



**NOTICE OF
ANNUAL GENERAL
MEETING 2024**

Collins Property Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1970/009054/06)
JSE Ordinary Share code: CPP ISIN: ZAE000152658
(Approved as a REIT by the JSE)
("Collins" or "the Company")



NOTICE TO SHAREHOLDERS

Notice is hereby given in terms of section 62(1) of the Companies Act, 71 of 2008, as amended (the "Act") that the annual general meeting ("AGM") of the shareholders (each a "Shareholder") of Collins will be held at 11:00 on Tuesday, 20 August 2024. The purpose of the AGM is to consider and, if deemed appropriate, pass, with or without modification, the ordinary and special resolutions set out in this notice (this "Notice") in the manner required in terms of the Act, the JSE Listings Requirements and the Company's memorandum of incorporation ("MOI").

Attendance

Shareholders are advised that the AGM will be held by way of electronic communication only in accordance with the provisions of section 63(2) of the Act. Participants connecting to the AGM will be able to participate in the AGM using the *Microsoft Teams* meeting platform. Accordingly, participation in the AGM, including voting on the resolutions to be proposed at the AGM, will be conducted by electronic participation only.

The interactive electronic platform will permit all shareholders to communicate concurrently with each other without an intermediary, and to effectively participate in the AGM in accordance with the provisions of section 61(10) of the Act, read together with sections 63(2) and 63(3) of the Act.

Shareholders or their proxies who wish to attend and/or participate in the AGM via the *Microsoft Teams* platform should make an application to Collins's company secretary by completing the application form attached to this notice and by delivering it to Collins's company secretary at Suite 1603, Portside Building, 4 Bree Street, Cape Town, 8001 or emailing it to cppcosec@leacorporateservices.co.za as soon as possible but in any event by no later than 11:00 on Friday, 16 August 2024.

The application should include all relevant contact details, including an email address, cellular number and landline as well as full details of the Shareholder's title to the ordinary shares ("Ordinary Shares") in Collins, proof of identity in the form of certified copies of identity documents and share certificates (in the case of certificated Shareholders) and written confirmation from the Shareholder's CSDP confirming the Shareholder's title to the dematerialised shares (in the case of dematerialised Shareholders).

A specimen application form to be completed for this purpose is enclosed herewith.

Upon receipt of the required information, the Shareholder or proxy (as applicable) concerned will be provided with a secure code and instructions to access the electronic communication during the AGM.

Please note that in terms of section 63(1) of the Act all participants (including proxies) at the AGM will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the AGM.

Voting

Voting will be conducted in accordance with the voting procedures applicable to the interactive electronic platform by means of which the AGM will be conducted.

A Shareholder of the Company entitled to attend, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, speak and to vote in his stead. The proxy need not be a Shareholder of the Company.

Voting by proxy

For their votes to be recorded, certificated Shareholders and dematerialised Shareholders with "own name" registration making use of the electronic participation facility must submit their duly completed forms of proxy with voting instructions to the Company's Transfer Secretaries by email to: proxy@computershare.co.za as soon as possible but before the commencement of the AGM.

Dematerialised Shareholders, other than those with "own name" registration and who are unable to attend, but wish to vote at the AGM, must timeously provide their duly appointed central securities depository participant ("CSDP") or broker with their voting instructions in terms of the custody agreement entered into between that Shareholder and the CSDP or broker. Such Shareholders are advised that they must provide their CSDP or broker with voting instructions in respect of their Shares.

Forms of proxy may also be obtained on request from the company's registered office.

The Company requests that such forms of proxy be delivered at least 48 hours prior to the AGM, for administrative purposes. The Transfer Secretaries will accept forms of proxy submitted at any time prior to the commencement of the AGM. To ensure that your form of proxy is received by the Transfer Secretaries, the Company strongly recommends such form being submitted at least 48 hours prior to the AGM.

NOTICE OF ANNUAL GENERAL MEETING 2024

Attendance and voting at the AGM

Those dematerialised Shareholders, other than those with “own name” registration, who wish to be classified as attending in person and casting their vote at the meeting must obtain letters of representation from their CSDP or broker in accordance with their custody agreement. **These Shareholders must also connect to the AGM electronically.**

Shareholders attending the AGM electronically will receive voting forms from the Company’s Transfer Secretaries and must submit these to the Transfer Secretaries during the meeting, using the instructions indicated on the voting forms.

The fact that shareholders are requested to submit an electronic notice to the Transfer Secretaries before 10:00 on Friday, 16 August 2024 will not in any way affect the rights of shareholders who submit an electronic notice after this date and who have been fully verified (as required in terms of section 63(1) of the Companies Act) to participate in and/or vote at the AGM.

