

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

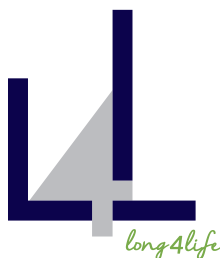
The definitions and interpretations commencing on page 4 apply throughout this Circular, including this front cover.

### Action required

1. This Circular is important and should be read with particular attention to the section entitled “Action required by Long4Life Shareholders”, which commences on page 2.
2. If you are in any doubt as to what action you should take, please consult your Broker, banker, attorney, CSDP or other professional adviser immediately.
3. If you have disposed of all your Long4Life Shares, this Circular should be handed to the purchaser of such Long4Life Shares or to the Broker, CSDP, banker or other agent through whom the disposal was effected.

**Long4Life does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of Long4Life Shares to notify such beneficial owner of the General Repurchase set out in this Circular.**

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### LONG4LIFE LIMITED

(Incorporated in the Republic of South Africa)  
(Registration number 2016/216015/06)  
Share code: L4L ISIN: ZAE000243119  
("Long4Life" or "the Company")

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## CIRCULAR TO SHAREHOLDERS

- regarding a general authority to repurchase of Long4Life Shares of up to 20% of the issued Shares from Long4Life Shareholders (“the General Repurchase”);

and incorporating:

- a notice convening the Special General Meeting; and
  - a form of proxy to vote at the Special General Meeting of Shareholders to be held on Tuesday, 16 February 2021.
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Sponsor



**Date of issue: Monday, 18 January 2021**

This Circular is available in English only. A copy of the Circular will be made available for inspection by Long4Life Shareholders during normal office hours from 09h00 to 17h00 from the date of posting of this Circular on Monday, 18 January 2021 up to and including the date of the Special General Meeting on Tuesday, 16 February 2021, at the registered offices of the Company and is also available on the Company's website at [www.long4life.co.za](http://www.long4life.co.za).

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## **CORPORATE INFORMATION**

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### **Company Secretary and registered office of Long4Life**

Marlene Klopper  
7th Floor  
Rosebank Towers  
13-15 Biermann Avenue  
Rosebank  
2196  
(PO Box 521870, Saxonwold, 2132)

### **Transfer Secretaries to Long4Life**

Computershare Investor Services Proprietary Limited  
(Registration number 2004/003647/07)  
Rosebank Towers  
15 Biermann Avenue  
Rosebank  
2196  
(Private Bag X9000, Saxonwold, 2132)

### **Sponsor to Long4Life**

The Standard Bank of South Africa Limited  
(Registration number 1962/000738/06)  
30 Baker Street  
Rosebank  
Johannesburg  
2196  
(PO Box 61344, Marshalltown, 2107)

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<b>Form of proxy (<i>yellow</i>)</b>	Attached

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## **ACTION REQUIRED BY SHAREHOLDERS**

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The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to this section.

### **THE SPECIAL GENERAL MEETING**

The implementation of the General Repurchase is subject to, *inter alia*, Shareholders passing the requisite resolutions at the Special General Meeting of Shareholders to be held at 09h30 on Tuesday, 16 February 2021 at 7th Floor, Rosebank Towers, 13 –15 Biermann Avenue, Rosebank, Johannesburg.

The record date, to determine who will be eligible to participate in and vote at the Special General Meeting, is Friday, 5 February 2021. A notice convening the Special General Meeting is attached to and forms part of this Circular.

Dematerialised Shareholders, who have elected “own-name” registration in the sub-register of the Company maintained by a CSDP, who are unable to attend the Special General Meeting but who wish to be represented thereat, are requested to complete, and return the relevant attached form of proxy in accordance with the instructions contained therein. The duly completed form of proxy must be received by the Transfer Secretaries by no later than 09h30 on Monday, 15 February 2021.

Dematerialised Shareholders who have not elected “own-name” registration in the sub-register of the Company maintained by a CSDP, and who wish to attend the Special General Meeting, must instruct their CSDP or broker timeously in order that such CSDP or broker may issue them with the necessary letter of representation or equivalent authority to attend the Special General Meeting.

