

# NOTICE OF ANNUAL GENERAL MEETING

## MASTER DRILLING GROUP LIMITED

(Incorporated in the Republic of South Africa)  
Registration number: 2011/008265/06  
JSE share code: MDI ISIN: ZAE000171948  
("Master Drilling" or "the company")

Notice is hereby given in terms of section 62(1) read with section 63(2)(a) of the Companies Act, No. 71 of 2008, as amended (Companies Act) that the ninth Annual General Meeting of Master Drilling (the Annual General Meeting) will be held (subject to any adjournment, postponement or cancellation thereof) by means of electronic participation only as permitted by the JSE Listings Requirements, and in terms of the provisions of the Companies Act and the Company's memorandum of incorporation on Monday, 14 June 2021 at 09:00 to transact the business as stated herein including to consider and, if deemed fit, pass, with or without modification, the resolutions as set out in this notice.

The Company together with its share transfer secretaries, Computershare Investor Services Proprietary Limited (Computershare) shall host the Annual General Meeting on an interactive electronic platform (by means of Microsoft Teams) in order to facilitate remote participation by Shareholders. Computershare shall also act as meeting scrutineer. Full details concerning how the meeting will be held through electronic communication are provided in this notice.

## FORM OF NOTICE AND PROXY

This form of notice and proxy have been approved by the Board of Directors of Master Drilling (the Board or the Directors) and signed on its behalf by Mr HR van der Merwe, Chairman, on 28 April 2021.

## AGENDA AND INDEX OF PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL AT THE MEETING:

- The consideration of the annual financial statements for the period ended 31 December 2020;
- The appointment of the external auditors;
- The election of an alternate director and re-election of certain other directors retiring by rotation;
- The re-appointment of certain members of the Audit Committee;
- The granting of authority to directors to allot and issue ordinary shares;
- The granting of authority to directors to issue shares for cash;
- The granting of authority to the Company to acquire its own shares;
- The approval of non-executive directors' fees;
- Non-binding vote on the approval of the Company's remuneration policy;
- Non-binding vote on the approval of the report on the implementation of the Company's remuneration policy;
- The granting of authority to the directors to commit the Company to providing financial assistance; and
- To transact such other business as may be transacted at an Annual General Meeting of shareholders.

## ADMINISTRATION: SHAREHOLDERS' DIARY

Financial year-end		31 December 2020
Annual results 2020	Published on or about	23 March 2021
2020 Integrated Report	Published on or about	28 April 2021
Annual General Meeting 2021	09:00	14 June 2021
Interim results 2021	Published on or about	31 August 2021

## APPENDICES continued

### IMPORTANT INFORMATION REGARDING ATTENDING THE ANNUAL GENERAL MEETING

#### Attending the Annual General Meeting

Shareholders who have dematerialised their shares in the Company (other than those shareholders whose shareholding is recorded in their own name in the sub-register maintained by their CSDP) and who wish to participate and vote at the Annual General Meeting to be held on Monday, 14 June 2021 in person, will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement entered into between them and the CSDP or broker.

#### Voting rights

The Companies Act provides that any shareholder present at the meeting, whether in person or by duly appointed proxy, and entitled to exercise voting rights has (a) if voting is by a show of hands, one vote, irrespective of the number of voting rights that shareholder would otherwise be entitled to; and (b) should voting be taken by way of a poll, one vote for every share held.

As the Annual General Meeting will cater for electronic participation only, it will not be desirable nor practical for voting to take place by way of a show of hands. Accordingly, the chairman has already determined that all voting will be by way of a poll.

#### Annual reports

Should you wish to receive printed copies of the Master Drilling 2020 Integrated Report, please complete a request by means of the form on the Company website at [www.masterdrilling.com](http://www.masterdrilling.com) or by email from [companysecretary@masterdrilling.com](mailto:companysecretary@masterdrilling.com).

#### Identification

In terms of section 63(1) of the Companies Act, before any person may attend or participate in the Annual General Meeting, that person must present reasonably satisfactory identification and the person presiding at the Annual General Meeting must be reasonably satisfied that the right of the person to participate and vote at the Annual General Meeting, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified. Acceptable forms of identification include the presentation of a valid identity document, driver's licence or passport.

