

Notice of the Annual General Meeting





iHEALTHCARE GROUP HOLDINGS LIMITED

Incorporated in the Republic of South Africa

(formerly *Unroforce Proprietary Limited*)

Registration Number: 2019/155531/06

4AX Share Code: 4AIHGH

ISIN: ZAE400000077

("iHGH" or "the Company")

NOTICE OF THE ANNUAL GENERAL MEETING

1. NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of iHealthcare Group Holdings Limited, will be held and conducted entirely by electronic communication, on **27 August 2020**, at **18:00** (hereinafter referred to as the "**Annual General Meeting**" or the "**AGM**").

2. PURPOSE OF THE ANNUAL GENERAL MEETING

2.1. The purpose of the Annual General Meeting is:

- (i) to transact the formal business as set out in this notice of AGM, as is required in terms of the Companies Act, No 71 of 2008, as amended ("**Companies Act**"), the 4 Africa Exchange Proprietary Limited ("**4AX**") Listing Requirements ("**4AX Listing Requirements**") and the provisions of the memorandum of incorporation of the Company ("**MOI**");
- (ii) to present the consolidated audited annual financial statements of the Company for the financial year ended 29 February 2020, incorporating the directors' report, the Audit Committee report and the auditor's report;
- (iii) to consider and, if deemed fit, approve, with or without modification, the ordinary and special resolutions set out in the agenda below; and
- (iv) to consider any matters raised by the shareholders of the Company, with or without advance notice to the Company.

2.2. In terms of section 62(3)(e) of the Companies Act:

2.2.1. A shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend, participate in and vote at the AGM in the place of the appointing shareholder, by completing the form of proxy attached hereto as per the instructions provided therein. A proxy need not also be a shareholder of the Company.

2.2.2. AGM participants (including proxies) are required to provide reasonably satisfactory proof of their identification before being entitled to attend or participate in the AGM. All shareholders recorded in the securities register of the Company on **Friday, 21 August 2020**, being the voting record date ("**Voting Record Date**"), will be required to provide proof of identification satisfactory to the chairperson of the AGM.

2.2.3. Examples of satisfactory proof of identification will include a valid South African green barcoded identity document, driver's license or passport. If shareholders and/or proxies are in any doubt as to whether a document will be regarded as satisfactory proof of identification, such shareholders and/or proxies should contact the Company for guidance.

3. AGENDA OF THE ANNUAL GENERAL MEETING

3.1. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS

The audited consolidated annual financial statements of the Company (as approved by the board of directors of the Company (“iHGH Board”)), incorporating the external auditor, audit committee and directors’ reports for the year ended 29 February 2020 (“**Annual Financial Statements**”), are presented to shareholders.

A copy of the complete Annual Financial Statements can be obtained on the website of the iHGH at www.ihgh.co.za under the Investor Relations link.

3.2. SHAREHOLDER RESOLUTIONS

Ordinary Resolutions

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

3.2.1. ORDINARY RESOLUTION NUMBER 1 – Re-appointment of SNG GT as auditor

“RESOLVED THAT, SizweNtsalubaGobodo Grant Thornton Incorporated (“SNG GT”) (noting that Mr Alex Philippou is the individual registered auditor of that firm who will undertake the audit), be and hereby re-appointed as the auditors of the Company for the ensuing year on the recommendation of the audit and risk committee of the Company, under section 90 of the Companies Act.”

Reason for Ordinary Resolution Number 1:

The reason for ordinary resolution number 1 is that the Company, being a public company, must have its financial results audited and such auditor must be appointed or re-appointed each year at the AGM of the Company as required by the Companies Act.

For ordinary resolution number 1 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.2. ORDINARY RESOLUTION NUMBER 2 – Retirement and Re-election of directors who retire by rotation

“RESOLVED THAT, Mr Abrie Coetzee, being an independent, non-executive director of the Company, who retires by rotation in accordance with the provisions of the Company’s MOI, being eligible and making himself available for re-election, be and is hereby re-elected as independent, non-executive director of the Company.”

A brief CV of Mr Coetzee is included on page 13 of the Annual Report.

