

# Notice of annual general meeting of shareholders

**Hospitality Property Fund Limited**  
(Incorporated in the Republic of South Africa)  
(Registration number 2005/014211/06)  
JSE Share code: HPB  
ISIN: ZAE000214656  
Company code: HPAI  
(Approved as a REIT by the JSE Limited)  
(‘Hospitality’ or ‘the Company’)

Notice is hereby given to shareholders of the Company that the annual general meeting (‘AGM’) of the Company will be held on Tuesday, 20 October 2020 at 08:00 to (i) deal with such business as may lawfully be dealt with at the meeting and (ii) consider and, if deemed fit to pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, 71 of 2008, as amended (‘the Companies Act’), as read with the Listings Requirements of the JSE Limited (‘the JSE Listings Requirements’). This document is available in English only. The proceedings at the meeting will be conducted in English.

In light of the restrictions on travel and the holding of public gatherings pursuant to the regulations published in terms of section 27(2) of the Disaster Management Act, 2002 relating to Covid-19, it is not currently possible or legally permissible to hold the AGM in person at the company’s registered office. **The Board has therefore decided to proceed with the AGM by way of electronic participation only and not by way of a physical meeting.** The AGM will accordingly be accessible through electronic communication, as permitted by the JSE and in accordance with the provisions of the Companies Act and the company’s memorandum of incorporation (‘MOI’). **‘Attendance’ throughout this notice will refer to electronic attendance.**

The AGM will be hosted via Microsoft Teams, a remote interactive electronic platform.

## Section 63(1) of the Companies Act: Identification of meeting participants

Meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a meeting. Forms of identification that will be accepted include original and valid identity documents, drivers’ licences and passports.

## Salient dates

The following dates apply to the AGM:

## Record dates

In terms of sections 59(1)(a) and (b) of the Companies Act, the directors have determined that the date on which a shareholder must be registered in the Company’s register of shareholders in order to:

- Receive notice of the AGM is Friday, 14 August 2020, and
- Participate in and vote at the AGM is Friday, 9 October 2020.

The last day to trade in order to be registered in the Company’s register of shareholders to be able to participate in and vote at the AGM will therefore be Tuesday, 6 October 2020.

- The recommended date for shareholders to lodge proxy forms is 08:00 on Friday, 16 October 2020.
- The recommended date for shareholders or their duly authorised proxies who wish to participate in the AGM, to register to do so by lodging a completed electronic participation application form with the Company’s Transfer Secretaries, Computershare Investor Services Proprietary Limited (‘Computershare’), is Friday, 16 October 2020.

## Voting requirements

All ordinary resolutions will, in terms of the Companies Act, require support of more than 50% (fifty percent) of the voting rights of shareholders, in their capacity as shareholders, exercised thereon at the AGM, to be approved. All special resolutions will, in terms of the Companies Act, require support of at least 75% (seventy-five percent) of the total voting rights of shareholders, in their capacity as shareholders, exercised thereon at the AGM, to be approved.

### 1. Presentation of the audited consolidated annual financial statements of the Company, including the reports of the directors, external auditors, the audit and risk and the social and ethics committees, for the year ended 31 March 2020

In accordance with the Companies Act, the audited consolidated annual financial statements of the Company (including the reports of the directors, the independent external auditors and the audit and risk committee for the period ended 31 March 2020, as approved by the Board of Directors as set out on pages 53 to 99 is presented to shareholders.

The Company’s social and ethics report, which deals with matters within the committee’s mandate and the execution of its statutory duties and responsibilities as set out in its terms of reference, for the financial year ended 31 March 2020 is included on page 46. Any specific questions to the social and ethics committee may be addressed to the company secretary prior to the meeting at [rosao@hpf.co.za](mailto:rosao@hpf.co.za).

### 2. Ordinary resolution number 1: Election and re-election of the Company’s directors by separate resolutions

#### 2.1 Ordinary resolution number 1.1

‘Resolved that Mr MH Ahmed, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, is re-elected as a non-executive director of the Company.’

#### 2.2 Ordinary resolution number 1.2

‘Resolved that Mr SC Gina, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, is re-elected as a non-executive director of the Company.’

2.3 Ordinary resolution number 1.3

'Resolved that Dr LM Molefi, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, is re-elected as a non-executive director of the Company.'

2.4 Ordinary resolution number 1.4

'Resolved that Mrs CC September, who was appointed by the Board to serve as an independent executive director of the Company, with effect from 15 August 2019 and who is eligible and available for election, is elected as a non-executive director of the Company.'