Dematerialised Shareholders who have not elected “own-name” registration in the sub-register of the Company maintained by a CSDP, and who do not wish to attend the Special General Meeting, must provide their CSDP or broker with their instruction for voting at the relevant Special General Meeting in the manner stipulated in the agreement between the Shareholder concerned and the CSDP or broker governing the relationship between such Shareholder and his/her CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

### **Electronic participation**

Shareholders may participate (but not vote) electronically in the Special General Meeting, in accordance with the provisions of the Companies Act. Shareholders wishing to participate electronically in the Special General Meeting are required to deliver written notice to the Company Secretary at the Company’s business address at 7th Floor Rosebank Towers, 13 –15 Biermann Avenue, Rosebank, Johannesburg, 2196 or by email to the Company Secretary on [info@long4life.co.za](mailto:info@long4life.co.za) by no later than 09h30 on Friday, 12 February 2021 that they wish to participate via electronic communication at the Special General Meeting (“Electronic Notice”).

Teleconferencing facilities will be made available for this purpose and may be accessed at the Shareholder’s cost. For the Electronic Notice to be valid it must contain:

- if the Shareholder is an individual, a certified copy of his identity document and/or passport;
- if the Shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the Special General Meeting via electronic communication; and
- a valid email address, telephone number and/or facsimile number (“the contact address/number”).

The Company shall use its reasonable endeavours on Monday, 15 February 2021, to notify each Shareholder who has delivered a valid Electronic Notice, at its contact address/number, of the relevant details through which the Shareholder can participate via electronic communication. Such shareholders, should they wish to have their vote counted at the Special General Meeting must, to the extent applicable:

- complete and submit the form of proxy; or
- contact their CSDP or broker, in both instances, as set out above.

**The Company does not accept responsibility and will not be held liable for any failure on the part of the CSDP of a Dematerialised Shareholder to notify such Shareholder of the Special General Meeting or any business to be conducted thereat.**

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## IMPORTANT DATES AND TIMES

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The definitions and interpretations commencing on page 4 of this Circular apply to these important dates and times:

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	<b>Date (2021)</b>
Record date for receipt of notice of SGM	Friday, 8 January
Distribution of Circular and SGM notice	Monday, 18 January
Last day to trade to be eligible to participate in and vote at the SGM	Tuesday, 2 February
Record date to determine which Long4Life shareholders are entitled to participate in and vote at the SGM	Friday, 5 February
Last day to lodge forms of proxy with the transfer secretaries for the SGM	Monday, 15 February
Hand proxy to Chairman prior to the commencement of the Meeting if not lodged by 15 February 2021	Tuesday, 16 February
Special General Meeting to be held at 09h30	Tuesday, 16 February
Results of Special General Meeting released on SENS	Tuesday, 16 February

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**Notes:**

1. All references to dates and times are to local dates and times in South Africa. These dates and times are subject to amendment. Any such amendment will be released on SENS.
2. Shareholders are referred to page 2 of this Circular for information on the action required to be taken by them.
3. Shares may not be rematerialised or dematerialised between Tuesday, 2 February 2021 and Friday, 5 February 2021.

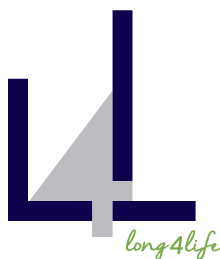
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## DEFINITIONS AND INTERPRETATIONS

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In this Circular, unless the contrary appears from the context, words and phrases used will have the defined meanings given thereto and:

