

NOTICE OF  
ANNUAL GENERAL MEETING  
FOR THE YEAR ENDED 30 JUNE

2021



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### NAVIGATION TOOLKIT



Reference marker for additional information in the **Integrated Annual Report**

### ADAPT IT HOLDINGS LIMITED

Incorporated in the Republic of South Africa  
Registration number 1998/017276/06  
Share code: ADI  
ISIN: ZAE000113163  
("Adapt IT") or ("the Company")



## NOTICE OF THE 22ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your Central Securities Depository Participant (“**CSDP**”), broker, banker, attorney, accountant or other professional adviser immediately.

Notice is hereby given that the 22nd annual general meeting of shareholders of Adapt IT will be held at 09:00 on Friday, 25 February 2022 for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions set out hereafter. This will be a meeting conducted entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act (Act 71 of 2008), as amended (“**Companies Act**”) and Article 20.6 of the company’s Memorandum of Incorporation. Shareholders will be able to access the meeting platform at <https://web.lumiagm.com>. A unique meeting ID (ID number 186-079-494), username and password will be sent via email or SMS to each shareholder that has pre-registered in accordance with the procedure set out under the heading “Electronic participation in the 2021 AGM” on page 5 and is entitled to participate at the meeting. A shareholders’ guide to assist and provide meeting participation guidelines is available on the company’s Investor Relations website: <https://www.adaptit.com/agm> as well as on the Smart AGM portal: <https://smartagm.co.za>.

The board of directors of the company (“**the Board**”) has determined that, in terms of section 62(3)(a), as read with section 59, of the Companies Act, the record date for the purposes of determining which shareholders of the company are entitled to participate in and vote at the annual general meeting is Friday, 18 February 2022. Accordingly, the last date to trade in order to be registered in the register of shareholders of the company and therefore be eligible to participate in and vote at the annual general meeting is Tuesday, 15 February 2022.

### 1. SPECIAL RESOLUTIONS

The purpose of the meeting is, amongst other things, to consider and, if deemed fit, to pass, with or without modification, the following special resolutions. The percentage of voting rights that will be required for the adoption of each special resolution is the support of at least 75% of the voting rights exercised on the resolution.

#### 1.1 SPECIAL RESOLUTION NUMBER 1 – NON-EXECUTIVE DIRECTORS’ FEES

Resolved as a special resolution that, unless otherwise determined by the company in a general meeting, the company is authorised to pay the following annual fees to its non-executive directors for their service as directors, in terms of Section 66 of the Companies Act, with effect from 1 July 2021:

	Proposed fee for the year ending 30 June 2022 R	Fee for the year ended 30 June 2021 R
Chairman	468 403	446 098
Lead Independent Director	393 644	374 899
Director	318 885	303 700

#### Explanation

Section 66(9) of the Companies Act provides that a company may pay remuneration to its directors for their services as directors only in accordance with a special resolution approved by the shareholders within the previous two years. The reason for, and effect of, special resolution number 1 is to grant the company the authority to pay fees to its non-executive directors for their services as directors. The non-executive directors’ fees are benchmarked against similar sized companies listed on the JSE Limited (“**JSE**”).

#### 1.2 SPECIAL RESOLUTION NUMBER 2 – LOANS OR OTHER FINANCIAL ASSISTANCE TO RELATED COMPANIES

Resolved as a special resolution, that in terms of section 45 of the Companies Act, the company is authorised to provide, at any time and from time to time during the period of two years commencing on the date of this special resolution number 2, any direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) as contemplated in section 45 of the Companies Act to any related or inter-related company or corporation (“**the group**”) provided that:

- the Board from time to time may determine:
  - the member/s of the group that are to receive such financial assistance;
  - the form, nature and extent of such financial assistance;
  - the terms and conditions under which such financial assistance is provided; and
- the Board may not authorise the company to provide any financial assistance pursuant to this special resolution number 2 unless there is compliance with all those requirements of section 45 of the Companies Act which are required to be satisfied in order for the company to provide such financial assistance.

