

NOTICE OF ANNUAL GENERAL MEETING

for the year ended 31 December 2018

Annual general meeting to be held
on Thursday 30 May 2019 at 10h00



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30 April 2019

Dear shareholder

ADvTECH Limited (ADvTECH)

Herewith the notice of our annual general meeting (AGM) to be held on Thursday, 30 May 2019 at 10h00 at ADvTECH House, Inanda Greens Office Park, 54 Wierda Road West, Wierda Valley, Sandton.

The 2018 annual integrated report containing the annual financial statements can be accessed online on ADvTECH's website www.advtech.co.za.

Please contact me for further information, instructions or questions.

Yours faithfully

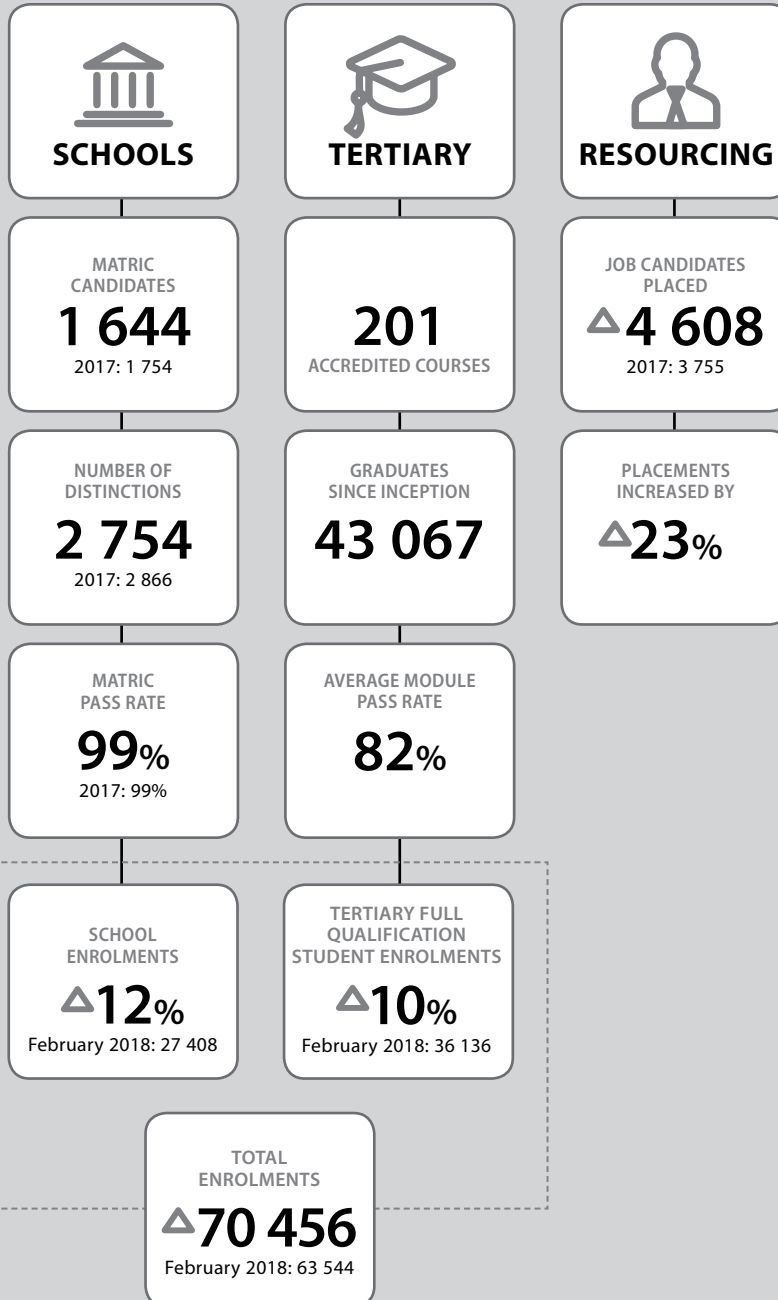
ADvTECH Limited

JDR Oesch
Group financial director

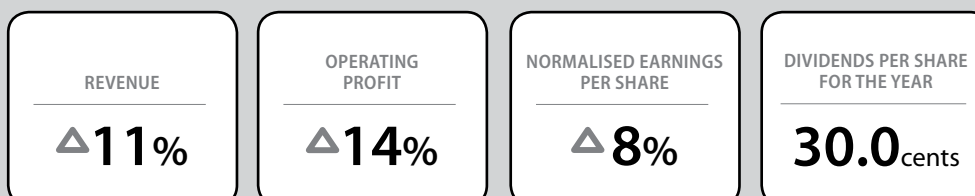
Email: groupsec@advtech.co.za

Phone: 011 676 8000

HIGHLIGHTS *2018*



FINANCIAL *performance 2018*



RÉSUMÉS

Directors to be nominated for re-election as non-executive directors and/or members of the audit committee (refer to ordinary resolutions two to seven).

RE-ELECTION OF NON-EXECUTIVE DIRECTORS



JACQUELINE CHIMHANZI 45
(Dr)

Independent non-executive director

Member of the audit, nominations and risk committees

BSc (Hons), MBA, PhD (Cardiff)

STRATEGIC VALUE CONTRIBUTIONS:

- Strategy development and execution
- Marketing
- Business development

Jacqueline is the CEO of the African Leadership Institute. She is a seasoned strategist with some 17 years' experience as both an academic and a practitioner. She is also a keen Africa-watcher and was recognised by Forbes Africa magazine as one of the 20 Youngest Power Women in Africa in 2012 – women under 45 shaping the narrative of Africa's rising. She is a fellow of the pan-African Archbishop Tutu Leadership Programme run by the African Leadership Institute (AFLI) at Oxford University and a member of the Institute of Directors in Southern Africa (IoDSA). She previously led strategy consulting teams and was also Lead: Africa Desk at Deloitte and Senior Strategist at the IDC. Jacqueline lectured at the University of Wales (UK) and joined the board in January 2017.



JANE HOFMEYR 69
(Dr)

Independent non-executive director

Member of the nominations, remuneration and transformation, social and ethics committees

PhD (WITS)

STRATEGIC VALUE CONTRIBUTIONS:

- Academia
- Education policy and development
- Public and private education

