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# Notice of AGM

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19 February

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# 2026

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### Life Healthcare Group Holdings Limited

(Incorporated in the Republic of South Africa)  
Registration number: 2003/002733/06  
Income tax number: 9387/307/15/1  
ISIN: ZAE000145892  
JSE and A2X share code: LHC  
(Life Healthcare, the Group or the Company)

### Life Healthcare Funding Limited

(Incorporated in the Republic of South Africa  
with limited liability)  
Registration number 2016/273566/06  
LEI: 3789SJPQJZF8ZYTZ394  
Bond company code: LHF1  
(Life Healthcare Funding)



#### LEADING PROVIDER OF VALUE-BASED CARE

Patient-centred care  
through innovative  
contracting and  
reimbursement models



#### DIVERSIFIED OFFERING

With an expansion into  
integral diagnostic and  
adjacent lines of business



#### PEOPLE- CENTRED AND PATIENT INSIGHT-DRIVEN

Positively impacting patient  
care through a focus on  
our employees, clinicians  
and the utilisation of data  
analysis and technology

# Notice of annual general meeting

Notice is hereby given in terms of section 62(1) of the Companies Act, 71 of 2008, as amended (the Companies Act) that the annual general meeting (AGM) of shareholders of Life Healthcare will be held on Thursday, 19 February 2026, at 11h30, or any adjournment or postponement thereto, to (i) consider, and if deemed fit to pass the following ordinary and special resolutions with or without modification/s; and (ii) deal with such other business as may be dealt with at the AGM.

The proceedings will be held through electronic communications as permitted by the Johannesburg Stock Exchange (JSE) Limited, the provisions of the Companies Act and the Company's Memorandum of Incorporation (Mol). The virtual AGM will be hosted on an interactive electronic platform, in order to facilitate voting and remote participation by shareholders. Further details, including how to submit votes by proxy before the meeting, are contained in this notice of AGM.

## This document is important and requires your immediate attention

If you are in any doubt about the action you should take, consult your broker, Central Securities Depository Participant (CSDP), banker, financial advisor, accountant or other professional advisor immediately. The notice of AGM is only available in English, and copies may be obtained from the registered office of the Company and the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196.

## Registered and corporate office

Oxford Parks, 203 Oxford Road, Cnr Eastwood and Oxford Roads, Dunkeld, 2196.  
Telephone 011 219 9000

Included in this document are the following:

- the notice of AGM setting out resolutions to be proposed at the meeting, with explanatory notes;
- registration form to participate in the virtual AGM; and
- a proxy form for completion, signature and submission to The Meeting Specialists Proprietary Limited (TMS) by shareholders holding the Company's ordinary shares in certificated form or recorded in sub-registered electronic form in "own name".

## SALIENT RECORD DATES

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to receive notice of the AGM is Friday, 16 January 2026.

The last day to trade in the Company's shares in order to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the AGM is Tuesday, 10 February 2026.

# Notice of annual general meeting continued

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the AGM is Friday, 13 February 2026.

## Presentation to shareholders

### PRESENTATION OF THE AUDITED ANNUAL FINANCIAL STATEMENTS

The audited annual financial statements of the Company and the Group for the year ended 30 September 2025 (as approved by the Board of directors of the Company), incorporating the external auditor, Audit and Risk Committee and directors' reports, are presented to shareholders in terms of section 30(3) of the Companies Act.

The complete audited annual financial statements appear on the Company's website at <https://www.lifehealthcare.co.za/investor-relations/results-and-reports/>. Alternatively, a copy may be requested and obtained in person, at no charge, at the registered office of the Company during office hours or by email at [investor.relations@lifehealthcare.co.za](mailto:investor.relations@lifehealthcare.co.za).

### PRESENTATION OF THE SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE REPORT

The report of the Social, Ethics and Transformation Committee of the Group for the year ended 30 September 2025, in terms of Regulation 43 of the Companies Regulations 2011, is available on the Company's website at <https://www.lifehealthcare.co.za/investor-relations/results-and-reports/>.

### PRESENTATION OF THE REMUNERATION REPORT

The remuneration report of the Group for the year ended 30 September 2025, in terms of the Companies Act, Section 61, is available on the Company's website at <https://www.lifehealthcare.co.za/investor-relations/results-and-reports/>.

## Ordinary resolutions

### PERCENTAGE OF VOTING RIGHTS – ORDINARY RESOLUTIONS

Ordinary resolutions numbered 1 to 5 contained in this notice of AGM, require the approval of a minimum of 50% plus one vote of the votes exercised on the resolutions by the shareholders present or represented by proxy at the AGM in order for the resolutions to be adopted.

## 1. Ordinary resolution number 1

### (COMPRISING SEPARATE ORDINARY RESOLUTIONS NUMBERED 1.1 TO 1.2)

#### RE-APPOINTMENT OF INDEPENDENT EXTERNAL AUDITORS

To re-appoint Deloitte & Touche (Deloitte) as independent external auditors of the Company, to hold office until the conclusion of the next AGM in terms of section 90(1) of the Companies Act. James Andrew Robb Welch's term of office concluded at the end of the 2025 financial year. Thegarajan Marriday will be appointed as the individual designated auditor with effect from 1 October 2025, the beginning of the financial year, until the conclusion of the next AGM in terms of section 90 (1) of the Companies Act.

The Audit and Risk Committee has evaluated the independence and experience of both Deloitte and Thegarajan Marriday and has concluded that both the firm and the individual designated auditor are independent of the Company in accordance with section 94(8) of the Companies Act. In compliance with the JSE Listings Requirements (paragraph 3.84(g) (iii)), the Audit and Risk Committee obtained and considered all information listed therein in its assessment of the suitability of Deloitte's re-appointment, as well as the appointment of Thegarajan Marriday.

Following the evaluation, the Audit and Risk Committee is satisfied with the competence, resources, service levels and objectivity of Deloitte for the re-appointment as the Company's external auditors, and for the appointment of Thegarajan Marriday as the individual designated auditor. Further information on the execution of the duties of the Audit and Risk Committee is set out in the Audit and Risk Committee report, contained in the audited annual financial statements.

### **ORDINARY RESOLUTION NUMBER 1.1**

"RESOLVED that Deloitte be and is hereby re-appointed as independent external auditors of the Company, to hold office until the conclusion of the next AGM in terms of section 90(1) of the Companies Act."

### **ORDINARY RESOLUTION NUMBER 1.2**

"RESOLVED that Thegarajan Marriday be and is hereby appointed as the individual designated auditor of the Company, to hold office from the beginning of the 2026 financial year, until the conclusion of the next AGM in terms of section 90(1) of the Companies Act."

