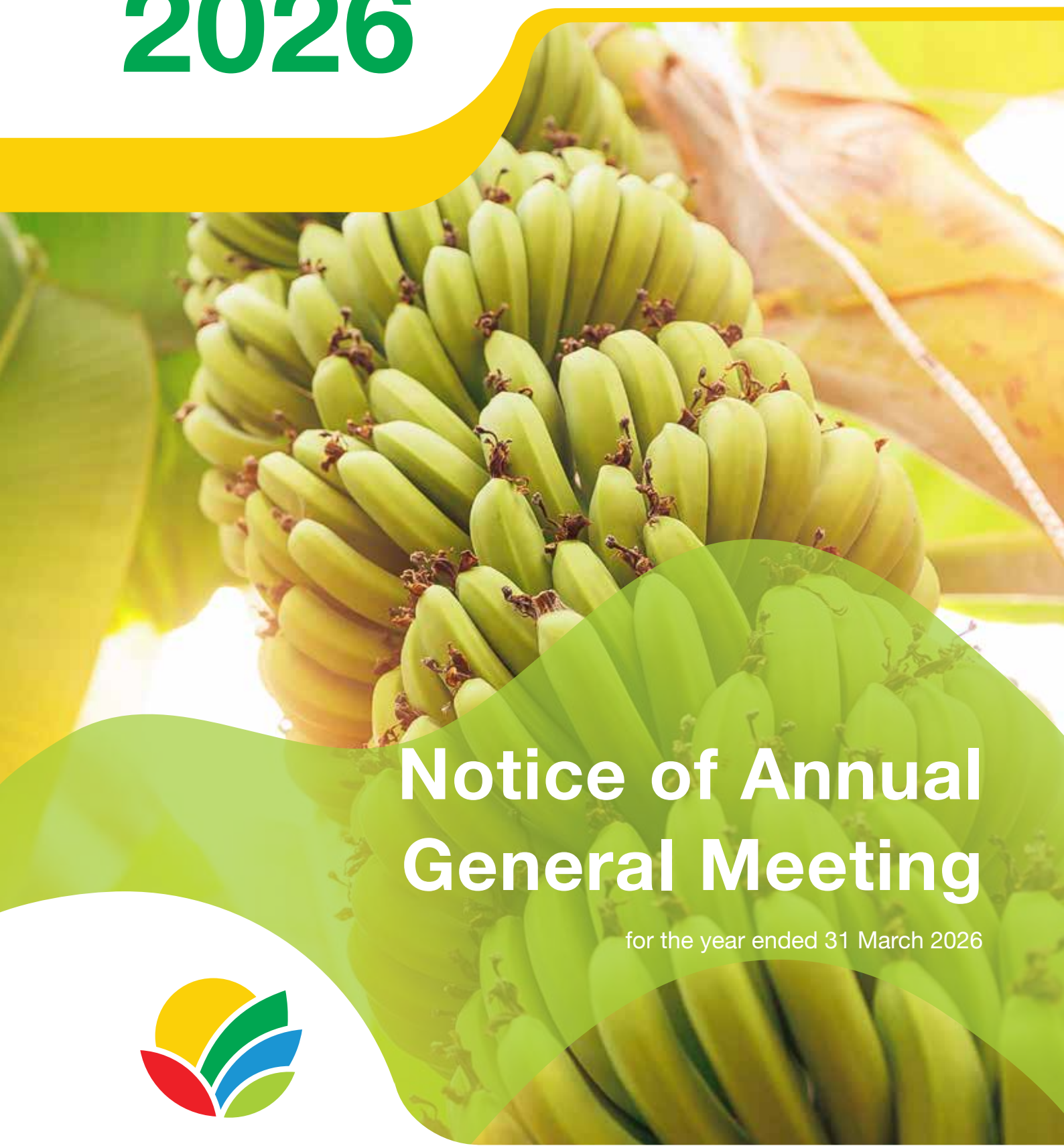
2026



Notice of Annual General Meeting

for the year ended 31 March 2026

CROOKES BROTHERS

(Listed in the General Segment of the JSE Main Board)

Notice of Annual General Meeting

Notice is hereby given to shareholders as recorded in the Company's securities register on Friday, 24 July 2026 that the 113th Annual General Meeting of shareholders of Crookes Brothers Limited ("**Crookes Brothers**" or "**the Company**"), in respect of the financial year ended 31 March 2026, will be held at 11h00 at the Radisson Blu Hotel Durban Umhlanga, 7 Lagoon Drive, Umhlanga Rocks on Friday, 28 August 2026 ("**the Annual General Meeting**"). Registration for the Annual General Meeting will commence at 10h00 on Friday, 28 August 2026.

