CA Sales Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 2011/143100/06)
Botswana registration number: BW00001085331
Share code: CAS ISIN: ZAE400000036

MINUTES OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD AT THE OFFICES OF CA SALES AND DISTRIBUTION, 2ND FLOOR, BOARDROOM, PORTION 867, COMMERCE PARK, GABORONE, BOTSWANA, (AND VIA ELECTRONIC COMMUNICATION) AT 11H00 ON FRIDAY, 5 JUNE 2026

ATTENDANCE: As per the attendance register.

CHAIRPERSON: Johan Holtzhausen acted as Chairperson of the Annual General Meeting (“**AGM**”) and welcomed all to the meeting.

QUORUM: In terms of CA Sales Memorandum of Incorporation (“**MOI**”), the quorum for a shareholders’ meeting to begin is three or more shareholders personally present and entitled to vote. Furthermore, sufficient persons must be present at the shareholders’ 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. With the necessary quorum present or represented, the chairperson declared the meeting properly constituted.

NOTICE: The notice convening the meeting was given within the prescribed period and taken as read.

VOTING: It was proposed and agreed that voting proceeds by way of a poll using the on-line voting platform to which access was given to shareholders who registered according to the instructions given in the notice to the AGM. The representative of the transfer secretaries, present at the meeting, acted as scrutineer. The chairperson explained the procedure.

PROCEDURES: The Chairperson proposed each resolution in the same order as they have been presented in the notice to the AGM. He indicated that voting was done by poll and that the on-line votes would be collated at the end of the meeting and counted. He would then announce the results of all the resolutions put to the meeting. He also explained the on-line voting procedure.

A PRESENTATION OF AUDITED ANNUAL FINANCIAL STATEMENTS AND REPORTS

CA Sales’ audited annual financial statements for the year ended 31 December 2025, as well as the remuneration report and the reports of the directors, the audit and risk committee and the social and ethics committee for the year ended 31 December 2025, as circulated along with the notice of AGM, were submitted to shareholders. There were no questions raised.

B RESOLUTIONS

Shareholders were given the opportunity to ask questions online or at the meeting before a resolution was voted on – no questions were raised with regards to resolutions nor in general.

Approval was required for the following ORDINARY RESOLUTIONS

1. Retirement and re-election of directors

   Ordinary resolution No: 1

   "**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. J Holtzhausen, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible, offered himself for re-election, be and is hereby re-elected as director."

   Ordinary resolution number 1 was passed with 97.77% of votes being in favour.

   Ordinary resolution No: 2

   "**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. B Marole, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible, offered herself for re-election, be and is hereby re-elected as director."

   Ordinary resolution number 2 was passed with 100% of votes being in favour.

   Ordinary resolution No: 3

   "**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. L Cronje, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible, offered himself for re-election, be and is hereby re-elected as director."

   Ordinary resolution number 3 was passed with 100% of votes being in favour.

2. Re-appointment of the members of the audit and risk committee of the company

   Ordinary resolution No: 4

   "**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. L Cronje, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company."

   Ordinary resolution number 4 was passed with 100% of votes being in favour.

<u>Ordinary resolution No: 5</u>

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. B Patel, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 5 was passed with 99.69% of votes being in favour.

<u>Ordinary resolution No: 6</u>

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. F Britz, subject to the approval of ordinary resolution number 1, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 6 was passed with 99.69% of votes being in favour.

<u>Ordinary resolution No: 7</u>

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Ms. B Mathews, subject to the approval of ordinary resolution number 3, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 7 was passed with 99.86% of votes being in favour.

3. Re-appointment of the members of the social and ethics committee of the company

<u>Ordinary resolution No: 8</u>

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. J Holtzhausen, being eligible, be and is hereby re-appointed as a member of the social and ethics committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 8 was passed with 99.04% of votes being in favour.

<u>Ordinary resolution No: 9</u>

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. B Marole, being eligible, be and is hereby re-appointed as a member of the social and ethics committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 9 was passed with 99.86% of votes being in favour.

<u>Ordinary resolution No: 10</u>

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Mr. F Britz, subject to the approval of ordinary resolution number 1, being eligible, be and is hereby re-appointed as a member of the social and ethics committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 10 was passed with 99.24% of votes being in favour.

Ordinary resolution No: 11

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Ms. B Mathews, subject to the approval of ordinary resolution number 3, being eligible, be and is hereby re-appointed as a member of the social and ethics committee of the company, as recommended by the board, until the next annual general meeting of the company."

Ordinary resolution number 11 was passed with 99.86% of votes being in favour.

4. Re-appointment of auditor

Ordinary resolution No: 12

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that Deloitte & Touche ("Deloitte") be and is hereby re-appointed as auditor of the company for the ensuing financial year or until the next annual general meeting of the company, whichever is the latter, with the designated auditor being Johan van der Walt, a registered auditor and partner in the firm, on the recommendation of the audit and risk committee of the company."

Ordinary resolution number 12 was passed with 99.86% of votes being in favour.