## **2. Ordinary resolution number 2**

### **(COMPRISING SEPARATE ORDINARY RESOLUTIONS NUMBERED 2.1 TO 2.3)**

#### **RE-ELECTION OF DIRECTORS**

To re-elect non-executive directors to retire by rotation every three years at the AGM, in terms of the JSE Listings Requirements and the provisions of the Company's Mol by way of separate resolutions, the following eligible non-executive directors, who offer themselves for re-election:

2.1 Dr Victor Litlhakanyane

2.2 Caroline Henry

2.3 Paul Moeketsi

Shareholders are requested to consider and, if deemed fit, to re-elect these retiring directors as members of the Board of the Company, by way of passing the separate ordinary resolutions set out below. Brief résumés of each director offering themselves for re-election as directors of the Company are attached hereto as Annexure 1.

# Notice of annual general meeting continued

## ORDINARY RESOLUTION NUMBER 2.1

“RESOLVED that Dr Victor Litlhakanyane be and is hereby re-elected as an independent non-executive director of the Company.”

## ORDINARY RESOLUTION NUMBER 2.2

“RESOLVED that Caroline Henry be and is hereby re-elected as an independent non-executive director of the Company.”

## ORDINARY RESOLUTION NUMBER 2.3

“RESOLVED that Paul Moeketsi be and is hereby re-elected as an independent non-executive director of the Company.”

### 3. Ordinary resolution number 3

#### (COMPRISING SEPARATE ORDINARY RESOLUTIONS NUMBERED 3.1 TO 3.4)

##### RE-ELECTION OF AUDIT AND RISK COMMITTEE MEMBERS

To re-elect by way of separate ordinary resolutions, the Audit and Risk Committee consisting of independent non-executive directors in terms of section 94(4) of the Companies Act and appointed in terms of section 94(2) of the Companies Act to perform the duties and responsibilities stipulated in section 94(7) of the Companies Act and other duties described in the Audit and Risk Committee’s terms of reference. In terms of Regulation 42 of the Companies Regulations, 2011, at least one-third of the members of the Company’s Audit and Risk Committee must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

The Board has determined that each of the members standing for re-election is independent and collectively they possess the required qualifications, skills and experience as contemplated in Regulation 42 of the Companies Regulations, 2011 to fulfil their duties as contemplated in section 94(7) of the Companies Act.

The following independent non-executive directors, each being eligible, offer themselves for re-election:

3.1 Fulvio Tonelli

3.2 Caroline Henry\*

3.3 Audrey Mothupi-Palmstierna

3.4 Paul Moeketsi\*\*

\* Subject to the passing of ordinary resolution number 2.2.

\*\* Subject to the passing of ordinary resolution number 2.3.

The resolutions pertaining to the re-election of the members of the Audit and Risk Committee are to be voted on individually.

Brief résumés in respect of each independent non-executive director offering themselves for re-election as members of the Audit and Risk Committee are attached hereto as Annexure 1.

### **ORDINARY RESOLUTION NUMBER 3.1**

“RESOLVED that Fulvio Tonelli, who is an independent non-executive director, be and is hereby re-elected, as a member of the Audit and Risk Committee.”

### **ORDINARY RESOLUTION NUMBER 3.2**

“RESOLVED that Caroline Henry, who is an independent non-executive director, be and is hereby re-elected, as a member of the Audit and Risk Committee, subject to the passing of ordinary resolution 2.2.”

### **ORDINARY RESOLUTION NUMBER 3.3**

“RESOLVED that Audrey Mothupi-Palmstierna, who is an independent non-executive director, be and is hereby re-elected, as a member of the Audit and Risk Committee.”

### **ORDINARY RESOLUTION NUMBER 3.4**

“RESOLVED that Paul Moeketsi, who is an independent non-executive director, be and is hereby re-elected, as a member of the Audit and Risk Committee, subject to the passing of ordinary resolution 2.3.”

## **4. Ordinary resolution number 4**

### **(COMPRISING SEPARATE ORDINARY RESOLUTIONS NUMBERED 4.1 TO 4.5)**

#### **ELECTION AND RE-ELECTION OF THE SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE MEMBERS**

To elect and re-elect, by way of separate ordinary resolutions, the Social, Ethics and Transformation Committee as constituted in terms of section 72(4) of the Companies Act.

The Board has determined that a majority of members standing for election and re-election onto the Committee are independent and have not been involved in the day-to-day management of the Company for the last three financial years (section 72(7A) (a)).

The following independent non-executive directors, each being eligible, offer themselves for re-election and election:

4.1 Adv Mahlape Sello

4.2 Caroline Henry\*

4.3 Audrey Mothupi-Palmstierna

4.4 Dr Fareed Abdullah

\* Subject to the passing of ordinary resolution number 2.2.

# Notice of annual general meeting continued

The following executive director is currently a member of the Social, Ethics and Transformation Committee and offers himself for re-election:

## 4.5 Peter Wharton-Hood

The resolutions pertaining to the election and re-election of the members of the Social, Ethics and Transformation Committee are to be voted on individually.

Brief résumés in respect of each independent non-executive director and the executive director offering themselves for election and re-election as members of the Social, Ethics and Transformation Committee are attached hereto as Annexure 1.

## ORDINARY RESOLUTION NUMBER 4.1

“RESOLVED that Adv Mahlape Sello be and is hereby re-elected as a member of the Social, Ethics and Transformation Committee.”

## ORDINARY RESOLUTION NUMBER 4.2

“RESOLVED that Caroline Henry be and is hereby re-elected as a member of the Social, Ethics and Transformation Committee, subject to the passing of ordinary resolution 2.2.”

## ORDINARY RESOLUTION NUMBER 4.3

“RESOLVED that Audrey Muthupi-Palmstierna be and is hereby re-elected as a member of the Social, Ethics and Transformation Committee.”

## ORDINARY RESOLUTION NUMBER 4.4

“RESOLVED that Dr Fareed Abdullah be and is hereby elected as a member of the Social, Ethics and Transformation Committee.”

## ORDINARY RESOLUTION NUMBER 4.5

“RESOLVED that Peter Wharton-Hood be and is hereby re-elected as a member of the Social, Ethics and Transformation Committee.”

## 5. Ordinary resolution number 5

### AUTHORISATION TO SIGN DOCUMENTS TO GIVE EFFECT TO RESOLUTIONS

“RESOLVED that any one director of the Company and/or the Company Secretary be and are hereby authorised to do all such things and sign all such documents and take all such actions as they consider necessary to give effect to the resolutions set out in this notice of AGM.”