<b>“Act” or “Companies Act”</b>	the Companies Act, No. 71 of 2008 as amended from time to time;
<b>“AGM”</b>	Annual General Meeting;
<b>“Circular”</b>	this circular to Long4Life Shareholders dated Monday, 18 January 2021 regarding the General Repurchase;
<b>“CSDP”</b>	a Central Securities Depository Participant as defined in section 1 of the Financial Markets Act, appointed by a shareholder for purposes of, and regarding, Dematerialisation and to hold and administer Dematerialised Shares or an interest in Dematerialised Shares on behalf of a shareholder;
<b>“Directors” or “Board of Directors” or “Board”</b>	the board of directors of Long4Life whose names are set out on page 5 of this Circular;
<b>“General Repurchase”</b>	the proposed general repurchase of Shares by the Company, in terms of a general authority to be granted by Shareholders, subject to the provisions of the Companies Act, the JSE Listings Requirements and the MOI;
<b>“JSE”</b>	JSE Limited, a limited liability public company incorporated under the laws of South Africa under registration number 2005/022939/06 and which is licensed as an exchange in terms of the Financial Markets Act;
<b>“JSE Listings Requirements”</b>	the Listings Requirements of the JSE;
<b>“Last Practicable Date”</b>	the last date prior to the finalisation of the Circular, being Thursday, 14 January 2021;
<b>“MOI” or “Memorandum of Incorporation”</b>	Memorandum of Incorporation of the Company, as in force from time to time;
<b>“Notice of SGM”</b>	the Notice of Special General Meeting attached to this Circular and convening the Special General Meeting;
<b>“SENS”</b>	Stock Exchange News Service of the JSE;
<b>“Shareholder” or “Long4Life Shareholder”</b>	a holder of Shares from time to time;
<b>“Shares” or “shares”</b>	ordinary shares in the issued share capital of the Company; and
<b>“Special General Meeting” or “SGM”</b>	the general meeting of Shareholders convened in terms of the attached Notice of SGM at 09h30 (South African Standard time) on Tuesday, 16 February 2021, for Long4Life Shareholders to vote on the Special Resolution and Ordinary Resolution set out in the attached Notice of the SGM.



## **LONG4LIFE LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 2016/216015/06)

Share code: L4L ISIN: ZAE000243119

("Long4Life" or "the Company")

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### **Board of Directors**

GW Dempster\*\* (*Chairman*)

L Jacobs\*\*

T Abdool-Samad\*\*

K Moloko\*\*

B Joffe

M Levenstein

CS Datnow

\*\* *Independent Non-executive Director*

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## **CIRCULAR TO SHAREHOLDERS**

### **1. INTRODUCTION**

Shareholders are referred to the announcement released on SENS on Monday, 21 December 2020 in terms of which Shareholders were advised that the Company has purchased an additional 35 135 094 of its own ordinary shares and cancelled 50 401 801 shares being 5,87% of the shares in issue immediately preceding the cancellation. After the SENS announcement referred to above, the Company has authority to repurchase an additional 95 071 578 shares in terms of the general authority granted by Shareholders at the Company's AGM held on 1 July 2020.

### **2. RATIONALE**

The Company has surplus liquidity in excess of its current needs. In place of paying dividends, the Company has been buying back its shares in the market and intends to continue to do so.

The JSE rules prohibit companies from buying back more than 20% of their issued share capital, in aggregate, in any given financial year. In order to provide Long4Life with maximum flexibility in its general buyback programme in the 2022 financial year, the Company is proposing that the general buyback resolutions will become effective on 1 March 2021 rather than presenting this resolution at the Company's AGM which is expected to be held in July 2021.

The purpose of this Circular is to:

- provide Shareholders with the necessary information regarding the approval of the general authority to allow Long4Life, or a subsidiary of Long4Life, to repurchase Shares, upon such terms and conditions as the Board may from time to time determine in accordance with the Companies Act, JSE Listings Requirements and the MOI; and
- convene the Special General Meeting at which Shareholders can vote on the Special Resolution, as required by paragraph 5.72(c) of the JSE Listings Requirements, and the Ordinary Resolution required to grant the general authority to Long4Life, or a subsidiary of Long4Life, to repurchase up to 20% of the issued Shares during the financial year commencing on 1 March 2021.

The Board currently has specific intention to act in terms of the authority to be granted by the passing of the General Repurchase Special Resolution, but will continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect any repurchases as contemplated.

The current authority granted at the AGM held on 1 July 2020 will fall away on 28 February 2021.

The General Repurchase would be subject to the following:

- this general authority being valid from 1 March 2021 until the Company's next AGM or for 15 months from the date of passing of this resolution, whichever period is the shorter;
- repurchases of shares must be effected through the order book operated by the JSE trading system, and done without any prior understanding or arrangement between the Company and the counterparty;
- at any point in time, the Company may only appoint one agent to effect repurchases on its behalf;
- the Company (or any subsidiary) must be authorised thereto in its Memorandum of Incorporation;
- the number of ordinary shares which may be acquired pursuant to this authority in any financial year (the new financial year will commence on 1 March 2021) may not in the aggregate exceed 20% (twenty percent) of the number of ordinary shares in issue;
- repurchases of shares may not be made at a price more than 10% (ten percent) above the volume weighted average traded price on the JSE of the shares in question for the 5 (five) business days immediately preceding the repurchase;
- subject to the exemptions contained in the JSE Listings Requirements, repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the Listings Requirements) unless a repurchase programme (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) is in place and has been submitted to the JSE in writing prior to the commencement of the prohibited period;
- after the Company has acquired shares which constitute, on a cumulative basis, 3% (three percent) of the number of shares in issue (at the time that authority from shareholders for the repurchase is granted), the Company shall publish an announcement containing full details of such repurchases; and
- prior to a repurchase, the board of directors of the Company must resolve that the repurchase is authorised, the Company has passed the solvency and liquidity test as set out in section 4 of the Companies Act, and since that test was performed, there have been no material changes to the financial position of the group.

### 3. SHARE CAPITAL OF LONG4LIFE

The authorised and issued share capital of Long4Life as at the Last Practicable Date is as follows:

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**Authorised**

4 000 000 000 ordinary shares of no par value

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**Issued**

768 144 547 ordinary shares of no par value\*

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Note:

\* The Company holds 70 925 275 Long4Life treasury shares representing 9,23% of the Company's issued share capital.



#### 4. MAJOR SHAREHOLDERS

As at the Last Practicable Date, Shareholders holding an interest in 5% or more of Long4Life are set out below:

Shareholders with a holding greater than 5%	Number of shares	% of issued capital*
Allan Gray	62 286 761	8,93
Investec Limited	58 194 810	8,35
Aylett & Co	40 986 472	5,88
PSG Asset Management	35 598 703	5,11

Note:

\*Excludes 70 925 275 treasury shares held by Long4life.

#### 5. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular and certify that:

- to the best of their knowledge and belief, there are no other facts that have been omitted which would make any statement false or misleading;
- they have made all reasonable enquiries to ascertain such facts; and
- that the notice of Special General Meeting contains all information required by law and the JSE Listings Requirements.

#### 6. MATERIAL CHANGES

There have been no material changes in the financial or trading position of Long4Life and its subsidiaries between 31 August 2020 and the date of this Circular.

#### 7. WORKING CAPITAL STATEMENT

The General Repurchase is subject to the provisions of the Memorandum of Incorporation of Long4Life, the Companies Act and the JSE Listings Requirements, where applicable. The directors of Long4Life are of the opinion that, after considering the effect of the General Repurchase:

- the Company and the Group are in a position to repay their debts in the ordinary course of business for a period of 12 months after the date of approval of the notice of the Special General Meeting;
- the assets of the Company and the Group, being fairly valued in accordance with International Financial Reporting Standards, are in excess of the liabilities of the Company and the Group for a period of 12 months after the date of approval of the notice of Special General Meeting;
- the ordinary share capital and reserves of the Company and the Group are adequate for a period of 12 months from the date of approval of the notice of the Special General Meeting; and
- the available working capital is adequate to continue the operations of the Company and the Group for a period of 12 months from the date of approval of the notice of the Special General Meeting.

In addition, a resolution by the Board has been adopted, stating that the Board has authorised the General Repurchase, that Long4Life has 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 Company and the Group.

#### 8. OPINIONS AND RECOMMENDATIONS

The Directors unanimously recommend that Shareholders vote in favour of the Special Resolution and the Ordinary Resolution set out in the Notice of Special General Meeting. Each of the Directors who hold Long4Life Shares intends to vote in favour of the Special Resolution and the Ordinary Resolution set out in the Notice of Special General Meeting.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection by Shareholders at the registered office of Long4Life from Monday, 18 January 2021 up to and including the date of the Special General Meeting, during normal business hours:

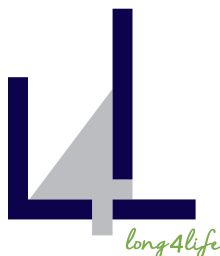
- this notice of the Special General Meeting;
- the Memorandum of Incorporation of Long4Life and its subsidiaries; and
- copies of the Annual Financial Statements of the Company for the year ended 28 February 2020.

Signed in Johannesburg by M Levenstein on her own behalf and on behalf of all the directors on 18 January 2021 in terms of powers of attorney granted by them.

