RAISINS SOUTH AFRICA NPC

(Reg no: 1997/019805/08)
(the "**Company**")

DIRECTORS:	Mr. D. van der Merwe (Chairperson) Mr. J.V.Z. Vorster (Vice-Chair) Mr. B.L.R. de Vos Mr. J.W.J. Fourie Mr. E.W. Loxton Mr. A.P. Mac Minn Mr. N.C. Koch Mr. D. van der Berg Mr. W.J. Lemmer
OBSERVER STATUS:	Ms. M. van der Walt (National Agricultural Marketing Council - NAMC)
PUBLIC OFFICER:	Mrs. M. La Grange
REGISTERED ADDRESS:	9 Groenpunt Avenue Upington Northern Cape 8801
AUDITORS:	Venter en Vennote 46 Anton Lubowski Avenue P.O Box 510 Upington 8800 Practice nr: 903452

NOTICE OF ANNUAL GENERAL MEETING
("Notice")

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1. Notice of the AGM

1.1. Notice is hereby given in terms of Sections 62(1)(a) and 63(3) of the Companies Act No. 71 of 2008 **("the Companies Act")** that the **Annual General Meeting ("AGM") for ALL WARDS** of the Company and will be held on the following date:

Upington Country Inn on Wednesday, 22 July 2026 @ 09h00 – 10h30

(Raisins SA Members – Only Producers)

Upington Country Inn on Wednesday, 22 July 2026 @ 11h00 – 12h30

(Producers and Other Value Chain Stakeholders)

This necessitates arrangements to be put in place to effectively communicate organizational matters and reporting to the primary members (as defined in the Memorandum of Incorporation "(**MOI**") of the Company who are recorded as such in the members' register of the Company (the "**Members**"), and if approved, pass the resolutions set out hereunder with or without modification.

1.2. This Notice has been circulated to the Members on or before **2nd of July 2026** in accordance with articles 11.8 and 11.9 of the MOI as well as section 62(1)(a) of the Companies Act.

2. Registering for the AGM

Registration for the AGM as a Member is a pre-requisite to attend and vote during the AGM. Each Member is to follow the instructions set out below and ensure that he/she registers 5 (five) business days (exclusive of Saturdays, Sundays and public holidays) prior to the scheduled meeting date (thus on or before **15th of July 2026**) Follow the link provided here to open the registration page: https://raisinsa.co.za/

2.1. Complete the **online registration** form by inserting the following required information:

2.1.1. Full name(s) and surname.

2.1.2. Email address.

2.1.3. Cell phone number.

2.1.4. PUC number.

2.1.5. Business/farm name.

2.2. The registration form is to be submitted by clicking the '**submit**' option.

2.3. It is suggested that each Member (and proxy) visit and register on the link set out in paragraph 2.1 above prior to the deadline to ascertain what information needs to be submitted by the Members to register as a member to participate and vote during/at the AGM.

2.4. The following individuals can be contacted during the Company's business hours (08:00 – 17:00) to assist Members to register for the AGM:

2.4.1. Minessa la Grange minessal@raisinsa.co.za / 082 827 7436

2.5. All Members (even if such Member is to be represented by a proxy at the AGM) need to register in terms of paragraph 2. A Member's proxy will not register in terms of paragraph 2, but his/her identity needs to be verified as set out in paragraph 9 below.

3. Access to the AGM

3.1. The AGM for all Wards will take place at the following venue:

Upington Country Inn on Wednesday, 22 July 2026 @ 09h00 – 10h30

(Raisins SA Members – Only Producers)

Upington Country Inn on Wednesday, 22 July 2026 @ 11h00 – 12h30

(Producers and Other Value Chain Stakeholders)

3.2. Refer to paragraph 2 above to register on the Platform for voting rights on the day of the AGM.

3.3. The individuals set forth in paragraph 2.5. can be contacted if a Member is unsuccessful in registering for the AGM.

4. Record Date

The Record Date, for the purposes of Section 59 of the Companies Act ("**Rekorddatum**"/ "**Record Date**") is 15 (fifteen) business days (exclusive of Saturdays, Sundays and public holidays, but inclusive of the date of the AGM) in advance of the scheduled AGM.

5. Format of the AGM

5.1. The AGM will be conducted in person, thus only by physical attendance. The AGM will be hosted by the Company. A pre-set agenda (attached hereto as **Annexure A**) will be followed during the AGM, after which voting will take place on each proposed resolution set forth on pages 7 and 8 of this Notice.

5.1.1. **Any questions arising under general matters** of the pre-set agenda should reach the offices of the Company no later than **2 (two) business days** (exclusive of Saturdays, Sundays and public holidays) prior to the AGM. All questions should be submitted electronically to minessal@raisinsa.co.za and will be dealt with accordingly on each of the respective dates.

