

NOTICE OF ANNUAL GENERAL MEETING

Stor-Age Property REIT Limited
Approved as a REIT by the JSE
Incorporated in the Republic of South Africa
Registration number 2015/168454/06
Share code: SSS
ISIN: ZAE000208963
("Stor-Age", the "Company" or the "Group")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have disposed of all your Stor-Age securities, this document should be handed to the purchaser of such securities or to the broker, CSDP, banker or other agent through whom the disposal was effected.

If you are in any doubt as to what action you should take, please consult your broker, banker, attorney, CSDP or other professional adviser immediately.

This document is available in English only. A copy of the document may be obtained from the registered office of the Company at the address provided on the inside back cover during normal business hours from date hereof until Thursday, 31 August 2023.

Notice is hereby given to shareholders registered in Stor-Age's securities register as at the record date of Friday, 21 July 2023 ("Notice Record Date") that the annual general meeting of Stor-Age (the "AGM") will be held at the Vineyard Hotel, Colinton Road, Newlands on Thursday, 31 August 2023 at 14h00 to:

- (i) deal with such business as may lawfully be dealt with at the AGM; and
- (ii) consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions of shareholders set out hereunder in the manner required by the Companies Act, 71 of 2008, as amended ("the Act"), as read with the Listings Requirements of the JSE Limited (the "JSE Listings Requirements") on which exchange the Company's shares are listed, which meeting is to be participated in and voted at by shareholders registered in Stor-Age's securities register as shareholders as at the record date of Friday, 25 August 2023 ("Meeting Record Date").

The last day to trade to be registered in Stor-Age's securities register by the Meeting Record Date of Friday, 25 August 2023, is Tuesday, 22 August 2023.

Kindly note that AGM participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to attend, participate and vote at the AGM. Forms of identification include valid identity documents, driver's licences and passports.

When reading the resolutions below, please refer to the explanatory notes for the resolutions set out in this notice of AGM.

1. Presentation of financial statements

The summarised consolidated financial statements of the Company, as approved by the board of directors of the Company (the "Board"), for the year ended 31 March 2023 have been distributed and accompany this notice as required and will be presented to shareholders at the AGM together with the reports of the directors and the audit and risk committee.

The complete financial statements are included with the 2023 Stor-Age integrated annual report ("the 2023 integrated annual report").

The 2023 integrated annual report is available on the Company's website: <https://investor-relations.stor-age.co.za/iar-2023>

2. Report from the social and ethics committee

In accordance with Companies Regulation 43(5)(c), a report from the chairman or a member of the social and ethics committee will be presented to shareholders at this AGM.

Voting requirement:

Unless otherwise indicated, in order for each of the ordinary resolutions to be adopted, the support of more than 50% of the voting rights exercised on the resolutions by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution, is required.

