

METAIR INVESTMENTS LIMITED

(Reg. No. 1948/031013/06)

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF METAIR INVESTMENTS LIMITED, HELD AT VIRTUALLY ON TUESDAY 5 MAY 2020 AT 14H00

- PRESENT** 4 shareholders were present in person (26 members own name and present by representation) representing 46 388 628 shares. 29 proxies received in favour of the chairperson representing 123 003 462 shares. A total of 85.13% of voteable shares were represented at the meeting.
- CHAIRMAN** The Chairman of the Company, Mr Pretorius, presided.
- WELCOME** The Chairman welcomed all present to the annual general meeting of the company. The Chairman stated that as a consequence of the impact of the COVID-19 pandemic and the restrictions placed on public gatherings, the meeting was only being conducted through electronic participation, as provided for by the JSE Limited and in terms of the provisions of the Companies Act 71 of 2008, as amended and the Company's Memorandum of Incorporation. The chairman provided a few pointers on how to navigate the zoom meeting platform.
- QUORUM** With the necessary quorum being present, the meeting was duly constituted.
- NOTICE CONVENING THE MEETING** It was agreed that the notice convening the meeting be taken as read.
- STATUTORY REGISTERS** The chairman advised that the following registers and documents were available for inspection upon request via the request for access to information in terms of the PAIA Act 2 of 2000:
- (a) the register of directors and secretaries;
 - (b) the register of their shareholding, and
 - (b) the register of shareholders.
- INTRODUCTION TO THE BUSINESS OF THE MEETING** The Chairman stated that in terms of the Memorandum of Incorporation of the company, all resolutions put before the meeting should, in the first instance, be by way of a show of hands. However, as provided for in article 18.8 of the Memorandum of Incorporation and in line with the recommendations of the King IV Report on Corporate Governance for South Africa, voting on all items on the agenda would be conducted by means of a poll.

The Chairman continued by stating that only shareholders who were in possession of a valid proxy, which had been filed in accordance with the notice of meeting, or shareholders who were reflected on the share register, or who were in possession of a written letter of representation, were entitled to speak and vote at the meeting. Any person not so entitled could, however, pose questions at the conclusion of the meeting. The chairman provided a few pointers on how to cast votes.

SCRUTINEERS

On the proposal of the Chairman, it was unanimously

RESOLVED THAT –

Mr Izzy van Schoor, a representative from The Meeting Specialist (Pty) Limited, be appointed as scrutineer to count the votes cast on a poll.

ORDINARY BUSINESS ANNUAL FINANCIAL STATEMENTS AND REPORTS

It was agreed that the integrated annual report, incorporating reports of the directors, audit and risk committee report, the social and ethics committee report as well as the financial statements incorporating the auditor's report and the chairman's report for the year ended 31 December 2019, having been forwarded to shareholders, be taken as read. The report fully covered the activities of the company for the period under review and there was nothing to add to it.

This is a non-voting agenda item but was put to shareholders for any questions. No questions were posed.

RETIREMENT, RE-ELECTION AND ELECTION OF DIRECTORS

The Chairman handed over to Ms T. Mgoduso, the lead independent director, to take the chair for the handling of ordinary resolution number 1.

Ms Mgoduso, proposed the re-election of Mr SG Pretorius as a director of the company. Ms Mgoduso stated that it is formally recorded that Mr Pretorius will retire as a director of the company at the next annual general meeting in 2021.

Mr Pretorius thanked Mr Mgoduso for the handling of ordinary resolution number 1 and reconvened as the chair.

The Chairman formally proposed ordinary resolution number 2:

The re-election of Ms NL Mkhondo as a director of the company.

The Chairman formally proposed ordinary resolution number 3:

The re-election of Mr MH Muell as a director of the company.

RE-APPOINTMENT OF AUDITORS

The Chairman formally proposed ordinary resolution number 4:

The re-appointment of PricewaterhouseCoopers Inc., with the designated audit partner being Mr N Ndiweni as the independent auditors of the company.

RE-ELECTION OF MEMBERS OF THE BOARD AUDIT AND RISK COMMITTEE

The Chairman formally proposed ordinary resolution number 5:

The re-election of audit and risk committee members in accordance with the provisions of section 94 of the Companies Act:

Mr CMD Flemming as chairman;

Ms HG Motau as member; and

Mr B Mawasha as member.

REMUNERATION POLICY

The Chairman formally proposed ordinary resolution number 6:

The non-binding advisory resolutions for the endorsement of the remuneration policy and remuneration implementation report.

SPECIAL BUSINESS

NON-EXECUTIVE DIRECTOR REMUNERATION

The Chairman formally proposed special resolution number 1:

The approval of non-executive directors' remuneration with effect from 1 January 2020 to 31 December 2020 as contained in the IAR page 109.