6. Quorum at the AGM

6.1. The quorum for the AGM shall be constituted by the lower of -

6.1.1. people present at the AGM sufficient to exercise, in aggregate, at least 10% (ten percent) of all the voting rights that are entitled to be exercised; or

6.1.2. he presence at the AGM of at least 10 (ten) people are entitled to exercise voting rights.

6.2. If within 30 (thirty) minutes from the time appointed for the AGM to commence, a quorum is not present, the AGM shall be postponed for 1 (one) week to the same day in the next week or if that day is a public holiday, to the next succeeding day which is not a public holiday, and if at such adjourned AGM a quorum is not present within 30 (thirty) minutes from the time appointed for the AGM, then the Members who are present at shall be deemed to be the requisite quorum.

7. Voting at the AGM

7.1. Only registered Members (or his/her proxy), as set out in paragraph 2 above, will be able to vote during the AGM.

7.2. Registered Members (or his/her proxy) will vote at the Annual General Meeting by means of ballot paper or such approved mechanism as determined by the Chairperson, and votes will be counted according to the voting right applicable in terms of the MOI.

7.3. A vote will be cast on each of the individual resolutions presented.

7.4. The results of the votes will be announced by the chairperson of the Company after the voting is done.

8. Nominations

8.1. Fully completed and signed nominations forms, together with all required supporting signatures and information, must be submitted to the Company no later than **15 July 2026.**

8.2. Nominations forms (attached hereto as **Annexure E**) may be submitted electronically by email to minessal@raisinsa.co.za. Such electronic submissions shall be accepted as delivery to the Company, provided that the form is fully completed, signed and received by the Company before the applicable deadline.

8.3. The Company reserves the right to request the original signed nomination form and/or any supporting documentation.

9. Proxies

9.1. A Member of the Company authorized to attend, participate and cast a vote at the AGM may nominate a proxy to attend and vote on his/her behalf. A proxy does not need to be a member of the Company.

9.2. A fully completed and signed proxy form (attached hereto as **Annexure F**) should be received by the Company and e-mailed to minessal@raisinsa.co.za no later than 5 (five) business days (exclusive of Saturdays, Sundays and public holidays) prior to the AGM (on or before **15 July 2026**).

9.3. Each Member should ensure that he/she furnishes his/her proxy with his/her signed and submitted proxy form, as well as this Notice (including the annexures hereto).

10. Identification

10.1. Each Member (and nominated proxy) is, in accordance with Section 63 of the Company Act, required to provide reasonable confirmation of the Member's (and nominated proxy's) identity, before he/she will be allowed to vote. The company secretary should be reasonably satisfied that the identities of the registered Members and proxies have been verified to vote on the matters below.

10.2. Members are required to register electronically on the Platform, 5 (five) business days (exclusive of Saturdays, Sundays and public holidays) prior to the AGM (on or before **15 July 2026**)**,** using the following link to complete their details: https://raisinsa.co.za/

10.3. Refer to paragraph 2 above to register.

11. Majority approval for the adoption of resolutions

For the proposals to be successful, the MOI requires **50% (fifty percent)** of the votes for the adoption of **ordinary resolutions** and **75% (seventy-five)** of the votes for the adoption of **special resolutions**.

12. Objective of the resolutions

The objectives of the ordinary and special resolutions are the following:

12.1. To report back to the Members on the financial position of the Company and activities performed during the 2025 financial year after the restructuring of the industry was approved at the 2020 annual general meeting.

12.2. To deal with all organizational matters.

13. Implication of decisions

13.1. Conditional to the assumption that the resolutions outlined below are adopted, the Company and the Members will "affirm" the Company's satisfactory performance and re-affirm the Members' continued support to continue its industry activities.

13.2. Decisions made will provide the Company with a mandate to execute its duties for the following 4 (four) year statutory cycle for the period 2025 to 2028.

[THE RESOLUTIONS FOLLOW ON THE NEXT PAGE]

ORDINARY AND SPECIAL RESOLUTIONS TO BE ADOPTED BY THE MEMBERS OF THE COMPANY IN ACCORDANCE WITH THE COMPANIES ACT AND THE MOI

THE RESOLUTIONS OF THE AGM WILL GIVE EFFECT TO THE OBJECTIVES AS STATED IN PARAGRAPH 11 ABOVE.

The following resolutions have been circulated to the Members to be passed and approved.

ORDINARY RESOLUTIONS

ANNUAL REPORT **No. 01/2026**

RESOLVED THAT, the Members accept the information contained in the annual report (Financial Year 2025) prepared inclusive of the financial statements (FY2025) of the Company attached to the Notice as **Annexure B** circulated on or before **15th July 2026.**

APPOINTMENT OF AUDITOR **No. 02/2026**

RESOLVED THAT, the Members re-appoint Venter en Vennote as the auditors of the Company for the 2026 financial year period.

