

NOTICE OF ANNUAL GENERAL MEETING 2019



HOMECHOICE INTERNATIONAL PLC





HOMECHOICE INTERNATIONAL PLC
(Registration number C171926)
(Incorporated in the Republic of Mauritius)
(the "Company")

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

We have pleasure in enclosing the notice of annual general meeting and form of proxy for HomeChoice International plc's (Company) fifth annual general meeting of shareholders (Shareholders) to be held on **Monday, 29 June 2020** at 12:00 at HomeChoice Mauritius, Level 2, Maurice Publicité Ogilvy & Mather House, Inova Riche Terre Business Park, Riche Terre, Mauritius. To the extent that the COVID-19 national lockdown in Mauritius persists at the time of the proposed annual general meeting, the meeting will proceed by electronic means and Shareholders will be notified electronically of such decision and within 48 hours of the meeting.

The Company's 2019 integrated annual report and the audited annual financial statements for the year ended 31 December 2019 are available for viewing and downloading on the Company's website: www.homechoiceinternational.com. Due to the COVID-19 national lockdown in South Africa, there are limitations on printing and postal services. Shareholders will be requested via electronic means to consent to the waiver of delivery of hardcopies of the integrated annual report. To the extent that such consent is not received, Shareholders are advised that these documents are available for inspection at the aforementioned address during business hours.

Shareholders are requested to e-mail governance@homechoiceinternational.com to request an electronic copy of the integrated annual report be sent via e-mail.

Yours faithfully

Stanley Portelli

Chairperson

27 May 2020

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (AGM) of Shareholders of the Company will be held at **HomeChoice Mauritius, Level 2, Maurice Publicité Ogilvy & Mather House, Inova Riche Terre Business Park, Riche Terre, Mauritius** on **Monday, 29 June 2020 commencing at 12:00** to deal with the matters set out in the agenda below, and to consider and, if deemed fit, pass, with or without modification, the ordinary resolutions and special resolution set out hereunder, which meeting is to be participated in by Shareholders recorded in the Company's securities register as at the voting record date (defined below).

The record date to receive this notice of AGM is Friday, 22 May 2020. The integrated annual report for the year ended 31 December 2019 (integrated annual report) and audited annual financial statements for the year ended 31 December 2019 are available on our website at www.homechoiceinternational.com and are incorporated by reference in so far as the information contained therein relates to the resolutions in this notice.

The record date on which Shareholders must be recorded in the securities register of the Company for purposes of being entitled to attend and vote at this meeting is Friday, 19 June 2020. The last date to trade in order to be entitled to vote at the meeting will therefore be Monday, 15 June 2020.

The quorum requirement for the meeting to proceed is 3 (three) Shareholders present in person or by proxy and entitled to vote and holding at least 25% (twenty-five per cent) of all voting rights.

The percentage of voting rights required to pass the ordinary resolutions is more than 50% of the voting rights exercised and the percentage of voting rights required to pass the special resolutions is at least 75% of the voting rights exercised thereon.

Equity securities held by a share trust or scheme of the Company will not have their votes taken into account for the purposes of resolutions passed in terms of the JSE Limited (JSE) Listings Requirements.

Agenda

1. To receive and adopt the annual financial statements of the Company and its subsidiaries (Group), which includes the report of the directors and auditors, for the year ended 31 December 2019.
2. To consider and accept the resignation of Stanley Portelli as chairman of the board.
3. To consider and accept the resignation of Charles Rapa as member of the board.
4. To consider the appointment of Shirley Maltz as chairperson of the board.
5. To consider the appointment of Pierre Joubert as lead independent director of the board.
6. To consider the re-election of Amanda Chorn and Eduardo Garcia-Gutierrez as non-executive directors, who retire in terms of the Company's Constitution and, being eligible for re-election in terms of the Constitution, have made themselves available for re-election.
7. To consider the appointment of Amanda Chorn, Robert Hain and Pierre Joubert as members of the audit and risk committee.
8. To consider the appointment of PricewaterhouseCoopers as the Company's external auditors.
9. To present the social and ethics committee report.
10. To provide the board with a general authority to issue shares.
11. To provide the board with a general authority to issue shares for cash, as required in terms of the JSE Listings Requirements.
12. To authorise the payment of the non-executive directors' fees for their services as non-executive directors on the board.
13. To consider and endorse, by way of separate non-binding advisory votes, the Group's remuneration policy and implementation report as set out in the integrated annual report.
14. To provide the board with a general authority to repurchase shares.