Salient dates	2026
Annual Financial Statements published on SENS and the Company's website	Friday, 26 June
Record date on which shareholders are to be recorded in the Company's securities register in order to receive the notice of the Annual General Meeting	Friday, 24 July
Date of distribution of this notice of the Annual General Meeting	Thursday, 30 July
Last day to trade in order to be eligible to attend and vote at the Annual General Meeting	Tuesday, 18 August
Record date on which shareholders are to be recorded in the Company's securities register in order to be entitled to attend and vote at the Annual General Meeting	Friday, 21 August
For administrative purposes, the preferable date on which forms of proxy to be lodged, by 11h00 on	Wednesday, 26 August
The Annual General Meeting to be held at 11h00 on	Friday, 28 August
Results of the Annual General Meeting to be announced on SENS, on or about	Friday, 28 August

Purpose

The purpose of the Annual General Meeting is to transact the business set out in the agenda below.

Agenda

Presentation to shareholders

To present, in terms of section 61(8)(a) of the Companies Act 71 of 2008, as amended ("**Companies Act**"):

- the Annual Financial Statements of the Company for the year ended 31 March 2026 ("**2026 Annual Financial Statements**"), incorporating the Independent Auditors' report thereon, the Directors' report and the report of the Audit and Risk Committee;
- the Social and Ethics Committee report for the year ended 31 March 2026; and
- the Remuneration report for the year ended 31 March 2026, incorporating the Company's Remuneration Policy.

The 2026 Annual Financial Statements were published via SENS on Friday, 26 June 2026. The 2026 Annual Financial Statements accompanies this notice of the Annual General Meeting, as a separate document. A copy of this notice of Annual General Meeting, the 2026 Annual Financial Statements and the Company's Integrated Report for the year ended 31 March 2026 ("**2026 Integrated Report"**), incorporating, *inter alia*, the Social and Ethics Committee report and the Remuneration report, are available on the Company's website at www.cbl.co.za/investor/integrated-reports/, from Thursday, 30 July 2026.

To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

Note: For any of the ordinary resolution numbers 1 to 6 to be adopted, 50% plus one vote of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.

1. Ordinary resolution number 1: Re-appointment of external auditors

"Resolved to authorise the Company to re-appoint, on the recommendation of the Audit and Risk Committee of the Company, the external auditors, Deloitte & Touche with the designated auditor currently being Mrs Divania Naidoo, for the financial year ending 31 March 2027."

The reason for ordinary resolution number 1 is that the Company, being a public listed Company, is required, in terms of section 90(1A), read with section 61(8)(a) of the Companies Act and the JSE Listings Requirements, to appoint and thereafter re-appoint an auditor each year at the Annual General Meeting of the Company.

2. Ordinary resolution numbers 2.1.1, 2.2.1 to 2.2.4 and 2.3.1 to 2.3.2: Election and re-election of directors

The Human Capital Committee of the Company assessed the performance of each of the retiring Directors and, in addition, "Fit and Proper Assessments" as required by paragraph 6.73, as read with paragraph 5.6 of the JSE Listing Requirements were conducted for all the Directors who have offered themselves for re-election and election as well as other Directors not standing for re-election and the Board was satisfied with the positive outcomes of the assessments.

The Board considered the findings of the Human Capital Committee. Based on these findings, the Board recommends to shareholders the election or re-election of each of the retiring Directors as set out in ordinary resolutions 2.1.1, 2.2.1 to 2.2.4, and 2.3.1 to 2.3.2.

2.1 The following Non-executive Director retires by rotation in terms of clause 24.7.1 of the Company's Memorandum of Incorporation ("**MOI**") and, being eligible, offers himself for re-election. A brief *curriculum vitae* in respect of this Director is attached to this notice of Annual General Meeting as Annexure 1.

2.1.1 "Resolved that Mr LW Riddle, who retires by rotation in terms of the Company's MOI and, being eligible and offering himself for re-election, be and is hereby re-elected as a Non-executive Director of the Company."

The reason for ordinary resolution number 2.1.1 is that the Company's MOI and, to the extent applicable, the Companies Act require that at least one-third of the Company's Non-executive directors retire every year at the Company's Annual General Meeting.

2.2 The following Non-executive Directors, who have served for longer than nine years, retire in terms of clause 24.7.3 of the Company's MOI and, being eligible, offer themselves for re-election, each by way of a separate vote. Brief *curricula vitae* in respect of the retiring Directors are attached to this notice of Annual General Meeting as Annexure 1.

