

Notice of annual general meeting



Capitec Bank Holdings Limited

The background features several large, overlapping, rounded blue shapes in various shades of blue, creating a dynamic and modern aesthetic. The shapes are positioned behind the main text, adding depth and visual interest to the composition.

# better never rests

At Capitec, we've always believed in pushing boundaries, challenging norms and constantly evolving to meet the ever-changing needs of our clients. Better never rests is a promise that underscores our unwavering commitment to excellence, constant improvement and forward momentum. Our future endeavours will be marked by even greater digital integration, fostering financial inclusivity and championing our clients' dreams.

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## This document is important and requires your immediate attention

If you are in any doubt as to the action you should take in relation to this document, please consult your central securities depository participant (“CSDP”), broker, banker, attorney, accountant or other professional advisor immediately.

## Action required

Shareholders are referred to **pages 13 to 15** of this notice of annual general meeting which set out the action required by shareholders of both certificated and uncertificated shares.

# Notice of annual general meeting



## Capitec Bank Holdings Limited

Registration number: 1999/025903/06

Incorporated in the Republic of South Africa

Registered bank controlling company

Ordinary share code: CPI ISIN: ZAE000035861

("Capitec" or the "Company")

**Notice is hereby given that the annual general meeting of the shareholders of Capitec will be held at Cavalli Estate, R44 Highway (Strand Road), Somerset West and via electronic communication on Friday, 31 May 2024 at 2.30 pm ("AGM") to transact the business as set out in this notice of the AGM ("Notice").**

Any capitalised words or expressions defined anywhere in this Notice shall bear the same meanings assigned to such words or expressions throughout this Notice (including in the text of the resolutions), unless specifically otherwise defined in any particular part of this Notice.

## 1. Purpose of the AGM

The purpose of the AGM is to (i) present the audited annual financial statements of the Company for the year ended 29 February 2024 and the reports of the directors, the audit committee and the social, ethics and sustainability committee; (ii) transact the business as set out in this Notice and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out in this Notice; and (iii) transact any other business as may be transacted at an annual general meeting in terms of the Companies Act, No. 71 of 2008, as amended ("**Act**") and the memorandum of incorporation of the Company ("**Memorandum of Incorporation**").

## 2. Presentation of the audited annual financial statements and reports

Presentation, in terms of the Act, of the audited annual financial statements of the Company (as approved by the board of directors of the Company ("**Board**" or "**Directors**")), including the:

- report of the Directors;
- report of the audit committee of the Company and its subsidiaries (the "**Group**"), for the year ended 29 February 2024; and
- report of the social, ethics and sustainability committee of the Company of the matters over which it presides.

### Note

Shareholders are referred to the Company's 2024 integrated annual report ("Integrated Annual Report") for the audited annual financial statements of the Company and the Group (**page 142**), including the reports of the Directors (**page 147**), the audit committee (**page 146**) and the social, ethics and sustainability committee (**page 66**).

### The Integrated Annual Report can be:

- accessed on the internet at [www.capitecbank.co.za/investor-relations](http://www.capitecbank.co.za/investor-relations); or
- obtained, free of charge, by requesting a copy from the group company secretary by way of email at [enquiries@capitecbank.co.za](mailto:enquiries@capitecbank.co.za) or by way of post for attention: The group company secretary, Capitec Bank Holdings Limited, PO Box 12451, Die Boord, Stellenbosch, 7613.

## 3. Election of Directors

In terms of the Memorandum of Incorporation of the Company, no Director shall be appointed for life or for an indefinite period and all Directors are elected by an ordinary resolution of the shareholders at a general or annual general meeting of the Company following their first appointment on the Board and thereafter, upon retirement by rotation, subject to the Board being satisfied with their performance and their assent to continue to serve on the Board.

### 3.1 Re-election of Directors

Ms SL Botha and Messrs V Mahlangu, MSdP le Roux and JP Verster are obliged to retire by rotation at the AGM in accordance with clause 26.3.2 of the Memorandum of Incorporation.

Mr Verster has served on the Board for 9 years and has therefore reached the prescribed limit of term for recognition as an independent non-executive Director and is not available for a further term on the Board.

Ms Botha and Messrs MSdP le Roux and V Mahlangu have offered themselves for re-election. In terms of the Act and section 60(4) read with section 60(3) of the Banks Act, No. 94 of 1990, as amended ("**Banks Act**"), they are eligible for re-election.

Summary *curricula vitae* of the Directors listed in ordinary resolutions numbers 1 to 3 below are included in Annexure A to this Notice on **page 16**.

The results of the Board performance evaluation conducted through an independent external party confirmed that the board composition is appropriate and that the Board and its committees perform effectively. The Board comprises an appropriate mix of knowledge, skill, experience and diversity with sufficient capacity to execute its duties effectively. Longer-serving Directors have depth of understanding of the business and the Board is satisfied that such Directors strengthen the Board in its oversight responsibilities. The directors' affairs committee also considered the continued independence of all non-executive Directors categorised as independent. After consideration of a number of factors, the committee concluded that Ms Botha and Mr Mahlangu's independence remain appropriate. The Board is satisfied that Mr le Roux demonstrates a continued independence of mind and objectivity in decision-making and his contribution to the Board is valued. The Board embodies a strong element of independence and after Mr Verster's retirement, 55% of the Board will comprise of independent Directors. In respect of the non-executive Directors, who comprise 82% of Board members, the ratio of independent to non-independent non-executive Directors will be 67% to 33%, assuming Messrs Mahlangu and le Roux are re-elected.

Based on the results of the evaluation of the composition of the Board, and the past performance and contribution of the Directors and experience that they bring to the Board, together with their insight into various aspects of the business, the directors' affairs committee recommends to shareholders that Ms Botha and Messrs Mahlangu and le Roux be re-elected as Directors.

The Memorandum of Incorporation requires that Directors be elected by shareholders by way of an ordinary resolution.

#### Ordinary resolution number 1

"Resolved that Ms Susan Louise Botha, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible, offers herself for re-election, be and is hereby re-elected as a Director."

#### Ordinary resolution number 2

"Resolved that Mr Michiel Scholtz du Pré le Roux, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

#### Ordinary resolution number 3

"Resolved that Mr Vusumuzi Mahlangu, who retires by rotation in terms of the Memorandum of Incorporation and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

\* *The percentage of voting rights that is required for ordinary resolutions numbers 1 to 3 to be adopted is more than 50% of the voting rights exercised on each such resolution.*

### 3.2 Confirmation of appointment of Directors

In terms of clause 26.4.1.1 of the Memorandum of Incorporation, the Directors may appoint a person as a director provided that such appointment is confirmed by the shareholders at the next annual general meeting of the Company. The Board appointed Mses NF Bhattay and N Ford-Hoon as independent non-executive Directors of Capitec and its wholly-owned, unlisted banking subsidiary, Capitec Bank Limited (registration number: 1980/003695/06) (“**Capitec Bank**”) effective 7 September 2023. Summaries of Mses Bhattay and Ford-Hoon’s *curricula vitae* are included in Annexure A to this Notice on **page 16**. Shareholders are requested to confirm the appointments of Mses Bhattay and Ford-Hoon to the Board by electing them as Directors. Mses Bhattay and Ford-Hoon’s appointments to the Board enhance the independence, technical skills and experience of the Board.

#### Ordinary resolution number 4

“Resolved that the appointment by the Board of Ms Nadya Fatima Bhattay as a Director be hereby confirmed and that Ms Bhattay therefore be and is hereby elected as a Director.”

#### Ordinary resolution number 5

“Resolved that the appointment by the Board of Ms Naidene Ford-Hoon as a Director be hereby confirmed and that Ms Ford-Hoon therefore be and is hereby elected as a Director.”

\* *The percentage of voting rights that is required for ordinary resolutions numbers 4 and 5 to be adopted is more than 50% of the voting rights exercised on each such resolution.*

## 4. Appointment of external auditors

The Company, being a public company which is listed on the stock exchange operated by the JSE Limited (“**JSE**”), is required to have its annual financial statements audited by an external auditor. In terms of the Memorandum of Incorporation, the external auditor is required to be appointed annually by shareholders at the Company’s annual general meeting. The Group’s joint auditors to date were PricewaterhouseCoopers Inc. (“**PwC**”) and Deloitte & Touche (“**Deloitte**”).

PwC has served as auditor for the Group since inception. Shareholders were informed via the Stock Exchange News Service (“**SENS**”) on 3 March 2023 as well as in the 2023 notice of annual general meeting that PwC would step down as auditor of the Company after the conclusion of the audit in respect of the 2024 financial year due to the mandatory audit firm rotation (“**MAFR**”) rule of the Independent Regulatory Board for Auditors. (The MAFR rule has since been set aside by the Supreme Court of Appeal.)

Refer to **pages 146** and **149** of the Integrated Annual Report where matters relating to the Company’s external auditors are dealt with.

### 4.1 Reappointment of current auditor

Deloitte was appointed as external joint auditor in 2020. Mr Lito Nunes succeeded Mr Darren Shipp as the designated engagement partner for Deloitte effective 17 October 2023. The audit committee of the Company is satisfied with Deloitte’s continued independence and that there is no reason to believe that the auditor has not acted with unimpaired independence at all times. The audit committee also considered audit quality indicators as recommended by the King IV Report on Corporate Governance for South Africa, 2016<sup>TM</sup>, and concluded that the audit quality for the year ended 29 February 2024 was satisfactory. The audit committee has therefore recommended that Deloitte be reappointed for the ensuing year as joint auditor of the Company in compliance with section 90(1) of the Act.

#### Ordinary resolution number 6

“Resolved that Deloitte be and is hereby reappointed as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.”

## 4.2 Appointment of new auditor

The audit committee has resolved, following a tender process in which experience, technical expertise and capacity to audit a bank were considered, taking into account the nature and complexity of the business of the Group, that it be recommended to shareholders that KPMG Inc. (“**KPMG**”) be appointed as joint auditor in respect of the 2025 financial year. To facilitate a smooth transition between PwC and KPMG, KPMG formally observed the full audit cycle performed by the current auditors during the 2024 financial year.

In terms of section 61(2) of the Banks Act, KPMG’s proposed appointment is subject to the approval of the Prudential Authority. Mr Gawie Kolbe is the designated engagement partner for KPMG.

### Ordinary resolution number 7

“Resolved that, subject to the approval of the Prudential Authority in terms of the Banks Act, KPMG be and is hereby appointed as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.”

*\* The percentage of voting rights that is required for ordinary resolutions numbers 6 and 7 to be adopted is more than 50% of the voting rights exercised on each such resolution.*

## 5. Specific authority to issue certain Loss Absorbent Capital Securities for cash

The relevant legislation which provides for the implementation of the Basel III Accord in South Africa (“**Capital Regulations**”) includes the Banks Act, as read with the Regulations Relating to Banks (“**Regulations**”) and certain circulars, guidance notes and directives issued by the Prudential Authority in terms of section 6(5) of the Banks Act (in particular, Guidance Note 06/2017 titled “Loss absorbency requirements for Additional Tier 1 and Tier 2 capital”, dated 14 August 2017 (“**Guidance Note 6**”).

Banks and bank controlling companies are required to maintain adequate capital levels on the basis set out in the Banks Act, the Regulations and as further determined by the Prudential Authority. In terms of Regulation 38 of the Regulations, banks and bank controlling companies can raise capital defined as “common equity tier 1 capital”, “additional tier 1 capital” and “tier 2 capital” (“**Regulatory Capital**”). In order for the proceeds of the issue of shares or debt instruments (“**Securities**”) to rank as Regulatory Capital, the Securities must comply with the specific requirements as set out in the relevant Regulations.

In particular, the relevant Regulations (as read with Guidance Note 6) require that the terms and conditions of Securities, the proceeds of the issue of which are intended to qualify as “additional tier 1 capital” or “tier 2 capital”, as applicable (“**Loss Absorbent Capital Securities**”), must contain terms and conditions that provide for such Loss Absorbent Capital Securities either to be converted into ordinary shares, or to be written off, upon the occurrence of the relevant “trigger event”.

In principle, the “trigger event” for Loss Absorbent Capital Securities will be the event specified in writing by the Prudential Authority, subject to certain prescribed criteria set out in the relevant Regulations as read with Guidance Note 6 (“**Trigger Event**”). In terms of the relevant Regulations (as read with Guidance Note 6), a Trigger Event is likely only to occur where the Company or Capitec Bank, as applicable, becomes financially non-viable, as determined by the Prudential Authority. Notwithstanding the occurrence of the Trigger Event, the Prudential Authority has the discretion (among other discretions) (i) to take action and allow the write-off or conversion to occur, or (ii) to take no action and not require the write-off or conversion to occur.