#### Record dates, voting and proxies

The Board has determined, in accordance with sections 59(1)(a) and (b) of the Companies Act, that:

- The record date for the purposes of receiving notice of the Annual General Meeting (being the date on which a shareholder must be registered in the Company's register of shareholders in order to receive notice of the Annual General Meeting), shall be the close of business on Friday, 16 April 2021 (Notice Record Date);
- The record date for the purposes of participating in and voting at the Annual General Meeting (being the date on which a shareholder must be registered in the Company's register of shareholders in order to participate in and vote at the Annual General Meeting), shall be the close of business on Friday, 4 June 2021 (voting record date);
- The last day to trade for purposes of participating in and voting at the Annual General Meeting shall be the close of business on Tuesday, 1 June 2021; and
- The date by which forms of proxy for the Annual General Meeting are requested to be lodged is, for administrative purposes, 09:00 on Thursday, 10 June 2021. Any forms of proxy not lodged by this date must be submitted to the Chairman of the Annual General Meeting immediately prior to the commencement of the meeting. The Chairman may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with the proxy notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.

## **PARTICIPATION BY ELECTRONIC MEANS**

Shareholders who wish to participate electronically at the annual general meeting are requested to contact Computershare on [proxy@computershare.co.za](mailto:proxy@computershare.co.za); or alternatively contact their office on +27 11 370 5000 as soon as possible, but in any event, for administrative purposes only, by no later than 09:00 on Thursday, 10 June 2021. However, this will not in any way affect the rights of Shareholders to register for the Annual General Meeting after this date, provided that only those Shareholders who are fully verified (as required in terms of section 63(1) of the Companies Act) and subsequently registered at the commencement of the Annual General Meeting, will be allowed to participate and vote by electronic means. Shareholders wishing to vote shall be assisted by Computershare where required and only through means of submitting their vote on the appropriate voting form issued by Computershare at the request of the shareholder for purposes of voting at the Annual General Meeting.

Shareholders are strongly encouraged to submit their votes by proxy before the Annual General Meeting. If dematerialised Shareholders without "own name" registration wish to participate in the Annual General Meeting, they should instruct their CSDP or broker to issue them with the necessary letter of representation to participate remotely in the Annual General Meeting in person, in the manner stipulated in their respective custody agreements. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

Aside from the costs incurred by the Company as a result of the hosting of the Annual General Meeting by way of a remote interactive electronic platform, which Shareholders can choose to access, Shareholders will be liable for their own network charges in relation to electronic participation at the Annual General Meeting. Any such charges will not be for the account of Master Drilling and/or Computershare. Neither Master Drilling nor Computershare can 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 from participating at the Annual General Meeting.

## **VOTING BY PROXY**

Voting remotely through the electronic participation platform will not be allowed or possible, other than by submitting voting papers obtained from Computershare in the manner provided above. However, Shareholders are reminded that they are still able to vote normally through proxy submission, despite deciding to so participate either electronically or not at all in the Annual General Meeting. Shareholders are strongly encouraged to submit votes by proxy in advance of the Annual General Meeting.

Completed proxy forms should be delivered by email at [proxy@computershare.co.za](mailto:proxy@computershare.co.za) or by post to, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, (Private Bag X9000, Saxonwold, 2132) before the person(s) so empowered seeks to exercise any right granted to it under such instrument and are requested to be lodged timeously so as to be received, for administrative purposes, by 09:00 on Thursday, 10 June 2021.

The Chairman may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with the proxy notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.

Proxy forms delivered on the day of the meeting must be delivered by email to the Company at [proxy@computershare.co.za](mailto:proxy@computershare.co.za) with a copy thereof to the Company Secretary of the Company at [Companysecretary@masterdrilling.com](mailto:Companysecretary@masterdrilling.com) to be received by both of them before the person so empowered seeks to exercise any right granted to it under such instrument.

## APPENDICES continued

### ORDINARY BUSINESS

#### Consideration of the annual financial statements and reports

"The consolidated audited annual financial statements of the Company, together with the auditor's, Audit and Social, Ethics and Sustainability Committees' and Directors' reports for the year ended 31 December 2020 will be presented to shareholders for consideration as required in terms of Section 30(3)(d) of the Companies Act and are available on the Company's website at [www.masterdrilling.com](http://www.masterdrilling.com). Shareholders are reminded to obtain their own copies at [www.masterdrilling.com](http://www.masterdrilling.com) so as to be able to follow any discussion.

#### 1. ORDINARY RESOLUTION NUMBER 1: APPOINTMENT OF AUDITORS

"Resolved that BDO South Africa Incorporated is appointed as the auditors of the Company, to hold office from the conclusion of the Annual General Meeting at which this resolution is passed until the conclusion of the next Annual General Meeting of the Company."