**Reason for ordinary resolution number 1: Election and re-election of directors at the AGM**

In accordance with the Company's Memorandum of Incorporation, one-third of the Company's directors are required to retire at each AGM and may offer themselves for re-election. In addition any director who is 70 years or older shall retire annually and any director appointed by the Board, must be approved by the shareholders at the next AGM.

The nomination committee has considered the past performance and contribution to the Company of the directors standing for election and re-election and recommends their election and re-election to shareholders.

Abridged *curriculum vitae* of the directors standing for election and re-election appear below.

**MH Ahmed**

Lead Independent, Independent non-executive director

*BCom (Accounting)*

Date of appointment: 14 August 2018

With 25 years of experience in finance and leadership, Mohamed is a businessman who has served on the boards of various listed companies, including as an alternate director for MTN Group Limited. He is currently an independent non-executive director of Tsogo Sun Hotels Limited, Montauk Holdings and Deneb Investments, where he also serves as the chair of the audit, risk and remuneration committees. Mohamed is the founder of the Gallagher Charitable Trust. He was appointed to the Board on 14 August 2018.

Committee membership: audit and risk (Chairman); remuneration (Chairman)

**SC Gina**

Independent non-executive director

*Dip (Labour Law)*

Date of appointment: 1 June 2019

Chris resigned as the deputy secretary general of the South African Clothing and Textile Workers' Union in September 2019. Chris serves on the boards of Tsogo Sun Hotels, Ithala Development Finance Corporation, Star Knitting (Mauritius) and Edafund ('NPO'). He also serves as a labour convenor for KwaZulu-Natal Provincial Government Economic Council. Chris formed part of the International Labour Organisation to Thailand in 2015, where he presented a South African Labour Law perspective in collective bargaining and trade unions.

Committee membership: social and ethics (Chairman); nomination

**LM Molefi**

Independent non-executive director

*BSc, MB ChB*

Date of appointment: 1 June 2019

Moretlo is a versatile, well-qualified entrepreneur and an experienced business executive. She has been one of a few pioneers of Telemedicine in South Africa and Africa with representation at various levels of government and non-governmental organisations. She has a broad knowledge of mobile health industry and the technology world in general. Moretlo runs her own business and is involved in social entrepreneurship programmes locally and internationally. She has a BSc and a MB ChB degree and serves on a number of boards, including Tsogo Sun Hotels Limited and The International Society for Telemedicine.

Committee membership: audit and risk; nomination

**CC September**

Independent non-executive director

*Masters Technology Management, PGDip (Economics Policy)*

Date of appointment: 15 August 2019

Connie served as chair of the Portfolio Committee on Higher Education and Training in the Fifth Parliament. She previously served as Minister of Human Settlements. Connie first became a Member of Parliament in 1999 and served in various Portfolio Committees including as chair of the Portfolio Committee on Water Affairs & Forestry. She also served as Whip in the National Assembly in 2004. She obtained a Master's degree in Technology Management from Da Vinci Institute for Technology Management. Connie retired from Parliament in May 2019. She also serves on the Board of Tsogo Sun Hotels Limited.

## Notice of annual general meeting of shareholders continued

### 3. Ordinary resolution number 2: Reappointment of the external auditor

'Resolved that PricewaterhouseCoopers Inc. be reappointed as the Company's independent external auditor (to report on the financial year ending 31 March 2021).'

#### *Reason for ordinary resolution number 2: Reappointment of external auditor*

In terms of section 90(1) of the Companies Act, each year at its AGM, the Company must appoint an auditor who complies with the requirements of section 90(2) of the Companies Act. PricewaterhouseCoopers Inc. ('PWC') has indicated its willingness to continue in office. AG Taylor shall serve as the registered audit partner in relation to the audit.

The Company's audit and risk committee has considered PWC's independence in accordance with the Companies Act and is satisfied that PWC is independent as contemplated by the Companies Act and the applicable rules of the International Federation of Accountants ('IFAC').

Furthermore, the Company's audit and risk committee has, in terms of paragraphs 3.84(g)(iii) and 3.86 of the JSE Listings Requirements, considered and satisfied itself that PWC, the reporting accountant and individual auditor are accredited to appear on the JSE list of Accredited Auditors in compliance with section 22 of the JSE Listings Requirements and are suitable for appointment.