The ordinary shares into which Loss Absorbent Capital Securities must be converted, upon the occurrence of a Trigger Event, must be the ordinary shares of a company which is listed on a regulated stock exchange. Therefore, if the Company or Capitec Bank issues Loss Absorbent Capital Securities that are required to be converted into ordinary shares upon the occurrence of a Trigger Event (“**Loss Absorbent Convertible Capital Securities**”), such ordinary shares will be the ordinary shares of the Company (“**Ordinary Shares**”), as the listed entity. It should therefore be noted that Loss Absorbent Convertible Capital Securities issued by Capitec Bank will be converted into Ordinary Shares upon the occurrence of a Trigger Event.

Where the Company or Capitec Bank, as applicable, issues Loss Absorbent Capital Securities that are to be written off upon the occurrence of a Trigger Event (“**Loss Absorbent Write-Off Capital Securities**”), the terms of the Loss Absorbent Write-Off Capital Securities must provide that, upon the occurrence of a Trigger Event, the Loss Absorbent Write-Off Capital Securities will be written off. The terms and conditions of the Loss Absorbent Write-Off Capital Securities may also provide for no compensation to be paid upon such write-off, or for compensation in the form of Ordinary Shares to be paid, upon such write-off, to the holders of the Loss Absorbent Write-Off Capital Securities.

The relevant Regulations and the JSE Listings Requirements require that the approval of the relevant shareholders and the approval of the Prudential Authority be obtained prior to the issue of Loss Absorbent Convertible Capital Securities and Loss Absorbent Write-Off Capital Securities which provide for compensation in the form of Ordinary Shares to be paid where such Loss Absorbent Write-Off Capital Securities are written off (together, the “**relevant Loss Absorbent Capital Securities**”), to facilitate the issue of the Ordinary Shares in the event that a Trigger Event occurs.

Neither the Company nor Capitec Bank has, to date, issued any Loss Absorbent Capital Securities as contemplated above. Investors in the Loss Absorbent Capital Securities will typically be institutional investors.

### **Specific authority to issue certain Loss Absorbent Capital Securities for cash**

The Board may resolve to issue the relevant Loss Absorbent Capital Securities for cash from time to time as part of the Company’s normal fundraising exercises to support book growth and/or to maintain a healthy capital adequacy ratio, if required.

In terms of the Regulations and the JSE Listings Requirements, all shareholder approvals must be obtained prior to the issue of the relevant Loss Absorbent Capital Securities to enable:

- the Company or Capitec Bank, as applicable, to issue the relevant Loss Absorbent Capital Securities; and
- the Company to issue Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities.

The purpose of ordinary resolution number 8 is for shareholders of the Company to approve and authorise the Directors to issue:

- the relevant Loss Absorbent Capital Securities (and approve the issue of the relevant Loss Absorbent Capital Securities by Capitec Bank); and
- Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, subject to certain terms and conditions.

### **Ordinary resolution number 8**

“Resolved that, subject to the provisions of the Memorandum of Incorporation, the JSE Listings Requirements, the Capital Regulations and the Act, the Directors be and are hereby authorised, by way of a specific authority, to issue:

- the relevant Loss Absorbent Capital Securities (and approve the issue of the relevant Loss Absorbent Capital Securities by Capitec Bank) to a maximum aggregate issue price which does not exceed R1.5 billion (one billion five hundred million Rand) (“**Issue Price**”), provided that any such issue of the relevant Loss Absorbent Capital Securities under this authority shall be subject to the then current Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933, as amended (where applicable); and
- Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities on such terms and conditions as the Directors may deem fit, provided that:
  - the subscription price of the Ordinary Shares to be issued to the holders of the relevant Loss Absorbent Capital Securities upon the occurrence of a Trigger Event, shall be the greater of:
    - the arithmetic mean (that is, the volume-weighted average price) of the Ordinary Shares for the 5 (five) consecutive dealing days immediately prior to the occurrence of the Trigger Event, as published by the JSE; or
    - 20% of the closing price of the Ordinary Shares as published by the JSE (“**Closing Value**”), as at the issue date of the relevant Loss Absorbent Capital Securities; and



- the number of Ordinary Shares to be received by such holders, upon the occurrence of a Trigger Event, will be determined with reference to the aggregate Issue Price of the relevant Loss Absorbent Capital Securities divided by the subscription price of the Ordinary Shares determined in accordance with the formula set out above, and then rounding the resultant figure downward to the nearest whole number. It is recorded that, notwithstanding that the maximum aggregate Issue Price of the relevant Loss Absorbent Capital Securities may not exceed R1.5 billion (one billion five hundred million Rand) (as set out previously), such aggregate Issue Price will be reduced (and thus fewer Loss Absorbent Capital Securities will be issued) if the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities would result in more than 5 000 000 Ordinary Shares being issued to such holders. Accordingly, the maximum number of Ordinary Shares that may be issued in terms of this specific authority, subject to the occurrence of a Trigger Event, is 5 000 000 Ordinary Shares which amounts to 4.31% of the ordinary share capital of Capitec as at the date of this Notice.

#### Example of potential dilution at current share trading levels

Assuming that the aggregate Issue Price of the relevant Loss Absorbent Capital Securities is R1.5 billion and that the Closing Value of the Ordinary Shares as at the issue date of the relevant Loss Absorbent Capital Securities is R2 017.77<sup>(1)</sup> (and higher than the volume-weighted average price in the formula set out above), this would result in the issue of 3 716 975 Ordinary Shares upon the occurrence of the relevant Trigger Event, which amounts to 3.20% of the ordinary share capital of the Company as at the date of this Notice. This is the maximum number of Ordinary Shares that, upon the occurrence of the relevant Trigger Event, could be issued to the holders of the relevant Loss Absorbent Capital Securities, irrespective of which leg of the formula set out above is used to determine the subscription price of the Ordinary Shares. For purposes of this calculation, a Closing Value of R2 017.77 per Ordinary Share is assumed, and the aggregate Issue Price of R1.5 billion is divided by R403.55 per Ordinary Share (being 20% of the assumed Closing Value of R2 017.77 per Ordinary Share).

<sup>(1)</sup> For purposes of the above example, the Closing Value as at 29 February 2024 was used.

This authority will be valid until the earlier of the date of the Company's next annual general meeting or 15 months from the date of this resolution."

\* The percentage of voting rights that is required for this ordinary resolution number 8 to be adopted is at least 75% of the voting rights exercised on the resolution.

Refer to Annexure B to this Notice on **page 17** for general information in respect of the above specific authority.

## 6. General authority to issue Ordinary Shares for cash

The Board may be required to issue Ordinary Shares for cash from time to time as part of the Company's normal fundraising exercises to support book growth, organic growth and to maintain a healthy capital adequacy ratio.

In terms of clause 6.7.2 of the Memorandum of Incorporation and paragraph 5.52 of the JSE Listings Requirements, the Directors may issue Ordinary Shares for cash by way of a general authority, approved by shareholders, to issue Ordinary Shares. The general authority will be valid until the earlier of the date of the Company's next annual general meeting or for 15 months from the date on which ordinary resolution number 9 is passed and will allow the Directors to issue Ordinary Shares for cash, subject to the JSE Listings Requirements and to any other restrictions set out in the general authority. The purpose of ordinary resolution number 9 is for shareholders to approve the issue of Ordinary Shares for cash by the Board, subject to certain terms and conditions.

#### Ordinary resolution number 9

"Resolved that, subject to the provisions of the Memorandum of Incorporation, the JSE Listings Requirements, the Banks Act and the Act, the Directors be and are hereby authorised, by way of a general approval, to issue Ordinary Shares and/or options or securities which are convertible into an existing class of equity securities (other than the relevant Loss Absorbent Capital Securities which are dealt with under ordinary resolution number 8), for cash to such person or persons and on such terms and conditions as they may deem fit, provided that:

- the authority will be valid until the earlier of the date of the Company's next annual general meeting or 15 months from the date on which this resolution is passed;
- the issue must be of a class of securities already in issue or limited to such securities or rights that are convertible into a class already in issue;

- the securities, which are the subject of the issue for cash, must be issued to public shareholders as defined in the JSE Listings Requirements and not to related parties, save that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be “out of the book” and not be allocated shares; and (ii) equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;
- the maximum number of Ordinary Shares that may be issued in terms of this general authority is 5 804 992, it being recorded that Ordinary Shares which may be issued pursuant to a rights offer to shareholders will not diminish the number of Ordinary Shares that can be issued as contemplated in this ordinary resolution number 9. As at the date of this Notice, the Company has 116 099 843 Ordinary Shares in issue, and therefore, the maximum number of Ordinary Shares that may be issued in terms of this ordinary resolution number 9 amounts to 5% of the issued ordinary share capital of the Company. In the event of a subdivision or consolidation of the ordinary share capital of the Company during the period of this authority, the maximum number of Ordinary Shares that may be issued in terms of this ordinary resolution number 9 will be adjusted accordingly to represent the same allocation ratio;
- in determining the price at which an issue of equity securities may be made in terms of this general approval, the maximum discount permitted will be 10% of the weighted average traded price of such equity securities as measured over the 30 business days prior to the date on which the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the Company's equity securities have not traded in such 30-business-day period; and
- if the issued equity securities represent, on a cumulative basis, 5% or more of the number of equity securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on SENS.”

\* *The percentage of voting rights that is required for this ordinary resolution number 9 to be adopted is at least 75% of the voting rights exercised on the resolution.*

## 7. Non-binding endorsement of the remuneration policy and its implementation

The reason for and effect of ordinary resolutions numbers 10 and 11 is to obtain non-binding advisory votes of shareholders on the remuneration policy of the Group and the implementation thereof as set out in the remuneration report. The votes enable shareholders to express their views on the remuneration policy adopted by the human resources and remuneration committee of the Group. Shareholders are reminded that ordinary resolutions numbers 10 and 11 are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to existing remuneration agreements. However, the Board will take the outcome of the votes into consideration when considering amendments to the Company's remuneration policy and/or its implementation. In the event that either of ordinary resolutions numbers 10 or 11, or both, are voted against by 25% or more of the voting rights exercised in relation thereto, the Board will initiate engagement with the relevant shareholders as to the reasons therefore and the outcome thereof will be disclosed in the Company's 2025 Integrated Annual Report. At the 2023 AGM, the remuneration report and implementation report received the requisite shareholder support.

The remuneration report of the Group, which incorporates the remuneration policy of the Group, commences on **page 114** of the Integrated Annual Report which is available at [www.capitecbank.co.za/investor-relations](http://www.capitecbank.co.za/investor-relations).

### Ordinary resolution number 10

“Resolved that the remuneration policy of the Group, as set out in the remuneration report commencing on **page 114** of the Integrated Annual Report, be and is hereby endorsed by way of a non-binding advisory vote.”

### Ordinary resolution number 11

“Resolved that the implementation report in regard to the remuneration policy of the Group, as set out in the remuneration report commencing on **page 114** of the Integrated Annual Report, be and is hereby endorsed by way of a non-binding advisory vote.”

\* *The percentage of voting rights that is required for ordinary resolutions numbers 10 and 11 to be adopted is more than 50% of the voting rights exercised on each such resolution.*

## 8. Approval of non-executive Directors' remuneration

Section 66(9) of the Act and clause 28.1 of the Memorandum of Incorporation require that any remuneration payable to Directors for their services as directors of the Company, be authorised by shareholders by way of a special resolution.

In the circumstances, the Company proposes that shareholders approve the fees payable to non-executive Directors as recommended by the human resources and remuneration committee and approved by the Board. Non-executive Directors are paid a fixed fee for their services as directors of the Company and Capitec Bank. The fee is not dependent on attendance of Board and Board committee meetings and is, under normal circumstances, adjusted on an annual basis.

The fees paid to non-executive Directors for the financial year ended 29 February 2024 are set out on **page 134** of the Integrated Annual Report.

Executive Directors receive remuneration for services as employees of Capitec Bank. No fees are paid to them for their services as directors of any of the companies in the Group. The remuneration policy of Capitec Bank is set out on **pages 120 to 134** of the Integrated Annual Report and the remuneration paid to the executive Directors for the financial year ended 29 February 2024 on **pages 135 to 141** and **page 313** of the Integrated Annual Report. The purpose of special resolution number 1 is to enable the Company to pay non-executive Directors for their services rendered as directors of the Company. The proposed fees payable to non-executive Directors for their services as Directors of the Company for the financial year ending 28 February 2025 are set out below.