#### 2. ORDINARY RESOLUTIONS NUMBERS 2.1 TO 2.4: RE-ELECTION OF NON-EXECUTIVE DIRECTORS RETIRING BY ROTATION AND RESOLUTION NOT TO FILL ANY VACANCIES RESULTING FROM ANY OF THE PROPOSED DIRECTORS NOT BEING RE-ELECTED

##### 2.1 "Resolved that Mr HR Van Der Merwe, who retires by rotation at this Annual General Meeting and who is available for re-election, is re-elected as a non-executive director of the Company".

As required by Clause 25.8 of the Company's memorandum of incorporation, the non-conflicted members of the Board and of its Nominations Committee recommend Mr Van der Merwe's re-election based on their assessment of his eligibility, taking into account his past performance and contribution.

Mr Van Der Merwe's *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

##### 2.2 "Resolved that Mr AW Brink, who retires by rotation at this Annual General Meeting and who is available for re-election, is re-elected as a non-executive director of the Company".

As required by Clause 25.8 of the Company's memorandum of incorporation, the non-conflicted members of the Board and of its Nominations Committee recommend Mr Brink's re-election based on their assessment of his eligibility, taking into account his past performance and contribution.

Mr Brink's *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

##### 2.3 "Resolved that Ms OM Matloa, who retires by rotation at this Annual General Meeting and who is available for re-election, is re-elected as a non-executive director of the Company".

As required by Clause 25.8 of the Company's memorandum of incorporation, the non-conflicted members of the Board and the members of its Nominations Committee do NOT RECOMMEND Ms Matloa's re-election, based on their assessment of her eligibility, taking into account that her past performance and contribution in the form of her approach and conduct at Board and Board Committee meetings, rendered the meetings unwieldy, unproductive and frustrating to other participants.

Ms Matloa's *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

**2.4 “Resolved, in the event that any of the directors proposed in Ordinary Resolutions 2.1 to 2.3 not being re-elected as non-executive director, resulting in a vacancy on the Board, NOT to fill such vacancy by way of a shareholder resolution at this Annual General Meeting or any adjournment thereof”.**

As required by clause 25.7.5 of the Company’s memorandum of incorporation, an express resolution is required not to fill any vacancies arising at this annual general meeting occasioned by the offices of the Director/s retiring by rotation not being filled.

The Board of directors through its Nominations Committee is in the process of considering suitable candidates for appointment as non-executive directors in accordance with the provisions of the Companies Act and in pursuance of the Company’s diversity policy.

**3. ORDINARY RESOLUTION NUMBER 3: \*ELECTION OF MR FRED GEORGE DIXON AS ALTERNATE DIRECTOR TO GARETH ROBERT SHEPPARD**

\*Explanatory note:

Although the Company has since 23 September 2015 reflected Mr Dixon as an alternate executive director, Mr Dixon was omitted to be put up for election by shareholders. However, as Mr Dixon has never been called upon to act as an alternate director, this omission has not in any way affected the operation of the Board or any resolutions passed by the Board. Furthermore, no fees for service as an alternate director were paid to Mr Dixon in that period. The Board recommends that shareholders now elect Mr Dixon as an alternate director. The Board and its Nominations Committee recommend Mr Dixon’s election as alternate director, based on their assessment of his eligibility, taking into account his past performance and contribution as an executive of the Company.

Mr Dixon’s *curriculum vitae* contains the following: Chief Operating Officer - Exploration; *MDip (Civil Eng)*, *MBA*, Appointed September 2015; Joined Mater Drilling 2007.

**4. ORDINARY RESOLUTIONS NUMBERS 4.1 TO 4.4: ELECTION OF MEMBERS OF THE AUDIT COMMITTEE**

**4.1 Election of Mr Andries Willem Brink as a member of the Audit Committee**

“Subject to the passing of ordinary resolution 2.2, resolved that Mr AW Brink is elected as a member of the Audit Committee, from the conclusion of the Annual General Meeting at which this resolution is passed until the conclusion of the next Annual General Meeting of the Company.”

Mr Brink’s *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

**4.2 Election of Mr Shane Trevor Ferguson as a member of the Audit Committee**

“Resolved that Mr ST Ferguson is elected as a member of the Audit Committee, from the conclusion of the Annual General Meeting at which this resolution is passed until the conclusion of the next Annual General Meeting of the Company.”

Mr Ferguson’s *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

## APPENDICES continued

### 4.3 Election of Mr Akhter Alli Deshmukh as a member of the Audit Committee

“Resolved that Mr AA Deshmukh is elected as a member of the Audit Committee, from the conclusion of the Annual General Meeting at which this resolution is passed until the conclusion of the next Annual General Meeting of the Company.”