- 3. Ordinary resolution number 1: Re-election of Mr G A Blackshaw as a director**
 “Resolved that Mr G A Blackshaw, who retires by rotation in terms of clause 26.3 of the Company’s memorandum of incorporation and who, being eligible, has offered himself for re-election, be re-elected as a non-executive director of the Company.”
 An abridged curriculum vitae of Mr Blackshaw appears in Annexure 1 of this notice of AGM.
- 4. Ordinary resolution number 2: Re-election of Ms K M de Kock as a director**
 “Resolved that Ms K M de Kock, who retires by rotation in terms of clause 26.3 of the Company’s memorandum of incorporation and who, being eligible, has offered herself for re-election, be re-elected as an independent non-executive director of the Company.”
 An abridged curriculum vitae of Ms de Kock appears in Annexure 1 of this notice of AGM.
- 5. Ordinary resolution number 3: Re-election of Mr A Varachhia as a director**
 “Resolved that Mr A Varachhia, who retires by rotation in terms of clause 26.3 of the Company’s memorandum of incorporation and who, being eligible, has offered himself for re-election, be re-elected as an independent non-executive director of the Company.”
 An abridged curriculum vitae of Mr Varachhia appears in Annexure 1 of this notice of AGM.
- 6. Ordinary resolution number 4: Appointment of Mr A C Menigo as a director**
 “Resolved that Mr A C Menigo be appointed as an independent non-executive director of the Company.”
 An abridged curriculum vitae of Mr Menigo appears in Annexure 1 of this notice of AGM.
- 7. Ordinary resolution number 5: Re-appointment of auditor**
 “Resolved that BDO South Africa Inc. be re-appointed as auditor of the Company (for the financial year ending 31 March 2024), with the designated partner being Mr B Jackson, until the conclusion of the next annual general meeting of the Company.”
- 8. Ordinary resolution number 6: Election of Ms K M de Kock as member and chair of the audit and risk committee**
 “Resolved that, subject to the passing of ordinary resolution number 2 above, Ms K M de Kock, 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 end of this meeting.”
 An abridged curriculum vitae of Ms de Kock appears in Annexure 1 of this notice of AGM.
- 9. Ordinary resolution number 7: Election of Ms P Mbikwana as a member of the audit and risk committee**
 “Resolved that Ms P Mbikwana, 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 end of this meeting.”
 An abridged curriculum vitae of Ms Mbikwana appears in Annexure 1 of this notice of AGM.
- 10. Ordinary resolution number 8: Election of Mr M P R Morojele as a member of the audit and risk committee**
 “Resolved that Mr M P R Morojele, 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 end of this meeting.”
 An abridged curriculum vitae of Mr Morojele appears in Annexure 1 of this notice of AGM.
- 11. Ordinary resolution number 9: General authority to directors to issue shares for cash**
 “Resolved that, subject to the restrictions set out below and subject to the provisions of the Act and the JSE Listings Requirements, as amended from time to time, the Board be authorised by way of a general authority to allot and issue any portion of the ordinary shares of the Company for cash, on the following basis:
- 9.1 the equity securities which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- 9.2 any such issue will only be made to “public shareholders”, and to “related parties” on the basis set out in 9.3 hereof, and further as required by the JSE Listings Requirements, as amended from time to time;
- 9.3 related parties may participate in a general issue for cash through a bookbuild process provided that
- 9.3.1 the approval by shareholders expressly affords the ability to the Company to allow related parties to participate in a general issue for cash through a bookbuild process,
- 9.3.2 related parties may only participate with a maximum bid price at which they are prepared to take up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be “out of the book” and not be allocated shares,
- 9.3.3 equity securities must be allocated “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;

- 9.4 this authority will only be valid until the Company’s next annual general meeting (whereupon this authority shall lapse, unless it is renewed at the aforementioned annual general meeting, provided that it shall not extend beyond 15 months of the date of this AGM);
- 9.5 issues of ordinary shares during the validity period of this resolution may not exceed 23 730 521 shares in the aggregate, which represents 5% of the number of ordinary shares in the Company’s issued share capital at the date of this notice of AGM, being 474 610 430 ordinary shares (exclusive of treasury shares), provided that
- 9.5.1 any ordinary shares issued under this authority during the validity period of this resolution must be deducted from the number above;
- 9.5.2 in the event of a sub-division or consolidation of issued equity securities during the validity period of this resolution contemplated above, the existing authority must be adjusted accordingly to represent the same allocation ratio;
- 9.5.3 any such general issues are subject to exchange control regulations and approval at that point in time;
- 9.6 after the Company has in terms of this authority issued ordinary shares for cash equivalent to 5% of the number of shares of that class in issue prior to that issue, the Company shall publish an announcement containing full details of such issue/s (including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 business days prior to the date that the price of the issue is agreed in writing between the issuer and the party/ies subscribing for the shares, the effects of the issue on the statement of financial position, net asset value per share, net tangible asset value per share, and in respect of the statement of comprehensive income, earnings per share, headline earnings per share and, if applicable, diluted earnings and headline earnings per share) and the intended use of the funds;
- 9.7 in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 5% of the weighted average traded price on the JSE of those shares over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party/ies subscribing for the shares.”

