



**Quantum Foods Holdings Limited**  
(Incorporated in the Republic of South Africa)  
(Registration number: 2013/208598/06)  
Share code: QFH  
ISIN: ZAE000193686  
("Quantum Foods" or the "Company")

## FORM OF PROXY (FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION)

The definitions and interpretations contained in the Notice to which this form of proxy is attached ("**Notice**"), apply to this form of proxy, unless otherwise stated or the context so requires. Any reference to "General Meeting" includes a reference to any postponement or adjournment thereof.

**To be completed by registered certificated shareholders and dematerialised shareholders with "own name" registration only.**

For use in respect of the General Meeting to be held entirely by electronic communication at **11:00 on Wednesday, 11 September 2024.**

Shareholders who have dematerialised their Shares with a CSDP or broker, other than with "own name" registration, must arrange with the broker or CSDP concerned to provide them with the necessary letter of representation to attend the General Meeting by electronic communication if they wish to do so or if they do not wish to attend the General Meeting, the Shareholder concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the Shareholder and the CSDP or broker concerned.

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

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

with the following contact details: \_\_\_\_\_ (mobile) and \_\_\_\_\_ (email),

being a Shareholder, holding \_\_\_\_\_ (number of shares)

shares in the Company, hereby appoint:

1. \_\_\_\_\_ (name of proxy)

of \_\_\_\_\_ (address) or, failing him/her,

2. \_\_\_\_\_ (name of proxy)

of \_\_\_\_\_ (address) or, failing him/her,

the chairperson of the General Meeting, as my/our proxy to represent me/us, to attend, speak and vote on my/our behalf at the General Meeting, and to vote or abstain from voting on the resolutions set out in the Notice on my/our behalf at the General Meeting in accordance with the following voting instructions:

	In favour of	Against	Abstain from voting
<b>Ordinary resolution number 1:</b> Removal of Mr Wouter André Hanekom as a Director of the Company			
<b>Ordinary resolution number 2:</b> Removal of Mr Geoffrey George Fortuin as a Director of the Company			
<b>Ordinary resolution number 3:</b> Removal of Mr Pieter Francois Theron Burger as a Director of the Company			

Please indicate with an "X" in the applicable space, how you wish your votes to be cast. Unless otherwise directed, the proxy will be entitled to vote or abstain as he/she deems fit.

For further information and clarification on the use of this form of proxy, refer to the notes on page 2.

Signed at \_\_\_\_\_ (place) on the \_\_\_\_\_ day of \_\_\_\_\_ (month) 2024

Signature \_\_\_\_\_

Capacity \_\_\_\_\_

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

**Please read the notes on the following page.**

## NOTES TO THE FORM OF PROXY:

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

### Instructions for signing and lodging the form of proxy

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided overleaf, with or without deleting "the chairperson of the General Meeting", but any such deletion must be initialled by the Shareholder. Should the space/s be left blank, the proxy will be exercised by the chairperson of the General Meeting. The person whose name appears first on the proxy form and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A Shareholder should insert an "X" in the relevant spaces provided overleaf according to how the Shareholder wishes his/her/its votes to be cast in relation to the ordinary resolutions set out in the Notice. However, if a Shareholder wishes to cast a vote in respect of a lesser number of Shares than that which he/she/it holds, such Shareholder should insert the number of Shares held in respect of which he/she/it wishes to vote or abstain from voting in the relevant spaces provided overleaf. If a Shareholder fails to comply with the above or provides contradictory instructions, then such Shareholder will be deemed to have authorised the proxy to vote or to abstain from voting in relation to the ordinary resolutions set out in the Notice, as such proxy deems fit. Should any further resolution(s), motion(s) or any amendment(s) which may be properly put before the General Meeting be proposed, the proxy shall be entitled to vote as he/she thinks fit.
3. A Shareholder or his/her/its proxy is not obliged to exercise all the votes exercisable by him/her/it or by his/her/its proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Shareholder or by his/her/its proxy.
4. A minor or any other person with legal incapacity must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been recorded by the transfer secretaries of the Company.
5. To be valid, the completed and signed form of proxy must be delivered, together with the proof of authority of the person signing the form in a representative capacity, to the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited, via email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za). For administrative reasons, Shareholders are urged to lodge their proxy forms with the Company's transfer secretaries by no later than Monday, 9 September 2024, at 11:00 (South African time), provided that any form of proxy not delivered to the transfer secretaries by this time may be emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) prior to the commencement of the General Meeting.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. on behalf of a company, trust/ees, pension fund, deceased estate etc.) must be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the chairperson of the General Meeting.
7. The completion and lodging of this proxy form will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
8. The appointment of a proxy in terms of this form of proxy is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act, and accordingly, a Shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company.
9. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
10. The chairperson of the General Meeting may reject or accept any form of proxy which is not completed and/or received in accordance with the instructions set out herein.
11. A proxy may not delegate his/her authority to act on behalf of the Shareholder to another person.
12. Shareholders who have dematerialised their Shares with a CSDP or broker, other than those with "own name" registration, must arrange with the CSDP or broker concerned to provide them with the necessary letter of representation to attend the General Meeting or the Shareholders concerned must instruct their CSDP or broker as to how they wish the votes in respect of their Shares to be voted at the General Meeting. This must be done in terms of the agreement entered into between the Shareholder and the CSDP or broker concerned.
13. Where there are joint holders of Shares:
  - a. any one holder may sign the form of proxy; and
  - b. the vote of the senior joint holder, who tenders a vote, as determined by the order in which the names stand in the Company's securities register, will be accepted.

**Additional forms of proxy are available from Computershare on request.**

## SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

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