Mr Deshmukh's *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

### 4.4 Election of Ms Octavia Matshidiso Matloa as a member of the Audit Committee

“Subject to the passing of ordinary resolution 2.3, resolved that Ms OM Matloa is elected as a member of the Audit Committee, from the conclusion of the Annual General Meeting at which this resolution is passed until the conclusion of the next Annual General Meeting of the Company.”

Ms Matloa's *curriculum vitae* appears on page 64 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com).

## 5. ORDINARY RESOLUTION NUMBER 5: GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE ORDINARY SHARES

“Resolved that, subject to the provisions of the Companies Act and the JSE Listings Requirements from time to time, the directors of the Company are, as a general authority and approval, authorised to allot and issue, for such purposes and on such terms as they may in their discretion determine, ordinary shares of no par value each in the authorised but unissued share capital of the Company, up to a maximum of 5% of the number of ordinary shares of no par value each in issue from time to time.”

Ordinary resolution number 5 is to seek a general authority and approval for the directors to allot and issue ordinary shares, up to a maximum of 5% of the ordinary shares of the Company in issue from time to time, in order to enable the Company to take advantage of business opportunities which might arise in the future. Pursuant to the Memorandum of Incorporation, this general authority shall be valid only until the next Annual General Meeting of the Company, at which time it may be submitted for renewal.

## 6. ORDINARY RESOLUTION NUMBER 6: GENERAL AUTHORITY TO DIRECTORS TO ISSUE FOR CASH, IN RESPECT OF THOSE ORDINARY SHARES WHICH THE DIRECTORS ARE AUTHORISED TO ALLOT AND ISSUE IN TERMS OF ORDINARY RESOLUTION NUMBER 5

“Resolved that, subject to ordinary resolution number 5 being passed, the directors are authorised, in accordance with the Listings Requirements of the JSE Limited, to allot and issue for cash, on such terms and conditions as they may deem fit, all or any of the ordinary shares of no par value each (ordinary shares) in the authorised but unissued share capital of the Company which they shall have been authorised to allot and issue in terms of ordinary resolution number 5, subject to the following conditions:

- 6.1 This authority shall be limited to a maximum number of 7 529 639 shares (being 5% of the issued ordinary shares in the share capital of the Company, excluding treasury shares, as at the date of the notice convening the Annual General Meeting at which this ordinary resolution number 6 is to be proposed, being Monday, 14 June 2021);
- 6.2 This authority shall only be valid until the next Annual General Meeting of the Company but shall not extend beyond 15 months;

- 6.3 An announcement, in compliance with section 11.22 of the Listings Requirements of the JSE Limited, shall be published after any issue representing, on a cumulative basis within the year contemplated in paragraph 6.2 above, 5% (7 529 639) of the number of ordinary shares in issue prior to the issue concerned excluding treasury shares;
- 6.4 In the event of a sub-division or consolidation of issued shares during the period contemplated in paragraph 6.2 above, this authority must be adjusted accordingly to represent the same allocation ratio,
- 6.5 In determining the price at which an issue of ordinary shares for cash shall be made in terms of this authority, the maximum discount permitted shall be 10% of the weighted average traded price of the ordinary shares on the JSE Limited over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities; and adjusted accordingly to represent the same allocation ratio,
- 6.6 Any issue of ordinary shares under this authority shall be made only to public shareholders as defined in the Listings Requirements of the JSE Limited.”

Any equity securities already issued under the authority during the period contemplated in paragraph 6.2 above, must be deducted from such number in paragraph 6.1 above.

The purpose of ordinary resolution number 6 is that the directors consider it advantageous to have the authority to issue ordinary shares for cash in order to enable the Company to take advantage of any business opportunity which might arise in the future.

It should be noted that this authority relates only to those ordinary shares which the directors are authorised to issue in terms of ordinary resolution number 5 and is not intended to (nor does it) grant the directors authority to issue ordinary shares over and above the ordinary shares which the directors are authorised to issue in terms of ordinary resolution number 6.

In terms of the JSE Listings Requirements, a 75% majority of the votes cast by shareholders present in person or represented by proxy at the Annual General Meeting is required for the approval of ordinary resolution number 6.

## **7. ORDINARY RESOLUTION NUMBER 7: APPROVAL OF THE MASTER DRILLING REMUNERATION POLICY**

“To consider and approve the remuneration policy as contained in the Remuneration Report of the Company on pages 72 to 80 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com) (excluding the remuneration of directors for their services as directors and members of the Board and Board Committees) in terms of the King Report on Governance™ for South Africa 2016 (King IV™).”

Shareholders are reminded that in terms of King IV™, the passing of this ordinary resolution is by way of a non-binding advisory vote. Should 25% or more of the votes cast vote against this ordinary resolution, Master Drilling undertakes to engage with shareholders as to their reasons therefore.