2.2.1. "Resolved that Mr RGF Chance, who retires in terms of the Company's MOI and, being eligible and offering himself for re-election, be and is hereby re-elected as a Non-executive Director of the Company."

2.2.2. "Resolved that Mr TJ Crookes, who retires in terms of the Company's MOI and, being eligible and offering himself for re-election, be and is hereby re-elected as a Non-executive Director of the Company."

2.2.3. "Resolved that Mr TK Denton, who retires in terms of the Company's MOI and, being eligible and offering himself for re-election, be and is hereby re-elected as a Non-executive Director of the Company."

2.2.4. "Resolved that Mr G Vaughan-Smith, who retires in terms of the Company's MOI and, being eligible and offering himself for re-election, be and is hereby re-elected as a Non-executive Director of the Company."

The reason for ordinary resolution numbers 2.2.1 to 2.2.4 is that the Company's MOI requires that a Director who has served on the Board for longer than nine years must retire every year at the Company's Annual General Meeting and be subject to re-election by shareholders.

2.3 The following Executive and Non-executive Directors who were appointed during the year retire in terms of clause 24.7.4 of the Company's MOI and, being eligible, offer themselves for election. Ms M De Castro was appointed as an Executive Director on 1 April 2026, while Mr TG Attree was appointed as a Non-executive Director on 21 April 2026. Brief *curricula vitae* in respect of these Directors are attached to this notice of Annual General Meeting as Annexure 1.

2.3.1. "Resolved that Ms M De Castro, who retires in terms of the Company's MOI and, being eligible and offering herself for election, be and is hereby elected as an Executive Director of the Company."

2.3.2. "Resolved that Mr TG Attree, who retires in terms of the Company's MOI and, being eligible and offering himself for election, be and is hereby elected as a Non-executive Director of the Company."

The reason for ordinary resolution numbers 2.3.1 and 2.3.2 is that the Company's MOI and, to the extent applicable, the Companies Act require that Directors appointed subsequent to the previous Annual General Meeting retire at the Company's next Annual General Meeting.

3. Ordinary resolution numbers 3.1 to 3.3: Election and re-election of the members of the audit and risk committee

"Resolved that the following independent Non-executive Directors be and are hereby individually elected or re-elected, each by way of a separate vote, as members of the Audit and Risk Committee of the Company until the conclusion of the next Annual General Meeting of the Company:

3.1 subject to the passing of ordinary resolution number 2.2.1, Mr RGF Chance;

3.2 subject to the passing of ordinary resolution number 2.2.2, Mr TJ Crookes; and

3.3 subject to the passing of ordinary resolution number 2.3.2, Mr TG Attree."

Brief *curricula vitae* in respect of these Directors are attached to this notice of Annual General Meeting as Annexure 1.

The reason for ordinary resolution numbers 3.1 to 3.3 is that the Company, being a public listed company, in terms of section 84(4)(c) and 94(2) of the Companies Act must elect an audit committee, comprising at least 3 (three) members, at each Annual General Meeting of the Company. The Board, based on the recommendations of the Human Capital Committee has recommended the election of the abovementioned Directors as members of the Audit and Risk Committee until the conclusion of the next Annual General Meeting of the Company.

4. Ordinary resolution numbers 4.1 to 4.3: Election and re-election of the members of the social and ethics committee

"Resolved that the following independent Non-executive Directors and Executive Director be and are hereby individually elected or re-elected, each by way of a separate vote, as members of the Social and Ethics Committee until the conclusion of the next Annual General Meeting of the Company:

4.1 subject to the passing of ordinary resolution number 2.2.1, Mr RGF Chance;

4.2 subject to the passing of ordinary resolution number 2.3.2, Mr TG Attree; and

4.3 Mr KA Sinclair."

Brief *curricula vitae* in respect of these Directors are attached to this notice of Annual General Meeting as Annexure 1.

The reason for ordinary resolution numbers 4.1 to 4.3 is that the Company, being a public listed company, in terms of section 72 of the Companies Act must elect a social and ethics committee, comprising at least 3 (three) members, at each Annual General Meeting of the Company. The Board, based on the recommendations of the Human Capital Committee has recommended the election of the abovementioned Directors as members of the Social and Ethics Committee until the conclusion of the next Annual General Meeting of the Company.

5. Ordinary resolution number 5: Approval of the Company's remuneration policy

"Resolved to approve the Company's Remuneration Policy."

The reason for ordinary resolution number 5 is to request shareholders to approve the Company's Remuneration Policy as required in terms of section 30A of the Companies Act. The Company's Remuneration Policy is incorporated in the Remuneration Report for the year ended 31 March 2026 included in the 2026 Integrated Report under "Governance" commencing on page 53.

