



Premier Fishing & Brands Limited

The First Choice



27 January 2023**Dear Shareholder,**

Notice is hereby given to shareholders that Premier Fishing and Brands Limited ("PFB" or "the **Company**") will be hosting a general meeting ("**GM**") of shareholders to consider and, if deemed fit, to approve the acquisition of an additional equity stake by Premier Fishing SA Proprietary Limited, a wholly owned subsidiary of PFB, in Talhado Fishing Enterprises Proprietary Limited (the "**Transaction**"), pursuant to the requirements of section 126(1)(e) of the Companies Act, 2008 (Act 71 of 2008), as amended ("the **Companies Act**"). This GM will be conducted by way of and will be accessible to shareholders, through electronic communication as envisaged in Section 63(2)(a) of the Companies Act, at 10h00 on 20 February 2023 to deal with the following ordinary resolutions, in the manner required by the Companies Act.

The Board of directors of the Company ("the **Board**") has determined that, in terms of section 62(3)(a), read with section 59, of the Companies Act, the record date for the purposes of determining which shareholders of the Company are entitled to participate in and vote at the GM is Friday, 13 January 2023. Accordingly, the last day to trade PFB shares in order to be recorded in the Register to be entitled to vote will be Tuesday, 7 February 2023. If you are in any doubt as to what action you should take, consult your broker, Central Securities Depository ("**CSD**"), legal advisor, banker, financial advisor, accountant or another professional advisor immediately. If you have disposed of all your shares in the Company, please forward this document, together with the form of proxy, to the purchaser of such shares or the broker, CSD, banker or other agent through whom you disposed of such shares.

Aziza Amod
Non-Executive Chairperson

Sooren Ramdenee
Chief Executive Officer

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of the shareholders of Premier Fishing & Brands Limited will be held by way of and will be accessible to shareholders, through electronic communication on 20 February 2023 at 10h00.

PURPOSE

The purpose of the GM is to consider and if deemed fit, pass the resolution to approve the Transaction pursuant to the requirements of section 126(1)(e) of the Companies Act.

AGENDA

Presentation of the Transaction and Transaction steps.

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

ORDINARY RESOLUTIONS

Note: For an Ordinary Resolution to be adopted, more than 50% (fifty percent) of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.

APPROVAL OF TRANSACTION AND APPOINTMENT OF AUTHORISED OFFICIAL**1. ORDINARY RESOLUTIONS****1.1. Ordinary Resolution Number 1: Approval of the Transaction**

"Resolved that the acquisition of an additional equity stake by Premier Fishing SA Proprietary Limited, a wholly owned subsidiary of PFB, in Talhado Fishing Enterprises Proprietary Limited be and is hereby approved"

The reason for Ordinary Resolution Number 1 is that in terms of section 126(1) of the Companies Act, No. 71 of 2008, shareholders of PFB must approve the Transaction, as PFB is subject to a scheme of arrangement in terms of section 114 of the Companies Act, 71 of 2008 (as more fully set out in the SENS announcement released on 9 December 2022 by PFB and African Equity Empowerment Investments Limited).

In terms of the Transaction, Premier Fishing SA (Pty) Ltd ("PFSA") will effectively be acquiring an additional 30,35% shareholding in Talhado Fishing Enterprises (Pty) Ltd ("Talhado") for further control over its squid fishing rights, brand, processing facilities, and in order to enhance the Talhado's footprint in the squid sector. This will assist PFSA to consolidate its business, particularly in the squid sector which has proven to be a good generator of revenue. PFSA also intends to exploit synergies between its operations and those of Talhado and, thereby, introduce efficiencies in the business and save costs. Additionally, the Transaction will result in enhanced black ownership credentials for Talhado and, indirectly, PFSA. Talhado also has an extensive international sales network which PFSA intends to leverage in order to derive more operational and other benefits.

NOTICE OF GENERAL MEETING

1.2 Ordinary Resolution Number 2: Authority to Mr. Sooren Ramdenee

“Resolved that, Mr. Sooren Ramdenee be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of the resolutions set out in this Notice to the extent they are passed by the Shareholders of the Company.”