Resolutions and advisory votes

The Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the following resolutions:

Presentation and adoption of annual financial statements

Ordinary resolution number 1

"It is hereby resolved that the annual financial statements of the Group, incorporating the report of the directors and audit report, for the year ended 31 December 2019, are hereby adopted and approved."

Explanatory information in respect of ordinary resolution number 1

The annual financial statements of the Group for the year ended 31 December 2019, which incorporate the reports of the directors and audit report, have been distributed as required and will be presented to the Shareholders. The financial statements are available at www.homechoiceinternational.com.

NOTICE OF ANNUAL GENERAL MEETING (continued)

Acceptance of resignation of directors

Ordinary resolution number 2.1

“It is hereby resolved that the resignation of Stanley Portelli, an independent non-executive director and chairman of the Company, with effect from 31 May 2020, has been accepted.”

Ordinary resolution number 2.2

“It is hereby resolved that the resignation of Charles Rapa, an independent non-executive director of the Company, with effect from 31 May 2020, has been accepted.”

Explanatory information in respect of ordinary resolution numbers 2.1 and 2.2

In terms of Article 34.4.2.1.2 of the Company’s Constitution, Stanley Portelli and Charles Rapa have offered their resignations, which resignations the board has accepted. Their resignations are effective from 31 May 2020. The board thanks both Stanley and Charles for guidance provided to the group during their tenures.

Appointment of executive chairperson of the board

Ordinary resolution number 3

“It is hereby resolved, in accordance with the provisions of Article 34.5.1.1 of the Company’s Constitution, that Shirley Maltz be and is hereby appointed as chairperson of the Company with effect from 1 June 2020.”

A brief biography of Shirley Maltz is set out in annexure 1 to this notice.

Explanatory information in respect of ordinary resolution number 3

Shirley will retain executive duties within the Group and cannot be classified as an independent non-executive director. The JSE Listings Requirements and King IV Report on Corporate Governance™ for South Africa 2016 (King IV™), require that the chairman of the board should be an independent non-executive director and failing that a lead independent director must be appointed. The board recognises that her appointment as chairperson is not aligned to governance best practice, however, believes that her experience and knowledge of the retail and financial services industry and the Group is critical to the role of chairmanship and the continuation of the strategic direction of the Group. In line with King IV™ and the JSE Listings Requirements, the board and nominations committee have recommended the appointment of a lead independent director as per ordinary resolution number 4.

Appointment of lead independent director

Ordinary resolution number 4

“It is hereby resolved that Pierre Joubert, an independent non-executive director of the Company, be and is hereby appointed as lead independent director of the Company with effect from the conclusion of the Company’s AGM.”

A brief biography of Pierre Joubert is set out in annexure 1 to this notice.

Explanatory information in respect of ordinary resolution number 4

The nominations committee and the board have endorsed Pierre’s appointment as lead independent director.

Re-election of directors

Ordinary resolution number 5.1

“It is hereby resolved that Amanda Chorn, who retires by rotation in terms of the Constitution, is re-elected as an independent non-executive director of the Company.”

Ordinary resolution number 5.2

“It is hereby resolved that Eduardo Garcia-Gutierrez, who retires by rotation in terms of the Constitution, is re-elected as a non-executive director of the Company.”

