

BRAVURA HOLDINGS LIMITED
(Formerly CMB INTERNATIONAL LTD)
(Incorporated in the Republic of Mauritius)
(Registration number: C132144 C1/GBL)
Having its registered address at
c/o Intercontinental Trust Limited, Level 3, Alexander House,
35 Cybercity, Ebene 72201, Mauritius
SEM share code: CMBI.N0000
NSX share code: CMB
ISIN: MU0496N00003
("Bravura Holdings" or the "Company")



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of shareholders ("AGM") of **Bravura Holdings Limited** will be held on **27th September 2018 at 14h00 Mauritian Time (12h00 South African time)** at c/o Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius, for the purpose of presenting the Company's audited financial statements and annual report for the year ended 31st March 2018, together with the reports of the directors and the independent auditor, and transacting the following business:

1. Ordinary Resolution number 1:

THAT the audited financial statements and annual report of the Company and the notes thereto for the year ended 31st March 2018 (*copies of which are attached hereto*) be received and adopted;

2. Ordinary Resolution number 2.1-2.4:

THAT the following directors, who accordingly retire and offer themselves for re-election in accordance with section 22.4.1 of the Company's Constitution, be re-elected:

- 2.1. **Mr. Rajkamal Taposeea**
Independent Non-Executive Director (Mauritian)
- 2.2. **Mr. Uday Kumar Gujadhur;**
Non-Executive Director (Mauritian)
- 2.3. **Mrs. Soria Maria Hay**
Executive Director (South African)
- 2.4. **Mr. Kamben Pyneesamy Padayachy**
Independent Non-Executive Director (Mauritian)

3. Ordinary Resolution number 3:

THAT KPMG be appointed as the independent auditor of the Company for the financial year ending 31st March 2019 and until the conclusion of the Company's next AGM;

4. Ordinary Resolution number 4:

THAT the Board of Directors of Bravura Holdings (the "**Board**") be authorised to determine the remuneration of the independent auditor;

5. Ordinary Resolution number 5:

THAT fees to be paid by the Company to the independent non-executive directors for their services rendered as directors (*as per Annexure 1*) per year of service or a pro rata share thereof be approved;

6. Ordinary Resolution number 6:

THAT any 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 required to give effect, to ordinary resolutions numbers 1 to 5 and Special Resolution number 1.

Unless otherwise stated, in order for the ordinary resolutions to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required and in order for the special resolution to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass such resolution.

7. Special Resolution number 1:

THAT the board be authorised, in terms of paragraph 10.1 of the Constitution, to issue up to 33,000,000 ordinary shares at any time to any person and in any number as it thinks fit pursuant to section 52 of the Companies Act 2001, provided that such authority shall only be valid until the next AGM of the Company.

The Directors consider that the passing of Ordinary Resolutions number 1 to 6 and Special Resolution number 1 is in the best interests of the Company and its shareholders as a whole, and accordingly recommend that you vote in favour of all the resolutions to be proposed at the AGM.

Key dates and times for the AGM:

| Key events | Date |
|---|---------------------------------|
| Distribution of Annual Report and Notice of AGM | 6 th September 2018 |
| Record date to be recorded in the register in order to be entitled to vote at the AGM | 20 th September 2018 |
| Last day to lodge forms of proxy for the AGM by 11h00 Mauritian time (09h00 South African time) | 26 th September 2018 |
| AGM at 14h00 Mauritian time (12h00 South African time) | 27 th September 2018 |

Instructions for members holding shares in certificated form or dematerialised form in “own-name”

A form of proxy is attached for the convenience of any member of the Company holding certificated shares who cannot or does not wish to attend the Annual General Meeting but who wishes to be represented thereat. Forms of proxy may also be obtained on request from the Company’s registered office.

Members of the Company holding shares in certificated form or dematerialised form in “own name” may elect to:

- attend and vote at the AGM; or alternatively
- may appoint an individual as a proxy (who need not also be a member of the Company) to attend, participate in, speak and vote in your stead at the AGM by completing the attached form of proxy and returning it to the addresses below, to be received by no later than 11h00 Mauritian time (09h00 South African time) on Wednesday, 26th September 2018:

| | |
|--|---|
| For shareholders holding shares on the Mauritian sub-register: | The Company Secretary Bravura Holdings Limited Level 3, Alexander House 35 Cybercity, Ebene 72201 Mauritius Fax: +230 403 0801 Email: bravura@intercontinentaltrust.com |
| For shareholders holding shares on the Namibian sub-register: | Transfer Secretaries (Pty) Ltd Robert Mugabe Avenue 4 (Entrance in Burg Street) PO Box 2401, Windhoek Fax: 0026461 248531 Email: elizabeth@nsx.com.na |

Alternatively, the form of proxy may be handed to the chairman of the AGM at the AGM or at any time prior to the commencement of the AGM. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy.

Please note that the completed form of proxy must be delivered to the addresses above or handed to the chairman of the AGM prior to the dates and times indicated, before your proxy may exercise any of your rights as a member of the company at the AGM.

Please note that any member of the Company that is a company may authorise any person to act as its representative at the AGM.

Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the AGM should the shareholder subsequently decide to do so.