## 6. Non-binding advisory endorsement

### APPROVAL OF THE REMUNERATION POLICY

In accordance with the King Report on Corporate Governance™ for South Africa, 2016 (King IV™)\*, shareholder approval is sought for the Company's remuneration policy and implementation thereof by way of separate non-binding advisory votes. The non-binding votes enable shareholders to express their views on the Company's remuneration policy and on the implementation thereof. The detailed remuneration report, for which approval is being sought, is available on the Company's website at [www.lifehealthcare.co.za](http://www.lifehealthcare.co.za) and is also available for inspection at the Company's registered office.

In the event that either the remuneration policy or the implementation report, or both have been voted against by 25% or more of the voting rights exercised by shareholders in the non-binding advisory vote, the Board will delegate representatives to actively engage with the dissenting shareholders to address the objections and concerns and to the extent reasonably possible, amend the policy and/or report as appropriate, taking cognisance of the shareholder feedback and proposals resulting from the engagement and as approved by the Board.

### NON-BINDING ADVISORY ENDORSEMENT NUMBER 6.1

"RESOLVED that the Company's remuneration policy be and is hereby approved by way of a non-binding advisory vote, as recommended in King IV™."

### NON-BINDING ADVISORY ENDORSEMENT NUMBER 6.2

"RESOLVED that the Company's implementation report be and is hereby approved by way of a non-binding advisory vote, as recommended in King IV™."

## Special resolutions

### PERCENTAGE OF VOTING RIGHTS – SPECIAL RESOLUTIONS

Special resolutions numbered 1 to 3, contained in this notice of AGM, require approval of a minimum of 75% of the votes exercised on the resolutions by the shareholders present or represented by proxy at the AGM in order for the resolutions to be adopted.

## 7. Special resolution number 1

### REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS AND THE CHAIRMAN

In terms of sections 66(8) and 66(9) of the Companies Act and on recommendation of the Human Resources and Remuneration Committee, the Company wishes to remunerate its South African non-executive directors and Chairman of the Board for their services as directors and/or pay any fees related thereto as detailed in the table below, which reflects that the directors' fees be increased by an aggregate 3.5% on the fees paid in the previous year, provided that the aforementioned authority to remunerate directors shall be valid until the AGM of the Company in 2028.

\* Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.

# Notice of annual general meeting continued

## SPECIAL RESOLUTION 1.1 BOARD FEES

1.1 “RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Chairman’s board fees and the board members fees, for their services as directors with effect from 1 October 2025 for a period of 24 months, as set out below, plus any value-added tax (VAT) applicable.”

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Board							
Chairman	857 292	571 520	1 428 812	887 292	591 528	1 478 820	3.5%
Board member	232 728	154 420	387 148	240 876	159 828	400 704	3.5%

## SPECIAL RESOLUTION 1.2 LEAD INDEPENDENT DIRECTOR FEE

1.2 “RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the lead independent director fee, for services as a director with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable.”

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Board							
Lead independent	353 172	234 340	587 512	365 532	242 540	608 072	3.5%

## SPECIAL RESOLUTION 1.3 AUDIT AND RISK COMMITTEE FEES

1.3 “RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Audit and Risk Committee chairman fees and the committee members fees, for their services as members of the Committee with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable.”

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Audit and Risk Committee							
Chairman	235 128	156 596	391 724	243 360	162 076	405 436	3.5%
Committee member	131 880	87 920	219 800	136 500	90 996	227 496	3.5%

## SPECIAL RESOLUTION 1.4 HUMAN RESOURCES AND REMUNERATION COMMITTEE FEES

1.4 “RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Human Resources and Remuneration Committee chairman fees and the committee members fees, for their services as members of the Committee with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable.”

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Human Resources and Remuneration Committee							
Chairman	178 728	119 148	297 876	184 980	123 320	308 300	3.5%
Committee member	91 356	60 904	152 260	94 548	63 036	157 584	3.5%

## SPECIAL RESOLUTION 1.5 NOMINATIONS AND GOVERNANCE COMMITTEE FEES

1.5 “RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Nominations and Governance Committee chairman fees and the committee members fees, for their services as members of the Committee with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable.”

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Nominations and Governance Committee							
Chairman	146 952	97 959	244 911	152 100	101 385	253 485	3.5%
Committee member	76 368	50 916	127 284	79 044	52 698	131 742	3.5%

# Notice of annual general meeting continued

## SPECIAL RESOLUTION 1.6 INVESTMENT COMMITTEE FEES

1.6 "RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Investment Committee chairman fees and the committee members fees, for their services as members of the Committee with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable."

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Investment Committee							
Chairman	185 004	123 340	308 344	191 484	127 656	319 140	3.5%
Committee member	97 164	64 768	161 932	100 560	67 036	167 596	3.5%

## SPECIAL RESOLUTION 1.7 CLINICAL COMMITTEE FEES

1.7 "RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Clinical Committee chairman fees and the committee members fees, for their services as members of the Committee with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable."

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Clinical Committee							
Chairman	154 404	102 940	257 344	159 804	106 540	266 344	3.5%
Committee member	83 928	55 952	139 880	86 868	57 908	144 776	3.5%

## SPECIAL RESOLUTION 1.8 SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE FEES

1.8 “RESOLVED that the Company be and is hereby authorised, in terms of section 66(9) of the Companies Act, to pay the Social, Ethics and Transformation Committee chairman fees and the committee members fees, for their services as members of the Committee with effect from 1 October 2025 for a period of 24 months, as set out below, plus any VAT applicable.”

	2025			2026			
	Retainer per annum Rand	Total meeting fees per annum Rand	Current annual cost Rand	Proposed retainer per annum Rand	Proposed meeting fees per annum Rand	Proposed annual cost Rand	% Increase in rate Rand
Social, Ethics and Transformation Committee							
Chairman	136 680	91 119	227 799	141 468	94 308	235 776	3.5%
Committee member	66 792	44 532	111 324	69 132	46 092	115 224	3.5%

## SPECIAL RESOLUTION 1.9 AD HOC MATERIAL BOARD AND COMMITTEE FEE PER MEETING

*(Refers to any substantive meetings that are held in addition to the scheduled meetings and at which meetings material decisions and discussions, outside the approved work-plans, take place.)*

1.9 “RESOLVED that the determination of the ad hoc material board and committee meetings fees with effect from 1 October 2025 for a period of 24 months, plus any VAT applicable, is hereby approved by way of a special resolution of the shareholders in terms of section 66(9) of the Companies Act.”

		2025 Fee per meeting Rand	2026 Fee per meeting Rand	% Increase in rate Rand
Committee				
Main Board	Chairman	37 305	38 610	3.5%
	Board member	24 870	25 740	
All other Committees	Chairman	18 651	19 305	3.5%
	Committee member	12 677	13 125	

The proposed fees per annum are based on a comprehensive benchmarking exercise conducted by an independent remuneration consultant against other industry sector companies (our peer group, consisting of direct and indirect competitors), and other similar-sized JSE listed companies.