## APPENDICES continued

### 8. ORDINARY RESOLUTION NUMBER 8: REPORT ON THE IMPLEMENTATION OF THE MASTER DRILLING REMUNERATION POLICY

“To consider and approve the implementation of the Master Drilling remuneration policy, details of which are set out in the Remuneration report of the Company on page 72 to 80 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com) in terms of the King Report on Corporate Governance™ for South Africa 2016 (King IV™).”

Shareholders are reminded that in terms of King IV™, the passing of this ordinary resolution is by way of a non-binding advisory vote. Should 25% or more of the votes cast vote against this ordinary resolution, Master Drilling undertakes to engage with shareholders as to the reasons therefore.

### SPECIAL BUSINESS

For special resolution numbers 1 to 3 (inclusive) to be adopted, at least 75% of the voting rights exercised on the applicable special resolution must be exercised in favour thereof.

### 9. SPECIAL RESOLUTION NUMBER 1: ACQUISITION OF THE COMPANY'S OWN SHARES

“Resolved, pursuant to the Company's Memorandum of Incorporation, that the acquisition by the Company or by any of the Company's subsidiaries from time to time, of ordinary shares issued by the Company, in accordance with the Companies Act and the JSE Listings Requirements, is hereby authorised by way of a general approval, provided that:

- Any such acquisition of shares shall be effected through the order book operated by the JSE Limited trading system or on the open market of any other stock exchange on which the shares are or may be listed, subject to the approval of the JSE Limited and of the relevant other stock exchange, as applicable, in either event without any prior understanding or arrangement between the Company and the counterparty;
- This approval shall be valid only until the next Annual General Meeting of the Company, or for 15 months from the date of passing of this resolution, whichever period is shorter;
- Shares issued by the Company may not be acquired at a price greater than 10% above the weighted average market price of the Company's shares for the five business days immediately preceding the date of the acquisition being effected;
- The Company only appoints one agent to effect any acquisitions on its behalf;
- The Board has resolved to authorise the acquisition and that the Company and its subsidiaries shall satisfy the solvency and liquidity test immediately after the acquisition and that since the test was done there have been no material changes to the financial position of the Group;
- The Company may not, in any one financial year, acquire in excess of 5% of the Company's issued ordinary share capital as at the date of passing of this resolution;
- An announcement containing details of such acquisitions shall be published as soon as the Company and/or the subsidiaries, collectively, shall have acquired ordinary shares issued by the Company constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in the Company in issue as at the date of this approval; and an announcement containing details of such acquisitions will be published in respect of each subsequent acquisition by either the Company and/or the subsidiaries, collectively, of ordinary shares issued by the Company, constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in the Company in issue as at the date of this approval;



- The acquisition of shares by the Company or its subsidiaries may not be effected during a prohibited period, as defined in the JSE Listings Requirements, unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme have been submitted in writing to the JSE prior to the commencement of the prohibited period;
- The Company's subsidiaries shall not be entitled to acquire ordinary shares issued by the Company if the acquisition of shares will result in them holding, on a cumulative basis, more than 10% of the number of ordinary shares in issue in the Company; and
- The shares acquired by the Company's subsidiaries shall not carry with them any voting rights."

The purpose and effect of this special resolution is to grant a general authority for the acquisition of the Company's ordinary shares by the Company, or by a subsidiary or subsidiaries of the Company should the directors deem that to be in the best interest of the Company and its shareholders.

The directors believe that the Company should retain the flexibility to take action if future acquisitions of its shares were considered desirable and in the best interests of the Company and its shareholders.

The directors shall ensure at the time of the Company's commencement of any acquisitions of its own shares, after considering the effect of acquisitions, up to the maximum limit, of the Company's issued ordinary shares, that they are of the opinion that if such acquisitions were implemented:

- The Company and the Group would be able in the ordinary course of business to pay its debts for a period of 12 months after the repurchase;
- The assets of the Company and the Group would be in excess of the liabilities of the Company and the Group for a period of 12 months after the repurchase. For this purpose, the assets and liabilities would be recognised and measured in accordance with the accounting policies used in the latest audited Group annual financial statements; and
- The ordinary capital and reserves of the Company and the Group would be adequate for ordinary business purposes for a period of 12 months after the date of the notice issued in respect of the Annual General Meeting and the working capital of the Company and the Group would be adequate in the ordinary course of business for a period of 12 months after the date of the repurchase.

Prior to executing an acquisition of the Company's own shares under this authority granted in terms of special resolution number 1, the directors will submit to the JSE the required confirmation of the adequacy of working capital.