As proposed by ordinary resolution number 2, the audit and risk committee can therefore recommend PWC for appointment as the registered independent external auditor of the Company until the next AGM, subject to shareholder approval as required in terms of section 90(1) of the Companies Act.

### 4. Ordinary resolution number 3: Election of the members of the audit and risk committee by separate resolutions

#### 4.1 Ordinary resolution number 3.1: Election of Mr MH Ahmed as a member and the chair of the audit and risk committee

'Resolved that Mr MH Ahmed, being an independent, non-executive director of the Company, be elected as a member and chair of the audit and risk committee of the Company with effect from the conclusion of this meeting (in terms of section 94(2) of the Companies Act), subject to his re-election as an independent non-executive director in terms of ordinary resolution number 1.1.'

#### 4.2 Ordinary resolution number 3.2: Election of Dr LM Molefi as a member of the audit and risk committee

'Resolved that Dr LM Molefi, being an independent, non-executive director of the Company, be elected as a member of the audit and risk committee of the Company with effect from the conclusion of this meeting (in terms of section 94(2) of the Companies Act), subject to her re-election as an independent non-executive director in terms of ordinary resolution number 1.3.'

#### 4.3 Ordinary resolution number 3.3: Election of Mr JG Ngcobo as a member of the audit and risk committee

'Resolved that Mr JG Ngcobo, being an independent, non-executive director of the Company, be elected as a member of the audit and risk committee of the Company with effect from the conclusion of this meeting (in terms of section 94(2) of the Companies Act).'

#### *Reason for ordinary resolution number 3: Election of the members of the audit and risk committee*

In terms of section 94(2) of the Companies Act and the King Report on Governance for South Africa ('King IV') the audit and risk committee is a committee of the Board elected by the shareholders at each AGM. In terms of the regulations to the Companies Act, at least one-third of the members of a Company's audit and risk committee at any particular time must have academic qualifications, or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

The Company's Board, having satisfied itself, among others, of the independence, qualifications, experience and expertise of the independent non-executive directors offering themselves for election as members of the Company's audit and risk committee, recommends their election to shareholders.

### 5. Advisory endorsement number 1: Non-binding advisory endorsement of the remuneration policy

To endorse, through a non-binding advisory vote, the Company's remuneration policy as set out on page 47 of the integrated annual report.

#### *Reason for endorsement of the remuneration policy*

In terms of King IV recommendations, the Company's remuneration policy should be tabled for a non-binding advisory vote at the AGM. The essence of this vote is to enable the shareholders to express their views on the remuneration policies adopted by the Company.

Should 25% (twenty-five percent) or more of the voting rights exercised by shareholders on this non-binding vote, be cast against the remuneration policy, the Company undertakes to invite such dissenting shareholders to engage with the Company in order to ascertain the reasons therefor and to address legitimate and reasonable objections and/or concerns.

### 6. Advisory endorsement number 2: Non-binding advisory endorsement of the remuneration implementation report

To endorse, through a non-binding advisory vote, the Company's remuneration implementation report with regard to the remuneration of directors set out on page 48 of the integrated annual report.

#### *Reason for endorsement of the implementation report*

In terms of King IV recommendations, the Company's remuneration implementation report should be tabled for a non-binding advisory vote at the AGM. The essence of this vote is to enable the shareholders to express their views on the Company's remuneration implementation report.

Should 25% (twenty-five percent) or more of the voting rights exercised by shareholders on this non-binding vote, be cast against the remuneration implementation report, the Company undertakes to invite such dissenting shareholders to engage with the Company in order to ascertain the reasons therefor and to address legitimate and reasonable objections and/or concerns.

**7. Special resolution number 1: Non-executive directors' remuneration for the period 1 April 2021 to 31 March 2022**

At the Company's AGM held on 17 October 2019, shareholders approved a maximum increase of 8% to the remuneration of non-executive directors of the Company, for their services as directors, for the period 1 April 2020 to 31 March 2021, subject to Board approval. However, in response to the impact of the Covid-19 pandemic on the business and Hospitality's focus on conserving its cash resources, the Board, on recommendation by the remuneration committee agreed that no inflationary increase be applied to directors' fees for the period 1 April 2020 to 31 March 2021.

Furthermore, non-executive directors' fees were reduced by 40% (forty percent) for the month of April 2020 and by 60% (sixty percent) for the months thereafter and may be adjusted upwards or downwards (subject to the maximum amount approved at the previous AGM), based on an assessment of what the Company is likely to be able to afford during the time that the business is impacted by the Covid-19 pandemic.