## NOTICE OF THE 22ND ANNUAL GENERAL MEETING OF SHAREHOLDERS CONTINUED

### 1.3 SPECIAL RESOLUTION NUMBER 2 – LOANS OR OTHER FINANCIAL ASSISTANCE TO RELATED COMPANIES CONTINUED

#### Explanation

The reason for and effect of special resolution number 2 is to grant the Board the authority to authorise the company to provide financial assistance as contemplated in section 45 of the Companies Act, to members of the group. Section 45 provides that the financial assistance may be provided where, amongst other things, the board of directors of the company is satisfied that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company and, immediately after providing the financial assistance, the company would satisfy the solvency and liquidity tests contemplated in the Companies Act.

This resolution is intended to enable the company to provide inter-company loans and guarantees within the group.

## 2. ORDINARY RESOLUTIONS

The purpose of the meeting is also to consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions. The percentage of voting rights that will be required for the adoption of each ordinary resolution is the support of more than 50% (fifty percent) of the voting rights exercised on the resolution.

### 2.1 ORDINARY RESOLUTION NUMBER 1 – FINANCIAL STATEMENTS

To receive, consider and adopt the consolidated audited annual financial statements of the company for the year ended 30 June 2021, incorporating the reports of the auditor, the directors, the Audit and Risk Committee, and the Social and Ethics Committee, which will be presented to shareholders as required in terms of section 30(3)(d) of the Companies Act.

Note: The annual financial statements appear on pages 80 to 154 of the integrated annual report.



### 2.2 ORDINARY RESOLUTION NUMBER 2 – RE-ELECTION OF MR C CHAMBERS AS A DIRECTOR

To re-elect, Mr C Chambers as a director of the company who, in terms of Article 25.6.1 of the company's Memorandum of Incorporation, retires by rotation at this annual general meeting but, being eligible to do so, makes himself available for re-election.

Note: The curriculum vitae of Mr C Chambers is provided on page 54 of the integrated annual report.



### 2.3 ORDINARY RESOLUTION NUMBER 3 – RE-ELECTION OF MS Z NYANGA AS A DIRECTOR

To re-elect, Ms Z Nyanga as a director of the company who, in terms of Article 25.6.1 of the company's Memorandum of Incorporation, retires by rotation at this annual general meeting but, being eligible to do so, makes herself available for re-election.

Note: The curriculum vitae of Ms Z Nyanga is provided on page 55 of the integrated annual report.



### 2.4 ORDINARY RESOLUTION NUMBER 4 – RE-APPOINTMENT OF MS Z NYANGA TO THE AUDIT AND RISK COMMITTEE

Pursuant to the requirements of section 94(2) of the Companies Act, and subject to the approval of ordinary resolution number 3, to re-appoint Ms Z Nyanga, a non-executive, independent director of the company, as a member and Chairperson of the Audit and Risk Committee until the next annual general meeting.

Note: The curriculum vitae of Ms Z Nyanga is provided on page 55 of the integrated annual report.



### 2.5 ORDINARY RESOLUTION NUMBER 5 – RE-APPOINTMENT OF MR O FORTUIN TO THE AUDIT AND RISK COMMITTEE

Pursuant to the requirements of section 94(2) of the Companies Act, to re-appoint Mr O Fortuin, a non-executive, independent director of the company, as a member of the Audit and Risk Committee until the next annual general meeting.

Note: The curriculum vitae of Mr O Fortuin is provided on page 54 of the integrated annual report.



### 2.6 ORDINARY RESOLUTION NUMBER 6 – RE-APPOINTMENT OF MS C KOFFMAN TO THE AUDIT AND RISK COMMITTEE

Pursuant to the requirements of section 94(2) of the Companies Act, to re-appoint Ms C Koffman, a non-executive, independent director of the company, as a member of the Audit and Risk Committee until the next annual general meeting.

Note: The curriculum vitae of Ms C Koffman is provided on page 54 of the integrated annual report.



