



NOVA PROPERTY GROUP

**NOTICE OF AND PROXY FOR  
ANNUAL GENERAL MEETING  
AND AUDITED CONSOLIDATED  
ANNUAL FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED  
28 FEBRUARY 2021**

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Annexure 2 (on the web): Audited Consolidated Annual Financial Statements, Directors' and Audit Committee's Reports are available for viewing and downloading on the Group's website at [www.novapropertygroup.co.za](http://www.novapropertygroup.co.za), under **Downloads/Financial Statements**.

Annexure 3: Previous Annual General Meeting Minutes

**Insert:** Form of proxy

The Audited Consolidated Annual Financial Statements for the year ended 28 February 2021 set out in Annexure 2 were published on 19 November 2021 by the Board of Directors.

The Audited Consolidated Annual Financial Statements of the company and the Group for the financial year ended 28 February 2021 may be obtained:

- from the Company Secretarial Services Provider, Frontier Accounting and Secretarial Services (Pty) Ltd, 105 Club Avenue, Waterkloof Heights, 0186; or
- off the Web at [www.novapropertygroup.co.za](http://www.novapropertygroup.co.za); or
- by request from the company on completion of the relevant statutory form.

The Audited Consolidated Annual Financial Statements include the financial statements of Nova PropGrow Group Holdings Limited (**Nova Holdings** or **the company**), its subsidiary companies and controlled trust (together referred to as the **Group** and individually as **group companies**).

## LETTER TO SHAREHOLDERS

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Dear shareholder

I invite you to attend the Annual General Meeting (**AGM**) of Nova PropGrow Group Holdings Limited, its subsidiary companies and controlled trust, which will be held at the Menlyn Boutique Hotel, 209 Tugela Road, Ashlea Gardens, Pretoria, on Wednesday, 2 November 2022 at 10:00 am.

Please note that shareholders who elected to convert their debentures to shares in Nova Holdings have no voting rights. You are therefore most welcome to attend in person but will not be entitled to vote.

The Audited Consolidated Annual Financial Statements for the year ended 28 February 2021, the Directors' and Audit Committee's Reports are available for viewing and downloading on the Group's website at [www.novapropertygroup.co.za](http://www.novapropertygroup.co.za), under **Downloads/Financial Statements**.

The notice is accompanied by explanatory notes setting out the reasons for and the effects of the proposed ordinary and special resolutions.

The date by which you must RSVP to indicate your intention to attend and vote, where applicable, at the meeting, is Friday 28 October 2022 (**the Record Date**). Only shareholders with voting rights physically present at the meeting or represented by a valid proxy or letter of representation will be entitled to cast a vote on any matter put to a vote of shareholders.

If you are not able to attend the AGM, you may vote by proxy according to the instructions in the AGM notice and form of proxy.

Yours sincerely

  
**CF MYBURGH**  
**CHAIRMAN**

**16 September 2022**

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting (**AGM**) of Nova PropGrow Group Holdings Limited will be held at the Menlyn Boutique Hotel, 209 Tugela Road, Ashlea Gardens, Pretoria, on Wednesday, 2 November 2022 at 10:00 am **to consider and if deemed fit, to pass with or without modification, the ordinary and special resolutions set out in this notice**, subject at all times to the Companies Act 71 of 2008, as amended.

The general purpose of the meeting is to present and discuss:

- The Audited Consolidated Annual Financial Statements and Directors' Report of the company for the year ended 28 February 2021
- The Audit Committee Report
- The re-appointment of Auditors and Audit Committee
- The various proposed Resolutions put forward for discussion and adoption
- Other matters as disclosed in the attached agenda

### **1. ORDINARY RESOLUTIONS**

Each of the ordinary resolutions 1.1 to 1.3 requires the support of a simple majority (that is, 50% + 1) of the votes exercised in favour of each resolution in order for the resolution to be adopted.

#### **1.1 Adoption of Consolidated Annual Financial Statements**

Resolve to receive, consider and adopt the Audited Consolidated Annual Financial Statements of the company and the Group for the year ended 28 February 2021, together with the reports of the directors and auditors thereon.

## **1.2 Election of Audit Committee members**

Resolve to appoint N Ndhlela, A Fourie and WH van Niekerk as Audit Committee members of the company and the Group on the recommendation of the Board, for the period until the company's next AGM.