Approval is now sought for the Board to increase non-executive directors' fees for the period 1 April 2021 to 31 March 2022, within a specific mandate.

'Resolved that, in terms of the Company's Memorandum of Incorporation and sections 66(8) and 66(9) of the Companies Act, the payment of the remuneration of the non-executive directors of the Company, for their services as directors, for the period 1 April 2021 to 31 March 2022, unless amended by a special resolution of shareholders, be equal to the non-executive directors' remuneration for the period 1 April 2020 to 31 March 2021 (as set out below), escalated as approved by the Board of the Company, by up to a maximum of 8%.'

**Reason for special resolution number 1: Non-executive directors' remuneration for the period 1 April 2021 to 31 March 2022**

The reason and effect of special resolution number 1 is to obtain shareholder approval for the remuneration of each of the non-executive directors of the Company for the period 1 April 2021 to 31 March 2022 in accordance with section 66(8) and 66(9) of the Companies Act. The proposed special resolution excludes value added tax ('VAT'), which will be added by directors in accordance with current VAT legislation, where applicable.

	Fees for the period 1 April 2020 to 31 March 2021		Fees for the period 1 April 2021 to 31 March 2022, assuming a maximum increase of 8%	
	Chairman Rand	Member Rand	Chairman Rand	Member Rand
Board members (per annum) (excluding the lead independent director)	410 000	272 000	442 800	293 760
Lead independent director (per annum)	–	325 000	–	351 000
Audit and risk committee (per annum)	170 000	109 000	183 600	117 720
*Nomination committee	17 500	15 000	18 900	16 200
*Remuneration committee	17 500	15 000	18 900	16 200
*Social and ethics committee	14 500	11 500	31 320	24 840

\* Members earn a fee per meeting, for actual attendance. Two meetings per annum has been assumed in total fees for the period.

**9. Special resolution number 2: Financial assistance to subsidiaries and other related and inter-related entities in terms of section 44 and 45 of the Companies Act**

'Resolved that, to the extent required by the Companies Act, the Board may, subject to compliance with the requirements of the Company's Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other Company or entity that is or becomes related or inter-related to the Company for any purpose or in connection with any matter including, but not limited to, the subscription of any option or any shares issued or to be issued by the Company or a related or inter-related Company or entity, or for the purchase of any shares of the Company or a related or inter-related Company or entity, including any direct or indirect financial assistance as contemplated in section 44 and 45 of the Companies Act, on such terms and conditions as the Board may determine, such authority to endure for a period of 2 (two) years commencing on the date of passing of this resolution.'

**Reason for special resolution number 2: Authority to provide financial assistance to subsidiaries and other related and inter-related entities**

The Company requires the ability to provide financial assistance to related and inter-related persons and entities, such as its subsidiaries, if necessary, in accordance with section 44 and 45 of the Companies Act. The Company will, however require a special resolution, as set out above, to be adopted before such financial assistance may be provided. In the circumstances and in order to, among others, ensure that the Company's related and inter-related companies and entities have access to financing and/or financial backing from the Company (as opposed to banks), it is necessary to obtain the approval of shareholders, as set out in special resolution number 2.

## Notice of annual general meeting of shareholders continued

### 11. Special resolution number 3: General authority to acquire shares

'Resolved that the Company and/or a subsidiary of the Company is authorised by way of a general authority to repurchase or purchase, as the case may be, ordinary shares issued by the Company, from any person, upon such terms and conditions and in such number as the directors of the Company or the subsidiary may from time to time determine, subject to the applicable requirements of the Company's Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time on the following bases:

- each repurchase of shares must be effected through the main order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- the repurchase or purchase, as the case may be, by the Company and/or any of its subsidiaries, of shares in the Company of any class under this authority shall not, in aggregate in any one financial year, exceed 20% of the Company's issued share capital as at the commencement date of such financial year;
- repurchases of ordinary shares may not be made at a price greater than 10% above the weighted average of the market value of ordinary shares for the five business days immediately preceding the date on which the repurchase is effected (the maximum price). The JSE will be consulted for a ruling if the Company's shares have not traded in such a five-business day period;
- repurchases of ordinary shares by the Company or its subsidiaries may not take place during a prohibited period as defined in the Listings Requirements, unless the Company has in place a repurchase programme where the dates and quantities of ordinary shares to be traded are fixed (not subject to any variation) and full details of the programme have been disclosed in writing to the JSE prior to the commencement of the prohibited period;
- the Company shall release an announcement on SENS, as soon as it or its subsidiary has, on a cumulative basis purchased or repurchased ordinary shares, which constitute 3% of the number of ordinary shares in issue (at the time that this authority from shareholders for the repurchase was granted), and for each 3% in aggregate of such number of ordinary shares purchased or repurchased, as the case may be, thereafter;
- this general authority shall be valid only until the next AGM of the Company to be held in 2021, provided that it shall not extend beyond 15 months from the date of passing of this special resolution;
- at any point in time, the Company may only appoint one agent to effect any repurchases on the Company's behalf;
- the number of ordinary shares purchased and held by a subsidiary or subsidiaries of the Company shall not exceed 10% in the aggregate of the number of issued shares in the Company at the relevant times;
- no voting rights attached to ordinary shares acquired by the Company's subsidiaries may be exercised while the ordinary shares are held by them and they remain subsidiaries of the Company;
- a resolution has been passed by the Board of the Company confirming that it has authorised the general repurchase, that the Company and its subsidiaries will satisfy the solvency and liquidity test immediately after the repurchase of ordinary shares and that since the test was done there have been no material changes to the financial position of the group; and
- any such general repurchase will be subject to exchange control regulations, if applicable.'

#### **Reason for special resolution number 3: General authority to acquire shares**

The reason for special resolution number 3 is to grant the Board a general authority for the acquisition of the Company's shares by the Company, or by a subsidiary or subsidiaries of the Company.

Having considered the effect of acquisition of the Company's shares up to a maximum limit, the directors of the Company are of the opinion that, if such acquisitions were implemented:

- the Company and the Group are in a position to repay their debt in the ordinary course of business for a period of 12 months after the date of the notice of the meeting;
- the Company and the Group's assets will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the notice of the meeting. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements of the Group for the year ended 31 March 2020 which comply with the Companies Act;
- the share capital and reserves of the Company and the Group will be adequate for the ordinary business purposes of the Company and the Group for a period of 12 months following the date of the notice of the meeting; and
- the available working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the meeting.

**Statement of the Board's intention**

Although there is no immediate intention to effect a repurchase of shares of the Company, the Board believes that it should retain flexibility so that the directors may utilise the general authority to repurchase shares as and when suitable opportunities present themselves and which opportunities may require immediate action.

**Other disclosure in accordance with section 11.26 of the JSE Listings Requirements**

The following additional information, some of which may appear elsewhere in the IAR is provided in terms of the JSE Listings Requirements for purposes of this general authority:

- Major shareholders – page 106 of the IAR.
- Share capital of the Company – page 79 of the IAR.

**Directors' responsibility statement**

The directors, collectively and individually, accept full responsibility for the accuracy of the information given 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 special resolutions contain all information required by law and the JSE Listings Requirements.

**Material change statement**

As at Tuesday, 18 August 2020, being the last practicable date before the finalisation of this notice, there have been no material changes in the financial or trading position of the Company and its subsidiaries that have occurred between 31 March 2020 and 18 August 2020 other than the facts and developments as reported on in the integrated annual report of the Company for the financial year ended 31 March 2020.

**Electronic participation**

In light of the measures put in place by the South African government in response to the Covid-19 pandemic, the Board has decided that the annual general meeting will only be accessible through a remote interactive electronic platform as detailed below.

Any shareholder (or representative or proxy for a shareholder) who wishes to participate in the AGM by way of electronic participation, should complete the electronic participation application form, which forms part of this notice and should email same to the Company's Transfer Secretaries, Computershare at proxy@computershare as soon as possible after receipt of this notice, but in any event no later than 08:00 on Friday, 16 October 2020. Shareholders or their duly appointed proxies are required to provide satisfactory identification before being entitled to participate in the AGM, as noted on the first page of the AGM Notice.

Upon receipt of a duly completed electronic participation application form, the Company's Transfer Secretaries will follow a verification process to verify each applicant's entitlement to participate in and/or vote at the AGM. On successful verification, such shareholder or their duly appointed proxy will receive, on their nominated email, a Microsoft Teams meeting invitation, which will be required to access the AGM.

**Fully verified shareholders, who will participate electronically in the AGM are still required to submit their proxies in accordance with the instructions below, as Microsoft Teams allows for participation, but does not include a voting platform.**

Meeting participants will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the Company or its Transfer Secretaries who will also not be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder or their proxy from participating in and/or voting at the AGM.

