

Mahube Infrastructure Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2015/115237/06)
ISIN: ZAE000290763
JSE code: MHB
("Mahube" or the "Company")



POSTPONEMENT OF ANNUAL GENERAL MEETING AND REVISED NOTICE OF ANNUAL GENERAL MEETING

CHANGES TO THE BOARD OF DIRECTORS

Notice of Postponement and Revised Annual General Meeting ("AGM")

Shareholders are referred to the announcement released on SENS on 30 June 2022 with regard to the publishing and distribution to shareholders of the Company's notice of AGM ("**Original AGM Notice**") and are advised that a revised notice to the Original AGM Notice ("**Revised Notice**") will be published and distributed on or before 21 September 2022. The purpose of the Revised Notice will be to:

- postpone the AGM of the Company from 20 September 2022 to 21 October 2022;
- notify shareholders of additional agenda items required to be passed in terms of article 28.4 of the Company's memorandum of incorporation, relating to the changes to the Board as a result of the appointments and resignations detailed below; and
- provide an updated Form of Proxy.

Shareholders are advised that the Company's AGM is now planned to take place at 10:00 on Friday, 21 October 2022. A Revised Notice convening the AGM and containing the additional resolutions, referred to below, will be distributed to shareholders and made available on the Company's website on or before 21 September 2022 and notice of the salient dates and details of the AGM will simultaneously be published on SENS.

Changes to the Board of Directors of Mahube ("Board")

In compliance with paragraph 3.59 of the Listings Requirements of the JSE Limited, the Board wishes to inform shareholders of the following changes to the Board.

Ms K Breytenbach has resigned as non-executive director and member of the Audit and Risk Committee of the Company with effect from 16 September 2022, in order to pursue her other business interests.

Mr T Bukula advised the Board that, following his appointment as chairperson of the National Energy Regulator of South Africa, he would not make himself available for re-election to the Board at the AGM in terms of the Company's Memorandum of Incorporation and will consequently retire as independent non-executive director and member of the Audit and Risk Committee of the Company, with effect from 21 October 2022.

The Board is grateful to Mr Bukula and Ms Breytenbach for their valuable contribution and service to the Company and wishes them well in all their future endeavors.

Directors proposed for election at the AGM

The Board is pleased to recommend the following nominees for election to the Board at the AGM on 21 October 2022:

Dr Cassius Reginald Lubisi - B.Sc, HDE, B.Ed (cum laude) (University of Natal), PhD (University of Nottingham, United Kingdom)
(Independent non-executive director)

Cassius has served in various capacities in the South African Government with a focus on, *inter alia*, education, defence, public administration and constitutional governance. He served as senior lecturer at the School of Education, University of Natal, until 2003; whereafter he served as Special Advisor to the Minister of Education and was appointed Deputy Director-General : General Education and Training in 2004 and Superintendent-General of the KwaZulu-Natal Department of Education in 2005. In November 2010 he was appointed Director-General in The Presidency and Secretary of the Cabinet of the Republic of South Africa, where he served until the end of August in 2020.

During his career, Cassius has served as the inaugural Chairperson of Umalusi, Quality Council for General and Further Education and Training, Chairpersons of the Ministerial Project Committees on Literacy, the National Curriculum Statement: Grades 10-12, the Curriculum and Assessment Policy Statement: Grades R-12, and the Chairperson of the KwaZulu-Natal Social Sector Cluster of Heads of Departments, a member of the Social Sector Cluster of the Forum of South African Directors-General, a member of the Ministerial Task Team Investigating Allegations of Corruption, Fraud and Maladministration in the Department of Defence and the Chairperson of the Ministerial Committee on the Issuance of Visas and Permits, Ministry of Home Affairs. Cassius is a senior fellow of the National School of Government (NSG) and serves on the board of directors of Armscor, and the National Lotteries Commission. He is the Chairperson of the Human Sciences Research Council (HSRC).

Mrs Mamoso Francis May - B.Compt (UNISA), MBA (Millpark Business School)
(Independent non-executive director)

Mamoso is a board member and treasurer of the South African Wind Energy Association and previously the Chairperson of its Asset Working Group. She was the financial director for the African region of Parker Hannifin (Africa) Proprietary Limited, the world's leading diversified manufacturer of motion and control technologies and systems. She joined Dorper Wind Farm (RF) Proprietary Limited in 2013, was the chief financial officer of the company and is currently its chief executive officer, where she is responsible for strategic management, financial management and direct oversight of all operational, technical and support functions of this renewable energy business. She is a non-executive director of Interwaste Proprietary Limited and a trustee of the Molteno and Sterkstroom Community Trust.

Mamoso has extensive experience in both the renewable energy sector and in the corporate governance sphere of South Africa and prioritises the role of renewable energy and economic development in the transformation of rural economies.

Ms Mpho Gift Mookapele - B. Compt (Hons), CA(SA)
(Independent non-executive director)

Mpho is a Chartered Accountant with over 15 years of experience in the private and public sector in the finance, strategy development and regulatory environment. Through her career, she has served in different spheres of the South African government, the private sector and in the United Kingdom. Mpho was awarded the 2019 overall winner of the SAICA Top-35-under-35 CA (SA) Competition and in 2021, she was awarded the Public Sector Leader award by the African Women Chartered Accountants.

Mpho is the chairperson of the Ethics Committee of SAICA, a board member of the South African Renewable Energy Technology Centre, Cape Peninsula University of Technology, and a Council Member of the University of Zululand. She is the chairperson of the audit and risk committee of Novo Energy Proprietary Limited, was the chief financial officer and is currently the chief executive officer of the Energy and Water Sector Education and Training Authority.

Ms Marion Dimakatso Shikwinya - LLB (University of Pretoria), LLM (Indiana University School of Law, USA)
(Independent non-executive director)

Marion, an admitted attorney, has served as divisional company secretary and group legal advisor of the Omnia Group and served on the Board of Omnia Fertilizer Proprietary Limited. She was appointed as group company secretary of, the then JSE listed, AFGRI Limited in 2012, where she spearheaded the establishment of the AFGRI Social & Ethics Committee.

In 2014 Marion was appointed as managing director of Harvest Time Investments, which trains, develops and mentors new era farmers and in 2017 she was appointed as managing director of Lemang Agricultural

Services, an entity focussed on supporting large black farmers to become full-scale commercial farmers. In this role, she successfully fostered collaborations between AFGRI, Kagiso Trust and British American Tobacco South Africa (BATSA), respectively, leading to innovative solutions to finance and support new-era farmers.

She is a previous executive director and non-executive director of AFGRI Agri Services and is a seasoned ESG, Development and Transformation expert who currently provides these services to clients, including John Deere Sub Saharan Africa, where she also serves as a non-executive director and chairs their Social & Ethics Committee. Marion is a non-executive director and chair of the Social & Ethics Committee of Limpopo Tobacco Processors Proprietary Limited.

Marion represents the Agricultural Business Chamber on the Gauteng Agri BEE Sector Charter Structure and serves on the Market Access Committee. She was named a finalist for the Standard Bank 2016 Top Business Women of the year award and is a fellow of the South African Institute of Intellectual Property Law.

Audit and Risk Committee

In terms of section 94(6) of the Companies Act, 71 of 2008, Mahube is required to fill any vacancies on its Audit and Risk Committee within 40 business days of such vacancies arising. Shareholders will therefore be advised of appointments to the Company's Audit and Risk Committee as soon as possible after conclusion of the AGM, having regard to the resolutions passed thereat.

Sandton

14 September 2022

JSE Sponsor to Mahube



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