In terms of the JSE Listings Requirements, a 75% majority of the votes cast by the shareholders present or represented by proxy at the AGM is required to approve the ordinary resolution number 9 regarding the general authority to issue shares for cash.

12. Advisory endorsement: Endorsement of remuneration policy

To consider the non-binding advisory votes set out below thereby providing the Company with the views of the shareholders regarding the

- Remuneration Policy contained in the Remuneration Committee Report; and
- Implementation Report in regard to the Remuneration Policy

General approval of the Company’s Remuneration Policy and Implementation Report (non binding advisory votes 1 and 2)

Non-binding advisory vote 1 – approval of Company’s remuneration policy

“RESOLVED THAT the Company’s Remuneration Policy, as set out in the Remuneration Committee Report contained in the 2023 integrated annual report, be and is hereby endorsed by way of a non-binding advisory vote.”

Non-binding advisory vote 2 – approval of Company’s remuneration implementation report

“RESOLVED THAT the Company’s Implementation Report in regard to its Remuneration Policy, as contained in the 2023 integrated annual report, be and is hereby endorsed by way of a non-binding advisory vote.”

13. Special resolution number 1: Remuneration of non-executive directors for their services as directors for the 2024 financial year

“Resolved that
 in terms of clause 28 of the Company’s memorandum of incorporation and section 66(9) of the Act, the following remuneration, which constitutes an annual retainer and is proposed to be paid to the non-executive directors for their services as directors and which is proposed to be paid for the financial year ending 31 March 2024, monthly in arrears, with effect from 1 April 2023, for a period of up to twenty four months after the adoption of this special resolution number 1 or until its renewal (whichever is earliest) is approved:

	Chair (Rand)	Members (Rand)
Board (annual fee)	840 000	315 000
Audit and risk committee	204 750	136 500
Investment committee	n/a	126 000
Remuneration committee	94 500	63 000
Social and ethics committee	94 500	63 000

In accordance with the above schedule, the board chair (Mr G A Blackshaw) will receive a fixed annual fee that is inclusive of all attendances at board and subcommittee meetings as well as other tasks performed on behalf of the Group. Consequently, there is no separate fee for the investment committee chair.

14. Special resolution number 2: General authority to provide financial assistance to subsidiary companies

“Resolved that, as a general authority and to the extent required by sections 44 and 45 of the Act, the Board may, subject to compliance with the requirements of the Act, the Company’s memorandum of incorporation and the JSE Listings Requirements, 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 for any purpose or in connection with any matter including, but not limited to, the subscription of any option, or any securities, issued or to be issued by the Company or for the purchase of any securities of the Company, such authority to endure for a period of two years following the date of the passing of this special resolution number 2.”

15. Special resolution number 3: General authority to repurchase ordinary shares

“Resolved that the Company and/or any of its subsidiaries be and are hereby authorised, by way of a general approval, to acquire ordinary shares of no par value issued by the Company (“Ordinary Shares”), in terms of the Act, the Company’s memorandum of incorporation (“Mol”) and the JSE Listings Requirements, being that

- any such acquisition of Ordinary Shares shall be implemented on the open order book of the JSE and without any prior arrangement
- this general authority shall be valid until the Company’s next AGM, provided that it shall not extend beyond 15 months from the date of passing of this special resolution
- an announcement will be published as soon as the Company or any of its subsidiaries has acquired Ordinary Shares constituting, on a cumulative basis, 3% of the number of Ordinary Shares in issue prior to the acquisition pursuant to which the aforesaid 3% threshold is reached, and for each 3% in aggregate acquired thereafter, containing full details of such acquisitions
- acquisitions of Ordinary Shares in aggregate in any one financial year may not exceed 5% of the Company’s Ordinary Shares in issue as at the date of passing of this special resolution
- in determining the price at which Ordinary Shares issued by the Company are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such Ordinary Shares may be acquired will be 5% of the weighted average of the market value at which such Ordinary Shares are traded on the JSE over the five business days immediately preceding the date of repurchase of such Ordinary Shares
- at any point in time, the Company may only appoint one agent to effect any repurchase of shares on the Company’s behalf
- the Board authorises the acquisition, the Company passes the solvency and liquidity test and that, from the time the test is done, there are no material changes to the financial position of the Company
- the Company shall remain in compliance with the minimum shareholder spread requirements of the JSE
- the Company and/or its subsidiaries do not repurchase any shares during a prohibited period in accordance with the JSE Listings Requirements, unless they have in place a repurchase programme in terms of which the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme have been disclosed to the JSE in writing, prior to the commencement of the prohibited period.”

