



GRAND PARADE

INVESTMENTS LIMITED

GRAND PARADE INVESTMENTS LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1997/003548/06)

Share code: GPL ISIN: ZAE000119814

("GPI" or "the Company")

NOTICE OF GENERAL MEETING OF SHAREHOLDERS OF GPI CONVENED IN ACCORDANCE WITH SECTION 61(3) OF THE COMPANIES ACT

NOTICE IS HEREBY GIVEN that a General Meeting of Shareholders will be held on Wednesday, 31 October 2018 at 18h30 at the Samaj Centre, Balu Parker Boulevard, Athlone, Cape Town.

The purpose of the General Meeting is to consider and, if deemed fit, to approve, with or without modification, the resolutions set out in this Notice of General Meeting.

Note:

- *The definitions and interpretation commencing on page 4 of the Circular to which this Notice of General Meeting is attached, apply mutatis mutandis to this notice and to the resolution set out below.*
- *For an ordinary resolution to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution.*
- *The date on which Shareholders must have been recorded as such in the Register for purposes of being entitled to receive this notice is Friday, 14 September 2018.*
- *Any change to the venue of the General Meeting will be announced on SENS and on the Company's website by no later than Tuesday, 9 October 2018.*

1. ORDINARY RESOLUTION NUMBER 1

REMOVAL OF A ABERCROMBIE AS DIRECTOR

"RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 1, and in accordance with section 71(1) of the Companies Act, Mr A Abercrombie be and is hereby removed as a director of GPI."

The minimum percentage of voting rights that is required for Ordinary Resolution Number 1 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

2. ORDINARY RESOLUTION NUMBER 2

REMOVAL OF PROF W GEACH AS DIRECTOR

"RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 2, and in accordance with section 71(1) of the Companies Act, Prof W Geach be and is hereby removed as a director of GPI."

The minimum percentage of voting rights that is required for Ordinary Resolution Number 2 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

3. ORDINARY RESOLUTION NUMBER 3

REMOVAL OF R A HARGEY AS DIRECTOR

"RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 3, and in accordance with section 71(1) of the Companies Act, Mr R A Hargey be and is hereby removed as a director of GPI."

The minimum percentage of voting rights that is required for Ordinary Resolution Number 3 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

4. ORDINARY RESOLUTION NUMBER 4

REMOVAL OF DR N V MAHARAJ AS DIRECTOR

"RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 4, and in accordance with section 71(1) of the Companies Act, Dr N V Maharaj be and is hereby removed as a director of GPI."

The minimum percentage of voting rights that is required for Ordinary Resolution Number 4 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

5. ORDINARY RESOLUTION NUMBER 5

REMOVAL OF N MLAMBO AS DIRECTOR

"RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 5, and in accordance with section 71(1) of the Companies Act, Mrs N Mlambo be and is hereby removed as a director of GPI."

The minimum percentage of voting rights that is required for Ordinary Resolution Number 5 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

6. ORDINARY RESOLUTION NUMBER 6

RE-APPOINTMENT OF A ABERCROMBIE AS DIRECTOR

“RESOLVED THAT, in the event that Ordinary Resolution 1 was adopted, Mr A Abercrombie be and is hereby re-appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 6, in accordance with sections 68(1) and 68(2) of the Companies Act.

The minimum percentage of voting rights that is required for Ordinary Resolution Number 6 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

7. ORDINARY RESOLUTION NUMBER 7

RE-APPOINTMENT OF PROF W GEACH AS DIRECTOR

“RESOLVED THAT, in the event that Ordinary Resolution 2 was adopted, Prof W Geach be and is hereby re-appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 7, in accordance with sections 68(1) and 68(2) of the Companies Act.

The minimum percentage of voting rights that is required for Ordinary Resolution Number 7 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

8. ORDINARY RESOLUTION NUMBER 8

RE-APPOINTMENT OF R A HARGEY AS DIRECTOR

“RESOLVED THAT, in the event that Ordinary Resolution 3 was adopted, Mr R A Hargey be and is hereby re-appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 8, in accordance with sections 68(1) and 68(2) of the Companies Act.

The minimum percentage of voting rights that is required for Ordinary Resolution Number 8 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

9. ORDINARY RESOLUTION NUMBER 9

RE-APPOINTMENT OF DR N V MAHARAJ AS DIRECTOR

“RESOLVED THAT, in the event that Ordinary Resolution 4 was adopted, Dr. N V Maharaj be and is hereby re-appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 9, in accordance with sections 68(1) and 68(2) of the Companies Act.