5. Non-binding advisory vote on CA&S' remuneration policy

The Companies Amendment Act, No. 16 of 2024 was signed into law on 26 July 2024, with certain provisions becoming effective on 27 December 2024. On 22 May 2026, the South African President brought into operation a number of additional provisions of the Companies Amendment Act that had not previously come into effect, including those relating to remuneration disclosures and shareholder approvals.

As the CA&S notice of AGM and integrated report were distributed to shareholders on 30 April 2026, thereby duly convening this meeting, and as the remuneration report relates to the financial period ended 31 December 2025, the newly effective provisions will only apply to CA&S' 2027 notice of AGM and remuneration report.

Ordinary resolution No: 13

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that the company's remuneration policy, as set out on pages 87 to 92 of the integrated report, be and is hereby endorsed by way of a non-binding advisory vote."

Ordinary resolution number 13 was passed with 92.17% of votes being in favour.

6. Non-binding advisory vote on CA&S' implementation report of the remuneration policy

Ordinary resolution No: 14

"**IT IS RESOLVED AS AN ORDINARY RESOLUTION** that the company's implementation report on its remuneration policy, as set out on pages 93 to 96 of the integrated report, be and is hereby endorsed by way of a non-binding vote."

Ordinary resolution number 14 was passed with 93.25% of votes being in favour.

Approval was required for the following SPECIAL RESOLUTIONS:

7. General authority to issue ordinary shares for cash

   In terms of the JSE Listings Requirements, this matter would ordinarily require approval by way of an ordinary resolution (more than 50% of the voting rights exercised). However, the BSE Listings Requirements require approval by way of a special resolution (at least 75% of the voting rights exercised). Accordingly, the resolution is proposed as a special resolution to ensure compliance with the BSE Listings Requirements.

   Special resolution No: 1

   "**IT IS RESOLVED AS A SPECIAL RESOLUTION** that the directors of the company be and are hereby authorised, by way of a general authority, to allot and issue any of the company's unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the company's memorandum of incorporation, the South African Companies Act, the JSE Listings Requirements and the BSE Listings Requirements."

   Special resolution number 1 was passed with 95.35% of votes being in favour.

8. Remuneration of non-executive directors

   Special resolution No: 2

   "**IT IS RESOLVED AS A SPECIAL RESOLUTION**, in terms of section 66(9) of the South African Companies Act, that the company be and is hereby authorised to remunerate its non-executive directors for their services as directors, which include serving on various sub-committees, and to make payment of the amounts set out below (plus any value-added tax, to the extent applicable), provided that this authority will be valid until the next annual general meeting of the company:

Fee per annum (excluding value-added tax)	
Board (members)	R327 750
Board (lead independent)	R471 790
Board (chairperson)	R773 380
Audit and Risk Committee (members)	R120 760
Audit and Risk Committee (chairperson)	R233 415
Remuneration and Nominations Committee (members)	R 73 260
Remuneration and Nominations Committee (chairperson)	R123 880
Social and Ethics Committee (members)	R 67 095
Social and Ethics Committee (chairperson)	R111 300

   Special resolution number 2 was passed with 100% of votes being in favour.

9. Inter-company financial assistance

   Special resolution No: 3

   "**IT IS RESOLVED AS A SPECIAL RESOLUTION**, in terms of section 45(3)(a)(ii) of the South African Companies Act, as a general approval, that the board be and is hereby authorised to approve that the company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the South African

Companies Act) that the board may deem fit to any company or corporation that is related or inter-related ("related" or "inter-related" will herein have the meaning attributed to those terms in section 2 of the South African Companies Act) to the company, on the terms and conditions and for amounts that the board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company."

Special resolution number 3 was passed with 100% of votes being in favour.

Special resolution No: 4

"**IT IS RESOLVED AS A SPECIAL RESOLUTION**, in terms of section 44(3)(a)(ii) of the South African Companies Act, as a general approval, that the board be and is hereby authorised to approve that the company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the South African Companies Act) that the board may deem fit to any person, including any company or corporation that is related or inter-related to the company ("related" or "interrelated" will herein have the meaning attributed to those terms in section 2 of the South African Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the company or any company or corporation that is related or inter-related to the company, on the terms and conditions and for amounts that the board may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company."

Special resolution number 4 was passed with 98.94% of votes being in favour.

10. Share repurchases by the company and its subsidiaries

Special resolution No: 5

"**IT IS RESOLVED AS A SPECIAL RESOLUTION,** that the company and the subsidiaries of the company be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the South African Companies Act, the memorandum of incorporation of the company and the JSE and BSE Listings Requirements".

Special resolution number 5 was passed with 99.92% of votes being in favour.

C COUNTING OF VOTES

The scrutineer collated the proxy votes received before the meeting as well as the online votes casted during the meeting.

The CEO gave a short presentation.

The results of the voting (resolutions approved or not) were announced at the end of the proceedings.

D OUTCOME OF VOTING RESULTS AND CLOSURE

The Chairperson confirmed that all the resolutions voted on were passed by the requisite majority of shareholder votes. The results of AGM announcement, which was published on SENS and X-News on 5 June 2026, are attached as an annexure.