Explanatory information in respect of ordinary resolution numbers 5.1 and 5.2

Article 34.4.1.3 of the Constitution requires one-third of the Company’s non-executive directors to retire by rotation.

The nominations committee has reviewed the performance of the directors up for re-election and is of the view that the directors proposed in terms of ordinary resolution numbers 5.1 and 5.2 remain suitable candidates for re-election. The candidates, being eligible, offer themselves for re-election pursuant to Article 34.4.1.3. of the Constitution. Brief curricula vitae of Amanda and Eduardo are set out in annexure 1 to this notice. The board supports the re-election of the candidates.

Appointment of audit and risk committee members

The audit and risk committee is required to be elected by Shareholders at each annual general meeting. In terms of King IV™ all the members of the audit and risk committee must be independent non-executive directors. Having regard to the above requirement, the nominations committee considered the expertise,

experience and independence requirements of the members and recommended to the board to propose the following candidates to Shareholders.

Ordinary resolution number 6.1

“It is hereby resolved that Robert Hain is appointed as a member of the audit and risk committee.”

Ordinary resolution number 6.2

“It is hereby resolved that, subject to the passing of ordinary resolution 5.1, Amanda Chorn is appointed as a member of the audit and risk committee.”

Ordinary resolution number 6.3

“It is hereby resolved that Pierre Joubert is appointed as a member of the audit and risk committee.”

Explanatory information in respect of ordinary resolution numbers 6.1 to 6.3

Brief curricula vitae of the nominees for election to the audit and risk committee are set out in annexure 1 to this notice. The nominations committee is satisfied that the nominees can make a valuable contribution to the deliberations of the audit and risk committee. The board supports the election of the candidates.

Appointment of external auditors

Ordinary resolution number 7

“It is hereby resolved that PricewaterhouseCoopers is appointed as the external auditors of the Company, to hold office from the conclusion of the AGM until the conclusion of the next AGM.”

Explanatory information in respect of ordinary resolution number 7

The audit and risk committee has nominated the appointment of PricewaterhouseCoopers as the external auditors of the Company and is of the opinion that they are independent from the Company. The effect of this resolution will be to authorise the appointment of PricewaterhouseCoopers as the external auditors of the Company.

Report by the social and ethics committee

Ordinary resolution number 8

“It is hereby resolved that the report by the social and ethics committee for the year ended 31 December 2019, is adopted.”

Explanatory information in respect of ordinary resolution number 8

The Company’s social and ethics committee report, included on pages 108 – 109 of the integrated annual report published on the Company’s website at www.homechoiceinternational.com, will serve as the social and ethics committee’s report to the

Company’s Shareholders on the matters within its mandate at the AGM. Any specific questions to the committee may be sent to the company secretary prior to the AGM.

Issue of shares

Ordinary resolution number 9

“It is hereby resolved that, in accordance with Article 13.10.2 of the Constitution, the board is authorised, as they in their discretion think fit, to allot, issue and grant options or any other rights exercisable for, authorised but unissued shares in the Company from time to time on such terms as may be determined by the board in its discretion, for such monetary or other consideration (whether payable in cash or otherwise) and to such person or persons as they in their discretion deem fit, but subject to the JSE Listings Requirements. Such authority shall be valid until the next AGM.

Explanatory information in respect of ordinary resolution number 9

The resolution authorises the board, subject to the JSE Listings Requirements, to issue, or grant rights exercisable for, the unissued authorised shares of the Company. Such authority shall endure until the forthcoming AGM of the Company (at which time this authority shall lapse, unless it is renewed at the aforementioned AGM).