The minimum percentage of voting rights that is required for Ordinary Resolution Number 9 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

10. ORDINARY RESOLUTION NUMBER 10

RE-APPOINTMENT OF N MLAMBO AS DIRECTOR

“RESOLVED THAT, in the event that Ordinary Resolution 5 was duly adopted, Ms N Mlambo be and is hereby re-appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 10, in accordance with sections 68(1) and 68(2) of the Companies Act.

The minimum percentage of voting rights that is required for Ordinary Resolution Number 10 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

11. ORDINARY RESOLUTION NUMBER 11

APPOINTMENT OF C FERNANDEZ AS DIRECTOR

“RESOLVED THAT, Ms C Fernandez be and is hereby appointed as a director of GPI, with effect from the passing of this Ordinary Resolution Number 11, and in accordance with sections 68(1) and 68(2) of the Companies Act.”

The minimum percentage of voting rights that is required for Ordinary Resolution Number 11 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

12. ORDINARY RESOLUTION NUMBER 12

APPOINTMENT OF M BOWMAN AS DIRECTOR

“RESOLVED THAT, Mr M Bowman be and is hereby appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 12, and in accordance with sections 68(1) and 68(2) of the Companies Act.”

The minimum percentage of voting rights that is required for Ordinary Resolution Number 12 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

13. ORDINARY RESOLUTION NUMBER 13

APPOINTMENT OF R VAN DIJK AS DIRECTOR

“RESOLVED THAT, Ms R van Dijk be and is hereby appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 13, and in accordance with sections 68(1) and 68(2) of the Companies Act.”

The minimum percentage of voting rights that is required for Ordinary Resolution Number 13 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

14. ORDINARY RESOLUTION NUMBER 14

APPOINTMENT OF S MAFOYANE AS DIRECTOR

“RESOLVED THAT, Ms S Mafoyane be and is hereby appointed as a director of GPI with effect from the passing of this Ordinary Resolution Number 14, and in accordance with sections 68(1) and 68(2) of the Companies Act.

The minimum percentage of voting rights that is required for Ordinary Resolution Number 14 to be adopted is 50% (fifty percent) of the voting rights plus one vote to be cast.

VOTING AND PROXIES

The date on which Shareholders must be recorded in the Register for purposes of being entitled to receive this Notice of General Meeting is Friday, 14 September 2018.

The last day to trade in order to be entitled to attend and vote at the General Meeting, is Tuesday, 23 October 2018. The date on which Shareholders must be recorded in the Register for purposes of being entitled to attend and vote at the General Meeting, is Friday, 26 October 2018.

Section 63(1) of the Companies Act requires that meeting participants provide satisfactory identification. Accordingly, meeting participants may be required to provide proof of identification to the reasonable satisfaction of the chairman of the General Meeting and must accordingly bring a copy of their identity document, passport or drivers' license to the General Meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the Transfer Secretaries for guidance.

A Shareholder entitled to attend, speak and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder of the Company. For the convenience of Certificated Shareholders and Own Name Dematerialised Shareholders, a Form of Proxy (*grey*) is attached hereto. Completion of a Form of Proxy will not preclude such Shareholder from attending and voting (in preference to that Shareholder's proxy) at the General Meeting.

Duly completed Forms of Proxy and the authority (if any) under which it is signed must reach the Transfer Secretaries at the address given below by not later than 10h00 on Monday, 29 October 2018. However, forms of proxy may also be handed to the Company at any time before the appointed proxy exercises any Shareholder rights at the General Meeting.

Dematerialised Shareholders, other than Own Name Dematerialised Shareholders, who wish to attend the General Meeting in person should request their CSDP or Broker to provide them with the necessary letter of representation in terms of their Custody Agreement with their CSDP or Broker. Dematerialised Shareholders, other than Own Name Dematerialised Shareholders, who do not wish to attend but wish to be represented at the General Meeting must advise their CSDP or Broker of their voting instructions. Dematerialised Shareholders without, other than Own Name Dematerialised Shareholders, should contact their CSDP or Broker with regard to the cut-off time for their voting instructions.

SIGNED AT CAPE TOWN ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY ON 26 SEPTEMBER 2018

By order of the Board



H Adams
Executive Chairman

Registered office
10th Floor, 33 on Heerengracht, Foreshore, Cape Town, 8001

Transfer Secretaries
Computershare Investor Services (Proprietary) Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196,
(PO Box 61051, Marshalltown, 2107)



GRAND PARADE

INVESTMENTS LIMITED

GRAND PARADE INVESTMENTS LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1997/003548/06)

Share code: GPL ISIN: ZAE000119814

("GPI" or "the Company")

FORM OF PROXY

For use by certificated and "Own Name" Dematerialised Shareholders only

For use by certificated and "own name" registered Dematerialised Shareholders of the Company at the General Meeting of Shareholders to be held on Wednesday, 31 October 2018 at 18h30 at the Samaj Centre, Balu Parker Boulevard, Athlone, Cape Town.