IMPORTANT DATES TO NOTE IN RESPECT OF THE AGM

Record date for purposes of receiving this notice	Friday, 21 June 2024
Notice of AGM together with the accompanying form of proxy distributed to shareholders on	Monday, 1 July 2024
Announcement relating to the issue of the notice of AGM released on SENS on	Monday, 1 July 2024
Last day to trade in order to be eligible to participate in and vote at the AGM	Tuesday, 5 August 2024
Record date for voting purposes	Friday, 8 August 2024
Recommended last day to lodge forms of proxy by	Friday, 16 August 2024
AGM held by electronic participation only at 11:00 on	Tuesday, 20 August 2024
Results of the AGM released on SENS on or about	Tuesday, 20 August 2024

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS

The consolidated audited annual financial statements of the Company and its subsidiaries for the year ended 29 February 2024, including the Directors’ Report, Independent Auditor’s Report, Report by the Chairman, the Company’s audit and risk committee (“Audit and Risk Committee”) Report and Social & Ethics Committee Chairman’s Report, (the “Integrated Report”) which have been distributed and accordingly will be presented to Shareholders in terms of section 30(3) of the Act.

Additional information

The complete annual financial statements are set out on pages 17 to 122 of the Integrated Report; copies of the Integrated Report have been distributed to all Shareholders who have requested copies thereof. The complete electronic copy of the Integrated Report is available online at: <https://collinsgroup.co.za/downloads/AnnualReports/6508%20Collins%20IR%202024.pdf>

ORDINARY RESOLUTIONS

Ordinary Resolution Number 1

“Resolved that PricewaterhouseCoopers Inc., as nominated by the Audit and Risk Committee, be re-appointed as independent auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company. It is to be noted that Mr D Hill is the individual and designated auditor who will undertake the Company’s audit for the financial year ending 28 February 2025.”

Note: The Company’s audit committee has considered the sustainability and independence of its auditors and Mr D Hill and has concluded that there is no reason to believe that the auditors have not acted with unimpaired independence at all times. As recommended by the King IV Report on Corporate Governance for South Africa, 2016 (“King Code IV”), the Audit and Risk Committee of the Company further confirmed, with reference to audit quality indicators, that the audit quality for the year ended 29 February 2024 was satisfactory. The Audit and Risk Committee of the Company has therefore recommended that PricewaterhouseCoopers Inc. be re-appointed as auditors of the Company in compliance with section 90(1) of the Act.

Reason and effect

The reason and effect of this resolution is to re-appoint PricewaterhouseCoopers Inc as auditor of the Company, with Mr D Hill as the individual and designated auditor.

Ordinary Resolution Number 2

“Resolved that Mr BA Chelius who retires as director in terms of the MOI and, being eligible, offers himself for re-election to the Board, be re-elected”

Mr Chelius is 56 years of age. He holds the Chartered Accountant (South Africa) and Chartered Financial Analyst designation and is an experienced non-executive director.

Reason and effect

The reason and effect of this resolution is to re-elect Mr BA Chelius as an independent non-executive director.

Ordinary Resolution Number 3

“Resolved that Mr KR Collins who retires as director in terms of MOI of the Company and, being eligible, offers himself for re-election to the Board, be re-elected”

Mr Collins is 56 years of age and is a director of Redbill Holdings (Pty) Limited.

Reason and effect

The reason and effect of this resolution is to re-elect Mr KR Collins as a non-executive director.

Ordinary Resolution Number 4

“Resolved that Dr CH Wiese who retires as director in terms of the MOI of the Company and, being eligible, offers himself for re-election to the Board, be re-elected”

Dr Wiese is 82 years old and holds a BA; LL B; D Com (hc). He is the non-executive chairman of Collins and a non-executive director and former chairman of Shoprite Holdings Limited.

Reason and effect

The reason and effect of this resolution is to re-elect Dr CH Wiese as a non-executive director.

Ordinary Resolution Number 5

“Resolved that Mr J Templeton, who was appointed as a non-executive director with effect from 7 February 2024 and whose appointment terminates at the AGM in terms of the Company’s MOI and the Act, and being eligible, offers himself for re-election to the Board, be re-elected as a non-executive director of the Company.”

Mr J Templeton is 51 years of age. He is the CEO of Castleview Property Fund Limited and a non-executive Director of Emira Property Fund Limited.

Reason and effect

The reason and effect of this resolution is to re-elect Mr J Templeton as a non-executive director.

