

BRAVURA HOLDINGS LIMITED

(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 **19th September 2019** at **14h00 Mauritian Time (12h00 Namibian /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 2019, together with the reports of the directors and the independent auditor, and transacting the following business:

AGENDA**1. Ordinary Resolution number 1: Adoption of audited financial statements and Annual Report for the year ended 31st March 2019**

To receive and adopt the audited financial statements and annual report of the Company and the notes thereto for the year ended 31st March 2019;

2. Ordinary Resolution number 2.1-2.4: Reappointment of Directors

To re-elect the following directors, each by way of a separate vote, who accordingly retire and offer themselves for re-election in accordance with section 22.4.1 of the Company’s Constitution, and whose profiles have been detailed in the corporate governance report section of the Annual Report:

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

3. Ordinary Resolution number 3: Reappointment of Auditors

To re-appoint KPMG as the independent auditor of the Company with Mr. Wayne Pretorius as the designated audit partner for the financial year ending 31st March 2020 and until the conclusion of the Company’s next AGM pursuant to Section 195(1) of the Mauritian Companies Act 2001;

4. Ordinary Resolution number 4: Approval of remuneration of Company’s independent auditor

To authorize the board of directors of the Company (the “Board”) to determine the remuneration of the Company’s independent auditor;

5. Ordinary Resolution number 5: Approval of remuneration of non – executive directors

To authorize the Board to determine the fees to be paid by the Company to the independent non-executive directors for their services rendered as directors per year of service or a pro rata share thereof;

6. Ordinary Resolution number 6: Ratification of dividend declaration made on 12th June 2018

To ratify the dividend which was declared by the Company on 12th June 2018 and that any past actions taken in connection to the dividend be hereby confirmed, ratified and indemnified.

7. Ordinary Resolution number 7: Approval of minutes of previous Annual General Meeting

To approve the minutes of the Annual General Meeting held on 27th September 2018.

8. Ordinary Resolution number 8: Authorise directors and company secretary to sign documentation

To authorize any one director of the Company or the Company Secretary to do all such things and sign all such documents as may be required to give effect to the resolutions set out in this notice, hereby ratifying and confirming all such things already done and documentation already signed.

9. Special Resolution number 1: Specific authority to issue shares in terms of the SEM Listing Rules

Subject to the provisions of the Mauritian Companies Act 2001, the Mauritian Securities Act 2005, the SEM Listing Rules and pursuant to, inter alia, the Company's Constitution, to authorise the Board to issue up to 33 million new ordinary shares at any time to any person and in any number as it thinks fit pursuant to Section 52 of the Mauritian Companies Act 2001, provided that such authority shall only be valid 12 months from the date of the Annual General Meeting of the Company. Additional information relating to this resolution is included in Annexure 1.

10. Special Resolution number 2: Authority to disapply pre-emption rights in terms of the Mauritian Companies Act 2001 and the Constitution

Subject to the approval of Special Resolution number 1, the directors are specifically empowered to issue new shares pursuant to the authority referred to in Special Resolution number 1 as if the pre-emption rights on issue in the Constitution, the Mauritian Companies Act 2001 or otherwise applicable did not apply to any such issue or sale, such power to expire immediately following completion of the issue, save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be issued after such expiry and the directors may issue in pursuance of such offer or agreement as if the power had not expired.

11. Special Resolution number 3: Amendment to the Constitution of the Company

Following its change of name and in order to align the Constitution of the Company with the recent changes in the Mauritian Companies Act 2001, the Company is proposing a few amendments to its existing Constitution.

Accordingly, Sections 1.1, 2 (a), 21.5.1, 21.5.2, 21.9.8, 38 of the existing Constitution will be deleted in its entirety and replaced with the following wordings in the new Constitution to be adopted:

Section 1.1 – Definitions and Interpretation

Company means BRAVURA HOLDINGS LIMITED.

Section 2 (a) – Name of Company

The name of the Company is BRAVURA HOLDINGS LIMITED.

Section 21.5.1 – Notice of General Meetings

Written notice of the time and place of a General Meeting shall be sent to every Shareholder entitled to receive notice of the General Meeting and to every Director, secretary and auditor of the Company not less than twenty one (21) days before the General Meeting.