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## NOTICE OF SPECIAL GENERAL MEETING

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### LONG4LIFE LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2016/216015/06)

Share code: L4L ISIN: ZAE000243119

("the Company" or "Long4Life")

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Notice is hereby given that a Special General Meeting (the "SGM") of Shareholders of the Company will be held at the Company's offices on the 7th Floor, Rosebank Towers, 13 – 15 Biermann Avenue, Rosebank, Johannesburg on Tuesday, 16 February 2021 at 09h30. Shareholders may participate (but not vote) electronically in the Special General Meeting, in accordance with the provisions of the Companies Act. Teleconferencing facilities will be made available for this purpose and may be accessed at the Shareholder's cost.

In terms of section 59(1) of the Companies Act, No. 71 of 2008 as amended (the "Companies Act"), this notice has been sent to Shareholders of the Company who were recorded as such in the Company's securities register on Friday, 8 January 2021, being the record date as set by the board of directors of the Company in terms of the Companies Act for determining which Shareholders are entitled to receive this notice of Special General Meeting.

The last date to trade to be registered in the register of members of the Company and therefore be eligible to participate in and vote at the Special General Meeting is Tuesday, 2 February 2021.

Only Shareholders who are recorded in the register of members of the Company on Friday, 5 February 2021 will be entitled to participate in and vote at the Special General Meeting.

#### Salient dates

	<b>Date (2021)</b>
Record date for receipt of notice of SGM	Friday, 8 January
Distribution of Circular and SGM notice	Monday, 18 January
Last day to trade to be eligible to participate in and vote at the SGM	Tuesday, 2 February
Record date to determine which Long4Life shareholders are entitled to participate in and vote at the SGM	Friday, 5 February
Last day to lodge forms of proxy with the transfer secretaries for the SGM	Monday, 15 February
Hand proxy to Chairman prior to the commencement of the Meeting if not lodged by 15 February 2021	Tuesday, 16 February
Special General Meeting to be held at 09h30	Tuesday, 16 February
Results of Special General Meeting released on SENS	Tuesday, 16 February

#### Approval required for resolutions

Ordinary resolution number 1 contained in this notice of SGM require the approval of more than 50% of the votes exercised on the resolutions by shareholders present or represented by proxy at the SGM, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements.

Special resolution number 1 contained in this notice of SGM require the approval by at least 75% of the votes exercised on the resolutions by shareholders present or represented by proxy at the SGM, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements.

### **Attendance and voting by shareholders and proxies**

Shareholders who have not dematerialised their shares or who have dematerialised their shares with “own name” registration, are entitled to attend and vote at the SGM and are entitled to appoint a proxy or proxies (for which purpose a form of proxy is attached hereto) to attend, speak and vote in their stead. The person so appointed as a proxy need not be a shareholder of the Company. Shareholders are requested but are not obliged to deliver their completed forms of proxy to the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg or posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132, South Africa, to be received by them no later than 09h30 on Monday, 15 February 2021. The purpose of this request is to provide certainty to the Chairman of the SGM regarding the number of participants. Accordingly, shareholders will not be prejudiced in any manner if they do not deliver their completed forms of proxy to the Company's transfer secretaries by the aforementioned time and date and will still be able to deliver their completed forms of proxy to the Chairman of the SGM at any time prior to the commencement of the SGM (although this could delay the commencement of the SGM).

Forms of proxy must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with “own name” registration.

If you hold dematerialised shares other than with “own name” registration you may:

- instruct your Central Securities Depository Participant (“**CSDP**”) or broker to vote at the SGM on your behalf by providing your CSDP or broker with your voting instructions in terms of the custody agreement entered into between you and your CSDP or broker. You must not complete the attached form of proxy; or
- attend the SGM in person by instructing your CSDP or broker to issue you with the necessary letter of representation to attend the SGM in terms of the custody agreement entered into between you and your CSDP or broker.

On a show of hands, every shareholder of the Company present in person or represented by proxy shall have 1 (one) vote only. On a poll, an ordinary shareholder is entitled to 1 (one) vote per ordinary share held. An ordinary shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the ordinary shareholder in the appropriate box(es). An 'X' in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will result in the proxy not being authorised to vote or to abstain from voting at the SGM in respect of the shareholder's votes, except in the case where the Chairman of the SGM is the proxy. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the ordinary shareholder.