Ordinary Resolution Number 6

“Resolved that, subject to the provisions of the Act and in accordance with the Listings Requirements (“Listings Requirements”) of the JSE Limited (“JSE”), the Board is hereby authorised to issue Ordinary Shares, or options or securities convertible into Ordinary Shares, for cash, from time to time, subject to the following conditions:

- that this authority is valid until the Company’s next annual general meeting, provided it shall not extend beyond 15 months from the date that this authority is given;
- that the Ordinary Shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- that securities which are the subject of the issue for cash may not exceed 30% of the Company’s listed equity securities as at the date of this notice of AGM, being 98 914 292 securities (being 30% of 329 714 307 listed shares, excluding 4 383 460 treasury shares);
- any Ordinary Shares issued under this authority during the period of its validity must be deducted from the above number of Ordinary Shares and the authority shall be adjusted accordingly to represent the same allocation ratio on the event of a subdivision or consolidation of Ordinary Shares during the same period;
- that in determining the price at which an issue of Ordinary Shares may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price as determined over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities;
- that any such issue will only be made to public shareholders, as defined by the Listings Requirements, and not to related parties, save therefore that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be “out of the book” and not be allocated shares; and (ii) equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the JSE’s Stock Exchange News Service (“SENS”) announcement launching the bookbuild; and
- upon any issue of Ordinary Shares which, together with prior issues of Ordinary Shares during the same financial year, will constitute 5% or more of the total number of Ordinary Shares in issue prior to that issue, the Company shall publish an announcement in terms of paragraph 11.22 of the Listings Requirements on SENS, giving full details hereof, including (i) the number of Ordinary Shares issued, (ii) the average discount to weighted average traded price of the Ordinary Shares over the 30 business days prior to the date that the issue is agreed in writing between the Company and the party/ies subscribing for the Ordinary Shares; and (iii) in respect of the issue of options and convertible securities issued for cash, the effects of the issue on net asset value per share, net tangible asset value per share, earnings per share, headline earnings per share and, if applicable, diluted earnings and headline earnings per share; or (iv) in respect of an issue of Ordinary Shares for cash, an explanation including supporting information (if any), of the intended use of funds.”

Reason and effect

The reason and effect of this resolution is to empower the Board to issue shares, options or securities convertible into shares representing less than 30% of the Company’s unissued Ordinary Shares for cash within the limits imposed by the above terms.

Ordinary Resolution Number 7

“Resolved that the following authorised but unissued Unspecified Preference Shares (as defined below) be and are hereby placed under the control of the Board, who shall be authorised to issue such unissued Unspecified Preference Shares on such terms and conditions as they may in their discretion deem fit, but subject to the Act, the MOI of the Company and the Listings Requirements:

- 10,000,000 redeemable class C preference shares of no par value having the rights, privileges, restrictions and conditions as determined by the Directors upon issue thereof (“**Unspecified C Preference Shares**”);
- 10,000,000 redeemable class D preference shares of no par value having the rights, privileges, restrictions and conditions as determined by the Directors upon issue thereof (“**Unspecified D Preference Shares**”);
- 10,000,000 redeemable class E preference shares of no par value having the rights, privileges, restrictions and conditions as determined by the Directors upon issue thereof (“**Unspecified E Preference Shares**”),

(the Unspecified C Preference Shares, Unspecified D Preference Shares and Unspecified E Preference Shares, collectively, the “**Unspecified Preference Shares**”) subject to the following limitations:

- the authority will be valid from the date of the AGM until the next annual general meeting of the Company;
- the maximum amount to be raised by the issue of Unspecified Preference Shares is R3,000,000,000;
- the Unspecified Preference Shares may only be issued if the Board is of the opinion, having taken into account prevailing conditions in the South African market for redeemable preference shares, that the commercial and technical terms and features of the relevant Unspecified Preference Shares are in all material respects arms’ length and in line with current market norms (which for clarity will include, without limitation, that the Unspecified Preference Shares will bear a market-related coupon, that they will have a fixed date of maturity, that they will rank in priority to the Ordinary Shares and the non-convertible, non-participating, non-transferable, redeemable preference shares in the share capital of the Company having the preferences, rights, limitations and other terms contemplated in clause 9 of the MOI in respect of distributions and on a winding up, and that they will have voting rights only in limited circumstances);
- if any Unspecified Preference Shares are issued to a related party (as defined in paragraph 10.1 of the Listings Requirements), the issue to such related party shall be subject to a fairness opinion from an independent expert acceptable to the JSE stating that the issue is fair insofar as the Shareholders are concerned; and
- the Unspecified Preference Shares will be non-participating redeemable preference shares, i.e. the rate of dividends and returns payable in respect of the Unspecified Preference Shares will not be a function of the profitability of the Company,

there being no further limitations on the Board’s authority (including on the price at which the Unspecified Preference Shares may be issued).”