Jane holds a PhD in education policy studies and is currently an independent education and development consultant. She has 30 years' experience and research in public and private education. She launched and managed the Education Policy Unit of the National Business Initiative, followed by 15 years heading the Independent Schools Association of Southern Africa (ISASA), where she played a pivotal role in the development of the association. She marketed ISASA vigorously and established its brand while increasing ISASA's human and physical resources. This reinforced ISASA's attractiveness to schools as a service provider, and established its reputation as an association of first choice. Jane joined the board in January 2017.



KEITH WARBURTON 60

Independent non-executive director

Chair of the audit committee, member of the nominations and remuneration committees

BCom, CTA (UCT), CA(SA)

STRATEGIC VALUE CONTRIBUTIONS:

- Commerce and corporate management
- JSE Listed entities and corporate governance
- Investment management

Keith is a chartered accountant who has over 30 years' experience in business and commerce and has held various executive management positions with a number of JSE Listed entities, since qualifying as a chartered accountant at Arthur Andersen. Besides his experience in retailing and wholesaling, he also has experience in corporate finance as well as the steel and manufacturing industries. Since 1990, he has been in the retail industry, with his latest term being as chief operating officer and an executive director of Clicks Group Ltd. He joined the board in July 2015.

RÉSUMÉS *continued*

RE-ELECTION OF AUDIT COMMITTEE MEMBERS



KEITH WARBURTON 60

Independent non-executive director

Chair of the audit committee, member of the nominations and remuneration committees

BCom, CTA (UCT), CA(SA)

STRATEGIC VALUE CONTRIBUTIONS:

- Commerce and corporate management
- JSE Listed entities and corporate governance
- Investment management

Keith is a chartered accountant who has over 30 years' experience in business and commerce and has held various executive management positions with a number of JSE Listed entities, since qualifying as a chartered accountant at Arthur Andersen. Besides his experience in retailing and wholesaling, he also has experience in corporate finance as well as the steel and manufacturing industries. Since 1990, he has been in the retail industry, with his latest term being as chief operating officer and an executive director of Clicks Group Ltd. He joined the board in July 2015.