Issue of shares for cash

Ordinary resolution number 10

“It is resolved that, subject to the passing of ordinary resolution number 9, 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 shares (and/or any options or convertible securities that are convertible into an existing class of securities) for cash as they in their discretion may deem fit, subject to the provisions of the Company’s Constitution, and the JSE Listings Requirements, provided that:

- the approval shall be valid until the date of the next AGM of the Company, provided it shall not extend beyond 15 months from the date of this resolution;
- the general issue of shares for cash under this authority may not exceed, in the aggregate, 15% of the Company’s issued share capital, excluding treasury shares, as at the date of this notice of AGM. The calculation of the Company’s listed equity securities is a factual assessment of the listed equity securities as at the date of this notice

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of AGM, excluding treasury shares. As at the date of this notice of AGM, 15% of the issued shares of the Company, excluding treasury shares, amounts to 15 716 422 shares. Any shares issued under this authority prior to this authority lapsing shall be deducted from the 15 716 422 shares the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority. In the event of a subdivision or consolidation of shares, prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;

- in determining the price at which an issue of shares will be made in terms of this authority, the price (taking into consideration both the nominal value and the premium) shall not be lower than 90% of the weighted average traded price of such shares over the 30-business-day period prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded daily over such 30-business-day period;
- any such general issue will only be made to public Shareholders, as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements, and not to related parties;
- any such general issues are subject to exchange control regulations and approval at that point in time;
- any such issue will only comprise securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- in the event that the securities issued represent, on a cumulative basis within the period of this authority, 5% or more of the number of securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on the Stock Exchange News Service.”

In terms of the JSE Listings Requirements, in order for ordinary resolution number 10 to be adopted, the support of at least 75% of the total number of votes cast by Shareholders, present in person or by proxy, is required to pass this resolution.

Explanatory information in respect of ordinary resolution number 10

For listed entities wishing to issue shares for cash (other than issues by way of rights offers, in

consideration for acquisitions and/or duly approved share incentive schemes), it is necessary for the board of the Company to obtain the prior authority of the Shareholders in accordance with the JSE Listings Requirements and the Constitution. Accordingly, the reason for ordinary resolution number 10 is to obtain a general authority from Shareholders to issue shares for cash in compliance with the JSE Listings Requirements and the Constitution.

The resolution authorises the board, subject to the Constitution, the JSE Listings Requirements and the Mauritian Companies Act, to issue, or grant rights exercisable for, the shares of the Company. Such authority shall endure until the next AGM of the Company (at which time this authority shall lapse, unless it is renewed at the aforementioned AGM), provided that the authority shall not endure beyond 15 months after the date of this resolution.

Directors' fees

Ordinary resolution number 11

“It is hereby resolved that payment of the following fees to each non-executive director for his/her services as director is hereby authorised up to a maximum amount of US Dollars 40 000.00 (forty thousand US Dollars) per annum for the year ending 31 December 2021.”

Explanatory information in respect of ordinary resolution number 11

The resolution obtains the advance approval of the Shareholders for the fees of the non-executive directors for their services as directors of the Company.

Remuneration policy and implementation report

Ordinary resolution number 12

“The Group’s remuneration policy, as set out in the integrated annual report (excluding the remuneration of the non-executive directors for their services as directors and members of the board committees), is hereby endorsed by way of a non-binding advisory vote.”

For details of the remuneration policy, please refer to pages 97 to 100 of the integrated annual report.

Ordinary resolution number 13

“The Group’s remuneration implementation report, as set out in the integrated annual report, is hereby endorsed by way of a non-binding advisory vote.”

For details of the remuneration implementation report, please refer to pages 101 to 105 of the integrated annual report.

Explanatory information in respect of ordinary resolution number 12 and ordinary resolution number 13

In terms of principle 14 contained in King IV™, the Company's remuneration policy and implementation report should be tabled to the Shareholders for separate non-binding advisory votes at the AGM. This vote enables Shareholders to express their views on the remuneration policies adopted and on their implementation.

Accordingly, the Shareholders are requested to endorse the Group's remuneration policy and implementation report, respectively, by way of separate non-binding advisory votes in the same manner as an ordinary resolution. As the votes on this endorsement are non-binding the results will not be binding on the board. However, the board will take cognisance of the outcome of the vote when considering its remuneration policy and implementation report in future.