### **Electronic participation**

Shareholders may participate (but not vote) electronically in the SGM, in accordance with the provisions of the Companies Act. Shareholders wishing to participate electronically in the SGM are required to deliver written notice to the Company secretary at the Company's business address at 7th Floor Rosebank Towers, 13 – 15 Biermann Avenue, Rosebank, Johannesburg, 2196 or by email to the Company Secretary on [info@long4life.co.za](mailto:info@long4life.co.za) by no later than 09h30 on Friday, 12 February 2021 that they wish to participate via electronic communication at the SGM (“Electronic Notice”).

Teleconferencing facilities will be made available for this purpose and may be accessed at the Shareholder's cost. For the Electronic Notice to be valid it must contain:

- if the shareholder is an individual, a certified copy of his identity document and/or passport;
- if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the SGM via electronic communication; and
- a valid email address, telephone number and/or facsimile number (“the contact address/number”).

The Company shall use its reasonable endeavours on Monday, 15 February 2021, to notify each shareholder who has delivered a valid Electronic Notice, at its contact address/number, of the relevant details through which the Shareholder can participate via electronic communication. Such shareholders, should they wish to have their vote counted at the SGM must, to the extent applicable:

- complete and submit the form of proxy; or
- contact their CSDP or broker, in both instances, as set out above.

### **Summary of shareholders' rights in terms of section 58(8)(b)(i) of the Companies Act**

A shareholder represented by a proxy has the following rights:

- An ordinary shareholder entitled to attend and vote at the SGM may appoint any individual (or individuals) as a proxy/ies to attend, participate in and vote at the SGM in place of the shareholder. A proxy need not be a shareholder of the Company.
- A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy and subject to the rights of a shareholder to revoke such appointment, remains valid until the end of the SGM.
- A proxy may delegate his/her authority to act on behalf of the shareholder to another person, subject to any restrictions set out in the instrument appointing a proxy.
- The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in exercising any rights as a shareholder.
- The appointment of a proxy is revocable by the shareholder cancelling this in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:
  - the date stated in the revocation instrument, if any; and
  - the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to:

- the shareholder; or
- the proxy or proxies,

if the shareholder has:

- directed the Company to do so in writing; and
- paid any reasonable fee charged by the Company to do so.

Attention is also drawn to the notes to the form of proxy.

Completing a form of proxy does not preclude any shareholder from attending the SGM.

### **Proof of identification required**

In terms of section 63(1) of the Companies Act, any shareholder or proxy who intends to attend or participate at the SGM is required to provide reasonably satisfactory identification at the SGM for such shareholder or proxy to attend and participate at the SGM before or at the SGM. A green bar-coded identification document or identification card issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted at the SGM as sufficient identification.

### **Purpose of the meeting**

The purpose of the meeting is to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out below in the manner required by the Companies Act and/or the JSE Listings Requirements.

## **SPECIAL BUSINESS**

Shareholders are requested to consider and, if deemed fit, pass the following special resolutions with or without modification:

### **1. Special resolution number 1: General authority to repurchase Company shares**

**Resolved that** the board of directors of the Company be and is hereby authorised, by way of a renewable general authority, to approve the purchase of up to a maximum of 20% (twenty percent) of its own shares by the Company, or to approve the purchase of ordinary shares in the Company by any subsidiary of the Company, upon such terms and conditions as the board of directors of the Company may from time to time determine, provided that:

- this general authority shall be valid from 1 March 2021 until the Company's next Annual General Meeting or for 15 months from the date of passing of this resolution, whichever period is the shorter;
- repurchases of shares must be effected through the order book operated by the JSE trading system, and done without any prior understanding or arrangement between the Company and the counterparty;
- at any point in time, the Company may only appoint one agent to effect repurchases on its behalf;
- the Company (or any subsidiary) must be authorised thereto in its Memorandum of Incorporation;
- the number of ordinary shares which may be acquired pursuant to this authority in any financial year may not in the aggregate exceed 20% (twenty percent) of the number of ordinary shares in issue;
- repurchases of shares may not be made at a price more than 10% (ten percent) above the volume weighted average traded price on the JSE of the shares in question for the 5 (five) business days immediately preceding the repurchase;
- subject to the exemptions contained in the JSE Listings Requirements, repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the Listings Requirements) unless a repurchase programme (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) is in place and has been submitted to the JSE in writing prior to the commencement of the prohibited period;
- after the Company has acquired shares which constitute, on a cumulative basis, 3% (three percent) of the number of shares in issue (at the time that authority from shareholders for the repurchase is granted), the Company shall publish an announcement containing full details of such repurchases; and
- prior to a repurchase, the board of directors of the Company must resolve that the repurchase is authorised, the Company has passed the solvency and liquidity test as set out in section 4 of the Companies Act, and since that test was performed, there have been no material changes to the financial position of the group.