### Special resolution number 1

"Resolved that, in terms of section 66(9) of the Act, the Company be and is hereby authorised to remunerate the non-executive Directors for their services rendered as Directors, in accordance with the following scale of remuneration:

	<b>Proposed fees per annum FY2025 R</b>	<b>Previously approved fees per annum FY2024 R</b>
Chairman of the Board <sup>(1)</sup>	<b>5 590 000</b>	5 300 000
Lead independent Director <sup>(2)</sup>	<b>357 000</b>	338 350
Board membership <sup>(3)</sup>	<b>563 000</b>	533 700
Chairmen of committees: <sup>(3)</sup>		
Audit committee	<b>968 000</b>	916 655
Risk and capital management committee	<b>923 000</b>	718 185
Human resources and remuneration committee	<b>439 000</b>	415 725
Social, ethics and sustainability committee	<b>396 000</b>	365 245
Committee membership: <sup>(3)</sup>		
Audit committee	<b>387 000</b>	324 450
Risk and capital management committee	<b>365 000</b>	280 895
Human resources and remuneration committee	<b>207 000</b>	195 500
Social, ethics and sustainability committee	<b>158 000</b>	148 650
Board subcommittee <sup>(4)</sup>	<b>87 100</b>	82 585

*The fees listed above are excluding value added tax ("VAT") as may be applicable and where non-executive Directors are registered as VAT vendors in terms of the Value Added Tax Act 1991, VAT will be added to the fee paid to the non-executive Director.*

<sup>(1)</sup> *The chairman of the Board is paid a retainer as chairman of the Board and receives no further payment for membership of committees.*

<sup>(2)</sup> *The lead independent Director is paid a retainer as lead independent Director in addition to fees due to him for membership of the Board and Board committees as well as chairman of any Board committees.*

<sup>(3)</sup> *Non-executive Directors receive a retainer fee per membership of the Board and each of the Board committees.*

<sup>(4)</sup> *The Board has delegated authority to a subcommittee of 4 members with authority to any 3 to consider matters such as unbudgeted expenditure in between meetings.*

*No fees are payable in respect of the directors' affairs committee."*

\* *The percentage of voting rights that is required for this special resolution number 1 to be adopted is at least 75% of the votes exercised on the resolution.*

## 9. Authority to repurchase shares

In terms of paragraph 5.67(C)(b), read with paragraph 5.72(c) of the JSE Listings Requirements, but subject to the Banks Act, the Act and the JSE Listings Requirements, the Company may repurchase Ordinary Shares, and subsidiaries of the Company (subject, in the case of Capitec Bank, to the Banks Act) may purchase Ordinary Shares, subject to a general authority granted by shareholders by way of a special resolution. The proposed general authority granted by the shareholders to the Directors to repurchase or purchase Ordinary Shares is subject to the requirements of the JSE Listings Requirements and to any other restrictions set out in the proposed general authority. The proposed general authority shall be valid until the earlier of the date of the Company's next annual general meeting or 15 months from the date on which the special resolution is passed. The purpose of special resolution number 2 is to authorise the Company and its subsidiaries to repurchase or purchase, as the case may be, Ordinary Shares. The JSE Listings Requirements require that the following information be disclosed to shareholders when a resolution to repurchase shares is submitted for consideration.

Refer to Annexure B to this Notice on **page 17** for general information in respect of:

- Directors' statement of responsibility;
- major shareholders;
- material changes; and
- the share capital of the Company.

For Directors' interests in securities, refer to **pages 310 to 312** of the Integrated Annual Report.

### Statement by the Board

In accordance with the JSE Listings Requirements, the Directors state that:

- this authority will provide the Board or the board of a subsidiary of the Company with the necessary flexibility to repurchase, or purchase, as the case may be, Ordinary Shares in the market, should it be desirable and in the best interest of the Company. Such eventualities could be the acquisition of Ordinary Shares by subsidiaries for settlement of options exercised in terms of non-dilutive share incentive schemes of the Group or for delivery in terms of the Share Incentive Scheme, governed in terms of the Capitec Bank Holdings Share Trust Deed, the terms of which were approved by shareholders at a general meeting of the Company held on 7 February 2002, and amendments thereto approved by shareholders at the annual general meetings of the Company held on 2 June 2010, 30 May 2014 and on 28 May 2021. Any repurchases by the Company or purchases by a subsidiary of the Company of Ordinary Shares under special resolution number 2 will be at market value in accordance with the provisions set out under special resolution number 2. The Directors do not seek authority to repurchase more than 5% of the Ordinary Shares;
- having considered the effect of the maximum number of Ordinary Shares (which for the avoidance of doubt shall not be more than 5% of the Ordinary Shares) that may be acquired pursuant to the authority given under special resolution number 2:
  - any such general repurchase will be subject to the applicable provisions of the Act (including section 48(8) of the Act);
  - the Company and the Group will be able in the ordinary course of business to pay their debts for a period of 12 months after the date of this Notice;
  - the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of this Notice, such assets and liabilities being recognised and measured in accordance with International Financial Reporting Standards and in accordance with the accounting policies used in the audited annual financial statements of the Company and the Group for the year ended 29 February 2024;
  - the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Notice; and
  - the working capital available to the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Notice.

In terms of section 48(2)(b)(i) of the Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of their holding company. For the avoidance of doubt, (i) a *pro rata* repurchase by the Company from all its shareholders; and (ii) intragroup repurchases by the Company of its shares from wholly-owned subsidiaries, and/or the share incentive scheme pursuant to Schedule 14 of the JSE Listings Requirements, will not require shareholder approval, save to the extent as may be required by the Act.

### Special resolution number 2

"Resolved that, subject to the Banks Act, the Memorandum of Incorporation, the JSE Listings Requirements and the Act, the Company and/or its subsidiaries be and are hereby authorised, by way of a general authority, to acquire Ordinary Shares upon such terms and conditions and in such amounts as the Directors may from time to time decide, provided that:

- such general authority shall expire on the earlier of the date of the Company's next annual general meeting or 15 months from the date on which this special resolution is passed;
- the acquisition is permitted by the Memorandum of Incorporation;
- purchases in the market will only be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- an announcement, as contemplated in the JSE Listings Requirements, will be published when the Company and/or its subsidiaries have acquired, on a cumulative basis, 3% of the initial number of Ordinary Shares in issue on the date on which this special resolution is passed and for each 3% in aggregate of that initial number acquired thereafter;
- the aggregate number of Ordinary Shares which may be acquired will not, in aggregate, in any one financial year, exceed 5% of the number of Ordinary Shares in issue;
- an acquisition may not be made at a price greater than 10% above the weighted average of the market value of the Ordinary Shares for the 5 business days immediately preceding the date on which the transaction is effected. The JSE will be consulted for a ruling if the Ordinary Shares have not traded in such 5-business-day period;
- at any point in time, the Company may only appoint one agent to effect any acquisition(s) on the Company's behalf;
- the Board has resolved (i) to authorise the acquisition; and (ii) that the Company and its subsidiaries have passed the solvency and liquidity test as envisaged in section 4 of the Act and that the Company and/or its subsidiaries will not continue with the acquisition if, after the date of such resolution, there has been a material change to the financial position of the Group unless a further solvency and liquidity test is performed and passed; and
- unless otherwise permitted by the JSE, Ordinary Shares may not be acquired during any prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless a repurchase programme is in place in respect of which the dates and quantities of Ordinary Shares to be traded during such period are fixed, has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party (reported trades are prohibited), as contemplated in terms of paragraph 5.72(h) of the JSE Listings Requirements."

\* *The percentage of voting rights that is required for this special resolution number 2 to be adopted is at least 75% of the votes exercised on the resolution.*

## 10. Financial assistance to related companies and corporations

In terms of the Act and clause 28.4 of the Memorandum of Incorporation, the Board may authorise the Company to provide direct or indirect financial assistance to, *inter alia*, any company or corporation, which is related or interrelated to the Company, provided that shareholders have approved such financial assistance by way of a special resolution. The purpose of special resolution number 3 is to empower the Board to authorise the Company to, *inter alia*, grant loans to any company or corporation which is related or interrelated to the Company and to guarantee the debts of such companies or corporations.

### Notice to shareholders of the Company, in terms of section 45(5) of the Act, of a Board resolution authorising the Company to provide financial assistance as contemplated in section 45(2) of the Act

By the time that this Notice is delivered to shareholders, the Board will have resolved, in terms of the relevant authority granted by shareholders at the annual general meeting held on Friday, 26 May 2023, that the Company will, from time to time, provide any direct or indirect financial assistance as contemplated in section 45(2) of the Act to, *inter alia*, any one or more companies or corporations which are related or interrelated to the Company (“**Section 45 Board Resolution**”). The provision of direct or indirect financial assistance by the Company in terms of the Section 45 Board Resolution will be subject to the Board being satisfied that (i) immediately after providing such financial assistance, the Company will continue to satisfy the solvency and liquidity test as envisaged in section 4 of the Act; and that (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company, as contemplated in section 45(3)(b) of the Act. Loans which may be granted to subsidiaries of the Company will be for purposes of normal operating activities of the Group.

### Intragroup loans as at 29 February 2024

Intragroup loans are detailed in note 39 to the audited annual financial statements for the year ended 29 February 2024, included in the Integrated Annual Report.

Insofar as the Section 45 Board Resolution contemplates that such financial assistance will, in the aggregate, exceed one-tenth of 1% of the Company’s net worth as at the date of adoption of such resolution, the Company hereby provides notice of the Section 45 Board Resolution to shareholders in accordance with section 45(5) of the Act.

### Special resolution number 3

“Resolved that, in terms of section 45(3)(a)(ii) of the Act, and subject to the Act, the Board be and is hereby authorised, by way of a general approval, to authorise the Company to provide, at any time and from time to time during the period of 2 years from the date on which this special resolution number 3 is passed, any financial assistance (as envisaged in sections 45(1) and 45(2) of the Act) to any company or corporation which is related or interrelated to the Company, on the terms and conditions and for such amounts and in such form as the Board may determine.”

\* *The percentage of voting rights that is required for this special resolution number 3 to be adopted is at least 75% of the votes exercised on the resolution.*

## 11. Other business

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

## Notes to the Notice of the AGM

### A. Record date

The record date in terms of section 59 of the Act for shareholders to be recorded on the securities register of the Company in order to:

- receive this Notice is Friday, 19 April 2024; and
- attend, participate in and vote at the AGM is Friday, 24 May 2024 and, accordingly, the last day to trade is Tuesday, 21 May 2024.

Shareholders should note that as trades in Ordinary Shares are settled through the electronic settlement system used by STRATE, settlement of trades takes place 3 business days after such trade. Therefore, shareholders who acquire Ordinary Shares after close of trade on Tuesday, 21 May 2024 will not be eligible to attend, participate in and vote at the AGM.