Reason for and effect of Ordinary Resolution Number 2 – To authorise Mr. Sooren Ramdenee to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the Ordinary Resolutions contained in this Notice.

ANNEXURE A

ELECTRONIC PARTICIPATION IN THE GM

1. Shareholders or their proxies who wish to participate in the GM via electronic communication ("**Participants**"), must apply to the Company's transfer secretaries to do so by delivering the form below ("**the Application**") to the offices of the Company's transfer secretaries, **JSE Investor Services Pty Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001**, or via email to: meetfax@linkmarketservices.co.za at least seven (7) business days prior to the GM to arrange for shareholder (or representative or proxy) to provide reasonable satisfactory identification to the Transfer Secretaries for the purposes of section 63(1) of the Act, and to provide the shareholder (or representative or proxy) with details on how to access the GM by means of electronic participation.

The application may also be posted, at the risk of the Participant, to **JSE Investor Services Pty Ltd, PO Box 4844, Johannesburg, 2000** or emailed to **meetfax@jseinvestorservices.co.za**, so as to be received by the transfer secretaries by no later than the time and date set out above

2. Participants must note that they will not be able to vote during the GM. Such Participants, should they wish to have their vote(s) counted at the GM, must act in accordance with the voting instructions contained in this Notice of the General Meeting, i.e. to the extent applicable:
 - i) complete the form of proxy; or
 - ii) contact their CSDP.
3. Important notice:
 - i) Each Participant will be contacted between 15 and 16 February 2023 via email and/or SMS with the details allowing them to dial in.
 - ii) The cost of the Participant's electronic communication will be for his/her own expense and will be billed separately by his/her own service provider.
 - iii) The cut-off time to participate in the meeting will be 10h00 on 20 February 2023. No late dial-in will be accommodated.

Full name of the shareholder	
ID number	
Email address	
Cell number	
Telephone number	
Name of CSDP or stockbroker (if shares are held in dematerialised format)	
Contact number of CSDP/stockbroker	
Contact person at CSDP/stockbroker	
Number of share certificate (if applicable)	
Signature	
Date	

TERMS AND CONDITIONS FOR PARTICIPATION AT THE GM VIA ELECTRONIC COMMUNICATION

The cost of dialling in using an electronic communication line to participate in the GM is for the expense of the Participant and will be billed separately by the Participant's own service provider.

The Participant acknowledges that the electronic communications are provided by a third party and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic communications or any defect in it or from total or partial failure of the electronic communications and connections linking the electronic communications to the general meeting.

Participants must note that they will not be able to vote during the GM. Such Participants, should they wish to have their vote(s) counted at the GM, must act in accordance with the voting instructions listed hereunder, i.e. to the extent applicable:

- complete the form of proxy; or
- contact their CSDP.

The application will only be deemed successful if this application form has been completed and fully signed by the Participant.

Shareholder name: _____

Signature: _____

Date: _____

THE APPLICATION FORM

ANNEXURE B FORM OF PROXY

PREMIER FISHING AND BRANDS LIMITED

(Incorporated in the Republic of South Africa) Registration Number 1998/018598/06

JSE share code: PFB ISIN: ZAE000247516

("Premier" or "the Company")

Only for the use by registered holders of certificated ordinary shares in the Company and the holders of dematerialised ordinary shares in the Company with "own-name" registration at the general meeting of shareholders to be held by electronic communication as contemplated in section 63(2)(b) of the Companies Act, on 20 February 2023 at 10h00.

All other dematerialised shareholders must contact their CSDP or broker to make the relevant arrangements concerning attendance at the general meeting.