In terms of section 11.26 of the JSE Listings Requirements, the following information is disclosed in the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com):

- Directors and management – pages 64 and 65;
- Major shareholders – page 112;
- Material change statement – page 120;
- Directors' interest in securities – page 80; and
- Share capital of the Company – page 112.

## APPENDICES continued

### 10. SPECIAL RESOLUTION NUMBER 2: NON-EXECUTIVE DIRECTORS FEES

“Resolved as special resolution number 2, in terms of section 66(9) of the Companies Act, that the \*remuneration, as set out in the table below, to be paid to non-executive directors for their service as directors of the Company (with effect from 1 July 2021), as recommended by the Remuneration Committee and the Board to the shareholders at the Annual General Meeting, is hereby approved, as well as payment of such value added tax as may be attributable to non-executive directors’ fees payable by the Company.”

Note:

The Board has recommended a 6% increase in the fees paid to non-executive directors, taking into account that there was no increase in the previous year.

The recommended fees to take effect from 1 July 2021 are set out more fully below. The annual basic remuneration is an annual fee payable in four equal quarterly amounts. The remuneration reflected below for meeting attendance is payable quarterly per meeting/s attended:

	ZAR
Annual basic remuneration, to be paid quarterly	
Non-executive Chairman of the Board	424 000
Non-executive member of the Board, including Lead Independent Director	106 000
Fees per meeting attended by the members of the Board and of the Board Committees, to be paid quarterly	
Chairman of the Board	92 220
Non-executive member of the Board	31 800
Chairman of the Audit Committee	31 800
Chairman of the Risk Committee	31 800
Chairman of the Social, Ethics and Sustainability Committee	21 200
Chairman of the Corporate Governance Committee	21 200
Chairman of the Remuneration Committee	26 500
Chairman of the Nominations Committee	22 260
Member of the Audit Committee	22 260
Member of the Risk Committee	22 260
Member of the Social, Ethics and Sustainability Committee	12 720
Member of the Corporate Governance Committee	6 360
Member of the Remuneration Committee	10 600
Member of the Nominations Committee	9 540

\* The table above reflects a 6% increase for 2020. The directors’ fees comprise a fixed annual portion as annual basic remuneration and a portion based on attendances at Board and committee meetings.

The fees payable in terms of special resolution number 2 will be in accordance with the agreed fees between the Company and the directors for both Board and committee attendance during the ensuing year.

The purpose and effect of special resolution number 2 is to reward non-executive directors for their services as directors, in line with best practice.

## 11. SPECIAL RESOLUTION NUMBER 3: FINANCIAL ASSISTANCE IN TERMS OF SECTIONS 44 AND 45 OF THE COMPANIES ACT

“Resolved, to the extent required by the Companies Act, that the shareholders hereby approve of Master Drilling providing, at any time and from time to time during the period of 2 (two) years, commencing on the date of this special resolution, if passed and becoming effective, any direct or indirect financial assistance as contemplated in sections 44 and 45 of the Companies Act to any 1 (one) or more related or inter-related companies or corporations of Master Drilling, provided that:

- (i) The recipient or recipients of such financial assistance;
- (ii) The form, nature and extent of such financial assistance; and
- (iii) The terms and conditions under which such financial assistance is provided, are determined by the Board from time to time.

The Board may not authorise Master Drilling to provide any financial assistance pursuant to this special resolution unless the Board meets all those requirements of section 45 of the Companies Act which it is required to meet; and such financial assistance to a recipient thereof is, in the opinion of the Board, required for the purpose of:

- (i) Meeting all or any of such recipient’s operating expenses (including capital expenditure);
- (ii) Funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient; and/or
- (iii) Funding such recipient for any other purpose which in the opinion of the Board is directly or indirectly in the interest of Master Drilling.

The purpose and effect of special resolution number 3, if passed and becoming effective, is to allow Master Drilling to grant direct or indirect financial assistance to any company or corporation forming part of the Group, including in the form of loans or the guaranteeing of their debts and/or obligations.

## RESPONSIBILITY

The directors whose names appear on pages 64 and 65 of the 2020 Integrated Report, available on [www.masterdrilling.com](http://www.masterdrilling.com), 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 this notice contains all information required by law and the Listings Requirements of the JSE Limited.

## NO MATERIAL CHANGES

Other than the facts and developments reported on in the 2020 Integrated Report, there have been no material changes in the financial or trading position of the Company and its subsidiaries since the date of signature of the audit report and the date of this notice.