The remuneration policy contains the measures that the Company will take if 25% or more of votes are cast against the policy or implementation report at the AGM.

General authority to repurchase shares

Special resolution number 1

"It is hereby resolved, as a special resolution, that the board be and is hereby authorised, by way of a renewable general authority, to approve the repurchase from time to time of its own issued ordinary shares by the Company, or approve the purchase of ordinary shares in the Company by any subsidiary of the Company upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but always subject to the provisions of the Mauritian Companies Act, the Constitution and the JSE Listings Requirements, when applicable, and any other relevant authority, provided that:

- a resolution has been passed by the board confirming that the board has authorised any proposed repurchase, that the Company and its subsidiaries passed the solvency and liquidity test as set out in section 6 of the Mauritian Companies Act and that, since the application of such test, there have been no material changes to the financial position of the Group;
- the authority hereby granted shall be valid only until the next AGM or for 15 months from the date

of this special resolution, whichever period is the shorter;

- the general repurchase of shares will 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 (reported trades are prohibited);
- repurchases may not be made at a price greater than 10% above the weighted average of the market value of the Company's shares over the five business days immediately preceding the date of the repurchase of such ordinary shares by the Company. The JSE should be consulted for a ruling if the Company's securities have not traded in such five-business-day period;
- the repurchase of ordinary shares in aggregate in any one financial year does not exceed 5% of the Company's issued ordinary share capital as at the beginning of that financial year;
- the Company or subsidiaries are not repurchasing securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless the Company has in place a repurchase programme, as contemplated in paragraph 5.72(h) of the JSE Listings Requirements, where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has 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 Company's securities independently of, and uninfluenced by, the Company prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- when the Company has cumulatively repurchased 3% of the initial number (the number of that class of shares in issue at the time that the general authority from Shareholders is granted) of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter, an announcement in compliance with paragraph 11.27 of the JSE Listings Requirements will be made;
- at any point in time, the Company will only appoint one agent to effect any repurchase(s) on its behalf;
- any such general repurchases are subject to exchange control regulations and approval at that point in time;

NOTICE OF ANNUAL GENERAL MEETING (continued)

- any such general repurchase will be subject to the applicable provisions of the Mauritian Companies Act; and
- the number of shares purchased and held by a subsidiary or subsidiaries of the Company shall not exceed 5% in the aggregate of the number of issued shares in the Company at the relevant times.”

Reason and effect

The purpose of this resolution is to authorise the Company and any of its subsidiaries, by way of general approval, to repurchase the Company's issued shares on the terms and conditions and in such amounts to be determined from time to time by the directors, subject to the limitations set out above.

Statement of board's intention

The directors have no specific intention to effect the provisions of this special resolution but will continually review the Group's position. Any consideration to effect the provisions of the special resolution will take into account the prevailing circumstances and market conditions.

Statement of directors

As per the JSE Listings Requirements, the Company's directors, after considering the effect of the maximum repurchase, are of the opinion that:

- the Company and the Group will be in a position to repay their debts in the ordinary course of business for a period of 12 months following the date of the notice of AGM;
- the assets of the Company and the Group, being fairly valued in accordance with International Financial Reporting Standards, will be in excess of the liabilities of the Company and the Group for a period of 12 months following the date of the notice of AGM (for this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the Company's latest audited annual group financial statements);
- the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months following the date of the notice of AGM; and
- the available working capital will be adequate for ordinary business purposes of the Company and the Group for a period of 12 months following the date of the notice of AGM.