The Chairperson thanked all shareholders, or their proxies present, for their attendance and declared the meeting closed.

Signed as correct on this 5th day of June 2026.

CHAIRPERSON

ANNEXURE

CA SALES HOLDINGS LIMITED
Incorporated in the Republic of South Africa
Registration number: 2011/143100/06
Registered as an external company in the Republic of Botswana
Botswana registration number: BW00001085331
JSE Limited ("**JSE**") share code: CAA
Botswana Stock Exchange share code: CAS-EQO
ISIN: ZAE400000036
("**CA&S**" or the "**Company**")

ca&s group
Taking brands beyond borders

RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the annual general meeting of the Company held at 11:00 am today, Friday, 5 June 2026, at the offices of CA Sales and Distribution, 2nd Floor, Boardroom, Portion 867, Commerce Park, Gaborone, Botswana, and through electronic communication ("**AGM**"), all of the resolutions were passed by the requisite majorities of votes of the Company's shareholders.

Details of the results of the voting at the AGM are as follows:

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue*	Number of shares abstained as a percentage of shares in issue*

Ordinary resolution number 1: To re-elect Mr J Holtzhausen as director	97.77%	2.23%	440,582,481	91.56%	0.61%
Ordinary resolution number 2: To re-elect Mr B Marole as director	100.00%	0.00%	442,786,149	92.01%	0.15%
Ordinary resolution number 3: To re-elect Mr L Cronje as director	100.00%	0.00%	442,786,149	92.01%	0.15%
Ordinary resolution number 4: To re-appoint Mr L Cronje as a member of the audit and risk committee	100.00%	0.00%	442,786,149	92.01%	0.15%
Ordinary resolution number 5: To re-appoint Mr B Patel as a member of the audit and risk committee	99.69%	0.31%	440,582,481	91.56%	0.61%
Ordinary resolution number 6: To re-appoint Mr F Britz as a member of the audit and risk committee	99.69%	0.31%	440,582,481	91.56%	0.61%
Ordinary resolution number 7: To re-appoint Ms B Mathews as a member of the audit and risk committee	99.86%	0.14%	442,786,149	92.01%	0.15%
Ordinary resolution number 8: To re-appoint Mr J Holtzhausen as a member of the Social and Ethics Committee	99.04%	0.96%	440,582,481	91.56%	0.61%
Ordinary resolution number 9: To re-appoint Mr B Marole as a member of the Social and Ethics Committee	99.86%	0.14%	442,786,149	92.01%	0.15%

Ordinary resolution number 10: To re-appoint Mr F Britz as a member of the Social and Ethics Committee	99.24%	0.76%	440,605,053	91.56%	0.60%
Ordinary resolution number 11: To re-appoint Ms B Mathews as a member of the Social and Ethics Committee	99.86%	0.14%	442,786,149	92.01%	0.15%
Ordinary resolution number 12: To re-appoint Deloitte & Touche as auditor	99.86%	0.14%	442,786,149	92.01%	0.15%
Ordinary resolution number 13: Non-binding advisory vote on CA&S' remuneration policy+	92.17%	7.83%	422,771,794	87.85%	4.31%
Ordinary resolution number 14: Non-binding advisory vote on CA&S' implementation report on the remuneration policy+	93.25%	6.75%	422,935,391	87.89%	4.27%
Special resolution number 1: General authority to issue ordinary shares for cash	95.35%	4.65%	440,582,281	91.56%	0.61%
Special resolution number 2: Remuneration of non-executive directors	100.00%	0.00%	442,764,374	92.01%	0.15%
Special resolution number 3: Inter-company financial assistance	100.00%	0.00%	440,582,481	91.56%	0.61%
Special resolution number 4: Financial assistance for the subscription and/or purchase of shares in the company or a related or inter-related company	98.94%	1.06%	440,582,481	91.56%	0.61%

Special resolution number 5: Share repurchases by the Company and its subsidiaries	99.92%	0.08%	442,786,149	92.01%	0.15%

Notes:
*Total number of shares in issue as at 29 May 2026, being the record date to be eligible to vote at the AGM, was 481 218 764, of which zero were treasury shares.

+The South African Companies Amendment Act, No. 16 of 2024 ("**Companies Amendment Act**") was signed into law on 26 July 2024, with certain provisions becoming effective on 27 December 2024. On 22 May 2026, the South African President brought into operation a number of additional provisions of the Companies Amendment Act that had not previously come into effect, including those relating to remuneration disclosures and shareholder approvals.

As the Company's notice of AGM and integrated report were distributed to shareholders on 30 April 2026, before 22 May 2026, thereby duly convening this meeting, and as the remuneration report relates to the financial period ended 31 December 2025, the newly effective provisions will only apply to the company's 2027 notice of AGM and remuneration report.

Centurion
5 June 2026

JSE Sponsor
PSG Capital

BSE Sponsoring Broker
Imara Capital Securities