Reason and effect

The reason and effect of this resolution is to place the unissued Unspecified Preference Shares under the control of the Board subject to certain restrictions.

Ordinary Resolution Number 8

“Resolved that subject to the passing of Ordinary Resolution number 2, that the following independent non-executive directors of the Company be elected as members of the Audit and Risk Committee of the Company, as a single resolution, until the conclusion of the next annual general meeting of the Company:

- Mr BA Chelius
- Mr RD Fenner
- Mrs B Makhunga

The Board has determined that each of the members of the Audit and Risk Committee standing for election is independent, and that they possess the required qualifications, skills and experience as contemplated in Regulation 42 of the Act and collectively, they have sufficient qualifications and experience to fulfil their duties as contemplated in the Act.”

Reason and effect

The reason and effect of this resolution is to appoint the Company’s audit and risk committee, which will be valid until the next annual general meeting.

Non-binding Advisory Resolution Number 1

“Resolved that in accordance with the King Code IV and the Listing Requirements as a non-binding advisory vote, the Shareholders endorse the remuneration policy of the Company, as set out on page 9 of the Integrated Report.”

Reason for and effect of non-binding advisory vote

In terms of principle 14 of the King Code IV, the Company’s remuneration policy should be tabled to the Shareholders for a non-binding advisory vote at the AGM. Accordingly, the Shareholders are requested to endorse the Company’s remuneration policy by way of a non-binding advisory vote in the same manner as an ordinary resolution.

Voting requirement

The approval of the Company’s remuneration policy is not a matter that is required to be resolved or approved by Shareholders, and therefore, no minimum voting threshold is required for the non-binding advisory vote. Failure to pass this resolution will therefore not have any legal consequences in relation to the existing remuneration.

Nevertheless, for record purposes, the non-binding advisory vote will require the support of more than 50% (fifty per cent) of the total number of votes exercised by Shareholders to be approved. The Company’s remuneration policy contains the measures that the Company will take if 25% (twenty-five per cent) or more of votes are cast against the policy at the AGM. The Board will also take the outcome of the votes into consideration when considering the Company’s remuneration policy.

Non-binding Advisory Resolution Number 2

“Resolved that in accordance with King Code IV and the Listing Requirements as a non-binding advisory vote, the Shareholders endorse the implementation report of the remuneration policy of the Company as set out on page 9 of the Integrated Report.”

Reason and effect of the non-binding advisory vote

The Listing Requirements require the Company to present its remuneration implementation report to Shareholders at the AGM. Accordingly, Shareholders are requested to endorse the Company’s implementation report of its remuneration policy by way of a non-binding advisory vote in the same manner as an ordinary resolution.

Voting requirement

The approval of the Company’s remuneration implementation report is not a matter that must be resolved or approved by Shareholders, and therefore, no minimum voting threshold is required for the non-binding advisory vote. Failure to pass this resolution will, therefore, not have any legal consequences in relation to the existing remuneration.

Nevertheless, for record purposes, the non-binding advisory report will require the support of more than 50% (fifty per cent) of the total number of votes exercised by Shareholders to be approved. The Company’s remuneration policy contains the measures that the Company will take if 25% (twenty-five percent) or more of votes are cast against the policy at the AGM. The Board will also take the outcome of the votes into consideration when considering the Company’s remuneration policy.

Special Resolution Number 1

“Resolved that the Company be and is hereby authorised, in terms of section 45(3)(a)(ii) of the Act and the MOI of the Company, to, on the instructions of its Board, provide direct or indirect financial assistance to a director or prescribed officer of the Company or of a related or inter-related company, or to a related or inter-related company or corporation, or to a member of a related or inter-related company or corporation, or to a person related to any such company, corporation, director, prescribed officer or member.”

Additional information

If the Board provides the aforesaid financial assistance the Company will, in compliance with section 45(5) of the Act, provide written notice to all Shareholders and to any trade union representing its employees, within 10 business days after the Board adopts the resolution, if the total value of all loans, debts, obligations or assistance contemplated in this Special Resolution Number 1, together with any previous such resolution during the financial year, exceeds one-tenth of 1% of the Company’s net worth at the time of the resolution; or within 30 business days after the end of the financial year, in any other case.