PROVISION OF FINANCIAL ASSISTANCE SECTION 45

The Chairman formally proposed special resolution number 2:

The provision of financial assistance in accordance with Section 45 of the Companies Act.

PROVISION OF FINANCIAL ASSISTANCE SECTION 44

The Chairman formally proposed special resolution number 3:

The provision of financial assistance in accordance with Section 44 of the Companies Act.

GENERAL AUTHORITY TO
REPURCHASE THE
COMPANY'S SECURITIES

The Chairman formally proposed special resolution number 4:

The general authority to repurchase the company's securities in terms of the Companies Act, the JSE Listings Requirements and Article 13 of the company's MOI.

GENERAL QUESTIONS

The Chairman stated that any questions on any special or ordinary resolutions would be answered by any member of the board, legal and tax advisors and/or our corporate sponsors.

No questions were raised.

RESULT OF POLL

Results of the resolutions were displayed and were as follows:

Ordinary resolution 1: Re-election of SG Pretorius as a director

For	Against	Abstain	Shares voted
169 316 792	73 889	1 409	169 390 681
99.96%	0.44%		100.00%

Ordinary resolution 2: Re-election of Ms NL Mkhondo as a director

For	Against	Abstain	Shares voted
168 361 058	896 891	134 141	169 257 949
99.47%	0.53%		100.00%

Ordinary resolution 3: Re-election of Mr MH Muell as a director

For	Against	Abstain	Shares voted
169 316 792	73 889	1 409	169 390 681
99.96%	0.04%		100.00%

Ordinary resolution 4: Re-appointment of auditors

For	Against	Abstain	Shares voted
139 023 389	30 367 730	971	169 391 119
82.07%	17.93%		100.00%

Ordinary resolution 5a: Election of Mr C.M.D Flemming as chairman of the Audit and Risk Committee

For	Against	Abstain	Shares voted
168 528 834	861 579	1 677	169 390 413
99.49%	0.51%		100.00%

Ordinary resolution 5b: Re-election of Ms H.G Motau as member of the Audit and Risk Committee

For	Against	Abstain	Shares voted
169 385 411	5 120	1 559	169 390 531
100%	0.00%		100.00%

Ordinary resolution 5c: Re-election of Mr B. Mawasha as member of the Audit and Risk Committee

For	Against	Abstain	Shares voted
166 245 585	3 144 978	1 527	169 390 563
98.14%	1.86%		100.00%

Ordinary resolution 6a: Endorsement of Company's remuneration policy

For	Against	Abstain	Shares voted
141 962 253	27 428 310	1 527	169 390 563
83.81%	16.19%		100.00%

Ordinary resolution 6b: Endorsement of the Company's implementation report

For	Against	Abstain	Shares voted
141 223 335	28 166 656	2 099	169 389 991
83.37%	16.63%		100.00%

Special resolution 1: Approval of non- executive directors' remuneration

For	Against	Abstain	Shares voted
169 388 561	2 508	1 021	169 391 069
100.00%	0.00%		100.00%

Special resolution 2: Provision of financial assistance in terms of Section 45 of the Companies Act

For	Against	Abstain	Shares voted
169 389 451	1 618	1 021	169 391 069
100.00%	0.00%		100.00%

Special resolution 3: Provision of financial assistance in terms of Section 44 of the Companies Act

For	Against	Abstain	Shares voted
169 389 451	1 618	1 021	169 391 069
100.00%	0.00%		100.00%

Special resolution 4: General authority to repurchase the Company's securities

For	Against	Abstain	Shares voted
169 344 957	11 000	33 133	169 355 957
99.99%	0.01%		100.00%

GENERAL – CEO ADDRESS

The Chairman handed over to Mr Loock, to provide a brief operational update and outline of how Metair is responding to the COVID-19 pandemic.

Mr Loock stated that Metair has developed a structured COVID-19 response strategy. Metair took a long-term view of 18-months until there is a vaccine. Metair believes this challenge should be taken on with a positive forward thinking attitude and increased level of governance and leadership, underpinned by a solution driven and resilient approach. All regions where Metair operates have a different strategy to respond to their unique circumstances. Metair's COVID 19 strategy is built on six pillars:

1. Employee health, safety, welfare and communication:

Mr Loock stated that the health, safety and welfare of our people is a priority and concern. Upon closure, Metair ensured that factories were locked down safely, employees returned home safely and has ensured good communication with employees throughout.

Metair made arrangements to support employees and protect the most vulnerable. Hourly paid employees were granted a R3 500 allowance, which if combined with government support would equate to 70-90% of their normal wage. Salaried employees received 50% support for month 1, 25% for month 2 and R3 500 for month 3.

