MULTICHOICE SOUTH AFRICA HOLDINGS PROPRIETARY LIMITED
('the Company' or 'MultiChoice')
Registration No: 2006/015293/07
(Incorporated in the Republic of South Africa)

MINUTES OF THE 17th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON WEDNESDAY 23 AUGUST 2023 AT 11:00 (SAST) AT MULTICHOICE CITY, 144 BRAM FISCHER DRIVER, FERNDALE, RANDBURG

PRESENT:

134 shareholders representing 247 039 number of voting rights were physically present. 551 shareholder proxies representing 301 171 763 number of voting rights were received in favour of the meeting Chair.

Total voting rights represented including proxies: 301 418 802 (83.73% of the total issued share capital of the Company).

Directorate:
Imtiaz Patel (meeting Chair),
Mandla Langa, Chair of Phuthuma Nathi
Calvo Mawela, MultiChoice Group CEO
Tim Jacobs, MultiChoice Group CFO
James du Preez, MCSA director
Christine Sabwa, MCSA director
Louisa Stephens, MCSA director
Advocate Kgomotso Moroka, MCSA director
Elias Masilela, MCSA director.

MultiChoice South Africa representatives:
Byron du Plessis, MultiChoice Corporate CFO.

Auditors:
PricewaterhouseCoopers Inc. (PwC), represented by Alinah Motaung and Deon Storm.
Ernst and Young Inc (EY), represented by Charles Trollope, Chandre Jenkins and Mbalenhle Hadebe
Group Company secretary: Carmen Miller.

Meeting administrative attendees:
Puseletso Senne, Janice Ohlson and Tebogo Nsibande

Transfer secretaries:
Singular Systems (Pty) Ltd represented by Grant Bailey and Gaisano Mogorosi.

Electronic voting specialist:
Evaluate Interactive represented by Brenda Caplen and Nicholas Ranger

WELCOME AND INTRODUCTION:

Ms Carol Tshabalala, master of ceremonies, welcomed all present.

As the meeting was hosted in English, where necessary, information was translated in siSotho by Jacob Moikanyang and isiZulu by Milford Nkuna.

Ms Tshabalala introduced the members of the panel and welcomed them to the AGM.

Auditors from EY were present to verify the outcomes of the voting. As this was the last year of the PwC audit term, they were also present to facilitate continuity.

Ms Tshabalala then introduced Mr Imtiaz Patel, Chair of MultiChoice Group and MultiChoice South Africa Holdings Proprietary Limited.

CHAIR ADDRESS:

The Chair welcomed shareholders. Mr Patel also welcomed the MultiChoice and Phuthuma Nathi directors to the meeting as well as the MultiChoice executives that were in attendance. The Chair extended a heartfelt welcome to the two international industry experts, Andrea Zappia and Debbie Klein, who have been nominated as new independent non-executive directors. He expressed his confidence that they would bring a wealth of global pay-tv, streaming and technology experience to diversify skills, knowledge and insights to the board.

The Chair highlighted that the global environment was particularly challenging with Geo-political tensions, the Russian -Ukraine conflict, high inflation impacting energy and food prices, supply chains battling to get back to normal and many countries dramatically raising interest rates and the loadshedding crisis in South Africa. All these factors dramatically impacted the cost of living for most people across the globe which had a direct impact on the MultiChoice business.

The Chair thanked Mr. Mawela and his team for their effort and on-going commitment despite these challenges.

The Chair remarked that while traditional linear pay-TV is being disrupted around the globe, the management team, with the support of the board, have made bold moves in adjusting the strategy accordingly for the changing technology trends and the ever-evolving customer preferences.

Lastly, the Chair reiterated that despite the challenging economic environment that also affects the Phuthuma Nathi shareholders, the board have recommended a dividend, albeit a slightly reduced one. The board is cognizant of balancing out the need to pay a dividend in this tough environment with the need for the business to be strong and sustainable in the long run.

The Chair thanked the shareholders for partnering with the business to transform MultiChoice South Africa into a business that is truly representative of the people of South Africa.

The Chair then handed over to Calvo Mawela, the MultiChoice Group Chief Executive Officer.

CEO: MULTICHOICE SOUTH AFRICA BUSINESS PRESENTATION:

Mr Mawela provided an operational review. The following key points were noted:

- Phuthuma Nathi is one of the successful BBBEE scheme in South Africa and continues to bring value to the shareholders year on year.