The Board considers that such a general authority should be put in place in order to assist the Company *inter alia* to make loans to persons, including subsidiaries, as well as to grant letters of support and guarantees in appropriate circumstances. The existence of a general authority would void the need to refer each instance to Shareholders for approval. This general authority would be valid up to and including the 2025 annual general meeting.

Any section 45 Board resolution will be subject to and effective to the extent that Special Resolution Number 1 is adopted by Shareholders and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 2 of the Act and the terms under which the financial assistance are proposed to be given are fair and reasonable to the Company.

Reason and effect

The reason and effect of the Special Resolution Number 1 is to grant the Board the general authority to provide direct or indirect financial assistance (including loans and guarantees) to, amongst others, a related or inter-related company or members or persons related to such company, director, prescribed officer or corporation.

Special Resolution Number 2

“Resolved that the Board be and is hereby authorised, by way of a general approval, in terms of section 44(3)(a)(ii) of the Act and the MOI of the Company, to authorise the Company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise to any person for the purpose of or in connection with the subscription of any options or securities, issued or to be issued by the Company or a related or inter-related company or for the purchase of any securities of the Company or a related or inter-related company.”

Reason and effect

The Board considers that such a general authority should be put in place in order to assist the Company *inter alia* to make loans to persons, including subsidiaries, as well as to grant letters of support and guarantees in appropriate circumstances, for the purpose of the subscription or purchase of any option or securities of the Company or related or inter-related companies. The existence of a general authority would avoid the need to refer each instance to Shareholders for approval. This general authority would be valid up to and including the 2025 annual general meeting.

Any section 44 Board resolution will be subject to and effective to the extent that Special Resolution Number 2 is adopted by Shareholders and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 2 of the Act; and that terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

The effect of Special Resolution Number 2 and the reason therefor is to grant the Board the general authority to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company or for the purchase of any securities of the Company or a related or inter-related company.

Special Resolution Number 3

“Resolved that the mandate given to the Company (or one of its subsidiaries) providing authorisation, by way of a general authority contemplated in sections 46 and 48 of the Act, read with sections 114 and 115 and paragraph 5.67(B)(b) of the Listings Requirements, to acquire the Company’s own securities, upon such terms and conditions and in such amounts as the Board may from time to time decide, but subject to the provisions of the Act and the Listings Requirements, be extended, subject to the following:

- any repurchase of securities 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 counter-party;
- authorisation be given by the MOI of the Company;
- this general authority will be valid until the Company’s next annual general meeting, provided that it shall not extend beyond fifteen months from date of passing of this Special Resolution Number 3;
- repurchases may not be made at a price greater than 10% above the weighted average of the market value of the securities for the five business days immediately preceding the date on which the transaction is effected;
- at any point in time, the Company may only appoint one agent to effect any repurchase;
- a resolution by the Board that it has authorised the repurchase, that the Company and its subsidiary/ies have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group.
- a SENS announcement will be published as soon as the Company has cumulatively repurchased 3% of the initial number (i.e. the number of that class of share in issue at the time that the general authority is granted) of the relevant class of securities and for each 3% in aggregate of the initial number of that class acquired thereafter, containing full details of such repurchases in compliance with paragraphs 5.79 and 11.27 of the Listings Requirements;
- repurchases by the Company in aggregate in any one financial year may not exceed 20% of the Company’s issued share capital as at the date of passing of this Special Resolution Number 3 or 10% of the Company’s issued share capital in the case of an acquisition of shares in the Company by a subsidiary of the Company; and
- repurchases may not be undertaken by the Company (or one of its subsidiaries) during a prohibited period; unless the Company or the subsidiary has a share repurchase programme in place, the dates and quantities of shares to be traded during the relevant period are fixed and full details of the programme have been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company must instruct an independent third party, which makes its investment decisions in relation to the issuer’s securities independently of, and uninfluenced by, the issuer, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE.”

In accordance with the Listings Requirements the Board records that although there is no immediate intention to affect a repurchase of the securities of the Company, the directors of the Company will utilise this general authority to repurchase shares as and when suitable opportunities present themselves, which opportunities may require expeditious and immediate action.

The Board intends either to hold the securities purchased in terms of this authority as treasury securities or to cancel such securities, whichever may be appropriate at the time of the repurchase of securities.

The Board is of the opinion that, after considering the provisions of sections 4 and 48 of the Act and the effect of the maximum repurchase permitted and for a period of 12 months after the date of this Notice:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts as they become due;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group, the assets and liabilities being recognised and measured in accordance with the accounting policies used in the audited consolidated annual financial the working capital of the Company and the Group will be adequate for ordinary business purposes; and
- the share capital and reserves are adequate for the ordinary business purposes of the Company and the Group.

