

LONG4LIFE LIMITED (“the Company” or “L4L”)

Registration number: 2016/216015/06

Share code: L4L

ISIN: ZAE000243119

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first annual general meeting of shareholders of L4L will be held at the Company’s offices on the 7th Floor, Rosebank Towers, 13–15 Biermann Avenue, Rosebank, Johannesburg on Monday, 28 August 2017 at 09:00.

The following business will be transacted and resolutions proposed, with or without modification:

ORDINARY BUSINESS**1. ANNUAL FINANCIAL STATEMENTS**

Presentation of the audited consolidated and separate financial statements for the nine-month period ended 31 March 2017, as approved by the board of directors of the Company, including the directors’ report, independent external auditor’s report and the report of the Audit and Risk Committee of the Company, as published on the Company’s website, www.long4life.co.za.

2. NOMINATION AND REMUNERATION COMMITTEE

L4L’s Nomination and Remuneration Committee was established on 28 March 2017 prior to the listing of the Company, but did not meet prior to the end of the reporting period. The first remuneration report will be published in the Company’s 2018 integrated report.

3. SOCIAL AND ETHICS COMMITTEE

L4L’s Social and Ethics Committee was established on 29 March 2017 prior to the listing of the Company, but did not meet prior to the end of the reporting period. The first social and ethics report will be published in the Company’s 2018 integrated report.

4. RE-ELECTION OF DIRECTORS: Ordinary resolutions 1.1 – 1.8

In terms of clause 27.3.2 of the Company’s Memorandum of Incorporation and LR10.16(g) of the Listings Requirements of the JSE Limited, all directors are required to retire at the first annual general meeting. Brief biographies of the retiring directors appear on pages 5 to 7 of the audited financial statements.

4.1 Ordinary resolution number 1.1

“Resolved that Mr G W Dempster who retires and being eligible and willing, be and is hereby re-elected as an independent non-executive director of the Company.”

4.2 Ordinary resolution number 1.2

“Resolved that Mr C S Datnow who retires and being eligible and willing, be and is hereby re-elected as an independent non-executive director of the Company.”

4.3 Ordinary resolution number 1.3

“Resolved that Ms T Abdool-Samad who retires and being eligible and willing, be and is hereby re-elected as an independent non-executive director of the Company.”

4.4 Ordinary resolution number 1.4

“Resolved that Mr L I Jacobs who retires and being eligible and willing, be and is hereby re-elected as an independent non-executive director of the Company.”

4.5 Ordinary resolution number 1.5

“Resolved that Mr B Joffe who retires and being eligible and willing, be and is hereby re-elected as an executive director of the Company.

4.6 Ordinary resolution number 1.6

“Resolved that Mr P R Riskowitz who retires and being eligible and willing, be and is hereby re-elected as an executive director of the Company.”

4.7 Ordinary resolution number 1.7

“Resolved that Mr K A Hedderwick who retires and being eligible and willing, be and is hereby re-elected as an executive director of the Company.”

4.8 Ordinary resolution number 1.8

“Resolved that Mr J Joffe who retires as an alternate director and being eligible and willing, be and is hereby re-elected as an alternate director to Mr C S Datnow.”

5. REAPPOINTMENT OF EXTERNAL AUDITORS: Ordinary resolution number 2

“Resolved that the reappointment of the auditors, Deloitte and Touche, as independent auditors of the Company and Mr J Welch as the designated auditor partner, for the financial year ending 31 March 2018, be and is hereby approved.”

6. APPOINTMENT OF AUDIT AND RISK COMMITTEE MEMBERS: Ordinary resolution number 3

“**Resolved that** in terms of section 94(4) of the Companies Act No 71 of 2008 (the Companies Act), the following independent non-executive directors of the Company, who fulfil the requirement of section 94(4) of the Companies Act, be and are hereby elected (by way of separate ordinary resolutions) as the members of the Company’s Audit and Risk Committee, to hold office until the conclusion of the next annual general meeting:

- T Abdool-Samad (Chairman)
- C S Datnow
- L I Jacobs”

6. APPROVAL OF REMUNERATION POLICY: Ordinary resolution number 4

L4L’s remuneration policy, which can be viewed on the Company’s website at www.long4life.co.za, is hereby submitted to shareholders for a non-binding advisory vote in terms of the recommendation in the Code on Corporate Governance for South Africa 2016 (“King IV”). In view of the fact that the Company was only listed on 7 April 2017, it is premature to prepare an implementation report. An implementation report will be published in the Company’s 2018 integrated report.

“**Resolved that** the remuneration policy be and is hereby approved by way of a non-binding advisory vote.”