- The challenging macro-economic has impacted the subscriber numbers as follows:

    - The DStv subscriber base declined by 54 000.
    - DStv Premium decreased by 64 000.
    - DStv Compact was the hardest hit resulting in a decrease by 244 000.
    - DStv Access has continued to perform well increasing its subscriber base by 223 000.
    - Active DStv insurance policies have increased by19%.

- MultiChoice invests heavily in the local television production industry and is the biggest funder of local content in Africa. Over 50% of total general entertainment spend is on local content. The local content library is now just over 76 000 hours. An example of such an investment was in Shaka iLembe series which was a monumental production that took 6 years through the consultations with historians, academics and family descendants of Shaka iLembe. The show hit a record viewership across DStv in South Africa and reached number 1 on the DStv app across Zambia, Zimbabwe, Botswana, Namibia and other African countries. Mr. Mawela thanked the production team for their outstanding work.

- SuperSport is Africa's leading sports broadcaster and continues to bring our customers the best sport from around the world. In the past year, SuperSport has produced over 1 000 live professional sports broadcasts across all its channels which included FIFA World Cup, SA20 cricket tournament, the women's AFCON to name a few. Mr Mawela paused to commend the all-female production crew for their exceptional work in producing the best Netball World Cup.

- MultiChoice continues to give customers a wider choice of local and international content and the convenience of accessing it from one place – a one stop video entertainment hub. The Company has launched DStv Streama and added Disney +, Universal+ and Britbox to the DStv Explora Ultra Decoder.

- MultiChoice has maintained its level 1 B-BBEE status since 2019, with 88% of its employees being black and 53% being women.
- MultiChoice has contributed to SA in the past year as follows:
  - Employed 3 644 employees permanently, 53% being women.
  - Made a total tax contribution of R5.5bn
  - Spent R284 million on CSI projects.
  - Created more than 22 676 job opportunities.

- The MultiChoice Innovation Fund offers black-majority-owned startups and businesses financial support, training and mentoring. To date the fund has disbursed R379 million. In the past year, MultiChoice has:
  - Spent R12 billion on procurement with local suppliers.
  - Spent R2.6 billion on small and medium enterprises.
  - Paid R2 billion to suppliers with black female ownership of at least 30%

- MultiChoice also launched the MultiChoice Accelerator programme to assist majority-black-owned startups to pitch their business ideas to global venture capitalists. Six startups were taken to Dubai to pitch their ideas to global investors, and they secured funding of approximately R215 million. The Accelerator programme was also launched in Nigeria, Ghana, Kenya, Ethiopia, Zambia, Angola, Ivory Coast and Senegal.

- MultiChoice continues to invest in CSI initiatives which focus on developing the next generation of sports stars and filmmakers. Multipurpose sports fields in 38 schools were installed, 275 players from the DStv Diski Challenge were promoted to the PSL first teams, and 136 students were trained through the MultiChoice Talent Factory.

CFO PRESENTATION:

Mr Mawela introduced Byron du Plessis, the Chief Financial Officer of MultiChoice SA, who presented the SA group's financial results for the past year.

He highlighted the following:

- The 90-day subscriber base grew by almost 300 000, demonstrating that customers are still engaged with the products. The active subscriber base declined from 8.2 million to 8.1 million, which indicates that subscribers were connected less often which negatively impacted the subscription revenue.

- Total SA revenue decreased by 3% from R43.4 billion to R42.1 billion on the back of lower subscription revenue.

- Trading profit declined by 16% from R10.8bn to R9bn. The group's cost optimization programme removed a further R1bn of costs from the base in the financial year. This number would have been lower had management not made a concerted effort in this regard.

- Despite the challenging consumer and economic climate, the MultiChoice South Africa board has recommended a dividend of R5.5 billion to be declared to its shareholders again this year with the hopes that the dividend will go towards helping shareholders to navigate the current trying times. This dividend level was set considering the lower earnings in the group for the current year and forecasts of the group's earnings over the next few years.

- As Phuthuma Nathi owns 25% of MultiChoice SA, its share of the R5.5 billion dividend amounts to R1.375 billion. In turn, Phuthuma Nathi is declaring R1.375 billion in dividends to its shareholders, translating into an ordinary dividend of R20.37 per Phuthuma Nathi share, which means that:

    - the ordinary dividend shall be R20.37 per share;
    - as required by SA tax laws, a 20% dividend tax of R4.07 per share will be deducted before payment is made;
    - accordingly, shareholders will receive an amount of R16.30 per share.

  For example, if someone has 400 shares, they will receive R6 520 after tax.

- Dividends will be paid directly into shareholders' bank accounts in the first week of September 2023.