## 2.7 ORDINARY RESOLUTION NUMBER 7 – APPOINTMENT OF THE INDEPENDENT REGISTERED AUDITOR

Pursuant to the requirements of section 90(1) read with section 61(8) of the Companies Act, and as nominated by the company's Audit and Risk Committee, to re-appoint KPMG Inc. as independent auditors of the company for the financial year ending 30 June 2022, with Ms G Aldrighetti being the individual registered auditor, and to authorise the Audit and Risk Committee to determine the auditor's remuneration.

## 2.8 ORDINARY RESOLUTION NUMBER 8 – NON-BINDING ADVISORY ENDORSEMENT OF THE REMUNERATION POLICY

Resolved that the shareholders endorse, on a non-binding advisory basis, the company's remuneration policy ("**Remuneration Policy**"), which appears on pages 66 to 72 of the integrated annual report. 

Note: King IV™ recommends, and the JSE Listings Requirements require, that the company's Remuneration Policy be tabled to shareholders as a non-binding advisory vote at each annual general meeting. Failure to pass this resolution will not have legal consequences relating to existing arrangements. However, the Board will take the outcome of the vote into consideration when assessing the company's Remuneration Policy.

## 2.9 ORDINARY RESOLUTION NUMBER 9 – NON-BINDING ADVISORY ENDORSEMENT OF THE COMPANY'S IMPLEMENTATION REPORT

Resolved that the shareholders endorse, on a non-binding advisory basis, the company's implementation report ("**Implementation Report**"), which appears on pages 73 to 75 of the integrated annual report. 

Note: King IV™ recommends, and the JSE Listings Requirements require, that the Implementation Report on a company's remuneration policy be tabled as a non-binding advisory vote by shareholders at each annual general meeting of the company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of ordinary resolution number 9, if passed, will be to endorse the company's Implementation Report in relation to its Remuneration Policy. Ordinary resolution number 9 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the Board will take the outcome of the vote into consideration when considering amendments to the company's Remuneration Policy and its implementation.

## 2.10 ORDINARY RESOLUTION NUMBER 10 – AUTHORITY

Resolved that each director of the company be and is hereby individually authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of those resolutions that are passed. To the extent that any actions have already been taken by any director of the company in connection with these resolutions on behalf of the company, such actions are hereby authorised and ratified, to the extent required and to the maximum extent permitted under the law.

## 3. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting of shareholders.

## INFORMATION SCHEDULE

### RECORD DATE

The record date for the purpose of determining which shareholders are entitled to participate in, and vote at, the annual general meeting is Friday, 18 February 2022. Accordingly, the last date to trade in order to be registered in the register of shareholders of the company and therefore be eligible to participate in and vote at the annual general meeting is Tuesday, 15 February 2022.

Shareholders should take note of the following important dates:

Last date to trade in order to be registered in the register of shareholders of the company and therefore be eligible to participate in and vote at the annual general meeting	Tuesday, 15 February 2022
Record date for purposes of determining which shareholders are entitled to participate in and vote at the annual general meeting	Friday, 18 February 2022
Last day to lodge forms of proxy with the transfer secretaries	Wednesday, 23 February 2022 at 09:00
Date of the annual general meeting	Friday, 25 February 2022 at 09:00

The company may elect to change the date of the annual general meeting in order to take into account the potential takeover and delisting of the company by the Volaris Group Inc. and in that event the company will send a further notice to shareholders regarding the date of the annual general meeting and the resolutions to be tabled thereat.

### Proxies/representation at the meeting

Shareholders holding certificated shares and shareholders that have dematerialised their shares and have elected own name registration in the sub-register maintained by a CSDP, may attend, speak and vote at the annual general meeting or may appoint one or more proxies (**who need not be shareholders of the company**) to attend, speak and vote at the annual general meeting on behalf of the shareholder who appointed such proxy or proxies.