APPOINTMENT OF DIRECTORS **No. 03/2026**

RESOLVED THAT, two vacancies (Ward 1 and 4) need to be filled.

Nominations received (Ward 1):

1. Johannes Kotze

Nominations received (Ward 4):

1. ____________________
2. ____________________
3. ____________________

The following three co-opted members that served during 2025/2026, have made themselves available again for re-appointment for the next 12 months.

1. Mr. D. van der Berg (marketing)
2. Mr. N.C. Koch (marketing)
3. Mr. A.P. Mac Minn (independent)

Mr. E.W. Loxton (emerging farmer) has resigned as co-opted board member.

Primary Board member to appoint/re-appoint co-opted board members after the AGM.

SPECIAL RESOLUTIONS - Subject to final MOI wording and legal advice

Amendment of the MOI relating to Board Composition, Co-opted Directors and Voting Rights **No. 04/2026**

The proposed Board composition and voting rights shall be as follows:

Category	Number of directors	Voting rights
Primary producer directors	4	**3 votes each = 12 votes in total**
Chief Executive Officer	1	1 vote
Co-opted members	8	Voting rights to be confirmed in the final MOI wording; **at least one must be a producer**
Total	**13**	Subject to final MOI wording and legal advice

RESOLVED THAT, the Company be and is hereby authorised, subject to the applicable provisions of the Companies Act, the Memorandum of Incorporation of Raisins SA (Adopted 6 October 2021) and any other applicable governance requirements, to amend the Memorandum of Incorporation of Raisins SA to provide for the expansion of the Board from **eight (8) directors** to **twelve (12) directors**. Excluding the Chief Executive Officer.

RESOLVED FURTHER THAT, the proposed Board composition shall include four (4) primary producer directors, the Chief Executive Officer, and eight (8) additional co-opted members, of whom at least one (1) must be a producer.

RESOLVED FURTHER THAT, the voting rights of the four (4) primary producer directors shall be recorded as **three (3) votes per primary producer director**, resulting in a total of **twelve (12) producer votes**.

RESOLVED FURTHER THAT, co-opted directors may be appointed by the Board for a specific function, term, specialist area, continuity purpose or strategic purpose, as determined by the Board from time to time.

VOTE: YES ☐

NO ☐

Ward Representation, Nominations and Voting No. 05/2026

RESOLVED THAT, nominations and voting for ward representatives shall take place within the relevant wards prior to the Annual General Meeting, and that the outcome of such ward processes shall be confirmed at the Annual General Meeting.

Each ward shall be responsible for conducting its own nomination and voting process in a fair and transparent manner, and the results shall be submitted to Raisins SA for confirmation at the Annual General Meeting.

VOTE: YES ☐

NO ☐

Good Standing, Levies and Voting Rights No. 06/2026

RESOLVED THAT, a producer's Good Standing status and voting rights should not be prejudiced solely due to the non-payment or late payment of levies by a packer, where such non-payment is outside the producer's direct control.

Note: Raisins SA's policy direct levy collection, payment terms, penalty interest, cut-off dates, and the process to be followed in respect of non-paying packers.

VOTE: YES ☐

NO ☐

Amendment of the MOI: Limitation on Proxy Appointments No. 07/2026

RESOLVED THAT, subject to the required approval by the Members and compliance with the Companies Act, the Memorandum of Incorporation of Raisins South Africa NPC be amended to limit the number of proxy appointments that any one person may hold.

No person may act as proxy for more than three Members entitled to vote at any Members' Meeting, including an Annual General Meeting or any adjourned meeting.Where a person has been appointed as proxy by more than three Members, only the first three valid proxy forms received by the Company, determined according to date and time of receipt, will be recognised. Any additional proxy appointments in favour of that person will not be accepted.

This amendment is intended to promote broader Member participation, prevent the concentration of voting power through block proxies, and improve transparency and fairness at Members' Meetings.

RESOLVED FURTHER THAT, the Board and/or any duly authorised representative of the Company be authorised to take all steps necessary to give effect to this resolution, including the finalisation and filing of the amended MOI where required.

VOTE: YES ☐

NO ☐

[END]

ANNEXURE A: AGM AGENDA

ANNEXURE B: RAISINS SOUTH AFRICA NPC ANNUAL REPORT AND FINANCIAL STATEMENTS

ANNEXURE C: MINUTES OF THE PREVIOUS AGM

ANNEXURE D: APPOINTMENT OF DIRECTORS - PROCEDURE

ANNEXURE E: NOMINATION FORM

ANNEXURE F: PROXY FORM