By order of the Board

**Hennie van der Merwe**

Chairman of the Board

28 April 2021





MASTER DRILLING

## Form of proxy

### Master Drilling Group

(Incorporated in the Republic of South Africa)

(Registration number: 2011/008265/06)

JSE share code: MDI ISIN: ZAE000171948

(Master Drilling or the Company)

## FORM OF PROXY FOR MASTER DRILLING SHAREHOLDERS

To be completed by certificated shareholders or those dematerialised shareholders of the Company who have selected "own name" registration. For use at the Annual General Meeting of Master Drilling to be held by electronic participation at 09:00 on Monday, 14 June 2021 and at any adjournment thereof.

**If you have dematerialised your shares with a Central Securities Depository Participant (CSD Participant) or broker and have not selected "own name" registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to participate at the annual general meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.**

I/We (Names in full in BLOCK LETTERS):

of (address):

being the holder/s of \_\_\_\_\_ shares in issued ordinary share capital of Master Drilling hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

3. the Chairman of the Annual General Meeting,

If you have dematerialised your shares with a Central Securities Depository Participant (CSD Participant) or broker and have not selected "own name" registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to participate at the general meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>Ordinary resolution number 1:</b> Appointment of BDO South Africa Incorporated as external auditor			
<b>Ordinary resolution number 2.1:</b> Re-election of Mr HR Van Der Merwe as a non-executive director			
<b>Ordinary resolution number 2.2:</b> Re-election of Mr AW Brink as a non-executive director			
<b>Ordinary resolution number 2.3:</b> Re-election of Ms OM Matloa as a non-executive director (NOT RECOMMENDED)			
<b>Ordinary resolution number 2.4:</b> Resolution not to fill any vacancies resulting from any of the proposed directors not being re-elected			
<b>Ordinary resolution number 3:</b> Election of Mr FG Dixon as an alternate director to Mr GR Sheppard			
<b>Ordinary resolution number 4.1:</b> Election of Mr AW Brink as a member of the Audit Committee of the Company			
<b>Ordinary resolution number 4.2:</b> Election of Mr ST Ferguson as a member of the Audit Committee of the Company			
<b>Ordinary resolution number 4.3:</b> Election of Mr AA Deshmukh as a member of the Audit Committee of the Company			
<b>Ordinary resolution number 4.4:</b> Election of Ms OM Matloa as a member of the Audit Committee of the Company (NOT recommended by the board and the Nominations Committee)			
<b>Ordinary resolution number 5:</b> General authority to directors to allot and issue ordinary shares			
<b>Ordinary resolution number 6:</b> General authority to directors to issue for cash, those ordinary shares placed under the control of the directors in terms of ordinary resolution number 5			
<b>Ordinary resolution number 7</b> Approval of the Master Drilling remuneration policy			
<b>Ordinary resolution number 8</b> Approval of implementation report on the Master Drilling remuneration policy			
<b>Special resolution number 1</b> Acquisition of the Company's own shares			
<b>Special resolution number 2</b> Directors' fees			
<b>Special resolution number 3</b> Approval to grant financial assistance in terms of sections 44 and 45 of the Companies Act			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2021

Name of shareholder/joint holders

Assisted by me (if applicable)

Full name/s of signatory/ies if signing in a representative capacity:

(In block letters and authority to be attached – refer to note 7 on page 8).