## Notice of annual general meeting of shareholders continued

### Proxies, authority for representatives to act and voting

Shareholders who are entitled to attend, participate in and vote at the AGM, are entitled to appoint a proxy (or more than one proxy in respect of different shares held by them) to attend electronically, speak and vote in their stead. A proxy need not be a shareholder of the Company and shall be entitled to vote on a show of hands or a poll. For the convenience of registered shareholders of the Company, a form of proxy is enclosed herewith to be completed by them in their capacity as shareholders.

The enclosed form of proxy is only to be completed by those shareholders who are:

- holding shares in certificated form; or
- recorded on the Company's sub-register in dematerialised electronic form with 'own name' registration.

It is recommended that forms of proxy be completed and delivered to the Transfer Secretaries, Computershare by no later than 08:00 Friday, 16 October 2020. If shareholders who have not dematerialised their shares or who have dematerialised their shares with 'own name' registration, and who are entitled to attend electronically, participate in and vote at the AGM, do not deliver forms of proxy to the transfer secretary by the relevant time, such shareholders will nevertheless be entitled to lodge the form of proxy in respect of the AGM immediately prior to the exercising of the shareholders' voting rights at the AGM, in accordance with the instructions therein, with the chairman of the AGM via the Transfer Secretaries. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend electronically, participate in and vote in person at the AGM should the shareholder decide to do so.

All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend electronically the AGM should contact their CSDP or broker:

- To provide them with the necessary letter of representation in order to attend electronically the AGM, or
- To furnish the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

These shareholders must not use a form of proxy.

A company that is a shareholder wishing to attend electronically and participate at the AGM should ensure that a resolution authorising a representative to so attend and participate at the AGM on its behalf is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the Company's transfer secretaries prior to the AGM.

Every shareholder present in person at the electronic meeting or represented by proxy and entitled to vote shall, in his/her/its capacity as shareholder, on a show of hands, have only one vote irrespective of the number of shares he/she/it holds or represents. On a poll, every shareholder present in person or represented by proxy at the electronic AGM and entitled to vote, shall, in his/her/its capacity as shareholder, be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of all the shares held by him/her/it bears to the aggregate amount of the nominal value of all the shares issued by the Company.

By order of the Board



**LR van Onselen**

*For HPF Properties Proprietary Limited  
Company Secretary*

18 August 2020

# Application form for electronic participation at the annual general meeting

Hospitality Property Fund Limited  
 (Incorporated in the Republic of South Africa)  
 (Registration number 2005/014211/06)  
 JSE Share code: HPB  
 ISIN: ZAE000214656  
 Company code: HPAI  
 (Approved as a REIT by the JSE Limited)  
 ('Hospitality' or 'the Company')

## Annual general meeting ('AGM')

### Instructions

Shareholders or their proxies, have the right, as provided for in the Company's Memorandum of Incorporation and the Companies Act, to participate in the AGM by way of electronic communication.

Shareholders or their duly appointed proxies who wish to participate in the AGM must complete this application form and email it (together with the relevant supporting documents referred to below) to the Company's Transfer Secretaries at proxy@computershare.co.za by no later than 8:00 on Friday, 16 October 2020.

Upon receiving a completed electronic participation application form, the Company's Transfer Secretaries will follow a verification process to verify each applicant's entitlement to participate electronically in and/or vote at the AGM. The Company's Transfer Secretaries will provide the Company with the nominated email address of each verified shareholder or their duly appointed proxy to enable the Company to forward them a Microsoft Teams meeting invitation required to access the AGM.

### Please note

Participants will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Neither the Company, nor the Transfer Secretaries will be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such participant from participating electronically in and/or voting at the AGM.

By signing this application form, the participant indemnifies and holds the Company harmless against any loss, injury, damage, penalty or claim arising in any way from the use of the telecommunication lines to participate in the AGM or any interruption in the ability of the participant to participate in the AGM via electronic communication, whether or not the problem is caused by any act or omission on the part of the participant or anyone else, including without limitation the Company and its employees.