Reason for and effect of this special resolution

The Company’s Mol contains a provision allowing the Company or any subsidiary to repurchase securities issued by the Company, subject to the approval of shareholders in terms of the Mol, the requirements of the Act and the JSE Listings Requirements. This special resolution will authorise the Company and/or its subsidiaries, by way of a general authority from shareholders, to repurchase Ordinary Shares issued by the Company.

The Board has no specific intention to give effect to this special resolution, but will continually review the Company’s position, having regard to prevailing circumstances and market conditions, in considering whether to repurchase its own shares.

Once adopted, this special resolution will permit the Company, or any of its subsidiaries, to repurchase Ordinary Shares in terms of the Act, its Mol and the JSE Listings Requirements.

Although no repurchase of Ordinary Shares is contemplated at the time of this notice, the Board has confirmed that the Company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group. The directors, having considered the effects of a repurchase of the maximum number of Ordinary Shares in terms of the foregoing general authority, are of the opinion that for a period of 12 (twelve) months after the date of the notice of this AGM:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts
- the assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the Company and the Group
- the Company and the Group’s ordinary share capital, reserves and working capital will be adequate for ordinary business purposes

The following additional information, some of which may appear elsewhere in the 2023 annual financial statements, is provided in terms of section 11.26 of the JSE Listings Requirements, for purposes of the general authority

- Major beneficial shareholders – attached to the annual financial statements
- Share capital of the Company – note 14 of the annual financial statements
- The directors are not aware of any legal or arbitration proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous twelve months, a material effect on the financial position of the Company or the Group

- The directors collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts which 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 resolution contains all information required by the Act and the JSE Listings Requirements

VOTING REQUIREMENT:

A 75% majority of the votes cast by the shareholders present or represented by proxy at the annual general meeting of the Company is required to approve special resolutions 1 to 3.

Voting and Proxies

A shareholder entitled to attend, speak and vote at the AGM is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in his/her stead.

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

- hold their ordinary shares in certificated form; or
- are recorded on a sub-register in dematerialised electronic form with “own name” registration

All other beneficial owners who have dematerialised their ordinary shares through a Central Securities Depository Participant (“CSDP”) or broker and wish to attend the AGM, must instruct their CSDP or broker to provide them with the necessary letter of representation, or they 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. These shareholders must not use a form of proxy.

It is requested that forms of proxy are lodged at or mailed to Computershare Investor Services (Pty) Limited to be received by not later than 14h00 on Tuesday, 29 August 2023. Any shareholder who does not lodge a completed form of proxy by the relevant time will nevertheless be entitled to lodge a form of proxy in respect of the AGM immediately prior to the proxy exercising such shareholder’s rights as a shareholder at the AGM, with the chairperson of the AGM.

GENERAL

Electronic Participation

Please note that the Company intends to make provision for shareholders of the Company, or their proxies, who are entitled to attend thereat, to participate in the AGM by way of electronic communication. In this regard, the Company intends making teleconferencing facilities available at the following locations –

- at the Vineyard Hotel, Colinton Road, Newlands (which is the location for the AGM); and
- at the offices of Stor-Age, 4 Kikuyu Road, Sunninghill, Johannesburg

Should you wish to participate in the AGM by way of electronic communication as aforesaid, you, or your proxy, will be required to attend at either of the above-mentioned locations on the date of the AGM. The above-mentioned locations will be linked to each other by means of a real-time telephonic conference call facility on the date of, and from the time of commencement of, the AGM. The real-time telephonic conference call facility will enable all persons to participate electronically in the AGM in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the AGM. The cost of the telephonic conference call facility described will be for the account of the Company.