For ordinary resolution number 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.3. ORDINARY RESOLUTION NUMBERS 3, 4 AND 5 – Appointment / Reappointment of the members of the Audit and Risk Committee members

To appoint, on the iHGH board’s recommendation, by individual resolutions, the following independent non-executive directors as members of the audit and risk committee of the Company and its subsidiaries (“**Group**”) as provided for in section 94(4) of the Companies Act:

“RESOLVED THAT, the following independent, non-executive directors are appointed as members of the Company’s audit and risk committee, in terms of section 94(2) of the Companies Act, by separate resolutions, with effect from the end of this AGM:

Mr Abrie Coetzee (as ordinary resolution 3 subject to the approval of ordinary resolution number 2);

Mr Kabelo Moja (as ordinary resolution 4); and

Dr Herc Hoffman (as ordinary resolution 5),

until the next AGM of the Company.”

The iHGH Board is satisfied that the Company’s audit and risk committee members are suitably qualified and experienced independent non-executive directors. Collectively, the proposed members have sufficient qualifications and experience to fulfil their duties, as contemplated in regulation 42 of the regulations issued in terms of the Companies Act (“**Companies Regulations**”). They have a comprehensive understanding of financial reporting, internal financial controls, risk management and governance processes within the Company, as well as International Financial Reporting Standards, South African Statements of Generally Accepted Accounting Practice and other regulations and guidelines applicable to the Company and its subsidiaries (“the **Group**”). They keep up to date with developments affecting their required skills-set.

The iHGH Board therefore unanimously recommend Mr Abrie Coetzee, Mr Kabelo Moja and Dr Herc Hoffman for re-election to the audit and risk committee. Details of the nominees are included on pages 13 and 14 of the Annual Report.

Reason for Ordinary Resolution Numbers 3, 4 and 5 (inclusive):

The reason for ordinary resolution numbers 3, 4 and 5 (inclusive) is that the Company, being a public company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

For ordinary resolutions number 3 to 5 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.4. ORDINARY RESOLUTION NUMBER 6 – General authority to issue ordinary shares for cash

“RESOLVED THAT, the directors of the Company be and are hereby authorised, by way of a general authority, to allot and issue any of the Company’s unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the Company’s MOI, the Companies Act and the 4AX Listing Requirements, provided that:

- *The approval shall be valid until the date of the next AGM of the Company, provided it shall not extend beyond fifteen months from the date of this resolution;*
- *The general issues of shares for cash under this authority may not exceed, in the aggregate, 29.99% of the Company’s issued share capital (number of securities) of that class as at the date of this notice of AGM;*
- *Any such issue will only be made to public shareholders as defined in the 4AX Listing Requirements and not to related parties of the iHGH;*
- *in determining the price at which the securities will be issued under this general authority, any such issue will be at the consolidated net asset value per share of iHGH (per the latest published interim or annual financial information), provided that the maximum discount permitted on any such issue will be 10% to the net asset value per share; and*
- *any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue.*

For listed entities wishing to issue shares for cash (other than issues by way of rights offers and/or in consideration for acquisitions and/or to duly approved share incentive schemes), it is necessary for the board to obtain the prior authority of the shareholders in accordance with the 4AX Listings Requirements and the MOI of the Company.

Reason for Ordinary Resolution Number 6:

The reason for ordinary resolution number 6 is accordingly to obtain a general authority from shareholders to issue shares for cash in compliance with the 4AX Listing Requirements and the MOI of the Company.

For ordinary resolution number 6 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.5. ORDINARY RESOLUTION NUMBER 7 – Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company’s reporting accountants

“RESOLVED THAT, in accordance with paragraph 12.17.3 of the 4AX Listing Requirements, as a general mandate, shareholders hereby specifically waive the requirement for the interim financial information of the Company for the six months ended 31 August 2020 to be reviewed by the Company’s reporting accountants, it being recorded that the approval by the board of directors in respect of the aforementioned interim financial information shall be sufficient.”

Reason for Ordinary Resolution Number 7:

In terms of the 4AX Listing Requirements, issuers listed on 4AX are required to have their interim financial information reviewed by their reporting accountants, unless shareholders specifically waive this requirement through passing an ordinary resolution at the AGM.

For ordinary resolution number 7 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

SPECIAL RESOLUTIONS

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

3.2.6. SPECIAL RESOLUTION NUMBER 1 – Financial assistance to related and inter-related parties

“RESOLVED THAT, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the iHGH Board may, subject to compliance with the requirements of the Company’s MOI, the Companies Act and the 4AX Listing Requirements, authorise the Company to provide direct or indirect financial assistance, as contemplated in section 45(1) of the Companies Act, that the iHGH Board may deem fit to any company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the Company, on the terms and conditions and for amounts that the iHGH Board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.”