The non-executive directors of the Board are reimbursed for travel-related costs incurred on official group business. Fees and retainer fees are paid quarterly.

# Notice of annual general meeting continued

## REASON AND EFFECT

In terms of sections 66(8) and 66(9) of the Companies Act, remuneration may only be paid to members of the Board for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of the Company's Mol. Therefore, the reason for and effect of special resolution number 1 is for the Company to obtain the approval of shareholders for the payment of annual and ad hoc remuneration to each of its non-executive directors, as detailed above, for their services to the Company until the AGM of the Company in 2028 in accordance with section 66(9) of the Companies Act. The authority will be in place for a period of two years from the date of adoption of this special resolution number 1 or until superseded by another special resolution, whichever period is shorter.

## 8. Special resolution number 2

### APPROVAL FOR THE GRANTING OF FINANCIAL ASSISTANCE IN TERMS OF SECTIONS 44 AND 45 OF THE COMPANIES ACT

"RESOLVED that, to the extent required by the Companies Act, the Board of directors of the Company may, subject to compliance with the requirements of the Company's Mol and the Companies Act, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance as contemplated in section 44 and/or section 45 of the Companies Act, by way of loan, guarantee, the provision of security or otherwise, to:

- any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or interrelated to the Company, for any purpose or in connection with any matter, including, but not limited to, the subscription of any option, or any securities issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities of the Company or a related or interrelated company as contemplated under section 44 of the Companies Act; and/or
- any person who is a participant in any of the share or other employee incentive schemes of the Company, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities of the Company or a related or interrelated company, where such financial assistance does not fall within the exemption in sections 44(3)(a)(i) and 45(3)(a)(i) of the Companies Act due to such scheme not being one that meets the criteria in section 95(1)(c) read with section 97 of the Companies Act.

Such authority to endure for two years, until the AGM of the Company in 2028."

## REASON AND EFFECT

Notwithstanding the title of section 45 of the Companies Act, being 'Loans or other financial assistance to directors', on a proper interpretation, the body of the section may also apply to financial assistance (as such term is defined therein) provided by a company to related or interrelated companies and corporations, including subsidiaries, for any purpose. It is noted, however, that the recent Companies Amendments Act, 16 of 2024, now excludes financial assistance by a holding company to its subsidiaries, from the ambit of section 45.

Nevertheless, this new exemption does not apply to financial assistance given to foreign subsidiaries or that which is given under section 44, and accordingly this special resolution number 2 is intended to cover any such financial assistance which continues to be subject to the requirement of sections 44 and/or 45, and the remainder of this explanatory note should be read in that light.

Furthermore, section 44 of the Companies Act applies to any financial assistance the purpose of which is to facilitate the acquisition of options or any securities issued or to be issued by the Company or a related or interrelated company. Section 44 applies regardless of who the recipient of the financial assistance is, however this special resolution limits the ambit to controlled entities and to participants in share schemes.

Both section 44 and section 45 of the Companies Act provide, inter alia, that the particular financial assistance must be provided pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category and that the Board of directors must be satisfied that (i) immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test; and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

The reason for and effect of special resolution number 2 is to grant the directors of the Company the authority until the AGM of the Company in 2028 to provide financial assistance, when the need arises, in accordance with the provisions of sections 44 and 45 of the Companies Act. This means that the Company is authorised, among other things, to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries, and to facilitate share scheme participants' acquisition of securities or options, as the case may be, in accordance with the rules of such schemes.

The Board undertakes that, insofar as the Companies Act requires, it will not adopt a resolution to authorise such financial assistance, unless the directors are satisfied that:

- immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act; and
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

As part of the authority above, the Company will not provide financial assistance to directors, prescribed officers or 'any person'. The Company also notes the obligation to send a letter to shareholders and trade unions as per section 45(5) of the Companies Act within 10 business days after the Company's Board adopted the resolution if the total value of the financial assistance contemplated in that resolution, together with any previous such resolution during the financial year, exceeds one-tenth of 1% of the Company's net worth at the time of the resolution; or within 30 business days after the end of the financial year, in any other case.

# Notice of annual general meeting continued

## 9. Special resolution number 3

### GENERAL AUTHORITY TO REPURCHASE SHARES

“RESOLVED that the Board of directors of the Company be and is hereby authorised, by a way of a renewable general authority, to approve the repurchase by the Company or by any of its subsidiaries of any of the shares issued by the Company (including from directors, prescribed officers or their related persons as contemplated in section 48(8)(a) of the Companies Act), upon such terms and conditions and in such amounts as the Board of directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the Mol of the Company and the JSE Listing Requirements, including, inter alia, that:

- the general repurchase of the shares may only be implemented 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);
- this general authority shall only be valid until the next AGM of the Company provided that it shall not extend beyond 15 months from the date of this special resolution;
- the general repurchase by the Company shall not, in the aggregate in any one financial year, exceed 5% of the Company's issued share capital of that class in any one financial year;
- an announcement must be published as soon as the Company has repurchased shares constituting, on a cumulative basis, 3% of the number of shares in issue as of the date that this special resolution number 3 is passed, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares repurchased thereafter. Such announcement will be made as soon as possible and, in any event, by no later than 08h30 on the second business day following the day on which the 3% threshold is reached or exceeded;
- a resolution has been passed by the Board of directors of the Company, approving the repurchase, that the Company has satisfied the solvency and liquidity test as defined in the Companies Act, and that since the solvency and liquidity test was applied there have been no material changes to the financial position of the Company;
- repurchases may not be made at a price more than 10% above the weighted average of the market value for the shares for five business days immediately preceding the date on which the transaction is effected. The JSE should be consulted for a ruling if the Company's securities have not traded in such five business day period;
- the Company may at any point in time only appoint one agent to effect any repurchase(s) on the Company's behalf;
- any such general repurchases are subject to exchange control regulations and approval at that point in time; and



- the Company and/or its subsidiaries may not effect a repurchase during a prohibited period as defined in the JSE Listing Requirements unless a repurchase programme is in place. The Company must instruct only one independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company prior to the commencement of the prohibited period to execute the repurchase programme. The repurchase programme must be submitted to the JSE in writing prior to the commencement of the prohibited period and must include the following details: (i) the name of the independent agent; (ii) the date the independent agent was appointed by the Company; and (iii) the commencement and termination date of the repurchase programme, and (iv) where the quantities of ordinary shares to be traded during the relevant period are fixed (not subject to variation)."