I/We (please print full names) _____

of (please print address) _____

being a shareholder of Premier Fishing and the holder/s of _____ ordinary shares hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the Chairman of the general meeting;

as my/our proxy to attend and speak on my/our behalf at the general meeting and at any adjournment thereof in the following manner:

		For	Against	Abstain
1.	Ordinary resolution number 1: To approve the Transaction			
2.	Ordinary resolution number 2: Authority to Mr. Sooren Ramdenee			

Please indicate your voting instruction by way of inserting the number of shares or by a cross in the space provided should you wish to vote all of your shares.

Signed at _____ on this _____ day of _____ 2023.

Signature(s) _____

Assisted by (where applicable) (state capacity and full name) _____

NOTES TO FORM OF PROXY

1. The form of proxy must only be used by certified shareholders or dematerialised shareholders who hold dematerialised shares in their own name.
2. Shareholders are reminded that the onus is on them to communicate with their CSDP or broker.
3. A shareholder entitled to attend may insert the name of a proxy or the name of two alternative proxies of the shareholder's choice in the space provided, without deleting "the chairman of the general meeting". A proxy need not be a shareholder of the Company. The person whose name stands first on the proxy form and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
4. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held.
5. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box(es). Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all the shareholder's votes.
6. A vote given in terms of an instrument of proxy shall be valid in relation to the general meeting notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the vote is given, unless an intimation in writing of such death, revocation or transfer is received by the transfer secretaries not less than 48 hours before the commencement of the general meeting, provided that any form of proxy not delivered to the Transfer Secretary by this time may be handed to the chairman of the general meeting prior to the commencement of the general meeting, excluding Saturdays, Sundays and public holidays.
7. If a shareholder does indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instruction, or should any further resolution(s), or any amendment(s) which may properly be put before the general meeting be proposed, the proxy shall be entitled to vote as he/she thinks fit.
8. The chairman of the general meeting may reject or accept any form of proxy, which is completed and/or received other than in compliance with these notes.
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting, speaking in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
10. Documentary evidence establishing the authority of a person signing the form in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company or unless this requirement is waived by the chairman of the general meeting.
11. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
12. Where there are joint holders of shares:
 - Any one holder may sign the form of proxy.
 - The vote(s) of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
13. Forms of proxy should be lodged with or mailed to JSE Investor Services.
14. Hand deliveries to: JSE Investor Services South Africa Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001.
15. E-mail to JSE Investor Services Proprietary Limited to: meetfax@jseinvestorservices.co.za
16. Postal deliveries to: JSE Investor Services South Africa Proprietary Limited, PO Box 4844, Johannesburg, 2000.
17. Handed to the chairman of the general meeting prior to the commencement of the general meeting, at any time before the appointed proxy exercises any shareholder rights at the general meeting.
18. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialed by the signatories.

ADMINISTRATION

COMPANY SECRETARY

Mr Cornell Kannemeyer – cornellk@premfish.co.za

EXECUTIVE MANAGEMENT TEAM

Chief Executive Officer Sooren Ramdenee - sooren@premfish.co.za

Sales and Marketing Director Rushaan Isaacs - rushaan@premfish.co.za

Chief Financial Officer Brent Robertson - brentr@premfish.co.za

BUSINESS ADDRESS AND REGISTERED OFFICE

Physical address: 10th floor, Convention Tower, Cnr Heerengracht and Walter Sisulu Avenue, Foreshore, Cape Town 8001

Postal address: PO Box 181, Cape Town, 8000, South Africa

Telephone: +27 21 427 1400

Facsimile: +27 21 419 0731

Email address: info@premierfishing.co.za

Website: www.premierfishing.co.za

COMPANY REGISTRATION NUMBER

1998/018598/06

TRANSFER SECRETARIES

JSE Investor Services (Pty) Ltd

Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001

Postal address: PO Box 4844, Johannesburg, 2000, South Africa

Telephone: +27 11 713 0800

Telefax: +27 86 674 4381

Website: www.jseinvestorservices.co.za

AUDITORS

Thawt Inc. and Crowe JHB

SPONSOR

Vunani Capital Proprietary Limited

LISTING

Johannesburg Stock Exchange Sector: Farming and fishing

Share code: PFB

ISIN code: ZAE000247516