BRENDA GOURLEY 75
(Professor)

Independent non-executive director

Chair of the risk committee, member of the audit, investments and nominations committees

CTA (WITS), MBL (UNISA), FCGI, FRSA

STRATEGIC VALUE CONTRIBUTIONS:

- International higher education
- Higher education and open and distance learning
- Higher education management

Brenda is an accountant by profession and has a long career in business and academia. She was previously vice chancellor of the University of KwaZulu-Natal, South Africa, and vice chancellor and chief executive officer of The Open University (UK). Over the years, she has held a range of positions on various boards and trusts in different parts of the world, in both the public and private sectors. She has received recognition in the form of prizes, fellowships and awards (mainly in recognition of her contribution to Higher Education), as well as honorary degrees from 14 universities on four continents. She is an Emeritus Professor in Finance and Accounting and joined the board in 2008.



JACQUELINE CHIMHANZI 45
(Dr)

Independent non-executive director

Member of the audit, nominations and risk committees

BSc (Hons), MBA, PhD (Cardiff)

STRATEGIC VALUE CONTRIBUTIONS:

- Strategy development and execution
- Marketing
- Business development

Jacqueline is the CEO of the African Leadership Institute. She is a seasoned strategist with some 17 years' experience as both an academic and a practitioner. She is also a keen Africa-watcher and was recognised by Forbes Africa magazine as one of the 20 Youngest Power Women in Africa in 2012 – women under 45 shaping the narrative of Africa's rising. She is a fellow of the pan-African Archbishop Tutu Leadership Programme run by the African Leadership Institute (AFLI) at Oxford University and a member of the Institute of Directors in Southern Africa (IoDSA). She previously led strategy consulting teams and was also Lead: Africa Desk at Deloitte and Senior Strategist at the IDC. Jacqueline lectured at the University of Wales (UK) and joined the board in January 2017.

ADvTECH Limited
(Registration number 1990/001119/06)

NOTICE *of annual general meeting*

for the year ended 31 December 2018

Notice is hereby given to all shareholders of ADvTECH Limited (the company or the group) that the AGM for the year ended 31 December 2018 will be held on Thursday, 30 May 2019 at 10h00 at ADvTECH House, Inanda Greens Office Park, 54 Wierda Road West, Wierda Valley, Sandton.

WHO HAS RECEIVED NOTICE OF THIS ANNUAL GENERAL MEETING

In accordance with section 59(1) of the South African Companies Act 71 of 2008, as amended (the Companies Act), the company's board of directors has resolved that the record date for determining shareholders of the company entitled to receive notice of this AGM as being those recorded as such in the share register of the company, maintained by the transfer secretaries, as being the close of business on Friday, 26 April 2019.

WHO MAY ATTEND THIS ANNUAL GENERAL MEETING

In accordance with section 59(1)(b) of the Companies Act, the company's board of directors has resolved that the record date for determining which shareholders of the company are entitled to attend, participate in, and to vote at this AGM, as Friday, 24 May 2019. Accordingly, the last date to trade in the company's shares on the Johannesburg Stock Exchange (JSE) in order to be eligible to attend, participate in and vote at this AGM is Tuesday, 21 May 2019.

Electronic participation at the AGM (section 61(10) of the Companies Act)

1. Shareholders wishing to participate electronically at the meeting are required to deliver written notice to the company secretary, with a copy to the transfer secretary, by no later than 48 hours before the meeting (i.e. by 10h00 on Tuesday, 28 May 2019), stating that they wish to participate via electronic communication at the meeting (the electronic notice).
2. Note that shareholders will merely be able to participate, but not vote, via electronic communication.
3. In order for the electronic notice to be valid it must contain:
 - a. if the shareholder is an individual, a certified copy of his/her identity document and/or passport;
 - b. if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. The relevant resolution must set out which individual from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication; and
 - c. a valid email address and/or facsimile number (the contact address/number).

4. The company shall use its reasonable endeavours to communicate with each shareholder who/which has delivered a valid electronic notice by notifying such shareholder at its contact address/number of the relevant details through which the shareholder may participate via electronic communication.
5. The company reserves the right not to provide for electronic participation at the meeting in the event that it proves impractical to do so. The costs of accessing any means of electronic participation provided by the company will be borne by the shareholder so accessing the electronic participation.

This document is important; please read the notes at the end of this notice, which contain important information regarding shareholders' participation at the AGM.

The purpose of the AGM and the business to be transacted thereat is detailed below.