## REASON AND EFFECT

The reason for and effect of special resolution number 3 is to grant the Board of directors a general authority in terms of the JSE Listing Requirements, up to and including the date of the following AGM of the Company (provided it shall not extend beyond 15 months from the date the resolution is passed) to authorise the Company and any of its subsidiary companies to repurchase the Company's issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the Company subject to the limitations set out above. In terms of the Company's MoI, the repurchase of securities must be undertaken in accordance with the JSE Listing Requirements.

In special resolution number 3, reference is made to sections 46 and 48 of the Companies Act. Section 46 of the Companies Act regulates the making of 'distributions' by a company, which includes the transfer by a company of money or other property of a company, other than its own shares, to or for the benefit of one or more holders of any of the shares, or to the holder of a beneficial interest in any such shares, of that company or of another company within the same group of companies, as consideration for the acquisition (i) by a company of any of its shares, as contemplated in section 48 of the Companies Act; or (ii) by any company within the same group of companies, of any shares of a company within that group of companies.

Section 46 of the Companies Act prohibits the making of such a distribution unless (a) the distribution is pursuant to an existing legal obligation of the Company, or a court order or the Board of the Company, by resolution, has authorised the distribution; (b) it reasonably appears that the Company will satisfy the solvency and liquidity test immediately after completing the proposed distribution; and (c) the Board of directors of the Company has, by resolution, acknowledged that it has applied the solvency and liquidity test, as set out in section 4 of the Companies Act, and reasonably concluded that the Company will satisfy the solvency and liquidity test after completing the proposed distribution.

# Notice of annual general meeting continued

Section 48 of the Companies Act regulates a repurchase by a company of its own shares. The position pursuant to the Companies Amendment Act, 16 of 2024, is that a special resolution is required for a repurchase unless same is pursuant to a pro rata offer or is effected on a recognised stock exchange. In turn, under the JSE Listings Requirements, a special resolution is required for general repurchases on the market.

The Company wishes to confirm that any repurchase of shares in terms of this general authority if implemented, will only be dealt with via the formal JSE trading system.

## DISCLOSURES/INFORMATION REQUIRED IN TERMS OF THE JSE LISTING REQUIREMENTS

For the purposes of considering special resolution number 3 and in compliance with the JSE Listing Requirements, the following information is provided:

### DIRECTORS' STATEMENT AFTER CONSIDERING THE EFFECT OF A REPURCHASE PURSUANT TO A GENERAL AUTHORITY

The directors of the Company agree that they will not undertake any repurchase, as contemplated in special resolution number 3 above, unless:

- the Company and the Group will be able to repay their debts in the ordinary course of business for a period of 12 months after the date of the repurchase;
- 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 the repurchase. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements;
- the share capital and reserves of the Company and the Group are adequate for ordinary business purposes for a period of 12 months after the date of the repurchase;
- the available working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase; and
- a resolution has been passed by the Board of directors that it has authorised the repurchase, that the Company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group.

## DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company have no specific intention to effect the provisions of special resolution number 3 but will, however, continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect the provisions of special resolution number 3.

The Board of directors of the Company, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 3 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, and that all reasonable enquiries to ascertain such facts have been made and that this resolution contains all information required by the JSE Listing Requirements.

## NO MATERIAL CHANGES

Other than the facts and developments reported on in the Company's integrated annual report for 2025, and the announcements published on the Stock Exchange News Service, there have been no material changes in the financial or trading position of the Company and its subsidiaries since the date of signature of the Audit and Risk Committee report and the date of this notice.

The disclosures of the major shareholders and share capital of the Company are required in terms of the JSE Listing Requirements. Refer to Annexure D in the consolidated audited annual financial statements.

## VOTING AND PROXIES

Members who have dematerialised their shares or who have dematerialised their shares with 'own name' registration are entitled to attend and vote at the meeting and are entitled to appoint a proxy or proxies to attend, participate in, speak and vote at the AGM in their stead. The person so appointed as a proxy need not be a member. It is requested for administrative purposes only, that forms of proxy be completed and forwarded to The Meeting Specialists Proprietary Limited (TMS) by 11h30 on Tuesday, 17 February 2026, via one of the following channels:

- Post: PO Box 62043, Marshalltown, 2017, South Africa
- Email: [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za)

Any forms of proxy not received by this date must be emailed to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) immediately prior to the proxy exercising a shareholder's rights at the meeting. Forms of proxy must only be completed by members who have dematerialised their shares or who have dematerialised their shares with 'own name' registration.

All meeting participants (including proxies) are required in terms of section 63(1) of the Companies Act to provide reasonably satisfactory identification before being entitled to attend or participate in the AGM. Forms of identification include a green bar-coded identification document issued by the South African Department of Home Affairs, a smart identity card issued by the South African Department of Home Affairs, a valid driver's licence or a valid passport.

# Notice of annual general meeting continued

This notice of AGM includes the attached form of proxy. The attention of members is directed to the additional notes and instructions relating to the attached form of proxy, in which notes and instructions are set out in the form of proxy. On a poll, every member of the Company shall have one vote for every share held in the Company by such member.

Members who have dematerialised their shares, other than those members who have dematerialised their shares with 'own name' registration, should contact their CSDP or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; and
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

Equity securities held by a share trust or scheme will not have their votes taken into account for purposes of the resolutions proposed in terms of the JSE Listing Requirements.

By order of the Board.

**Joshila Ranchhod**

*Company Secretary*

Dunkeld

21 January 2026

# Virtual meeting guide for shareholders

## HOW TO ACCESS THE VIRTUAL MEETING:

1. In order to participate and vote in the meeting, each user must have an internet-enabled device (phone, laptop, desktop) capable of browsing to a regular website (in order to vote and participate).
2. As articulated in the registration form on page 25 of the Notice, shareholders or their proxies who wish to participate in the AGM via the virtual platform MUST register with the Company's meeting scrutineers. Please do so by emailing the signed application form to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) by latest 11h30, Tuesday, 17 February 2026.
3. Closer to the meeting date or on the day of the virtual meeting, you will receive a registration link to allow you to register for the virtual meeting.
4. Once you have completed the registration form and our moderators have approved your registration, you will receive an email invitation to the meeting, which contains the meeting ID and password.
5. Click on the link and you will be directed to the meeting platform.
6. An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist Proprietary Limited on [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) and who has successfully been validated to vote at the meeting.
7. Guests will only be allowed to observe and listen to the proceedings of the meeting.