Additional information

The Board is satisfied that the Audit Committee, collectively, is adequately skilled to perform its role having regard to the size and circumstances of the company and the Group. Individual committee members therefore possess appropriate qualifications, skills and experience in order to discharge their responsibilities. The collective skills set includes an understanding of financial and sustainable reporting practices, internal audit controls, external audit processes, corporate law, risk management, IT governance as it relates to integrated reporting and the governance processes of the company and the Group.

## **1.3 Appointment of auditor**

Resolve to appoint Geyser & Du Plessis Registered Accountants & Auditors as auditor of the company and the Group on the recommendation of the Board, for the period until the company's next AGM.

Additional information

The Audit Committee recommends Geyser & Du Plessis Registered Accountants & Auditors for appointment as the registered auditor of the company. The Audit Committee is satisfied that, in all material respects, that Geyser & Du Plessis Registered Accountants & Auditors are independent of the company as required by section 90 of the Companies Act 71 of 2008, as amended.

## **2. SPECIAL RESOLUTIONS**

Each of the special resolutions 2.1 to 2.4 requires a minimum 75% majority of the votes exercised in favour of each resolution in order for the resolution to be adopted.

### **2.1 Non-executive directors' fees for the financial years ending 28 February 2022/2023**

To pass the following resolution as a special resolution:

Resolve that the payment of non-executive directors' fees (as may become applicable) in respect of the financial years ending 28 February 2022/2023, be and it is hereby approved on the following basis:

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	<b>2022/2023</b>
<b>Basic NON-EXECUTIVE fees:</b>	
Chairman	R965 000
Deputy chairman	R115 000
Non-executive director	R46 000
<b>Attendance fees per meeting:</b>	
Board chairman	R162 000
Board deputy chairman	R78 000
Board non-executive director	R52 000
Audit Committee chairman	R48 500
Audit Committee member	R34 500
Risk Management Committee chairman	R43 000
Risk Management Committee member	R29 000
Property Committee chairman	R43 000
Property Committee member	R29 000
Social, Ethics and Transformation Committee chairman	R37 500
Social, Ethics and Transformation Committee member	R24 000
Remuneration Committee chairman	R43 000
Remuneration Committee member	R29 000
Nomination Committee chairman	R37 500
Nomination Committee member	R24 000

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Note is to be taken that currently non-executive directors are not charging for separate Committee meetings but combining separate meeting charges into one charge in respect of all meetings.

Reason for and effect of this special resolution: To approve the basis and authorize the payment of non-executive directors' fees for the financial years ending 28 February 2022/2023 in terms of the requirements of section 66(9) of the Companies Act 71 of 2008, as amended.

## **2.2 Specific authority to issue shares to afford shareholders distribution re-investment alternatives**

To pass the following resolution as a special resolution:

Resolve that, subject to the provisions of the Companies Act 71 of 2008, as amended and relevant JSE Listings Requirements if applicable, the Board be and it is hereby authorized by way of a specific, standing authority to issue ordinary shares in the company as and when it deems appropriate, for the purpose of affording shareholders opportunities from time to time to elect to re-invest any distribution received by them in new ordinary shares of the company.

Reason for and effect of this special resolution: To authorize the Board to issue ordinary shares in the company for purposes of affording shareholders opportunities to elect to re-invest any distribution received by them in new ordinary shares in the company. In certain circumstances, such shareholders may also be directors, or prescribed officers, or inter-related parties to the company.

### **2.3 Financial assistance to related or inter-related companies**

To pass the following resolution as a special resolution:

Resolve that the company's and the Group's providing of financial assistance to related or inter-related companies as defined in the Companies Act 71 of 2008, as amended, by way of loans, be and it is hereby ratified, and further;

Resolve that any direct or indirect providing of financial assistance granted by the company and the Group by way of inter-company loans or in any other form, during the two-year period ending 26 November 2022, be and it is hereby approved and that the relevant Boards be and are hereby authorized and empowered to give effect to any such financial assistance.

Reason for and effect of this special resolution: To the extent necessary under section 45 of the Companies Act 71 of 2008, as amended, to ratify financial assistance to related or inter-related companies granted during the financial year ended 28 February 2021 and to approve, and also to authorize the said Boards to give effect to any financial assistance deemed appropriate to be implemented during the two-year period ending 26 November 2023.