### B. Voting and proxies

- (i) Capitec is pleased to offer shareholders an online voting facility during the AGM via the Computershare platform for both shareholders attending the AGM in person (physically) at the venue as well as those shareholders who will be attending the AGM via electronic communication.
- (ii) While voting on the day is possible, we encourage shareholders attending either in person or via electronic communication to cast their votes in respect of the business of the AGM in advance by completing and returning a proxy form.
- (iii) Shareholders attending the AGM in person and who wish to vote thereat should bring along an internet-enabled smartphone, tablet or computer in order to simplify the voting process at the venue. Please ensure that your compatible device's browser has the latest version of Chrome, Safari, Edge or Firefox. Shareholders are also referred to the "Electronic Participation Meeting Guide" attached to this Notice for instructions on electronic voting. Shareholders who attend the AGM in person will follow the same steps to vote at the meeting as shareholders who attend the meeting via electronic communication.
- (iv) In order to allow the voting preferences of all shareholders to be taken into account, voting will be conducted via poll and shareholders will have one vote in respect of each Ordinary Share held.
- (v) Shareholders are reminded that:
  - a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy) to attend, participate in and vote at the AGM in place of the shareholder. Shareholders are referred to the attached proxy form;
  - a proxy need not also be a shareholder of the Company; and
  - in terms of section 63(1) of the Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

- (vi) **Certificated shareholders and dematerialised shareholders with “own-name” registration** who are unable to attend the AGM and who wish to be represented at the AGM, must complete and return the attached proxy form in accordance with the instructions contained therein, so as to be received by Computershare Investor Services Proprietary Limited (“**Transfer Secretary**”), at Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or, via email at **proxy@computershare.co.za**, in each case by no later than 5 pm on Tuesday, 28 May 2024. Proxies may be submitted after this time via email at **proxy@computershare.co.za** at any time prior to the proxy exercising any rights of the shareholder at the AGM, subject to the Transfer Secretary verifying the proxy form and proof of identification before shareholder rights are exercised at the AGM (or any adjournment of the AGM).
- (vii) **Dematerialised shareholders without “own-name” registration** who wish to attend the AGM in person must request their CSDP or broker to provide them with the necessary letter of representation (the “**LOR**”) in accordance with the relevant custody agreement. Dematerialised shareholders without “own-name” registration who do not wish to attend the AGM but wish to be represented at the AGM must advise their CSDP or broker of their voting instructions. Such shareholders should contact their CSDP or broker with regard to the cut-off time for their voting instructions.
- (viii) Electronic participation: As stated above, participation in the AGM will also be via electronic communication and shareholders wishing to attend the AGM via electronic means must follow the instructions for registration, attendance and participation set out as follows. Neither the Company nor its Directors, employees, company secretary, Transfer Secretary and/or advisors can be held accountable in the case of loss of network connectivity or other network failure due to insufficient data, airtime, internet connectivity, internet bandwidth and/or power outages which would prevent any shareholder from participating in and/or voting at the AGM.

## C. Registration to attend the AGM

### 1. Registering *online* by no later than 5 pm on Tuesday, 28 May 2024

Shareholders who wish to attend the AGM (in person or via electronic communication) can register online using the online registration portal at <https://meetnow.global/za> to, *inter alia*, allow the Transfer Secretary to arrange the participation of the shareholder at the AGM.

### 2. Registering *via email* by no later than 5 pm on Tuesday, 28 May 2024

Shareholders who wish to attend the AGM (in person or via electronic communication) can register by making a written application to participate either in person (physical) or via electronic communication, by email to **proxy@computershare.co.za**, in order for the Transfer Secretary to, *inter alia*, arrange participation for the shareholder.

### 3. Registering *after 5 pm* on Tuesday, 28 May 2024

Shareholders wishing to register to participate in and/or vote at the AGM after 5 pm on Tuesday, 28 May 2024, may still register, as contemplated in paragraphs 1 and 2 above, after this date, provided, however, that for those shareholders to participate in and/or vote at the AGM, those shareholders must be verified and registered (as required in terms of section 63(1) of the Act, by uploading their relevant verification documentation as more fully set out under the Identification section below) before the commencement of the AGM.

### 4. Registering at the venue of the AGM

Shareholders who wish to attend the AGM in person and vote at the meeting, and who have not registered online, will be able to register at the venue from 1.30 pm to 2.15 pm on Friday, 31 May 2024. In order to register at the venue, shareholders will be required to provide identification reasonably satisfactory to the Transfer Secretary, as more fully set out under the Identification section below. Once registered to the satisfaction of the Transfer Secretary, such shareholders will be able to participate in and vote at the AGM.



## D. Electronic attendance at the AGM

Once registered in accordance with the instructions above, shareholders attending the AGM via electronic communication will be required to connect to the AGM through <https://meetnow.global/za> and follow the relevant prompts. Shareholders are referred to the "Electronic Participation Meeting Guide" attached to this Notice for further instructions relating to the electronic participation.

The Transfer Secretary will by no later than 5 pm on Thursday, 30 May 2024, notify eligible shareholders of the invitation code through which eligible shareholders can participate electronically in and/or vote at the AGM.

Shareholders participating in the AGM in this manner may still appoint a proxy to vote on their behalf at the AGM.

Guests will be able to access the AGM at <https://meetnow.global/za> by selecting the applicable meeting from the drop-down option and clicking on "JOIN MEETING". The option "Guest" must be selected on the login screen. Guests will be prompted to complete all the relevant fields including title, first name, last name and email address. Please note that guests will not be able to ask questions or vote at the AGM.

## E. Identification

In terms of section 63(1) of the Act, all AGM participants will be required to provide identification reasonably satisfactory to the Transfer Secretary, as follows:

- Participants registering to participate in the AGM using the online registration method contemplated above, by uploading the relevant documentation via the online registration portal; or
- Participants registering to participate in the AGM by submitting the written application contemplated above, by submitting the relevant documentation by email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za); or
- Participants attending the AGM in person and who have not registered online, by furnishing the relevant documentation to the Transfer Secretary at the AGM venue.

The Transfer Secretary must be reasonably satisfied that the right of that person to attend, participate in and vote at the AGM as a shareholder, or a proxy or representative of a shareholder has been reasonably verified.

Acceptable forms of identification include valid South African drivers' licences, green barcoded identity documents or barcoded identification smart cards, issued by the South African Department of Home Affairs, and passports.

## F. Questions

Capitec appreciates that the AGM presents an opportunity for shareholders to receive an update on the Company and to ask questions of the Board. To facilitate engagement between shareholders attending in person and those attending via electronic communication, the Company will allow questions to be raised at the meeting by shareholders attending in person or submitted via text by shareholders attending via electronic communication.

We would like to respond to as many shareholders' questions as possible and therefore encourage you to submit your questions to Capitec's group company secretary prior to the AGM, by no later than 5 pm on Tuesday, 28 May 2024, at [investorrelations@capitecbank.co.za](mailto:investorrelations@capitecbank.co.za), in order to ensure that your questions are addressed at the AGM.

By order of the Board

**YM Mouton**

*Group company secretary*

26 April 2024

*For security and privacy purposes, we have removed the company secretary's signature from this document.*

## Summary *curricula vitae* of Directors who are eligible for re-election or whose appointment is to be confirmed at the AGM

### Independent non-executive Directors

#### **Nadya Fatima Bhattay (50)**

**BBusSc (Finance), PGDip (Accounting), CA(SA)**

Nadya has extensive experience in mergers and acquisitions, strategic implementation and business operations management in the telecommunications and technology industries. She has served as financial director for Vodafone Ireland, chief strategy and business development officer for the Vodacom Group and chief operations officer for Vodacom Business Ventures and Strategic Partnerships. She currently serves on the board of Endeavour South Africa.

Nadya was appointed to the boards of Capitec and Capitec Bank on 7 September 2023.

#### **Susan Louise Botha (59) (Santie)**

**BEcon (Hons)**

*Chairman of the boards and the directors' affairs committee*

Santie has vast business experience having started her career at Unilever (worked in both South Africa and the United Kingdom) and then served as executive director at both Absa Bank and MTN Group. She was Chancellor of Nelson Mandela University from 2011 until 2017. Santie will retire as chairman of the boards of both Curro Holdings and Famous Brands in June 2024 and July 2024 respectively. Santie has received a number of awards, including Business Woman of the Year (2010).

Santie was appointed to the boards of Capitec and Capitec Bank as well as chairman of the boards on 1 June 2019. She was appointed as the chairman of Capitec Life on 26 October 2022.

#### **Naidene Ford-Hoon (56)**

**BCom, BCompt (Hons), CA(SA)**

*Chairman elect of the audit committee (1 June 2024)*

Naidene has over 25 years' experience, mainly in finance divisions as head of finance functions, ensuring sound governance and accountability. She has extensive experience in the financial services sector. She has served as the group chief financial officer of the South African Reserve Bank and Alexander Forbes Group Holdings, the financial director of AFGRI Financial Services and has served on the board of Telkom SOC. She currently serves on the boards of SA Corporate Real Estate and the Independent Regulatory Board for Auditors.

Naidene was appointed to the boards of Capitec and Capitec Bank on 7 September 2023.

#### **Vusumuzi Mahlangu (53) (Vusi)**

**BSc (Chemical Engineering), MBA**

*Lead independent director and chairman of the human resources and remuneration committee*

Vusi is the co-founder and director of Tamela. He has extensive experience in finance and investment banking. He serves on the boards of Emira Property Fund, Cure Day Hospitals and Aon South Africa. Previous positions include chief executive officer (and co-founder) of Makalani Holdings, investment banker at Investec Bank and production manager at Afrox.

Vusi was appointed to the boards of Capitec and Capitec Bank on 25 September 2020.

### Non-executive Director

#### **Michiel Scholtz du Pré le Roux (74)**

**BCom LLB, DCom (hc)**

Michiel was chairman of Capitec and Capitec Bank from 2007 until 31 May 2016 when he stepped down. He continues to serve on the Boards as a non-executive director. He was the bank's chief executive officer until 2004.

Michiel was appointed to Capitec's Board on 1 March 2001 and to Capitec Bank's board on 6 April 2000.

## Additional information required in terms of the JSE Listings Requirements in respect of ordinary resolution number 8 and special resolution number 2

1. The Company will report the number and value of the relevant Loss Absorbent Capital Securities in issue at the end of each financial year prominently in the integrated annual report published for that financial year.

The authority to issue the relevant Loss Absorbent Capital Securities and to issue Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities will be sought from shareholders on an annual basis at the annual general meeting.

2. The Company has not specifically engaged any non-public shareholders to whom the relevant Loss Absorbent Capital Securities may potentially be issued in terms of ordinary resolution number 8.
3. The registered address of the Company is 5 Neutron Road, Techno Park, Stellenbosch, 7600.
4. The Company was incorporated in South Africa on 23 November 1999.
5. The Transfer Secretary is Computershare Investor Services Proprietary Limited (Registration number: 2004/003647/07), Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132).
6. Share capital as extracted from the audited annual financial statements of the Group and Company for the financial year ended 29 February 2024:

R'000	GROUP		COMPANY	
	2024	2023	2024	2023
<b>Authorised</b>				
<b>Ordinary Shares<sup>(1)</sup></b>				
500 000 000 shares of R0.01 each	5 000	5 000	5 000	5 000
<b>Non-redeemable, non-cumulative and non-participating preference shares</b>				
100 000 000 shares of R0.01 each	1 000	1 000	1 000	1 000
<b>Loss absorbent preference shares (conversion)<sup>(2)</sup></b>				
100 000 000 shares of R0.01 each	1 000	1 000	1 000	1 000
<b>Loss absorbent preference shares (write-off)<sup>(2)</sup></b>				
100 000 000 shares of R0.01 each	1 000	1 000	1 000	1 000

<sup>(1)</sup> At the AGM held on 26 May 2023, shareholders authorised that 5 804 992 shares equal to 5% of the issued Ordinary Shares of the Company be placed under the control of the Directors until the next AGM.

<sup>(2)</sup> At the AGM held on 26 May 2023, shareholders authorised that loss absorbent convertible capital securities to a maximum aggregate issue price not exceeding R1.5 billion, but subject to a conversion into Ordinary Shares not exceeding 5 000 000 Ordinary Shares (over and above the authority reflected in (note 1)), be placed under the control of the Directors until the next AGM.

## Annexure B

Additional information required in terms of the JSE Listings Requirements in respect of ordinary resolution number 8 and special resolution number 2 continued

	GROUP		COMPANY	
	2024	2023	2024	2023
<b>Number of Ordinary Shares issued<sup>(3)</sup></b>				
Number of Ordinary Shares in issue per the shareholders' register	116 099 843	116 099 843	116 099 843	116 099 843
Number of Ordinary Shares in issue for accounting purposes <sup>(6)</sup>	115 626 991	115 626 991	115 626 991	115 626 991
Treasury shares	(292 246)	(313 979)	—	—
<b>Issued share capital – R'000</b>				
Shares of R0.01	1 156	1 156	1 156	1 156
Share premium	5 647 864	5 647 864	5 647 864	5 647 864
Treasury shares	(192 480)	(242 912)	—	—
<b>Ordinary Share capital and premium</b>	<b>5 456 540</b>	5 406 108	<b>5 649 020</b>	5 649 020
479 255 (2023: 542 013) shares of R0.01 each at par	5	5	5	5
Share premium	43 255	48 919	43 255	48 919
<b>Preference share capital and premium</b>				
– Non-redeemable, non-cumulative and non-participating <sup>(4)</sup>	43 260	48 924	43 260	48 924
<b>Total issued share capital and premium<sup>(4)(5)</sup></b>	<b>5 499 800</b>	5 455 032	<b>5 692 280</b>	5 697 944
<b>Reconciliation – number of treasury shares<sup>(7)</sup></b>				
Opening balance	313 979	—	—	—
Repurchased Ordinary Shares and restricted shares	66 053	424 566	—	—
Ordinary Shares delivered to option holders	(87 786)	(110 587)	—	—
<b>Closing balance</b>	<b>292 246</b>	313 979	—	—

<sup>(3)</sup> All issued Ordinary Shares and preference shares are fully paid up. No Ordinary Shares were cancelled in the current or prior year. Preference shares with an original value of R5.7 million (par and premium) (2023: R2.2 million) were repurchased and cancelled during the year. The preference shares have been repurchased over a number of years due to the Basel III phase-out of qualifying preference share capital. From 1 January 2022, none of the preference share capital qualifies for regulatory purposes in accordance with the Basel III phase-out timeline. The average price paid was R101.36 (2023: R102.31) per share.