Other disclosure in terms of paragraph 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosure in support of this special resolution number 1:

- Major shareholders of the Company:

In so far as is known to the Company, the name of any Shareholder, other than a director, that, directly or indirectly, is beneficially interested in 5% or more of a class of securities issued by the Company, together with the amount of each of such Shareholder's interest, is set out in the table below:

	2019	
	Number of shares	%
GFM Limited	73 449 531	69.7
ADP II Holdings 3 Limited	23 031 927	21.9
	96 481 458	91.6

- The total authorised and issued share capital of the Company as at the date of this notice of AGM is set out in the table below:

	2019 Rm	2018 Rm
Authorised		
200 000 000 (2018: 200 000 000) ordinary shares at one cent par value	2	2
Issued		
105 376 146 (2018: 104 909 401) ordinary shares at one cent par value	1	1
Stated and share capital	1	1

	2019 Millions	2018 Millions
Reconciliation of movement in issued shares:		
Number of issued shares at the beginning of the year	104.9	104.8
Shares issued	0.5	0.1
Sub-total	105.4	104.9
Treasury shares held within the Group	(1.0)	(0.6)
Number of issued shares, net of treasury shares	104.4	104.3
Treasury shares as a % of issued shares	1.0	0.6

Directors' responsibility statement

The directors, whose names are given on page 9 of this notice, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution 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 special resolution contains all information required by law and the JSE Listings Requirements.

No material changes to report

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the financial position or trading position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of this notice of AGM.

General

Shareholders are informed that:

- a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy) to attend, participate in and speak and vote at the AGM in the place of the Shareholder, and Shareholders are referred to the form of proxy included with this notice of AGM;
 - a proxy need not also be a Shareholder of the Company;
 - the proxy may delegate the authority granted to him/her/it as proxy, subject to any restriction in the form of proxy itself;
 - a Shareholder entitled to vote may appoint more than 1 (one) proxy to exercise voting rights attached to different shares held by that Shareholder entitled to vote in respect of any Shareholders' meeting and may appoint more than 1 (one) proxy to exercise voting rights attached to different shares held by the Shareholder which entitle him/her/it to vote;
 - Shareholders who wish to appoint proxies are required to complete and return the form of proxy to reach the registered office of the Company and/or via the company secretary: governance@homechoiceinternational.com **at least 48 hours** before the appointed time of the meeting. Alternatively, the form of proxy may be handed to the chairman of the AGM at any time prior to the commencement of the AGM; and
- any person attending or participating in a meeting of Shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as Shareholder or as proxy for a Shareholder) has been reasonably verified. Acceptable forms of identification include valid identity documents, driver's licences and passports.

Electronic participation

Shareholders are advised that they, or their proxies, will be able to participate in, but not to vote at, the AGM by way of electronic communication. A limited number of telecommunication lines will be made available for this purpose.

Shareholders who wish to participate by way of electronic communication must register such request in writing with the company secretary (governance@homechoiceinternational.com) by no later than **13:00 on Thursday, 25 June 2020** and provide their e-mail and cell phone contact details.

Each participant will be contacted in advance of the meeting via e-mail and/or SMS and will be provided with a code and the relevant telephone number to allow them to dial in to the AGM.

The cost of the Shareholder's phone call will be for his/her own expense. By registering the abovementioned request, the Shareholder acknowledges that the telecommunication lines are provided by a third party and indemnifies and holds the Company harmless against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines whether or not the problem is caused by any act or omission on the part of the Shareholder, the Company, the third-party service provider, or anyone else.

By order of the board

Sanlam Trustees International Limited

Company Secretary

Mauritius

27 May 2020

NOTICE OF ANNUAL GENERAL MEETING (continued)

Annexure 1

BRIEF CURRICULA VITAE OF DIRECTORS STANDING FOR ELECTION OF CHAIRPERSON OF THE BOARD, LEAD INDEPENDENT DIRECTOR, RE-ELECTION TO THE BOARD AND APPOINTMENT TO THE AUDIT AND RISK COMMITTEE

Amanda Chorn (61)

Independent non-executive director

BA, LLB, LLM

Member of the audit and risk committee

Appointed 12 November 2014

Amanda is an attorney of the High Court of South Africa and currently resides in the United Kingdom where she is a director of companies. Amanda is also a non-executive director of Spur Corporate Limited. Amanda is co-founder of a group providing private office services to clients, including portfolio management and international structuring.