### Information required for participation by electronic communication at the AGM

Full name of shareholder: \_\_\_\_\_

Identity or registration number of shareholder: \_\_\_\_\_

Full name of authorised representative (if applicable): \_\_\_\_\_

Identity number of authorised representative: \_\_\_\_\_

Email address: \_\_\_\_\_

*\* Note: this email address will be used by the Company to share the Microsoft Teams meeting invitation required to access the AGM electronically.*

Cell phone number: \_\_\_\_\_

Telephone number, including dialling codes: \_\_\_\_\_

*\* Note: The electronic platform to be utilised for the AGM does not provide for electronic voting during the meeting. Accordingly, shareholders are strongly encouraged to submit votes by proxy in advance of the AGM, by completing the proxy form found at page 117.*

*Participants who indicate in this form that they wish to exercise their votes during the AGM will be contacted by the Company's Transfer Secretaries to make the necessary arrangements.*

Indicate (by marking with an 'X') whether:

- votes will be submitted by proxy (in which case, please enclose the duly completed proxy form with this form); or
- the participant wishes to exercise votes during the AGM. If this option is selected, the Company's Transfer Secretaries will contact you to make the necessary arrangements.

By signing this application form, I consent to the processing of my personal information above for the purpose of participating in the Company's AGM.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signed: \_\_\_\_\_

*Please read documents required to be attached to this application form overleaf.*



## Application form for electronic participation at the annual general meeting continued

### Documents required to be attached to this application form

In order to exercise their voting rights at the AGM, shareholders who choose to participate electronically may appoint a proxy, which proxy may participate electronically in the AGM, provided that a duly completed proxy form has been submitted in accordance with the instructions on that form, and as envisaged in the notice of the AGM. A copy of the proxy form can be found on page 117 of this AGM notice.

Documentary evidence establishing the authority of the shareholder or duly appointed proxy, including any person acting in a representative capacity, who is to participate electronically in the AGM, must be attached to this application. This includes the shareholder's full title to the shares issued by the Company, in the form of share certificates (in the case of certified shares) and (in the case of dematerialised shares) written confirmation from the shareholders Central Securities Depository Participant ('CSDP') confirming the shareholders title to the dematerialised shares.

A certified copy of the valid identity document/passport of the person attending the AGM by electronic participation, including any person acting in a representative capacity, must be attached to this application.

Applications to participate by electronic communication will only be considered if this application form is completed in full, signed by the shareholder, its proxy or representative, and delivered as detailed above. The Company may in its sole discretion accept any incomplete application forms.

## Form of proxy

**Hospitality Property Fund Limited**  
 (Incorporated in the Republic of South Africa)  
 (Registration number 2005/014211/06)  
 Share code for ordinary shares: HPB  
 ISIN: ZAE000214656  
 (Approved as a REIT by the JSE Limited)  
 ('Hospitality' or 'the Company')

This form of proxy is for use by shareholders registered as such who hold certificated shares in the Company and shareholders who hold 'own-name' dematerialised shares in the Company, to appoint a proxy or proxies for the AGM of the Company to be held at 08:00 on Tuesday, 20 October 2020.

Shareholders who have dematerialised their shares in the Company and do not have 'own-name' registration, must inform their Central Securities Depository Participant ('CSDP') or broker if they wish to attend the AGM electronically and must request their CSDP or broker to issue them with the necessary letters of representation authorising them to attend electronically, alternatively, they must provide their CSDP or broker with their voting instructions should they not wish to attend the AGM electronically. Such dematerialised shareholders must not return this form of proxy to the transfer secretaries.

It is recommended that forms of proxy be completed and delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited, to be received by 08:00 on Friday, 16 October 2020.

I/We (name/s in BLOCK LETTERS)

of (address)

being the registered holder/s of

ordinary shares, hereby appoint:

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 or to abstain from voting at the AGM of the Company and at any adjournment thereof in respect of the ordinary share registered in my/our name/s, as follows:

Resolutions	For	Against	Abstain
<b>Presentation of the audited annual financial statements</b>			
Ordinary resolution number 1.1: Re-election of Mr MH Ahmed as an independent non-executive director			
Ordinary resolution number 1.2: Re-election of Mr SC Gina as an independent non-executive director			
Ordinary resolution number 1.3: Re-election of Dr LM Molefi as an independent non-executive director			
Ordinary resolution number 1.4: Election of Mrs CC September as independent non-executive director			
Ordinary resolution number 2: Reappointment of the external auditor			
Ordinary resolution number 3.1: Election of Mr MH Ahmed as a member and chair of the audit and risk committee			
Ordinary resolution number 3.2: Election of Dr LM Molefi as a member of the audit and risk committee			
Ordinary resolution number 3.3: Election of Mr JG Ngcobo as a member of the audit and risk committee			
Advisory endorsement 1: Non-binding advisory endorsement of the remuneration policy			
Advisory endorsement 2: Non-binding advisory endorsement of the implementation report			
Special resolution number 1: Approval of non-executive directors' remuneration			
Special resolution number 2: Financial assistance to subsidiaries and other related and inter-related entities in terms of sections 44 and 45 of the Companies Act			
Special resolution number 3: General authority to acquire shares			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signature(s)

Assisted by (where applicable)

Name

Capacity

Signature

Please read notes overleaf.