<sup>(4)</sup> The preference shares carry a coupon rate of 83.33% (2023: 83.33%) of the prime rate on a face value of R100 per share. At year-end, 83.30% (2023: 81.11%) of these shares had been repurchased. The total amount paid for the preference shares repurchased during the year was R6.4 million (2023: R2.5 million).

<sup>(5)</sup> The decrease in the treasury shares reconciliation relates to the movement in shares held by the Capitec Bank Share Incentive Trust of R10.8 million (2023: increase R16.3 million) and the shares held for the RSP of R39.6 million (2023: increase R139.1 million).

<sup>(6)</sup> The 472 852 shares that were issued in terms of the Izindaba Ezinhle Employee Share Scheme during the year ended February 2022 are deemed unissued for accounting purposes at a Group level. At a Company level, to the extent that cash was received for 50% of the subscription price related to the 472 852 shares issued, these shares were recorded separately in equity. The additional share capital and share premium will be recognised for accounting purposes on expiry of the 5-year trade restriction. Full details are set out in note 43.2 to the annual financial statements. These shares are not included in treasury shares as they are deemed to be unissued for accounting purposes.

<sup>(7)</sup> The decrease or increase in the treasury shares reconciliation relates to the movement in shares held by the Capitec Bank Share Incentive Trust of R10.8 million (2023: increase R16.3 million) and the shares held for the restricted share plan of R39.6 million (2023: increase R139.1 million).

7. The full name, age, capacity and business address of Directors and management are listed below.

**Directors:**

Full name	Age	Capacity	Business address
Susan Louise Botha	59	Independent non-executive chairman	5 Neutron Road, Techno Park, Stellenbosch, 7600
Nadya Fatima Bhattay <sup>(1)</sup>	50	Independent non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Stanislaus Alexander du Plessis	51	Independent non-executive Director	Stellenbosch University, 49 Victoria Street, Stellenbosch, 7600
Cora Hedwick Fernandez	50	Independent non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Gerhardus Metselaar Fourie	60	Chief executive officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Grant Robert Hardy	42	Chief financial officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Naidene Ford-Hoon <sup>(1)</sup>	56	Independent non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Michiel Scholtz du Pré le Roux	74	Non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Vusumuzi Mahlangu	53	Independent non-executive Director and lead independent Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Petrus Johannes Mouton	47	Non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Chris Adriaan Otto	74	Non-executive Director	5 Neutron Road, Techno Park, Stellenbosch, 7600
Jean Pierre Verster	43	Non-executive Director <sup>(2)</sup>	5 Neutron Road, Techno Park, Stellenbosch, 7600

<sup>(1)</sup> *Mses NF Bhattay and N Ford-Hoon were appointed effective 7 September 2023.*

*The following Directors resigned during the 2024 financial year:*

*Mr NS Mashiya on 31 March 2023.*

*Mr DP Meintjes on 26 May 2023.*

*Ms TE Mashilwane on 30 September 2023.*

<sup>(2)</sup> *Mr JP Verster is deemed non-independent for technical reasons for the 2 months until 31 May 2024 when he retires from the Board.*

**Management:**

Full name	Age	Capacity	Business address
Katherine Elizabeth Barker	38	Executive: insurance	5 Neutron Road, Techno Park, Stellenbosch, 7600
Rizwana Butler	49	Executive: human resources	5 Neutron Road, Techno Park, Stellenbosch, 7600
Willem de Bruyn	53	Executive: technology and data services	5 Neutron Road, Techno Park, Stellenbosch, 7600
Nkosana Samuel Mashiya <sup>(1)</sup>	48	Executive: risk management	5 Neutron Road, Techno Park, Stellenbosch, 7600
Gerhardus Metselaar Fourie	60	Chief executive officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Grant Robert Hardy	42	Chief financial officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Karl Rainer Kumbier	52	Executive: Business bank	142 West Street, Sandown, 2196
Graham Roy Lee	49	Executive: Retail bank	5 Neutron Road, Techno Park, Stellenbosch, 7600
Hendrik Albertus Jacobus Lourens	58	Executive: strategic initiatives	5 Neutron Road, Techno Park, Stellenbosch, 7600
Ismail Moola <sup>(2)</sup>	46	Executive: risk management	5 Neutron Road, Techno Park, Stellenbosch, 7600
Basani Maluleke <sup>(3)</sup>	47	Divisional executive: operations	5 Neutron Road, Techno Park, Stellenbosch, 7600
Azhar Said <sup>(3)</sup>	40	Chief data officer	5 Neutron Road, Techno Park, Stellenbosch, 7600
Francois Viviers	41	Executive: marketing and communications	5 Neutron Road, Techno Park, Stellenbosch, 7600

<sup>(1)</sup> *Mr NS Mashiya resigned effective 31 March 2023.*

<sup>(2)</sup> *Mr I Moola was appointed effective 1 October 2023.*

<sup>(3)</sup> *Ms B Maluleke and Mr A Said were appointed to the group executive committee effective 1 March 2024 for a 1-year term as part of the annual executive development programme.*

## Annexure B

### Additional information required in terms of the JSE Listings Requirements in respect of ordinary resolution number 8 and special resolution number 2 continued

8. The remuneration of the existing Directors will not be varied as a result of the issue of the relevant Loss Absorbent Capital Securities.
9. The estimated preliminary expenses, excluding VAT, relating to the issue of the relevant Loss Absorbent Capital Securities are as follows:

		R'000
Sponsor	PSG Capital	500
Legal advisor	Webber Wentzel	1 500
JSE document fee	JSE	25
<b>Total</b>		<b>2 025</b>

10. Directors' interest in share capital<sup>(1)</sup> is detailed below:

At year-end, the Directors held, in aggregate, directly or indirectly, beneficially or non-beneficially, interests in 21.0 million (2023: 21.9 million) Ordinary Shares, equivalent to 18.1% (2023: 18.9%) of the issued Ordinary Share capital. The individual interests of the Directors including those that resigned and retired during the year were as follows:

Ordinary Shares	Number of Ordinary Shares held					
	Beneficial		Non-beneficial		Total	
	Direct	Indirect <sup>(1)</sup>	Direct	Indirect <sup>(1)</sup>	Shares	%
<b>2024</b>						
NF Bhattay <sup>(4)</sup>	–	–	–	–	–	–
SL Botha (chairman)	–	–	–	–	–	–
SA du Plessis	700	–	–	–	700	0.00
CH Fernandez	–	–	–	–	–	–
N Ford-Hoon <sup>(4)</sup>	–	–	–	–	–	–
GM Fourie <sup>(2)</sup>	4 763	1 015 203	–	7 707	1 027 673	0.89
GR Hardy <sup>(2)</sup>	3 718	–	–	–	3 718	0.00
MSdP le Roux <sup>(5)</sup>	–	–	–	13 193 193	13 193 193	11.36
V Mahlangu	–	–	–	–	–	–
TE Mashilwane <sup>(6)</sup>	–	–	–	–	–	–
NS Mashiya <sup>(7)</sup>	15 144	8 065	–	–	23 209	0.02
DP Meintjes <sup>(8)</sup>	–	–	–	–	–	–
PJ Mouton	–	6 685 622	–	66 914	6 752 536	5.82
CA Otto	1 092	–	–	–	1 092	0.00
JP Verster	–	–	–	–	–	–
<b>Total shares held<sup>(3)</sup></b>	<b>25 417</b>	<b>7 708 890</b>	<b>–</b>	<b>13 267 814</b>	<b>21 002 121</b>	<b>18.09</b>

<sup>(1)</sup> Includes shareholding through associates as defined in terms of the JSE Listings Requirements.

<sup>(2)</sup> The executive Directors are prescribed officers of the Company.

<sup>(3)</sup> No transactions occurred after year-end and before the date of approval of the financial statements that can impact any shareholding of any Director.

<sup>(4)</sup> Mes NF Bhattay and N Ford-Hoon were appointed to the Board effective 7 September 2023.

<sup>(5)</sup> Mr MSdP le Roux's associates, Fynbos Ekwiteit Proprietary Limited (Fynbos), previously known as Limietberg Sekuriteit Proprietary Limited, and Kalander Sekuriteit Proprietary Limited (Kalander), underwent a restructure resulting in Fynbos transferring Ordinary Shares to Kalander such that Fynbos' direct shareholding in Capitec is 4.89% and Kalander's direct shareholding in Capitec is 5.57%. Further to announcements released on SENS on 16 May 2022, 15 June 2022 and 4 July 2022, Kalander cash-settled the hedging and financing transaction announced on SENS on 11 June 2019, and implemented new hedging and refinancing transactions over 575 000 and 625 000 Ordinary Shares, respectively, released from the settled transactions. In February 2023, Kalander also cash-settled the hedging and financing transaction announced on 24 February 2020 with short-term facilities. Further to announcements released on SENS on 2 May 2023 and 30 August 2023, Kalander cash-settled the hedging and financing transactions announced on 1 June 2020, 1 July 2021 and 24 February 2020, and implemented new hedging and refinancing transactions over 1 000 008 and 300 006 Ordinary Shares, respectively, released from the settled transactions (the 'refinancing' transactions). In aggregate, 3.75 million Ordinary Shares are subject to the hedging transactions as at 29 February 2024 (2023: 3.7 million). Financing facilities are covered by 3.2 million Ordinary Shares, (2023: 3.2 million). The intention remains to eventually cash-settle the hedge and financing transactions.

<sup>(6)</sup> Ms TE Mashilwane stepped down from the Board effective 30 September 2023.

<sup>(7)</sup> Mr NS Mashiya resigned, effective 31 March 2023.

<sup>(8)</sup> Mr DP Meintjes stepped down from the Board effective 31 May 2023.

Ordinary Shares	Number of Ordinary Shares held					
	Beneficial		Non-beneficial		Total	
	Direct	Indirect <sup>(1)</sup>	Direct	Indirect <sup>(1)</sup>	Shares	%
<b>2023</b>						
SL Botha ( <i>chairman</i> )	–	–	–	–	–	–
AP du Plessis <sup>(2)(9)</sup>	13 791	887 315	–	–	901 106	0.78
SA du Plessis	700	–	–	–	700	0.00
CH Fernandez	–	–	–	–	–	–
GM Fourie <sup>(2)</sup>	4 763	1 015 203	–	7 707	1 027 673	0.88
GR Hardy <sup>(2)(10)</sup>	3 718	–	–	–	3 718	0.00
MSdP le Roux <sup>(5)</sup>	–	–	–	13 190 043	13 190 043	11.36
V Mahlangu	–	–	–	–	–	–
TE Mashilwane	–	–	–	–	–	–
NS Mashiya <sup>(2)</sup>	15 774	7 399	–	–	23 173	0.02
DP Meintjes	–	–	–	–	–	–
PJ Mouton	–	6 685 622	–	66 914	6 752 536	5.82
CA Otto	1 092	–	–	–	1 092	0.00
JP Verster	–	–	–	–	–	–
<b>Total shares held</b>	<b>39 838</b>	<b>8 595 539</b>	<b>–</b>	<b>13 264 664</b>	<b>21 900 041</b>	<b>18.86</b>

<sup>(1)</sup> Includes shareholding through associates as defined in terms of the JSE Listings Requirements.

<sup>(2)</sup> The executive Directors are prescribed officers of the Company.