Reason for and effect of Special Resolution Number 1:

The reason for and effect of special resolution number 1 is to grant the directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company. This means that the Company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

For special resolution number 1 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.7. SPECIAL RESOLUTION NUMBER 2 – Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company

“RESOLVED THAT, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the board of directors of the Company may, subject to compliance with the requirements of the Company’s MOI, the Companies Act and the 4AX Listing Requirements, authorise the Company to provide direct or indirect financial assistance, as contemplated in sections 44(1) and 44(2) of the Companies Act, that the board of directors of the Company may deem fit to any company or corporation that is related or inter-related to the company (as defined in the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company, on the terms and conditions and for amounts that the board of directors of the Company may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the Company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.”

Reason for and effect of Special Resolution Number 2:

The reason for and effect of special resolution number 2 is to grant the directors of the Company authority, until the next annual general meeting the Company, to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or 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. 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. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the Company confirm that the iHGH 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 1 and 2 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (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 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.

For special resolution number 2 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.8. SPECIAL RESOLUTION NUMBER 3 – Approval of non-executive directors' remuneration

“RESOLVED THAT, in accordance with section 66(9) of the Companies Act, that the maximum remuneration payable to the non-executive directors of the Company for the financial years ending 28 February 2021 and 28 February 2022 be approved by shareholders on the following basis:

Description	Proposed Fees for Non-Executive Directors	
	FOR the period from 27 August 2020 to 28 February 2021	FOR the period from 1 March 2021 to 28 February 2022
Attendance of scheduled board meetings	R3 500 per meeting	R3 692.50 per meeting (being a 5.5% increase)

Notes regarding fees:

- Meeting fees are only paid for the four scheduled board meetings, not special meetings or committee meetings.
- Committee meetings and any other Ad-hoc meetings will not qualify for the payment of fees, at this stage.

Reason for and effect of Special Resolution Number 3:

The reason for special resolution number 3 is to grant the Company the authority to pay remuneration to its non-executive directors for their services as directors as required by sections 66(8) and (9) of the Companies Act. The non-executive director remuneration consists of a fee per scheduled board meeting attended. The fees above are stated on a net of VAT basis, and in the event that a non-executive director is obliged to register for, and charge VAT on director fees, the VAT on these fees will additionally be payable by the Company.

The effect of special resolution number 3, if passed, will be that the Company will be able to pay its non-executive directors for the services they render to the Company as directors without requiring further shareholder approval until the 2023 AGM of the Company.

For special resolution number 3 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

3.2.9. SPECIAL RESOLUTION NUMBER 4 - Share repurchases by iHGH and its Subsidiaries

“RESOLVED THAT, the Company or any of its subsidiaries, be and are hereby authorised, by way of a general authority, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the board of directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the MOI of the Company, the 4AX Listing Requirements and the requirements of any other stock exchange on which the shares of the Company may be quoted or listed, including, inter alia, that:

- the general repurchase of the shares may only be implemented through the order book operated by the 4AX trading system and done without any prior understanding or arrangement between the Company and the counterparty;*
- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 (fifteen) months from the date of passing this resolution;*
- a resolution has been passed by the board of directors approving the purchase, that the Company and its subsidiaries have satisfied the solvency and liquidity test as defined in section 4 of the Companies Act, and since the solvency and liquidity test was applied there have been no material changes to the financial position of the Company and its subsidiaries (hereinafter referred to as “the Group”);*
- the general repurchase is authorised by the Company’s MOI; and*
- the Company may not effect a repurchase during any prohibited period as defined in terms of the 4AX Listing Requirements unless there is a repurchase programme in place, which programme has been submitted to 4AX in writing and executed by an independent third party.”*

Reason for and effect of Special Resolution Number 4:

The reason for and effect of special resolution number 4 is to grant the directors a general authority in terms of its MOI and the 4AX Listing Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 4.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of a company. For the avoidance of doubt, a pro rata repurchase by the Company from all its shareholders will not require shareholder approval, save to the extent as may be required by the Companies Act.

For special resolution number 4 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4. REPORT FROM THE GROUP SOCIAL AND ETHICS COMMITTEE

In terms of Regulation 43(5)(c) of the Companies Regulations, the Social and Ethics Committee report must be included in the annual report for the period under review.