The Board will not authorize any financial assistance in terms of the above unless it has considered and is satisfied that:

- considering all reasonably foreseeable financial circumstances of the company at that time, the company will, immediately after providing the financial assistance to related or inter-related companies, satisfy the solvency and liquidity test as required in terms of the Companies Act 71 of 2008, as amended;
- the terms under which any financial assistance is proposed to be given are fair and reasonable to the company, and

- any conditions or restrictions in respect of the granting of any financial assistance as set out in the company's Memorandum of Incorporation have been met.

## **2.4 Directors remuneration**

To pass the following resolutions as special resolutions:

Resolve to approve the directors' remuneration and/or bonuses paid during the financial year ended 28 February 2021 as well as the bonus provisions, if any, as recorded in the Annual Financial Statements for the year ended 28 February 2021.

Resolve to approve an inflation related increase, not more than 10%, in respect of directors' remuneration for the financial years ending 2022 to 2024, including the approval of the existing bonus policy structure having been adopted by the Board for the financial years ended 2021, 2022, 2023 and 2024, in respect of the financial years ending 2022 to 2024.

The reason for and effect of these special resolutions: To approve the remuneration and bonus calculations in respect of services rendered by directors to be made and the payment thereof from time to time by the company in order to conduct its business affairs.

## **3. General**

### **3.1 Litigation statement**

Two of the Group's companies, The Villa Retail Park Investments Proprietary Limited and Zambezi Retail Park Investments Proprietary Limited, are involved in ongoing legal proceedings with the erstwhile developer of The Villa and Zambezi Malls.

### **3.2 Material changes**

Other than the facts and developments reported on in the Annual Financial Statements, there have been no material changes in the affairs or financial position of the company and its subsidiaries since the date of signature of the audit report and up to the date of this notice.

## **4. Notes**

### **4.1 A shareholder entitled to attend and/or vote at the AGM is entitled to appoint one or**

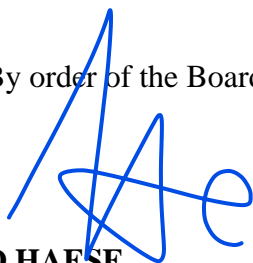


more proxies to attend and/or vote in his/her stead. A proxy need not be a shareholder of the company. Notwithstanding the appointment of a proxy by a shareholder who is a natural person, such member may attend the AGM in person and/or vote thereat, to the exclusion of the appointed proxy.

- 4.2** A proxy form is included in the circular containing this notice. Additional proxy forms can be obtained from the Company Secretarial Services Provider, Frontier Accounting and Secretarial Services Proprietary Limited or may be reproduced by photocopying the proxy form provided in the circular.
- 4.3** The Record Date for the meeting shall be Friday 28 October 2022.
- 4.4** All proxy forms must be deposited with the Company Secretarial Services Provider, 105 Club Avenue, Waterkloof Heights, 0186 or e-mailed to [admin@frontieram.co.za](mailto:admin@frontieram.co.za) so as to be received not less than 24 hours before the appointed time for the holding of the meeting (excluding Saturdays, Sundays and public holidays).
- 4.5** If you are a certificated Nova Holdings voting class shareholder and are unable to attend the AGM of Nova Holdings shareholders to be held at 10:00 am on Wednesday 2 November 2022, but wish to be represented thereat, you are required to complete the form of proxy attached hereto in accordance with the instructions therein and return it to the Company Secretarial Services Provider, 105 Club Avenue, Waterkloof Heights, 0186 or e-mail it to [admin@frontieram.co.za](mailto:admin@frontieram.co.za) so as to be received by no later than 16:00 on Friday, 28 October 2022.
- 4.6** The Annual Financial Statements of the company and Group for the financial year ended 28 February 2021 may be obtained:
- from the Company Secretarial Services Provider, 105 Club Avenue, Waterkloof Heights, 0186; or
  - off the Web at [www.novapropertygroup.co.za](http://www.novapropertygroup.co.za); or
  - by request from the company on completion of the relevant statutory form.
- 4.7** It is a requirement in terms of section 62(3)(e)(iii) of the Companies Act 71 of 2008, as amended, that attendees and/or participants at shareholders' meetings must provide satisfactory identification. Production of a valid South African ID document or current passport or driver's license upon arrival at the meeting and before signing of the attendance register shall be acceptable.

**4.8** Participation in this AGM by telephone conference call will unfortunately not be available.

By order of the Board

A handwritten signature in blue ink, appearing to be 'D Haese', written over the text 'By order of the Board'.

**D HAESE**  
**Chief Executive Officer**

**16 September 2022**