<sup>(5)</sup> Mr MSdP le Roux's associates, Fynbos Ekwiteit Proprietary Limited (Fynbos), previously known as Limietberg Sekuriteit Proprietary Limited, and Kalander Sekuriteit Proprietary Limited (Kalander), underwent a restructure resulting in Fynbos transferring Ordinary Shares to Kalander such that Fynbos' direct shareholding in Capitec is 4.89% and Kalander's direct shareholding in Capitec is 5.57%. Further to announcements released on SENS on 16 May 2022, 15 June 2022 and 4 July 2022, Kalander cash-settled the hedging and financing transaction announced on SENS on 11 June 2019, and implemented new hedging and refinancing transactions over 575 000 and 625 000 Ordinary Shares, respectively, released from the settled transactions. In February 2023, Kalander also cash-settled the hedging and financing transaction announced on 24 February 2020 with short-term facilities. Further to announcements released on SENS on 2 May 2023 and 30 August 2023, Kalander cash-settled the hedging and financing transactions announced on 1 June 2020, 1 July 2021 and 24 February 2020, and implemented new hedging and refinancing transactions over 1 000 008 and 300 006 Ordinary Shares, respectively, released from the settled transactions (the 'refinancing' transactions). In aggregate, 3.75 million Ordinary Shares are subject to the hedging transactions as at 29 February 2024 (2023: 3.7 million). Financing facilities are covered by 3.2 million Ordinary Shares (2023: 3.2 million). The intention remains to eventually cash-settle the hedge and financing transactions.

<sup>(9)</sup> Mr AP du Plessis retired from the Board on 30 June 2022.

<sup>(10)</sup> Mr GR Hardy was appointed to the Board, effective 1 July 2022.

No transactions occurred after year-end and before the date of approval of the audited annual financial statements of the Group and the Company for the financial year ended 29 February 2024 that can impact any shareholding of any Director.

11. No Director of Capitec, including any Director who resigned during the previous 18 months, has or had any beneficial interest, directly or indirectly, in any transaction which is, or was, material to the business of Capitec and which was effected by Capitec during the current financial year or the immediately preceding financial year or in respect of any previous financial year which remains in any respect outstanding or unperformed.
12. The Directors, whose names are given in paragraph 7 on **page 19** of this Annexure B, collectively and individually accept full responsibility for the accuracy of the information given in relation to ordinary resolution number 8 and special resolution number 2 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading. All reasonable enquiries to ascertain such facts have been made and the Notice contains all information required by law and the JSE Listings Requirements in relation to ordinary resolution number 8 and special resolution number 2.

## Annexure B

### Additional information required in terms of the JSE Listings Requirements in respect of ordinary resolution number 8 and special resolution number 2 continued

13. The major shareholders of the Company as at 29 February 2024 are as follows:

Shareholder	Number of shares held	Shareholding %
Kalander Sekuriteit Proprietary Limited	6 471 146	5.57
Government Employees Pension Fund	18 063 141	15.56
Lebashe Investment Group Proprietary Limited	7 654 840	6.59

14. There has been no material change in the financial or trading position of the Company and its subsidiaries subsequent to the publication of the Company's audited annual financial statements for the year ended 29 February 2024 and up to the date of this Notice.

15. The share trading history of Capitec is set out below.

Date	Volume	Value (rand)	Close (cents)	High (cents)	Low (cents)
<b>Daily</b>					
16/04/2024	382 218	767 666 423	2 010	2 045	1 987
15/04/2024	361 357	743 690 941	2 043	2 079	2 043
12/04/2024	361 064	739 501 518	2 041	2 148	2 012
11/04/2024	719 024	1 521 973 157	2 119	2 158	2 083
10/04/2024	428 503	913 596 446	2 125	2 215	2 098
09/04/2024	585 221	1 293 887 438	2 200	2 225	2 189
08/04/2024	310 738	685 835 481	2 220	2 222	2 169
05/04/2024	382 637	833 336 178	2 199	2 199	2 137
04/04/2024	244 567	529 254 175	2 175	2 196	2 060
03/04/2024	207 532	433 515 798	2 100	2 100	2 056
02/04/2024	291 914	612 036 232	2 100	2 139	2 078
<b>Monthly</b>					
31/03/2024	4 380 101	9 111 417 968	209 579	213 500	201 644
29/02/2024	5 742 483	11 613 130 894	201 777	212 000	192 623
31/01/2024	4 667 405	9 427 827 253	199 800	211 165	193 226
31/12/2023	5 314 165	10 270 058 381	202 636	203 999	187 100
30/11/2023	6 405 955	12 222 052 569	196 071	201 576	163 146
31/10/2023	4 883 955	8 457 812 313	165 489	185 687	161 601
30/09/2023	6 718 897	11 232 292 268	171 633	180 000	154 430
31/08/2023	7 269 642	12 356 854 407	158 470	181 833	157 520
31/07/2023	5 671 796	9 396 276 162	179 341	179 536	150 917
30/06/2023	8 920 779	13 101 833 939	156 783	157 856	133 156
31/05/2023	9 423 026	13 755 841 379	135 000	161 491	132 856
30/04/2023	5 751 425	9 632 723 876	159 287	181 654	156 883
31/03/2023	7 278 755	12 117 450 536	168 769	181 706	155 016

16. The detailed overview of the business operations of the Company is set out on **pages 9 to 35** of the Integrated Annual Report which can be accessed on the Company's website at: <https://www.capitecbank.co.za/financial-results/2024/>.

#### The Company's prospects are summarised below:

The group will remain future-focused and we will build on the initiatives that have already been undertaken. Capitec has become a data-driven company with 22 million clients. We have almost 2 trillion data points that will continue to be used in the future to exceed our clients' expectations and create value beyond banking.

Capitec Retail banking will focus on optimisation in all areas of its business during the 2025 financial year. The value-added services that we offer will be expanded and diversified with offerings that meet our clients' needs. For example, a vehicle licence disk renewal service was launched during the last week of February 2024. Our clients can now renew their vehicle licence on our app and have the disc delivered within 3 to 5 working days. Clients are charged a fixed service and delivery fee regardless of the number of disc renewals in the transaction.



Capitec Business banking has been rebranded and our new GlobalBiz account was launched on 1 March 2024 with a revised pricing structure similar to that of Capitec Retail banking. During the 2025 financial year, our new platform will be used to expand digital capabilities for our clients. We aim to be digitally-led with relationship-based solutions for our clients. We will also begin exploring opportunities in the less formal domestic economy.

The building of Capitec's insurance business will continue. During the 2025 financial year, we will add life cover to our insurance product offering. The transfer of the credit life insurance policies from the Guardrisk cell captive to Capitec Life Limited is expected to be completed in the second half of the 2025 financial year and from November 2024, we expect to write funeral policies on our own insurance licence.

For the 2025 financial year, we have made the following strategic decisions:

- The alignment of cash withdrawal fees at Capitec and non-Capitec devices means that our clients can now use non-Capitec devices without incurring additional costs. Over the longer term, we expect this to reduce the number of cash devices that we roll out.
- The introduction of PayShap in 2024, and increased adoption in 2025, will lead to a reduction in the volume of realtime clearing and electronic funds transfer payments as these migrate to PayShap. In line with our emphasis on affordability, we have priced competitively to grow volumes in the long term.
- The alignment of Business bank fees to Retail bank fees drives an affordable, simplified Business banking solution. This is expected to drive volume growth and increase our market share.
- The decrease in merchant commission and the change in our business model from renting to purchasing point-of-sale devices will reduce net transaction and commission income in the short term but this is expected to increase our market share.

On 11 March 2024, the South African Reserve Bank approved a transaction in which Capitec will increase its shareholding in Avafin Holdings Limited (Avafin), an international online consumer lending group, from 40.66% to 97.69% at a purchase price of EUR26.3 million. Avafin management will continue to hold the residual interest in the business, in line with Capitec's philosophy of management ownership. By 15 April 2024, all the required regulatory approvals for the transaction had been obtained.

Avafin provides online consumer loan products in several countries, including Poland, Latvia, Spain, the Czech Republic and Mexico. The key reasons for acquiring the controlling interest in Avafin are the strong culture fit, geographical diversification and an excellent management team. Avafin is closely aligned with Capitec's client-centric retail business philosophy and is well positioned for growth.

## 17. **Financial effects**

Based on the potential issue of a maximum of 5 000 000 Ordinary Shares, upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, the financial impact on Capitec shareholders will be an approximate dilution of 4.34% in the basic earnings per Ordinary Share, headline earnings per Ordinary Share, net asset value per Ordinary Share and tangible net asset value per Ordinary Share reported for the financial year ended 29 February 2024. The aforementioned dilution is based on the reported number of Ordinary Shares in issue and the weighted average number of Ordinary Shares in issue of 115 308 935 for the financial year ended 29 February 2024 and on the assumption that the 5 000 000 Ordinary Shares were issued on 1 March 2023. Furthermore, upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities, Tier 2 capital (debt) will reduce and Tier 1 capital (permanent ordinary capital) will increase. There will be no cash inflow from the issue of Ordinary Shares, nor will there be further interest payments on the Securities or ultimate outflow of cash upon repayment when the Securities would have matured.

18. There are no legal or arbitration proceedings, including any proceedings that are pending or threatened, of which the Board is aware, that may have or have had in the recent past, a material effect on the Group's financial position.
19. The following documents, or copies thereof, will be available for inspection at the registered office of Capitec, during normal business hours, from the date of this Notice up to and including Friday, 31 May 2024:
- the memoranda of incorporation of Capitec and its subsidiaries; and
  - the annual financial statements of Capitec for the past 3 financial years ended 28 February 2022, 28 February 2023 and 29 February 2024.

All Integrated Annual Reports of Capitec, including its annual financial statements and its Memorandum of Incorporation, are available on its website at <https://www.capitecbank.co.za/investor-relations>.

# Electronic participation meeting guide



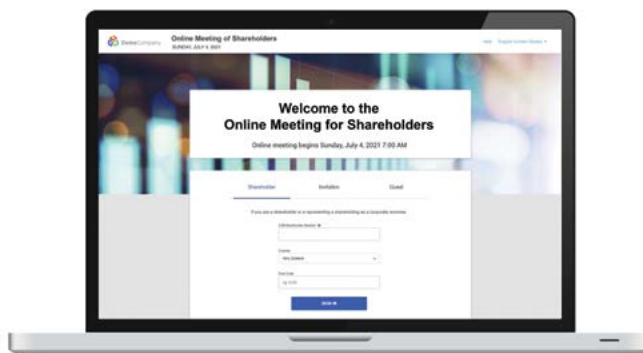
## HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

### Attending the meeting online

Our online meetings provide you with the opportunity to participate online using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask questions and submit your votes in realtime.

**You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.**



Visit <https://meetnow.global/za>



#### Access

Access the online meeting at <https://meetnow.global/za>, select the applicable meeting from the drop-down option. Click "JOIN MEETING NOW".

#### If you are a shareholder:

Select 'Invitation' on the login screen and enter the applicable information included in the email received from [noreply@computershare.com](mailto:noreply@computershare.com). Accept the Terms and Conditions and click Continue.

#### If you are a guest:

Select 'Guest' on the login screen. As a guest, you will be prompted to complete all the relevant fields, including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

#### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the email invitation from [noreply@computershare.com](mailto:noreply@computershare.com) to access the meeting.



#### Contact

If you have any issues accessing the website please email [proxy@computershare.co.za](mailto:proxy@computershare.co.za).



#### Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



#### Voting

Resolutions will be put forward once voting is declared open by the chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



#### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.

# Proxy form



Capitec Bank Holdings Limited  
 Registration number: 1999/025903/06  
 Incorporated in the Republic of South Africa  
 Registered bank controlling company  
 Ordinary share code: CPI ISIN: ZAE000035861  
 (“Capitec” or the “Company”)

Capitalised terms used in this proxy form shall bear the meanings ascribed thereto in the Notice to which this proxy form is attached.

This proxy form is for use by certificated shareholders and dematerialised shareholders with “own-name” registration as at the **record date for the AGM (see note 1 overleaf)**.

This proxy form relates to the Capitec AGM to be held at Cavalli Estate, R44 Highway (Strand Road), Somerset West and via electronic communication on Friday, 31 May 2024 at 2.30 pm (see note 2 overleaf).

**Dematerialised shareholders without “own-name” registration must inform their CSDP or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the necessary letter of representation (“LOR”) to attend the AGM in person and vote or provide their CSDP or broker with their voting instructions should they not wish to attend the AGM in person. These shareholders must not use this proxy form.**

For instructions on the use of this proxy form and a summary of the rights of the shareholder and the proxy, please see the reverse of this form.

