RAISINS SOUTH AFRICA NPC

(Registration number: 1997/019805/08)

ANNUAL GENERAL MEETING – 22 JULY 2026

ANNEXURE G – SPECIAL RESOLUTIONS

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

The following resolutions have been circulated to the Members to be passed and approved by not less than 50% (fifty percent) of the votes.

<u>ORDINARY RESOLUTIONS</u>

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 2025/26, 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 OF THE MEMBERS OF THE COMPANY TO AMEND

THE COMPANY'S MEMORANDUM OF AGREEMENT ("MOI"),

IN ACCORDANCE WITH THE COMPANIES ACT

The following Special Resolutions have been circulated to the Members of the Company to be passed and approved by not less than 75% (seventy percent) of the votes.

The purpose of the Special Resolutions is to amend the MOI of the Company in four respects being to:

1. alter the composition of the Board of the Company and determine the number of voting rights for each category of director. This amendment will ensure that the Board of the Company has sufficient Primary Member (producer) representation, and at the same time includes other necessary and relevant stakeholders, as also experts, including an independent director to serve on the Audit and Risk Committee of the Company so as to ensure good corporate governance. ("**Amendment 1**");

2. provide clarity on Primary Member Ward representation on the Board of the Company and contemporaneously provide certainty on the nominations process and voting that takes place at Ward level, to evidence transparency that the Primary Members serving on the Board have the requisite support of Primary Producers in the respective Wards. (“**Amendment 2**”);

3. address the interconnectivity between “Good Standing”, the payment of statutory levies and Primary Member voting rights, so to ensure that a Primary Member (producer) is not unfairly prejudiced in exercising their voting rights as a consequence of the misconduct of a third party who has failed to timeously pay across statutory levies to the Company, as instructed by the producer. (“**Amendment 3**”);

4. encourage all Primary Members (producers) to participate in the decision-making processes of the Company. This amendment also intends to prevent the concentration of voting power through block proxies and improve transparency and fairness at Members’ Meetings. (“**Amendment 4**”).

Amendment 1: Board Composition, Co-opted Directors and Voting Rights No. 04/2026

The Category, Number of Directors on the Board of the Company and director voting rights shall be as follows:

Category	**Number of Directors**	**Voting Rights**
Primary Member (producer) directors	4	**3 votes each, being 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 primary 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 **thirteen (13) directors**.

RESOLVED FURTHER THAT, the proposed Board composition shall include four (4) Primary Member (producer) directors, the Chief Executive Officer of the Company~~,~~ 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 Member (producer) directors shall be recorded as **three (3) votes per Primary Member (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, subject to there always being an independent expert suitably qualified to serve on the Audit and Risk Committee of the Company.

VOTE: YES ☐

NO ☐

Amendment 2: Ward Representation, Nominations and Voting **No. 05/2026**

RESOLVED THAT, the nomination and voting for Primary Member Ward representatives to serve on the Board of the Company shall take place within the relevant Wards prior to the relevant Annual General Meeting of the Company.

RESOLVED FURTHER THAT, 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 by the Ward to Raisins SA, with such outcomes being subject to confirmation by the Company at an Annual General Meeting of the Company.

VOTE: YES ☐

NO ☐

Amendment 3: Good Standing, Levies and Voting Rights **No. 06/2026**

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

RESOLVED FURTHER THAT, Raisins SA's policy in respect of direct levy collection, payment terms, penalty interest, cut-off dates, and the process in respect of non-paying by any third party (including a process and packer) must be applied.

VOTE: YES ☐

NO ☐

Amendment 4: Limitation on Proxy Votes **No. 07/2026**

RESOLVED THAT, no person may act as proxy for more than three Primary Members entitled to vote at any Members' Meeting, including an Annual General Meeting or any adjourned meeting.

RESOLVED FURTHER THAT, where a person has been appointed as proxy by more than three Primary 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.

VOTE: YES ☐

NO ☐

General Implementation Resolution **No. 08/2026**

RESOLVED THAT, the Board and any duly authorised representative of the Company authorised by the Board be and is hereby authorised to do all things, sign all documents, and take all actions necessary to give effect to the implementation and registration and of the above resolutions, including any Special Resolutions, and the finalisation, formalisation and filing of any amendment to the MOI, including with the Companies and Intellectual Property Commission (as required).

VOTE: YES ☐

NO ☐

[END]