Reason and effect

The effect of Special Resolution Number 3 and the reason therefore is to extend the general authority given to the Board in terms of the Act and the Listings Requirements for the acquisition by the Company (or one of its subsidiaries) of its own securities, which authority shall be used at the Board’s discretion during the course of the period so authorised.

Other business

To transact such other business as may be transacted at an annual general meeting or raised by Shareholders with or without advance notice to the Company.

Additional Information in terms of paragraph 11.26 of the Listings Requirements

The following disclosures are required with reference to the general authority to repurchase the Company’s shares set out in Special Resolution Number 3, some of which are set out elsewhere in the Integrated Report:

- Major Shareholders – refer to page 123 of the Integrated Report;
- Share capital – refer to page 74 of the Integrated Report.

Ordinary Resolution Number 9

“Resolved that any director of the Company or the company secretary of the Company be and is hereby authorised to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the resolutions to be proposed at the AGM.”

Reason and effect

The reason for Ordinary Resolution Number 9 is to authorise any director or the company secretary of the Company to attend to the necessary requirements to implement the special and ordinary resolutions passed at the AGM and to sign all documentation required to record that the Company will be authorised to attend to any matter regarding the implementation of the special and ordinary resolutions on behalf of the Company.

SOCIAL AND ETHICS COMMITTEE

The chairperson of the Social and Ethics Committee will give verbal feedback on the activities of this committee for the past period as required in terms of regulation 43(5)(c) of the Companies Regulations, 2011.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on page 124 of the Integrated Report, collectively and individually, accept full responsibility for the accuracy of the information pertaining to this Notice and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Notice contains all information required by law and the Listings Requirements.

MATERIAL CHANGE

Other than the facts and developments reported on in the Integrated Report, there have been no material changes in the affairs, financial or trading position of the Company since the signature date of the Integrated Report and the posting date hereof.

VOTING REQUIREMENTS

In compliance with section 62(3)(c) of the Act and/or the Listings Requirements it is confirmed that a voting majority of 50% is required for the approval of ordinary resolutions number 1 to 5, as well as 7 to 9. For ordinary resolution number 6, a 75% voting majority is required by the Listings Requirements. The special resolutions require a 75% voting majority in terms of the Company's MOI and the Listings Requirements.

PROXIES

A form of proxy is attached for completion by certificated Shareholders and dematerialised Shareholders with “own name” registration. Forms of proxy must be deposited at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za, so as to arrive by no later than 48 hours before the commencement of the AGM, for administration purposes. Clause 23.7 of the MOI grants the Board or the chairman of the AGM the right to allow the form of proxy to be effective for purposes of voting at the AGM if the form of proxy is validly executed and received after this time but before the commencement of the AGM. Certificated Shareholders and dematerialised Shareholders with “own name” registration who complete and lodge forms of proxy, will nevertheless be entitled to attend but not vote at the AGM, should they subsequently decide to do so. Dematerialised Shareholders, other than “own name” registration, must inform their CSDP or broker of their intention to attend the AGM and obtain the necessary authorisation (letter of representation) from the CSDP or broker to attend the AGM, or provide their CSDP or broker with their voting instructions, should they not be able to attend the AGM via teleconference. This must be done in terms of the custody agreement entered into between the Shareholder and the CSDP or broker concerned.

By order of the board

PIETER JOHAN JANSE VAN RENSBURG
SECRETARY

28 June 2024

Leinster Hall
Gardens
Cape Town

Collins Property Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1970/009054/06)
JSE Ordinary Share code: CPP ISIN: ZAE000152658
(Approved as a REIT by the JSE)
("Collins" or "the Company")



APPLICATION FOR ELECTRONIC PARTICIPATION AT THE ANNUAL GENERAL MEETING

Where appropriate and applicable, the terms defined in the notice (the "AGM Notice") of annual general meeting to which this application for electronic participation form is attached and forms part of shall bear the same meaning in this application form.

Instructions

Shareholders, or their proxies, have the right, as authorised in the MOI of the Company and provided for in the Act, to participate by way of electronic communication in the AGM. Shareholders or their duly appointed proxies who wish to participate by way of electronic communication must apply to the company secretary, by completing this application form and by delivering it to the company secretary at Suite 1603, Portside Building, 4 Bree Street, Cape Town, 8001, or emailing it to cppcosec@leacorporateservices.co.za as soon as possible, but in any event by no later than 11:00 on Friday, 16 August 2024.

Please note

By no later than 17:00 on Monday, 19 August 2024, Shareholders, or their proxies, will be advised by email, telephone call or text message of the relevant telephone number and access code to allow them to dial in and participate electronically in the AGM.