## NAVIGATING THE MEETING PLATFORM:

1. Shareholders who would like to pose questions, please click on the Q & A icon on the bottom of your screen, to ask your question.
2. If you have a question on a particular resolution, please type the resolution number, followed by your question and press enter or send.
3. Alternatively, if you would like to address the meeting directly, please click on the raise your hand icon. Once the Chairman has identified you, your microphone will be unmuted, and you will be able to address the meeting.

# Notice of annual general meeting continued

## HOW TO EXERCISE YOUR VOTES:

1. All shareholders or their representatives, who have requested to vote, would have received a link from Digital Cabinet to either their phone number or email address.
2. The voting will be available on all the resolutions when the Chairman opens the meeting.
3. Please click on the vote now link and it will direct you to the voting platform.
4. You will notice that the voting platform contains all the resolutions which have been published in the notice of meeting, with your votes automatically defaulted to Abstain.
5. Please note – once you click submit, your votes cannot be retracted and re-voted.
6. You may vote on all the resolutions simultaneously by defaulting all your votes as either For or Against or keeping it as an Abstained vote and then clicking on the submit button at the bottom of the electronic ballot form.
7. You may also indicate your votes individually, per resolution, by selecting the relevant option (For, Against or Abstain), on a resolution-by-resolution basis.
8. Once you have voted on all the resolutions, scroll down to the bottom of the page and click submit.
9. You will receive a message on your screen confirming that your votes have been received.
10. Once again, please ensure that you have selected the correct option on a resolution. Either, For or Against or Abstain before clicking the submit button.

You will only be able to access both the meeting platform and the voting platform, 10 minutes prior to commencement of the virtual meeting.

# Form of proxy

## Life Healthcare Group Holdings Limited

Registration number: 2003/002733/06

JSE and A2x share code: LHC

ISIN: ZAE000145892

(Life Healthcare or the Company)

This proxy form is not for completion by those shareholders who have dematerialised their shares (other than those whose shareholding is recorded in their own name in the sub-register maintained by their CSDP or broker). Such shareholders should provide their CSDP or broker with their voting instructions.

I/We (please print name in full) \_\_\_\_\_

of (address) \_\_\_\_\_ contact number \_\_\_\_\_

being the holder(s) of 1 \_\_\_\_\_ ordinary shares in the Company, do hereby appoint \_\_\_\_\_

or, failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held through electronic communication on Thursday, 19 February 2026, at 11h30 and at any adjournment thereof.

I/We wish to vote as follows:

Voting instructions		For	Against	Abstain
Ordinary resolutions				
1	Re-appointment of independent external auditors			
1.1	Re-appoint Deloitte as the Company's independent external auditor			
1.2	Appoint Thegarajan Marriday as the Company's individual designated auditor			
2	Re-election of directors:			
2.1	Dr Victor Litlhakanyane			
2.2	Caroline Henry			
2.3	Paul Moeketsi			
3	Re-election of Audit and Risk Committee members:			
3.1	Fulvio Tonelli			
3.2	Caroline Henry (subject to the passing of ordinary resolution number 2.2)			
3.3	Audrey Mothupi-Palmstierna			
3.4	Paul Moeketsi (subject to the passing of ordinary resolution number 2.3)			
4	Election and re-election of Social, Ethics and Transformation Committee members:			
4.1	Adv Mahlape Sello			
4.2	Caroline Henry (subject to the passing of ordinary resolution number 2.2)			
4.3	Audrey Mothupi-Palmstierna			
4.4	Dr Fareed Abdullah			
4.5	Peter Wharton-Hood			
5	Authorisation to sign documents to give effect to resolutions			
6	Non-binding advisory endorsements			
6.1	Non-binding advisory endorsement: the Company's remuneration policy			
6.2	Non-binding advisory endorsement: the Company's remuneration implementation report			

# Form of proxy continued

Voting instructions		For	Against	Abstain
Special resolutions				
1	Approval of remuneration payable to non-executive directors			
1.1	Board fees			
1.2	Lead independent director fee			
1.3	Audit and Risk Committee fees			
1.4	Human Resources and Remuneration Committee fees			
1.5	Nominations and Governance Committee fees			
1.6	Investment Committee fees			
1.7	Clinical Committee fees			
1.8	Social, Ethics and Transformation Committee fees			
1.9	Ad hoc material Board and Committee fees per meeting			
2	Approval for the granting of financial assistance in terms of sections 44 and 45 of the Companies Act			
3	General authority to repurchase Company shares			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature \_\_\_\_\_



# Notes to the form of proxy

1. Shareholders are advised that the Company has appointed The Meeting Specialists Proprietary Limited (TMS) as its proxy receiving agent.
2. Proxy appointment must be in writing, dated and signed by the shareholder.
3. Forms of proxy must be presented for administrative purposes via email to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) to be received on or before 11h30 on Tuesday, 17 February 2026.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space provided, with or without deleting "the Chairman of the meeting". Any such deletion must be initialled by the shareholder.
5. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant percentage of voting rights exercisable by that holder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting, as he deems fit, in respect of all the shareholder's voting rights exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution.
6. A shareholder or their proxy is not obliged to use all the voting rights exercisable by the shareholder or by their proxy, but the total of the voting rights cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by the shareholder or by their proxy.
7. A shareholder's authorisation to the proxy, including the Chairman of the meeting, to vote on their behalf, shall be deemed to include the authority to vote on procedural matters at the meeting.
8. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat and the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
9. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form. Without limiting the generality hereof, the Company will accept a valid identity document, a valid driver's licence or a valid passport as satisfactory identification.
10. Any alteration to this form must be initialled by the signatory(ies).
11. A shareholder may revoke the proxy appointment by:
  - (i) cancelling it in writing with a copy to the Company Secretary, or making a later inconsistent appointment of a proxy; and
  - (ii) delivering a copy of the revocation instrument to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) to be received before the replacement proxy exercises any rights of the shareholder, or any adjournment(s) thereof.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy/s/proxies' authority to act on behalf of the shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 11.

# Notes to the form of proxy continued

**In compliance with the provisions of Section 58(8 (b)(i) of the Companies Act, a summary of the rights of a shareholder to be represented, as set out in Section 58 of the Act, is set out immediately below:**

1. A shareholder entitled to attend and vote at the AGM may appoint any individual (or two or more individuals) as a representative/proxy or as representatives/proxies to attend, participate in and vote at the AGM.  
  
