

CALGRO M3 HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2005/027663/06)

JSE Share code: CGR

ISIN: ZAE000109203

("Calgro" or "the Company" or "the Group")



DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

INTRODUCTION

In order to attract, retain and reward certain key employees of the Group ("**Employees**"), the board of directors of Calgro ("**Board**") proposes the adoption of the Calgro Share Incentive Scheme ("**the Scheme**"). One of the main objectives of the Scheme is to reduce the risk of losing Employees, whom the Board determines to be critical and key to the success of the Group, from time to time, for a minimum period of 5 years, to ensure continuity and to better align their interests with the interests of shareholders by providing them with the opportunity to receive shares in Calgro through the award of options, each of which, when exercised, shall entitle an Employee to receive one share per option awarded, at no cost, subject to the provisions of the rules of the Scheme ("**Scheme Rules**").

The adoption of the Scheme is subject to the approval of shareholders, by ordinary resolution at a general meeting, in accordance with the JSE Listings Requirements. In order to be approved, the ordinary resolution must be adopted with the support of at least 75% of the voting rights exercised on such resolution, at the general meeting.

DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

A circular ("**Circular**"), detailing the salient features of the Scheme and the Scheme Rules, has been distributed to shareholders today, Wednesday, 5 April 2023. The Circular also incorporates a notice convening a general meeting of shareholders ("**General Meeting**") for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions contained in such notice.

Notice is hereby given that the General Meeting will be held at 10:00 on Wednesday, 10 May 2023, at the offices of the Company at Calgro M3 Building, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, Sandton, to consider and, if deemed fit, to pass, with or without modification, the requisite resolutions required for the adoption of the Scheme.

The Circular is available in English only. Copies may be obtained during normal business hours from the registered office of the Company and from the offices of the Company's sponsor, PSG Capital, from today Wednesday, 5 April 2023 until Wednesday, 10 May 2023 (both days inclusive). A copy of the Circular will also be available on the Company's website: <https://calgrom3.com/images/pdfs/circulars/Share%20Incentive%20Scheme%202023.pdf>.

SALIENT DETAILS

Kindly note the following salient details:

Issuer name	Calgro M3 Holdings Limited
Type of instrument	Ordinary shares
ISIN number	ZAE000109203
JSE code	CGR
Meeting type	General Meeting
Meeting venue	Calgro M3 Building, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, Sandton
Record date – to determine which shareholders are entitled to receive the Circular (including the notice of General Meeting)	Friday, 31 March 2023
Publication/posting date	Wednesday, 5 April 2023
Last day to trade – Last day to trade to determine eligible shareholders that may attend, speak and vote at the General Meeting	Tuesday, 2 May 2023
Record date – to determine eligible shareholders that may attend, speak and vote at the General Meeting	Friday, 5 May 2023
Meeting deadline date (For administrative purposes, forms of proxy for the General Meeting to be lodged)	Monday, 8 May 2023
General Meeting date	10:00 on Wednesday, 10 May 2023
Publication of results	Wednesday, 10 May 2023
Website link	https://calgrom3.com/images/pdfs/circulars/Share%20Incentive%20Scheme%202023.pdf

Notes:

1. All of the above dates and times are subject to change. Any changes made will be released on SENS.
2. Shareholders should note that, as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades take 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 General Meeting, namely Tuesday, 2 May 2023, will not be able to vote thereat.
3. A Shareholder may submit the form of proxy at any time before the commencement of the General Meeting (or any adjournment of the General Meeting) or hand it to the chairman of the General Meeting before the General Meeting (or any adjournment of the General Meeting), provided that, should a shareholder lodge the form of proxy with the transfer secretaries less than 48 hours before the General Meeting, a shareholder will also be required to furnish a copy of such form of proxy to the chairman of the General Meeting before the appointed proxy exercises any of such shareholder's rights at the General Meeting (or any adjournment of the General Meeting).
4. If the General Meeting is adjourned or postponed, form of proxy submitted for the initial General Meeting will remain valid in respect of any such adjournment or postponement.

5. All times given in this Circular are local times in South Africa.

Johannesburg
5 April 2023

Sponsor
PSG Capital



PSG CAPITAL