The Company will bear the cost of establishing the electronic communication whilst the cost of the Shareholder (or its proxy) dialling in or logging on will be for its own account.

By signature of this application form, the Shareholder or its proxy indemnifies and holds Collins harmless against any loss, injury, damage, penalty or claim arising in any way from the use of the telecommunication lines to participate in the AGM or any interruption in the ability of the Shareholder or proxy to participate in the AGM via electronic communication, whether or not the problem is caused by any act or omission on the part of the Shareholder, its proxy or anyone else, including without limitation Collins and its employees.

Information required for participation by electronic communication at the AGM

Full names of Shareholder or authorised representative (for company or other legal entity):

Identity number or registration number of individual/entity:

Email address:

Cell phone number:

Telephone number, including dialling codes:

Documents required to be attached to this application form

1. In order to exercise their voting rights at the AGM, Shareholders who choose to participate electronically are to appoint a proxy, which proxy may only participate at such AGM, provided that a duly completed proxy form has been submitted in accordance with the instructions on that form, and as envisaged in the notice of the AGM, a copy of which proxy form is also to be attached to this application.
2. Documentary evidence establishing the authority of the named person, including any person acting in a representative capacity, who is to participate in the AGM, must be attached to this application.
3. A certified copy of the valid identity document/passport/driver's licence of the person attending the AGM by electronic participation, including any person acting in a representative capacity, must be attached to this application.

Signed at _____ on _____ 2024

Signature:

Assisted by (where applicable):

Applications to participate by electronic communication will only be considered if this application form is completed in full, signed by the Shareholder, its proxy or representative, and delivered to the Company secretary as aforesaid. Collins may in its sole discretion accept any incomplete application forms.

Collins Property Group Limited
 (Incorporated in the Republic of South Africa)
 (Registration number 1970/009054/06)
 JSE Ordinary Share code: CPP ISIN: ZAE000152658
 (Approved as a REIT by the JSE)
 ("Collins" or "the Company")



FORM OF PROXY

Where appropriate and applicable, the terms defined in the notice (the "AGM Notice") of the annual general meeting to which this proxy form is attached and forms part shall bear the same meaning in this proxy form.

To be completed by certificated Shareholders and dematerialised Shareholders with "own name" registration only.

For use at the AGM to be held at 11:00 on Tuesday, 20 August 2024.

Shareholders who have dematerialised their shares with a CSDP or broker, other than with "own name" registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the electronic AGM. This must be done in terms of the custody agreement entered into between the shareholder and the CSDP or broker concerned.

Dematerialised Shareholders, other than dematerialised Shareholders with "own-name" registrations, must not return this form of proxy to the Company's transfer secretaries or deliver it to the chairman of the AGM.

I/We (full names and surname in block letters)

of (full address)

as a Shareholder, being the registered holder of _____ ordinary shares in the Company, hereby appoint:

1. _____ or

2. _____ or

3. THE CHAIRMAN OF THE MEETING

as my/our proxy to attend and speak on my/our behalf at the electronic AGM to be held at 11:00 on Tuesday, 20 August 2024 and at any adjournment thereof:

Indicate with an X in the appropriate block:

Ordinary resolutions		In favour of	Against	Abstain
Re-appointment of PricewaterhouseCoopers Inc	1.			
Re-appointment of Mr BA Chelius to the board	2.			
Re-appointment of Mr KR Collins to the board	3.			
Re-appointment of Dr CH Wiese to the board	4.			
Re-appointment of Mr J Templeton to the board	5.			
General authority to directors to issue shares for cash	6.			
General authority to issue unspecified preference shares	7.			
Election of members of the audit committee	8.			
Non-binding advisory vote on the remuneration policy of the Company	9.			
Non-binding advisory vote on the remuneration implementation report of the Company	10.			
General authority of the directors	11.			
Special resolutions				
Financial assistance in terms of section 45	1.			
Financial assistance in terms of section 44	2.			
General authority to acquire shares in terms of sections 46 and 48	3.			

