attend, speak and vote in their 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 received by the company's transfer secretaries, JSE Investor Services Proprietary Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196, Telefax 086 674 4381, not later than 09:00 on Wednesday, 19 November 2025.

Section 63(1) of the Act requires that meeting participants provide satisfactory identification.

1. At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to:
 - a. participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder; or
 - b. give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
2. A proxy appointment
 - a. must be in writing, dated and signed by the shareholder; and
 - b. remains valid for:
 - i. one year after the date on which it was signed; or
 - ii. any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in sub-section (4)(c), or expires earlier as contemplated in subsection (8)(d).
3. Except to the extent that the MOI of the company provides otherwise:
 - a. a shareholder of the company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
 - b. a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - c. a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders meeting.

notice of agm (continued)

4. Irrespective of the form of instrument used to appoint a proxy:
 - a. the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
 - b. the appointment is revocable unless the proxy appointment expressly states otherwise; and
 - c. if the appointment is revocable, a shareholder may revoke the proxy appointment by:
 - i. cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - ii. delivering a copy of the revocation instrument to the proxy, and to the company.
5. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:
 - a. the date stated in the revocation instrument, if any; or
 - b. the date on which the revocation instrument was delivered as required in sub-section (4)(c)(ii).
6. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the instrument appointing the proxy otherwise provides.

Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote at the AGM should they decide to do so.

Dematerialised shareholders, other than "own name" dematerialised shareholders, who have not been contacted by their CSDP or broker with regard to how they wish to cast their votes, should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their votes at the company's AGM in order for their CSDP or broker to vote in accordance with such instructions. If such dematerialised shareholders wish to attend the company's 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 agreement entered into between such dematerialised shareholder and the relevant CSDP or broker. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them.

By order of the Board

31 July 2025

form of proxy



PRIMESERV GROUP LIMITED
Incorporated in the Republic of South Africa • (Registration number 1997/013448/06)
Share code: PMV • ISIN: ZAE000039277 • ("Primeserv" or "the company")

For the use by certificated or "own name" dematerialised shareholders of Primeserv for the annual general meeting of Primeserv Group Limited to be held virtually at 09:00 on Friday, 21 November 2025 ("the annual general meeting").

If shareholders have dematerialised their shares with a Central Securities Depository Participant ("CSDP") or broker (other than not own name dematerialised shareholders) they must arrange with the CSDP or broker to provide them with the necessary letter of representation to attend the annual general meeting or the shareholder must instruct them as to how they wish to vote in this regard. This must be done in term of the agreement entered into between the shareholder and the CSDP or broker in the manner and cut-off time stipulated therein.

I\We _____ (Name/s in block letters)

of (address) _____

being the registered holders of _____ ordinary shares in Primeserv, do hereby appoint

1. _____ or, failing him/her, _____

2. _____ or, failing him/her, _____

3. the Chairperson of the annual general meeting as my/our proxy to act for me/us and on my/our behalf at the general meeting which will be held for the purposes of considering, and if deemed fit, pass with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see Note 1, overleaf).

		Number of votes (one vote per ordinary share)		
		For	Against	Abstain
Ordinary resolution number 1 – To confirm the reappointment of PKF Octagon Incorporated as independent auditors of the group and Waldemar Marek Wasowicz as the designated auditor				
1.1	Appointment of PKF Octagon Incorporated as independent auditors			
1.2	Appointment of WM Wasowicz as designated audit partner			
Ordinary resolution number 2 – To confirm the election/re-election of directors				
2.1	S Klein			
2.2	DL Rose			
Ordinary resolution number 3 – To elect the members of the Audit, Governance and Risk Committee				
3.1	DL Rose			
3.2	S Klein			
3.3	KM Matjila			
Ordinary resolution number 4 – To elect the members of the Social, Ethics and Transformation Committee				
4.1	KM Matjila			
4.2	LM Maisela			
4.3	M Abel			
Ordinary resolution number 5 – Authority for directors or Company Secretary to implement the resolutions				
Non-binding advisory resolution number 1 – Endorsement of the Primeserv Remuneration Policy				
Non-binding advisory resolution number 2 – Endorsement of Primeserv Remuneration Implementation Report				
Special resolution number 1 – To confirm the non-executive directors' remuneration for 2026				
Special resolution number 2 – Authority to provide financial assistance to related or inter-related companies of the company in terms of section 45 of the Companies Act				
Special resolution number 3 – Amendment of the Memorandum of Incorporation				

Signed at _____ on _____ 2025

Signature _____

Assisted by me (where applicable) _____

All communications to be distributed electronically unless otherwise indicated by marking the box.