I/We \_\_\_\_\_ (please print)

of \_\_\_\_\_ (address)

being the registered holder(s) of \_\_\_\_\_ Ordinary Shares, hereby appoint

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

3. the chairman of the AGM, as my/our proxy to attend, speak and vote on my/our behalf at the AGM (or any adjournment thereof).

My/our proxy shall vote as follows:

(Indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his/her discretion.)

		For	Against	Abstain
<b>Ordinary resolutions</b>				
1.	Re-election of Ms SL Botha as a Director			
2.	Re-election of Mr MSdP le Roux as a Director			
3.	Re-election of Mr V Mahlangu as a Director			
4.	Confirmation of appointment and election of Ms NF Bhattay as a Director			
5.	Confirmation of appointment and election of Ms N Ford-Hoon as a Director			
6.	Reappointment of Deloitte & Touche as auditor			
7.	Appointment of KPMG as auditor			
8.	Approval to issue (i) the relevant Loss Absorbent Capital Securities and (ii) Ordinary Shares upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities			
9.	General authority to issue Ordinary Shares for cash			
10.	Non-binding endorsement of the remuneration policy			
11.	Non-binding endorsement of the implementation report on the remuneration policy			
<b>Special resolutions</b>				
1.	Approval of the non-executive Directors' remuneration			
2.	General authority for the Company to repurchase and for subsidiaries to purchase Ordinary Shares			
3.	Authority for the Board to authorise the Company to provide financial assistance to related companies and corporations			

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_ (state capacity and full name)

**Please read the following notes to this proxy form and the summary of the rights contained in section 58 of the Act.**

# Notes to the form of proxy

## Notes

1. This proxy form must only be used by certificated shareholders or dematerialised shareholders with “own-name” registration.
2. A shareholder entitled to attend, participate in and vote at the AGM may appoint any individual (or 2 or more individuals) as a proxy or proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the Company. A shareholder may insert the name of a proxy or the names of 2 alternative proxies of the shareholder’s choice in the space provided, with or without deleting “the chairman of the AGM”. The person whose name stands 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.
3. Voting will be conducted via a poll and each shareholder will have one vote 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 on a poll in the appropriate box(es). 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. Further, 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.
4. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the Ordinary Shares in respect of which the vote is given, unless notification in writing of such death, revocation or transfer shall have been received by the Company or the Transfer Secretary before the commencement of the AGM or adjourned AGM at which the proxy is used.
5. The chairman of the AGM may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
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. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form, unless previously recorded by the Company or unless this requirement is waived by the chairman of the AGM.
8. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
9. Where there are joint holders of Ordinary Shares:
  - 9.1 any one holder may sign the proxy form; and
  - 9.2 the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear on the Company’s register of shareholders) 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).
10. Proxy forms should be lodged with or mailed to Computershare Investor Services Proprietary Limited at the following address or via email at [proxy@computershare.co.za](mailto:proxy@computershare.co.za) to be received by no later than 5 pm on Tuesday, 28 May 2024 (or 48 hours before any adjournment of the AGM, which date, if necessary, will be notified on SENS and in the press). After this time, proxies may either (i) be submitted to Computershare via email at **[proxy@computershare.co.za](mailto:proxy@computershare.co.za)**; or (ii) handed to the chairman of the AGM, in each case at any time prior to the proxy exercising any rights of the shareholder at the AGM, and subject to the Transfer Secretary verifying the proxy form and proof of identification before shareholder rights are exercised at the AGM (or any adjournment thereof):

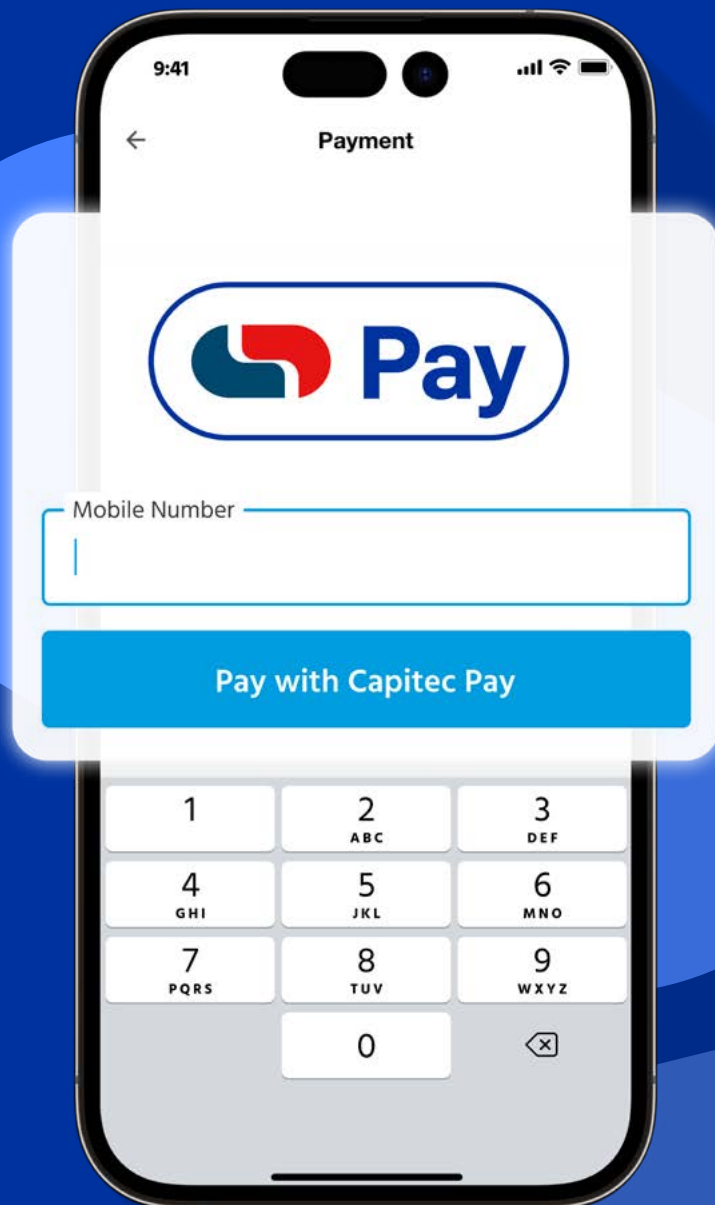
<b>Hand deliveries to:</b>	<b>Postal deliveries to:</b>
Computershare Investor Services Proprietary Limited	Computershare Investor Services Proprietary Limited
Rosebank Towers, First Floor	Private Bag X9000
15 Biermann Avenue	Saxonwold, 2132
Rosebank, 2196	
11. Any alteration or correction made to this proxy form, other than the deletion of alternatives, must be initialled by the signatory(ies).
12. Any proxy appointed pursuant to this proxy form may not delegate his/her authority to act on behalf of the relevant shareholder.
13. In terms of section 58 of the Act, unless revoked, an appointment of a proxy pursuant to this proxy form remains valid only until the end of the AGM or any adjournment of the AGM.
14. If the AGM is adjourned or postponed, valid proxy forms submitted for the initial AGM will remain valid in respect of any adjournment or postponement of the AGM.

## Summary of rights contained in section 58 of the Companies Act, No. 71 of 2008, as amended (the “Act”)

### In terms of section 58 of the Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the 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 his/her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy (see note 12);
- 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 (see note 6); and
  - 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 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 company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see note 3);
- if the instrument appointing a proxy or proxies 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 Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by the company to:
  - the relevant shareholder; or
  - 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 or more persons named by the company as a proxy, or supplies a proxy form instrument:
  - the invitation must be sent to every shareholder entitled to a notice of the meeting at which the proxy is intended to be exercised;
  - 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 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 at which it was intended to be used, or at any adjournment thereof.

# salient features



Headline earnings

**+16%**

to **R10.6 billion**

Retail bank	<b>+17%</b>
Insurance	<b>+12%</b>
Business bank	<b>+23%</b>

Full-year dividend  
per ordinary share

**+16%**

**4 875 cents**

Return on ordinary  
shareholders' equity

**26%**

(2023: 25%)

Live Better cash back

**R375 million**

(2023: R256 million)

Transaction and  
commission income

**+29%**

to **R14.8 billion**

Credit loss ratio

**8.7%**

(2023: 7.0%)

Retail bank	<b>10.1%</b>
Business bank	<b>1.9%</b>

Net non-interest income to  
income from operations after  
credit impairments

**72%**

(2023: 66%)

App clients

**+19%**

to **11.2 million**

## Summary consolidated financial statements

The summary consolidated financial statements are an extract of the audited consolidated financial statements for the financial year ended 29 February 2024. They comprise an extract of the consolidated statements of financial position, consolidated statements of income, consolidated statements of other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the Group.

The Board acknowledges its responsibility to ensure the integrity of the summary consolidated financial statements. The Board is comfortable that this extract of the consolidated financial statements addresses all material issues and fairly presents the Group's performance.

GR Hardy, CA(SA), supervised the preparation of the consolidated financial statements from which these summary consolidated financial statements were extracted.

### Restatement

Shareholders were informed in a SENS announcement published on 4 July 2023 that the Group had implemented the IFRS 17 *Insurance Contracts* standard on 1 March 2023. IFRS 17 replaced IFRS 4 *Insurance Contracts* for annual periods beginning on or after 1 January 2023.

The implementation of IFRS 17 necessitated the restatement of the financial statements for the year ended 28 February 2023. Any adjustments to the carrying amounts of assets or liabilities prior to the 2023 financial year were recognised as an adjustment to retained earnings on 1 March 2022.

The Group's IFRS 17 transitional report contains detail regarding the restatements and can be accessed on Capitec's website at <https://www.capitecbank.co.za/globalassets/pages/investor-relations/ifrs-17-transitional-report.pdf>.

Also refer to note 3 Restatement – adoption of IFRS 17 and related assessment in the annual financial statements for the year ended 29 February 2024, available at <https://www.capitecbank.co.za/financial-results/2024/> for full disclosure.

### Audited consolidated annual financial statements – independent auditors' opinion

The auditors expressed an unmodified opinion on the consolidated financial statements from which these summary consolidated financial statements were extracted, but these summary consolidated financial statements are not audited. A copy of the auditors' report on the consolidated financial statements is available for inspection at the Company's registered office, together with the consolidated financial statements identified in the auditors' report. Shareholders are advised that, to obtain a full understanding of the nature of the auditors' engagement, they should obtain a copy of the auditors' report together with the accompanying consolidated financial statements from the Company's website at <https://www.capitecbank.co.za/financial-results/2024/>.



# Summary consolidated statement of financial position

As at 29 February 2024

R'000	2024	Restated <sup>(1)</sup> 2023	Restated <sup>(1)</sup> 1 March 2022
<b>Assets</b>			
Cash and cash equivalents	29 021 223	31 013 939	34 238 828
Financial assets at fair value through profit or loss (FVTPL)	553 980	289 051	—
Financial investments at amortised cost	68 110 551	61 034 237	62 939 724
Term deposit investments	7 791 467	3 628 162	722 190
Net loans and advances	80 551 697	78 167 803	66 549 103
Other receivables	8 406 867	4 803 264	2 807 161
Insurance contract assets	2 960 944	1 970 734	745 311
Derivative assets	33 604	33 555	14 586
Financial assets – equity instruments at fair value through other comprehensive income (FVOCI)	82 415	73 880	72 680
Current income tax asset	—	40 701	—
Interest in associates and joint ventures	727 056	600 068	394 346
Interest in subsidiaries	—	—	—
Property and equipment	3 511 330	3 291 918	3 021 555
Right-of-use assets	1 856 615	1 821 415	1 909 435
Intangible assets including goodwill	1 401 975	1 435 629	1 348 005
Deferred income tax asset	2 568 902	2 431 699	2 769 410
<b>Total assets</b>	<b>207 578 626</b>	<b>190 636 055</b>	<b>177 532 334</b>
<b>Liabilities</b>			
Derivative liabilities	20 602	23 683	33 848
Current income tax liability	251 977	—	301 951
Deposits	152 994 134	144 059 409	132 398 377
Wholesale funding	3 020 834	2 438 794	2 060 193
Other liabilities	5 364 933	3 874 119	4 745 859
Insurance contract liabilities	—	—	198 323
Lease liabilities	2 383 183	2 305 062	2 424 694
Employee benefit liabilities	12 370	14 622	212 144
Group loans payable	—	—	—
Deferred income tax liability	—	—	—
<b>Total liabilities</b>	<b>164 048 033</b>	<b>152 715 689</b>	<b>142 375 389</b>
<b>Equity</b>			
<b>Capital and reserves</b>			
Ordinary share capital and premium	5 456 540	5 406 108	5 649 020
Izindaba Ezinhle Employee Share Scheme	—	—	—
Cash flow hedge reserve	7 244	1 544	(12 405)
Other reserves	(17 661)	(25 371)	(28 625)
Foreign currency translation reserve	101 574	77 610	31 438
Share option reserve	515 809	515 809	515 809
Retained earnings	37 423 827	31 895 742	28 950 541
<b>Share capital and reserves attributable to ordinary shareholders</b>	<b>43 487 333</b>	<b>37 871 442</b>	<b>35 105 778</b>
Preference share capital and premium	43 260	48 924	51 167
<b>Total equity</b>	<b>43 530 593</b>	<b>37 920 366</b>	<b>35 156 945</b>
<b>Total equity and liabilities</b>	<b>207 578 626</b>	<b>190 636 055</b>	<b>177 532 334</b>

<sup>(1)</sup> The financial statements have been restated for the adoption of IFRS 17 Insurance Contracts. Refer to note 3 Restatement – adoption of IFRS 17 and related assessments in the financial statements included in the Integrated Annual Report.