## FORM OF PROXY continued

### Notes to form of proxy

1. This form of proxy should only be used by certificated shareholders or shareholders who have dematerialised their shares with own-name registration.
2. All other shareholders who have dematerialised their shares through a CSDP or a broker, and wish to participate at the Annual General Meeting, must arrange with such CSDP or broker to provide them with the necessary written authorisation to attend the Annual General Meeting or, should they not wish to attend, the shareholders must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
3. A shareholder may insert the name(s) of one or more proxies, none of whom need to be a shareholder of the Company, in the space provided, with or without deleting the phrase 'the chairman of the Annual General Meeting'. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairman of the Annual General Meeting.
4. A shareholder's instruction on the form of proxy must be indicated by the insertion of a number of shares in the appropriate space provided, or an 'X' if the shareholder wishes to vote all the shares. Failure to comply with the above will be deemed to authorise the chairman of the Annual General Meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions at the Annual General Meeting, or any other proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of all of the shareholder's votes exercisable thereat. A shareholder or his/ her proxy is not obliged to use all the votes exercisable, but the total of the votes cast, together with any abstentions recorded, may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
5. Forms of proxy must be completed and lodged at or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited (Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 or Private Bag X9000, Saxonwold 2132, South Africa), or emailed to proxy@computershare.co.za to be received by the transfer secretaries by no later than 09:00 on Thursday, 10 June 2021, provided that any form of proxy not delivered to the transfer secretaries by this time may be sent to the chairman of the Annual General Meeting at any time before the appointed proxy exercises any shareholder rights at the Annual General Meeting, subject to the transfer secretaries verifying the form of proxy and proof of identification before shareholder rights are exercised.
6. The completion and lodging of this form of proxy shall not preclude the shareholder from attending, speaking and voting at the Annual General Meeting to the exclusion of any proxy appointed in terms hereof.
7. Should this form of proxy not be completed and/or received in accordance with these notes, the chairman of the Annual General Meeting may accept or reject it, provided that, in the case of acceptance, the chairman is satisfied as to the manner in which the shareholder's votes are to be recorded.
8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the chairman of the Annual General Meeting.
9. The Chairman shall be entitled to reject the authority of a person signing this form of proxy:
  - 9.1 under a power of attorney; or
  - 9.2 on behalf of a Company or on behalf of another entity, unless that person's power of attorney or authority has been deposited and registered by the transfer secretaries at the address stated herein before the time fixed for commencement of the Annual General Meeting.
10. Where shares are held jointly, all joint holders are required to sign the form of proxy. When there are joint registered holders of any shares, any one of such persons may vote at the Annual General Meeting in respect of such shares as if he/she is solely entitled thereto, but, if more than one of such joint holders be present or represented at any Annual General Meeting, that one of the said persons whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder, in whose name any shares stand, shall be deemed joint holders thereof.
11. 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 transfer secretaries.
12. Any alterations of or correction to this form of proxy must be initialled by the signatory(ies).
13. It is the intent that all voting at the Annual General Meeting will take place by way of a poll.
14. On a poll, every shareholder participating electronically or represented by proxy shall have one vote for every share held by such shareholder.

# CORPORATE INFORMATION

## MASTER DRILLING GROUP LIMITED

Registration number: 2011/008265/06  
Incorporated in the Republic of South Africa  
JSE share code: MDI  
ISIN: ZAE000171948 ||| LEI: 37890095B2AFC611E529

## REGISTERED AND CORPORATE OFFICE

4 Bosman Street  
PO Box 902  
Fochville, 2515  
South Africa

## DIRECTORS

### Executive

Daniël (Danie) Coenraad Pretorius  
André Jean van Deventer  
Barend Jacobus (Koos) Jordaan  
Gareth (Gary) Robert Sheppard\*

Chief executive officer and founder  
Financial director and chief financial officer  
Technical director  
Chief operating officer

### Non-executive

Hendrik (Hennie) Roux van der Merwe  
Akhter Alli Deshmukh  
Andries Willem Brink  
Octavia Matshidiso Matloa  
Shane Trevor Ferguson  
Hendrik Johannes Faul  
*\*Resident in Peru*

Chairman and independent non-executive  
Independent non-executive  
Independent non-executive  
Independent non-executive  
Non-executive  
Independent non-executive

## COMPANY SECRETARY

Andrew Colin Beaven  
6 Dwars Street  
Krugersdorp  
1739  
South Africa

PO Box 158, Krugersdorp, 1740  
South Africa

## JSE SPONSOR

Investec Bank Limited  
(Registration number: 1969/004763/06)  
100 Grayston Drive, Sandown  
Sandton, 2196  
South Africa

## **INDEPENDENT AUDITORS**

BDO South Africa Incorporated  
South African member of the BDO Group  
52 Corlett Drive  
Illovo  
2196

## **SHARE TRANSFER SECRETARIES**

Computershare Investor Services Proprietary Limited  
(Registration number: 2004/003647/07)  
Rosebank Towers, 15 Biermann Avenue,  
Rosebank, 2196  
(Private Bag X9000, Saxonwold 2132)  
South Africa  
E-mail: proxy@computershare.co.za

## **INVESTOR RELATIONS CONTACTS**

Frederic Cornet  
Instinctif Partners  
Telephone: +27 11 050 7504  
Mobile: +27 83 307 8286  
E-mail: MasterDrilling@instinctif.com

## **GENERAL E-MAIL QUERIES**

info@masterdrilling.com

## **MASTER DRILLING WEBSITE**

www.masterdrilling.com

## **COMPANY SECRETARIAL E-MAIL**

Companysecretary@masterdrilling.com

Master Drilling posts information that is important to investors on the main page of its website at [www.masterdrilling.com](http://www.masterdrilling.com) and under the “investors” tab on the main page. The information is updated regularly, and investors should visit the website to obtain important information about Master Drilling.







**MASTER DRILLING**

[www.masterdrilling.com](http://www.masterdrilling.com)