The Group Social and Ethics committee has been appointed with its first meeting scheduled to be held in September 2020.

5. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting and/or any matters raised by shareholders with or without advance notice to the Company.

6. ADDITIONAL INFORMATION

6.1. Record Dates

6.1.1. Notice Record Date

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities' register of the Company in order to receive notice of the Annual General Meeting is **Friday, 31 July 2020**.

6.1.2. Voting Record Date

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities' register of the Company in order to be able to attend, participate and vote at the Annual General Meeting is **Friday, 21 August 2020**.

6.2. Information Relating to the Special Resolutions

The directors of the Company or its subsidiaries will only utilise the general authority to purchase shares of the Company as set out in special resolution number 4 to the extent that the directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Group would not be compromised as to the following:

- the Group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this Annual General Meeting and for a period of 12 months after the purchase;
- the consolidated assets of the Group will, at the time of the Annual General Meeting and at the time of making such determination, be in excess of the consolidated liabilities of the Group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements of the Group;
- the ordinary capital and reserves of the Group after the purchase will remain adequate for the purpose of the business of the Group for a period of 12 months after the Annual General Meeting and after the date of the share purchase; and
- the working capital available to the Group after the purchase will be sufficient for the Group's requirements for a period of 12 months after the date of the notice of the Annual General Meeting.

6.3. Quorum Requirements:

6.3.1. The AGM cannot begin until sufficient persons (being not less than three in number who are entitled) are present at the AGM to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM.

6.3.2. The chairperson of the AGM cannot put a resolution or matter to the vote of Shareholders unless sufficient persons (being not less than three in number who are entitled) are present at the AGM to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM.

6.4. Voting and Proxies

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

6.4.2. A form of proxy is attached for the convenience of any shareholder holding shares who cannot attend the AGM but who wishes to be represented thereat.

6.4.3. It is recommended for the proxy forms to be completed and forwarded to reach the Company Secretary or Transfer Secretary at least 24 hours prior to the AGM, being no later than **18:00 on 26 August 2020** for administrative purposes.

6.4.4. Electronic Voting Online

6.4.4.1. Shareholders who are recorded in the securities register of iGHG will be entitled to electronically cast their votes on the 4AX Registry Voting Portal, from the date of the Notice of AGM until the AGM, being **27 August 2020**. Voting will close once the last resolution to be voted on has been proposed at the AGM. Votes cast by Shareholders who have submitted their votes prior to Voting

Record Date and who subsequently disposed of their securities held in iHGH, will be disregarded or amended to their new voting rights as on Voting Record Date.

6.4.4.2. All Shareholders will be able to register to attend the Annual General Meeting and/or Vote by accessing the 4AX Registry Voting Portal via the following link: <https://4axelection.co.za/8> and following the steps in paragraph 6.4.4.4 below.

6.4.4.3. Shareholders who cast their votes on the 4AX Registry Voting Portal and who do not attend the electronic Annual General Meeting, would be regarded as voting by proxy, and as a result authorise the chairperson of the AGM to attend, speak and vote for each respective shareholder at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote in accordance with each respective shareholder's votes as exercised on the 4AX Registry Voting Portal in respect of the iHGH shares registered in each shareholder's name.

6.4.4.4. *Steps to Register to Attend the Electronic Annual General Meeting and Voting Online:*

- Access the 4AX Registry Voting Portal via the following link: <https://4axelection.co.za/8>;
- Capture the Shareholder's Registry Account Number or Company Name/Registration Number or Name/Identity Number and click on search;
- The Shareholder details will be displayed on the next screen and you will be required to capture your Registration Number/Identity Number if not provided on the first screen, your email address and your cell phone number. Once captured, click submit;
- An OTP will be sent to the cell phone number you have entered on the previous screen which must be captured and submitted on the next screen;
- The next screen will contain a link to download the meeting attendance information as well as a link to the Voting Screen that can be opened at the AGM should you wish to vote at the meeting. The screen also contains a "Vote Now" button should you choose to capture your vote on Registration for the AGM or choose to submit your Vote without attending the AGM.
- A screen containing the AGM resolutions on which you need to vote will open;
- You will be able to vote "in Favour", "Against" or "Abstain" for each resolution;
- Make your choice and click "Submit Resolutions".
- You will now be able to attend the electronic AGM and capture your vote at the AGM (or any time before) should you not have done so already.