#### ***Reason for and effect of special resolution number 1:***

The reason for and effect of special resolution number 1 is to grant the Company's board of directors a general authority to approve the Company's repurchase of up to a maximum of 20% (twenty percent) of its own issued ordinary shares during the financial year commencing 1 March 2021 and to permit a subsidiary of the Company to purchase ordinary shares in the Company.

## **ORDINARY BUSINESS**

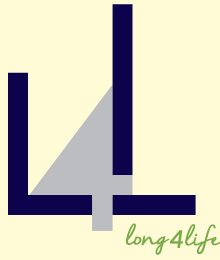
### **1. Ordinary resolution number 1: Director's authority to implement the special resolution**

**Resolved that** any executive director of the Company or the Company secretary be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the special resolution passed herein.

**By order of the board of directors**

#### **Company Secretary**

Marlene Klopper  
18 January 2021



## LONG4LIFE LIMITED

(Incorporated in the Republic of South Africa)  
(Registration number 2016/216015/06)  
Share code: L4L ISIN: ZAE000243119  
("the Company" or "Long4Life")

### FORM OF PROXY

This proxy form relates to the Special General Meeting of the Company to be held on Tuesday, 16 February 2021 at 09h30 at the Company's offices on the 7th Floor, Rosebank Towers, 13 – 15 Biermann Avenue, Rosebank, Johannesburg ("**Meeting**") and is for use by registered shareholders whose shares are certificated or dematerialised and registered on the Record Date, being Friday, 5 February 2021. Terms used in this proxy form have the meanings given to them in the notice of meeting to which this proxy form is attached.

**Please print clearly when completing this form and see the instructions and notes at the end of this form for an explanation on the use of this form of proxy and the rights of the shareholder and the proxy.**

I/we (please print name in full)

of (address)

being the holder(s) of  ordinary shares in the Company do hereby appoint

or failing him/her, the Chairman of the Meeting, to attend and participate in the Meeting and to speak and to vote or abstain from voting for me/us and on my/our behalf in respect of all matters arising (including any poll and all resolutions put to the Meeting) at the Meeting, and if the Meeting is postponed, at any resumption thereof after any adjournment.

Please insert an "X" or the relevant number of shares in the applicable space reflecting how you wish your votes to be cast. Unless otherwise directed, the proxy will vote as he/she thinks fit.

No.	Description	Number of ordinary shares		
		For	Against	Abstain
1.	<b>Special resolution number 1</b> General authority to repurchase Company shares			
2.	<b>Ordinary resolution number 1</b> Director's authority to implement ordinary and special resolutions			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2021.