Signature _____

Please see notes overleaf

notes to the form of proxy

1. A shareholder may insert the names of a proxy or the names of two alternative proxies of the member's choice in the space provided, with or without deleting "the Chairperson of the meeting", but the shareholder must initial any such deletion. The person whose name appears first on the proxy and which has not been deleted shall be entitled to act as proxy to the exclusion of those names following.
2. A shareholder is entitled to one in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes.
3. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the ordinary shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries or by the Chairperson of the AGM before the commencement of the AGM.
4. If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the AGM, be proposed, the proxy shall be entitled to vote as he/she thinks fit.
5. The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded with the company's transfer secretary or waived by the Chairperson of the AGM.
6. His/her parent or guardian as applicable must assist a minor or any other person under legal incapacity, unless the relevant documents establishing capacity are produced or have been registered with the transfer secretaries.
7. Where there are joint holders of ordinary shares:
 - any one holder may sign the form of proxy;
 - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the company's register) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
8. Proxies must be lodged at or posted to the company or the company's transfer secretaries, JSE Investor Services Proprietary Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000), to be received no later than 09:00 on Wednesday, 19 November 2025 for administrative purposes. However, a shareholder may submit the form of proxy at any time before the commencement of the AGM (or any adjournment of the AGM).
9. Any alteration or correction made to this form of proxy other than the deletion of alternatives must be initialled by the signatory/ies.
10. The completion and lodging of this proxy shall not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
11. The Chairperson of the meeting may reject or accept a proxy that is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
12. If you have not dematerialised your shares and selected own name registration in the sub-register, you may either attend the AGM or complete and return the form of proxy in accordance with the instructions contained therein to the transfer secretaries.
13. If you have dematerialised your shares through a CSDP or broker and registered them in a name other than your own name and wish to vote at the AGM: If you have already dematerialised your shares, you must advise your CSDP or broker of your voting instructions on the proposed resolutions. However, should you wish to attend the AGM, you will need to request your CSDP or broker to provide you with the necessary Letter of Representation in terms of the custody agreement entered into with the CSDP or broker.



corporate information

PRIMESERV GROUP LIMITED

(Incorporated in the Republic of South Africa)
Registration number 1997/013448/06
Share code: PMV
ISIN: ZAE000039277

REGISTERED OFFICE

25 Rudd Road
Illovo
Sandton, 2196

CONTACT INFORMATION

PO Box 3008, Saxonwold, 2132
Telephone: +27 11 691 8000
www.primeserv.co.za
email: productivity@primeserv.co.za

COMPANY SECRETARY

ER Goodman Secretarial Services Proprietary Limited
(represented by Marilis Janse van Rensburg)
4-6 Skeen Boulevard
Bedfordview, 2007

LEGAL ADVISORS

Beech Veltman
DLA Cliffe Dekker Hofmeyr
Harris Marcus Mahlangu
Werksmans

SPONSOR

African Bank Limited
(Business and Commercial Banking Division)
Registration number 2014/176899/06
4th Floor, Grindrod Tower
8A Protea Place
Sandton, 2146

BANKERS

FirstRand Bank Limited
Investec Bank Limited
Nedbank Group Limited

AUDITORS

PKF Octagon Incorporated
21 Scott Street
Waverley
Johannesburg, 2090

TRANSFER SECRETARIES

JSE Investor Services Proprietary Limited
One Exchange Square
2 Gwen Lane, Sandown
Sandton, 2196