7. GENERAL AUTHORITY TO ISSUE SHARES FOR CASH: Ordinary resolution number 5:

“**Resolved that** subject to the restrictions set out below, the directors be and are hereby authorised pursuant, *inter alia*, to the provisions of the Companies Act and the JSE Listings Requirements, until this authority lapses at the next annual general meeting of the Company, unless it is then renewed at the next annual general meeting of the Company, provided that it shall not extend beyond 15 (fifteen) months from the date of this resolution, to allot and issue ordinary shares for cash on the following basis:

- the allotment and issue of the ordinary shares must be made to persons qualifying as public shareholders and not to related parties as defined in the JSE Listings Requirements;
- 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 shares or rights that are convertible into a class already in issue;
- the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 10% of the issued ordinary shares (excluding treasury shares) as at the date of this notice of annual general meeting, being 40 525 010 ordinary shares, provided that:
 - any shares issued under this authority prior to this authority lapsing

shall be deducted from the aforesaid maximum number of ordinary 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 sub-division or consolidation of ordinary shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- the maximum discount at which ordinary shares may be issued is 10% (ten percent) of the volume weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the Company and the party/(ies) subscribing for the shares; and
- after the Company has issued shares for cash which represent, on a cumulative basis within a financial year, 5% (five percent) or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of the issue (including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 (thirty) business days prior to the date that the price of the issue is agreed in writing between the Company and the party/ies subscribing for the shares and an explanation, including supporting documentation (if any), of the intended use of the funds)."

Additional information in respect of ordinary resolution number 5

Approval of this ordinary resolution is obtained by achieving a 75% majority of the votes cast in favour of this resolution at the annual general meeting by all equity security holders entitled to vote thereon and present or represented by proxy.

SPECIAL BUSINESS

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

GENERAL AUTHORITY TO REPURCHASE COMPANY SHARES: Special resolution number 1

“RESOLVED THAT the Company or any of its subsidiaries be and are hereby authorised by way of a general authority pursuant, *inter alia*, to sections 46 and 48 of the Companies Act, until this authority lapses at the next annual general meeting of the Company, unless it is then renewed at the next annual general meeting of the Company, and provided that this authority shall not extend beyond 15 months from the date of passing this special resolution, for the Company or any subsidiary of the Company to acquire shares of the Company, subject to the JSE Listings Requirements on the following basis:

- repurchases of shares must be effected through the order book operated by the JSE

- trading system, and done without any prior understanding or arrangement between the Company and the counterparty;
- at any point in time, the Company may only appoint one agent to effect repurchases on its behalf;
 - the Company (or any subsidiary) must be authorised thereto in its Memorandum of Incorporation;
 - the number of ordinary shares which may be acquired pursuant to this authority in any financial year (the current financial year having commenced on 1 April 2017) may not in the aggregate exceed 10% (ten percent) of the number of issued shares of the Company;
 - repurchases of shares may not be made at a price more than 10% (ten percent) above the weighted average of the market value on the JSE of the shares in question for the 5 (five) business days immediately preceding the repurchase;
 - repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the Listings Requirements) unless a repurchase programme (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) is in place and has been submitted to the JSE in writing prior to the commencement of the prohibited period;
 - after the Company has acquired shares which constitute, on a cumulative basis, 3% (three percent) of the number of shares in issue (at the time that authority from shareholders for the repurchase is granted), the Company shall publish an announcement containing full details of such repurchases; and
 - the board of directors of the Company must resolve that the repurchase is authorised, the Company and its subsidiaries have passed the solvency and liquidity test as set out in section 4 of the Companies Act, and since that test was performed, there have been no material changes to the financial position of the Company.”

Reason for and effect of special resolution number 1:

The reason for and effect of special resolution number 1 is to grant the Company's board of directors a general authority to approve the Company's repurchase of its own ordinary shares and to permit a subsidiary of the Company to purchase ordinary shares in the Company.

For the purposes of considering special resolution number 1 and in compliance with the JSE Listings Requirements, the following disclosures are contained in the audited financial statements:

- sole shareholder of the Company, page 3
- share capital of the Company, pages 14 and 29

Directors' responsibility statement

The directors, whose names appear on page 3 of the audited financial statements, collectively and individually certify to the best of their knowledge and belief, that there are no other facts, the

omission of which would make any statement false or misleading, that they have made all reasonable enquiries in this regard and that this resolution contains all information required by law and the JSE Listings Requirements.

Litigation statement

There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Company is aware) which may have or have had a material effect on the Company and the L4L group's financial position.

Material change

Other than the facts and developments reported on in the audited financial statements and in any SENS announcements released by the Company, there has been no material change in the trading or financial position of the Company and its subsidiaries since the date of signature of the independent auditor's report contained in the audited financial statements and up to the date of this notice.

