



Proxy form for the 2023 Quantum Foods Holdings Limited annual general meeting

To be completed by registered certificated shareholders and dematerialised shareholders with “own name” registration only.

For use in respect of the annual general meeting of Quantum Foods Holdings Limited (“Quantum Foods” or “the Company” or “the Group”) to be held on Friday, 23 February 2024 at 11:00 (“AGM”).

I/We, the undersigned (block letters) _____ (full name of shareholder)

of _____ (address),

with the following contact details: _____ (mobile) and _____ (email), being a shareholder of the Company,

holding _____ (number of shares) shares in the Company,

hereby appoint:

1. _____ (name of proxy)

of _____ (address) or, failing him/her,

2. _____ (name of proxy)

of _____ (address) or, failing him/her,

the chairperson of the AGM as my/our proxy to represent me/us, to attend, speak and vote on my/our behalf at the AGM, through electronic means as more fully set out in the notice of AGM, dated 14 December 2023 (“Notice”) or at any adjournment or postponement thereof, in accordance with the following voting instructions:

		In favour of	Against	Abstain from voting
1.	Ordinary resolution number 1: Appointment of Ernst & Young Inc. (with Mr. Pierre du Plessis as the designated external audit partner) as auditors of the Group for the ensuing financial year			
2.	Ordinary resolution number 2: Re-election of Mr. Gary Vaughan-Smith as a director			
3.	Ordinary resolution number 3: Re-election of Mr. Geoffrey George Fortuin as a director			
4.	Ordinary resolution number 4: Election of Mr. Geoffrey George Fortuin as a member of the audit and risk committee:			
5.	Ordinary resolution number 5: Election of Mr. Larry Wilson Riddle as a member of the audit and risk committee:			
6.	Ordinary resolution number 6: Election of Ms. Tanya Justine Annalene Golden as a member of the audit and risk committee:			
7.	Ordinary resolution number 7: Non-binding endorsement of Quantum Foods’ remuneration policy			
8.	Ordinary resolution number 8: Non-binding endorsement of Quantum Foods’ remuneration implementation report			
9.	Special resolution number 1: Approval of the non-executive directors’ remuneration			
10.	Special resolution number 2: General authority of the Company and/or its subsidiaries to acquire shares issued by the Company			
11.	Special resolution number 3: General authority to provide financial assistance to the Company’s related and inter-related companies and corporations			
12.	Special resolution number 4: General authority to provide financial assistance for the subscription of or acquisition of options or securities in the Company and in related and inter-related companies			

Please indicate instructions to proxy by way of a cross in the relevant space provided.

Signed at _____ (place) on the _____ day of _____ (month) 20 _____.

Signature _____

Capacity _____

Assisted by (where applicable) (state capacity and full name) _____

Notes

1. A shareholder is entitled to appoint one or more proxies to participate, speak and vote in its stead. A proxy need not be a shareholder of the Company.
2. Capitalised terms which are used in this proxy form but which are not defined shall have the meaning attributed thereto in the Notice.

Instructions for signing and lodging the proxy form

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairperson of the AGM", but any such deletion must be initialled by the shareholder. Should the space/s be left blank, the proxy will be exercised by the chairperson of the AGM. The person whose name appears first on the proxy form and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder should insert an "X" in the relevant spaces provided overleaf according to how the shareholder wishes his/her/its votes to be cast. However, if a shareholder wishes to cast a vote in respect of a lesser number of shares than that which he/she/it holds, such shareholder should insert the number of shares held in respect of which he/she/it wishes to vote or abstain from voting in the relevant spaces provided overleaf. If a shareholder fails to comply with the above then such shareholder will be deemed to have authorised the proxy to vote or to abstain from voting at the AGM as such proxy deems fit in respect of all of the shareholder's votes exercisable at the AGM. A shareholder or his/her proxy is not obliged to exercise all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her/its proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
4. To be valid, the completed and signed proxy form must be lodged, together with the proof of authority of the person signing the form in a representative capacity, with the transfer secretaries of the Company, Computershare Investor Services (Pty) Ltd, via email to proxy@computershare.co.za. For administrative reasons, shareholders are urged to lodge their proxy forms with the Company's transfer secretaries by no later than Wednesday, 21 February 2024, at 11:00 (South African time), provided that any proxy form not delivered to the transfer secretaries by this time may be emailed to proxy@computershare.co.za prior to the commencement of the AGM.
5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairperson of the AGM.
6. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The appointment of a proxy in terms of this proxy form is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act, and accordingly a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company.
8. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory/ies.
9. The chairperson of the AGM may reject or accept any form of proxy which is not completed and/or received in accordance with the instructions set out herein.

Summary of rights contained in section 58 of the Companies Act

In terms of section 58 of the Companies Act, No. 71 of 2008, as amended ("the Companies Act"):

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder;
- a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy 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 relevant company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise;
- if the instrument appointing a proxy has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
 - o the relevant shareholder; or
 - o the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing; and (ii) paid any reasonable fee charged by such company for doing so; and
- if a company issues an invitation to its shareholders to appoint one (1) or more persons named by the company as a proxy, or supplies a proxy form instrument:
 - o the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised;
 - o the invitation or proxy form instrument supplied by the company must:
 - bear a reasonably prominent summary of the rights established in section 58 of the Companies Act;
 - contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder; and
 - provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting;
- the company must not require that the proxy appointment be made irrevocable; and
- the proxy appointment remains valid only until the end of the meeting, or any adjournment thereof, at which it was intended to be used.