Eduardo Garcia-Gutierrez (52)

Non-executive director

BSc (Med) (Hons), PGDipAcc, CA(SA)

Chairman of the social and ethics committee and member of the remuneration committee

Appointed 12 November 2014

Eduardo is a partner of Development Partners International LLP, an investment adviser to private equity funds that invest across Africa and has over 20 years of African private equity experience. Eduardo has served on the board of directors of numerous public and private companies in South Africa and elsewhere. He was an executive director of Brait South Africa Limited and Brait's private equity division, playing a leading role in several landmark South African private equity transactions. Prior to Brait, Eduardo was a corporate finance manager at JCI Limited.

Pierre Joubert (54)

Independent non-executive director

BCom, CA(SA)

Member of the audit and risk committee

Appointed 9 May 2019

Executive director and CEO of Universal Partners limited, an investment holding company listed on the Mauritian Stock Exchange and JSE AltX, South Africa.

Prior to joining Universal Partners, Pierre was the chief investment officer of the Richmark Group of companies, which he joined in November 2015.

Previously he spent 13 years at Rand Merchant Bank (RMB) fulfilling various roles including senior transactor in the Corporate Finance division, head of the Equities and co-head of the Global Markets divisions. Pierre is a member of the RMB investment committee, a position he has held for 16 years. He is also a member of the Ashburton Private Equity Fund 1 investment committee.

Pierre held various executive positions at Connection Group Holdings Limited including that of chief executive officer of Connection Group for four years, leading the successful turnaround of the business that culminated in the group being acquired by JD Group Limited.

Robert Hain (67)

Independent non-executive director

BA (Social Sciences), MLitt (Social Sciences)

Member of the audit and risk committee

Appointed 12 November 2014

Robert has enjoyed a career in the personal financial services business in the United Kingdom, North America and Europe and is the former chief executive officer of Invesco Perpetual. In addition, he has had senior executive responsibilities with asset management businesses in Canada and Europe, and was responsible for significant acquisitions, integrations and innovations throughout his career. He serves on the boards of several financial services companies in the UK, Europe and the United States, and is a graduate of the University of Toronto and Oxford University.

Shirley Maltz (48)

Executive director

BCom, CPE, LPC

Appointed 12 November 2014

Shirley joined the Group in 2001, overseeing the credit and operations division, as well as all marketing activities. In 2007 she was appointed chief executive officer of the retail division and appointed Group chief executive officer of HomeChoice Holdings in 2013. Most recently Shirley was the Group chief executive officer – South Africa.

Prior to joining the group, Shirley was a fund manager at Mercury Asset Management (SA) and Fleming Martin (SA).

ADMINISTRATION

Country of incorporation
Republic of Mauritius

Date of incorporation in Mauritius (previously domiciled in Malta)
9 April 2020

Company registration number
C171926

Registered office
C/O Sanlam Trustees International Limited
Labourdonnais Village
Mapou, Mauritius

Company secretary
Sanlam Trustees International Limited

Auditors
PricewaterhouseCoopers

Corporate bank
Butterfield Bank (Jersey) Limited

JSE listing details
Share code: HIL
ISIN: MT0000850108

Sponsor
Rand Merchant Bank, a division of FirstRand Bank Limited

Transfer secretaries
Computershare Investor Services Proprietary Limited

DIRECTORATE

Non-executive directors

S Portelli (chairman), A Chorn, C Rapa, E Gutierrez-Garcia*, R Hain, P Joubert, A Ogunsanya (alternate)*
* Non-independent

Executive directors

G Lartigue (chief executive officer), P Burnett, S Maltz