Section 21.5.2 – Notice of General Meetings

A printed copy or soft copy (for those Shareholders who consented to receiving the annual report in soft copy) of the annual report and accounts (including the balance sheet and every document required by law to be annexed thereto and profit and loss account or income and expenditure account) shall, at least 21 days before the date of the General Meeting, be delivered by hand or sent by post to the registered address of every Shareholder or sent by email to the email address of every Shareholder.

Section 21.9.8 – Proxy

The instrument appointing a proxy shall be in the following form:

BRAVURA HOLDINGS LIMITED

I/we of being a shareholder/s of the above named company hereby appoint of or failing him/her, of or the Chairperson as my/our proxy to vote for me/us at the Annual/Special Meeting of the Company to be held at on and at any adjournment thereof.

Signed this day of

(Usual Signature/s)

Section 38 – Arbitration

Any dispute, controversy or claim arising out of or relating to this Constitution or the breach, termination or invalidity thereof, or relating to the Company, shall be settled by international arbitration under the International Arbitration Act 2008 (“IAA 2008”). The arbitration shall be conducted pursuant to the arbitration rules of the Mauritius International Arbitration Centre (MIAC) rules. The juridical seat of arbitration and the geographical location of the arbitration shall be Mauritius and the language to be used in the arbitral proceedings shall be the English language. The award given by the arbitrator shall be conclusive, final and binding on all the parties.

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

The directors consider that the passing of Ordinary Resolutions number 1 to 8 and Special Resolutions number 1 to 3 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	22 nd August 2019
Record date to be recorded in the register in order to be entitled to vote at the AGM	13 th September 2019
Last day to lodge forms of proxy for the AGM by 14h00 Mauritian time (12h00 Namibian/ South African time)	18 th September 2019
AGM at 14h00 Mauritian time (12h00 Namibian/ South African time)	19 th September 2019

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 the Central Depository & Settlement Co Ltd (“CDS”) 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 or broker (or their nominee) would be.

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

- if you wish to attend the AGM you must contact your 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 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 broker, within the time period required by your broker.

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 14h00 Mauritian time (12h00 Namibian /South African time) on Wednesday, 18th September 2019:

For shareholders holding shares on the Mauritian and Namibian sub-registers:	The Company Secretary Bravura Holdings Limited Level 3, Alexander House 35 Cybercity, Ebene 72201 Mauritius Fax: +230 403 0801 Email: bravura@intercontinentaltrust.com
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Alternatively, the form of proxy may be handed to the chairman of the meeting at the AGM at any time prior to the commencement of the AGM.

By order of the Board

Intercontinental Trust Limited
Company Secretary
Mauritius

Date: 22nd August 2019

Annexure 1

Disclosure of additional information required under the Securities (Preferential Offer) Rules 2017 made by the Financial Services Commission under Section 93 of the Financial Services Act 2007 and Sections 70 and 155 of the Mauritian Securities Act 2005

Pursuant to Rule 4(4) of the Securities (Preferential Offer) Rules 2017, the Company hereby provides the following additional information in respect of proposed Special resolution number 1 (“**the Resolution**”), if applicable, as set out in the notice of the annual general meeting:

a) *Objectives of the issue*

The objective of the issue of shares under the Resolution is to allow the Company to raise additional funding through the issue of new securities.

b) *Total number of securities to be issued*

The total number of securities that may be issued under Special resolution number 1 is 33 million ordinary shares.

c) *The price at which or the price band within which the allotment is proposed*

The price to be decided by the Board in due course, which price shall be determined by the directors of the Company at the time any such offer, issue or placement is announced and which shall at any time not be less than the net asset value of the Company.

d) *The basis on which the price has been arrived at*
See c) above

e) *The class or classes of persons to whom the allotment is proposed to be made*

The proposed allotments pursuant to Special resolution number 1 are to be made to the vendors of assets, to current shareholders, to sophisticated investors and to the general public.

f) *The proposed time within which the allotment shall be completed*

The allotment of securities shall be made within a 12 month period from the date of approval of the Resolution.

g) *The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them, wherever applicable*

The proposed allottees and the percentage of securities held by the proposed allottees will only be determined once an allotment is made.

h) *Any change in control in the Company subsequent to the preferential offer*

Any change of control in the Company will only be determined following the proposed allotments.

i) *The number of persons to whom allotment on a preferential offer basis have already been made during the year and the corresponding number of securities as well as the price of each security*

No shares have been allotted on a preferential offer basis during the year.

j) *The justification for the allotment to be made for consideration other than cash*

An allotment of shares may be issued as consideration for acquisition of assets.

k) *The shareholding pattern prior to and after the issue of securities*

The shareholding pattern prior to the issue of shares is as follows:

Percentage of Holdings	Number of shareholders
Less than 5%	16
Between 5% to 20%	3
Greater than 20%	2

The shareholding pattern post the issue of shares will only be determined once an allotment is made.