Signed at _____ on _____ 2024

Signature: _____

NOTES:

1. For their votes to be recorded, certificated Shareholders and dematerialised Shareholders with “own name” registration making use of the electronic participation facility must submit their duly completed forms of proxy with voting instructions to the Company’s Transfer Secretaries by email to: proxy@computershare.co.za as soon as possible but before the commencement of the AGM.
2. Dematerialised Shareholders, other than those with “own name” registration must provide instructions to their duly appointed central securities depository participant (“CSDP”) or broker as soon as possible but before the commencement of the AGM.
3. Those dematerialised Shareholders, other than those with “own name” registration, who wish to be classified as attending in person and casting their vote at the meeting must obtain letters of representation from their CSDP or broker. These Shareholders must also connect to the AGM electronically. These shareholders will receive voting forms from the Company’s Transfer Secretaries and must submit these to the Transfer Secretaries during the meeting, using the instructions indicated on the voting forms.
4. A Shareholder entitled to attend the AGM shall be entitled to appoint one or more persons, who need not be Shareholder, as his proxy to attend and speak in his place.
5. A proxy may not delegate the proxy’s authority to act on behalf of the Shareholder to another person, unless the right to delegate is specifically contained in the proxy form and the delegation occurs by way of a further proxy form which itself complies with the requirements of the Act and the MOI.
6. A proxy form which complies with the Act and the MOI shall, if the AGM is adjourned or postponed, unless the contrary is stated thereon, be valid at the AGM when it resumes after such adjournment or commences after such postponement, even if it had not been lodged timeously for use at the AGM as originally scheduled (prior to the adjournment or postponement).
7. Subject to the provisions of the Act, a proxy instrument may be an instrument created or transmitted by electronic or other means, including electronic mail or facsimile
8. If the proxy is signed under power of attorney or on behalf of a company, such power or authority, unless previously registered with the Company, must accompany it.
9. Shareholders who have dematerialised their shares with a CSDP or stockbroker, other than own name registration, must arrange with the CSDP or stockbroker concerned to provide them with the necessary authorisation to attend the AGM. This must be done in terms of the custody agreement entered into between the Shareholder and the CSDP or stockbroker concerned.
10. Any alteration to the form of proxy must be signed, not initialled.
11. Any one of the joint holders of any share may vote by proxy at the AGM in respect of that share as if he were solely entitled to exercise that vote, and, if more than one of those joint holders is present at the AGM, the joint holder who tenders a vote (including an abstention) and whose name stands in the securities register of the Company before the other joint holders who are present, in person or by proxy, shall be the joint holder who is entitled to vote in respect of the relevant share.
12. The completion and lodging of this form of proxy will not preclude the signatory from attending the electronic AGM and speaking thereat to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
13. Forms of proxy must be deposited at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107, South Africa) or email to: proxy@computershare.co.za, so as to arrive by no later than 48 hours before the commencement of the AGM for administration purposes. Clause 23.7 of the MOI grants the board or the chairperson of the AGM the right to allow the form of proxy to be effective for purposes of voting at the AGM if the form of proxy is validly executed and received after this time but before the commencement of the AGM.

Summary of rights established by section 58 of the Act, as required in terms of sub-section 58(8)(b)(i):

1. A shareholder may at any time appoint any individual, including a non-shareholder of the company, as a proxy to participate in, speak and vote at a shareholders’ meeting on his/her behalf, or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60. **[section 58(1)(a) & (b)]**
2. A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 below or expires earlier in terms of paragraph 10.4 below. **[section 58(2)]**
3. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder. **[section 58(3)(a)]**
4. A proxy may delegate his/her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy (“proxy instrument”). **[section 58(3)(b)]**
5. A copy of the proxy instrument must be delivered to the company, or to any other person acting on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting and in terms of the MOI. **[section 58(3)(c)]**
6. Irrespective of the form of instrument used to appoint a proxy:
 - 6.1. the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder; **[section 58(4)(a)]**
 - 6.2. the appointment is revocable unless the proxy appointment expressly states otherwise; and **[section 58(4)(b)]**
 - 6.3. if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. **[section 58(4)(c)]**
7. 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, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above. **[section 58(5)]**
8. If the proxy instrument has been delivered to a company, as long as that appointment remains in effect, any notice required by the Act or the MOI 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 for doing so. **[section 58(6)(a) & (b)]**
9. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise. **[section 58(7)]**
10. If the company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of proxy instrument:
 - 10.1. the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised; **[section 58(8)(a)]**
 - 10.2. the invitation or form of proxy instrument supplied by the company must:
 - 10.2.1. bear a reasonably prominent summary of the rights established in section 58 of the Act; **[section 58(8)(b)(i)]**
 - 10.2.2. contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder; and **[section 58(8)(b)(ii)]**
 - 10.2.3. provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting; **[section 58(8)(b)(iii)]**
 - 10.3. the company must not require that the proxy appointment be made irrevocable; and **[section 58(8)(c)]**
 - 10.4. the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to paragraph 7 above. **[section 58(8)(d)]**