A representative/proxy need not be a shareholder of the Company.
2. A letter of representation or proxy appointment must be in writing, dated and signed by the shareholder appointing a representative/proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM.
3. A representative/proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the representative/proxy.
4. The appointment of a representative/proxy is suspended at any time and to the extent that the shareholder who appointed such representative/proxy chooses to act directly and in person in the exercise of any rights as a shareholder.
5. The appointment of a representative/proxy is revocable by the shareholder in question cancelling it in writing or making a later inconsistent appointment of a representative/proxy, and delivering a copy of the revocation instrument to the representative/proxy and to the Company. The revocation of a representative/proxy appointment constitutes a complete and final cancellation of the representative/proxy's authority to act on behalf of the shareholder as of the later of:
  - (a) the date stated in the revocation instrument, if any; and
  - (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
6. If the instrument appointing the representative/proxy or representatives/proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company's Mol to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the representative/s, proxy or proxies, if the shareholder has:
  - (i) directed the Company to do so in writing; and
  - (ii) paid any reasonable fee charged by the Company for doing so.

# Registration form to participate in the virtual annual general meeting

To be held on 19 February 2026 at 11h30

## Life Healthcare Group Holdings Limited

(Incorporated in the Republic of South Africa)

ISIN: ZAE000145892

JSE and A2X share code: LHC

Registration Number 2003/002733/06 (Company)

- Shareholders or their proxies who wish to participate in the AGM via electronic communication (participants), must register with the Company's meeting scrutineers to do so by emailing the signed form below (the application) to The Meeting Specialists Proprietary Limited (TMS) at email proxy@tmsmeetings.co.za by no later than 11h30 on Tuesday, 17 February 2026.
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their CSD or broker in the manner and time stipulated in their agreement with their CSDP or broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 17 and 19 February 2026 via email/mobile with a unique link to allow them to participate in the virtual AGM.
- The cut-off time, for administrative purposes, to register to participate in the meeting will be at 11h30 on Tuesday, 17 February 2026.
- The participant's unique access credentials will be forwarded to the email/cell number provided below.

## Application form

Name and surname of shareholder	
Name and surname of shareholder representative (If applicable)	
ID number of shareholder or representative	
Email address	
Cell number	
Telephone number	
Name of CSDP or broker (If shares are held in dematerialised format)	
SCA number/broker account number or own name account number	
Number of shares	
Signature	
Date	

# Registration form to participate in the virtual annual general meeting continued

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the participant and will be billed separately by the participant's own telephone service provider.
- The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Life Healthcare Group Holdings Limited, the Johannesburg Stock Exchange Limited (JSE), The Meeting Specialists Proprietary Limited (TMS) (virtual platform service provider) and/or its third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against Life Healthcare Group Holdings Limited, the JSE, TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.
- Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above.
- Once the participant has received the link, the onus to safeguard this information remains with the participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the participant and emailed to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za).

By signing this registration form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

Shareholder name \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

# Annexure 1: Board of directors' résumés



*Election to the Social, Ethics and Transformation Committee: resolution 4.4*

## **Dr Fareed Abdullah**

**Independent non-executive director**

### **Date appointed**

12 August 2024

Member of the Clinical Committee

### **Qualifications**

MBChB, BSc (Epi) (Hons), FCPHM, Dip HIV, DSc (hc)

Fareed is currently the Director of the Office of AIDS and TB Research at the South African Medical Research Council. He has a part-time appointment as an HIV clinician in the division of Infectious Diseases at the Steve Biko Academic Hospital and is an honorary Professor in the University of Pretoria's Department of Public Health Medicine. Fareed previously served in leadership roles at the SA National AIDS Council, The Global Fund in Geneva, Switzerland, the International HIV/AIDS Alliance in the UK and the Western Cape Department of Health. He is the recipient of numerous awards in recognition of his work in HIV and TB including Knight of French National Order of Merit received in 2022.



*Re-election of director: resolution 2.2*

*Re-election to the Audit and Risk Committee: resolution 3.2*

*Re-election to the Social, Ethics and Transformation Committee: resolution 4.2*

## **Caroline Henry**

**Independent non-executive director**

### **Date appointed**

1 September 2021

Chairman of the Investment Committee and a member of the Social, Ethics and Transformation and the Audit and Risk Committees

### **Qualifications**

BCom, BCompt (Hons), CA(SA)

### **Other listed company directorships**

Sun International Limited

Caroline is a chartered accountant with a wide ranging career in finance and capital markets. After serving articles at Coopers & Lybrand (PwC) she spent 22 years at the country's electricity utility, culminating in leading the treasury function and gaining invaluable experience in debt capital markets, asset/liability management, project finance, risk and treasury.

Caroline has participated in a wide variety of market sectors, business transactions and stakeholder interactions both domestically and internationally. Caroline now focuses on non-executive roles and is currently also a director on the board of Sun International Limited, South African National Blood Services and Chairman of the Eskom Pension and Provident Fund.

# Annexure 1: Board of directors' résumés

continued



*Re-election of director:  
resolution 2.3*

*Re-election to Audit and Risk  
Committee: resolution 3.4*

## **Paul Moeketsi**

### **Independent non-executive director**

#### **Date appointed**

23 February 2023

Member of the Investment and the Human Resources and Remuneration and the Audit and Risk Committees

#### **Qualifications**

BCom (Hons), CA(SA)

Paul is a qualified chartered accountant with over 17 years of direct South African private equity experience. He is currently the Managing Partner of Sanlam Private Equity, a fund that manages over R4 billion in private equity assets. His earlier experience includes being a partner at Medu Capital where, in addition to his firm-wide responsibilities over nine years, he led and managed a number of high-profile mid-market investment initiatives.

Paul was also an investment director at Value Capital Partners, a pioneer in bringing value-creation strategies to the investment process in the South African listed market. During this time, he led investments into Sun International, Metair and Grand Parade Investments.



*Re-election to the Audit and  
Risk Committee: resolution 3.3*

*Re-election to the Social, Ethics  
and Transformation Committee:  
resolution 4.3*

## **Audrey Mothupi-Palmstierna**

### **Independent non-executive director**

#### **Date appointed**

3 July 2017

Chairman of the Human Resources and Remuneration Committee and a member of the Social, Ethics and Transformation and the Audit and Risk Committees

#### **Qualifications**

BA (Hons) PolSci

#### **Other listed company directorships**

Pick n Pay Stores

A seasoned executive entrepreneur with 25 years of business experience, Audrey is the Chief Executive Officer of the South African-based SystemicLogic Group, a global financial innovation, data and technology company. Audrey serves as an independent non-executive director on the boards of Pick n Pay, Life Healthcare Group, Kagiso Tiso Holdings Proprietary Limited, and Kagiso Media Proprietary Limited Group. She previously served on the board of Altona Plc and is the G100 Global Chair – AI/Data and Cyber-security. She is a Fellow of the Africa Leadership Initiative (ALI), a board member of the International Women's Forum of South Africa, and a member of the International Women's Forum.