The Remuneration Policy, if approved by shareholders, will remain in force for a period of three years from approval and must be approved every three years thereafter. The Remuneration Policy may however be amended prior to the end of the three-year period provided that any material amendment can only be implemented after it is approved by the shareholders by an ordinary resolution at a shareholders, meeting called for this purpose or at an Annual General Meeting.

6. Ordinary resolution number 6: Approval of the Company's remuneration report for the year ended 31 March 2026

"Resolved to approve the Company's Remuneration Report for the year ended 31 March 2026."

The reason for ordinary resolution number 6 is to request shareholders to approve the Company's Remuneration Report for the year ended 31 March 2026 as required in terms of section 30B of the Companies Act. The Company's Remuneration Report for the year ended 31 March 2026, is included in the 2026 Integrated Report under "Governance" commencing on page 55.

To consider and, if deemed fit, approve, with or without modification, the following special resolutions:

Note: For any of the special resolution numbers 1 to 4 to be adopted, at least 75% of the voting rights exercised on each such special resolution must be exercised in favour thereof.

7. Special resolution number 1: Amendment of the memorandum of incorporation ("MOI")

"Resolved that, to the extent required by the Companies Act, 2008 (Act 71 of 2008) ("**the Act**"), the existing MOI be and is hereby amended by the deletion of the existing clause 16 and its substitution with the following new clause 16 as follows:

16. Acquisition by the Company of its own shares

16.1 Subject to the JSE Listings Requirements, the provisions of section 48 and subject to the further provisions of this clause 16:

16.1.1 the Board may determine that the Company should acquire a number of its own shares; and

16.1.2 the board of any subsidiary of the Company may determine that such subsidiary should acquire shares of the Company, but:

16.1.2.1 not more than 10% (ten percent), in aggregate, of the number of issued shares of any class may be held by, or for the benefit of, all of the subsidiaries of the Company, taken together; and

16.1.2.2 no voting rights attached to those shares may be exercised while the shares are held by that subsidiary and it remains a subsidiary of the Company.

16.2 Any decision by the Company to acquire its own shares must satisfy the JSE Listings Requirements and the requirements of section 46 and, accordingly, the Company may not acquire its own shares unless:

16.2.1 to the extent that it is required in terms of the JSE Listings Requirements, the acquisition has been approved by an ordinary resolution of the shareholders, whether in respect of a particular repurchase or generally approved by shareholders and unless such acquisition otherwise complies with sections 7.70 to 7.98 of the JSE Listings Requirements (or such other sections as may be applicable from time to time, provided that no such approval of shareholders shall be required in respect of a *pro rata* acquisition by the Company from all shareholders;

16.2.2 the acquisition:

16.2.2.1 is pursuant to an existing legal obligation of the Company, or a court order; or

16.2.2.2 the Board, by resolution, has authorised the acquisition;

16.2.3 it reasonably appears that the Company will satisfy the Solvency and Liquidity Test immediately after completing the proposed acquisition; and

16.2.4 the Board, by resolution, has acknowledged that it has applied the Solvency and Liquidity Test and reasonably concluded that the Company will satisfy the Solvency and Liquidity Test immediately after completing the proposed acquisition.

16.3 A decision of the Board referred to in clause 16.1.1 – must be approved by a special resolution of the shareholders if so required by the provisions of section 48(8) of the Act.

16.4 Notwithstanding any other provision of this Memorandum of Incorporation, the Company may not acquire its own shares, and no subsidiary of the Company may acquire shares of the Company if, as a result of that acquisition, there would no longer be any shares of the Company in issue other than:

16.4.1 Shares held by one or more subsidiaries of the Company; or

16.4.2 convertible or redeemable shares."

Notice of Annual General Meeting continued

Explanatory note and reason for special resolution number 1

The reason for the substitution of the current clause 16 with the new clause 16 is to align the acquisition of its own shares by the Company with the amendments to the Companies Act and the revised JSE Listing Requirements.

The Board has no specific intention at present for the Company or its subsidiaries to repurchase any of the ordinary shares of the Company but considers that such an amendment to the MOI will allow the Company to repurchase shares should an opportunity present itself to do so in future, which is in the best interests of the Company and its shareholders.

The Company's amended MOI will contain the new provision allowing the Company to repurchase securities issued by the Company, subject to compliance with the remaining provisions of the Company's MOI, the Companies Act and the JSE Listings Requirements.

8. Special resolution number 2 – Remuneration of non-executive directors

The Directors have proposed that there be increases of between 4% and 6% in the Non-executive Directors' fees from those fees approved by shareholders at the previous Annual General Meeting held on 29 August 2025.