## Notes to the form of proxy

### and summary of rights under section 58 of the Companies Act, 2008

1. Only shareholders who are registered in the register of the Company under their own name may complete a form of proxy or attend the AGM. This includes shareholders who have not dematerialised their shares or who have dematerialised their shares with 'own name' registration. A shareholder entitled to attend and vote at the AGM is entitled to appoint one individual as a proxy to attend, speak and, on a poll, to vote in his/her place at the AGM. A proxy need not be a shareholder of the Company. Such shareholder may insert the name of a proxy of the shareholder's choice in the space provided, with or without deleting 'the chairman of the AGM', provided that any such deletion must be signed in full by the shareholder. The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the chairman of the class AGM.
2. The date must be filled in on this form of proxy and when it is signed.
3. The completion and lodging of this form will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed, should such shareholder wish to do so.
4. The appointment of a proxy or proxies:
  - 4.1 is suspended at any time to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
  - 4.2 is revocable in which case the shareholder may revoke the proxy appointment by:
    - 4.2.1 cancelling it in writing or making a later inconsistent appointment of a proxy; and
    - 4.2.2 delivering a copy of the revocation instrument to the proxy and to the Company.
5. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the relevant shareholder as of the later of the date:
  - 5.1 stated in the revocation instrument, if any; or
  - 5.2 upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4) (c)(ii) of the Companies Act.
6. Should the instrument appointing a proxy or proxies have been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the relevant company's memorandum of incorporation to be delivered by such company to the shareholder must be delivered by such company to:
  - 6.1 the shareholder, or
  - 6.2 the proxy or proxies if the shareholder has in writing directed the relevant company to do so and has paid any reasonable fee charged by the company for doing so.
7. The proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used unless revoked as contemplated in section 58(5) of the Companies Act.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. The completion of any blank space(s) need not be signed or initialled.
9. A power of attorney or other documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries of the Company or waived by the chairman of the AGM.
10. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
11. A company holding shares in the Company that wishes to attend and participate in the AGM should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the Company's transfer secretaries prior to the AGM.
12. Where there are joint holders of shares, only one of such persons need sign the form of proxy. If more than one of such joint shareholder votes, whether in person or by proxy, only the vote of one of the said persons whose name appears first in the securities register in respect of such shares or his/her proxy, as the case may be, shall be counted.
13. Every shareholder present in person or represented by proxy and entitled to vote shall, in his/her/its capacity as shareholder, on a show of hands, have only one vote irrespective of the number of shares he/she/it holds or represents. On a poll every shareholder present in person or represented by a proxy and entitled to vote, shall, in his/her/its capacity as shareholder, be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares of the relevant class issued by the Company.
14. The chairman of the AGM may reject or accept any proxy which is completed and/or received, other than in accordance with these notes, provided that he shall not accept a proxy unless he/she is satisfied as to the matter in which a shareholder wishes to vote.
15. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
16. You are not obliged either to cast all your votes or to cast all your votes in the same way. A shareholder's instruction to the proxy must be indicated either by:
  - 16.1 the insert of an 'X' in the appropriate box next to the resolution (i.e. in favour of and/or against and/or by way of abstention), in which event the proxy will cast all your votes in the manner so specified; or
  - 16.2 setting out the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided next to the resolution, provided that, if for any resolution the aggregate number of votes to be cast would exceed the total number of shares held, you will be deemed to have given no specific instruction as to how you wish your proxy to vote in respect of that resolution.

Failure to comply with the above will be deemed to authorise the chairman of the AGM, if the chairman is the authorised proxy, to vote in favour of the resolutions at the AGM or other proxy to vote or to abstain from voting at the AGM as he/she deems fit, in respect of the shares concerned. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or the proxy, but the total of votes cast in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
17. Where a proxy is appointed, the enclosed proxy form must be completed, signed and lodged, together with proof of the authority of the person signing the form in a representative capacity, with Computershare Investor Services Proprietary Limited, the transfer secretaries of the Company. It is recommended that such form of proxy be lodged with the transfer secretaries, by 08:00 on Friday, 16 October 2020.