Signature: \_\_\_\_\_

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

## Notes of proxy

1. This form of proxy will not be effective at the Meeting unless it is received by the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg or posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132, South Africa. Shareholders are requested, but not obliged, to ensure that their completed forms of proxy are received by no later than 09h30 on Monday, 15 February 2021. The purpose of this request is to provide certainty to the Chairman of the Meeting regarding the number of participants. Accordingly, shareholders will not be prejudiced in any manner if they do not deliver the completed form of proxy to the Company's transfer secretaries by the aforementioned time and date and will still be able to deliver their completed forms of proxy to the Chairman of the Meeting at any time prior to the commencement of the Meeting.
2. This form of proxy is for use by certificated shareholders and dematerialised shareholders with "own-name" registration who wish to appoint another person (a proxy) to participate in, and speak and vote at the Meeting on their behalf. Other Long4Life shareholders must not use this form. All beneficial shareholders who have dematerialised their shares through a CSDP or broker must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the Meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial shareholder and the CSDP or broker. If duly authorised, companies and other corporate bodies that are Long4Life shareholders may appoint a proxy using this form of proxy or may appoint a representative in accordance with note 8 below.
3. Every shareholder present in person or by proxy and entitled to vote at the Special General Meeting of the Company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds. In the event of a poll, every shareholder shall be entitled to vote in accordance with the voting rights associated with the securities held by that shareholder.
4. A shareholder may insert the name of a proxy(ies) in the space/s provided, with or without deleting "the Chairman of the Special General Meeting", but any such deletion must be initialed by the shareholder. Should this space/s be left blank, the proxy will be exercised by the Chairman of the Special General Meeting. The person whose name appears first on the form of proxy and who is present at the Special General Meeting will be entitled to act as a proxy to the exclusion of those whose names follow.
5. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes which that shareholder wishes to exercise, in the appropriate spaces provided. Failure to do so will be deemed to authorise the proxy to vote or abstain from voting at the Special General Meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast and those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
6. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
7. A shareholder may appoint not more than one person of his own choice as his proxy by inserting the name of such person in the space provided, and by signing and dating the form of proxy. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the Chairman of the Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the Meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this form of proxy may delegate the authority given to him in this form of proxy by delivering to the Company, in the manner required by these instructions, a further form of proxy, which has been completed in the manner consistent with the authority given to the proxy in this form of proxy.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Special General Meeting.
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Special General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
10. A shareholder may revoke a proxy in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and to the Company.
11. Unless revoked in accordance herewith, the appointment of a proxy in terms of this form of proxy will remain valid until the end of the Meeting, even if the Meeting or a part thereof is postponed or adjourned. The form of proxy will not be used at the resumption of an adjourned meeting if it could not have been used at the meeting from which it was adjourned for any reason other than it was not lodged timeously for the meeting from which the adjournment took place.
12. Any alteration or corrections to this form of proxy must be initialed by the signatory/ies.
13. The Chairman of the Special General Meeting may, in his/her discretion, accept or reject any form of proxy or other written appointment of a proxy that is received by the Chairman prior to the time when the Meeting deals with the resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the Chairman will not accept any such appointment of a proxy unless the Chairman is satisfied that it reflects the intention of the Long4Life shareholder appointing the proxy.
14. All notices that a Long4Life shareholder is entitled to receive in relation to the Company will continue to be sent to that Long4Life shareholder and will not be sent to the proxy, unless such Long4Life shareholder has directed the Company to do so, in writing, and paid for any reasonable fee charged by the Company for doing so.
15. Companies and other corporate bodies which are Long4Life shareholders holding certificated shares or having dematerialised shares registered in their own names may, instead of completing this form of proxy, appoint a representative to represent them and exercise all their rights at the Meeting by giving written notice of the appointment of that representative. That notice will not be effective at the Meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received by the Company's transfer secretaries at either of the following addresses:
  - Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196; or
  - Private Bag X9000, Saxonwold, 2132, South Africa.Shareholders are requested, but not obliged, to ensure that their completed forms of proxy are received by no later than 09h30 on Monday, 15 February 2021.
16. This form of proxy shall, in addition to the authority granted under the Companies Act, except insofar as this form of proxy provides otherwise, be deemed to confer the power generally to act at the Meeting, subject to the specific direction as to the manner of voting in this form of proxy or on separate written instructions that accompany this form of proxy. Accordingly, if:
  - 16.1 a Long4Life shareholder does not indicate on this instrument that the proxy is to vote in favour of, or against, or to abstain from voting on, any resolution; or
  - 16.2 the shareholder gives contradictory instructions in relation to any matter; or
  - 16.3 any additional resolution/s are properly put before the Meeting; or
  - 16.4 any resolution listed in the form of proxy is modified or amended,then the proxy will be entitled to vote or abstain from voting, as his/she thinks fit, in relation to that resolution or matter. If, however, an Long4Life shareholder has provided further written instructions that accompany this form and that indicate how the proxy should vote or abstain from voting in any circumstances referred to in clauses 16.1 to 16.3 above, then the proxy shall comply with those instructions.
17. If this proxy is signed by a person (signatory) on behalf of an Long4Life shareholder, whether in terms of a power of attorney or otherwise, then this form of proxy will not be effective unless:
  - 17.1 it is accompanied by a certified copy of the authority given by such Long4Life shareholder to the signatory; or
  - 17.2 the Company has already received a certified copy of that authority.