By order of the Board

H H-O Steyn

Company Secretary
31 July 2023

Address of registered office

216 Main Road
Claremont
7708
(PO Box 53154, Kenilworth, 7745)

Address of transfer secretaries

Computershare Investor Services
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank
2196
(Private Bag X9000, Saxonwold, 2132)

EXPLANATORY NOTES TO RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY**Re-election of directors retiring at the AGM – ordinary resolutions number 1 to 3**

In accordance with clause 26.3 of the Company's memorandum of incorporation, one-third of the directors are required to retire at each annual general meeting and may offer themselves for re-election and, in accordance with clause 26.4 of the Company's memorandum of incorporation, any appointments made by the Board during an interim period must be confirmed at the immediately following annual general meeting. In accordance with these provisions, it has been determined that Messrs G A Blackshaw, A C Menigo and A Varachhia and Ms K M de Kock are due to retire from the Board.

The directors of the Company have reviewed the composition of the Board against corporate governance and transformation requirements and have recommended the re-election of the directors listed above. It is the view of the Board that the re-election of the candidates referred to above would enable the Company to:

- responsibly maintain a mixture of business skills and experience relevant to the Company and contribute to the requirements of transformation, continuity and succession planning; and
- enhance corporate governance requirements in respect of matters such as the balance of executive, non-executive and independent directors on the Board

In addition, the directors of the Company have considered the performance of each of the retiring directors and have reviewed the skills, knowledge, experience, diversity and demographics represented on the Board. The Board is satisfied that the performance of the existing directors continues to be effective and to demonstrate commitment to their roles. Accordingly, the Board recommends to shareholders the re-election of each of the retiring directors referred to in ordinary resolutions numbers 1, 2, 3 and 4, by way of a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Act.

Abridged curricula vitae of the retiring directors appear in Annexure 1 of this notice of AGM.

Re-appointment of auditor – ordinary resolution number 5

BDO South Africa Inc. ("BDO") has indicated its willingness to continue in office and ordinary resolution number 5 proposes the re-appointment of that firm as the Company's auditor until the conclusion of the next annual general meeting.

At a Stor-Age audit and risk committee meeting held on 8 June 2023, the committee considered the independence of the auditor BDO, in accordance with section 94(8) of the Act. In assessing the independence of the auditor, the audit and risk committee satisfied itself that BDO:

- does not hold a financial interest (either directly or indirectly) in Stor-Age;
- does not hold a position, either directly or indirectly, that gives the right or responsibility to exert significant influence over the financial or accounting policies of Stor-Age;
- is not economically dependent on Stor-Age, having specific regard to the quantum of the audit fees paid by Stor-Age and its subsidiaries to BDO during the period under review in relation to its total fee base;
- does not provide consulting or non-audit-related services to Stor-Age or its subsidiaries which fall outside of the permitted or qualified non-audit-related services as specified in the policy for the use of auditors for non-audit-related services and which could compromise or impair the auditor's independence; and
- including the individual registered auditor who undertakes the audit, does not have personal or business relationships of immediate family, close relatives, partners or retired partners, either directly or indirectly, with Stor-Age or its subsidiaries.

Accordingly, the Stor-Age audit and risk committee was satisfied that BDO is independent as contemplated by the South African independence laws and the applicable rules of the International Federation of Accountants and nominated the re-appointment of BDO as registered auditor for the financial year ending 31 March 2024. On 14 June 2023 the Board confirmed its support, subject to shareholders' approval as required in terms of section 90(1) of the Act, for the re-appointment of BDO and Mr B Jackson respectively as the independent registered audit firm and individual registered auditor of Stor-Age.