ORDINARY RESOLUTIONS

Unless otherwise indicated, in order for each of the ordinary resolutions to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution, is required. The purpose of the AGM is to consider and, if deemed fit, pass the following resolutions with or without modification as ordinary resolutions:

1. Adoption of the annual financial statements

The audited annual financial statements for the year ended 31 December 2018 as set out in the annual integrated report and which can be found on the company's website at www.advtech.co.za will be presented to the shareholders.

Ordinary resolution number one

"Resolved that the audited group and company annual financial statements for the year ended 31 December 2018, including the reports of the directors, the auditors and the audit committee, be and are hereby received."

2. Re-election of non-executive directors

The company's Memorandum of Incorporation (MoI) stipulates that:

- the appointment of any director to fill a vacancy or as an addition to the board must be confirmed at the next AGM;
- at each AGM at least one third of the non-executive directors shall retire from office, the directors so retiring being those who have been longest in office since their last election; and
- the retiring directors shall be eligible for re-election.

NOTICE *of annual general meeting* continued

for the year ended 31 December 2018

The board has considered the performance of the directors standing for re-election and found them suitable for re-appointment.

Ordinary resolutions two to four are accordingly proposed in respect of the re-appointment of the directors who retire by rotation in accordance with the Mol, being Dr JS Chimhanzi, Prof JM Hofmeyr and Mr KDM Warburton, but who have made themselves available for re-election.

Résumés on Dr JS Chimhanzi, Prof JM Hofmeyr and Mr KDM Warburton appear on page 3 of this AGM notice.

Ordinary resolution number two

"Resolved that Dr JS Chimhanzi, who retires by rotation in terms of the company's Mol, and, being eligible, offers herself for re-election, be and is hereby re-elected as a non-executive director of the company."

Ordinary resolution number three

"Resolved that Prof JM Hofmeyr, who retires by rotation in terms of the company's Mol, and, being eligible, offers herself for re-election, be and is hereby re-elected as a non-executive director of the company."

Ordinary resolution number four

"Resolved that Mr KDM Warburton, who retires by rotation in terms of the company's Mol, and, being eligible, offers himself for re-election, be and is hereby re-elected as a non-executive director of the company."

3. Appointment of audit committee

Section 94 of the Companies Act 2008 requires that, at each AGM, shareholders of the company must elect an audit committee comprising at least three members, all of whom must be non-executive directors.

The board has considered the performance of the audit committee members standing for re-election and has found them suitable for appointment.

Ordinary resolutions five to seven are accordingly proposed in respect of the appointment of Prof BM Gourley, Mr KDM Warburton and Dr JS Chimhanzi as members of the audit committee for the ensuing year.

Résumés of Prof BM Gourley, Mr KDM Warburton and Dr JS Chimhanzi appear on page 4 of this notice.

Ordinary resolution number five

"Resolved that Prof BM Gourley be and is hereby elected as a member of the audit committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number six

"Resolved that Mr KDM Warburton, subject to his re-election as director in terms of ordinary resolution number four, be and is hereby elected as a member and chairman of the audit committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

Ordinary resolution number seven

"Resolved that Dr JS Chimhanzi, subject to her re-election as director in terms of ordinary resolution number two, be and is hereby elected as a member of the audit committee in terms of the Companies Act, to remain in office until the conclusion of the next AGM."

4. Appointment of external auditors

As set out in the audit committee report on pages 96 to 97 of the annual integrated report, the audit committee has considered the performance, independence and suitability of Deloitte & Touche and has nominated them for re-appointment as independent external auditors of the group, to hold office until the next AGM. Mr H Loonat, who is currently the designated auditor of the group, will continue as such.

Ordinary resolution number eight

"Resolved that Deloitte & Touche be and are hereby appointed as external auditors of the company for the financial year ending 31 December 2019, to remain in office until the conclusion of the next AGM, with Mr H Loonat as the designated auditor."