- Mr du Plessis further illustrated the success of the share scheme by explaining that if a shareholder had bought Phuthuma Nathi shares in 2006 at R10 per share, as at 4 August 2023 the value of these shares would now be R50 000 and the shareholder would have received total dividends to date amounting to R65 000. This means the investment return for such a shareholder would be R115 000, which is 29 times the initial investment. This reinforces the incredible success the Phuthuma Nathi scheme has delivered over the last 16 years.

- Mr du Plessis noted that Phuthuma Nathi remains the best BBBEE share scheme in the country, consistently delivering value for shareholders. Phuthuma Nathi has delivered an average dividend yield of 16% per year compared to an average of 8% for other BBBEE schemes.

- Mr du Plessis noted that the dividends declared to date is R16.4 billion and the additional R1.375 billion for this year will increase the total to R17.8 billion.

- Mr du Plessis noted that a large amount of dividends remained unclaimed by shareholders due to various reasons, such as shareholder's failing to notify Phuthuma Nathi of changes in banking details or failing to provide their latest B-BBEE certificates. In 2020, Phuthuma Nathi embarked on a nationwide campaign to find shareholders who have not claimed their dividends and more than R108 million of unclaimed dividends have been paid. However, there is still nearly R204m of unclaimed dividends.

- Mr du Plessis urged shareholders to update their details by contacting the Phuthuma Nathi Call Centre so that payment can be arranged.

- Mr du Plessis noted that the PwC audit term has ended. He thanked PwC for their contribution and welcomed the incoming audit firm EY

- Having concluded his presentation, Mr du Plessis handed back to Ms Tshabalala, who in turn welcomed the Chair back to the stage for the commencement of the formal business of the meeting.

ORDER OF PROCEEDINGS AND ELECTRONIC VOTING:

The Chair confirmed that a quorum was present and that the meeting was duly constituted. The meeting notice was distributed to shareholders on 21 July 2023 and was taken as read. The Chair advised that each shareholder present or represented by proxy shall be entitled to one vote for every share held.

The Chair then asked for any objections to the notice. No objections were noted.

<u>ORDINARY RESOLUTIONS</u>:

The Chair tabled and put forward the below ordinary resolutions, as set out in the meeting notice, without amendment, for approval by shareholders:

1. PRESENTING THE ANNUAL STATEMENT AND REPORTS:

To present, consider and accept the annual reporting suite (incorporating the integrated annual report, the consolidated annual financial statements (including, among others, the directors' report, the independent auditors' report and the audit committee report) for the financial year ended 31 March 2023

2. **ELECTION OF NEW NON-EXECUTIVE DIRECTORS**

To elected, by way of separate vote, for Deborah Klein and Andrea Zappia as new non-executive directors of MCSAH with effect from 1 September 2023.

3. **RE-ELECTION OF DIRECTORS:**

To re-elect, each by way of separate ordinary resolution, the directors named below:

2.1 Adv Kgomotso Ditsebe Moroka SC; and
2.2 Christine Sabwa;

The re-election of each of the directors was considered and voted on separately and carried out by way of separate ordinary resolutions.

4. **APPOINTMENT OF THE INDEPENDENT EXTERNAL AUDITOR:**

To appoint, on the recommendation of the Company's audit committee, the firm:

Ernst & Young Incorporated (EY) as independent registered external auditor of the Company (noting that Charles Trollope is the individual registered auditor of that firm who will undertake the audit) for the period 1 April 2023 until the next AGM.

5. **AUTHORISATION OF DISTRIBUTION:**

To authorise a distribution to shareholders of MCSA.

6. **AUTHORISATION TO IMPLEMENT RESOLUTIONS**

Each of the directors of the Company is authorised to do all things, perform all acts and sign all documents necessary or desirable to effect the implementation of the ordinary and special resolutions adopted at this AGM.

NON-BINDING ADVISORY RESOLUTIONS

The Chair tabled and put forward the below non-binding advisory resolutions, as set out in the meeting notice, without amendment, for approval by shareholders.

1. **ENDORSEMENT OF THE COMPANY'S REMUNERATION POLICY**

To endorse the Company's remuneration policy, as set out in the remuneration report in the integrated annual report.

2. **ENDORSEMENT OF THE IMPLEMENTATION OF THE COMPANY'S REMUNERATION POLICY**

To endorse the Company's implementation report relating to the payment of remuneration for the period which commenced on 1 April 2022 and ended on 31 March 2023, as set out in the remuneration report in the integrated annual report.

SPECIAL RESOLUTIONS:

The Chair tabled and put forward the below special resolutions, as set out in the meeting notice, without amendment, for approval by shareholders.