"Resolved in accordance with section 66(9) of the Companies Act, that unless otherwise determined by the Company in a general meeting, the annual fees payable by the Company to Non-executive Directors be approved with effect from 1 April 2026, as follows:

Rands per annum	Current 2026	**Proposed 2027**
Board		
Chairman	616 463	**641 122**
Other Non-executive Board members	285 335	**296 748**
Audit and Risk Committee		
Chairman	147 951	**153 869**
Other members	63 408	**65 944**
Human Capital Committee		
Chairman	57 067	**60 491**
Other members	38 047	**39 569**
Social and Ethics Committee		
Chairman	57 067	**59 350**
Other Non-executive Board members	38 047	**39 569**
Agricultural Committee		
Chairman	57 067	**59 350**
Other Non-executive Board members	38 047	**39 569**

All fees are paid quarterly in arrears."

Reason for and effect of special resolution number 2

The reason for special resolution number 2 is to obtain approval from shareholders in accordance with the Companies Act for the payment of the Non-executive Directors' fees and the effect will be that the Non-executive Directors will be paid in accordance with this resolution once approved with effect from 1 April 2026.

9. Special resolution number 3: Authority to grant financial assistance in terms of section 44 of the Companies Act

"Resolved that, to the extent required by the Companies Act, the Board is authorised in terms of and subject to compliance with the requirements of the Company's MOI and section 44 of the Companies Act, to authorise the Company to provide direct or indirect financial assistance, by way of loans, guarantees, the provision of security or otherwise, to any person for the purpose of, or in connection with, the subscription of any option, or any securities (as such term is defined in the Companies Act), 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, on such terms and conditions as the Board may determine from time to time."

Reason for and effect of special resolution number 3

The reason for and effect of special resolution number 3 is to grant the Directors the authority to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation.

The provision of any such financial assistance will be subject to compliance with the requirements of the Company's MOI and section 44 of the Companies Act and the Board being satisfied and passing a resolution to the effect that following the provision of the financial assistance, the solvency and liquidity tests referred to in section 4 of the Companies Act will, as required in terms of section 44(3)(b)(i) of the Companies Act, be met and that the terms under which the financial assistance is proposed to be given, as contemplated in section 44(3)(b)(ii) of the Companies Act, are fair and reasonable to the Company. Such authority will, in accordance with section 44 of the Companies Act, be valid for a period of 2 (two) years commencing on the date of approval of special resolution number 3.

This means that the Company is authorised, *inter alia*, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the Company or its subsidiaries.

A typical example of where the Company may rely on this authority is where a subsidiary raised funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its subsidiary to the third-party funder arising from the issue of the preference shares.

10. Special resolution number 4: Authority to grant financial assistance to related and inter-related companies in terms of section 45 of the Companies Act

"Resolved that, to the extent required by the Companies Act, the Board is authorised in terms of and subject to compliance with the requirements of the Company's MOI and section 45 of the Companies Act, to authorise the Company to provide direct or indirect financial assistance to a related or inter-related company, on such terms and conditions as the Board may determine from time to time."

Such authority will, in accordance with section 45 of the Companies Act, be valid for a period of 2 (two) years commencing on the date of special resolution number 4.

Reason for and effect of special resolution number 4

The reason for and effect of special resolution number 4 is to obtain the necessary approvals from shareholders to allow the Company to provide financial assistance to the Company's related or inter-related companies in accordance with the provisions of section 45 of the Companies Act, as and when required. This means that the Company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

The provision of any such financial assistance will be subject to compliance with the requirements of the Company's MOI and section 45 of the Companies Act and the Board being satisfied and passing a resolution to the effect that following the provision of the financial assistance, the solvency and liquidity tests referred to in section 4 of the Companies Act will, as required in terms of section 45(3)(b)(i) of the Companies Act, be met and that the terms under which the financial assistance is proposed to be given, as contemplated in section 45(3)(b)(ii) of the Companies Act are fair and reasonable to the Company.

In terms of the Companies Act, a company is no longer required to obtain shareholder approval to provide financial assistance to its South African subsidiaries, however, the position regarding the provision of financial assistance to foreign subsidiaries is yet to be clarified. The Company therefore considers it prudent to seek the shareholder approval, as detailed above, in respect of financial assistance to its foreign subsidiaries, until such time as the legal position is clarified.

This special resolution number 4 does not authorise the provision of financial assistance to a Director and/or Prescribed Officer of the Company.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the Directors confirm that the Board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolution numbers 3 and 4:

- the assets of the Company, as fairly valued, will equal or exceed the liabilities of the Company, as fairly valued, (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company);
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 (twelve) months;
- the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's MOI have been met.