5. Issuing shares for cash

Ordinary resolution number nine

"Resolved that the directors of the company be authorised, by way of general authority, to allot and issue the authorised but unissued shares in the capital of the company for cash, as and when they in their discretion deem fit, subject to the provisions of the Companies Act, JSE Listings Requirements and the company's Mol, when applicable and with the following limitations:

- The number of shares issued for cash in any one financial year shall not exceed 16 398 387 ordinary shares, which represents 3% of the total issued share capital of 546 612 919 ordinary shares in the company;
- This authority is valid until the company's next AGM, provided that it will not extend beyond 15 months from the date that this authority is given;
- The 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 securities or rights that are convertible into a class already in issue;

- Any such issue shall only be made to public shareholders (as defined in paragraph 4.25–4.27 of the JSE Listings Requirements) and not to related parties (as defined in the JSE Listings Requirements) unless the JSE agrees otherwise; and
- The maximum discount permitted at which ordinary shares may be issued is 10% of the weighted average traded price on the JSE of the company's ordinary shares over the 30 business days prior to the date that the price of the issue is agreed in writing between the company and the party subscribing for the ordinary shares.

Notwithstanding that the Mol of the company requires the support of more than 50% of the voting rights exercised by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights in order for an ordinary resolution to be adopted, in terms of the JSE Listings Requirements, ordinary resolutions relating to general issues of shares for cash require the support of at least a 75% majority of the votes cast by shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

6. Signature of documents

The reason for ordinary resolution number ten is to ensure that the resolutions voted favourably upon are duly implemented through the delegation of powers.

Ordinary resolution number ten

"Resolved that any one director of the company and/or the company secretary is hereby authorised to do all such things and sign all such documents as deemed necessary to implement the ordinary and special resolutions as set out in this notice convening the AGM at which these resolutions will be considered."

7. Non-binding advisory vote number one – remuneration policy

King IV Report on Corporate Governance for South Africa 2016 (King IV™) recommends that the company's remuneration policy be tabled for a non-binding advisory vote by shareholders at every AGM, thus providing shareholders with an opportunity to express their views on the company's remuneration policies. The report of the remuneration committee, which includes the remuneration policy, is set out on pages 77 to 88 of the annual integrated report.

Non-binding advisory vote

"Resolved that the company's remuneration policy for the financial year ending 31 December 2019 as set out on pages 79 to 82 of the annual integrated report, be and is hereby endorsed by way of a non-binding advisory vote."

8. Non-binding advisory vote number two – implementation report

King IV™ recommends that the company's implementation report be tabled for a non-binding advisory vote by shareholders at every AGM, thus providing shareholders with an opportunity to express their views on the implementation of the company's remuneration policies. The implementation report is set out on pages 83 to 88 of the annual integrated report.

Non-binding advisory vote

"Resolved that the company's implementation report for the financial year ending 31 December 2019 as set out on pages 83 to 88 of the annual integrated report, be and is hereby endorsed by way of a non-binding advisory vote."

SPECIAL RESOLUTIONS

In order for each of the special resolutions to be adopted, the support of at least 75% of the voting rights exercised on the resolutions by shareholders, present or represented at the AGM and entitled to exercise voting rights on the resolution, is required.

The purpose of the AGM is to consider and, if deemed fit, pass the following resolutions with or without modification as special resolutions:

9. Non-executive directors' fees

Section 66(8) (read with section 66(9)) of the Companies Act provides that, to the extent permitted in the company's Mol, the company may pay remuneration to its directors for their services as such provided that such remuneration may only be paid in accordance with a special resolution approved by shareholders within the previous two years.

These requirements are echoed in King IV™ and the JSE Listings Requirements. The company's Mol provides that the directors shall be paid such remuneration as determined from time to time by a general meeting.

After consultation between the board and management, and after benchmarking the fees payable to non-executive directors, it is proposed that no increase in non-executive directors' fees for 2019 be tabled at the AGM and that fees be payable quarterly in arrears for the period July to June of the following year.

Special resolution number one

"Resolved that the payment of the following fees to the non-executive directors for their services to the company for the period 1 July 2019 to 30 June 2020, as well as any Value Added Tax ("VAT") payable on such fees by directors be and is hereby approved, with a 20% premium being payable to non-resident non-executive directors:

NOTICE *of annual general meeting* continued

for the year ended 31 December 2018

Annual fee: July 2019 to June 2020 (all fees are exclusive of VAT)

Board/committee	Retainer fee	Per meeting attended
Directors	194 664	25 955
Audit committee	53 090	11 798
Risk committee	35 393	7 866
Remuneration committee	36 506	5 899
Transformation, social and ethics committee	41 404	9 201
Investment committee	35 393	7 866

Additional fee payable to chairman of board/committee:

Board/committee	Retainer fee	Per meeting attended
Chairman of board	157 147	20 954
Audit committee	43 959	9 769
Risk committee	31 146	6 922
Remuneration committee	14 469	2 337
Transformation, social and ethics committee	29 383	6 530
Investment committee	31 146	6 922

10. Loans or financial assistance to subsidiaries and related or inter-related companies

The Companies Act requires that a company obtain approval from its shareholders by way of a special resolution passed in the last two years if the company is to provide financial assistance to any subsidiary, associate or holding company.