Furthermore the Stor-Age audit and risk committee has, in terms of paragraph 3.86 of the JSE Listings Requirements, considered and satisfied itself that BDO, 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.

Election of audit and risk committee members – ordinary resolutions numbers 6 to 8

In terms of section 94(2) of the Act, the audit and risk committee is not a committee of the Board, but a committee elected by the shareholders at each annual general meeting. The Act requires the shareholders of a public company to elect the members of an audit and risk committee at each annual general meeting. In accordance therewith the directors should present shareholders with suitable candidates for election as audit and risk committee members.

In terms of the Regulations of the Act, at least one-third of the members of the 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. As can be seen from the curricula vitae of the proposed members, they have experience in, among others, audit, accounting, economics, commerce and general industry.

At a meeting of the Board held on 14 June 2023 the Board satisfied itself that, among others, the independent, non-executive directors offering themselves for election as members of the Stor-Age audit and risk committee:

- are independent, non-executive directors as contemplated in the Act and in King IV;
- are suitably qualified and experienced for audit and risk committee membership;
- have an understanding of integrated annual reporting (including financial reporting), internal financial controls, external and internal audit processes, risk management, sustainability issues and the governance processes (including information technology governance) within the Company;
- collectively possess skills which are appropriate to the Company's size and circumstances, as well as its industry;
- have an understanding of International Financial Reporting Standards and other financial and sustainability reporting standards, regulations and guidelines applicable to the Company; and
- adequately keep up to date with key developments affecting their required skills set.

General authority to directors to issue shares for cash – ordinary resolution number 9

In terms of the JSE Listings Requirements, when equity securities are issued for cash (or the extinction of a liability, obligation or commitment, restraint, or settlement of expenses), amongst others, the shareholders are required to authorise the issue.

The existing general authority granted by the shareholders at the previous annual general meeting, held on 1 September 2022, will expire at the AGM to be held on 31 August 2023, unless renewed. The authority may only be acted upon subject to the Act and the JSE Listings Requirements. The aggregate number of securities capable of being allotted and issued in terms of this authority is limited to 5% of the issued share capital as set out in the resolution.

Endorsement of remuneration policy and implementation report – advisory endorsements number 1 and number 2

King IV recommends that the Company's Remuneration Policy be disclosed in three parts every year, namely:

- a background statement,
- an overview of the Remuneration Policy,
- an Implementation Report,

and that shareholders be requested to pass separate non-binding advisory votes on the Remuneration Policy and the Implementation Report at the AGM.

Voting on the two resolutions enables shareholders to express their views on the Remuneration Policy adopted and on its implementation.

The remuneration committee prepared and the Board considered and accepted the Remuneration Policy and Implementation Report thereon, as set out in the 2023 integrated annual report.

The Remuneration Policy also records the measures the Board will adopt in the event that either the Remuneration Policy or the Implementation Report, or both, are voted against by 25% or more of the voting rights exercised by shareholders. In such event, the Company will, in its announcement of the results of the AGM, provide dissenting shareholders with information as to how to engage with the Company in regard to this matter and the timing of such engagement.

Accordingly, the shareholders are requested to endorse the Company's Remuneration Policy and Implementation Report as set out in paragraph 12 of the AGM notice.

Remuneration of non-executive directors for their services as directors for the year ending 31 March 2024 – special resolution number 1

In terms of section 66(8) and (9) of the Act, remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in a company's memorandum of incorporation. In terms of clause 28 of the Company's memorandum of incorporation, the remuneration of the directors shall from time to time be determined by the Company in general meeting and, as such, the payment of such remuneration is not prohibited in terms of the Company's memorandum of incorporation.

At the annual general meeting held on 1 September 2022, shareholders approved the non-executive directors' remuneration for the ensuing twenty four months and, as a result, it is necessary to review that approved remuneration basis in respect of the second twelve month period, for the financial year ending 31 March 2024. The remuneration hereby sought to be approved, in respect of the financial year ending 31 March 2024, therefore proposes an adjustment to the remuneration previously approved at the annual general meeting held on 1 September 2022 and is to be paid to the non-executive directors who are not remunerated as employees of the Company, as in the case of the executive directors, and will continue for a period of twenty four months.