Passionate about creating jobs and changing lives, Audrey served as the Chair of the Board at Roedeian School (SA) and the Chairperson of Orange Babies of South Africa. She also served as a board member of the Nordic Female Business Angel Network and the Numeric Board of South Africa, as well as an independent non-executive director on the board of Arden Capital.



*Re-election of director:  
resolution 2.1*

## **Dr Victor Litlhakanyane**

### **Chairman**

### **Independent non-executive director**

#### **Date appointed**

15 April 2020 (appointed to Board)

27 January 2021 (appointed as Chairman)

Chairman of the Board and Nominations and Governance Committees and a member of the Clinical and Investment Committees

#### **Qualifications**

MBChB, Masters in Medicine (Radiotherapy), Masters in Business Administration

Victor obtained his medical degree (MBChB) from the University of KwaZulu-Natal in 1988. He then completed a Masters in Medicine (Clinical Oncology) postgraduate specialist degree at the University of the Free State in 1995, after which he registered as a Radiation and Clinical Oncologist with the Health Professions Council of South Africa. He also holds a Masters in Business Administration in Health Management from the University of the Free State. Victor currently serves as the Chief Executive Officer of Right to Care NPC and serves as a director on its board. Victor has vast experience across the public and private health sector in practice and in management.



*Re-election to the Social, Ethics  
and Transformation Committee:  
resolution 4.1*

## **Adv Mahlaphe Sello**

### **Lead independent non-executive director**

#### **Date appointed**

3 July 2017

Chairman of the Social, Ethics and Transformation Committee and a member of the Human Resources and Remuneration and the Nominations and Governance Committees

#### **Qualifications**

LLB (Wits), Master of Arts and Law

#### **Other listed company directorships**

Tiger Brands Limited

Advocate Mahlaphe Sello SC is a practising Senior Advocate and a member of the Johannesburg Society of Advocates and has been in practice since 2003. She holds a Master of Arts in Law from the Voronezh State University, Russia, and a Bachelor of Laws degree (LLB) from the University of the Witwatersrand. She is also currently pursuing a Master's Programme in International Construction: Practice and Law, Master in Business Engineering at Stuttgart University in Germany. Advocate Sello is a non-executive director of Tiger Brands Limited, and she previously served on the Board of Murray & Roberts Limited and held the position of Chairman from 2013 to 2017. She is a member of the International Court of Arbitration of the International Chamber of Commerce Council and a Panellist with the Arbitration Foundation of Southern Africa and the China-Africa Joint Arbitration Centre and former Chairman of the Advertising Industry Tribunal of the Advertising Standards Authority of South Africa. Furthermore, she served on the South African Law Reform Commission, the National Business Initiative, the Joint Education Trust, and as acting Chairman of the Advisory Committee on Licensing of Private Hospitals of the Gauteng Department of Health, among other roles.

# Annexure 1: Board of directors' résumés

continued



*Re-election to Audit and Risk Committee: resolution 3.1*

## **Fulvio Tonelli**

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### **Independent non-executive director**

#### **Date appointed**

1 April 2023

Chairman of the Audit and Risk Committee and a member of the Human Resources and Remuneration and the Nominations and Governance Committees

#### **Qualifications**

BCom (Hons), CA(SA)

#### **Other listed company directorships**

ABSA Group Limited

Equites Property Fund Limited

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Fulvio was, until the end of June 2019, the Chief Operating Officer and Partner at PwC Africa and a member of the firm's leadership team. In this role, he assisted in the delivery of the firm's overall strategy and was also responsible for the effective operation of the firm's risk management, finance, information technology and other internal services.

His experience includes being the audit partner on many listed entities such as South African Breweries Limited, Standard Bank Group Limited and the FirstRand Group Limited. Fulvio joined PwC in July 1987 following the completion of articles at Deloitte and retired from the firm in June 2020. Fulvio is currently a non-executive director of the ABSA Group board, Equites Property Fund Limited and The Ethics Institute of South Africa.

He is also the chairperson of the Independent Regulatory Board for Auditors.

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*Re-election to the Social, Ethics and Transformation Committee: resolution 4.5*

## **Peter Wharton-Hood**

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### **Chief Executive**

### **Date appointed**

1 September 2020

Member of the Investment, Social, Ethics and Transformation and Clinical Committees

### **Qualifications**

CA(SA)

Peter is a chartered accountant and has completed the Harvard Advanced Management Programme. He is a seasoned and proven business leader with strong global experience in strategy and operational delivery in complex and evolving environments. Peter has also gained deep experience in running retail businesses, operations and information technology, while in executive positions with the Standard Bank Group. During his time with Deutsche Bank (DB) in London, he was head of operations for the Global Markets division, and subsequently Global Chief Operating Officer for the Corporate and Investment Banking division, which included responsibility for technology and operations. He also managed the complex Brexit transition process for DB. Peter is a driven and courageous leader, with a successful track record of leading bottom-line profitability of substantial complex corporations, while delivering large-scale industry transformation. He has successfully and passionately driven diversity and inclusion programmes, both in South Africa and internationally, as well as dealing with regulators across the globe.

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# Corporate information

## Life Healthcare Group Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2003/002733/06

Income tax number: 9387/307/15/1

ISIN: ZAE000145892

JSE and A2X share code: LHC

(Life Healthcare, the Group or the Company)

## Life Healthcare Funding Limited

(Incorporated in the Republic of South Africa with limited liability)

Registration number 2016/273566/06

LEI: 3789SJPQJZF8ZYXTZ394

Bond company code: LHFI

(Life Healthcare Funding)

# Shareholders' diary

**2025 final dividend payment date**

22 December 2025

**AGM date**

19 February 2026

**2026 interim results**

On or about 28 May 2026

**2026 year-end results**

On or about 26 November 2026

## Executive directors

PG Wharton-Hood (Chief Executive), PP van der Westhuizen (Chief Financial Officer)

## Non-executive directors

Dr VL Lithakanyane (Chairman), Dr FMA Abdullah, Dr JE Bolger, Dr RA Campbell, CM Henry, Prof ME Jacobs, TP Moeketsi, AM Mothupi-Palmstierna, Adv M Sello and F Tonelli

## Company Secretary

J Ranchhod

## Registered Office

Oxford Parks, 203 Oxford Road (corner Eastwood and Oxford Roads), Dunkeld, 2196

## Equity sponsor

Rand Merchant Bank (a division of FirstRand Bank Limited)

## Debt sponsor

Questco Corporate Advisory Proprietary Limited

## Investor relations

[investor.relations@lifehealthcare.co.za](mailto:investor.relations@lifehealthcare.co.za)





**Head Office**

Oxford Parks 203  
Oxford Road  
Cnr Eastwood and Oxford Roads  
Dunkeld 2196

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