I/We (please print) _____

of (address) _____

being the holder/s of _____ Ordinary Shares in GPI , appoint (see note 1):

- 1. _____ or failing him,
- 2. _____ or failing him,
- 3. the chairman of the General Meeting,

as my/our proxy to act for me/us and on my/or behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the ordinary resolutions and/or abstain from voting in respect of the Ordinary Shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary Resolution Number 1 Removal of A Abercrombie as Director			
Ordinary Resolution Number 2 Removal of Prof W Geach as Director			
Ordinary Resolution Number 3 Removal of R A Hargey as Director			
Ordinary Resolution Number 4 Removal of Dr N V Maharaj as Director			
Ordinary Resolution Number 5 Removal of N Mlambo as Director			
Ordinary Resolution Number 6 Re-appointment of A Abercrombie as Director			
Ordinary Resolution Number 7 Re-appointment of Prof W Geach as Director			
Ordinary Resolution Number 8 Re-appointment of R A Hargey as Director			
Ordinary Resolution Number 9 Re-appointment of Dr N V Maharaj as Director			
Ordinary Resolution Number 10 Re-appointment of N Mlambo as Director			
Ordinary Resolution Number 11 Appointment of C Fernandez as Director			
Ordinary Resolution Number 12 Appointment of M Bowman as Director			
Ordinary Resolution Number 13 Appointment of R van Dijk as Director			
Ordinary Resolution Number 14 Appointment of S Mafoyane as Director			

Signed at _____ on _____ 2018

Signature _____ Assisted by me (where applicable)

Name _____ Capacity _____ Signature _____

NOTES TO THE FORM OF PROXY

1. This form is for use by Certificated Shareholders and Own Name Dematerialised Shareholders whose Ordinary Shares are registered in their own names on the record date and who wishes to appoint another person to represent them at the General Meeting. If duly authorised, companies and other corporate bodies who are Certificated Shareholders or Own Name Dematerialised Shareholders may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.

Other Shareholders should not use this form. All beneficial holders who have Dematerialised their shares through a Central Securities Depository Participant (“CSDP”) or Broker, and do not have their shares registered in their own name, must provide the CSDP or Broker with their voting instructions. Alternatively, if they wish to attend the General Meeting in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the CSDP or Broker.
2. This proxy form will not be effective at the General Meeting unless received at the offices of the Transfer Secretaries at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, South Africa 2107), not later than 10h00 on Monday, 29 October 2018, or handed to the chairman of the General Meeting, at any time before the appointed proxy exercises any Shareholder rights at the General Meeting.
3. This proxy shall apply to all the Ordinary Shares registered in the name of Shareholders at the record date unless a lesser number of shares are inserted.
4. A Shareholder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a Shareholder of the Company. If the name of the proxy is not inserted, the chairman of the General Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this proxy form may delegate the authority given to him in this proxy by delivering to the Company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy of this proxy form.
5. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the General Meeting even if the General Meeting or a part thereof is postponed or adjourned.
6. If:
 - 6.1 a Shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 6.2 the Shareholder gives contrary instructions in relation to any matter; or
 - 6.3 any additional resolution/s which are properly put before the General Meeting; or
 - 6.4 any resolution listed in the proxy form is modified or amended, the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the Shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the proxy shall comply with those instructions.
7. If this proxy is signed by a person (signatory) on behalf of the Shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:
 - 7.1 it is accompanied by a certificated copy of the authority given by the Shareholder or the Shareholder to the signatory; or
 - 7.2 the Company has already received a certificated copy of that authority.
8. The chairman of the General Meeting may, at his discretion, accept or reject any proxy form or other written appointment of a proxy which is received by the chairman prior to the time when the General Meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the Shareholder appointing the proxy.
9. Any alterations made in this form of proxy must be initialed by the authorised signatory/ies.
10. This proxy form is revoked if the Shareholder who granted the proxy:
 - 10.1 delivers a copy of the revocation instrument to the Company and to the proxy or proxies concerned, so that it is received by the Company by not later than when the appointed proxy exercises any Shareholder rights at the General Meeting; or
 - 10.2 appoints a later, inconsistent appointment of proxy for the General Meeting; or
 - 10.3 attends the General Meeting in person.
11. If duly authorised, companies and other corporate bodies who are Shareholders of the Company having shares registered in their own name may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the General Meeting by giving written notice of the appointment of that representative. This notice will not be effective at the General Meeting unless it is accompanied by a copy of the resolution/s or other authorities, and is received by the Company prior to the commencement of the General Meeting.
12. Any change to the venue of the General Meeting will be announced on SENS and on the Company’s website by no later than Tuesday, 9 October 2018.