Special resolution number two

"Resolved that the company is authorised to provide any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any related or inter-related company or juristic person, in terms of, and pursuant to, the provisions of section 45 of the Companies Act."

11. General authority to acquire the company's own shares

Special resolution number three is proposed to authorise the acquisition by the company or any of its subsidiaries of shares issued by the company.

The board's intention is for the shareholders to pass a special resolution granting the company or its subsidiaries

general authority to acquire ordinary shares issued by the company, subject to the requirements of the Companies Act, the JSE Listings Requirements and the company's MoI, should the board consider that it would be in the interest of the company or its subsidiaries to acquire such shares while the general authority subsists.

Special resolution number three

"Resolved that, subject to compliance with the JSE Listings Requirements, section 46 and section 48 of the Companies Act and the MoI, the directors be authorised at their discretion to instruct the company or its subsidiaries to acquire or repurchase ordinary shares issued by the company, provided that:

- the number of ordinary shares acquired in any one financial year shall not exceed 5% of the ordinary shares in issue at the date on which this resolution is passed;
- such acquisitions may only 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;
- this authority will lapse on the earlier of the date of the next AGM or 15 months after the date on which this resolution is passed;
- the price paid per ordinary shares may not be greater than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the purchase is made."

The directors of the company undertake that they will not implement the repurchase as contemplated in this special resolution while this general authority is valid unless:

- after any such repurchase the company passes the solvency and liquidity test as contained in section 4 of the Companies Act and that from the time the solvency and liquidity test is done, there will be no material changes to the financial position of the group;
- the consolidated assets of the company and the group, fairly valued in accordance with international financial reporting standards and in accordance with the accounting policies used in the company and group annual financial statements for the year ended 31 December 2019, will exceed the consolidated liabilities of the company and group immediately following such purchase or 12 months after the date of the AGM, whichever is the later;

- the company and the group will be able to pay their debts as they become due in the ordinary course of business for a period of 12 months after the date of the notice of the AGM or a period of 12 months after the date on which the board considers that the purchase will satisfy the immediately preceding requirement and this requirement, whichever is the later;
- the issued share capital and reserves of the company and the group will be adequate for the purposes of the business of the company and the group for a period of 12 months after the date of the notice of the AGM;
- the company and the group will have adequate working capital for ordinary business purposes for a period of 12 months after the date of the notice of the AGM;
- a resolution is passed by the board that it has authorised the repurchase, that the company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the group;
- the requirements contained in the JSE Listings Requirements are complied with;
- the company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless the company has a repurchase programme in place in terms of paragraph 5.72 (h) of the JSE Listings Requirements where the dates and quantities of securities to be traded during the relevant prohibited period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement on the Stock Exchange News Service ("SENS") prior to commencement of the prohibited period;
- the issuer must instruct an independent third party, which makes its investment decisions in relation to the issuer's securities independently of, and uninfluenced by, the issuer, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE; and
- the company undertakes that it will not enter the market to repurchase its own shares until the company's sponsor has provided written confirmation to the JSE in accordance with the JSE Listings Requirements.

Explanatory notes to special resolution number three

Information required in terms of the JSE Listings Requirements with regard to the general authority for the company or any of its subsidiaries to repurchase the company's securities (special resolution number three) appears in the annual financial statements, available on www.advtech.co.za as indicated below:

- directors and management: pages 39 and 69 of the annual integrated report;
- major shareholders: page 159 of the annual financial statements;
- directors' and prescribed officers' interests in securities: page 99 of the annual financial statements;
- share capital of the company: page 137 of the annual financial statements.