A proxy form is enclosed with this notice. Duly completed proxy forms should be returned to the transfer secretaries, Computershare Investor Services Proprietary Limited (Private Bag X9000, Saxonwold, 2132 or Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196) or via email to proxy@computershare.co.za by no later than 09:00 on Wednesday, 23 February 2022 or thereafter by emailing such form to Computershare at the aforementioned email address (for the attention of the Chairperson of the annual general meeting) to be received at any time before the proxy exercises any rights of the shareholder at the annual general meeting.

Shareholders who have dematerialised their shares through a CSDP or a broker and who have not elected own name registration in the sub-register maintained by the CSDP and who wish to attend the annual general meeting, should instruct their CSDP/broker to issue them with the necessary authority to attend. Shareholders who are unable or do not intend to attend the meeting, but wish to be represented at the meeting, may provide their CSDP/broker with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP/broker.

## ELECTRONIC PARTICIPATION IN THE 2021 AGM

Prior registration is necessary to participate in the meeting. Shareholders or their proxies will be given unique login details after following the below-mentioned procedure.

Shareholders or their duly appointed proxy or proxies that wish to participate in the annual general meeting (“**Participants**”) must either register online using the online registration portal at [www.smartagm.co.za](http://www.smartagm.co.za); or apply to Computershare, by emailing a request to participate at the annual general meeting to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), to be received by Computershare by no later than 09:00 on Monday, 21 February 2022. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided. The company will inform Participants who notified Computershare of their intended participation, by no later than 09:00 on Wednesday, 23 February 2022 by email of the relevant details through which Participants can participate electronically.

The meeting will be hosted on the online platform <https://web.lumiagm.com> and participants will be able to vote between the commencement of the meeting (09:00 on Friday, 25 February 2022) and the closure of voting as announced by the Chairperson during the meeting.

More information regarding online participation at the meeting (including how to vote and ask questions during the meeting) is available in the Online Shareholders’ Meeting Guide which can be accessed on Adapt IT’s Investor Relations website page (<https://www.adaptit.com/agm>) as well as on the SmartAGM portal (<https://smartagm.co.za>). To ensure your browser is compatible, please follow the instructions in the Online Shareholders’ Meeting Guide. It is also recommended that shareholders log into the online platform at least 15 minutes prior to the scheduled start time of the meeting. Should shareholders require assistance with accessing the online platform, they can call the following helpline: +27 11 370 5302 or email [proxy@computershare.co.za](mailto:proxy@computershare.co.za).