BRAVURA HOLDINGS LIMITED
(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 of the Company ("Shareholders") are advised to read the instructions for completing this form of proxy contained in the notice of the Annual General Meeting to which this form of proxy is attached, in addition to the notes to this form of proxy.

Instructions for members holding shares

A form of proxy is attached for the convenience of any member of the Company holding 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 may elect to:

- attend and vote at the Annual General Meeting; 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 Annual General Meeting by completing the attached form of proxy and returning it to the addresses below, not later than 24 hours before the meeting, failing which the instrument of proxy or the power of attorney shall not be treated as valid.

The Company Secretary
Bravura Holdings Limited
Level 3, Alexander House
35 Cybercity, Ebene 72201
Mauritius
Fax: 403 0801
Email: bravura@intercontinentaltrust.com

Alternatively, the form of proxy may be handed to the chairperson of the Annual General Meeting at the Annual General Meeting or at any time prior to the commencement of the Annual General Meeting. 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, if any.

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

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

Electronic participation at the Shareholders' meeting

Shareholders or their proxies may participate in the annual meeting by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary (by email to bravura@intercontinentaltrust.com) no later than 14:00 PM South Africa/Namibian Time on Wednesday, 18th September 2019 in order to obtain a secure code and instructions to access the conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the Annual General Meeting,

provided that Shareholders and their proxies will not be able to vote telephonically at the Annual General Meeting and will still need to appoint a proxy to vote on their behalf at the Annual General Meeting.

Voting at the Annual General Meeting

In order to record votes more effectively and give effect to the intentions of members, voting on all resolutions will be conducted by way of a poll.

By order of the Board
Intercontinental Trust Limited
Company Secretary
Mauritius

Date: 22nd August 2019

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 **19th September 2019 at 14h00 Mauritius Time (12h00 Namibian/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 and annual report of the Company for the year ended 31 st March 2019)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 2.1 (Re-election of Mr. Rajkamal Taposeea as director – Independent Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 2.2 (Re-election of Mr. Uday Kumar Gujadhur as director - Independent Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 2.3 (Re-election of Ms. Sophia Maria Hay as director – Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 2.4 (Re-election of Mr. Kamben Pyneesamy Padayachy as director - Independent Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 3 (Re-appointment of KPMG and Mr. Wayne Pretorius as the designated audit partner for financial year ending 31 st March 2020)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 4 (To authorise directors to determine remuneration of Company's independent auditor)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 5 (Approval of remuneration of non – executive directors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 6 (Ratification of dividend declaration made on 12 th June 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 7 (Approval of minutes of previous Annual General Meeting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution number 8 (Authorise directors and Company Secretary to sign documentation)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution number 1 (Specific authority to issue shares in terms of the SEM Listing Rules)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution number 2 (Authority to disapply pre – emption rights in terms of the Mauritian Companies Act 2001 and the Constitution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution number 3 (Revoke existing Constitution and adoption of new Constitution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Consent in terms of Section 327 of the Mauritian Companies Act 2001

I/we a shareholder of the Company, hereby consents to receive notices, statements, reports, accounts, or any other documents pertaining to the Company at the following email address until such authority is revoked:

Email Address: _____

I/we undertake to advise the Company within 5 days at its registered address of any change in my/our email address.

This consent may be revoked at any time on the provision of 5 days’ notice in writing to the Company.

Signed this _____ day of _____ 2019

Signed: _____

Shareholder name: _____

Assisted by: _____

Note:

1. Any alteration or correction made to this form of proxy must be initialed by the signatory(ies);
2. 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;
3. 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;
4. 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.
5. This form is for use by members of the Company holding shares in certificated form and/or dematerialised form held through the Central Depository & Settlement Co Ltd (“CDS”) or broker. Dematerialised shareholders may provide instructions to their appointed broker in the form as stipulated in the agreement entered into between the shareholder and the broker.