The directors, whose names are given on page 69 of the annual integrated report, collectively and individually accept full responsibility for the accuracy of the information given in this notice 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 the annual integrated report and this notice contains all information required by law and the JSE Listings Requirements. No material change in the financial or trading position of the company and its subsidiaries has occurred since 31 December 2018.

Notes regarding the AGM

In accordance with section 59 of the Companies Act, the board has determined that the following record dates for holders to be recorded as shareholders in the securities register of the company to be able to attend, participate in and vote at the AGM is Friday, 24 May 2019. The last date to trade to be able to attend, participate in and vote at the AGM is Tuesday, 21 May 2019.

Any shareholders wishing to attend the AGM who have already dematerialised their shares in the company, and such dematerialised shares are not recorded in the electronic sub-register of the company in their own names, should request letters of representation from their duly appointed Central Securities Depository Participant (CSDP) or broker, as the case may be, to authorise them to attend and vote at the AGM in person.

NOTICE *of annual general meeting* continued

for the year ended 31 December 2018

Shareholders and any persons who are not shareholders but who are entitled to exercise any voting rights in relation to the resolutions to be proposed at the AGM as at the record date of Friday, 24 May 2019 are entitled to participate in and vote at the AGM in person or by proxy/ies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the person entitled to vote. A proxy need not be a person entitled to vote at a meeting.

If you have not yet dematerialised your shares in the company and are unable to attend the AGM, but wish to be represented thereat, you must complete the attached form of proxy in accordance with the instructions therein and lodge it with the transfer secretaries of the company namely, Link Market Services SA Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, corner Biccard Street, Braamfontein, 2017 (PO Box 4844, Johannesburg, 2000) or meetfax@linkmarketservices.co.za to be received by no later than 10h00 on Tuesday, 28 May 2019.

If you have already dematerialised your shares in the company:

- and such dematerialised shares are recorded in the securities register of the company in your own name and you are unable to attend the AGM, but wish to be represented thereat, you must complete the attached form of proxy in accordance with the instructions therein and lodge it with the transfer secretaries of the company namely, Link Market Services SA Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, corner Biccard Street, Braamfontein, 2017 (PO Box 4844, Johannesburg, 2000) to be received by no later than 10h00 on Tuesday, 28 May 2019; or

- where such dematerialised shares are not recorded in the securities sub-register of the company in your own name, you should notify your duly appointed CSDP or broker, as the case may be, in the manner and cut-off time stipulated in the agreement governing your relationship with your CSDP or broker of your instructions as regards voting your shares at the AGM.

The shareholders are entitled to vote on all the resolutions set out above. All voting will be by way of a poll and every shareholder who is present in person or by proxy at the AGM will have one vote for every ordinary share held or represented.

In terms of section 63(1) of the Companies Act, any person attending or participating in the AGM must present reasonably satisfactory identification and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote whether as a shareholder or as a proxy for a shareholder has been reasonably verified. Acceptable forms of identification include valid identity documents, drivers' licences and passports.

By order of the board



JDR Oesch

Group financial director

Bridge Capital Advisors Proprietary Limited

Sponsor

30 April 2019

FORM *of proxy*

ADvTECH Limited
 Registration number: 1990/001119/06
 JSE code: ADH ISIN: ZAE 0000 31035
 (ADvTECH or the company)

For use by registered holders of certificated shares and holders of dematerialised shares with own name registrations at the annual general meeting (AGM) of ADvTECH to be held on Thursday, 30 May 2019 at 10h00 at ADvTECH House, Inanda Greens Office Park, 54 Wierda Road West, Wierda Valley, Sandton.

Please read the notes on the reverse side of this form of proxy.

Holders of shares in the company (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should inform that nominee timeously, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the AGM and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the AGM in person.

Such shareholders must not return this form of proxy to the transfer secretaries of the company.