1. GENERAL AUTHORITY TO RE-PURCHASE A MAXIMUM OF 20% OF SHARES OF THE COMPANY	To authorise the board, by way of a renewable general authority, to approve the acquisition of the Company's shares by the Company or any subsidiary of the Company, upon such terms as the board may determine, in each instance in terms of and subject to the MOI and the Act.
2. AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE ACT	The board may authorise the Company to generally provide any financial assistance in the manner contemplated and subject to the provisions of section 44 of the Companies Act to a director or prescribed officer of the Company or of a related or inter-related Company subject to (i) and (ii) below or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes in terms of and subject to the MOI and the Act. This authority shall: (i) Include and also apply to the granting of financial assistance to a share incentive scheme of the group or the Company and such share-based incentive schemes that are established in future (collectively the group's share-based incentive schemes) and participants thereunder (which may include directors, future directors, prescribed officers and future prescribed officers of the Company or of a related or inter-related Company (participants)) 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, pursuant to the administration and implementation of the group share-based incentive schemes, in each instance on the terms applicable to the group's share-based incentive scheme in question. (ii) Be limited, in respect of directors and prescribed officers, to financial assistance in relation to the acquisition of securities as contemplated in (i).
3. AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE ACT	That the Company, as authorised by the board, may generally provide, in terms of and subject to the requirements of section 45 of the Companies Act, any direct or indirect financial assistance to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.
QUESTIONS FROM SHAREHOLDERS/ SHAREHOLDER REPRESENTATIVES:	Several questions were dealt with as set out in the annexure hereto.

VOTING: A video explaining how to use the voting devices used during the meeting was shown to shareholders. Voting was carried out by means of polling and EY verified the results of each resolution.

RESULTS OF THE VOTES: The auditors presented the Chair with the results of the votes, which had been verified by EY.

The Chair announced that all the resolutions put to the meeting had been carried with the required majority.

CLOSURE: The Chair thanked all present and declared the meeting closed.

------------------------------------- 2 November 2023 -------------------------------------

CHAIR **DATE**

ANNEXURE TO ANNUAL GENERAL MEETING MINUTES

PHUTHUMA NATHI
SHARE THE FUTURE

MULTICHOICE
South Africa Group

Q&A: from annual general meeting

23 August 2023

Response to questions on future expectations: **"It is company policy not to provide guidance, forecasts or forward-looking information"** **Response to any speculative type questions:** **"It is company policy not to comment on speculation"**

QUESTIONS ASKED AT THE MULTICHOICE SOUTH AFRICA HOLDINGS AGM
Question: **What caused the decreased in the cash flow at the end of 2023?**
Answer: The primary reason for the decrease is due to the discontinued operations. Showmax was included in SA Group structure. For accounting purpose, it is reflected as a discontinued operation and in September it will fall away completely.
Question: **What is the Company doing with regards to unclaimed dividends?**
Answer: Phuthuma Nathi has embarked on a nationwide media campaign which includes advertisements and social media to try find the shareholders. The campaign urged shareholders to update their details by contacting the Phuthuma Nathi Call Centre so that payment can be arranged.
Question: **At the beginning of the meeting, you stated that it was assumed that shareholders have received and read the notice and annual financial statements. I only became aware of it today.**
Answer: Notices were distributed a month prior to the meeting on 21 July 2023. We distribute the notices to all shareholders via their preferred channels (email or SMS or post). We urge you and other shareholders to make sure your details are updated.

Question: **I read in the newspaper that there are problems in Cameron and Malawi and cash extraction problems in some of the Africa countries?**
Answer: We operate in 50 countries and face a lot of issues. We are only struggling with cash extraction as there aren’t dollars in Nigeria. Management continues to find ways to extract cash from that market. With regards to Malawi, the regulatory climate has turned hostile resulting in our decision to withdraw the DStv service from the market. The matter is before the court and is pending judgement. We are also engaged in out-of-court settlement discussions with the regulator.
Question: Is there a dividend declared for MCG?
Answer: There is no dividend declared for MCG for various reasons namely the FX uncertainty at the moment and larger funding required to fund the Rest of Africa business due to the cash extraction challenges.
Question: **The cash flow is decreasing and will continue to decrease over the years. What then is the dividend policy?**
Answer: The free cashflow at MCSA is very volatile at the moment, however shareholders should not read too much into that as the team is working hard to create new products such as recently launched DStv stream to create bigger margins. There is no formal policy on dividend. Consideration is given to as to whether there is extra cash which can be given back to shareholders having regard to the solvency and liquidity of the company.