# Summary consolidated income statement

Year ended 29 February 2024

R'000	2024	Restated <sup>(1)</sup> 2023
<b>Interest and similar income<sup>(2)</sup></b>		
Interest income	25 805 800	21 199 263
Interest income calculated using the effective interest rate	25 118 273	20 783 348
Interest income on financial assets at FVTPL	687 527	415 915
Interest expense	(9 341 813)	(6 992 691)
<b>Net interest income</b>	<b>16 463 987</b>	<b>14 206 572</b>
Credit impairments <sup>(3)</sup>	(8 725 334)	(6 329 385)
<b>Net interest income after credit impairments</b>	<b>7 738 653</b>	<b>7 877 187</b>
<b>Non-interest income<sup>(2)</sup></b>		
Loan fee income	1 219 308	1 087 787
Loan fee expense	(11 140)	(9 094)
<b>Net loan fee income</b>	<b>1 208 168</b>	<b>1 078 693</b>
Transaction fee and commission income	20 855 906	16 561 749
Transaction fee and commission expense	(6 068 779)	(5 100 638)
<b>Net transaction and commission income</b>	<b>14 787 127</b>	<b>11 461 111</b>
Insurance revenue	4 971 208	4 675 074
Insurance service expense	(1 977 268)	(1 889 108)
<b>Insurance service result</b>	<b>2 993 940</b>	<b>2 785 966</b>
Insurance finance income/(expense)	183 612	(101 435)
<b>Net insurance result<sup>(4)</sup></b>	<b>3 177 552</b>	<b>2 684 531</b>
Foreign currency income	514 554	494 778
Foreign currency expense	(354 041)	(332 348)
<b>Net foreign currency income</b>	<b>160 513</b>	<b>162 430</b>
Dividend income	—	—
Other income	245 492	158 283
<b>Net non-interest income</b>	<b>19 578 852</b>	<b>15 545 048</b>
<b>Income from operations after credit impairments</b>	<b>27 317 505</b>	<b>23 422 235</b>
Operating expenses	(13 940 885)	(11 876 702)
Share of net profit of associates and joint ventures	71 124	97 750
Reversal of impairment on investment in associate	—	—
<b>Operating profit before tax</b>	<b>13 447 744</b>	<b>11 643 283</b>
Income tax expense	(2 880 807)	(2 491 811)
<b>Profit for the year</b>	<b>10 566 937</b>	<b>9 151 472</b>
<b>Earnings per share (cents)</b>		
Basic	9 156	7 933
Diluted	9 137	7 911

<sup>(1)</sup> The financial statements have been restated for the adoption of IFRS 17 Insurance Contracts. Refer to note 3 Restatement – adoption of IFRS 17 and related assessments in the financial statements included in the Integrated Annual Report.

<sup>(2)</sup> The group reviewed its presentation of the consolidated income statement and considers it more appropriate to disclose income and expenses as either interest and similar income/expenses or non-interest income/expenses on the face of the consolidated income statement. Comparatives have been updated to reflect this change in presentation.

<sup>(3)</sup> Credit impairments were previously presented after other income but following the change in presentation mentioned in (2), management considers it more appropriate to present credit impairments after net interest income. Comparatives have been updated to reflect this change in presentation.

<sup>(4)</sup> Insurance income and expenses have been separately disclosed following the adoption of IFRS 17 Insurance Contracts. Refer to note 3 Restatement – adoption of IFRS 17 and related assessments and note 27 Net insurance result in the financial statements included in the Integrated Annual Report.

# Summary consolidated statement of other comprehensive income

Year ended 29 February 2024

R'000	2024	Restated <sup>(1)</sup> 2023
<b>Profit for the year</b>	<b>10 566 937</b>	9 151 472
<b>Other comprehensive income that may subsequently be reclassified to profit or loss</b>	<b>29 664</b>	60 121
Cash flow hedge reserve recognised	<b>10 986</b>	9 129
Cash flow hedge reclassified to profit or loss	<b>(3 178)</b>	10 215
Income tax relating to cash flow hedge	<b>(2 108)</b>	(5 395)
Foreign currency translation reserve recognised	<b>23 964</b>	46 172
<b>Other comprehensive income that will not subsequently be reclassified to profit or loss</b>	<b>7 710</b>	3 254
Remeasurement of defined benefit obligation	<b>(824)</b>	3 226
Profit on remeasurement to FVOCI	<b>8 535</b>	1 201
Income tax thereon	<b>(1)</b>	(1 173)
<b>Total comprehensive income for the year</b>	<b>10 604 311</b>	9 214 847

<sup>(1)</sup> The financial statements have been restated for the adoption of IFRS 17 Insurance Contracts. Refer to note 3 Restatement – adoption of IFRS 17 and related assessments in the financial statements included in the Integrated Annual Report.

## Summary consolidated statement of changes in equity

R'000	Ordinary share capital and premium	Preference share capital and premium	Foreign currency translation reserve	Cash flow hedge reserve	Other reserves	Share option reserve	Retained earnings	Total
<b>Balance as at 28 February 2022</b>	5 649 020	51 167	31 438	(12 405)	(28 625)	515 809	29 559 311	35 765 715
Restatements – transition to IFRS 17	—	—	—	—	—	—	(608 770)	(608 770)
<b>Restated balance as at 28 February 2022<sup>(1)</sup></b>	5 649 020	51 167	31 438	(12 405)	(28 625)	515 809	28 950 541	35 156 945
Restated total comprehensive income for the year <sup>(1)</sup>	—	—	46 172	13 949	3 254	—	9 151 472	9 214 847
<b>Transactions with shareholders and directly recorded in equity</b>	(242 912)	(2 243)	—	—	—	—	(6 206 271)	(6 451 426)
Ordinary dividend	—	—	—	—	—	—	(6 187 142)	(6 187 142)
Preference dividend	—	—	—	—	—	—	(4 185)	(4 185)
Employee share option scheme: value of employee services	—	—	—	—	—	—	165 228	165 228
Shares acquired for employee share options at cost	(16 332)	—	—	—	—	—	(157 300)	(173 632)
Proceeds on settlement of employee share options	—	—	—	—	—	—	78 831	78 831
Tax effect on share options	—	—	—	—	—	—	(42 402)	(42 402)
Fair value of shares utilised for net settlement	—	—	—	—	—	—	(59 004)	(59 004)
Preference shares repurchased	—	(2 243)	—	—	—	—	(297)	(2 540)
Treasury shares	(226 580)	—	—	—	—	—	—	(226 580)
<b>Restated balance as at 28 February 2023<sup>(1)</sup></b>	<b>5 406 108</b>	<b>48 924</b>	<b>77 610</b>	<b>1 544</b>	<b>(25 371)</b>	<b>515 809</b>	<b>31 895 742</b>	<b>37 920 366</b>
Total comprehensive income for the year	—	—	23 964	5 700	7 710	—	10 566 937	10 604 311
<b>Transactions with shareholders and directly recorded in equity</b>	<b>50 432</b>	<b>(5 664)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(5 038 852)</b>	<b>(4 994 084)</b>
Ordinary dividend	—	—	—	—	—	—	(5 011 260)	(5 011 260)
Preference dividend	—	—	—	—	—	—	(4 763)	(4 763)
Employee share option scheme: value of employee services	—	—	—	—	—	—	60 102	60 102
Shares acquired for employee share options at cost	10 846	—	—	—	—	—	(84 857)	(74 011)
Proceeds on settlement of employee share options	—	—	—	—	—	—	105 908	105 908
Tax effect on share options	—	—	—	—	—	—	12 683	12 683
Fair value of shares utilised for net settlement	—	—	—	—	—	—	(115 969)	(115 969)
Preference shares repurchased	—	(5 664)	—	—	—	—	(696)	(6 360)
Treasury shares	39 586	—	—	—	—	—	—	39 586
<b>Balance as at 29 February 2024</b>	<b>5 456 540</b>	<b>43 260</b>	<b>101 574</b>	<b>7 244</b>	<b>(17 661)</b>	<b>515 809</b>	<b>37 423 827</b>	<b>43 530 593</b>

<sup>(1)</sup> The financial statements have been restated for the adoption of IFRS 17 Insurance Contracts impacting only retained earnings. Refer to note 3 Restatement – adoption of IFRS 17 and related assessments in the financial statements included in the Integrated Annual Report.

# Summary consolidated statement of cash flows

R'000	2024	2023
<b>Cash flows from operating activities</b>		
Cash flow from operations	1 350 269	(6 679 900)
Income tax paid	(2 712 640)	(2 545 722)
Interest received	24 950 193	20 438 606
Interest paid	(9 301 372)	(6 958 102)
Dividend received	—	—
	<b>14 286 450</b>	<b>4 254 882</b>
<b>Cash flows from investing activities</b>		
Acquisition of property and equipment	(1 038 114)	(934 422)
Disposal of property and equipment	29 817	16 826
Acquisition of intangible assets	(119 269)	(228 841)
Disposal of preference shares in subsidiary	—	—
Investment in term deposit investments	(7 864 000)	(3 650 000)
Redemption of term deposit investments	3 650 000	900 000
Acquisition of financial investments at amortised cost	(65 156 207)	(47 216 977)
Redemption of financial investments at amortised cost	58 959 433	49 652 992
Interest acquired in associates and joint ventures	(31 900)	(61 800)
Acquisition of subsidiary net of cash acquired	—	—
	<b>(11 570 240)</b>	<b>(1 522 222)</b>
<b>Cash flows from financing activities</b>		
Dividends paid	(5 023 115)	(6 189 475)
Loans from group companies – granted	—	—
Loans from group companies – repaid	—	—
Preference shares repurchased	(6 360)	(2 540)
Issue of institutional bonds and other funding	750 000	750 000
Payment of lease liabilities	(406 560)	(370 303)
Shares acquired for settlement of employee share options	(74 080)	(111 234)
Participants' contribution on settlement of share options	10 135	34 146
Treasury shares repurchased	(36 854)	(120 593)
	<b>(4 786 834)</b>	<b>(6 009 999)</b>
Effect of exchange rate changes on cash and cash equivalents	81 507	52 198
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(1 989 117)</b>	<b>(3 225 141)</b>
Cash and cash equivalents at the beginning of the year	31 014 687	34 239 828
<b>Cash and cash equivalents at the end of the year</b>	<b>29 025 570</b>	<b>31 014 687</b>

# Contact information

## Capitec Bank Holdings Limited

Registration number: 1999/025903/06  
Incorporated in the Republic of South Africa  
Registered bank controlling company  
JSE ordinary share code: CPI  
ISIN code: ZAE000035861  
JSE preference share code: CPIP  
ISIN code: ZAE000083838

## Directors

SL Botha (*chairman*)  
GM Fourie (*chief executive officer*)<sup>(1)</sup>  
GR Hardy (*chief financial officer*)<sup>(1)</sup>  
NF Bhattay  
SA du Plessis  
CH Fernandez  
N Ford-Hoon  
MSdP le Roux  
V Mahlangu  
NS Mashiya<sup>(1)</sup> (resigned 31 March 2023)  
TE Mashilwane (resigned 30 September 2023)  
DP Meintjes (retired 26 May 2023)  
PJ Mouton  
CA Otto  
JP Verster

<sup>(1)</sup> Executive

## Company secretary and registered office

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## Postal address

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## Transfer secretary

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## Sponsor

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