### Action to take

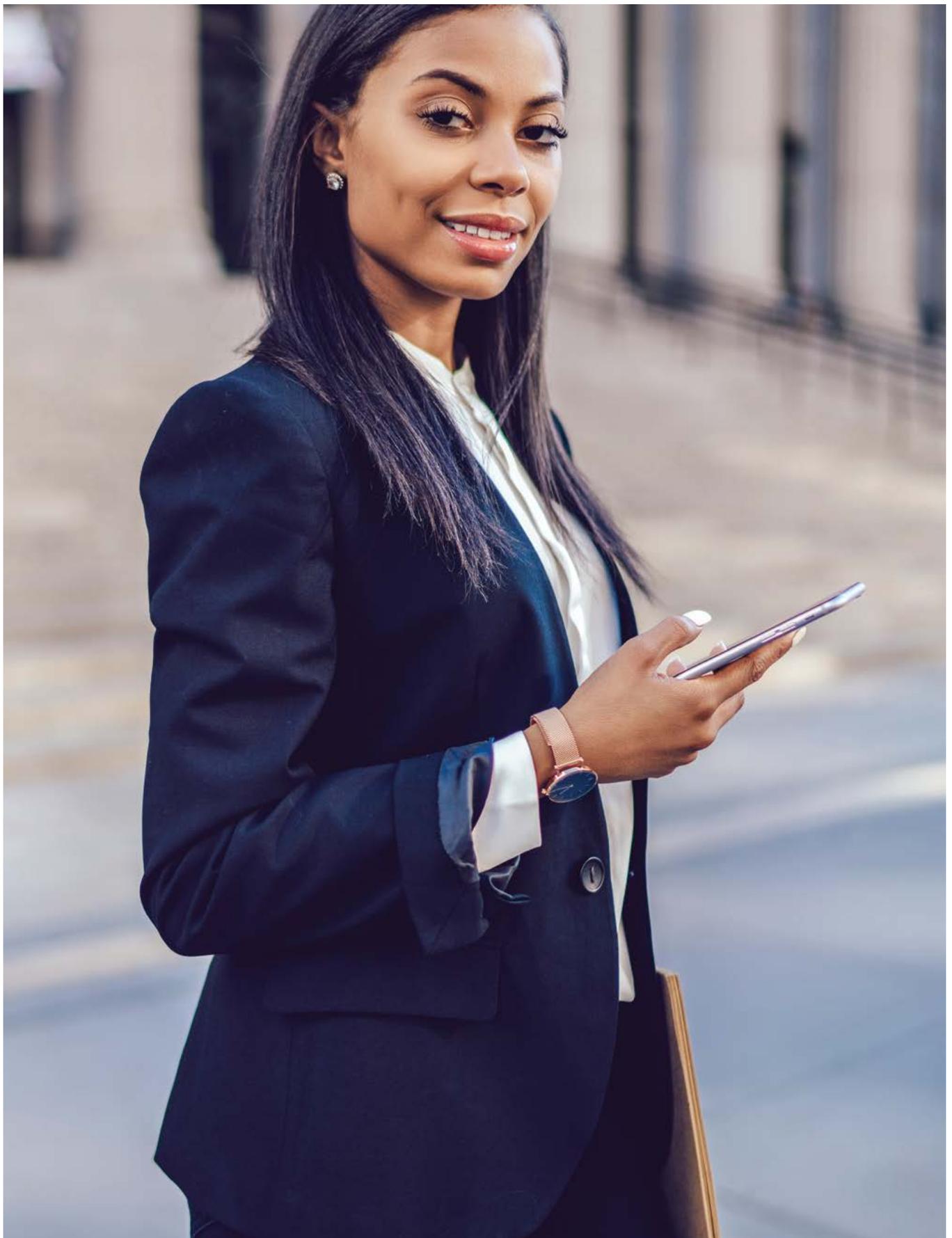
If you are in any doubt as to what action you should take in respect of the resolutions, please consult your CSDP, broker, banker, attorney, accountant or other professional adviser immediately.

On behalf of the Board



**Statucor Proprietary Limited**  
*Company Secretary*

Johannesburg  
29 October 2021



## FORM OF PROXY



**Adapt IT Holdings Limited**  
 Incorporated in the Republic of South Africa  
 Registration number 1998/017276/06  
 Share code: ADI  
 SIN: ZAE000113163  
 (“Adapt IT” or “the company”)

For use only by ordinary shareholders who:

hold ordinary shares in certificated form (“**certificated ordinary shareholders**”); or have dematerialised their ordinary shares (“**dematerialised ordinary shareholders**”) and are registered with own-name registration, at the 22nd annual general meeting of shareholders of the company to be held entirely by electronic communication at 09:00 on Friday, 25 February 2022 and any adjournment thereof.

Dematerialised ordinary shareholders holding ordinary shares other than with own-name registration who wish to attend the annual general meeting must not use this form of proxy. Such shareholders must inform their Central Securities Depository Participant (“**CSDP**”) or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the relevant Letter of Representation to attend the annual general meeting in person or by proxy and vote. If they do not wish to attend the annual general meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

Name of beneficial shareholder \_\_\_\_\_

Name of registered shareholder \_\_\_\_\_

Address \_\_\_\_\_

Telephone work \_\_\_\_\_

Telephone home \_\_\_\_\_

Cell \_\_\_\_\_

being the holder/custodian of \_\_\_\_\_ ordinary shares in the company, hereby appoint (see note):

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

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

3. the Chairperson of the meeting,

as my/our proxy to attend and act for me/us on my/our behalf at the annual general meeting of the company convened for purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions to be proposed thereat (“**resolutions**”) and at each postponement or adjournment thereof and to vote for and/or against such resolutions, and/or abstain from voting, in respect of the ordinary shares in the issued share capital of the company registered in my/our name/s in accordance with the following instructions:

		Number of ordinary shares		
Special resolutions	Agenda items	For	Against	Abstain
Special resolution 1	Approval of non-executive directors’ fees			
Special resolution 2	Loans or other financial assistance to related companies			
Ordinary resolutions	Agenda items	For	Against	Abstain
Ordinary resolution 1	To receive, consider and adopt the annual financial statements of the company and group for the financial year ended 30 June 2021			
Ordinary resolution 2	Re-election of director – Mr C Chambers			
Ordinary resolution 3	Re-election of director – Ms Z Nyanga			
Ordinary resolution 4	Re-appointment of Ms Z Nyanga to, and as Chairperson of, the Audit and Risk Committee			
Ordinary resolution 5	Re-appointment of Mr O Fortuin to the Audit and Risk Committee			
Ordinary resolution 6	Re-appointment of Ms C Koffman to the Audit and Risk Committee			
Ordinary resolution 7	Appointment of the Independent Registered Auditor			
Ordinary resolution 8	Non-binding advisory endorsement of the Remuneration Policy			
Ordinary resolution 9	Non-binding advisory endorsement of the Implementation Report			
Ordinary resolution 10	Authority			

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and act in his stead. **A proxy so appointed need not be a member of the company.**

Signed at \_\_\_\_\_ on this \_\_\_\_\_ (day) \_\_\_\_\_ (month) \_\_\_\_\_ (year)

Signature \_\_\_\_\_

Assisted by (if applicable) \_\_\_\_\_

## NOTES TO THE FORM OF PROXY

1. Summary of Rights in terms of section 58 of the Companies Act:
  - a shareholder 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 company; and
  - 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 (see note 7).
2. The form of proxy must only be used by shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in "own name" registration.
3. All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the annual general meeting must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
4. A shareholder entitled to attend and vote at the annual general meeting may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting "the Chairperson of the meeting". The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow.
5. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
6. A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting, notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries not less than 48 (forty-eight) hours before the commencement of the annual general meeting.
7. If a shareholder does not indicate on this form of proxy that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the annual general meeting be proposed, such proxy shall be entitled to vote as he/she thinks fit.
8. The Chairperson of the annual general meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
9. A shareholder's authorisation to the proxy including the Chairperson of the annual general meeting, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the annual general meeting.
10. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
11. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the company's transfer secretaries or is waived by the Chairperson of the annual general meeting.
12. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/ her capacity are produced or have been registered by the transfer secretaries of the company.
13. Where there are joint holders of shares:
  - any one holder may sign the form of proxy; and
  - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the company's register of ordinary shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
14. Forms of proxy should be lodged with or mailed to Computershare Investor Services Proprietary Limited ("Computershare"):
 

Hand deliveries to:	Postal deliveries to:
Computershare Investor Services Proprietary Limited	Computershare Investor Services Proprietary Limited
15 Biermann Avenue, Rosebank, Johannesburg, 2196	Private Bag X9000, Saxonwold, 2132

or via email to proxy@computershare.co.za to be received by no later than 09:00 on Wednesday 23 February 2022 (or 48 hours before any adjournment of the annual general meeting, which date, if necessary, will be notified on SENS).
15. Any forms of Proxy not delivered to Computershare within the stipulated timeframe, may be emailed to Computershare at the aforementioned email address (for the attention of the Chairperson of the annual general meeting) to be received at any time before the appointed proxy exercises any of the shareholder's votes at the annual general meeting.
16. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.

### GENERAL

#### 1. QUORUM REQUIREMENTS

In terms of the company's Memorandum of Incorporation:

"The quorum for a shareholders' meeting to begin or for a matter to be considered, shall be at least 3 (three) shareholders entitled to attend and vote and present in person. In addition:

- a shareholders' meeting may not begin until sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty-five percent) of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting; and
- a matter to be decided at a shareholders' meeting may not begin to be considered unless sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty-five percent) of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda."