6.4.4.5. In the event shareholders would like to change or cancel their votes cast via the 4AX Registry Voting Portal, Shareholders must do so at any time prior to the AGM resolutions being voted on at the AGM by updating their vote following the same process as set out in 6.4.4.4 above. Should you require any assistance with voting online or changing or cancellation of votes, please contact the 4AX Registry, being the Transfer Secretary on 011 100 8352 or by email at ihealthcare@4axregistry.co.za. The Transfer Secretary must be informed prior to the commencement of the AGM, if a Shareholder intends to change or cancel his/her votes at the AGM. For the avoidance of doubt, votes which are changed or cancelled by Shareholders at the AGM will prevail and all previous votes submitted on the 4AX Registry Voting Portal will be deemed null and void.

6.4.4.6. Shareholders who experience any difficulty with registration for the electronic AGM or Online Voting must please contact 4AX Registry, being the Transfer Secretary, on 011 100 8352 or by email at ihealthcare@4axregistry.co.za for assistance to ensure that they are able to vote and access the meeting.

6.5. Electronic attendance and participation

6.5.1. As a consequence of the impact of the Covid-19 pandemic and the restrictions placed on public gatherings, iHGH will conduct the AGM by way of electronic participation only, as permitted by 4AX and the provisions of the Companies Act, and the Company's MOI.

6.5.2. 4AX Registry will assist shareholders with all the requirements for electronic participation and is obliged to validate the information of each Shareholder's entitlement to participate in and/or vote at the AGM before providing it with the necessary means to access the AGM electronically and/or the electronic voting platform.

6.5.3. Aside from the costs incurred by iHGH as a result of the hosting by 4AX Registry of the AGM by way of a remote interactive electronic platform, which Shareholders can choose to access, Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of 4AX, iHGH and/or 4AX Registry. None of the 4AX, iHGH and/or 4AX Registry can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the AGM.

6.5.4. Notwithstanding the availability of the electronic voting platform, shareholders may still submit forms of proxy to 4AX Registry by no later than **18:00** on **26 August 2020** or the time and date stipulated by 4AX Registry for administrative purposes.

By order of the board

FluidRock Co Sec Proprietary Limited

Per: Crisna Erasmus

Company Secretary

29 July 2020



iHEALTHCARE GROUP HOLDINGS LIMITED
Incorporated in the Republic of South Africa
(formerly Unroforce Proprietary Limited)
Registration Number: 2019/155531/06
4AX Share Code: 4AIHGH
ISIN: ZAE400000077

("iHGH" or "the Company")

FORM OF PROXY

FOR USE BY SHAREHOLDERS WHO CANNOT ATTEND THE ANNUAL GENERAL MEETING OF THE COMPANY BUT WISHES TO BE REPRESENTED THEREAT

Where appropriate and applicable, the terms defined in the notice of Annual General Meeting to which this form of proxy is attached bear the same meanings in this form of proxy.

For use by shareholders of the Company, registered as such at the close of business on **Friday, 21 August 2020**, being the voting record date ("**Voting Record Date**"), at the annual general meeting of the Company to be held entirely by electronic communication on **27 August 2020**, at **18:00** (hereinafter referred to as "**Annual General Meeting**" or "**AGM**") or any postponement of this meeting.

I/We (FULL NAME IN BLOCK LETTERS)

of (ADDRESS)

being the holder/s of _____ issued shares in the Company hereby appoint:

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the chairperson of the annual general meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting and/or at any postponement or adjournment thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the Annual General Meeting, and to vote on the resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner:

AGENDA	NUMBER OF SHARES		
	*IN FAVOUR OF	*AGAINST	*ABSTAIN
ORDINARY RESOLUTION NUMBER 1: Re-Appointment of SNG GT as auditor			
ORDINARY RESOLUTION NUMBER 2: Re-election of Mr Abrie Coetzee as independent, non-executive director of the Company who retires by rotation.			
ORDINARY RESOLUTION NUMBER 3: Re-appointment of Mr Abrie Coetzee as member of the Audit and Risk Committee.			
ORDINARY RESOLUTION NUMBER 4:			