This resolution is recommended by the Company's directors. Full particulars of all remuneration paid to non-executive directors for their service as directors during the past year is set out in note 27.4 of the annual financial statements, and also in the remuneration committee report which is included in the 2023 integrated annual report, available on the Company's website.

Stor-Age's remuneration committee is satisfied that this remuneration is fair relative to the remuneration paid to non-executive directors of other similar sized public listed companies in South Africa for their service as directors.

Authority to provide financial assistance to subsidiary companies – special resolution number 2

Notwithstanding the title of section 45 of the Act, being “Loans or other financial assistance to directors”, on a proper interpretation, the body of the section may also apply to financial assistance for any purpose, provided by a company to related or inter-related companies or corporations, including, amongst others, its subsidiaries.

Furthermore, section 44 of the Act may also apply to the financial assistance so provided by a company to related or inter-related companies, in the event that the financial assistance is provided for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company.

Both sections 44 and 45 of the Act provide, amongst others, that the particular financial assistance must be provided only pursuant to a special resolution of the shareholders, adopted within the previous 2 years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category and the board of directors must be satisfied that –

- (a) immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test; and
- (b) the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

The Company would like the ability to provide financial assistance, if necessary, also in other circumstances, in accordance with sections 44 and 45 of the Act. Furthermore, it may be necessary or desirable for the Company to provide financial assistance to related companies and entities to subscribe for options or securities or purchase securities of the Company.

Under the Act, the Company will however require the special resolution number 2 to be adopted. In the circumstances and in order to, amongst others, ensure that the Company’s subsidiaries 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. In terms of the Companies Act, the Company will, however, only be able to exercise the authority granted by the special resolution provided that the board of directors of the Company are satisfied that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company and, immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test contemplated in the Companies Act.

Although the existing authorities granted by the shareholders at the previous annual general meeting held on 1 September 2022 will only expire at the 2024 AGM, it is considered good practice to renew this authority on an annual basis, i.e. at the 2023 AGM to be held on 31 August 2023, and special resolution 2 will therefore be appropriately renewed.

General authority to repurchase ordinary shares – special resolution number 3

The directors wish to be in a position, if and when circumstances are favourable, to have the ability to acquire Stor-Age shares at market prices if deemed advisable by the Board. It is envisaged that opportunities may present themselves in the share market where it may be deemed beneficial for the Company to acquire its own shares.

For these reasons, directors would like shareholder authority to enable acquisitions of Stor-Age shares. As set out in the proposed resolution, such authority will be subject to clearly defined restrictions to ensure compliance with all statutes as laid down by the Act and the JSE Listings Requirements. The Act stipulates that a special resolution is required in order to authorise the Company to purchase its own shares.

SUMMARY OF APPLICABLE RIGHTS ESTABLISHED IN SECTION 58 OF THE ACT

For purposes of this summary, the term “shareholder” shall have the meaning ascribed thereto in section 57(1) of the Act.

1. At any time, a shareholder of a company is entitled to appoint any individual, including an individual who is not a shareholder of that company, as a proxy to participate in, speak and vote at a shareholders meeting on behalf of the shareholder.
2. A proxy appointment must be in writing, dated and signed by the relevant shareholder.
3. Except to the extent that the memorandum of incorporation of a company provides otherwise –
 - 3.1. a shareholder of the relevant company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder; and
 - 3.2. a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
4. Irrespective of the form of instrument used to appoint a proxy –
 - 4.1. the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company; and
 - 4.2. should the instrument used to appoint a proxy be revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and the relevant 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 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 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. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the memorandum of incorporation of the relevant company or the instrument appointing the proxy provide otherwise.
8. If a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy –
 - 8.1. such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
 - 8.2. the company must not require that the proxy appointment be made irrevocable; and
 - 8.3. 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 Act.