#### 2. VOTES OF SHAREHOLDERS

In terms of the Memorandum of Incorporation, should the vote be conducted by poll, each shareholder present at the meeting in person or by proxy shall be entitled to vote in accordance with the voting rights associated with the securities held by that shareholder.

## CORPORATE INFORMATION

### ADAPT IT HOLDINGS LIMITED

Incorporated in the Republic of South Africa  
 Registration number 1998/017276/06  
 Share code: ADI  
 ISIN: ZAE000113163  
 JSE Main Board Sector: Technology, Software and Computer Services  
 Listing date: 1998  
 Shares in issue: 137 761 840 (as at 30 June 2021)  
 Net of treasury shares: 137 261 840

### COMPANY SECRETARY

Statucor (Pty) Ltd  
 Wanderers Office Park  
 52 Corlett Drive  
 Illovo  
 Sandton  
 2196

### REGISTERED OFFICE

Adapt IT Johannesburg Campus  
 152 14th Road  
 Midrand  
 South Africa

### DIRECTORS

Craig Chambers\* (*Chairman*)  
 Oliver Fortuin\* (*Lead Independent Director*)  
 Tiffany Dunsdon (*Chief Executive Officer*)  
 Nombali Mbambo (*Chief Financial Officer*)  
 Tony Vicente (*Chief Operating Officer*)

Catherine Koffman\*  
 Zizipho Nyanga\*

\* *Independent Non-executive Director*

### TRANSFER SECRETARY

Computershare Investor Services (Pty) Ltd  
 Private Bag X9000, Saxonwold, 2132

T: +27 (0) 11 370 5000

F: +27 (0) 11 688 5200

### AUDITORS

KPMG Incorporated

### SPONSOR

Merchantec Capital  
 13th Floor, Illovo Point  
 68 Melville Road  
 Illovo, Sandton  
 2196

### CORPORATE BANKERS

The Standard Bank of South Africa Limited  
 Absa Bank

### LEGAL REPRESENTATIVES

Garlicke & Bousfield Incorporated  
 Webber Wentzel  
 Michalsons Attorneys  
 Corrs Chambers Westgarth

### ADAPT IT WEBSITE

[www.adaptit.com](http://www.adaptit.com)

## SOUTH AFRICAN OFFICES

GAUTENG	KWAZULU-NATAL	WESTERN CAPE
Adapt IT Johannesburg Campus 152 14th Road Midrand South Africa T: +27 (0)10 494 0000	Adapt IT Durban Campus Rydall Vale Office Park 5 Rydall Vale Crescent La Lucia Ridge Durban South Africa T: +27 (0) 31 514 7300	Adapt IT Cape Town Campus Great Westerford, 3rd Floor 240 Main Road Rondebosch Cape Town South Africa T: +27 (0) 21 200 0480

## INTERNATIONAL OFFICES

MAURITIUS	AUSTRALIA	BOTSWANA	SINGAPORE
Building 10 Uniciti Business Park Riviere Noire Road Bambous, 90203 Mauritius T: +230 452 9349	Level 5 485 La Trobe Street Melbourne VIC 3000 Australia T: +61 1300 365 384	Fairscape Precinct Plot 70667 Fairgrounds Office Park Building 2, Floor 5 Gaborone Botswana T: +267 316 7456	1 Neil Road # 02 – 01 Singapore 088804 T: +65 6692 9044
IRELAND	KENYA	NIGERIA	NEW ZEALAND
City Junction Business Park 1st Floor, Chase House Northern Cross, Malahide Rd Dublin 17 Ireland T: +353 1 687 3732	Adapt IT Solutions Limited 2nd Floor, Baobab Suite, Riverside Green Suites 22 Riverside Drive, Nairobi Kenya T: +254 020 780 2823	10 Akiongun Street New Market Oniru Victoria Island Lagos Nigeria T: +234 1 454 5042	Level 6 Grand Annexe Tower 84 Boulcott Street Wellington, 6011 New Zealand T: +64 800 543 070



[www.adaptit.com](http://www.adaptit.com)



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