NON-EXECUTIVE DIRECTORS' REMUNERATION FOR SERVICE AS DIRECTORS: Special resolution number 2

"Resolved that in terms of sections 66(8) and 66(9) of the Companies Act, the following non-executive directors' remuneration, excluding VAT where applicable, for their service as directors with effect from 28 August 2017 be and it is hereby approved:

Board	Per meeting
Chairman	R50 000
Non-executive directors	R40 000
Committees	
<i>Audit and Risk Committee</i>	
Chairman	R40 000
Member	R30 000
<i>Nomination and Remuneration Committee</i>	
Chairman	R25 000
Member	R20 000
<i>Social and Ethics Committee</i>	
Chairman	R25 000
Member	R20 000
<i>Acquisitions Committee</i>	
Chairman	R25 000

Member

R20 000”

Reason for and effect of special resolution number 2:

The reason for and effect of special resolution number 2 is to approve the payment of remuneration to non-executive directors for their services as directors. As executive directors are not specifically remunerated for their services as directors, but rather as employees of the Company, this resolution only provides approval of the remuneration to be paid to non-executive directors for their services as directors of the Company.

**DIRECTORS' AUTHORITY TO IMPLEMENT SPECIAL AND ORDINARY RESOLUTIONS:
Ordinary resolution number 6:**

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

SALIENT DATES

Important issue	Date
Audited financial statements uploaded on www.long4life.co.za	Friday, 26 May 2017
Record date for receipt of notice of AGM	Friday, 14 July 2017
Post AGM notice and audited financial statements	Thursday, 27 July 2017
Last day to trade in order to be eligible to participate in and vote at the AGM	Tuesday, 15 August 2017
Record date to determine which Long4Life shareholders are entitled to participate in and vote at the AGM	Friday, 18 August 2017
Last day to lodge forms of proxy with the transfer secretaries for the AGM	Thursday, 24 August 2017
Hand proxy to Chairman prior to the commencement of the meeting if not lodged by 24 August 2017	Monday, 28 August 2017
AGM to be held at 09:00	Monday, 28 August 2017
Results of AGM released on SENS on	Monday, 28 August 2017

Approval required for resolutions

Ordinary resolutions numbers 1 to 4 and resolution number 6 contained in this notice of annual general meeting require the approval of more than 50% of the votes exercised on the resolutions by shareholders present or represented by proxy at the annual general meeting, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements.

Ordinary resolution number 5 and special resolutions numbers 1 and 2 contained in this notice of annual general meeting require the approval of at least 75% of the votes exercised on the resolutions by shareholders present or represented by proxy at the annual general meeting subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements.

Shareholders are advised that pursuant to the passing of Ordinary Resolution Number 6 prior to the listing of the Company on the exchange operated by the JSE, all of the authorised but unissued share capital of the Company was placed under the control and authority of the directors and the directors were authorised to issue such shares subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements. Details of said Ordinary Resolution Number 6 were contained in the Pre-Listing Statement of 31 March 2017 ("**PLS**"), which PLS is available on the Company's website. Accordingly, all of the authorised but unissued shares remain under the authority and control of the directors pursuant to the aforesaid approval, which shares the directors are authorised to issue subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements, where applicable.

Attendance and voting by shareholders and proxies

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration, are entitled to attend and vote at the annual general meeting, and are entitled to appoint a proxy or proxies (for which purpose a form of proxy is attached hereto) to attend, speak and vote in their stead. The person appointed as a proxy need not be a shareholder of the Company. Proxy forms must be lodged with the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg or posted to the transfer secretaries at P O Box 61051, Marshalltown, 2017, South Africa, to be received by them not later than 09:00 on Thursday, 24 August 2017. Any forms of proxy not lodged by this time must be handed to the Chairman of the meeting prior to the commencement of the annual general meeting.

Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

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

cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the ordinary shareholder.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with “own name” registration, should contact their central securities depository participant (CSDP) or broker in the manner and time stipulated in their agreement to provide them with their voting instructions or if they wish to attend the meeting, to obtain the necessary letter of representation to do so.

There is no electronic participation or voting available for this meeting.

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

A shareholder represented by a proxy has the following rights:

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

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

- the shareholder; or
 - the proxy or proxies,
- if the shareholder has:
- directed the Company to do so in writing; and

- paid any reasonable fee charged by the Company to do so.

Proof of identification required

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

By order of the board of directors

Company Secretary

Represented by TMF Corporate Services
(South Africa) Proprietary Limited

Per **Joanne Matisonn**

27 July 2017