Notice of Annual General Meeting continued

Other matters

In terms of the section 61(8)(d) of the Companies Act, the Company must consider any matters raised by shareholders, with or without advance notice to the Company.

Proxies

A shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and, on a poll, vote in his/her stead. The proxy need not be a shareholder of the Company.

Proxy forms may be presented any time prior to or at the Annual General Meeting and also at the Company's registered office, or delivered to the Company's transfer secretary at the addresses stated on the inside back cover of this notice, 48 hours before the commencement of the Annual General Meeting, being 11h00 on Wednesday, 26 August 2026.

By order of the Board,

Highway Corporate Services (Pty) Limited
Company Secretary

Umhlanga Ridge
30 July 2026

Voting and proxies

All shareholders are entitled to attend and vote at the Annual General Meeting. Shareholders who hold their shares in certificated form or who are own name registered dematerialised shareholders who are unable to attend the Annual General Meeting but who wish to be represented thereat, are requested to complete and return the attached form of proxy so as to be received by the Company at any time prior to commencement of the Annual General Meeting and also at the time of the Annual General Meeting, or delivered to the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za, 48 hours prior to the Annual General Meeting being 11h00 on Wednesday, 26 August 2026.

Shareholders who have dematerialised their shares through a Central Securities Depository Participant ("**CSDP**") or broker, other than by own name registration, who wish to attend the Annual General Meeting, should instruct their CSDP or broker to issue them with the necessary authority, being a letter of representation, to attend the Annual General Meeting, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. Shareholders who have dematerialised their shares through a CSDP or broker, other than by own name registration who wish to vote by way of proxy, should provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. These instructions must be provided to their CSDP or broker by the cut-off time or date advised by their CSDP or broker for instructions of this nature.

Forms of proxy and/or letters of representation may be presented at any time prior to commencement of the Annual General Meeting and also at the Annual General Meeting, but to enable the Company to ensure prior to the Annual General Meeting that a quorum will be present at the Annual General Meeting, it would be helpful if proxy forms and/or letters of representation could be delivered to the Company or the Company's transfer secretaries at least 48 hours prior to the Annual General Meeting, being 11h00 on Wednesday, 26 August 2026.

Identification of Annual General Meeting participants

Please note that in terms of section 63 (1) of the Companies Act, meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a meeting. Forms of identification include valid identity documents, driver's licences and passports.

Electronic participation

Shareholders are advised that they or their proxies may participate in (but not vote at) the Annual General Meeting by electronic participation. If they wish to do so, they must:

- Contact the Company Secretary, represented by John Acutt, via email at john@hicorp.co.za before 11h00 on Wednesday, 26 August 2026, to receive the relevant dial-in instructions.
- Provide reasonable and satisfactory identification as described above.
- Be aware that they will be billed separately by their own telephone or internet service provider for their participation in the Annual General Meeting through this medium.

Please note that while electronic participation in the Annual General Meeting is available, there is no provision for electronic voting. Accordingly, shareholders who wish to participate in the Annual General Meeting electronically are reminded to submit their forms of proxy to the transfer secretaries or provide their relevant CSDP or broker with their voting instructions in accordance with their agreement with their relevant CSDP or broker (as the case may be).

The participant acknowledges that the electronic facility is provided by the Company and indemnifies the Company and its Directors, employees, Company Secretary, transfer secretary, service providers and advisers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic facility, whether or not the problem is caused by any act or omission on the part of the participants or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company and its Directors, employees, Company Secretary, transfer secretary, service providers and advisers, whether for consequential damages or otherwise, arising from the use of the electronic facility or any defect in it or from total or partial failure of the electronic facility and connections linking the electronic facility to the Annual General Meeting.

Annexure 1

Brief *curricula vitae* of directors standing for election and/or re-election

Non-executive Directors

Larry Riddle (66)

BCom, BAcc (Hons), CA(SA)

Independent Chairman of the Board

Member of Agricultural and Human Capital Committees

Appointed to the Board: April 2019

Larry previously held the positions of Commercial Director and Group Corporate & External Affairs Director of Illovo Sugar Africa. Larry also played a key role in looking after the Illovo Joint Ventures and Associate companies in the Group, including Gledhow Sugar Company and Glendale Distilling Company. He is a past Chairman of the South African Sugar Millers' Association and the Ethanol Producers' Association of South Africa.