AGENDA	NUMBER OF SHARES		
	*IN FAVOUR OF	*AGAINST	*ABSTAIN
Re-appointment of Mr Kabelo Moja as member of the Audit and Risk Committee.			
ORDINARY RESOLUTION NUMBER 5: Re-appointment of Dr Herc Hoffman as member of the Audit and Risk Committee.			
ORDINARY RESOLUTION NUMBER 6: General Authority to Issue Ordinary Shares for Cash			
ORDINARY RESOLUTION NUMBER 7: Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company's external auditor			
SPECIAL RESOLUTION NUMBER 1: Financial Assistance to Related and Inter-Related Parties			
SPECIAL RESOLUTION NUMBER 2: Financial Assistance for the Subscription and/or Purchase of Shares in the Company or a Related or Inter-Related Company			
SPECIAL RESOLUTION NUMBER 3: Approval of Remuneration of Non-Executive Directors			
SPECIAL RESOLUTION NUMBER 4: Share Repurchases by iGHG and its Subsidiaries			
<p>* One vote per share held by shareholders recorded in the register on the Voting Record Date. * Mark "in Favour of", "against" or "abstain" as required. If no options are marked, the proxy will be entitled to vote as he/she thinks fit.</p>			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed this _____ day of _____ 2020

Signature of shareholder(s)

Assisted by me (where applicable)

Please indicate how you wish your votes to be cast in the appropriate box provided.

A shareholder entitled to attend and vote at the electronic annual general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a member of the Company. Forms of proxy must be deposited at:

COMPANY SECRETARY	TRANSFER SECRETARY
<p>For the attention of: Crisna Erasmus crisna@fluidrockgovernance.com</p>	<p>Hill on Empire 4th Floor Building A 16 Empire Road Parktown, Johannesburg, 2193 (PostNet Suite 293, Private Bag X30500, Houghton, 2041) For the attention of: 4AX Registry ihealthcare@4axregistry.co.za</p>

so as to be received by the Company, by no later than 18:00 on 26 August 2020.

NOTES TO THE FORM OF PROXY:

1. This form of proxy is only to be completed by those shareholders who cannot attend the Annual General Meeting of the Company and wished to appoint another person to represent them at the Annual General Meeting.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space, with or without deleting "*the chairperson of the annual general meeting*". The person whose name is first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by means of a tick or cross in the appropriate box. However, if you wish to cast your votes for a lesser number of shares than you own in the company, insert the number of shares in respect of which you desire to vote. If i) a shareholder fails to comply with the above; or ii) gives contrary instructions on any matter, or any additional resolution(s) which are properly put before the meeting; or iii) the resolution listed in the form of proxy is modified or amended, the shareholder will be deemed to authorise the chairperson of the Annual General Meeting, if the chairperson is the authorised proxy, to vote in favour of the resolutions at the Annual General Meeting, or any other proxy to vote or abstain from voting at the Annual General Meeting as he/she deems fit, in respect of all the shareholder's exercisable votes.
If, however, the shareholder has provided further written instructions that accompany this form of proxy and indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in i) to iii), the proxy will comply with those instructions.
4. The forms of proxy should be lodged at.

COMPANY SECRETARY	TRANSFER SECRETARY
For the attention of: Crisna Erasmus crisna@fluidrockgovernance.com	Hill on Empire 4th Floor Building A 16 Empire Road Parktown, Johannesburg, 2193 (PostNet Suite 293, Private Bag X30500, Houghton, 2041) For the attention of: 4AX Registry ihealthcare@4axregistry.co.za

so as to be received by the Company, by no later than 18:00 on 26 August 2020.

5. The completion and lodgement of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person to the exclusion of any proxy appointed, should such shareholder wish to do so. In addition, 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 the Company.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 chairperson of the Annual General Meeting may reject or accept any form of proxy that is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied on the manner in which the shareholder(s) concerned wish(es) to vote.
7. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory(ies).
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached herewith (save to the extent that the chairperson waives compliance with this requirement).
9. A minor must be assisted by a parent or guardian unless the relevant documents establishing his/her legal capacity are produced.
10. Where there are joint holders of shares:
 - 10.1. Any one holder may sign the form of proxy;
 - 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 of members) shareholder who tenders a vote (in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
11. If duly authorised, companies and other corporate bodies that are shareholders of the Company with shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all their rights at the meeting by giving written notice of the appointment of that

representative. This notice will not be effective at the Annual General Meeting unless it is accompanied by a duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received prior to the Annual General Meeting.

12. This form of proxy may be used at any adjournment of the Annual General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
13. These notes summarise the relevant provisions of section 58 of the Companies Act 2008 ("**the Companies Act**"), as required.