Instructions for members holding shares in certificated form or dematerialised form not held in “own name”

Please note that if you are the owner of dematerialised shares held through a Central Securities Depository Participant (“CSDP”) or broker (or their nominee) and are not registered as an “own name” dematerialised shareholder, then you are not a registered shareholder of the company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, and subject to the mandate between yourself and your CSDP or broker as the case may be:

- if you wish to attend the AGM you must contact your CSDP or broker, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the AGM but wish to be represented at the AGM, you must contact your CSDP or broker, and furnish it with your voting instructions in respect of the AGM and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, within the time period required by your CSDP or broker.

CSDPs or brokers or their nominees, as the case may be, recorded in the Company’s sub-register as holders of dematerialised shares should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and return it to the addresses below, to be received by no later than 11h00 Mauritian time (09h00 South African time) on Wednesday, 26th September 2018:

| | |
|--|---|
| For shareholders holding shares on the Mauritian sub-register: | The Company Secretary Bravura Holdings Limited Level 3, Alexander House 35 Cybercity, Ebene 72201 Mauritius Fax: +230 403 0801 Email: bravura@intercontinentaltrust.com |
| For shareholders holding shares on the South African sub-register: | Transfer Secretaries (Pty) Ltd Robert Mugabe Avenue 4 (Entrance in Burg Street) PO Box 2401, Windhoek Fax: 0026461 248531 Email: elizabeth@nsx.com.na |

Alternatively, the form of proxy may be handed to the chairman of the AGM at the Annual General Meeting at any time prior to the commencement of the AGM.

By order of the Board

Intercontinental Trust Limited
Company Secretary
Mauritius

6th September 2018

BRAVURA HOLDINGS LIMITED
 (Formerly CMB INTERNATIONAL LTD)
 (Incorporated in the Republic of Mauritius)
 (Registration number: C132144 C1/GBL)
 SEM share code: CMBI.N0000
 NSX share code: CMB
 ISIN: MU0496N00003
 (“Bravura Holdings” or “the Company”)



PROXY FORM

ANNUAL GENERAL MEETING

Important information regarding the use of this form of proxy

Shareholders are advised to read the instructions for completing this form of proxy contained in the notice of the Annual General Meeting (“AGM”) to which this form of proxy is attached, in addition to the notes to this form of proxy.

This form of proxy is intended for use by shareholders of the Company who hold their shares in certificated form or dematerialised form and held through a Central Securities Depository Participant (“CSDP”) or broker, who have selected “own name” registration (“**own-name dematerialised shareholders**”), at the AGM of members of the Company to be held at the Company’s registered office, c/o Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius, on **Thursday, 27th September 2018 at 14h00 Mauritian time (12h00 South African time)**. Additional forms of proxy are available from the Company’s registered office.

This form of proxy is not intended for use by shareholders of the Company who hold their shares in certificated form or dematerialised form and who have not selected “own name” registration of dematerialised shares. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the AGM and request that they be issued with the necessary letter of representation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the AGM in order for the CSDP or broker to vote in accordance with their instructions at the AGM.

This form must be completed in BLOCK LETTERS.

The Company Secretary
 Bravura Holdings Limited
 Level 3, Alexander House
 35 Cybercity, Ebene 72201
 Mauritius

Dear Sir/Madam,

I/We _____ being shareholder(s) of Bravura Holdings Limited hereby appoint:

1. _____ or failing him/her;
2. _____ or failing him/her;
3. _____ the chairman of the Annual General Meeting

as my/our proxy to vote for me/us at the Annual General Meeting of the Company to be held on **27th September 2018 at 14h00 Mauritian Time (12h00 South African time)** at c/o Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius.

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Ordinary Resolution number 1 (To receive and adopt the audited financial statements/ annual report of the Company for the year ended 31 March 2018) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 2.1 (re-election of Mr. Rajkamal Taposeea as director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 2.2 (re-election of Mr. Uday Kumar Gujadhur as director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 2.3 (re-election of Ms. Sophia Maria Hay as director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|--|--------------------------|--------------------------|--------------------------|
| Ordinary Resolution number 2.4 (re-election of Mr. Kamben Pyneesamy Padayachy as director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 3 (re-appointment of independent auditor) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 4 (authorising directors to determine remuneration of independent auditor) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 5 (approval of independent non-executive directors' fees) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ordinary Resolution number 6 (authority for directors or company secretary to implement resolutions) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Resolution number 1 (issue of shares) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signed this _____ day of _____ 2018

Signed: _____

Shareholder name: _____

Assisted by: _____

Notes to the proxy form:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Notwithstanding the appointment of a proxy by a member who is a natural person, such member may attend the annual general meeting in person and vote thereat, to the exclusion of the appointed proxy.
3. Any alteration or correction made to this form of proxy must be initialed by the signatory(ies);
4. Such proxy(ies) appointed pursuant to this form of proxy may participate in, speak and vote at the Annual General Meeting in the place of that member at the Annual General Meeting. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is named on a lodged form of proxy, the chairperson shall be deemed to be appointed as the proxy;
5. A member or his/her proxy is not obliged to use all the votes exercisable by the member, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the member;
6. Documentary evidence appointing a proxy or establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company or the company secretary or waived by the chairperson of the Annual General Meeting.