Thomas Attree (51)

MA (Hons), CA (ICAEW)

Independent Non-executive Director

Chairman of the Audit and Risk Committee

Member of the Social and Ethics Committee

Appointed to the Board: April 2026

Thomas has more than 20 years' experience as a strategic finance, technology and sustainability leader for companies dual listed on the London Stock Exchange and JSE, with extensive knowledge of regulatory and governance frameworks. His experience includes roles as Group Reporting Accountant at Liberty International PLC, Finance Director at Covent Garden and Director of Sustainability and Technology at Shaftesbury Capital PLC. As a Chartered Accountant, he has gained significant expertise in audit, risk management and digital transformation. He is currently the Chief Operating Officer for M3 Consulting, a Development and Property management specialist in London.

Richard Chance (69)

BA LLB, CSEP (Columbia)

Independent Non-executive Director

Social and Ethics Committee Chairperson

Member of the Audit and Risk and Human Capital Committees

Appointed to the Board: July 2015

Richard is the Founder and Executive Director of Altor Africa (Pty) Limited, which is a Company that engages primarily in animal and human nutrition in Sub-Saharan Africa. He previously was a practicing attorney prior to joining SA Breweries, where he held various executive positions in his career. He has also consulted to several prominent companies.

Tim Crookes (49)

M Agric Mgt cum laude

Independent Non-executive Director

Member of the Agricultural and Audit and Risk Committees

Appointed to the Board: July 2015

Tim is Managing Director of Ellingham Estate, with significant farming interests, both personally and as part of the group. Tim was previously Manager of the Banana Growers Association of South Africa, and currently serves as a non-executive Director of Grocane Fire Insurance, and is member of several SA Canegrowers and sugar industry representative structures.

Tim Denton (64)

Non-executive Director

Chairman of the Agricultural Committee

Appointed to the Board: November 2012

Tim is Head of Agricultural Research for SilverStreet Capital, a London-based investment management business focused on the agricultural sector in Africa. He has extensive experience in the management of large commercial farms in Africa, including the development of greenfield sites and outgrower schemes.

Gary Vaughan-Smith (62)

BSc, MPhil, FIA

Non-executive Director

Member of the Human Capital Committee

Appointed to the Board: November 2012

Gary is the Chief Investment Officer of SilverStreet Capital, a London-based investment management business focused on the agricultural sector in Africa. Before this, he worked at Gartmore Investment and ABN AMRO, both based in London.

Executive Directors

Kennett Sinclair (49)

BAcc (Hons), CA(SA), CFA

Chief Executive Officer

Member of the Agricultural and Social and Ethics Committees

Appointed to the Board: August 2019

As the Chief Executive Officer, Kennett is a highly qualified and skilled executive with considerable experience. Kennett is a qualified chartered accountant and CFA charter holder who holds an honours degree in accountancy. He has over 20 years of experience in asset management, auditing, finance and operational management and corporate finance and private equity.

Melani De Castro (37)

BAcc (Hons), CA(SA)

Chief Financial Officer

Appointed to the Board: April 2026

Melani is a qualified chartered accountant, she joined Crookes Brothers in 2016 as a Project Accountant and later served as the Company's Group Financial Manager. Prior to joining Crookes Brothers, she completed her articles at Deloitte in the firm's Durban offices.

Form of proxy

Crookes Brothers Limited
Incorporated in the Republic of South Africa
Company Registration number 1913/000290/06
Share code: CKS ISIN: ZAE000001434
(Listed in the General Segment of the JSE Main Board)
("**Crookes Brothers**" or the "**Company**")

Annual General Meeting

For use only by certificated shareholders, own name registered dematerialised shareholders, Central Securities Depository Participants' ("**CSDP**") nominee companies and brokers' nominee companies at the Annual General Meeting of shareholders of the Company to be held at the Radisson Blu Hotel Durban Umhlanga, 7 Lagoon Drive, Umhlanga Rocks at 11h00 on Friday, 28 August 2026.

Dematerialised shareholders other than by own name registration, must not complete this form of proxy and must provide their CSDP or broker with their voting instructions, or alternatively, should they wish to attend the Annual General Meeting themselves, they may request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

I/We _____ (block capitals)

of _____ (address)

being a member(s) of the above-named company and entitled to vote,

do hereby appoint _____ of _____

or failing him/her _____ of _____

or failing him/her the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11h00 on Friday, 28 August 2026, or at any adjournment thereof.