To date, Metair has not recorded any COVID-19 cases in South Africa. In Turkey 19 cases have been recorded and 102 other employees were tracked and traced for self-isolation.

Metair has registered for government support, however the entire support has not been received yet. Metair is appreciative of the Department of Employment and Labour for removing the clause which would have made welfare payments made by the company a disqualification factor. South Africa's support is at 38% for employees earning up to R17 000 per month. Turkey is at 50% for temporary employees, Romania is at 75% (on a capped average level) and UK is at 80% of a maximum announced level, Germany's support is at 100% and Kenya was allowed to operate as an essential service.

2. Health and safety of the business by focusing on our solvency and liquidity

Mr Loock stated that Metair's business design proved to be robust as Metair owned all the factories and had no undue rental obligations that could affect cashflows. Capital projects, related project costs and

dividend payments were deferred. Metair took a worst-case scenario view that the lockdown would be around for three months.

As the lockdown starts to ease to a 50% capacity level, Metair is aware that the business needs a stable and fully utilised capacity for optimal performance. Metair's businesses operate best in market pool scenario with stable production and a buffer between us and the market. The financial impact of running at 50% could be the same as being in a complete lockdown. Management will present a projected and financially modelled forecast 1 position to the board. The projection will consider the current market view, deteriorating exchange rate, 6-week lockdown, operating at 50% capacity and a best estimate of volumes till year end. This will provide insight into the solvency and liquidity position and the board will make a decision with regards to the dividend.

3. Increased government interaction to ensure the best possible risk level of economic participation:

Mr Loock stated that after initially being classified for level 3 participation, Metair managed to secure level of 4 economic participation level after engaging with National Association of Automobile Manufacturers of South Africa (NAAMSA), National Association of Automotive Component and Allied Manufacturer (NAACAM), Trade and Industrial Policy Strategies (TIPS) and Retail Motor Industry (RMI). FNB has been classified as an essential service provider.

Mr Loock thanked the Department of Trade and Industry (DTI), Minister Ibrahim Patel and the CEOs of the industry bodies for their approachability during this period.

4. COVID-19 exit plan:

Mr Loock stated that a well-structured COVID-19 exit plan was needed to resume operations. Our businesses developed best practice standard operating procedure (SOP) manuals and training programmes.

Metair approved all business' SOPs and conducted an internal readiness survey. Our employees returned to work on the 4th of May and are being supplied with the required PPE, receiving training and implementing the new SOPs. FNB is undergoing an external Disaster Management legal compliance audit and the list will be rolled out to all of the other businesses.

5. COVID-19 recovery plan (2022 Vision)

Mr Loock stated that Metair has formulated a vision for 2022 in its COVID-19 recovery plans. Metair businesses are focused on creating a

project based U-shaped recovery and to avoid an L shape recovery curve.

The Energy Vertical recovery is dependent on aftermarket demand, market share brand positioning and economic range expansion combined with the new model launches. Metair will focus on the new model launch projects and ensure optimal execution as well as careful selection of most suitable projects, customers, models and markets to ensure U-shaped recovery

Metair is currently working on forecast 2 but is very disconnected from the market. Forecast 2 will include first wave market adjustments and costs savings. Metair aims to increase interaction, engagement transparency and communication with customers to learn the new market. This process will take time and many revisions will be necessary for absolute clarity to be achieved.

6. Increased governance and leadership team:

Mr Loock thanked the Metair team, subsidiary management and the Metair board for their presence, availability and focus during this period. It is important to lead and set the example from the front during this period.

Mr Loock extend his thanks to Mr Pretorius for his availability and positive encouragement and support. Metair has had to conduct more special board meetings than ever before. Mr Loock thanked the whole board and the committee chairpersons.

7. Conclusion:

Mr Loock stated that the shareholder value enhancement project and the strategic review process were still progressing as per the timing promised during the results presentation. The internal timing for the completion of the Information Memorandums (IM) has been moved out but is still within the timing promised to the market.

COVID-19 has affected the attention and approach of interested parties. Those with good cash positions and balance sheets have shown increased interest and urgency. Others are pleased with the 6-8 week delay in the IMs. The challenge with the IMs is how to model the COVID-19 effect into the business model.

Mr Loock thanked all for the opportunity to provide an update and handed over to Mr Pretorius.

CLOSURE

Mr Pretorius thanked Mr Loock for the brilliant presentation and his strong leadership during an extremely volatile, uncertain and challenging time. Mr Pretorius also extended his thanks to the entire executive team at Metair for all their effort and positive attitude during this crisis.

The Chairman stated that all motions were duly passed.

There being no further business, the meeting was closed.

CHAIRMAN

DATE: 05/05/2020

(AGM 2020 minutes)