I/we (please print names in full) _____

of (please insert address) _____

being the holder(s) of _____ shares in ADvTECH, do hereby appoint (see note 1)

1. _____ or failing him/her
2. _____ or failing him/her
3. the chairman of the AGM,

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the AGM and at each adjournment thereof, and to vote for or against such resolutions or abstain from voting in respect of the shares registered in my/our name(s), in accordance with the following instructions (see note 5):

Resolution	In favour of*	Against*	Abstain*
Ordinary resolution number one – Adoption of the annual financial statements			
Ordinary resolution number two – Re-election of Dr JS Chimhanzi			
Ordinary resolution number three – Re-election of Prof JM Hofmeyr			
Ordinary resolution number four – Re-election of Mr KDM Warburton			
Ordinary resolution number five – Re-election of Prof BM Gourley as a member of the Audit Committee			
Ordinary resolution number six – Re-election of Mr KDM Warburton as a member and the chairman of the Audit Committee			
Ordinary resolution number seven – Re-election of Dr JS Chimhanzi as a member of the Audit Committee			
Ordinary resolution number eight – Appointment of external auditors			
Ordinary resolution number nine – Issuing shares for cash			
Ordinary resolution number ten – Signature of documents			
Non-binding advisory vote number one – Remuneration policy			
Non-binding advisory vote number two – Implementation report			
Special resolution number one – Approval of non-executive directors' fees			
Special resolution number two – Authority to make loans/give financial assistance to subsidiaries and related or inter-related companies			
Special resolution number three – General authority for the acquisition of shares issued by the company			

* Insert an "X" in the relevant spaces above to indicate how the proxy should vote, or the number of shares if you wish to cast your votes in respect of a lesser number of shares (see note 5).

Unless indicated above, my proxy may vote as he/she thinks fit.

Signed on this _____ day of _____ 2019

Signed _____
 (Authority of signatory to be attached if applicable – see note 11)

Assisted by me _____
 (where applicable – see note 13)

NOTES *to form of proxy*

Each shareholder is entitled to appoint one or more proxies (who need not also be shareholders of the company) to attend, speak and vote on behalf of that shareholder at the Annual General Meeting (AGM).

Shareholders are entitled to vote on all resolutions set out in the notice of the AGM. On a show of hands, every shareholder who is present in person or by proxy will have one vote (irrespective of the number of shares held in the company) and, on a poll, every shareholder will have one vote for every share held or represented.

1. This form of proxy must be used by registered holders of certificated shares or holders of dematerialised shares with "own name" registrations.
2. Holders of shares through a nominee are reminded that the onus is on them to communicate with their nominee, CSDP or stockbroker.
3. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies (who need not be shareholders of the company) of the shareholder's choice in the space/s provided, with or without deleting "the chairman of the meeting". The person whose name appears first on the proxy and which has not been deleted will be entitled to act as proxy in priority to those whose names follow.
5. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the chairman, failure to so comply will be deemed to authorise the proxy to vote in favour of the resolutions. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy.
6. If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.
7. Forms of proxy must be lodged at or posted to the registered office of Link Market Services SA Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, corner Biccard Street, Braamfontein, 2017 (PO Box 4844, Johannesburg, 2000) to be received by no later than 10h00 on Tuesday, 28 May 2019 or handed to the chairman up to commencement of the AGM. A form of proxy sent by electronic medium to the company secretary or transfer secretaries within the said time limit shall be deemed to constitute an instrument of proxy.
8. The completion and lodging of this form will not preclude the shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such shareholder wish to do so.
9. The chairman of the meeting may reject or accept any form of proxy not completed and/or received, other than in accordance with these notes, provided that in respect of the acceptance he is satisfied as to the manner in which the shareholder concerned wishes to vote.
10. An instrument of proxy shall be valid for any adjournment of the meeting as well as for the meeting to which it relates, unless the contrary is stated thereon.
11. The authority (or a certified copy of the authority) of a person signing the form of proxy
 - (a) under a power of attorney; or
 - (b) on behalf of a company,
 must be attached to this form of proxy unless the company has already recorded the power of attorney.
12. Where shares are held jointly and more than one such joint holder is present or represented, the person whose name appears first in the securities register or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. At least one of the joint shareholders must sign the form of proxy.
13. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company.

Summary of rights in terms of section 58(8)(b)(i) of the Act:

- **A shareholder is entitled to appoint a proxy who need not be a shareholder of the company to participate in, and speak and vote at a shareholders' meeting on behalf of the shareholder.**
- **A shareholder may appoint more than one person as a proxy, and may appoint more than one proxy to exercise voting rights attached to different securities.**
- **A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.**
- **A proxy appointment must be in writing, dated and signed by the shareholder and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.**
- **A shareholder may revoke a proxy appointment in writing.**
- **A proxy appointment is suspended if the shareholder chooses to act directly and exercise any of his rights as shareholder in person.**
- **A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.**



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