I/We hereby direct that my/our proxy shall exercise his/her discretion as to the manner in which he/she votes, except as indicated below

	Agenda item	Mark with X where applicable		
		For	Against	Abstain
	Ordinary resolutions			
1.	Re-appointment of external auditors			
2.1.1	Re-election of Non-executive Director – LW Riddle			
2.2.1	Re-election of Non-executive Director – RGF Chance			
2.2.2	Re-election of Non-executive Director – TJ Crookes			
2.2.3	Re-election of Non-executive Director – TK Denton			
2.2.4	Re-election of Non-executive Director – G Vaughan-Smith			
2.3.1	Election of Executive Director – M De Castro			
2.3.2	Election of Non-executive Director – TG Attree			
3.1	Re-election of Audit and Risk Committee member – RGF Chance			
3.2	Re-election of Audit and Risk Committee member – TJ Crookes			
3.3	Election of Audit and Risk Committee member – TG Attree			
4.1	Re-election of Social and Ethics Committee member – RGF Chance			
4.2	Election of Social and Ethics Committee member – TG Attree			
4.3	Re-election of Social and Ethics Committee member – KA Sinclair			
5.	Approval of the Company's Remuneration Policy			
6.	Approval of the Company's Remuneration Report for the year ended 31 March 2026			
	Special resolutions			
7.	Special resolution number 1 – Amendment of the Memorandum of Incorporation			
8.	Special resolution number 2 – Remuneration of Non-executive Directors			
9.	Special resolution number 3 – Authority to grant financial assistance in terms of section 44 of the Companies Act			
10.	Special resolution number 4 – Authority to grant financial assistance to related and inter-related parties in terms of section 45 of the Companies Act			

Signed at _____ on this _____ day of _____ 2026

Signature _____ Number of shares _____

Crookes Brothers Limited – Annual General Meeting luncheon invitation

Shareholders of Crookes Brothers are advised that a luncheon will be served at the Radisson Blu Hotel Durban Umhlanga, 7 Lagoon Drive, Umhlanga Rocks, after the conclusion of the Annual General Meeting. In order to assist with catering requirements, shareholders are requested to complete this catering notification card and scan and mail it to Phumla Ngcongo at pngcongo@cbl.co.za.

I/We, being a shareholder/shareholders of the above-named Company, wish to attend the Annual General Meeting of the Company to be held on Friday, 28 August 2026 and would like to/cannot attend the shareholders' luncheon.

RSVP: No later than Friday, 21 August 2026

Signature: _____ Number of people: _____

Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided. The person whose name appears first on this 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.

2. A proxy appointed by a shareholder in terms hereof may not delegate his authority to act on behalf of the shareholder to any other person.

3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the Annual General Meeting as he deems fit in respect of all the shareholder's votes exercisable thereat.

4. Forms of proxy must be lodged at or posted to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za, to be received, for administrative purposes, by 11h00 on Wednesday, 26 August 2026 or not less than 48 hours before the recommencement of any adjourned or postponed meeting, or prior to shareholder exercising his votes at the Annual General Meeting.

5. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy, and to Crookes Brothers. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.

6. The Chairman of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received, otherwise than in accordance with these notes, provided that, in respect of acceptances, the Chairman is satisfied as to the manner in which the shareholder (s) concerned wish(es) to vote.

7. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder) to attend, speak and vote in place of that shareholder at the Annual General Meeting.

8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by Crookes Brothers or the Transfer Secretaries or waived by the Chairman of the Annual General Meeting.

9. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).

10. Where there are joint holders of Shares:

    10.1 any one holder may sign this form of proxy; and

    10.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Shares.

11. The form of proxy may be used at any adjournment or postponement of the Annual General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.

Corporate information

Company name:	Crookes Brothers Limited
Company registration number:	1913/000290/06
Share code:	CKS
Registered office and business address:	2nd floor Ridge 6 20 Ncondo Place Umhlanga Ridge 4319
Contact details:	031 001 5400
E-mail address:	info@cbl.co.za
Website details:	www.cbl.co.za
Group Company secretary:	Highway Corporate Services Proprietary Limited
Business address:	14 Hillcrest Office Park 2 Old Main Road Hillcrest
Telephone:	031 765 4989
E-mail:	john@hicorp.co.za
Transfer Secretaries:	Computershare Investor Services Proprietary Limited
	Rosebank Towers
Business address:	15 Biermann Ave Rosebank 2196
Postal address:	Private Bag X9000 Saxonwold 2132
Telephone:	011 370 5000
Telefax:	011 688 5200
Registered auditors:	Deloitte & Touche
Sponsor:	Questco Corporate Advisory (Pty) Ltd
Whistle Blowers ethics hotline:	PO Box 51006 Musgrave 4062
	Telephone – Freecall: South Africa: 0800 111 156
	Online submission via a webform at: www.whistleblowing.co.za
	Email to: crookesbros@whistleblowing.co.za Send an SMS to 33490 SA only

CROOKES
BROTHERS